



**BOARD GOVERNANCE POLICIES
& PROCEDURES**

March 2017

The structure and mandate of the Rural Ontario Institute (ROI) are defined by the legislation under which it is incorporated, any special purposes legislation governing its mandate, the Letters Patent of Amalgamation, the Bylaws, and these Governance Policies enacted under the authority of the bylaws. ROI was incorporated on April 1, 2010 as a Charitable (Charity) Corporation Without Share Capital under the Corporations Act of Ontario, Ontario Corporation Number 1815005. ROI is a registered charity with Canada Revenue Agency under the Income Tax Act of Canada, Charitable Registration number 86275 2052 RR0001.

In addition to the following governance policies and any appended additional policies and procedures, ROI has the following documents in place for the organization:

- Letters Patent of Amalgamation
- Rural Ontario Institute Organizational Bylaws (reviewed bi-annually by the Board of Directors or as necessary)
- Rural Ontario Institute Crisis Management Plan (reviewed/ updated as necessary, annually by the Chief Executive Officer/ reviewed annually by Board of Directors)
- Rural Ontario Institute Strategic Plan – 2016 to 2019 (reviewed/ updated as necessary, annually by Board of Directors)
- Rural Ontario Institute Personnel Policies and Procedures (reviewed/ updated as necessary annually by the Chief Executive Officer)
- Rural Ontario Institute Emergency Leadership Plan (reviewed/ updated as necessary annually by the Governance Committee and Board of Directors)

Governance Policies

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Governance Policies

Policy Type: Ends Policies
Policy Title: Vision and Mission
Adopted: May 4, 2010
Reviewed/ Amended: June 14, 2016

The purpose of Ends policies is for the Board to articulate the outcomes that the organization wants to achieve. Ends policies consist of, but are not limited to, the VISION & MISSION and the STRATEGIC DIRECTIONS.

VISION

“Building Vision, Voice and Leadership for strong and vibrant rural and northern Ontario communities.”

MISSION

“Developing leader and facilitating collaboration on issues facing rural and northern Ontario.”

Policy Type: Ends Policies
Policy Title: Strategic Directions
Adopted: April 12, 2011
Reviewed/ Amended: June 14, 2016

STRATEGIC DIRECTIONS

The Rural Ontario Institute strategic plan is based on the following 4 strategic 'pillars':

Developing Leaders - Developing strong leaders for rural organizations and communities

Dialogue and Collaboration - Facilitating dialogue and collaboration on rural issues

Organizational Sustainability - Ensuring the financial health and capacity of the Rural Ontario Institute

Communications and Profile - Collecting and sharing 'stats and stories' for impact and effective outreach

Policy Type:	Governance Process	1.1
Policy Title:	Governance Commitment	
Adopted:	May 4, 2010	
Reviewed:	June 19, 2012	
Reviewed:	October 1, 2015	

The purpose of governance is that the Board, on behalf of ROI's stakeholders, constituents and funders, guarantees the accountability of ROI by assuring that it:

- (a) achieves the outcomes as clarified in the Ends Policies; and
- (b) achieves the outcomes as identified in the agreements with Funders

Policy Type:	Governance Process	1.2
Policy Title:	Governing Style	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed	October 1, 2015	

The Board will govern with a style that emphasizes:

1. outward vision, rather than an internal preoccupation
2. encouragement of diversity in viewpoints
3. strategic leadership more than administrative detail
4. clear distinction of Board and Chief Executive Officer roles
5. collective rather than individual decisions
6. future-orientation rather than past or present
7. proactivity rather than reactivity

More specifically, the Board will:

1. Operate in a way that is mindful of its obligations to its stakeholders, constituents and funders.
2. Direct, control and inspire the organization through the careful establishment of governance policies reflecting the collective values and varied perspectives of Board members, stakeholders, constituents and funders. The Board will focus chiefly on the intended long term impacts of the organization (as defined by the Ends Policies), not on the administrative means of attaining those Ends.
3. Be an initiator of policy not merely a reactor to staff initiatives. The Board shall be exclusively responsible for Board and director development.
4. Enforce upon itself and its members the necessary discipline that is required to govern with excellence. Discipline will include, but not necessarily be restricted to matters such as attendance, preparation, policymaking principles, respect of roles, speaking with one voice and violations of Code of Conduct.
5. Regularly monitor and discuss its own process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board/Executive Director Linkage categories.
6. Seek to ensure that all officers, board members and committee members actively pursue fulfillment of Board commitments.

Policy Type: Governance Process

Policy Title: Governing Style (continued)

7. Ensure the continuity of its governance capability by ongoing training, monitoring and development by.
 - (a) Evaluation on a regularly basis, including review of Board activity and discipline and comparison to its Board Governance Process and Board-Chief Executive Officer Relationship Policies.
 - (b) Continual development will include:
 - (i) orientation of new members to the Board's approved governance process;
 - (ii) periodic Board discussion of process improvement;
 - (iii) formal board evaluation process to be conducted on an annual basis.

Policy Type:	Governance Process	1.3
Policy Title:	Board Job Description	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed/ Amended:	October 1, 2015	

The job of the Board is to determine and demand appropriate organizational performance. The primary board responsibilities fall generally within eight areas:

1. Planning
2. Financial and Program Stewardship
3. Human Resources Stewardship
4. Performance Monitoring and Accountability of Board and CEO
5. Risk Management
6. Community Representation and Advocacy
7. Complaints Review (as may be necessary)
8. Management of Critical Employee Transitional Phases

To distinguish the Board's own unique job from the work of its staff, the Board will concentrate its efforts on the following job "products" or outputs:

1. The Board will produce written governing policies, which, at the broadest level, address each category of organizational decision.
 - (a) Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what goods, for which needs, at what cost).
 - (b) Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - (c) Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
 - (d) Board-Chief Executive Officer Linkage: How power is delegated and its

proper use monitored; the Chief Executive Officer role, authority and accountability.

2. The Board will be responsible for conducting and producing assurance of Chief Executive Officer performance (as measured against specific criteria).
3. Board Members will become knowledgeable about:
 - ROI's by-laws, policies and procedures, and the requirements and liabilities of agreements with funders;
 - The key issues and trends facing rural residents in Ontario;
 - Financial strength and viability of the organization; and
 - Legal liability of Board members.
4. Board Members will:
 - (i) review all material in board agenda packages so they are prepared to make required Board decisions;
 - (ii) attend and actively participate in the regular and special meetings of the Board;
 - (iii) be willing to be Chairperson or Co-Chairperson as may be necessary or required;
 - (iv) deliberate impartially on issues presented to the Board for consideration;
 - (v) observe and comply with oath of office, conflict of interest and confidentiality guidelines, and Governance Policies; and
 - (vi) exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
5. To accomplish its job outputs with a governance style consistent with ROI policies, the Board will conduct an annual (or as needed)
 - (i) self-assessment process which includes a discussion of opportunities to improve its performance; and

- (ii) a strategic planning process or update of the strategic plan as necessary.
6. The Board will be responsible for dealing with staff and stakeholder issues and complaints that have not been or cannot be resolved through the organization's senior staff and identified complaints process.
 7. Finally, the board will be responsible for managing critical employee (CEO) transitions as identified in *Policy 2.8 Emergency Chief Executive Officer Succession*, using and following the organization's *Emergency Leadership Plan*.

Policy Type:	Governance Process	1.4
Policy Title:	Chairperson's Role	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed	October 1, 2015	

The Chairperson assures the integrity of the Board's process and, secondarily, represents the Board to outside parties.

1. The job result of the Chairperson is that the Board behaves consistently with its own governance process including the following guidelines:
 - (a) Meeting discussion content will be those issues that, according to Board policy, clearly belong to the Board to decide.
 - (b) Deliberation will be fair, open, and thorough, but also efficient, timely, orderly and kept to the point.
2. The Chairperson is empowered to chair Board meetings with all the commonly accepted power and responsibilities of that position.
3. The authority of the Chairperson consists in making decisions that fall within the purview of Board policies on Governance Process and Board-Chief Executive Officer Linkages, except where the Board specifically delegates portions of this authority to others. The Chairperson shall use any reasonable interpretation of the provisions in these policies.
4. The Chairperson is subject to policies created by the Board within Ends and Executive Limitations policy areas. The Chairperson has no authority to personally supervise or direct the Chief Executive Officer.
5. The Chairperson shall represent the ROI to outside parties in announcing Board-stated positions and in stating Chairperson decisions and interpretations within the policy areas under his/ her mandate and authority.
6. The Chairperson may delegate this authority, but shall remain accountable for its use.

Policy Type:	Governance Process	1.5
Policy Title:	Vice - Chairperson, Treasurer and Secretary Roles	
Adopted:	May 4, 2010	
Reviewed	August 14, 2012	
Reviewed	October 23, 2012	
Reviewed:	October 1, 2015	

Vice Chairperson

In addition to assuming the duties of the Chair during his/ her absence, the Vice - Chair shall perform other duties prescribed from time to time by the Board, coincident to the office. The succession of the Vice - Chair to the position of Chair is anticipated as part of the ROI Board succession planning.

Treasurer

The Treasurer in concert with the Finance, Investment & Audit Committee shall monitor the financial activities of ROI ensuring that:

- (a) complete and accurate records are kept of all of ROI's financial matters in accordance with generally accepted accounting practices;
- (b) there are appropriate signing authorities in place for ROI as approved in the Bylaws or by resolution of the Board;
- (c) the Board is provided quarterly, or as otherwise required, with a report of all financial transactions and of the financial position of ROI;
- (d) a competent auditor is appointed annually by the board; and
- (e) the audited financial statements are presented appropriately by the auditor and Chief Executive Officer.

Secretary

As custodian of the corporate seal and of all official books, papers, records, documents and correspondence the Secretary shall ensure:

- (a) that all secretarial functions are performed for the Board and Executive Committee;
- (b) the safekeeping of records of meetings, policies, membership and any other records required by law; and
- (c) the maintenance of the files and records of ROI to be passed on to future offices and ensure the security and confidentiality of all such files and records.

Policy Type: Governance Process 1.6

Policy Title: Board Members' Code of Conduct

Adopted: May 4, 2010

Reviewed/Amended: December 3, 2013

Reviewed/ Amended: October 1, 2015

The Board commits itself to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

1. Board members will not attempt to exercise individual authority over the Board except as explicitly set forth in Board policies including:
 - (a) Board members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - (b) Board members' interaction with the public and the media must recognize the same limitation and the inability of any member to speak for the Board except to support Board decisions. For further clarification and reference refer to Rural Ontario Institute Crisis Management Plan
 - (c) Board members' individual judgments of Chief Executive Officer or staff performance.
2. Board members must at all times respect the confidentiality of information and situations shared with the board which may identify or cause undue hardship to individuals including stakeholders, funders and program participants, where permission has not been granted to release information. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.
3. Board members will recognize that continuity of attendance is important. Non-attendance at 3 or more board meetings in any 12-month period, without explanation, may result in removal from the Board.
4. Board members must avoid subjecting the organization and/ or Board to charges of libel or slander.

For further clarification and reference refer to Rural Ontario Institute Board Policies Appendix

Policy Type:	Governance Process	1.7
Policy Title:	Board Meetings	
Adopted:	May 4, 2010	
Reviewed:	October 23, 2012	
Reviewed:	October 1, 2015	

Board meetings are for the single task of getting the Board's job done (as per Policy 1.3: Board Job Description)

1. Meetings will be open to the public except when an "In-camera" session is officially announced by the Chairperson. The purpose of In-camera sessions is to deal with matters related to litigation, personnel or property. Any Board member can request an In-camera session but moving In-camera requires a board vote.
2. The Board has sole authority over its own meeting agenda. The Chairperson will exercise this control on behalf of the Board, though any Board member can have agenda items added or deleted from the meeting agenda with a motion supported by the Board.
3. Only those issues which are within the Board's area of responsibility as defined in its Governance Policies shall be discussed and/ or acted upon.

Policy Type:	Governance Process	1.8
Policy Title:	Board Committee Principles and Structure	
Adopted:	May 4, 2010	
Reviewed:	October 23, 2012	
Reviewed/ Amended:	October 1, 2015	

Board Standing Committees will be created (or reappointed) each year so as to reinforce the Board's role and not to interfere with delegation from Board to the Chief Executive Officer. In addition to Board Standing Committees, ad hoc and time limited working groups may be created from time to time. Unless otherwise stated, an ad hoc committee or work group ceases to exist as soon as the Board determines that its task is complete.

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees will assist the Board by preparing policy alternatives and implications and recommendations for Board deliberation.
2. Board committees or committee members may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer.
3. Board committees cannot exercise authority over staff. Because the Chief Executive Officer works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
4. Committee members shall abide by the same Code of Conduct as governs the Board.
5. This policy applies to any working group which is formed by Board decision.
6. The following will be standing committees of the Board
 - Executive (including HR and Personnel)
 - Governance (including Nominations, By-Laws and Policy Review)
 - Finance, Audit and Investment

Policy Type:	Governance Process	1.9
Policy Title:	Board Travel and Expense Claim Policy	
Adopted:	August 3, 2010	
Reviewed:	October 23, 2012	
Reviewed:	October 1, 2015	

Directors may incur expenses in the course of discharging their responsibilities on behalf of the Rural Ontario Institute (ROI). When board members travel to board and committee meetings, conferences, and approved board business on behalf of the organization, ROI shall reimburse the costs of such travel as well as accommodation and meals when necessary. It is also the intent that anyone attending such events, and being reimbursed for such costs, has the responsibility to fully participate while keeping in mind the best financial interests of the organization.

Accordingly:

1. Reasonable travel expenses and accommodation will be covered for board and committee meetings, conferences and approved board business.
2. The reasonable cost of meals while attending meetings and while in transit to and from meetings will also be covered. Receipts are required for all meals with a value greater than \$10.00.
3. Mileage will be reimbursed at the current ROI rate in effect at the time of travel, on a two-way basis.
4. Claiming of reimbursable expenses by directors will be done in a timely manner using the ROI Expense Form template, with receipts (where applicable) attached.
5. Reimbursement of any additional expenses will require Board Chair/ CEO approval ahead of the expenditure.

Policy Type:	Governance Process	1.10
Policy Title:	Conflict of Interest	
Adopted:	December 3, 2013	
Reviewed:	October 1, 2015	

Definition of Conflict of Interest:

- Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
- A conflict of interest may be “real”, “potential” or “perceived”; but the same duty to disclose applies to each.
- Full disclosure in itself, does not remove a conflict of interest.

It is in the best interest of the Rural Ontario Institute Board of Directors to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest.

Accordingly:

1. Members of the Board of Directors shall act at all times in the best interests of the ROI rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the ROI in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.
2. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
3. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.
4. Principles for Dealing with Conflict of Interest:
 - a) The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.

- b) If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the Chair, Executive Committee or Board for advice and guidance.
- c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- d) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board Chair.
- e) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

Policy Type:	Executive Limitations	2.1
Policy Title:	Global Executive Constraint	
Adopted:	May 4, 2010	
Reviewed:	June 19, 2012	
Reviewed:	October 1, 2015	

The Chief Executive Officer shall not cause or allow any practice, activity, decision or organizational circumstance which is either illegal, imprudent, in violation of commonly accepted business and professional ethics, or in violation of established ROI policies or by-laws, and other contractual agreements.

Policy Type:	Executive Limitations	2.2
Policy Title:	Treatment of Staff	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed:	October 1, 2015	

With respect to treatment of staff, the Chief Executive Officer may not cause or allow conditions, which are unfair or undignified.

Accordingly, she or he shall not:

1. Operate without written personnel procedures which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as nepotism and other such preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the ROI Board when:
 - (a) internal grievance procedures have been exhausted, and
 - (b) the employee alleges that:
 - (i) ROI policy has been violated to his or her detriment, or
 - (ii) That ROI policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.
5. Use hiring practices which involve conflict of interest or utilize an unfair and/or closed hiring process.

Policy Type:	Executive Limitations	2.3
Policy Title:	Compensation and Benefits	
Adopted:	May 4, 2010	
Reviewed:	June 19, 2012	
Reviewed:	October 1, 2015	

With respect to compensation and benefits to employees, consultants, contract workers and volunteers, the Chief Executive Officer shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits, which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected.

Policy Type:	Executive Limitations	2.4
Policy Title:	Financial Condition and Activities	
Adopted:	May 4, 2010	
Reviewed/ Revised:	June 19, 2012	
Reviewed:	October 1, 2015	

The Chief Executive Officer, in budgeting for any fiscal period or the remaining part of any fiscal period, shall not deviate materially from ROI's Ends Policies, risk financial jeopardy, or fail to show a generally acceptable level of foresight.

Accordingly, he or she shall not cause or allow budgeting which:

1. Expends more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
 - a. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
2. Fails to meet payroll obligations in a timely manner.
3. Fails to settle debts in a timely manner.
4. Allows tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Makes any purchase on his/her authority or commits the organization to any expenditures of greater than \$50,000 without Board approval.
6. Purchase services without seeking quotations to ensure that the prices of current suppliers are in line with current market conditions.
7. Acquires, encumbers or disposes of real property without Board approval.

Policy Type:	Executive Limitations	2.5
Policy Title:	Financial Planning/Budgeting	
Adopted:	May 4, 2010	
Reviewed:	December 3, 2013	
Reviewed:	October 1, 2015	

Financial planning for any fiscal year, or the remaining part of any fiscal year, shall not adversely affect the strategic outcomes, risk fiscal jeopardy, or fail to be based on sound budgeting principles.

Accordingly, he or she may not cause or allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Fails to estimate revenues conservatively and expenses realistically
4. Endangers the fiscal soundness of future years or ignores the building or organizational capability sufficient to achieve ends in future years.

Policy Type:	Executive Limitations	2.6
Policy Title:	Asset Protection	
Adopted:	May 4, 2010	
Reviewed/ Amended:	December 3, 2013	
Reviewed/ Amended:	October 1, 2015	

The Chief Executive Officer may not allow assets to be unprotected, inadequately maintained, or unnecessarily at risk.

Accordingly, he or she may not:

1. Fail to insure against theft, fire and casualty losses to at least 80% replacement value and against liability losses to ROI's board, membership or staff in any amount greater than the average for comparable organizations.
2. Indemnify against liability losses to the Board and staff.
3. Unnecessarily expose ROI's board or its staff to claims of liability.
4. Fail to protect intellectual property, information and files from loss or significant damage or maintain appropriate confidentiality.
5. Receive, process or disburse funds under controls, which are insufficient to meet the Board's appointed auditor's standards.
6. Invest or hold operating capital in insecure instruments, investment accounts, including uninsured checking accounts and bonds of less than AA rating at any time, or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions. For further clarification and reference refer to Rural Ontario Institute Board Policies Appendix for information on Investment processes and procedures.
7. Enter into any capital lease having a total value in excess of \$10,000 or of a term greater than three years without Board approval.
8. Endanger ROI's public image or credibility.
9. Allow personal loans to either staff or Board members.

Policy Type:	Executive Limitations	2.7
Policy Title:	Communication and Counsel to the Board	
Adopted:	May 4, 2010	
Reviewed:	October 23, 2012	
Reviewed:	October 1, 2015	

The Chief Executive Officer shall not permit the Board to be uninformed or unsupported in its work.

Accordingly he or she may not:

1. Neglect to submit monitoring data required by the Board in a timely, accurate and understandable fashion.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy has been previously established.
3.
 - (a) Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
 - (b) Fail to advise the Board if, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies on Governance Process (Policies - Section 1) and Board-Chief Executive Officer Linkages, (Policies – Section 3) particularly in the case of Board behavior which is detrimental to the work relationship between the Board and Chief Executive Officer.
4. Fail to marshal for the Board as many staff and external points of view, issues, and range of options as needed for fully informed Board decisions.
5. Present information in unnecessarily complex or lengthy form.
6. Fail to provide a mechanism for official Board or committee communications.
7. Fail to deal with the Board as a whole except when:
 - (a) fulfilling individual requests for information;
 - (b) responding to officers or committees duly charged by the Board.
8. Fail to provide the necessary support to meet the needs of the Chairperson or the Board.

Policy Type:	Executive Limitations	2.8
Policy Title:	Emergency Chief Executive Officer Succession	
Adopted:	May 4, 2010	
Reviewed:	October 23, 2012	
Reviewed:	October 1, 2015	

In order to protect ROI from the sudden loss of Chief Executive Officer services, the Chief Executive Officer shall not fail to keep up-to-date, in partnership with the board, the Emergency Leadership Plan.

Policy Type:	Board-Chief Executive Officer Linkage	3.1
Policy Title:	Global Governance-Management Connection	
Adopted:	May 4, 2010	
Reviewed:	June 19, 2012	
Reviewed:	June 14, 2016	

The Board's sole connection to the operations of the organization, its achievements and conduct will be through the Chief Executive Officer or designate.

Policy Type:	Board-Chief Executive Officer Linkage	3.2
Policy Title:	Unity of Control	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed/ Amended:	June 14, 2016	

Only decisions of the Board acting as a body are binding on the Chief Executive Officer.

1. The Board will instruct the Chief Executive Officer through written governance policies and/ or board approved motions.
2. Decisions or instructions of individual Board Members, Officers or Committees are not binding on the Chief Executive Officer.
3. Requests from Board Members or Committees for information or assistance that have not had Board authorization can be refused by the Chief Executive Officer, if in the Chief Executive Officer's opinion, they are disruptive, not pertinent or an inappropriate use of resources.

Policy Type:	Board-Chief Executive Officer Linkage	3.3
Policy Title:	Accountability of the Chief Executive Officer	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed/ Amended:	June 14, 2016	

All Board authority delegated to staff is delegated through the Chief Executive Officer so that all authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the Chief Executive Officer.

Accordingly:

1. The Board or individual Board Members shall not give instructions to persons who report directly or indirectly to the Chief Executive Officer.
2. The Board or individual Board Members shall refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer.
3. The Chief Executive Officer's performance shall be evaluated by the board, through the Chair and/ or Executive in relationship to:
 - (a) achievement of strategic outcomes defined by Board Policy (Ends);
 - (b) organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.
4. A written Chief Executive Officer evaluation shall be performed annually.
5. Concerns regarding Chief Executive Officer performance shall be evaluated on the basis of existing policies and the Board of Directors shall determine what action, if any, is required.

Policy Type:	Board-Chief Executive Officer Linkage	3.4
Policy Title:	Delegation to the Chief Executive Officer	
Adopted:	May 4, 2010	
Reviewed/ Amended:	June 19, 2012	
Reviewed/ Amended:	June 14, 2016	

The Board will instruct the Chief Executive Officer through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use appropriate and reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the Chief Executive Officer to achieve identified results. These policies will be developed and reviewed systematically and will be called Ends policies.
2. The Board has developed Executive Limitation policies. These policies limit the latitude the Chief Executive Officer may exercise in choosing the organizational means to the Ends.
3. The Chief Executive Officer is authorized to establish all operational policies, make all decisions, take all actions, establish all practices and develop all activities using appropriate and reasonable interpretation of the Board's Ends and Executive Limitations policies.
4. The Board's Ends and Executive Limitations policies are subject to change by the Board. Should such a change occur, the Board could potentially change the latitude of decision-making choice available to the Chief Executive Officer. During the tenure of any particular delegation of authority, the Board shall respect and support the Chief Executive Officer's decisions.

Policy Type:	Board-Chief Executive Officer Linkage	3.5
Policy Title:	Monitoring Chief Executive Officer Relationship/ Performance	
Adopted:	May 4, 2010	
Reviewed/ Updated	August 14, 2012	
Reviewed/ Updated	March 7, 2017	

Monitoring Chief Executive Officer performance is synonymous with monitoring organizational performance against stated Board policies on Executive Limitations and Ends Policies. Evaluation of the Chief Executive Officer performance shall be derived only from these monitoring data.

1. The Board will obtain monitoring data:
 - (i) through compliance statements submitted by the Chief Executive Officer according to a schedule directed through policies, and
 - (ii) external reports (e.g., audit)
2. The standard for compliance shall be any reasonable interpretation by the Chief Executive Officer of the particular policy(s) being monitored.
3. Chief Executive Officer compliance with the policies will be monitored by a method and frequency chosen by the Board, usually on a scheduled basis. Policy compliance will be linked to the performance review of the Chief Executive Officer.

<u>Policy and Chief Executive Officer Compliance</u>	<u>Minimum Frequency</u>
Ends Policies	Annually – April/ May
Global Executive Constraint	Annually – April/ May
Treatment of Staff	Annually – April/ May
Compensation and Benefits	Annually – April/ May
Financial Condition and Activity	Quarterly
Financial Planning and Budgeting	Annually – March/ April
Asset Protection	Annually – February/ March
Communication and Counsel to the Board	Annually – April/ May
Emergency Chief Executive Officer Succession	Annually - June

Policy Type:	Board-Chief Executive Officer Linkage	3.6
Policy Title:	Short Term Planned Absence of the Chief Executive Officer	
Adopted:	May 4, 2010	
Reviewed:	August 14, 2012	
Reviewed:	June 14, 2016	

During planned absences by the Chief Executive Officer of one month to three months:

1. A previously designated staff person (see policy #2.8) will assume responsibility for all day-to-day operations of the organization.
2. The Board Chair, in consultation with the designated staff person, will be empowered to deal with any situations arising during the Chief Executive Officer's absence which materially impact on the ENDS of the organization.

The *ROI Emergency Leadership Plan* will be used/ put in to action for unplanned absences of one week or longer and in the event of emergency situations that may arise.

Policy Type:	Board-Chief Executive Officer Linkage	3.7
Policy Title:	Chief Executive Officer Replacement	
Adopted:	May 4, 2010	
Reviewed:	October 23, 2012	
Reviewed/ Amended:	June 14, 2016	

In the event that the Chief Executive Officer retires, dies, resigns or is removed from office, the Board will follow the organization's *Emergency Leadership Plan*.

The Board will then initiate the replacement process as follows:

1. Establishment of qualifications and selection criteria.
2. Review of contractual parameters.
3. Set up an interviewing/selection process.
4. Advertise the position
5. Determine the successful candidate.
6. Negotiate terms and conditions of contract.

Policy Type:	Other Policies	4.1
Policy Title:	Records Retention and Destruction	
Adopted:	April 2, 2013	
Reviewed:	June 14, 2016	

To ensure proper care, retention and destruction of all Rural Ontario Institute (ROI) documents, this policy sets out guidelines and responsibility for document storage and retention. Records are retained for the following purposes:

- To facilitate the continuity and provision of service
- To minimize risk to the organization
- To comply with legal requirements
- To provide historical data for future identification or verification of facts
- To provide material for statistical analysis or research

Records will be retained only as long as they are required by the organization to meet the above purposes. Records containing personal information or confidential organizational information will be destroyed by shredding.

This policy applies to all corporate, financial, human resource and client records in electronic and/ or hard copy formats.

PROCEDURES

1. All records will be appropriately labelled and stored in dry, safe and secure locations for as long as they are required by the organization (refer to document retention schedule below).
2. Regular back up of electronic records are stored/ maintained off-site.
3. The organization shall conduct an annual review to identify documents to be destroyed in accordance with the record retention schedule.
4. Documents containing personal information or confidential organizational information will be shredded.
5. **Financial Documents:** The Chief Executive Officer shall ensure that all original financial documents will be stored centrally. Examples of financial documents includes: all deposit books with documentation supporting from whom funds were received and to what they relate; record of all cash disbursements; proof of payment (e.g., cancelled cheques); invoices; documents substantiating disbursements; payroll records; donation receipts; and supporting documentation.
6. **Corporate Documents:** The Chief Executive Officer shall ensure that all original corporate documents will be stored centrally. Examples of corporate documents include: contracts; service agreements; purchase of service agreements; auditor reports; Organization Charter; Bylaws; Letters Patent; Board Minutes and

Documentation; Annual Reports; ROI strategic plan; governance documentation; and planning and evaluation documentation.

7. **Insurance Documents:** The Chief Executive Officer shall ensure that all original insurance documents will be stored centrally.
8. In addition to the above, the Chief Executive Officer shall ensure that original financial, insurance and human resources records are stored, retained and destroyed according to this policy and the attached document retention schedule.

Document Retention Schedule

Documents will be retained by ROI as follows:

DOCUMENT	LENGTH OF RETENTION
CORPORATE DOCUMENTS	
Organization charter, annual reports, bylaws, letters patent, strategic plans, board minutes, minutes of members meetings	Organization's life span plus two years
Contracts, service agreements and purchase of service agreements	Duration of contract or agreement plus two years
FINANCIAL DOCUMENTS	
Annual audited financial statements, general ledger, annual adjusting journal entries, and duplicate receipts relating to ten-year-gifts to registered charities.	Organization's lifespan plus two years
Duplicate donation receipts (except related to ten-year-gifts)	End of fiscal period to which they relate plus at least two years
Other financial records (other than those cited above) including payroll information	End of fiscal period to which they relate plus at least six years
Insurance policies	Indefinitely (to minimize risk)
HUMAN RESOURCE RECORDS	
Human resource records	Nine years after termination of employment
Records of Hiring Competitions	Four years after completion of the competition

Policy Type:	Other Policies	4.2
Policy Title:	Risk Assessment and Mitigation	
Adopted:	April 2, 2013	
Reviewed/ Updated	March 7, 2017	

The safety of participants involved in ROI programs and activities, as well as ROI Board and staff is of paramount importance to the Rural Ontario Institute (ROI) and to the participants themselves. ROI has a responsibility to manage risks associated with any of its operations. Where an activity entails risks higher than normally encountered in daily life, appropriate advance planning, preparation and training will be carried out so that foreseeable risks are appropriately managed. Where it is concluded that the risks are extreme or high, the activity will not be carried out. This policy covers all activities that are organized and approved by ROI such as seminars, meetings, field trips, farm visits, travel study tours and covers both program participants and employees of the organization.

To this end:

1. ROI will appropriately assess the risks associated with all activities being undertaken in the delivery of its programs and develop mitigation strategies as necessary to deal with the inherent and identified risks.
2. When participants are engaged in activities approved by ROI, the organization will take appropriate action(s) to ensure they have the necessary information, orientation, training, support, assistance, and/ or equipment in the event that a situation(s) arises which may pose a threat. ROI staff will take all reasonable steps to ensure everyone's safety. It is also recognized that each individual must also take personal steps to keep themselves safe in all circumstances.
3. When possible ROI will gather and have on hand, participant emergency contact and other vital information in the event that a member's next of kin needs to be contacted. This information will be collected and stored appropriately and safely with the organization and a copy will be carried by the Chief Executive Officer or designate to all activities.
4. In the case of ROI led travel study tours, ROI will undertake the following additional actions to reasonably mitigate any anticipated risks associated with travel:
 - AALP participants will be asked to review and sign a liability waiver used by the organization.
 - Appropriate safety information, equipment, orientation and training will be provided to all participants prior to travelling. These safety precautions may include, but not be limited to, bio security training to address concerns about avian influenza and BSE.

- When appropriate, biohazard Information will be provided to each participant – i.e. a fact sheet outlining and defining common biohazards such as avian influenza, BSE, etc.
- Participants will be given the web site addresses to access travel advisories from Foreign Affairs Canada (FAC) regarding the destination.

Policy Type:	Other Policies	4.3
Policy Title:	Recognition of AALP Tuition in Matching Program Income to Expenses	
Adopted:	March 28, 2016	
Reviewed/ Updated	March 7, 2017	

The Advanced Agricultural Leadership Program (AALP) has 8 seminars and two travel opportunities (North American and International Study Tours) over the course of 19 months and two fiscal periods. Four (4) seminars are held in fiscal year one of the program. Four (4) seminars and two travel opportunities are held in fiscal year two of the program. One half of the tuition is collected in fiscal year one and one half is collected in fiscal year two of the program.

As a financial 'best practice' it is important to appropriately match program income to program expenditures during each year and over the two year program.

To this end:

1. To better match the tuition income to program expenses over the two year program, one half or 50% of the fiscal year one tuition will be deferred as income to fiscal year two.
2. This will take place on or before the end of the fiscal year during the first year of each class program and ahead of the organization's year-end audit.

APPENDICES

PROCESSES, GUIDELINES AND PROCEDURES

Board Committees

The right and responsibility for the creation of committees related to the activities of the ROI Board rests solely with the Board of Directors. Any and all committees not otherwise specifically identified in the bylaws or the duly adopted governance model for the Board shall be created through a simple resolution by the Board of Directors. Concurrent with or subsequent to the creation of a committee the Board shall also adopt by simple resolution, the Terms of Reference for the subject committee.

All committees created by the Board of Directors shall have Terms of Reference (TOR) outlining the conduct of the committee and approved by the Board. Terms of Reference shall include at a minimum the following sections:

- Purpose
- Composition/Membership
- Accountability
- Financial Management (as required)
- Meeting Frequency

All committees are accountable to the ROI Board and are required to make reports of their activities to the Board in a timely fashion following each meeting. At their discretion, Committees have the right to make decisions and exercise the use of resources previously defined and approved by the Board through the budget(s) process. Actions prescribed by the committee falling outside of previously defined and approved scope require the approval of the Board (e.g. Budget variance).

The Board of Directors of the ROI reserves the right, at its discretion, to intercede with the activities of any committee and/or terminate the activities of any committee.

Financial Management

The accumulated surplus of the organization should be sufficient to carry it through an extended period of revenue shortfall. It is recommended that the desired target for accumulated surplus of the organization be established at the equivalent of one (1) year of operating expenses, and that the minimum accumulated surplus be established at the equivalent of six (6) months operating expenses.

All ROI investments will be located in a single investment account at a single investment broker/agent.

The Rural Ontario Institute holds a number of Restricted Funds which are to be invested, in trust, for the ROI with investment income to be used to support the organization and/ or for specific events and activities. The Restricted Funds held, in trust, for the ROI include the:

- Wm. A. Stewart Endowment Fund
- W. Garfield Weston Foundation Fund
- Ken McKinnon Memorial Fund
- Leadership Legacy Fund

Memorandums of Understanding respecting each Restricted Fund or current operating policy dictate the amount of annual investment income which must be reinvested within the fund. They are as follows:

- Wm. A. Stewart Endowment Fund - minimum of 10% of total annual income
- W. Garfield Weston Foundation Fund - minimum of 30% of total annual income
- Ken McKinnon Memorial Fund - minimum of 30% of total annual income
- Leadership Legacy Fund - minimum of 10% of total annual income

Interest income available for transfer will be identified within the Annual Audited Statements of the organization and will be transferred accordingly in the following fiscal year.

All cheques and financial instruments of the Rural Ontario Institute in the amount of \$1000.00 or greater will require the signatures of two (2) signing officers. The signing authorities, by title, will be established as follows:

- Director(s) as designated by the Board of Directors
- Treasurer
- Chief Executive Officer

Invoices regularly issued by payees on a list of merchants approved from time-to-time by the Finance, Investment and Audit Committee may be paid electronically. A list of all electronic invoice payments will be presented for review to the Finance, Investment and Audit Committee following the close of each fiscal quarter.

There are no limits established on signing authorities for the ROI. On a quarterly basis, the Treasurer shall review and post-approve all expenditures over \$10,000.00.

The Rural Ontario Institute will tender for banking and investment services every three years. The investments and bank account(s) location will be established based upon a review of tenders received, and a recommendation by, the Finance, Investment and Audit Committee to the Board of Directors.

On an annual basis as possible, Rural Ontario Institute staff will prepare a capital purchases budget for consideration by the Finance, Investment and Audit Committee and presentation to the Board during the annual budget deliberation process.

To ensure that fixed assets of the organization are recorded and adjusted to meet accounting standards, controlled, available when needed and secured appropriately to prevent loss, the Rural Ontario Institute will capitalize all capital asset purchases (including plant, property and equipment) over \$1000, and which last a period of time and have an estimated useful lifespan of greater than one (1) year.

Amortization will be recorded on assets as follows:

- Computer equipment Three (3) years straight line basis
- Computer software Three (3) years straight line basis
- Website Four (4) years straight line basis
- Furniture and equipment 20% declining balance basis
- Leasehold improvements 10 years straight line basis

and will be taken at 50% of the above rates in the year of addition.

On occasion, the Rural Ontario Institute may be given materials, which could include capital assets. Because of the difficulty in determining the fair value, contributed materials or plant, property and equipment will not be recorded in the financial statements.

Investments

The overall objective of the portfolio is to provide for the ongoing funding requirements of the Rural Ontario Institute (ROI) and its programs without jeopardizing its principal goal of preserving the capital needed to provide a continued stream of income over the longer term.

The portfolio will be invested primarily in fixed income and income producing instruments including cash, money market securities, and longer dated debt securities. The asset mix will be adjusted according to capital market expectations in a way that produces the desired mix of target returns while minimizing market risk, subject to the following parameters:

	Target Allocation	Minimum Allocation	Maximum Allocation
Cash and Money Market Securities	5%	0%	15%
Long term fixed income instruments	95%	85%	100%

Investment strategies will be of a long term buy and hold nature, with changes in positions mandated by sound analysis of economic and industry fundamentals. Engaging in any investment activity that would be considered speculative according to the generally accepted principles of conservative investment management is strictly prohibitive.

The use of derivatives, purchasing on margin and short selling of securities is expressly prohibited.

Investments can be made in:

Cash and Fixed Income
Government obligations (i.e. Treasury Bills Notes, Strip Coupons, Debentures and/or Bonds) issued directly or indirectly by the Federal government or an agency (Canadian only) or any of the provinces with an appropriate credit rating (see investment limits below).
Canadian Chartered Bank Securities, being Bearer Discount Notes, Deposit Receipts, Term Notes, Certificates of Deposit, Bankers Acceptances, bonds and strip coupons with an appropriate credit rating.
Securities of foreign banks or the Canadian affiliates of foreign banks provided that the obligations are guaranteed or carry separate appropriate ratings.
Commercial paper, bonds, debentures and strip coupons issued of Canadian companies with an appropriate credit rating.

Purchasing any securities carrying a credit rating below “A” for bonds or “A1/R1” for commercial paper is strictly prohibited.

Ratings used will be from one or more of the following ratings agencies: Canadian Bond Ratings Service, Dominion Bond Rating Service, Standard and Poor’s Credit Rating Service, and Moody’s Investor Services.

Securities purchased will be held in safekeeping by a dealer or financial institution approved by the Investment Committee.

Subject to the prior approval of the Finance, Investment and Audit Committee, investments may be made in, or with, third party managed funds which co-mingle all participants investments provided that the Safety, Liquidity, and Yield characteristics of the fund are consistent with or better than alternative money market strategies approved pursuant to these guidelines.

Annually, funds will be transferred to the ROI’s operating account, the percentage being in accordance with the endowment agreements and other policies in place, and based upon the actual income earned and paid on the underlying investments. Any changes in the market value of investments, in the form of gains or losses, will be ignored in the calculation of the actual income earned.

Under certain circumstances, the ROI may conclude that though an investment may not meet the criteria outlined in the investment policy statement, the investment may be within keeping of the spirit of the policy. In such an event, the ROI may deviate subject to the following conditions:

- The Chief Executive Officer receives unanimous approval of the Finance, Investment and Audit Committee prior to the investment, and
- Full disclosure of the details of the investment is made to the ROI Board of Directors at the immediately subsequent meeting of the Board of Directors.
- Any such investment will not exceed 5% of the portfolio, or \$25,000, whichever is less, and the total of such investments will not exceed the lesser of 10% or \$50,000.

Oath of Office and Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any client names and/or circumstances that might identify clients. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.

Code of Conduct

Board members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. Accordingly Board members will at all times conduct themselves in a manner that:

- Supports the objectives of the ROI;

- Serves the overall best interests of the ROI rather than any particular constituency;
- Brings credibility and good will to the ROI;
- Respects principles of fair play and due process;
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances;
- Respects and gives fair consideration to diverse and opposing viewpoints;
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the ROI;
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the ROI;
- Ensures that the financial affairs of the ROI are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship;
- Avoids real or perceived conflicts of interest;
- Conforms with the Bylaws and policies approved by the Board, in particular this Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies; and
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the ROI's business.

The Board members shall agree to and sign an Oath of Office and Confidentiality Agreement upon joining the Board of Directors.

Disposition of Complaints and Disputes Involving Directors

- a) The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the ROI's Bylaws, Governance Policies, Code of Conduct, and/or Oath of Office and Confidentiality Agreement.
- b) The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- c) Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- d) The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- e) Unresolved complaints may be referred by the Board to an independent arbiter.
- f) Every attempt should be made to resolve such matters expeditiously and fairly.
- g) The recommendations regarding resolution of such matters shall be brought to the Board for approval.

- h) The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair or the board, suspension or a request for the director's resignation.

Director Selection Guidelines

Purpose

Effective governance depends on the right mixture of skills, experience, personal qualities and diversity among the members of the board of the Rural Ontario Institute (ROI).

Guidelines

Through the nomination and election process, the board will select directors according to their skill, experience and personal qualities.

The board will seek a balance within the board concerning the skills and experience of directors, while considering any unique or special requirements of the Rural Ontario Institute at the current time.

The board will ensure all directors possess the personal qualities necessary to perform their role as board members. The board will reflect the diversity of the community served including but not limited to such things as demographic, linguistic, geographic and gender characteristics of the communities served by the organization.

The ROI board will reflect a complementary mixture of personal qualities, knowledge, skills and experience and potential directors will be selected based upon these criteria as identified on the Director Application Form.

BOARD GOVERNANCE POLICY, PROCESSES AND PROCEDURES NOTES:

1. Adopted by Resolution of the Board of the ROI – May 4, 2010
2. Reviewed and Amended by the Board of the ROI – August 3, 2010
3. Reviewed and Amended by the Board of ROI – April 12, 2011
4. Reviewed and Amended by the Board of ROI – August 2, 2011
5. Reviewed and Amended by the Board of ROI – April 3, 2012
6. Reviewed and Amended by the Board of ROI – June 19, 2012
7. Reviewed and Amended by the Board of ROI – August 14, 2012
8. Reviewed and Amended by the Board of ROI – October 23, 2012
9. Reviewed and Amended by the Board of ROI – April 2, 2013
10. Reviewed and Amended by the Board of ROI – December 3, 2013
11. Reviewed and Amended by the Board of ROI – October 1, 2015
12. Reviewed and Amended by the Board of ROI – March 8, 2016
13. Reviewed and Amended by the Board of ROI – March 28, 2016
14. Reviewed and Amended by the Board of ROI – June 14, 2016
15. Reviewed and Amended by the Board of ROI – March 7, 2017