



MACKENZIE **RECREATION** ASSOCIATION

GOVERNANCE POLICIES

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1.0 INTRODUCTION

This document sets forth the *Governance Policies* of the Mackenzie Recreation Association (the Association), which define the role that the Board of Directors (the Board) shall play in the affairs of the Association. The Board's primary role is to govern and provide leadership and direction for the Association in pursuit of its Mission.

The Board believes that good governance is vital to the effective and efficient operation of the Association. This requires making a distinction between the functions of the Board and those of management and the establishment of Board structures and processes which provide effective accountability, transparency, and oversight.

The Board will govern with an emphasis on:

- overall vision rather than daily operations,
- strategic leadership more than administrative detail,
- clear distinction of Board and Executive Director roles,
- collective rather than individual decisions, and
- proactivity rather than reactivity.

This document is not intended to replace or contravene any established legislation or regulation, nor is it to replace or contravene the Bylaws of the Mackenzie Recreation Association. It is expected that should changes occur to any of those items, that the policies contained here be amended accordingly.

2.0 THE BOARD OF DIRECTORS

2.1 ROLE OF THE BOARD

The Board's primary role is to govern and provide leadership and direction for the Association in pursuit of its mission: enhancing the quality of life of the MRA region residents through physical literacy and active for life opportunities while fostering and supporting the development of recreation, volunteers and leadership. Towards this end, the Board shall:

- Maintain authority over, and responsibility for, the structures and systems of the Association;
- Develop policies and strategies that guide the Association and provide direction for management;
- Ensure that an annual operating plan for the Association is in place;
- Ensure that there are sufficient and appropriate human and financial resources for the Association to accomplish its work;
- Meet all legal requirements that pertains to the Association;
- Provide support to the Executive Director;
- Remain attentive to the changing needs of the Association's membership and key partners; and
- Speak with one voice through formal motions adopted at its meetings.

2.2 RESPONSIBILITIES OF THE BOARD

For each of the following subheadings, the Board shall fulfill the following obligations.

ACCOUNTABILITY

- Be accountable to the Association's Membership and abide by its decisions and directives;
- Maintain the trust and support of the Association's Membership and the general public;
- Ensure that the Association operates within applicable laws and regulations;
- Ensure that the overall organizational and staffing structure facilitates the development and delivery of the Association's Mission and strategic plan;
- Approve a set of human resource (e.g., management, staff, and program and administrative volunteers) policies;
- Ensure that proper procedures and processes are established for responsible management succession;
- Adopt policies and processes that maintain the integrity of the Association's information management systems;
- Ensure that policies and processes exist that identify and monitor principal business risks, address what risks are acceptable to the Association, and ensure that appropriate systems and actions are in place to manage such risks;
- Ensure effective reporting of Association activities to members and regulators on a timely and regular basis;
- Ensure that the Association operates in accordance with the highest ethical and moral standards; and
- Allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.

PLANNING

- Develop, approve, and ensure the implementation of strategic plans including monitoring ongoing performance of the plans; and
- Approve an annual operating plan¹ and monitor performance against that plan.

SELECTION, SUPPORT, AND EVALUATION OF SENIOR MANAGEMENT

- Select the Executive Director;
- Determine the Executive Director's compensation, and set out in clear terms the Executive Director's authority, responsibilities and accountability, and the *Executive Limitations Policy* (see Section 6);
- Develop and employ effective procedures and processes for the monitoring and evaluation of the Executive Director;
- Conduct a formal evaluation of the Executive Director on an annual basis; and
- Make provision for the Executive Director's professional development.

FINANCIAL OVERSIGHT AND DEVELOPMENT

- Approve the Association's year-end financial report, annual operating budget, and other financial reporting as required;
- Approve policies that implement sound financial controls for the Association and ensure policy compliance;
- Ensure that an effective relationship is maintained between the Association and all funding agencies;

¹ An annual operating plan will take the form as agreed upon by the Board

- Approve financial decisions and actions beyond the authority of the Executive Director as outlined in the *Executive Limitations Policy* (see Section 6.0); and
- Safeguard and approve changes in the Association's assets and resources beyond the authority of the Executive Director, as outlined in the *Executive Limitations Policy*.

BOARD GOVERNANCE AND DEVELOPMENT

- Govern in accordance with the Association's Articles of Incorporation, By-laws, *Governance Policies*, *Executive Limitations Policy*, and any other policies of the Association;
- Review and propose amendments to the By-laws of the Association;
- Approve and update the *Governance Policies*, the *Executive Limitations Policy*, and other Association policies, including but not limited to those pertaining to risk management, conflict of interest, harassment, and procedures governing Board meetings;
- Approve the appointment of the chairs and the members of any Standing and Special, Committees of the Association;
- Assess the performance of the Board on at least an annual basis;
- Board members will not use their position to obtain employment or influence hiring decisions in the organization;
- Develop a recruitment, orientation, and training process for new Directors;
- Ensure compliance with the Association's *Constitution* and *By-laws*, and forwards proposed amendments to the Articles and/or By-laws to the Membership for approval; and
- Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

EXTERNAL RELATIONS

- Develop policies regarding the conduct of relationships with external partners and service providers;
- Develop policies regarding the protection and enhancement of the Association's image and reputation;
- Ensure an effective relationship exists with our partners and stakeholders; and
- Represent the Association in the community effectively by focusing on the Association's accomplishments, as well as its needs and challenges.

2.3 COMPOSITION AND STRUCTURE OF THE BOARD OF DIRECTORS

The composition and structure of the Board of Directors is set out in the *Bylaws* of the Association.

2.4 MEETINGS OF THE BOARD OF DIRECTORS

BOARD MEETING TIMES

- The Board shall determine its meeting schedule through the development of an annual Board calendar.

PREPARATIONS FOR BOARD MEETINGS

- The President shall compile the agenda of meetings of the Board. Board Members may propose items for inclusion in the agenda at least ten (10) days before the meeting. The agenda and all relevant material must be sent out to the Board at least seven (7) days before the meeting.
- The agenda for regular Board meetings shall include, at a minimum, the following items:
 - Financial update;

- A report from the Executive Director dealing with progress achieved toward the attainment of the Association's strategic priorities and plans;
- Any written reports submitted by Committees;
- Minutes of Board meetings not previously adopted; and
- A status report of action items.
- All reports to the Board shall be in written form and shall contain background information and a description of the issues for discussion, unless otherwise agreed upon through discussion with the President.

BOARD MEETING RULES AND PROCEDURES

- A majority of Board Members shall form quorum at all Board meetings;
- The rules of procedure for meetings shall be *Robert's Rules of Order*;
- The meetings shall be chaired by the President. In the President's absence, the designated Vice-President shall serve as Chair. If neither are present, the Board Members may elect another Board Member, by majority vote, to serve as Chair; and
- In chairing the meetings, the Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to motions, respects the Association *Board Meeting Code of Conduct*, and deals with Board business;
 - Ensure that all views are heard, that the Board reaches decisions, and that the will of the majority prevails;
 - Vote only in the event of a tie; and
 - Be responsible primarily for facilitating debate.

BOARD MEETING CODE OF CONDUCT

The *Board Meeting Code of Conduct* applies to all meeting participants, including the Executive Director or any guests invited to attend, insofar as they may apply. Each Board Member shall:

- Attend Board meetings regularly and participate fully in Board deliberations;
 - Must not be absent from more than three (3) consecutive meetings or more than 30% of meetings annually without just cause.
 - Must attend at least one (1) SAGM or AGM a year, in-person or via video or phone.
- Conduct themselves in Board meetings with a view to furthering the general interests of the Association and not the interests of individual and group stakeholders;
- Respect confidentiality of Board business and Board deliberations;
- Support the majority decisions of the Board and speak with a unified voice to the membership and the community;
- Conduct themselves in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, constructiveness, independent-mindedness, restraint, effective communication, willingness to compromise, and respect for others;
- Ensure that the discussion of business occurs at the Board table and not outside the Boardroom between meetings;
- Adhere to the conflict of interest requirements as they relate to Board meetings; and
- Notify the President and Executive Director as soon as possible in advance of a Board meeting if he or she is unable to attend.

3.0 BOARD MEMBER ROLES AND RESPONSIBILITIES

In addition to adhering to the Board Code of Conduct, elected officers must also adhere to the following roles and responsibilities.

3.1 THE PRESIDENT

ROLE OF THE PRESIDENT

- To keep the Board focused on advancing the mission and plans of the Association;
- To ensure the Board develops policies and strategies that guide the Association;
- To ensure the relationship between the Board and Executive Director remains positive, constructive, and professional;
- To play a leading role in communicating externally the mission and core values of the Association, and information about the Association's activities that is consistent with the views of the Board of Directors;
- To act as the spokesperson for the Association and/or appoint spokespersons when necessary;
- To represent the collective will of the Board in communicating with the Executive Director;
- To represent the Association at meetings and events with external bodies and/or appoint representatives when necessary;
- To cast a vote in the event of a tie;
- To facilitate Board decisions;
- Except as noted elsewhere in the *Governance Policies*, to bind the Association only with the consent of the Board of Directors; and
- To carry out their responsibilities as a Board of Director Member of the Association.

RESPONSIBILITIES OF THE PRESIDENT

LEADERSHIP OF THE BOARD

- Ensures that the Board carries out its responsibilities as defined in the Association's By-laws and *Governance Policies* and other policies of the Association;
- Ensures that the Board attends to its internal governance functions, including those related to the orientation of Board candidates and to the Board's evaluation of its own performance;
- Serves as chair of the Emergency Committee;
- Serves as one of the Association's Signing Officers;
- Remains familiar with all policies and procedures of the Association; and
- Delivers the Executive Director's performance review on behalf of the Board of Directors.

CHAIRING MEETINGS

- Chairs meetings of the Board of Directors, and General Meetings of the Association; and
- Ensures that meetings of the Board are conducted in accordance with *Robert's Rules of Order* and the *Board Meeting Code of Conduct*.

EXTERNAL RELATIONSHIPS

- Speaks and votes on behalf of the Association at external meetings in a manner that is consistent with the will of the Board;
- When appointed, sits on committees representing the interests of the Association;

- Communicates directly with external bodies on behalf of the Association and report on this communication to the Board at the next Board meeting;
- Shall not commit the Association to a course of action that does not have the approval of the Board; and
- Ensures that decisions reached by external bodies that are applicable to the Association are brought to the attention of the Board of Directors for consideration.

3.2 THE VICE-PRESIDENT

ROLE OF THE VICE PRESIDENT

- To work closely with the President in providing leadership and direction for the Association;
- To serve as an ambassador for the Association within the Region they reside;
- To carry out their responsibilities as a Board of Director Member of the Association;
- If designated, to assist the President with the delivery of the Executive Director's annual performance review; and
- If designated, to perform the duties of the President in the President's absence or inability to act.

3.3 BOARD OF DIRECTOR MEMBER

ROLE OF A BOARD MEMBER

- To practice the standard of due diligence, and the duty of loyalty and care that are required of a Board Member;
- To act within the scope of the governing documents of the Association and always in recognition of the principle that the Board's role is to govern, and management's role is operational;
- To contribute skills, knowledge, influence and other assets that allow the Association to carry forward with its priorities, plans and policies; and
- To act honestly, in good faith, and in the best interests of the Association as a whole.

RESPONSIBILITIES OF A BOARD MEMBER

ACCOUNTABILITY

- Understands and meets the legal requirements and obligations of a Board Member;
- Understands the legal, regulatory, business, social and political environments in which the Association operates;
- Remains informed about the legislation under which the Association exists, and the Association's, Bylaws, Mission, Vision, Values and policies as these pertain to the duties of a Board Member;
- Possesses a clear understanding of the governance structure of the Association;
- Keeps generally informed about the activities of the Association and the issues that affect the Association;
- Supports and abides by the majority decisions of the Board;
- Respects and maintains the confidentiality of Board business and Board deliberations;
- Confines discussions of Board issues to Board meetings;
- Acts to develop and retain the trust of other Board Members;
- Declares any apparent or real personal conflict of interest or loyalty in accordance with the Association's Bylaws and policies and statutory requirements; and
- Demonstrates high ethical standards and integrity as a Board Member of the Association.

PARTICIPATION IN BOARD/COMMITTEE MEETINGS

- Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents and thus be prepared to engage in an informed discussion on the matters before the Board/Committee;
- Participates in Association events and activities when required;
- Respects and adheres to the Association's *Board Meeting Code of Conduct*;
- Asks questions when the information provided at a meeting is inadequate or the question before the meeting is unclear, and voices clearly and explicitly any opposition to a decision being considered at the meeting;
- Takes every measure to ensure that the Board remains attentive to the Association's priorities and plans and informs the President when these are not being met;
- Review the Association's financial statements and financial reports, and otherwise helps the Board fulfill its fiduciary responsibilities;
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board;
- Refrains from discussing performance issues about members of staff during Board meetings;
- Contributes to the Board's evaluation of its own performance;
- Contributes to the assessment the Executive Director's performance;
- Never speaks for the Board of Directors or the Association unless authorized to do so;
- Confines direction given to the Association staff to interactions with the Executive Director at Board meetings, so that the lines of accountability within the Board and staff remain clear, except when authorized by the Board; and
- Fosters and promotes a positive image of the Board and the Association with its stakeholders and in the community.

4.0 COMMITTEES

4.1 PURPOSE

- The Board of Directors shall establish committees to assist it with its work; such committees are not to be involved in the Association's day-to-day operations;
- Standing committees of the Board are permanent and have a governing function; and
- Special committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period as described in the *Bylaws*; they are dissolved after they have completed their work.

4.2 AUTHORITY

Standing committees are advisory to the Board. Except where so authorized, they do not have the authority to make decisions or act for the Board.

4.3 MEETINGS

- Background information for committee meetings is to be forwarded to committee members at least five (5) days in advance of the meeting;
- Committee members shall review all background information sent to them prior to meetings;
- Committee members shall notify the committee chair in a timely fashion if they are unable to attend or participate in a meeting;
- At meetings, the committee chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, respects *Robert's Rules of Order* and the Association *Board Meeting Code of Conduct*, and only deals with committee business; and
 - Ensure that all views are heard and that the committee formulates recommendations that reflect the majority will.
- Committees report to the Board by means of verbal or written reports, the latter of which should be forwarded, together with any committee meeting minutes, to the President and Executive Director in time for inclusion with the Board meeting materials; and
- Committees may invite individuals who are not members of the committee that can provide necessary expertise to meetings to assist them with their work.

4.4 HUMAN RESOURCE COMMITTEE TERMS OF REFERENCE

ROLE OF THE COMMITTEE

To oversee and carry out all aspects of human resource management with respect to the Association's Executive Director and ensure adequate human resource policies are in place for all Association staff.

RESPONSIBILITIES OF THE COMMITTEE

- Ensure the annual performance assessment of the Executive Director is carried out according to the framework approved by the Board of Directors;
- Recommend adjustments to the performance assessment processes used for the Executive Director's evaluation;
- Recommend adjustments to the salary and contract of the Executive Director to the Board of Directors; review the Staff Handbook annually and consider proposed changes from the Executive Director; and
- Assist and support the Executive Director with internal human resources issues and the development of policies as necessary.

COMPOSITION AND ELIGIBILITY

- Composed of the Board's President, Vice President, and another Board Member as agreed upon by the Board; and
- Committee members should possess an understanding of the committee's terms of reference.

PROCEDURES

- Meetings may be held by conference call if an in-person meeting is not possible; and
- Any issues or recommendations related to human resource management must be communicated to the Board of Directors at their next meeting.

4.5 FINANCE COMMITTEE TERMS OF REFERENCE

ROLE OF THE COMMITTEE

To provide oversight on the financial management of the organization.

RESPONSIBILITIES OF THE COMMITTEE

- Provide support to the Executive Director with respect to the financial management of the Association when requested;
- Ensure best practices with respect to financial controls and reporting are in place;
- Make recommendations to the Board of Directors for additional policies;
- Review draft financial reports, a draft budget each year, and year-end financial statements and provide recommendations to the Board; and
- Review proposed strategies and initiatives related to funding opportunities.

COMPOSITION AND ELIGIBILITY

- Chaired by the designated Board Member;
- Composed of at least one (1) additional Board Member and a maximum of two (2) additional members with financial experience and/or qualifications; and
- Committee members should possess an understanding of the committee's terms of reference.

PROCEDURES

- Meetings may be held by conference call if an in-person meeting is not possible; and
- Minutes of meetings to be taken and made available at the next committee meeting and communicated to the Board of Directors at the next meeting.

4.6 EMERGENCY COMMITTEE TERMS OF REFERENCE

ROLE OF THE COMMITTEE

To exercise specified powers of the Board in critical emergency situations where it is impossible for the Board to be convened, can meet either in person or using teleconferencing or other comparable means of communication.

RESPONSIBILITIES OF THE COMMITTEE

Makes decisions in critical emergency situations except in relation to any of the following matters:

- Dissolution of the Association;
- Hiring or dismissal of the Executive Director;
- Negotiation of contracts or approval of mergers or partnerships;
- Changes to the organizational structure of the Association;
- Approval or alteration of a Board-approved budget;
- Adoption or elimination of major Association programs;
- Appointments and/or nominations to external bodies;
- Purchase or sale of Association property;
- Amendment of the By-laws or the *Governance Policies* of the Association;
- Amendment of Association policies that require Board approval; and

- Suspension, discipline or removal of any Member of, or persons holding an official position in the Association or its member Associations.

COMPOSITION AND ELIGIBILITY

- Composed of the President, a Vice President, and one other Board Member; and
- Committee members should possess an understanding of the committee's terms of reference.

PROCEDURES

- Quorum to be all voting members of the Committee;
- Decisions to be made by majority vote;
- Meetings may be held by conference call;
- Minutes of meetings to be taken and made available at the next meeting of the Board; and
- All decisions or actions by the Committee must be communicated to the Board of Directors, and if necessary ratified, by a majority vote within seventy-two (72) hours.

5.0 PROFESSIONAL DEVELOPMENT AND TRAINING

5.1 PROFESSIONAL DEVELOPMENT PLAN

The Executive Director shall submit a professional development plan to the Chair for approval at the beginning of each calendar year that aligns with the approved budget. Additional opportunities for training will be presented to the Board as they arise and only carried out with approval from the Board.

5.2 PERFORMANCE EVALUATION

PROCESS

- An annual performance evaluation of the Executive Director will be conducted by the Human Resource Committee using a confidential methodology;
- Board Members, staff, and the Executive Director will provide feedback on the Executive Director's competencies and accomplishment of the annual performance objectives;
- The committee will work with the Executive Director to refine the proposed performance objectives; and
- Key themes will be identified, and the Chair and one other Board Member will present the results of the evaluation to the Executive Director.

RECOMMENDATIONS

The Human Resources Committee shall submit recommendations to the Board:

- Related to the results of the performance evaluation;
- Related to improvements to the performance evaluation process;
- Whether to approve the proposed performance objectives; and
- On any proposed adjustments to the Executive Director's contract.

6.0 EXECUTIVE LIMITATIONS POLICY

6.1 LIMITS ON THE EXECUTIVE DIRECTOR

The Executive Director shall not cause or allow any practice or activity which is either unlawful or in violation of employment legislation or relevant governmental regulations.

6.2 EXECUTIVE DIRECTOR'S TREATMENT OF MEMBERS

With respect to interactions with members or those applying to be members, the Executive Director shall not use procedures that are discriminatory or unnecessarily intrusive. Further, the Executive Director shall not:

- Require information from members for which there is no clear necessity.
- Use methods of collecting, transmitting, sharing or storing member information that fail to protect against improper access to that information.
- Fail to inform members of their rights and responsibilities as outlined in the Association's bylaws and policies.

6.3 EXECUTIVE DIRECTOR'S TREATMENT OF STAFF AND VOLUNTEERS

This policy applies to staff and volunteers. The Executive Director shall not:

- Operate outside of the actions described in Human Resource Manual, which must be approved by the Board.
- Discriminate against any staff member for non-disruptive expression of disagreement.
- Prevent staff from bringing forward formal grievances to the Chair when (a) internal grievance procedures have been exhausted and (b) the employee alleges that policy has been violated to their detriment.
- Fail to provide adequate and relevant training to staff and volunteers.

6.4 FINANCIAL MANAGEMENT

Financial management shall not deviate materially from the approved budget and shall be conducted in such a way as to not jeopardize the long-term financial health of the Association. The Executive Director shall not:

- Fail to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, unless the debt guideline (below) is met;
- Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within **90 days**;
- Allow cash and cash equivalents to drop below an operating reserve of less than three months of operating expenses at any time;
- Fail to settle payroll and debts in a timely manner;
- Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed;
- Make a single purchase or commitment of greater than **\$8000** for non-budgeted items or non-Board approved items. Splitting orders to avoid this limit is not acceptable;
- Fail to aggressively pursue receivables outstanding beyond 30 days;

- Receive, process or disburse funds under controls which are insufficient to meet the outside auditor's standards and commonly accepted accounting practices; and
- Invest or hold operating capital in insecure instruments, including uninsured chequing 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.

6.5 ASSET AND FACILITIES PROTECTION

The Executive Director shall ensure that the organization's assets are protected and adequately maintained. The Executive Director shall not:

- Fail to insure against theft and property losses and damages;
- Fail to ensure that environmental conditions remain appropriate and conducive to allow the Association to safely and effectively provide its services;
- Fail to implement policies regarding rent and use of facilities;
- Allow or cause conditions that are unsafe, or fail to comply with local, territorial, and federal requirements;
- Fail to protect information and files from loss or damage;
- Fail to obtain and maintain relevant director and officer liability coverage in-line with best practice; and
- Make any asset purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$ 5,000 without having obtained comparative prices and quality.

6.6 PUBLIC IMAGE

The Executive Director shall not cause or allow operational conditions, procedures, opinions or decisions that jeopardize the public image of the organization. The Executive Director shall not:

- Expose the organization, its board or staff to claims of liability;
- Endanger the organization's public image or credibility as an ethical provider and supporter of recreation, particularly in ways that would hinder its accomplishment of that mission; and
- Fail to present a professional, clean appearance, both inside and outside the building.

6.7 CONTRACTS

When entering into contracts for goods and/or services on behalf of the Association, the Executive Director shall not:

- Fail to prohibit methods and activities that would use Association funds in imprudent, unlawful or unethical ways.; and
- Fail to assess and consider a vendor's capability to produce the desired results.

6.8 COMMUNICATION AND SUPPORT TO THE BOARD

The Executive Director shall ensure that the Board is informed and supported in its work. The Executive Director shall not:

- Fail to inform the Board of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits or other material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established;
- Fail to notify the Board of any substantial changes to operating or general staff management procedures (i.e., leave, discipline);
- Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.;
- Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies;
- Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board and
- Fail to provide the Board timely, accurate and understandable monitoring and performance data on the Association's affairs when requested by the Board members.

APPENDIX 1 - ACKNOWLEDGEMENT AND AGREEMENT

TO: The Mackenzie Recreation Association (Association) AND TO: The Board Members Thereof

THE UNDERSIGNED HEREBY acknowledges and agrees that:

1. Confidentiality

The undersigned shall not, at any time or under any circumstances, directly or indirectly communicate or disclose to any person any knowledge or information howsoever acquired by such party relating to the operation or other confidential information regarding the business and affairs of the Association, nor shall such party utilize or make available any such knowledge directly or indirectly in connection with any business or activity in which such party is or proposes to be involved. In particular, reports, documentation and minutes of meetings of the Board and any committee are confidential and shall be treated as such by the undersigned.

2. Declaration of Interest

If the undersigned, directly or indirectly (i.e., family and close friends), has any interest in a contract or transaction or in any business or undertaking which provides supplies or services of any kind to the Association, they shall declare their interest in the foregoing. The undersigned will absent themselves from discussion and voting on such contract, transaction, business or undertaking. The Board shall be the final authority on any disputed conflict of interest.

3. Conflict of Interest

Members of the Board of Directors are aware of their fiduciary responsibility to act only with the interest of the Association in mind and to guide their actions and their decisions with this belief. As a result, if the undersigned, directly or indirectly, has any interest in a decision which directly affects any body in which they are involved with they shall declare a conflict of interest and excuse themselves from the discussion and vote on the decisions. Decisions related to policy changes recommended to the Members at a General Meeting are the only exception. This includes recommendations related to fee increases, bylaw amendments, policies and other similar policy discussions. The Board of Directors shall have the final authority on any disputed conflict of interest and shall exercise this power by majority vote with the affected member(s) of the Board required to leave the room when this discussion/vote takes place.

DATED AT _____ this _____ day of _____ .

Name of Board Member (print)

Signature of Board Member

Witness Name (print)

Witness Signature