



# **Parkland Food Bank**

## **Board Governance**

### **Manual**

Approved by resolution of the Parkland Food Bank Society Board of Directors  
on the 28<sup>th</sup> day of October 2025.

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## Contents

Introduction .....	vii
1    STYLE OF GOVERNANCE .....	11
1.1    Parkland Food Bank Operating Principles .....	11
1.2    Food Banks Canada Ethical Food Banking Code.....	12
2    BOARD STRUCTURE & RESPONSIBILITIES.....	15
2.1    Purpose of the Board .....	15
2.2    Authority & Accountability of the Board .....	15
2.3    Board Structure & Membership .....	16
2.4    General Responsibilities of the Board as a Corporate Body .....	17
2.5    Committees.....	19
2.6    Due Diligence – Responsibilities of Individual Directors.....	19
2.7    Confidentiality.....	20
2.8    Code of Conduct.....	21
2.9    Conflict of Interest Policy .....	21
3    ROLES OF THE OFFICERS OF THE BOARD.....	25
3.1    Chair .....	25
3.2    Vice Chair .....	25
3.3    Secretary.....	26
3.4    Treasurer.....	26
3.5    Past Chair .....	27
3.6    Executive Director .....	27
4    ROLE OF THE COMMITTEES.....	31
4.1    Composition.....	31
4.2    Function.....	31
4.3    Relationship to Staff .....	32
5    PARKLAND FOOD BANK BOARD COMMITTEES.....	35
5.1    Executive Committee.....	35
5.2    Nominating Committee .....	36
5.3    Finance Committee .....	37
5.4    Ad Hoc Committees.....	39
6    BOARD RESPONSIBILITIES.....	43

## Parkland Food Bank Board Governance Manual

6.1	Programs & Services .....	43
6.2	Planning.....	43
6.3	Financial Stewardship .....	43
6.4	Human Resources Stewardship .....	44
6.5	Performance Monitoring & Accountability.....	44
6.6	Risk Management.....	44
6.7	Public Relations & Advocacy .....	44
6.8	Management of Critical Transitional Phases.....	45
7	EXECUTIVE AUTHORITY.....	49
7.1	Delegation to the Executive Director.....	49
7.2	Appointment of the Executive Director.....	49
7.3	Executive Director's Performance Evaluation.....	50
8	BOARD DEVELOPMENT & MANAGEMENT .....	55
8.1	Recruitment & Screening of New Directors .....	55
8.2	Orientation of New Directors.....	55
8.3	Meetings.....	55
8.4	Attendance .....	56
8.5	Board Work Plan/Objectives .....	56
8.6	Board Self-Evaluation.....	56
8.7	Conflict Resolution.....	56
8.8	Seal .....	57
9	FINANCIALS .....	61
9.1	Fiscal Year.....	61
9.2	Reporting .....	61
9.3	Audit.....	61
9.4	Books & Records .....	62
9.5	Borrowing .....	63
9.6	Remuneration.....	63
10	BOARD DECISION-MAKING.....	67
10.1	Decision-Making Process.....	67
10.2	In-Camera Meetings (aka Closed Sessions) .....	67
11	DISSOLUTION OF THE CORPORATION.....	67

12 Appendix .....	69
12.1 CODE OF CONDUCT & CONFIDENTIALITY AGREEMENT – DIRECTORS.....	70
12.2 DIRECTORS’ & OFFICERS’ JOB DESCRIPTIONS.....	75
12.3 Guidelines for Representing the Parkland Food Bank to Third Parties.....	85
12.4 Conflict Resolution Procedure.....	86
12.5 Board Task Timeline.....	88
12.6 Organizational Chart.....	89
12.7 Board Meeting Procedural Overview .....	90



## **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 Society (the "Food Bank" or "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 of Directors (the "Board") is the governing body that provides authority, direction, and control of the Food Bank to ensure its Mission 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 made, 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, and Members in support of the Food Bank's Mission, Vision, initiatives, and priorities. Our Mission, Vision, and values guide our daily operations, how we treat clients and colleagues, address community and business partners, and deliver quality results. We uphold the highest standards and ethics of professional conduct.

In the spring of 2019, the Board undertook a comprehensive process to develop the Mission and Vision Statements. This initiative formed a key component of the 2020-2023 Strategic Plan. After careful consideration and alignment with the Food Bank's objectives, the Board formally approved these statements, establishing a clear direction for the ensuing strategic period. Recognizing the importance of maintaining relevance and alignment with evolving organizational goals, the Board reviewed the Mission and Vision statements in the fall of 2023. Following this review, the Board once again approved the statements, reaffirming their continued significance as guiding principles for the Food Bank's ongoing strategic initiatives.

### **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 an individual's personal situation.

## **Section 1**

1	STYLE OF GOVERNANCE .....	11
1.1	Parkland Food Bank Operating Principles .....	11
1.2	Food Banks Canada Ethical Food Banking Code.....	12



## **1 STYLE OF GOVERNANCE**

The Board represents the membership of the Parkland Food Bank. 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 Food Bank's Mission and defining the outputs and outcomes it seeks.

The Board is responsible for long-term planning and direction. It defines the Food Bank'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 Food Bank through careful deliberation and by establishing strategic direction and general policies.
- Monitor and regularly discuss the Board's processes, progress, and performance.
- Provide Directors with the knowledge necessary to fulfill their responsibilities for the good governance of the 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 the Parkland Food Bank is conducted in a transparent, legal, and ethical manner.
- Directors will conduct their business in accordance with the principles of fair play and due legal process.
- Enforce upon its 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**

The Board, employees, and volunteers of the Food Bank are committed to following these operating principles as a trusting, collaborative, highly effective team.

Collectively and individually, they will strive to:

1. Maintain a safe environment; with safety comes the permission to make mistakes,
2. Speak the language of cooperation and embrace active listening,
3. Respect and engage diverse opinions,
4. Seek to understand,
5. Be prepared to participate fully,
6. Wear the right "hat" at the right time; operate as a "we" rather than a "me,"
7. Be curious and thoughtful,
8. Focus on teamwork and innovation,
9. Build relationships based on trust and integrity,
10. Honour the Vision and Mission of the Food Bank.

## **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 Ethical Food Banking Code. [Food Banks Canada Ethical Code](#)

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.

## Section 2

2	BOARD STRUCTURE & RESPONSIBILITIES.....	15
2.1	Purpose of the Board .....	15
2.2	Authority & Accountability of the Board .....	15
2.3	Board Structure & Membership .....	16
2.4	General Responsibilities of the Board as a Corporate Body .....	17
2.5	Committees.....	19
2.6	Due Diligence – Responsibilities of Individual Directors.....	19
2.7	Confidentiality.....	20
2.8	Code of Conduct.....	21
2.9	Conflict of Interest Policy .....	21



## **2 BOARD STRUCTURE & RESPONSIBILITIES**

The structure and mandate of the Parkland Food Bank are defined by the legislation under which it is incorporated, any special purpose legislation governing its mandate, the Societies Act (Alberta), the Income Tax Act (Canada) relating to registered charities, and these governance policies enacted under the authority of the Parkland Food Bank Society bylaws (the "Bylaws").

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

The Board is the legal entity bearing corporate authority and responsibility of the Parkland Food Bank. The Board provides leadership, establishes policies, and holds the fiduciary obligations for the Food Bank. Directors are the fiduciaries who steer the Food Bank towards a sustainable future by adopting sound, ethical, and legal governance and fiscal management policies, as well as by making sure the Food Bank has the adequate resources to advance its Mission.

### **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 (Alberta). The Board is ultimately responsible for the Food Bank's operations, funds, and property.

Directors of the Food Bank have legal obligations known as fiduciary duties. Directors who diligently perform their fiduciary duties responsibly protect the Food Bank's reputation – a central tenant of good governance. The following is a summary of the fiduciary duties Directors are required to observe:

1. **Duty of Care:** To give the same care and concern to their Board responsibilities as any prudent and ordinary person would manage their personal matters. At a minimum, this includes:
  - a. Participating actively in Board meetings
  - b. Serving on at least one committee
  - c. Working to advance the Food Bank's Mission and goals
  - d. Practicing oversight of programs and activities
  - e. Choosing a qualified Executive Director
  - f. Monitoring the budget and financial reports
  - g. Questioning expenditures
  - h. Engaging in strategic planning and goal setting
2. **Duty of Loyalty:** Directors must place the interests of the Food Bank ahead of their own interests at all times. Directors are required to publicly disclose any conflicts of interest and not use Board service as a means for personal or commercial gain.
3. **Duty of Obedience:** Directors must make sure that the Food Bank is abiding by all applicable laws and regulations and does not engage in illegal or unauthorized

activities. This means Directors must conduct the Food Bank's Mission in conjunction with its stated purpose.

Directors will be considered to have breached their fiduciary duty to the Food Bank when they speak or act in any way that is not in the Food Bank's best interest, and results in a loss to the organization.

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, clients, staff, volunteers, its Members, and other stakeholders.

Individual Directors are elected under the authority of the Bylaws and are responsible to the Members of Parkland Food Bank (the "Members") 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, or the Executive Director of the Food Bank, 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 the 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**

As outlined under Article IV of the bylaws, the Board consists of no less than five and no more than fifteen members elected at the Annual General Meeting (the "AGM") of the Parkland Food Bank. The term of office is three years. A Director cannot be elected to the Board for more than three (3) consecutive three-year terms. A retiring Director is eligible for re-election to the Board after a lapse of one (1) full year since the individual ceased to be a Director, subject to the outcome of the selection process followed by the Nominating Committee.

A Director's term of office may be terminated early based on any of the following circumstances:

- a) They resign from office by giving one (1) months' notice in writing to the Chair of the Board. The resignation takes effect at the end of the notice period or at such earlier time as the Board may from time to time determine.
- b) They are removed from office by a Special Resolution passed at a General Meeting or Special Meeting. Any Director facing expulsion may request an opportunity to address this expulsion at the meeting. All motions passed by Special Resolution at a General or Special Meeting shall be final and binding.

- c) Any Director, who without prior notification to the Chair of the Board is absent for more than three (3) Board Meetings, may be removed by a resolution of the Board passed by no less than seventy-five (75%) of the other Directors of the Board.
- d) A Director shall be automatically removed from the Board if the Director:
  - i. dies;
  - ii. is declared incapable by a court in Canada or in another country;
  - ii. becomes bankrupt; or
  - iii. becomes an "ineligible individual" (within the meaning of subsection 149.1(1) of the *Income Tax Act* (Canada)).
- e) A Director shall be immediately removed from the Board by a majority vote of the remaining Directors, if found to have acted contrary to the Society's Bylaws or Code of Conduct, or to be in direct conflict of interest as determined by such remaining Directors.

Vacancies which occur between AGM's shall be filled by the Board upon approval by at least seventy-five percent (75%) of the remaining Directors. Replacement of retiring Directors between General Meetings shall be the responsibility of the Nominating Committee subject to ratification by the Board. Directors appointed to fill such vacancies shall continue in office until the next General Meeting at which time their appointments will be ratified by the Members. The term of the Director filling a vacancy shall commence at the AGM at which their appointment is ratified by the Members.

The Board annually elects the Chair, Vice Chair, Treasurer, and Secretary (see Appendix 12.2, and the Food Bank's 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 the Parkland Food Bank within the framework of relevant legislation and standards. Under Bylaw 4.6 the Board is given corporate legal authority and responsibility for:

- Setting strategic direction,
- Approving budgets and overseeing financial matters,
- Hiring and supervising the Executive Director or CEO,
- Ensuring compliance with federal and/or provincial regulations,
- Protecting the Food Bank's Mission and charitable assets.

The Board is responsible for ensuring the achievement of the Food Bank'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 also responsible for ensuring it has adequate information to monitor significant areas of corporate performance.

In discharging its responsibilities for the governance of the Parkland Food Bank, the Board oversees the management of the 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 Food Bank's Mission, Vision, values, and operating principles.
- Governing the Food Bank through broad policies and planning objectives approved by the Board.
- Establishing goals and objectives for the Food Bank that chart the future direction of the organization.
- Formulating framework, governance, and operational policies with the Executive Director and staff.
- Periodically reviewing and updating the Food Bank's Bylaws, policies, and objectives, and submitting reports to the provincial or federal government as required.
- Enacting the Food Bank's charter and Bylaws.

**Advocacy**

- Representing the Parkland Food Bank to the community.
- Monitoring and being aware of government legislation that affects the Food Bank's work with its clients and looking for opportunities to engage in advocacy work on their behalf.
- Being accountable to the Food Bank's Members and its 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 the 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 the Parkland Food Bank to finance its programs adequately.
- Accounting to the Food Bank's Members, the public, and funders, for the organization's services and expenditure of funds.
- Participating and overseeing fundraising activities.
- Overseeing and approving all contracts entered into by the Food Bank.

**Personnel**

- Selecting and supporting an Executive Director to whom the responsibility for the administration of the Parkland Food Bank is delegated.
- Establishing the general values and operating principles in which the 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 and the Executive Director.
- Overseeing Director recruitment, selection, orientation, and training.
- Reviewing and evaluating the Executive Director's performance annually (at a minimum) based on a specific job description and approved objectives as outlined under Section 7.3.

### **Programs**

- Approving the Parkland Food Bank's programs and services to be consistent with its stated purpose.
- 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 client and community needs.

## **2.5 Committees**

From time to time, the Board may establish standing committees, ad hoc committees, or working groups to conduct certain tasks or make recommendations to the Board on specific issues. These committees can include both Directors and non-Directors. 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, and each non-Board committee member must sign a Code of Conduct & Confidentiality Agreement. The Board Chair and Executive Director are *ex-officio* members of all committees except the Nominating Committee as per 6.1 d) and 8.1 of the Bylaws (see Section 5 for more information about Committee Terms of Reference).

## **2.6 Due Diligence – Responsibilities of Individual Directors**

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

**They are responsible for the following:**

- Being informed of the legislation under which the Parkland Food Bank exists, its Bylaws, Mission, Vision, values, and following the Code of Conduct, Conflict of Interest guidelines, and policies as they pertain to the duties of a Director.
- Keeping informed about the activities of the Parkland Food Bank and general trends in its operating sector.
- Regularly attending and participating in Board meetings, serving on Board committees, and contributing to the Board's work from personal, professional, and life experience.
- 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.
- Collaborating with the staff of the Parkland Food Bank on committees 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 the Parkland Food Bank's Bylaws and policies.

## 2.7 Confidentiality

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

### **Directors must protect confidential information in possession of the Food Bank, including:**

- Any personal or identifying information related to Members, clients, donors, volunteers, staff, or Directors.
- Internal financial, business, program, or service information and records that have not been released.
- Other confidential and/or proprietary information as defined in the Parkland Food Bank's Code of Conduct and Confidentiality Agreement (the "C&C Agreement").  
Who collects? Does it appear in someone's job description.

Confidentiality means Directors may not relate such matters to any third party, including friends, relatives, business, or professional associates, without prior written authorization from the 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.

Directors shall sign a C&C Agreement (see Appendix 12.1) upon joining the Board. At the end of their term, the Secretary or a member of the Nominating Committee will review the off-boarding process and relevant documentation with the exiting Director.

Any breach of the terms and conditions of the C&C Agreement could result in liability and irreparable harm to the Parkland Food Bank. The Food Bank shall be entitled to an injunction to restrain any current or past Director from disclosing, in whole or in part, information defined as confidential information in the C&C Agreement. The 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 Director.

## **2.8 Code of Conduct**

A stated code of conduct encourages the development of a spirit of collective decision-making, shared objectives, and shared ownership of, and respect for, Board decisions. Directors are expected to act in the best interest of the 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.

In general, each Director is required to:

- Use good judgment based on high ethical principles,
- Refrain from any illegal, dishonest, or unethical conduct,
- Act in a professional and business-like manner,
- Treat others with respect,
- Not leverage their position on the Board for their personal interest,
- Possess a professional attitude that upholds confidentiality towards persons served, colleagues, nominees, and any sensitive information arising within the Food Bank, and
- Comply with all applicable laws and regulations and hold accountable other Directors as well as the Executive Director to conduct business in accordance with the spirit and letter of all relevant laws.

## **2.9 Conflict of Interest Policy**

Directors shall always act in the best interests of the Parkland Food Bank rather than the interests of its constituencies. Directors will act in accordance with the Bylaws regarding any conflict of interest and the Food Bank Canada Ethical Foodbanking Code. This means Directors will set aside personal self-interest and perform their duties in the transaction of the affairs of the Parkland Food Bank in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

Directors shall serve without remuneration. No Director shall directly or indirectly receive any profit from their position. 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* (Canada).

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

## **Section 3**

3	ROLES OF THE OFFICERS OF THE BOARD.....	25
3.1	Chair .....	25
3.2	Vice Chair.....	25
3.3	Secretary.....	26
3.4	Treasurer.....	26
3.5	Past Chair.....	27
3.6	Executive Director .....	27



### **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.

The officers of the Food Bank shall be the Past Chair, Chair, Vice Chair, Secretary, and Treasurer; collectively this group will be known as the Executive Committee. The Executive Committee shall be elected annually by the Board from a slate submitted by the Nominating Committee at the first meeting following the AGM. All officers must be Directors, and the Chair must have served as an officer of the Food Bank in the past. The Chair will automatically become the Past Chair once a new Chair has been selected.

Under Article V of the Bylaws, the term for each officer shall be one (1) year; however, the Nominating Committee may, at its discretion, again present the name of the officer for successive one (1) year terms up to a maximum of five (5) terms in that officer position for approval by the Board. In the case of a vacancy, the Board shall elect a Director to fill the vacancy at its discretion. Such Director shall be appointed from the remaining Directors sitting at the time of the vacancy. Any officer may delegate the duties to another officer but must formally notify the other members of the Executive Committee.

#### **3.1 Chair**

The primary role of the Chair is to keep the Food Bank on track towards fulfilling its Mission. This involves facilitating meetings, exemplifying strong leadership, practicing effective governance, and putting change into motion.

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

- Shall preside at all General, Special, Board and Executive meetings.
- With the sanction of the Board, shall appoint special committees and detail their duties.
- Shall sign cheques with the Treasurer, Executive Director or Vice Chair within limits set annually by the Board.
- Shall be an *ex-officio* member of all committees except the Nominating Committee.
- Shall sign contracts on behalf of the Society with the Executive Director, Treasurer or Vice Chair.
- Shall function as the spokesperson for the Society.
- Shall deliver notices of meetings by e-mail as required.
- Shall perform such other duties as may be specified by the Board.

#### **3.2 Vice Chair**

The Vice Chair provides additional board leadership and assumes the role of Chair in their absence. The Vice Chair will ascend to the Chair role at the end of that individual's term.

**The Vice Chair shall:**

- Assist the Chair and perform the duties of the Chair in their absence.
- Sign cheques or contracts on behalf of the Food Bank with the Chair, Executive Director or Treasurer.
- Perform such other duties as may be specified by the Board.

**3.3 Secretary**

The Secretary is responsible for the proper management and utilization of important records and plays a key role in ensuring that the Board has agreed upon procedures regarding how matters come before the Board and how decisions are made and recorded.

**The Secretary shall:**

- Ensure that adequate minutes are kept of all General, Special, Board and Executive meetings.
- Ensure that an accurate Register of Members is kept, including terms of Directors.
- Ensure that all necessary filings, including annual returns, changes in the Directors, amendments to the Bylaws and other incorporating documents are filed as required.
- Perform such other duties as may be specified by the Board.

**3.4 Treasurer**

The Treasurer is responsible for overseeing all aspects of the Food Bank's finances. They monitor the Food Bank's financial health and keep the Board informed so that they can make better decisions.

**The Treasurer shall:**

- Ensure the Society maintains the appropriate financial books and records, and that these are accurate and up to date.
- Oversee the development of high-level financial policies and their review and approval by the Board.
- Sign cheques and contracts on behalf of the Society with the Chair, Executive Director or Vice Chair within limits as set annually by the Board.
- Assist in the preparation of the annual budget and its presentation to the Board for review and approval.
- Be responsible for the preparation and presentation of monthly financial reports to the Board.
- Be responsible for arranging the annual audit, reviewing the engagement letter, audit plan, and audited financials, and shall delegate such functions as are deemed appropriate to the Executive Director.

- Discuss with the external auditor any problems experienced in conducting the audit including any issues with management's cooperation or disagreements with management regarding financial statements or disclosures.
- Perform such other duties as may be specified by the Board.

### **3.5 Past Chair**

The Past Chair provides continuity and support to the new Chair and Board during the transition of board leadership. They also actively participate as a member of the Executive Committee.

**The Past Chair shall:**

- Chair the Nominating Committee.
- Provide advice, guidance, and support to the Board to ensure consistency with past Board affairs.
- Carry out such other duties as may be specified by the Board.

### **3.6 Executive Director**

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

The Executive Director shall conform to all lawful orders given by the Board of Directors. They shall at all reasonable times give to the Board, or any individual Director thereof, all the information they may require regarding the affairs of the Food Bank. 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 and, although an *ex-officio* member of all committees, does not vote at any meetings.
- Act as the Chief Administrative Officer of the Food Bank and shall also be designated as a signatory on cheques or other official documents with the Chair, Vice Chair or Treasurer within the limits as set annually by the Board.

The Board may choose to designate the Executive Director as the spokesperson for the Parkland Food Bank.



## **Section 4**

4	ROLE OF THE COMMITTEES.....	31
4.1	Composition.....	31
4.2	Function.....	31
4.3	Relationship to Staff.....	32



## **4 ROLE OF THE COMMITTEES**

Committees are established to streamline the operations of the 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 Director. The composition of the committees shall be representative of the Board and, where possible and appropriate, include staff, Members, and members of the community at large. As noted previously, the Executive Director is an *ex-officio* member of all committees. The Chair is *ex-officio* member of all committees except for the Nominating Committee.

### **4.2 Function**

The committee's function is to provide the Board with the experience, expertise, and judgement of a group of interested and informed people to bear on a specific area of the Food Bank'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 Food Bank staff work cooperatively to conduct the objectives of the Food Bank. The Board relies upon the ability, training, expertise, and experience of staff to plan for and provide programs and services within the Food Bank's mandate. Committee and Board meetings are the generally recognized avenues for Board and Executive Director 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 Food Bank resources or staff time.
- Staff performance concerns or policy infractions.
- Concerns regarding any aspect of programs or administration.

## **Section 5**

5	PARKLAND FOOD BANK BOARD COMMITTEES.....	35
5.1	Executive Committee.....	35
5.2	Nominating Committee .....	36
5.2.1	Parkland Food Bank Membership Policy.....	37
5.3	Finance Committee .....	37
5.4	Ad Hoc Committees.....	39



## **5 PARKLAND FOOD BANK BOARD COMMITTEES**

### **5.1 Executive Committee**

#### **Purpose**

To collaborate with the Executive Director in providing executive leadership to the Parkland Food Bank.

#### **Membership**

- Chair
- Vice Chair
- 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 Bylaws 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**

- Following the AGM, the committee 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. Such as,
  - Prioritize items for the Board's consideration.
  - Ensure necessary background work has been completed.
  - Determine whether issues warrant Board action, whether they are policy (Board) or operational issues (Food Bank staff).
- Recruit, nominate, and hire the Executive Director, subject to Board approval.

- Conduct the Executive Director's annual performance evaluation and make recommendations to the Board concerning their performance, continued tenure, and compensation, including salary and bonus.
- Work with the Executive Director to establish annual goals and targets based on the Food Bank's strategic plan.
- Monitor and evaluate progress toward strategic goals and initiatives and make periodic and timely presentations to the entire Board on progress.
- Provide regular Executive Committee reports to the full Board.

## 5.2 Nominating Committee

### Purpose

The Nominating Committee is a standing committee of the Board. It shall ensure a consistent and strategic influx of committed, diverse, and qualified Directors to support the effective governance and operations of the Parkland Food Bank.

### Membership

- The Past Chair is the Chair of this committee. If unavailable, the Board will appoint a Chair.
- The Committee will include a minimum of three members and may include both Directors and non-Directors.
- The Executive Director serves as a non-voting member.
- Committee membership is for a one-year term.

### Meetings

- The Committee meets at least three times per year.
- The Chair prepares and circulates the agenda and any pre-reading materials in advance of meetings.
- Minutes will be recorded and shared with the Board in a timely manner.

### Authority

The Nomination Committee reports directly to the Board of Directors and operates within its Terms of References and other Board-approved governance documents.

### Areas of Responsibility

- Following the AGM, review the committee's Terms of Reference and develop goals and objectives for the upcoming year. Submit a report to the Board outlining key tasks and timelines.
- Develop and recommend to the Board a profile of desired skills, experience, and diversity criteria to support strong community representation and effective governance.
- Identify, contact, interview, and conduct reference checks for prospective candidates for Board vacancies.
- Recommend suitable candidates to the Board, as per approved criteria.

- Ensure all new Directors receive appropriate orientation.
- Support Board development, including mentoring and succession planning.
- Review applications for membership in the Parkland Food Bank and recommend potential individuals to the Board for approval, as per approved criteria.
- Facilitate a regular review of Bylaws, governance policies, and procedures.
- Support the Board of Directors with any questions pertaining to Bylaws, governance policies and procedures.
- Provide written reports to the Board summarizing meetings, decisions and recommendations.

### **5.2.1 Parkland Food Bank Membership Policy**

Under Section 3.1 of the Parkland Food Bank's Bylaws, any member of the public or new/active volunteer of the Society may apply to become a Member of the Society by submitting a duly completed application form to the Board Chair.

All applications received shall be forwarded to the members of the Nominating Committee in keeping with their stated Terms of Reference.

The Nominating Committee shall review all applications to confirm that each applicant meets the requirements set forth in the above-noted section of the Bylaws. Specifically, the committee members will ensure that:

- members of the public:
  - are a resident of Parkland County, Spruce Grove or Stony Plain, AB, and
  - have confirmed they have reached the age of majority, i.e., 18 years of age.
- volunteers of the Food Bank have:
  - volunteered at least once within the requisite time period set out in the Food Bank's volunteer handbook to enable the volunteer to stay current in their knowledge and proficiency, or
  - have completed their initial orientation and/or training requirements.

Upon completion of their review, the Nominating Committee shall forward the applications of potential Members to the Board of Directors for approval.

## **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 and the current Board Treasurer.

- Comprises a minimum of three members and can include both Board and non-Board members.
  - 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 financial statements.
    - 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, four 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 financial 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
- Internal Control Guidelines
- Risk Management
- Segregation of Duties

### **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 are 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 to assist them to 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 Board of Directors and to conduct their functions within their stated 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.



## **Section 6**

6	BOARD RESPONSIBILITIES.....	43
6.1	Programs & Services.....	43
6.2	Planning.....	43
6.2.1	Strategic Plan.....	43
6.2.2	Annual Plan & Budget .....	43
6.3	Financial Stewardship .....	43
6.4	Human Resources Stewardship .....	44
6.5	Performance Monitoring & Accountability.....	44
6.6	Risk Management.....	44
6.7	Public Relations & Advocacy .....	44
6.8	Management of Critical Transitional Phases.....	45



## **6 BOARD RESPONSIBILITIES**

Primary responsibilities of the Board fall within nine general areas as outlined in Section 2.4 above.

### **6.1 Programs & Services**

The Board of Directors may appoint a Programs and Services Committee to evaluate programs and services currently being offered by the Food Bank in addition to any future programs.

### **6.2 Planning**

One of the most critical responsibilities of a Board of Directors is to provide general guidance and direction to the Executive Director of the Food Bank.

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

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

#### **6.2.1 Strategic Plan**

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

This plan provides a blueprint for the Food Bank'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 Food Bank. It identifies the key areas in which the Board wants to focus the Food Bank's activities and the general goals for each area.

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

The Board Treasurer and Executive Director develop plans and budgets based on the general blueprint contained in the strategic plan. These plans and budgets become the focus of work throughout the Food Bank over the next twelve-month period. The annual operating budget will contain revenue 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 fiscal 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 overall performance of the Food Bank against legislative and regulatory requirements and approved objectives of the organization; and reporting to Members, funders, and other key stakeholders.

## **6.6 Risk Management**

The Board is responsible for ensuring the Food Bank's Bylaws are current; that governance practices are consistent with the Bylaws; adequate insurance provisions are in place to protect the Food Bank and Board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; the Food Bank is in 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 Food Bank 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 Food Bank positively to the Members and the community.

The authority to speak on behalf of the Food Bank shall rest with the Board Chair and/or Executive Director. Either of these individuals may delegate this authority to other employees or Directors within their fields of competence or knowledge.

Generally, the Chair will represent the Food Bank on matters of Board policy, and the Executive Director on operational issues. Either may represent the Food Bank on issues related to advocacy on behalf of its stated Mission and/or Vision.

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 Food Bank (see Appendix IV Guidelines for Representing the Food Bank 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 on the Board and senior management; rapid growth or decline in resources; labour relations disputes; and issues of significant public controversy.



## **Section 7**

7	EXECUTIVE AUTHORITY.....	49
7.1	Delegation to the Executive Director.....	49
7.2	Appointment of the Executive Director.....	49
7.3	Executive Director's Performance Evaluation.....	50



## **7 EXECUTIVE AUTHORITY**

The Board contracts with the Executive Director for the management and administration of the Food Bank. Within parameters, directions, policies, and desired outcomes established by the Board, the Executive Director is responsible for determining the method of execution.

The Executive Director is employed by the Board and is, therefore, responsible to the full Board rather than to individual Directors. This individual is 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(s) 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 Food Bank provides.
- Required to provide the Board with the information it requires to govern effectively, to make informed decisions, and to monitor the overall performance of the Food Bank in the achievement of goals approved by the Board.
- Responsible for employing staff. Directors 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.

### **7.1 Delegation to the Executive Director**

The Board's job is generally confined to establishing broad policies to achieve the Food Bank's stated Mission and Vision. It delegates responsibility for the development and execution of operational policies to the Executive Director.

The Chair of the Executive Committee, rather than individual Directors, Officers, or Executive Committees as a whole, 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 Board. 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 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 operational link between the Board of Directors and the Food Bank. The responsibilities of the Executive Director lie in the exercise of authority delegated to them by the Board 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.
- Financial Performance: meeting revenue and budget targets.
- Operational Efficiency: improving processes and reducing costs.
- Leadership and Team Development: leading the team effectively and ensuring employee satisfaction.
- Strategic Goals: achieving strategic goals and objectives set by the Board of Directors and fostering innovation.
- Stakeholder Engagement: creating and maintaining strong relationships with clients, partners, and donors.

The results from the Employee's annual reviews will be used, in part, to determine potential salary increases and bonus entitlement. All salary increases and bonus entitlements are paid at the discretion of the Board of Directors based on the financial resources available to the Employer.

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 first quarter of the calendar year, the Executive Director shall complete a written self-evaluation of progress on meeting objectives approved by the Board for the prior 12-month period. The essential elements of this material, along with input from the Board, key community and government stakeholders, and Food Bank staff, shall form the basis of the evaluation. Any identifying information regarding the contributors of this feedback shall remain confidential.

In the second quarter of the calendar year, 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.

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

The Chair 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 Chair shall meet with the Executive Director alone or, at the request of either, along with the Executive Committee members or the full Board, to discuss the evaluation. The Executive Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.

On a monthly basis, the Chair shall provide the Executive Director with informal feedback on their performance as issues may arise and at least once midway between formal appraisals.



## **Section 8**

8	BOARD DEVELOPMENT & MANAGEMENT .....	55
8.1	Recruitment & Screening of New Directors .....	55
8.2	Orientation of New Directors.....	55
8.3	Meetings.....	55
8.4	Attendance .....	56
8.5	Board Work Plan/Objectives .....	56
8.6	Board Self-Evaluation.....	56
8.7	Conflict Resolution.....	56
8.8	Seal .....	57



## **8 BOARD DEVELOPMENT & MANAGEMENT**

### **8.1 Recruitment & Screening of New Directors**

As Director vacancies occur or are anticipated, the Nominating Committee will review the needs of the Board for specific expertise, resources, diversity, or skills necessary to bring strength and balance to the Board as set out in their Terms of Reference.

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 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 Directors**

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

#### **As part of their orientation, each Director will receive the following:**

- A copy of the Board of Directors Governance Manual and the Food Bank's Bylaws.
- The Board of Directors Handbook.
- Most recent Audited Financial Statements.
- Latest strategic planning information.
- The opportunity to review past Board meeting minutes and other documentation via SharePoint.
- An opportunity to meet with the Executive Director and an introduction to Food Bank staff.
- Site visit to the Food Bank (if feasible) to learn about the organization.

#### **Each Director will:**

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

### **8.3 Meetings**

The Board will meet a minimum of nine times per year; date, time, and place to be decided by the Board. Meeting rules will follow the provisions of the Societies Act (Alberta) and the Bylaws of the Parkland Food Bank.

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.

Minutes will be taken at all Board meetings providing a summary of all motions or debates, informal questions, or discussions, in addition to a link to the full text of any officer reports mentioned in the meeting.

All motions or decisions made by the Board during an *in-camera* session must be recorded in the Board minutes as a formal record.

#### **8.4 Attendance**

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

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

The Board will be accountable for its own work in support of the Food Bank's goals as articulated in the approved strategic 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 Board encourages Directors and Food Bank staff and volunteers to resolve any issues or concerns at the earliest opportunity. It is essential that as issues 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.

The 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 organization as a whole.

The Board Chair will manage disputes arising between Directors. The Chair 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 12.4 - Conflict Resolution).

The Chair is responsible for ensuring that disputes are managed 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 Food Bank's registered office. The Seal shall be attached by any two signatures of the signatories duly authorized by the Board.

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.



## **Section 9**

9 FINANCIALS .....	61
9.1 Fiscal Year.....	61
9.2 Reporting .....	61
9.3 Audit.....	61
9.4 Books & Records.....	62
9.5 Borrowing .....	63
9.6 Remuneration.....	63



## **9 FINANCIALS**

### **9.1 Fiscal Year**

As defined in its Bylaws, the Food Bank'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 ensuring that all financial information is inputted into the accounting software utilized by the Food Bank in an accurate and timely manner.

The Treasurer will use this information to create monthly financial reports and recommend their approval at the following Board meeting. These financial reports will itemize all Food Bank activities relating to the receipt and expenditure of monetary and in-kind donations for the period covered.

### **9.3 Audit**

The Board shall ensure there is an annual audit of the books, accounts, and records of the Food Bank within four (4) months of the end of each fiscal year. The audit will be conducted by a duly qualified accountant (the "Auditor") having regard to applicable legal requirements, Canada Revenue Agency guidelines and consultation with advisors as needed.

Upon completion of the annual audit, the Auditor will present the draft audited financial statements to the Audit and Finance Committee for review.

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 financial statements by way of a Board resolution.

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

The Auditor will present the Board approved audited financial statements to the Food Bank's general membership at the Annual General Meeting.

The Board is responsible for recommending an Auditor for approval by the Food Bank Members at the AGM. Upon receiving the requisite approval, the Food Bank will contract with the Auditor for one year, incorporating a yearly review mechanism into the contract.

The Auditor reports to the Board through the Audit and Finance Committee.

**The Auditor is 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 Board minutes, AGM resolutions, and Board policies.
- Obtain agreements, funding agreements/arrangements, contracts, and other related documents.

**The Auditor's Engagement Letter will include:**

- Particulars regarding the objective and scope of the audit to be conducted, including:
  - Examining and completing a general review of accounting procedures, and tests of accounting records in accordance with generally accepted auditing practices.
  - Reporting on all the Food Bank'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 Letter and Post Audit 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 Chartered Professional Accountants of Canada. It will include a general view of the adequacy of the accounting procedures and systems of control employed to preserve and protect the Food Bank's assets.

Copies of the audited financial statements and Auditor's Report will be made available to funding agencies, financial and lending institutions, and other external agencies as required, and at the AGM. A copy will be filed at the Food Bank'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 Food Bank's Bylaws, the *Income Tax Act (Canada)*, or any other statute or law.

The books, papers, records, documents, and other instruments belonging to the Food Bank shall be kept at its registered office in accordance with guidelines set out by the Canada Revenue

Agency [CRA Guidelines](#). Every Director shall have access to and the right to inspect all books and records.

Every Member of the Food Bank may inspect its books and records, except for those books and records that the Board designates as confidential, upon giving reasonable written notice to the Chair or Secretary. Unless otherwise permitted by the Board, such inspection will only occur at the Food Bank's registered office during normal business hours.

## **9.5 Borrowing**

As set out in Section 9.5 of the Bylaws, other than for short-term indebtedness incurred in the ordinary course of the Food Bank's activities, the borrowing power of the Food Bank shall be exercised only by the authority of a Special Resolution passed at a General or Special Meeting.

## **9.6 Remuneration**

The Board shall have the power to determine reimbursement for out-of-pocket expenses incurred by officers and Directors on behalf of the Food Bank 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.



## **Section 10**

10	BOARD DECISION-MAKING.....	67
10.1	Decision-Making Process.....	67
10.2	In-Camera Meetings (aka Closed Sessions).....	67
11	DISSOLUTION OF THE CORPORATION.....	67



## **10 BOARD DECISION-MAKING**

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

Decisions of the Board are made at Board meetings at which a quorum (one-third of the Directors) is present. A quorum is required for the transaction of any business of the Food Bank. 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 the Board, can support prior to a vote. Where disagreements continue to exist, dissenting Directors may request that their objections be recorded in the minutes. A favorable vote of a majority of the Directors present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions at Board meetings 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.

### **10.2 In-Camera Meetings (aka Closed Sessions)**

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 the Board as outlined in this Governance Manual.
- Any other matter which the Board, by a seventy-five percent (75%) majority vote, determines the public discussion thereof would be prejudicial to the interests of the Food Bank or its Members.

## **11 DISSOLUTION OF THE CORPORATION**

In the event of the dissolution or winding-up of the Food Bank, any funds or assets remaining after paying all debts shall be given to a registered charity (within the meaning of the *Income Tax Act (Canada)*) operating as a food bank in Alberta.

The Food Bank shall not pay any dividends or distribute its property among its Members.



## **12 Appendix**

12.1	CODE OF CONDUCT & CONFIDENTIALITY AGREEMENT – DIRECTORS.....	70
12.2	DIRECTORS’ & OFFICERS’ JOB DESCRIPTIONS.....	75
12.2.1	Chair Job Description.....	75
12.2.2	Vice Chair Job Description.....	76
12.2.3	Secretary Job Description.....	77
12.2.4	Treasurer Job Description.....	78
12.2.5	Director Job Description.....	80
12.2.6	Committee Chair Job Description .....	81
12.2.7	Executive Director Job Description .....	82
12.3	Guidelines for Representing the Parkland Food Bank to Third Parties.....	85
12.4	Conflict Resolution Procedure.....	86
12.5	Board Task Timeline.....	88
12.6	Organizational Chart.....	89
12.7	Board Meeting Procedural Overview .....	90

## **12.1 CODE OF CONDUCT & CONFIDENTIALITY AGREEMENT – DIRECTORS**

### **Operating Principles**

The Directors, employees, and volunteers of the Parkland Food Bank Society (the “Society”) are committed to following these operating principles as a trusting, collaborative, highly effective team.

Collectively and individually, they will strive to:

1. Maintain a safe environment; with safety comes the permission to make mistakes,
2. Speak the language of cooperation and embrace active listening,
3. Respect and engage diverse opinions,
4. Seek to understand,
5. Be prepared to participate fully,
6. Wear the right “hat” at the right time; operate as a “we” rather than a “me,”
7. Be curious and thoughtful,
8. Focus on teamwork and innovation,
9. Build relationships based on trust and integrity,
10. Honour the Vision and Mission of the Parkland Food Bank.

### **Conduct of the Board of Directors**

The Board of Directors will strive to create a work environment, supported by procedures, actions, and decisions, which are lawful, ethical, safe, respectful, dignified, and supported by board policy.

Directors are expected to act in the best interest of the Society, while performing their duties, responsibilities, and obligations with professionalism and ethical conduct. They will follow the Bylaws and abide by the Society’s policies and procedures.

In general, each Director is required to:

- Use good judgment based on high ethical principles,
- Refrain from any illegal, dishonest, or unethical conduct,
- Act in a professional and business-like manner,
- Treat others with respect,
- Not leverage their position as a Director for their personal interest,
- Possess a professional attitude that upholds confidentiality towards persons served, colleagues, nominees, and any sensitive information arising within the Society, and
- Comply with all applicable laws and regulations and hold accountable other Directors as well as the Executive Director to conduct business in accordance with the spirit and letter of all relevant laws.

### **Director’s Requirements**

As a Director, I will commit to the following requirements:

- Being informed of the legislation under which the Society exists, its Bylaws, Mission, Vision, values, and following the code of conduct, conflict of interest guidelines, and policies as they pertain to the duties of a Director.
- Keeping informed about the activities of the Society and general trends in its operating sector.
- Regularly attending and participating in Board meetings, serving on Board committees, and contributing to the Board's work from personal, professional, and life experience.
- Exercising the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances.
- Offering my 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 the Society on committees 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 the Society's Bylaws and policies.

### **Accountability and Professionalism**

Directors will comply with both the letter and the spirit of any training or orientation provided to them by the Society related to those responsibilities. All Directors must act lawfully. They should comply with all environmental, safety, local, and international laws. They will take responsibility for their actions and decisions. They will follow reporting lines to facilitate the effective resolution of problems. They will not exceed the authority of their position. All Directors must report any criminal charges brought against them to the Board Chair as soon as possible.

Directors of the Food Bank have legal obligations known as fiduciary duties. Directors who diligently perform their fiduciary duties responsibly protect the Food Bank's reputation – a central tenant of good governance. The following is a summary of the fiduciary duties Directors are required to observe:

1. **Duty of Care:** To give the same care and concern to their Board responsibilities as any prudent and ordinary person would manage their personal matters. At a minimum, this includes:

- a. Participating actively in Board meetings.
- b. Serving on at least one committee.
- c. Working to advance the Food Bank's Mission and goals.
- d. Practicing oversight of programs and activities.
- e. Choosing a qualified Executive Director.
- f. Monitoring the budget and financial reports.
- g. Questioning expenditures.
- h. Engaging in strategic planning and goal setting.

2. **Duty of Loyalty:** Directors must place the interests of the Society ahead of their own interests at all times. Directors are required to publicly disclose any conflicts of interest and not use Board service as a means for personal or commercial gain.
3. **Duty of Obedience:** Directors must make sure that the Society is abiding by all applicable laws and regulations and does not engage in illegal or unauthorized activities. This means Directors must conduct the Society's Mission in conjunction with its stated purpose.

A Director will be considered to have breached their fiduciary duty to the Society when they speak or act in any way that is not in the Society's best interest, and results in a loss to the organization.

### **Conflict of Interest**

Directors shall always act in the best interests of the Society rather than the interests of its constituencies. Directors will act in accordance with the Bylaws regarding any conflict of interest and the Food Bank Canada Ethical Foodbanking Code. This means Directors will set aside personal self-interest and perform their duties in the transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

Directors shall serve without remuneration. No Director shall directly or indirectly receive any profit from their position. 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.

### **Confidentiality Agreement**

In this Agreement, the party who owns the Confidential information will be referred to as the "Parkland Food Bank" and the party to who the confidential Information will be disclosed will be referred to as the "Board Member."

As a Board Member of the Parkland Food Bank, you may be privy to information pertaining to the Parkland Food Bank.

The Board Member has represented that he/she will protect the confidential material and information, which may be disclosed between Parkland Food Bank and the Board Member. Therefore, the parties agree as follows:

- I. **Confidential Information:** the term "Confidential Information" means any information or material, which is proprietary to the Parkland Food Bank, whether or not owned or developed by the Parkland Food Bank, which is not generally known other than by the Parkland Food Bank, and which the Board Member may obtain through any direct or indirect contact with the Parkland Food Bank. Confidential Information includes, without limitation:
  - 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
  - Source code and/or object code
  - Copyrights and other intellectual property, and
  - Other proprietary information.
- II. **Protection of Confidential information:** The Board Member understands and acknowledges that the confidential information has been developed or obtained by the Parkland Food Bank through considerable time, effort, and expense. This information is a valuable, special, and unique asset of the Parkland Food Bank and must be protected from improper disclosure. In consideration of being entrusted with this information, the Board Member agrees to treat all confidential information as strictly confidential and will not disclose it to any person or entity without the prior written consent of the Parkland Food Bank.

- III. **Unauthorized Disclosure of Information:** If it appears that the Board Member has disclosed, or is threatening to disclose, confidential information in violation of this agreement, the Parkland Food Bank shall be entitled to seek an injunction to prevent further disclosure. This right is in addition to, and not in place of, any other legal remedies the Parkland Food Bank may pursue, including claims for losses or damages.
- IV. **Limited License to Use:** The Board Member does not acquire any intellectual property rights under this agreement, except for a limited right to use the confidential information as specifically outlined above. The Board Member acknowledges that all confidential information, including any related copyrights or other intellectual property rights, are and will remain the exclusive property of the Parkland Food Bank. This remains true even if any suggestions, comments, or ideas provided by the Board Member are incorporated into the confidential information or related materials during the term of this agreement.
- V. **General Provisions:** This agreement represents the full and complete understanding between the parties regarding the subject of confidentiality. Any amendments to this agreement must be made in writing and signed by both parties. This agreement shall be governed by and interpreted in accordance with the laws of the Province of Alberta. Neither party may assign this agreement or delegate any of its obligations without the prior written consent of the other party. The confidentiality provisions of this agreement shall remain in effect even after the agreement's effective date and the conclusion of the Board Member's involvement with the Parkland Food Bank.

I acknowledge that I have read, understood, and agree to comply with the terms of the Parkland Food Bank Code of Conduct and Confidentiality Agreement.

-----  
Name

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Signature

-----  
Date Signed

## 12.2 DIRECTORS' & OFFICERS' JOB DESCRIPTIONS

<b>12.2.1 Chair Job Description</b>	
<b>Title</b>	Chair
<b>Reports to</b>	Board of Directors and the members at meetings of Members.
<b>Responsibility</b>	The Chair is responsible for the general superintendence and direction of all other officers, including the Executive Director. The Chair acts on the Board's behalf in accordance with Board resolutions, policy statements, motions, and policy guidelines and in accordance with Board policies concerning public representation of the Parkland Food Bank. The Chair is the primary spokesperson for the Board on policy issues.
<b>Term</b>	The Chair is elected for a one-year term at the first Board of Directors' meeting following the AGM.
<b>Tenure</b>	May be renewed by election by the Board of Directors. However, a Chair may not hold office for more than five (5) consecutive years.
<b>Termination</b>	May occur at the end of the elected term, by resignation, or under the provisions of the Food Bank's Bylaws.
<b>Duties</b>	<p>The Chair guides, develops, and coordinates the work of the Board and is responsible for the management and review of the Food Bank's long-range and strategic planning processes. The Chair ensures the Board fulfils its responsibility for governance of the Food Bank.</p> <p>Specifically, the Chair's duties are as follows:</p> <ul style="list-style-type: none"> <li>• Presides at all General, Special, Board and Executive meetings.</li> <li>• Is an <i>ex-officio</i> member of all Food Bank committees except the Nominating Committee.</li> <li>• With the sanction of the Board, appoints special committees and details their duties.</li> <li>• Signs cheques with the Treasurer, Executive Director or Vice Chair within limits set annually by the Board.</li> <li>• Signs contracts on behalf of the Food Bank with the Executive Director, Treasurer or Vice Chair.</li> <li>• Acts as a spokesperson for the Food Bank to the public, government, and industry.</li> <li>• Delivers notices of meetings by e-mail as required.</li> <li>• Performs other such duties as may be specified by the Board, such as: <ul style="list-style-type: none"> <li>○ Develops and maintains relations among Directors, committees, key stakeholders, and the Executive Director.</li> <li>○ Mediates conflicts among Directors.</li> <li>○ Keeps Directors informed about issues and developments.</li> <li>○ Consults regularly with the Executive Director.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>○ Prepares Board meeting and executive committee agendas in consultation with the Executive Director.</li> <li>○ Assigns specific tasks to Board officers, Directors and the Executive Director.</li> <li>○ Assists the Board in decision-making by presenting information and facilitating thorough and open discussion of issues.</li> <li>○ Directs the development, approval, and evaluation of policy.</li> <li>○ Is the liaison between the Board and the Executive Director and ensures that annual performance reviews of the Executive Director are conducted.</li> </ul>
<b>Experience</b>	The Chair shall have skills that contribute to the leadership of a Board, such as communication or team management. Nonprofit and Board experience would be an asset.
<b>Knowledge</b>	<p>The Chair should have:</p> <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>• Effective communication skills.</li> <li>• Knowledge of the Food Bank's policy statements and food bank issues.</li> </ul>
<b>Personal</b>	<p>The Chair should have:</p> <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.</li> <li>• The ability to create and maintain a spirit of unity of purpose and loyalty to objectives in the Board and to ensure the Board collaborates appropriately with the Executive Director and staff.</li> </ul>

#### **12.2.2 Vice Chair Job Description**

<b>Title</b>	Vice Chair
<b>Reports to</b>	The Board of Directors.
<b>Responsibility</b>	<p>The Vice Chair assumes the responsibilities of the Chair in the event of their absence or incapacity. The Vice Chair acts on the Board's behalf in accordance with Board resolutions, policy statements, motions, and policy guidelines and in accordance with Board policies concerning public representation of the Food Bank.</p> <p>The Vice Chair shall be prepared to succeed to the position of Chair upon the incumbent's retirement, resignation, or termination.</p>
<b>Term</b>	The Vice Chair is elected for a one-year term at the first Board of Directors' meeting following the AGM.
<b>Tenure</b>	May be renewed by election of the Board of Directors. However, the Vice Chair may not hold office for more than five (5) consecutive years.

<b>Termination</b>	May occur at the end of the elected term, by resignation or pursuant to the provisions of the Food Bank's Bylaws.
<b>Duties</b>	<p>The Vice Chairperson assists the Chair, as requested, in guiding, developing, and coordinating the work of the Board of Directors.</p> <p>Specifically, the Vice Chair's duties include the following:</p> <ul style="list-style-type: none"> <li>• Assist the Chair and perform the duties of Chair in his or her absence.</li> <li>• Sign cheques and contracts on behalf of the Food Bank with the Treasurer, Executive Director or Chair within limits set annually by the Board.</li> <li>• Perform such other duties as may be specified by the Board, such as: <ul style="list-style-type: none"> <li>○ Presides at all Board, Special, and Executive Committee meetings in the event of the absence of the Chair.</li> <li>○ Assists the Chair in developing and maintaining relations among Directors, committees, staff, and member societies.</li> <li>○ Is a member of the Executive Committee.</li> <li>○ Is responsible for ensuring the Executive Committee reviews annually the performance of the Chair.</li> <li>○ Speaks on behalf of the Food Bank by invitation at AGM.</li> </ul> </li> </ul>
<b>Experience</b>	The Vice Chair shall have skills that contribute to Board leadership, communication, or team management. Nonprofit and Board experience would be an asset.
<b>Knowledge</b>	The Vice Chair 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>• Effective communication skills.</li> <li>• Knowledge of the Food Bank's policy statements and food bank issues.</li> </ul>
<b>Personal</b>	The Vice Chair 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> <li>• The ability to create and maintain a spirit of unity of purpose and loyalty to objectives in the Board.</li> </ul>

### **12.2.3 Secretary Job Description**

<b>Title</b>	Secretary
<b>Reports to</b>	The Board of Directors.
<b>Responsibility</b>	The Secretary is responsible for ensuring adequate minutes are kept and the Food Bank's corporate seal. The Secretary shall act on the Board's behalf

	in accordance only with Board resolutions, policy statements, 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>Tenure</b>	May be renewed by election by the Board of Directors. However, the Secretary may not hold office for more than five (5) consecutive years.
<b>Termination</b>	May occur at the end of the elected term, by resignation or pursuant to the provisions of the Food Bank's Bylaws.
<b>Duties</b>	<p>The Secretary ensures that all policy statements and Bylaws are current and adhered to. Secretary duties include:</p> <ul style="list-style-type: none"> <li>• Ensuring that adequate minutes are kept of all General, Special, Board, and Executive Committee meetings.</li> <li>• Ensuring that an accurate Register of Members is kept, including terms of Directors.</li> <li>• Ensuring that all necessary filings, including annual returns, changes in the Directors, amendments to the Bylaws and other incorporating documents are filed as required.</li> <li>• All other such duties as may be specified by the Board, such as: <ul style="list-style-type: none"> <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 Food Bank corporate seal.</li> <li>○ Being responsible for ensuring a proper policy on retaining Board documents and records; being responsible for archival policy and records.</li> <li>○ Determining Members' eligibility to vote at General or Special meetings.</li> <li>○ Ensuring that an up-to-date copy of the Bylaws is available at all meetings.</li> </ul> </li> </ul>
<b>Experience</b>	Previous experience in a similar position for a nonprofit 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 effective communication skills.
<b>Personal</b>	The Secretary should be able to collaborate cooperatively with other Directors and staff.

#### **12.2.4 Treasurer Job Description**

<b>Title</b>	Treasurer
<b>Reports to</b>	The Board of Directors.
<b>Responsibility</b>	The Treasurer has oversight over the care, custody, and management of all funds and securities of the Food Bank. The Treasurer shall act on the Board's

	behalf in accordance only with Board resolutions, policy statements, 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>Tenure</b>	May be renewed by election by the Board of Directors. However, the Treasurer may not hold office for more than five (5) consecutive years.
<b>Termination</b>	May occur at the end of the elected term, by resignation or pursuant to the provisions of the Food Bank's Bylaws.
<b>Duties</b>	<p>The Treasurer is a designated signing officer for all financial and investment instruments on behalf of the Food Bank. Treasurer duties include the following:</p> <ul style="list-style-type: none"> <li>• Ensure that the Food Bank maintains the appropriate financial books and records, and that these are accurate and up to date.</li> <li>• Oversee the development of high-level financial policies and their review and approval by the Board.</li> <li>• Sign cheques and contracts on behalf of the Food Bank with the Chair, Vice Chair, or Executive Director within limits set annually by the Board.</li> <li>• Assist in the preparation of the annual budgets for and their presentation to the Board for review and approval.</li> <li>• Responsibility for the preparation and presentation of monthly financial reports to the Board.</li> <li>• Responsibility for arranging the annual audit of the Food Bank, reviewing the engagement letter, audit plan, and audited financials, and shall delegate such functions as deemed appropriate to the Executive Director.</li> <li>• Discuss with the external auditor any problems experienced in conducting the annual audit, including issues with management's cooperation or disagreements with management regarding financial statements or disclosures.</li> <li>• Perform such other duties as may be specified by the Board, such as: <ul style="list-style-type: none"> <li>○ Is a member of the Executive Committee and Finance Committee.</li> <li>○ Consult regularly with the Food Bank's investment advisor (if applicable) and make decisions on the investment of the Food Bank's capital funds and bequests, per Board policy.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>○ Consult regularly with the 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> </ul>
<b>Experience</b>	Previous experience in a similar position for a nonprofit 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 collaborate cooperatively with other Directors and staff.

<b>12.2.5 Director Job Description</b>	
<b>Title</b>	Director
<b>Reports to</b>	The Board of Directors.
<b>Responsibility</b>	The Director collaborates with other members of the Board in governing the Food Bank's affairs through the development, approval and evaluation of policy and budget. As a committee member, the Director provides planning and implementation of programs and services to the Board. The Director 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 the Food Bank.
<b>Term</b>	Directors are elected at the AGM by the Members of the Food Bank for a three-year term.
<b>Tenure</b>	A Director shall not sit on the Board for more than 3 consecutive Three-Year Terms but shall be eligible for re-election to the Board after a lapse of one (1) full year since the individual ceased to be a Director, subject to the outcome of the selection process followed by the Nominating Committee.
<b>Termination</b>	May occur at the end of the elected term, by resignation or pursuant to the provisions of the Food Bank's Bylaws.
<b>Duties</b>	Directors are expected to be fully informed on matters relating to the Food Bank and to contribute to the debate on issues and Board policy deliberations. They are expected to understand and support the Food Bank's Mission statement and long-range plan. Director's duties include: <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> </ul>

	<ul style="list-style-type: none"> <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 sub-committee.</li> <li>• Representing the Food Bank to the public, government, and industry, as appropriate and as requested, and in alignment with Board policy on public representation.</li> <li>• Providing governance to 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), AGM and Special Meetings. Additional time is required of committee members.
<b>Experience</b>	Directors 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>Personal</b>	A Director should: <ul style="list-style-type: none"> <li>• Demonstrate sensitivity to group dynamics and possess experience in chairing Board and/or committee meetings.</li> <li>• Be decisive, innovative, adaptable, with the ability to compromise and a strong commitment to service.</li> </ul>
<b>Evaluation</b>	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.
<b>Renewal</b>	The Chair 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.

#### **12.2.6 Committee Chair Job Description**

<b>Title</b>	Chair, X Committee
<b>Reports to</b>	The Board of Directors.
<b>Responsibility</b>	The Committee Chair is a member of the Board of Directors and directs the activities of a duly constituted standing or ad hoc committee. The Committee Chair acts on the Board's behalf in accordance only with Board resolutions, policy statements, motions, and policy guidelines and in accord with Board policies concerning the public representation of the Food Bank.

<b>Term</b>	The Committee Chair is elected for a one-year term within one month following the AGM. The only exception is the Chair of the Audit and Finance Committee which will always be the Treasurer.
<b>Termination</b>	May occur at the end of the appointed term, by resignation, or by resolution of the Board on the recommendation of the relevant committee members. Every effort will be made to recruit successors to committee chairs after a three-year term, with the exception of the Audit and Finance Committee. The Chair of that committee will always be the current Treasurer.
<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 and in close collaboration with the Executive Director.</p> <p>Specifically, the Committee Chair's duties include:</p> <ul style="list-style-type: none"> <li>• Presiding over all committee meetings.</li> <li>• Collaborating with Executive Director to keep committee members informed of issues and developments.</li> <li>• Preparing meeting agendas in consultation with the Executive Director and distributing to committee members in a timely manner.</li> <li>• Ensuring meeting minutes are recorded and subsequently approved the next meeting.</li> <li>• Assigning tasks to committee members.</li> <li>• Facilitating decision-making by providing relevant information and encouraging open discussion.</li> <li>• Recommending policy positions and reporting progress to the Board after committee deliberations.</li> <li>• Ensuring all functions outlined in the Terms of Reference are fulfilled.</li> <li>• Preparing the committee's budget for Board for approval, where applicable and appropriate.</li> </ul>
<b>Experience</b>	Previous experience as a committee chair for a non-profit society is preferable, or relevant work-related experience relevant to the nature of the committee.
<b>Knowledge</b>	The Committee Chair should have the following: <ul style="list-style-type: none"> <li>• An understanding of and the ability to chair meetings.</li> <li>• Knowledge of the issues under the committee's mandate.</li> <li>• Effective communication skills.</li> </ul>
<b>Personal</b>	
<b>Evaluation</b>	The Committee Chair's performance shall be evaluated by committee members at the end of each annual term.

#### **12.2.7 Executive Director Job Description**

<b>Title</b>	Executive Director
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<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>Responsibility</b>	<p>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 the Parkland Food Bank.</p> <p><b>Board Support</b></p> <ul style="list-style-type: none"> <li>Assisting the Board in developing and implementing strategic goals and objectives for the organization.</li> <li>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.</li> <li>Effectively implementing all policies, programs, and other directives of the Board.</li> <li>Ensuring all pertinent information is circulated to the Board in a timely manner.</li> </ul> <p><b>Administration</b></p> <ul style="list-style-type: none"> <li>Establishing and maintaining policies, procedures, and protocols in keeping with the framework policies of Parkland Food Bank to ensure the efficient and effective delivery of food bank services.</li> <li>Providing general direction to and review of all staff.</li> <li>Ensuring adequate record-keeping in all areas of operations and ensuring compliance with regulatory standards.</li> <li>Ensuring that all communication is managed in an effective and timely manner.</li> <li>Ensuring adequate maintenance, insurance, and other legal requirements of all property, vehicles, and equipment owned, rented, or leased by the organization.</li> <li>Maintaining confidentiality of all matters pertaining to the Parkland Food Bank, its employees, clients, volunteers, and its operations.</li> </ul> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>Assessing short and long-term financial needs and recommending an appropriate course of action to the Board of Directors.</li> <li>Working with the Audit and Finance Committee of the Board of Directors, drafting, and monitoring the annual budget and regularly reporting to the Board on the Parkland Food Bank's financial condition.</li> <li>Authorizing expenditures within the total budgets.</li> <li>Identifying and pursuing all appropriate revenue sources, including grant writing, donor engagement and sponsorship, and assisting with fundraising activities.</li> </ul>

	<ul style="list-style-type: none"><li>• Implementing Board policies and directives regarding financial and budget management.</li></ul> <p><b>Human Resource Management</b></p> <ul style="list-style-type: none"><li>• Overseeing all areas of human resource management, including volunteer management.</li><li>• Establishing and maintaining a professional, highly motivated and skilled workforce and volunteer base.</li><li>• Establishing clear lines of communication and authority at all levels of the organization.</li><li>• Establishing and maintaining professional, effective staff relations strategies, including orientation, training, ongoing monitoring, and evaluations.</li><li>• Establishing and maintaining a competitive compensation program.</li><li>• Promoting development among volunteers and employees through in-house training and appropriate educational opportunities.</li></ul> <p><b>Community Relations</b></p> <ul style="list-style-type: none"><li>• Cultivate and sustain relationships with stakeholders, including donors, government representatives, non-profits, churches, community organizations, and businesses.</li><li>• Ensuring that the Parkland Food Bank's Mission, Vision, programs, and services are continually presented to relevant stakeholders in a strong, positive image.</li><li>• Promoting the objectives of the Parkland Food Bank through establishing positive working relationships with employees, volunteers, membership, Board and committees, other agencies, and the media.</li><li>• Developing and maintaining professional liaison with agencies in areas of mutual concern.</li><li>• Representing the Parkland Food Bank at meetings and acting as the spokesperson for the organization.</li><li>• Acting in a senior public relations role to promote the Parkland Food Bank, its strategic goals, and its Mission at community functions or other events.</li></ul> <p><b>Programs and Other Responsibilities</b></p> <ul style="list-style-type: none"><li>• Developing ideas, programs, and opportunities to meet the ongoing needs of Parkland Food Bank clients.</li><li>• Stay informed about trends in food insecurity, poverty, and community development to adjust and improve programs as needed.</li></ul>
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	<ul style="list-style-type: none"> <li>• Gathering data on program outcomes, community needs, and client demographics to guide future planning and strategy development.</li> <li>• Developing and implementing fundraising strategies.</li> <li>• All tasks and assignments to fulfill the Mission and Vision of the Parkland Food Bank.</li> </ul>
<b>Education</b>	Post-secondary education and/or a minimum of four (4) years of experience in a similar senior role.
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Proven management and administrative skills, including financial and human resource management.</li> <li>• 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.</li> <li>• Superior verbal and written communication skills.</li> <li>• Strong strategic and operational planning skills.</li> <li>• Excellent interpersonal skills that are essential to dealing with a diverse group of interested individuals and groups, both internal and external, to the Parkland Food Bank.</li> </ul>
<b>Other Requirements</b>	<ul style="list-style-type: none"> <li>• Valid driver's abstract approved by Parkland Food Bank's insurance provider</li> <li>• Criminal Record Check (required every year)</li> <li>• Safe Food Handling Certification</li> <li>• Occupational Health and Safety Training</li> <li>• First Aid Certification</li> <li>• Frequent travel within the greater Edmonton Region.</li> <li>• Occasional travel within the province of Alberta.</li> <li>• The Executive Director must be able to sit for extended periods at a computer. This role also requires physical activity, including lifting up to 25 lbs. in the warehouse and participating in outdoor events when necessary.</li> </ul>

### **12.3 Guidelines for Representing the Parkland Food Bank to Third Parties**

Officers, Directors, and Committee Chairs who have, or believe they may have, associations or affiliations with the Food Bank or other organizations, must clearly disclose which entity they are representing whenever speaking or writing on behalf of an organization.

Where such representatives make oral or written statements on behalf of the Food Bank to third parties regarding matters or issues where no documented 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 Food Bank.

## **12.4 Conflict Resolution Procedure**

The Board encourages Directors, the Executive Director, and/or volunteers to address and resolve any issues or concerns promptly and constructively. Whenever possible, matters should be settled through early, informal discussion between the parties involved. If such discussions do not result in resolution, the following procedures will be followed.

### **Conflict Resolution Principles**

In conducting dispute resolution between Directors, the Executive Director, and/or volunteers, 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 Directors**

- 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 regularly scheduled Board meeting or call a special meeting of the Board.
- 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 which was unavailable when the original decision was made has 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 rendered its decision.

#### **Mediation**

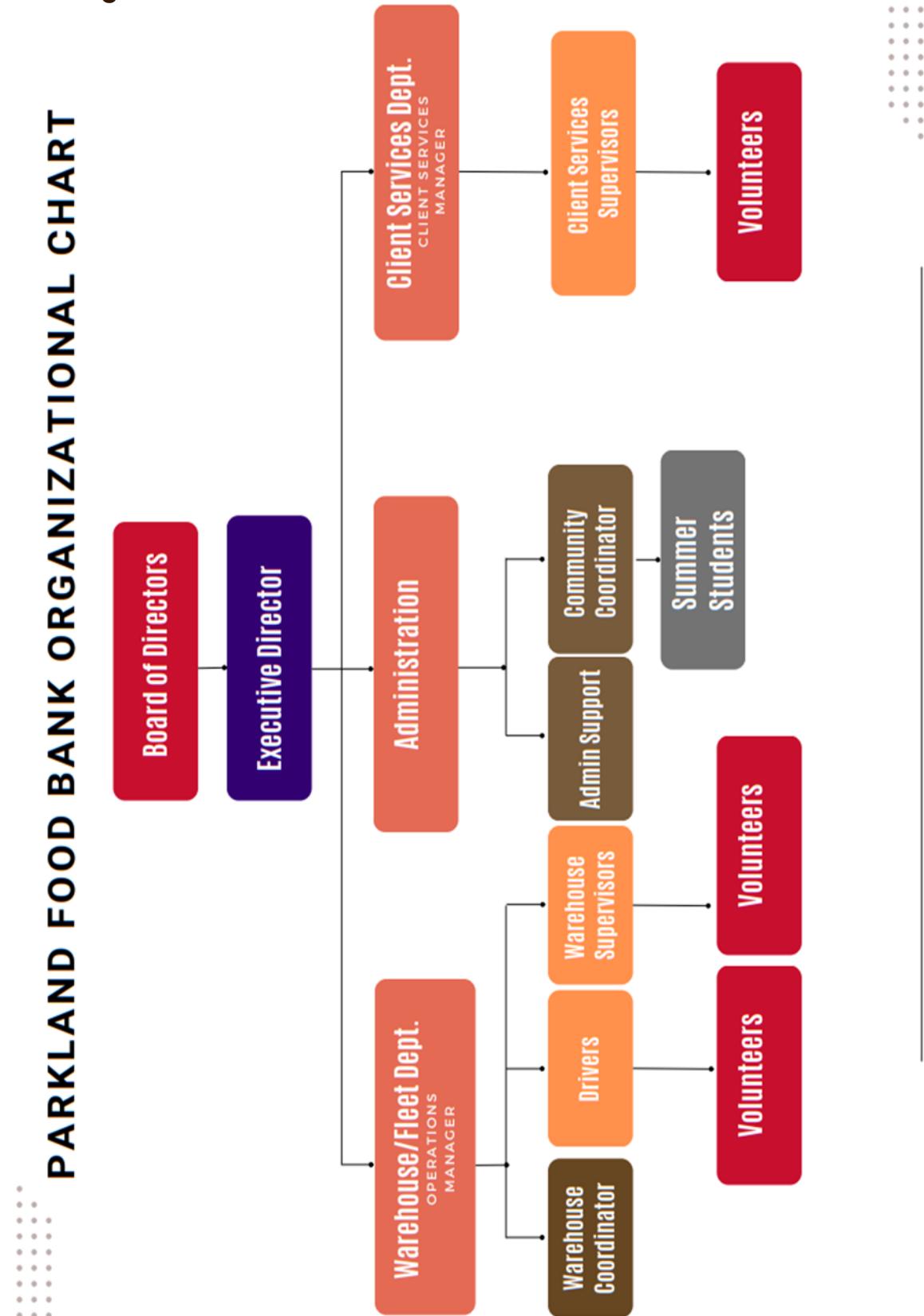
- 1 Where mediation is sought, the mediator must be:
  - a. A person chosen by agreement between the parties.

- b. In the absence of agreement, a person is appointed by the Board.
- 2 A mediator:
  - a. May not be a Director who is a party to the dispute.
  - b. May be a Director, former Director, 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.

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, if applicable and appropriate to do so.

## 12.5 Board Task Timeline

## 12.6 Organizational Chart



## 12.7 Board Meeting Procedural Overview

### Consent Agenda

A consent agenda groups recurring, routine items like prior meeting minutes, financial reports, and committee updates into a single, quick approval vote. These items don't require extensive discussion and are usually approved in a single motion, saving time.

### Quorum

A quorum must be present before the board takes formal action at a meeting. As specified in the Parkland Food Bank's bylaws, one-third (1/3) of the Directors of the Board is the required number of board members that shall constitute a quorum.

### Voting

#### **Making a Motion**

A meeting motion is a formal proposal put forward during a meeting to be discussed, debated, and voted on by attendees. It is typically used to streamline decision-making.

Motions may be made by any one (1) Director (except for the meeting Chair). No seconder to the motion is required.

#### **Approving a Motion**

Motions are approved by vote of the Directors. (see below)

Motions that were previously passed at a duly constituted Board Meeting may not be presented again at subsequent Board Meetings, except with the written consent of the original presenter.

### **Voting**

- Each Director shall have one vote.
- A show of hands decides every vote.
  - Voting by ballot shall be permitted if one (1) Director so requests.
- All matters shall be decided by a majority vote.
- In calling for a vote, the meeting Chair will ask for those:
  - In favor
  - Opposed
  - Dissenting / Abstaining
- The Chair only votes in those instances when it will impact the result of the motion, i.e. making or breaking a tie.
- If there is a tie vote, the motion is defeated.
- Directors **may not** vote by proxy.