

## Policy 2. Role of the Board

Stockholm Community Daycare Inc. is governed by a volunteer Board of Directors

### 2.1. Documents governing Board

- Board Members must abide by Bylaws on file with Information Services Corporation; any Bylaw changes must be submitted to ISC
- Non-profit act
- Acts governing Registered Charities
- All statutory requirements to implement provincial educational standards and policies

### 2.2. Duties of the Board

- Develop and regularly review policies and procedures, including procedures for appeals as required
- Complete all annual activities per Annual Work Plan (Appendix A)
- Hire a Director and provide him/her with clear direction and annual evaluation (Appendix B)
- Oversee and make decisions regarding operating, financial, and personnel issues
- Make evidence-based decisions which balance community values and the interests of daycare families
- Model a culture of dialogue, respect, and integrity
- Respect the authority of the Director to carry out executive action and support the Director's actions which are exercised within the delegated discretionary powers of the position
- Advocate for early childhood education
- Annually approve budget, including Director and staff compensation, and ensure resources are allocated to achieve desired results
- Plan and implement fundraising activities

### 2.3. Role of Board Member

- To contribute to the Board as it carries out its mandate in order to achieve its mission and goals. The Board believes that its ability to fulfill its obligations is enhanced when leadership and guidance are forthcoming from within its membership.
- The Board is a corporation. The decisions of the Board in a properly constituted meeting are those of the corporation. A Board member who is given corporate authority to act on behalf of the Board may carry out duties individually but only as an agent of the Board. In such cases, the actions of the Board member are those of the Board, which is then responsible for them. A Board member acting individually has only the authority and status of any other community member.
- Board Members may visit Daycare facility at any time but shall have no more authority than any parent or member of the public unless attending on board business and Director informed of such

#### 2.3.1. The Board member shall:

- o Become familiar with and adhere to SCD policies, meeting agendas, and reports
- o Refer queries, issues and problems not covered by Board policy to the Board for corporate discussion and decision
- o Refer administrative matters to the Director. The Board member, upon receiving a complaint from a parent or community member will refer the parent or community member back to the Director and will inform the board of this complaint.
- o Keep the Board and the Director informed in a timely manner of all matters coming to his/her attention that might affect the SCD.
- o Attend meetings of the Board; participate in, and contribute to, the decisions of the Board in order to provide the best solutions possible

- Support the decisions of the Board and refrain from making any statements that may give the impression that such a statement reflects the corporate opinion of the Board when it does not
- Strive to develop a positive learning and working culture both within the Board and the daycare
- Attend significant daycare functions when possible
- Carry out all duties objectively and consider all information and opinions presented to the board in making my decisions without bias
- Express any contrary opinions respectfully and honestly, and without making disparaging remarks, in or outside board meetings, about other board members or their opinions
- Report any policy violation or violation of the Code of Conduct to the Board during an in-camera session
- Resolve disputes per Policy 21 Grievances and Dispute Resolution

#### **2.4. Conflict of Interest**

- Conflict of interest is at the discretion of the board; it is recognized that perceived conflicts of interest are inevitable in rural communities. Abuse of board power is grounds for termination per 2.6.
- Board members may not receive *special* financial benefit from the SCD; however, financial benefits may be received on a case-by-case basis if voted on in board motion. For example:
  - Board members may serve as casual relief staff at the wage in which they are qualified, but regularly scheduled staff may not serve as board members
  - Family members of board members may be hired as regularly scheduled or casual staff
  - Board may purchase goods or services from a board member or business owned by board member at fair market value if agreed by board motion
  - Under no circumstances shall a board member request or receive reduced fees or wait-list preference

#### **2.5. Board Member Eligibility**

- There must be 3-10 board members
- There is no limit to term served as a board member
- Board members may be parents, caregivers, or community members
- All but two of the Board Members must have, or must have had, a child enrolled in the Centre during the year just passed.
- Provide criminal record and vulnerable sector check
- A person is not eligible to be a Board Member when he or she:
  - Is less than 18 years of age;
  - Is of unsound mind and has been so found by a court in Saskatchewan or elsewhere;
  - Is not an individual;
  - Has the status of bankrupt; and
  - Has not provided a criminal record and vulnerable sector check.

#### **2.6. Election of Board Members**

- Members of the board are elected by attendees at the Annual General Meeting
  - Each family unit registered with the SCD is entitled to one vote
  - Once elected, board members will remain on board until they choose to resign or are expelled
  - Where there is a vacancy on the board and there is a quorum of board members, the remaining members may fill the vacancy until the next annual general meeting. Where there is not a quorum of board members, the remaining members shall call a general meeting for

the purpose of filling any vacancies. All vacancies filled by the election shall be for the unexpired portions of the terms vacated.

- **Election of Officers**
  - All board members will have to spend their first year on the board as a member-at-large before they will be eligible to serve as chair, treasurer, or secretary.
  - Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
    - **Chair of the Board** - The chair of the board, shall be a board member. The chair of the board, shall preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
    - **Secretary** – The secretary shall attend and be the secretary of all meetings of the board, members, and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, board members, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
    - **Treasurer** - The treasurer shall have such powers and duties as the board may specify.
  - The powers and duties of all other board members shall be such as the terms of their engagement call for or the board requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any board member.

## 2.7. Meetings of the board

- The board will host an Annual General Meeting (AGM) held in Spring of each year
  - AGM may be attended by any community member; membership dues are not required
  - Financial reports must be shared at the AGM and an auditor appointed
  - Voting in of new board members may only occur at the AGM
  - Notice of the time and place of AGM shall be posted at the centre and on social media at least 7 days prior to AGM
  - AGM quorum shall be six attendees at least 50% of whom are existing board members
- Regular meetings of the board are open to board members and invited staff only.
  - Meetings of the board may be called by the chair, secretary, or treasurer at any time
  - Notice of the time and place of a meeting shall be given to each member by electronic or other communication no less than 36 hours prior to the meeting
  - All meetings must have quorum to proceed; quorum shall be 50% of voting board members
  - All board decisions must be recorded via board motion and supported by 50% of voting board members
  - If a parent or community member wishes to attend a board meeting or submit an item for consideration by the board, the request must be received in writing to the Daycare director or a board member.
  - Director is expected to attend regularly scheduled meetings and provide a report; board may schedule in-camera meetings as needed

- In the event that the chair of the board is absent, the members who are present shall choose one of their number to chair the meeting.
- **Votes to Govern**
  - At any meeting of members every question shall be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## 2.8. Committees

- The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.
  - E.g., Fundraising Committee, Hiring Committee, Purchasing Committee, etc.

## 2.9. Termination of Board Member

- A board member may resign at any time; resignation must be provided to board in writing
- A board member may be expelled from the board if voted upon by two thirds of board; all board members must vote on motion of termination. Motion must include reason for termination and be included in minutes. If passed, expelled board member shall cease to hold office immediately.
  - In the event that the board determines that a member should be expelled or suspended from the board, the chair shall provide five (5) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair, or such other member as may be designated by the board, in response to the notice received within such five (5) day period. In the event that no written submissions are received by the chair, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further five (5) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.
- Justifications for termination include, but are not limited to:
  - Failure to adhere to code of conduct
  - Missing three consecutive meetings without just cause
  - Abuse or attempted abuse of conflict of interest
  - Abuse of another board member
  - Any conduct which may be detrimental to the SCD at discretion of the board
  - Criminal charge
  - Declaration of bankruptcy

### 2.9.1. Vacancy in Office

- In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any board member. Unless so removed, a member shall hold office until the earlier of:
  - a. the board member's successor being appointed,
  - b. the board member's resignation,
  - c. board member ceasing to be a member (if a necessary qualification of appointment)
  - d. such board member's death.