



LARCH STREET KIDS CHILD CARE CENTRE, INC.

LARCH STREET KIDS GOVERNANCE POLICIES

REVISED: April 2023

NEXT REVIEW DATE: April 2025



1. BOARD GOVERNANCE PRINCIPLES

The Board of Directors is responsible to govern the affairs of the Corporation. In so doing, the Board shall:

- (a) Govern through supervision and oversight of the business and affairs of the Corporation in accordance with its Articles, By-Laws, governance policies, applicable legislation and the mission, vision and values of the Corporation.
- (b) Adhere to a model of governance through which it provides strategic leadership, oversight and direction.
- (c) Undertake decision-making through an enterprise risk lens which will permit the Board to identify and assess risks based on their probability and potential impact to the Corporation's overall objectives.
- (d) Undertake decision-making which considers the diverse needs of the community within the capacity of the Corporation's resources.
- (e) Establish strategic priorities that are reasonably expected to be within the capacity of the Corporation's resources.
- (f) Create policies, monitor compliance, and ensure accountability of the Executive Director, individual Directors and members of Committees established by the Board.
- (g) Speak with solidarity and one voice in regards to any decisions taken by the Board.
- (h) Act at all times in the best interests of the Corporation, having regard to the interests of its stakeholders and the communities it serves.
- (i) Maintain a culture of honesty, integrity and transparency, open debate and forthright examination of all issues while respecting and valuing dissenting views.
- (j) Maintain at all times a clear distinction between Board and management roles, while recognizing the interdependencies between them.

2. BOARD NOMINATIONS POLICY

The Corporation is committed to ensuring that its Board of Directors reflects the breadth, depth and diversity of the communities served by the Corporation, and that the process for recruitment is fair and equitable. When recruiting and selecting new Directors for the Corporation, in addition to the Director qualifications as set out in the By-Laws, nominees should be identified based on the personal attributes, knowledge and competencies required to constitute a skills-based Board inclusive of diversity and will make every reasonable effort to have members representing all operating sites.

Nominations Committee

When deemed necessary by The Board, The Board shall establish a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become Board Directors.

Skills/Diversity Identification

The Nominations Committee shall update the Board Skills/Diversity list to identify demographics, skills and experience of existing Directors as well as gaps in the Board. Where gaps are identified, this may inform recruitment priorities for the Board and/or areas where the Board must acquire the support of external resources or advisors.



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Nomination Process

The Nominations Committee shall:

- (a) Determine the number of vacancies for the subsequent year. Vacancies include those created by the resignation of Directors and by the conclusion of the terms of sitting Directors.
- (b) Determine the overall and collective gaps in Board demographics, skills, competencies and expertise the Board Skills/Diversity list, and develop a recruitment profile that can be used in seeking out and assessing potential new Directors.
- (c) Determine the required timeframe for recruitment activities and gather names of interested parties, consistent with the recruitment profile developed by the Nominations Committee.
- (d) Invite applications from members of the public and receive internal recommendations of candidates who meet the recruitment profile and qualifications set out in the Corporation's By-Laws.
- (e) Identify a short-list of candidates for consideration by members of the Nominations Committee.
- (f) No later than the Board's last regularly scheduled meeting prior to the Annual Meeting of the Members, the Nominations Committee shall present recommendations to the Board of candidates for nomination and election by the Members at the Annual Meeting for the Board's approval.
- (g) Candidates shall be required to complete a satisfactory police information check and Director Attestation that they meet the Director qualification requirements under the Corporation By-Laws.

City of Greater Sudbury Funding Requirements

In accordance with section 27(a) of the City of Greater Sudbury Early Learning Funding Agreement (the "City Funding Agreement"), the Board of Directors shall have a goal of maintaining no fewer than six (6) Board members at all times. In the event that the membership of the Board of Directors falls to four (4) or fewer Board members at any time, the Corporation shall forthwith notify the Administrator in writing and arrange to meet with the Administrator to discuss plans to increase the membership on the Board of Directors.

Under the City Funding Agreement, Administrator means the City of Greater Sudbury's General Manager of Community Development or any successor position and includes their authorized designate.

3. ROLE AND RESPONSIBILITIES OF THE BOARD/INDIVIDUAL DIRECTORS

Role and Responsibilities of the Board of Directors

The purpose of this Policy is to further articulate the manner in which the Board of Directors is to fulfil its duties and responsibilities as set out in the Corporation's By-Laws.

Governance Duties: The Board shall adhere to a model of good governance with a view to the fiduciary, strategic and generative aspects of governance as follows:



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- (a) *Fiduciary* – Providing oversight and stewardship over the Corporation’s assets and acting at all times in the best interest of the Corporation.
- (b) *Strategic* – In cooperation with the Executive Director, providing foresight and guiding the strategy of the Corporation including development and oversight.
- (c) *Generative* – Framing issues and considering longer term interests and sustainability of the Corporation in light of the Corporation’s mission, vision, objectives, values and strategic priorities.

Decision-Making: In fulfilling the Board’s governance duties, the Board shall make decisions that:

- (a) advance the Corporation’s mission, vision, values and strategic priorities;
- (b) enable the Corporation to discharge its accountabilities;
- (c) comply with legislation, regulations and government directives; and
- (d) are in the best interest of the Corporation as a whole from an enterprise wide perspective.

Financial Oversight: The Board shall be responsible for the stewardship of financial resources and shall:

- (a) oversee financial planning and performance;
- (b) confirm the Executive Director has put measures in place for the integrity of internal controls, processes and procedures that provide accuracy, integrity and clarity in financial and other information and disclosures; and
- (c) approve and oversee compliance with investment and asset policies.

Quality Oversight: The Board shall be responsible for overseeing the quality of care, client safety and client and family-centeredness being delivered across all services within the organization. The Board shall review and approve quality standards and indicators and confirm that the Executive Director has quality improvement plans in place to address variances from performance indicators.

Leadership: The Board shall provide for excellent leadership through recruitment, selection and review of the Executive Director, and the development and maintenance of executive succession planning.

Relations with other Interested Parties: The Board shall build and maintain positive other interested party relationships, through, among other things:

- (a) considering the Corporation’s other interested parties including Francophone, Indigenous, and racialized communities and other marginalized or vulnerable populations;
- (b) understanding other interested parties accountability and interests;
- (c) engaging in appropriate communication with other interested parties; and
- (d) advocating on behalf of the Corporation with other interested parties where required, in support of the Corporation’s mission, vision, values and the strategic priorities of the Corporation.

Board Effectiveness: The Board shall support its effectiveness through:

- (a) ongoing Board training and education; and
- (b) periodic assessment and review of its governance through use of Board evaluation tools to assess Board performance.

Role and Responsibilities of Individual Directors

The *Not-for-Profit Corporations Act* and the Corporation’s By-Laws set out the standard of care to be observed by Directors in discharging their duties. The purpose of this Policy is to supplement and expand the role and responsibilities of individual Directors in the By-Laws.



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Board Participation: Directors are expected to actively participate in meetings of the Board by:

- (a) Reading materials in advance of meetings and coming prepared to contribute and participate in Board discussions;
- (b) Offering constructive contributions to Board and Committee discussions;
- (c) Being willing to listen to others' views, respecting and learning from differences of opinions;
- (d) Respecting the decision of the majority even when the Director does not agree with it; and
- (e) Respecting the role of the Chair.

Collegiality: Directors are expected to work positively, cooperatively and respectfully with other Directors and the Corporation's Executive Director.

Education: Directors shall participate in ongoing professional development. This may include Board and Committee orientation and education sessions and Board retreats, and attend additional educational conferences and seminars, as appropriate.

Knowledge: Directors are expected to be knowledgeable on:

- (a) The Board's governance principles;
- (b) The role and responsibilities of a Director;
- (c) The Board's governance structure and processes;
- (d) Board governance policies and any other policies applicable to Directors;
- (e) The operations of the Corporation;
- (f) The Corporation's other interested parties and take into account their interests when making decisions, but shall not prefer or place those other interested parties' interests ahead of the best interests of the Corporation;
- (g) The needs of the community served by the Corporation; and
- (h) Antiracism, unconscious bias and the advancement of equity and diversity in the Corporation's governance, strategic priorities and services.

4. BOARD ORIENTATION AND CONTINUING EDUCATION

New Board Member Orientation

All new Board members are required to go through Board orientation regardless of how extensive previous board experience may be. The orientation program will be as determined by the Chair of the Board and new Board members will be provided with a Board orientation manual including organizational information, governance documents and other materials and forms.

As a compliment to the Board orientation, each new Board member will be paired with an experienced member of the Board who will be of assistance to the new Board member:

- in gaining an understanding of the Corporation's governance structure;
- in becoming familiar with governance proceedings and current issues under discussion; and
- to become acquainted with the role of the Board and individual Board members.

Ongoing Board Education



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The Board recognizes that the continuing education of the Directors is important for effective governance and that it is essential that Directors be fully informed on the background and context of the issues they are called upon to address. A firm commitment to continuing education is the responsibility of each Director and a factor to be considered in the election or re-election of a Director.

5. STRATEGIC PLANNING & ORGANIZATIONAL PERFORMANCE MANAGEMENT

Strategic planning is a systematic process for assessing and responding to a changing environment and creating a plan of action that will position the Corporation to be successful in the environment, consistent with its mission, vision and values. The Board, in collaboration with the Executive Director, is responsible to establish the Corporation's strategic plan and directions.

The strategic plan will incorporate specific, focused and measurable strategic directions to be pursued over the course of the plan, as well as longer term directional priorities.

The Board will:

- Establish and on a regular basis review and update the Corporation's mission, vision and values;
- Contribute to the development of and approve the Corporation's strategic plan, considering community needs and governmental authority policies and directions;
- Conduct an assessment of the strategic plan and determine the need to refine the strategic directions as the environment changes;
- Monitor and measure corporate performance regularly
- Ensure that management has identified appropriate measures of performance and reports on a regular basis the progress made or has plans in place to address variances from performance targets.

6. BOARD AND COMMITTEE GOALS AND WORKPLANS

Board Goals and Workplan

On an annual basis, the Board, together with the Executive Director, will establish Board goals consistent with the Corporation's mission, vision and values, the strategic plan and key issues that are a priority for the Board in the coming year. The Board workplan will guide the deliberations of the work of the Board and its Committees.

Progress and achievement of the Board goals and workplan once established will be monitored and evaluated quarterly and annually to identify outstanding items for completion, and key priorities for the next year.

7. CODE OF CONDUCT

The Corporation is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

- (a) Directors shall abide by all applicable laws and the Corporation's Workplace Violence and Harassment Policy, to the extent applicable. In the event of a conflict or inconsistency between this Code of Conduct Policy and the Corporation's Workplace Violence and Harassment Policy, this Code of Conduct Policy shall prevail in respect of Directors and Committee members;



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- (b) Directors owe a fiduciary duty to the Corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interest of the Corporation.
- (c) Directors will be held to strict standards of honesty, integrity and loyalty. A Director will not put personal interests ahead of the best interests of the Corporation.
- (d) Directors must avoid situations where their personal interests will conflict with their duties to the Corporation. Directors must also avoid situations where their duties to the Corporation may conflict with duties owed elsewhere. Directors are required to comply with the Conflict of Interest provisions set out in the Corporation's By-Laws and the Corporation's Conflict of Interest Policy.
- (e) Directors must respect the confidentiality of information about the Corporation in accordance with the Corporation's Confidentiality Policy.
- (f) It is recognized that Directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates will take place in an environment of mutual respect and courtesy.

Reporting

The Corporation supports the good faith reporting of non-compliance with the Code of Conduct in an environment safe from reprisal. Any individual who encounters or is made aware of a breach or potential breach of compliance with the Code of Conduct by a Director or Committee member may notify the Chair or Executive Director. In the event the allegations of non-compliance with the Code of Conduct are in respect of the Executive Director, the matter may be brought to the direct attention of the Chair. In the event the allegations are in respect of the Chair, the matter may be brought to the attention of the Executive Director or the Vice-Chair.

Review

All complaints or reports of non-compliance with the Code of Conduct will be reviewed to determine if they may be resolved informally or through a formal resolution process and must be reviewed and resolved in a timely manner.

Informal Resolution

The Chair, Vice-Chair or Executive Director, as the case may be, may attempt to address the matter informally.

Formal Resolution

- (a) If the matter cannot be resolved informally and the reporting individual would like to proceed to a formal investigation process, then the reporting individual may submit a written complaint to the Chair or the Executive Director in a form required by the Corporation. Even in the absence of a written complaint, the Corporation may be required to investigate a report of non-compliance with the Code of Conduct in order to comply with legislative requirements regarding workplace safety.
- (b) The Chair shall, with the support of the Executive Director, as appropriate, initiate an investigation in respect of the alleged conduct. Investigations may be conducted internally, or where appropriate, the matter may be referred for external review and made subject to legal privilege.
- (c) In the course of an investigation, the reporting individual, the respondent and relevant witnesses may be interviewed. All individuals involved in the investigation will be advised of their obligations in respect of the confidentiality of the investigation process.



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- (d) In the event that the investigation concludes the respondent's conduct did offend the Code of Conduct, the Chair shall, at their discretion, determine the action to be taken commensurate with the findings or make a recommendation to the Board, which may include one or more of the following:
- i. Verbal discussion or written letter;
 - ii. Request for an apology;
 - iii. Remedial action or plan;
 - iv. Request for voluntary resignation of the Director or Committee member;
 - v. Removal of a Committee member from the Committee by the Board; and/or
 - vi. Recommendation by the Board to the Members of the Corporation that a Director be removed as a Director of the Corporation.
- (e) Following the conclusion of the investigation, the Executive Director or the Chair will notify the reporting individual and the respondent of the results of the investigation.

Confidentiality

The Corporation is responsible to ensure that the identity of individuals who report non-compliance with the Code of Conduct and the information gathered in the course of the investigation process is handled with appropriate care and discretion, and this information will be kept confidential to the extent possible. Disclosure of information may be necessary, however, for the purposes of investigating non-compliance with the Code of Conduct or for the purposes of taking remedial action.

8. CONFIDENTIALITY

The purpose of this Policy is to ensure that the Confidential Information of the Corporation is not disclosed or otherwise used by Directors or Committee members in an improper or unauthorized manner.

Definition of Confidential Information

For the purpose of this Policy, "Confidential Information" includes all matters, materials and information relating to the business, affairs, operations and services of the Corporation, including all matters and information relating to clients, employees and volunteers, and all records of the Corporation which have not been publicly disseminated (for example: via press release, article in a news publication, public filing with a regulatory authority, or otherwise made available to the public), and includes proprietary, technical, business, financial, human resources and any other information that would or should be reasonably considered to be confidential and which is received by Directors and/or Committee members from whatever source, including from any of the other Directors, Committee members, management, volunteers, other personnel of the Corporation, or any other third party.

Confidentiality Obligations of Board and Committee Members

Directors and Committee members, both during and after their service on the Board and/or Committee, owe the Corporation a duty of confidentiality not to access, use, disclose or discuss with other persons or entities, the Corporation's Confidential Information that they learn of or possess due to their affiliation with the Corporation, or to use the Corporation's Confidential Information for their own purposes or for any purpose other than for the benefit of the Corporation, unless such access, use or disclosure is required in the context of properly discharging their duties as a Director and/or Committee member, is otherwise authorized by the Board, or is legally required.



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Upon joining the Board or a Committee, each Director and Committee member shall sign a Director and/or Committee Member Attestation, as applicable, in the form approved by the Board from time to time and shall deliver the signed Attestation(s) to the Executive Director.

Confidentiality Obligations of Invitees

“Invitee” means an individual who is not a Director but whom the Board has invited to attend a Board, Committee or task force meeting and, for certainty, does not include a member of the public generally or the media.

Any Invitee who attends meetings of the Board, any Committee or task-force of the Board may not access, use, disclose or discuss with another person or entity, the Corporation’s Confidential Information, or use the Corporation’s Confidential Information for their own purposes or for any purpose other than for the benefit of the Corporation, unless such access, use or disclosure is authorized by the Board, or is legally required.

Failure to Comply

Breach of this Policy may be considered cause for removal of a Director from the Board or a Committee member from the Committee.

9. CONFLICT OF INTEREST

Members of the Board of Directors and Officers will avoid situations in which they may be in a position of conflict of interest. The process set out in this Policy will be followed when an actual, potential, perceived or systemic conflict of interest arises.

Definition of Conflict of Interest

“Conflict of Interest” is defined in the Corporation’s By-Laws as any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors and Officers of the Corporation:

- (h) Pecuniary or financial interest - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
- (i) Undue influence - interests that impede a Director or Officer in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director or Officer’s entrusted responsibility to the Corporation; or
- (j) Adverse interest - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.

“Associates” is defined in the Corporation’s By-Laws as including the parents, grandparents, siblings, children, grandchildren, spouse, common law partner or members of the household of a Director or Officer as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director or Officer.

Types of Conflict of Interest



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For the purpose of the Corporation's By-Laws and this Policy, Conflict of Interest includes actual, potential, perceived and systemic conflicts of interest as follows:

- (k) Actual Conflict of Interest – exists when a Director or Officer has (directly or through one of his/her Associates) a private interest that is sufficiently connected to his/her duties and responsibilities that it influences the exercise of these duties and responsibilities.
- (l) Potential Conflict of Interest – exists when a Director or Officer has (directly or through one of his/her Associates) a private interest that could influence the performance of duties or responsibilities, provided that the duty or responsibility has not yet been exercised.
- (m) Perceived Conflict of Interest – exists when reasonably well informed persons could properly have a reasonable belief that a Director or Officer (directly or through an Associate) has an actual Conflict of Interest.
- (n) Systemic Conflict of Interest – may exist where a Director or Officer has a long-standing competing interest to the objectives of the Board due to a position they hold outside of the Board, including a Director or Officer appointed to the Board through political office, municipal right of appointment, or through their position on another corporation Board.

Declaration of Conflict

Directors and Officers must arrange their affairs and conduct themselves in a manner to avoid a Conflict of Interest.

A Director or Officer who is in a position of Conflict of Interest, shall disclose such conflict to the Board by notification to the Chair at the earliest possible time, and at the meeting of the Board at which the contract, transaction, matter or decision is being considered. Where the Chair has a conflict, the conflict shall be disclosed to the Vice-Chair. The disclosure shall be sufficient to disclose the nature and extent of the Conflict of Interest. The disclosure shall be in writing or be requested by the Director or Officer to be entered into the minutes.

Where a Director or Officer is unsure whether he/she is in a conflict of interest, the Director or Officer must raise the potential conflict with the Board, and the Board will vote on whether it feels that there is a Conflict of Interest. The Director or Officer may not vote on whether or not there is a Conflict of Interest.

At the beginning of each Board meeting, the Chair should ask and have recorded in the minutes whether any Director or Officer has a conflict to declare in respect of any agenda item.

Conflict of Interest Concern from another Director or Officer

Where a Director or Officer believes that another Director or Officer is in a Conflict of Interest, the concerned Director or Officer shall communicate the concern to the Chair of the Board in advance and/or at the meeting where the contract, transaction, matter or decision is being considered and shall have the concern recorded in the minutes. If the Director or Officer who is the subject of the concern is the Chair of the Board, then the concern shall be reported to the Vice-Chair of the Board.

On receipt of a concern, the Chair or Vice-Chair, as the case may be, shall refer the matter to the Board to make a finding on whether or not the Director or Officer is in a Conflict of Interest.

Procedures Where Conflict Exists

Where a Director or Officer has declared or has been found by the Board to be in Conflict of Interest, he/she must:

- (a) refrain from participating in any discussions of the matter;
- (b) refrain from voting on any motion related to the matter;
- (c) withdraw from a meeting while the matter is discussed or voted upon;



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- (d) not attempt in any way whether before, during, or after the meeting to influence the voting on the matter; and
- (e) not act in any way that would be contrary to the interests of the Corporation.

Where the number of remaining Directors or Officers after a declaration of conflict is not sufficient to constitute a quorum, the remaining number of Directors or Officers shall be deemed to constitute a quorum.

Committees

The procedures for declaring and addressing a conflict of interest under this Policy shall apply also to matters before any Committee, with declaration to the Committee Chair and determination of Conflict of Interest to be made by the respective Committee.

Failure to Comply

Breach of this Policy may be considered cause for removal of a Director or Officer from the Board in accordance with the Corporation's By-Laws.



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10. DIRECTOR MEMBER ATTESTATION

Director Attestation

Each Director shall complete the Annual Director Attestation upon becoming a Director and thereafter annually and return it to the Secretary of the Board, or their delegate.

Larch Street Kids Child Care Centre, Inc.

ANNUAL DIRECTOR ATTESTATION

To: [Larch Street Kids Child Care Centre Inc.] (the "Corporation")

And to: The Directors thereof

Consent

I hereby consent to act as a Director of the Corporation.

I consent to any Director participating in a meeting of the Board of Directors or any Committee of the Board by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, or other communication facilities as permit all persons participating in the meeting to hear each other.

I consent to accept information or documents from the Corporation by electronic means.

Eligibility

I hereby declare that:

- (a) I am at least eighteen (18) years of age;
- (b) I do not have the status of bankrupt;
- (c) I am not a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) I am not a person who has been declared incapable by any court in Canada or elsewhere;
- (e) I am not an "Ineligible Individual", as defined in the Income Tax Act (a copy of the definition is enclosed as Schedule A); and

Acknowledgement and Declaration

I acknowledge and confirm that I have read and agree in my role as a Director to comply with the Corporation's By-Laws as well as all governance policies, procedures and terms of reference, including without limitation Confidentiality, Code of Conduct and Conflict of Interest.

I hereby declare that I do not have a Conflict of Interest which would prevent me from serving as a Director pursuant to the Conflict of Interest provisions in the Corporation's By-Laws and the Conflict of Interest Policy. In the event that a Conflict of Interest arises in respect of any matter before the Board, I agree to abide by the provisions of the By-Laws and the Conflict of Interest Policy.

DATED this ____ day of _____, 20__.

Signature

Name



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SCHEDULE A

Section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been;

- (a) Convicted of a relevant criminal offence unless it is a conviction for which,
 - (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
 - a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,
- (b) Convicted of a relevant offence in the five-year period preceding that time.
- (c) A director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) An individual who controlled or managed, directly or indirectly, in any manner whatsoever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
- (e) A promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter.

Section 149.1 of the *Income Tax Act* defines “relevant criminal offence” as follows:

“relevant criminal offence” means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that

- (a) relates to financial dishonesty, including tax evasion, theft and fraud, or
- (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.

Section 149.1 of the *Income Tax Act* defines “relevant offence” as follows:

“relevant offence” means an offence, other than a relevant criminal offence, under the laws of Canada or a province, and an offence that would be such an offence if it took place in Canada, that

- (a) relates to financial dishonesty, including an offence under charitable fundraising legislation, consumer protection legislation and securities legislation, or
- (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.



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11. BOARD AGENDA DEVELOPMENT

The purpose of this Policy is to promote efficiency and effectiveness of Board meetings and inform Directors of the Board agenda development process.

Structure of Board Agenda

The agenda for Board meetings ("Board Agenda") shall distinguish between the following types of matters:

- Decision;
- Discussion;
- Information

Placing Matters on Board Agenda

It is the responsibility of the Chair, in consultation with the Executive Director, to develop the Board Agenda for Board meetings.

A Director who wishes to place an item on the Board Agenda which requires or expects consideration, decision or some other formal action on the part of the Board at a Board meeting shall submit his or her request in writing to the Executive Director, c/o the Chair and Secretary.

Protocol for Approval of Board Agenda

The Board Agenda shall be approved by the Board at the beginning of each meeting.

12. BOARD AND COMMITTEE MEETING ATTENDANCE

Directors members are expected to attend all meetings (either in person or electronically in accordance with the By-Laws) of the Board of which they are a member. For Directors, regular attendance at both Board meetings is essential in order to maintain continuity and cohesion in the management and governance of the Corporation.

Unless the absence of the Director is the result of unforeseen circumstances, a Director is required to provide notice of their inability to attend a meeting of the Board to the Secretary or Chair or Executive Director.

If a Director is absent for three (3) consecutive regular meetings of the Board or if a Director is absent for four (4) meetings during the regular Board year, the Chair shall discuss the reasons for the absences with the Director. If the attendance issues persist, the matter will be deliberated by the Board and the Board may vote on whether the Director should be asked to resign.

If the Board requests a Director's resignation due to attendance issues and the Director is not willing to resign, the Director may be removed from the Board by the Members of the Corporation in accordance with the By-Laws.



13. IN-CAMERA MEETINGS OF THE BOARD

In-Camera Meetings of the Board

The Board has the right to move in-camera and to restrict attendance to Directors only, for any meeting or part of a meeting if the Board deems an in-camera session to be necessary to protect the interests of the Corporation, the public or a person due to confidential matters or matters relating to sensitive issues.

In-camera Board meetings shall be called and conducted in accordance with this Policy.

The following types of matters may be dealt with during an in-camera meeting of the Board:

- (a) *Economic and other interests* – information that, if disclosed, would affect the economic or other interests of the Corporation, including:
 - (i) trade secrets, or financial, commercial, scientific, or technical information;
 - (ii) negotiation strategy;
 - (iii) personnel or administration plans that have not been put into operation or made public;
 - (iv) pending policy decisions that have not been made public; and
 - (v) information that could prejudice the Corporation's economic interests or competitive position.
- (b) *Security, health and safety* – matters involving safety or security issues for individuals or Corporation property and security or danger to health.
- (c) *Legally privileged information* – matters involving litigation or potential litigation or where legal advice or matters that are subject to solicitor and client privilege will be discussed.
- (d) *Personal privacy* – matters where an identifiable person will be discussed.
- (e) *Human resources* – matters related to labour relations and employment including compensation.
- (f) *Client issues* – including matters where personal information will be discussed.
- (g) *Other* – any other matter that the Board determines should be the subject of an in-camera meeting.

Procedures for In-Camera Meetings

An in-camera meeting may be:

- (a) identified as a Board Agenda item; or
- (b) initiated by the Board Chair or requested by a Director.

Planned in-camera meetings will be identified in the Board Agenda and communicated in advance, where possible. If an in-camera meeting is identified as an agenda item, the Chair of the Board shall ensure that a separate agenda for in-camera meetings is prepared and the circulation is restricted to the participants of the in-camera meeting.

A Board motion is required to move into, and rise from, in-camera meetings of the Board.

In-camera meetings shall be restricted in attendance to Directors and other Invitees at the discretion of the Chair. The Executive Director may be included in the in-camera discussions at the discretion of the Chair. The Chair may also permit at its discretion specific individual(s) such as legal counsel, consultants, presenters and/or Corporation staff to attend all or a portion of an in-camera meeting.

Voting on items in an in-camera meeting of the Board shall take place according to the regular provisions governing Board meetings.



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Proceedings and all information and/or material provided in an in-camera meeting is strictly confidential and shall at all times be treated as such. When a discussion held in an in-camera meeting leads to a general policy decision, the Board may determine that this information may be made public.

Except where prohibited by the privacy provisions of applicable legislation, the Board may communicate the recommendations and decisions taken at an in-camera meeting at an open meeting of the Board.

14. BOARD AND DIRECTOR EVALUATION

The Board is committed to continuous improvement of its governance and evaluation of Board effectiveness.

Board Evaluation

The Board will establish the annual process for evaluation of the Board of Directors based on the “Roles and Responsibilities of the Board of Directors / Individual Directors” Policy.

This process may include:

- (a) Key indicators, identified by the Board, through which Board effectiveness and performance may be measured;
- (b) External resources as appropriate to ensure an effective process;
- (c) Board assessment, using any one or more tools to solicit feedback, such as a written survey or a facilitated group session; and
- (d) A report to the Board on the aggregate results of the Board evaluation and key issues and actions to be addressed to ensure continuous improvement of the Board as a whole.

Respondent anonymity will be respected; respondents will not be required to identify themselves.

15. EXECUTIVE LIMITATIONS

The Board oversees the Executive Director in leading the Corporation to accomplish its mission and meet its strategic directions. In keeping with its governance model, the Board delegates all operational tasks of the Corporation to the Executive Director. In delegating these tasks to the Executive Director, the Board provides certain limitations to his/her authority. These executive limitations are described below.

General Executive Constraint

The Executive Director shall not cause or knowingly allow any practice, activity, decision, or organizational circumstance that:

- (a) is unlawful, unethical, imprudent, or deceitful
- (b) violates commonly accepted business and professional ethics
- (c) violates the Board values outlined in policy and the By-Laws
- (d) puts the Corporation at unreasonable risk
- (e) conflicts with the mission, vision or values of the Corporation

Annual Operating & Financial Condition



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The Executive Director of the Corporation is required to prepare and submit to the Board for its approval each fiscal year the Annual Budget. The Executive Director is also required to submit to the Board for approval prior to execution any funding agreements and renewals with governmental authorities.

The Executive Director shall notify the Board of any anticipated or actual material variances from the Annual Budget as well as strategies to address such variances.

Asset Protection

The Executive Director is accountable to the Board for the reasonable protection and adequate maintenance of assets, and that assets are not placed at unnecessary risk. The Executive Director shall ensure that appropriate administrative policies and procedures are in place and that these policies and procedures are monitored for compliance and reviewed annually, in respect of:

- (a) Investments;
- (b) Financing arrangements or agreements;
- (c) Donor/endowment funds;
- (d) Intellectual Property;
- (e) Real property; and
- (f) Insurance.

Approval of Administrative Policies

This Policy delegates to the Executive Director preparation of administrative policies for the Corporation.

Reports detailing effectiveness of these policies shall be brought to the board at the frequency identified in the By-law. Reports may include a summary of Employee or Parent Surveys.

The Executive Director will refer to the Board for approval those administrative related policies, guidelines, procedures and standards which require the approval of the Board based on legislation, or where a Board accountability or responsibility is included within such policy, guideline, procedure or standard.

Risk Reporting

The Executive Director will advise the Board at the earliest opportunity of any of the following risk situations:

- (a) Contravention of the Corporation's policies as established by the Board and/or Executive Director;
- (b) Projection that the Corporation will not meet its budget;
- (c) Projection that the Corporation will not meet the goals and objectives in its strategic plan; and
- (d) Any other matter that may be considered a contentious issue and which may place the Corporation at risk.

The Executive Director has the overall leadership and accountability for establishing and implementing Enterprise Risk Management. The Executive Director shall monitor and report risk to the Board on a regular basis in accordance with a schedule established with the Board.

16.SIGNING AUTHORITY

The purpose of this Policy is to:

- (a) ensure transparency and accountability in the administration of the Corporation's assets through a defined framework for execution of documents and day-to-day operations;



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- (b) provide clarity of roles and responsibilities; and
- (c) ensure that all contracts undergo authorized review and approval prior to execution.

Contracts and Other Documents

All contracts or other documents from governmental authorities shall be approved in advance by the Board.

All documents shall be entered into in the name of the Corporation.

Except as otherwise provided hereunder or in a resolution of the Board, documents requiring execution by the Corporation may be signed by the Chair and the Executive Director or Officer.

(a) The Officers of the Corporation are defined as a person with the authority to legally bind the corporation shall be the Chair, Treasurer and Executive Director.

Day-to-Day Operations

The Board shall appoint the signing officers authorized to sign cheques, bills of exchange or other negotiable instruments and orders for payment required for the day-to-day operation of the Corporation, which are specifically included in the Corporation's budget or otherwise approved by the Board.

The signatures of any two (2) signing officers will be required to enter into any contractual commitments by the Corporation.

Contractual commitments with a total value in excess of ten thousand dollars (\$10,000.00) shall require approval of the Board in advance.

The Board will review the designated signing officers at least annually and at the time of turnover.

The Executive Director is accountable to the Board for ensuring that adequate internal controls and processes are in place for the execution of documents and making financial commitments on behalf of the Corporation.

Corporation employees are not authorized to bind the Corporation to contracts or incur expenditures on behalf of the Corporation unless they have been delegated that authority by this Policy or by a resolution of the Board.

Any changes to the authorized signing officers must be immediately updated with the Corporation's financial institutions, as appropriate.

17.COMMUNICATIONS

The Corporation strives to communicate with its internal and external stakeholders and to the public-at-large regularly and effectively.

Communication Plan

The Board and the Executive Director are responsible to promote the Corporation and are ambassadors of the Corporation's values and services to stakeholders and the community.

The Executive Director will develop communication plans in line with the Corporation's strategy. These plans will ensure key messages are appropriately communicated to different groups and the community. These plans and their materials will be reviewed by the Board as required.



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No Director or staff member may make any representations or communications to the public without the prior approval of the Chair of the Board or the Executive Director, as appropriate. If a Director or staff member makes representations to the public or media outside their scope of association with the Corporation, the Board or staff member must clarify that they are not speaking on behalf of the Corporation. Any communications over social media shall at all times abide by the Corporation's Social Media Policy.

Corporate Media Spokesperson

The Executive Director is the spokesperson for the Corporation for all operational matters. The Chair of the Board is the spokesperson for the Corporation for all matters concerning the public brought before the Board. Directors are not to speak to media unless the task is specifically delegated to him or her by the Board Chair or Executive Director.

The spokespersons will keep the Board informed of all relevant (actual or imminent) situations in which the Corporation may be in the media, as appropriate.

The Executive Director will coordinate all media relations activities. If the media contacts a Director, Committee member or staff member directly regarding Corporation matters, these calls should be forwarded to the Executive Director who will make appropriate arrangements to respond to the request.

Use of Name and Logo

Any material pertaining to activities of the Corporation must include the appropriate logo. All uses of name and logo for external promotion must be authorized by the Executive Director.

