



**Centre canadien
de l'agrément**

*L'excellence en matière de
services communautaires*

**Canadian Centre
for Accreditation**

*Excellence in
community services*

Governance Policies and Procedures
Updated to revisions approved June 28, 2017

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Section	ENDS Policies - Governance Policies and Procedures
No.	GOV - 01
Title	Organization Objects, Vision, Mission and Values
Approval date	April 18, 2012
Approved by	Board of Directors
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Section 1 - ENDS Policies

GOV - 01 Organizational Objects, Vision, Mission and Values

Scope

This policy applies to all directors, employees, volunteers and agents.

Purpose

The purpose of this policy is to describe the goals and values of the Canadian Centre for Accreditation.

Definitions

To be added as needed.

CCA Corporate Objects (as stated in CCA Bylaws)

1. To provide leadership in issues of quality management in the human services sectors.
2. To contribute to the body of knowledge regarding healthy organizations and quality management.
3. To promote organizational learning and capacity for service responsiveness, collaboration and effectiveness.
4. To provide an accreditation resource and assist organizations to enhance their accountability and credibility.

CCA Vision

Effective organizations strengthen healthy and resilient communities.

CCA Mission

We provide excellence and leadership in accreditation by assuring quality and continuous improvement in community-based health and social services.

CCA Values

1. Continuous Learning and Improvement: We pursue continuous learning and improvement towards excellence and innovation; we recognize and celebrate key milestones achieved.

2. **Meaningful Collaboration:** We inclusively engage the diverse organizations we serve, as well as other CCA stakeholders, in dialogue to shape our mission, goals and services.
3. **Inclusion and Equity:** We value the diverse contributions of our stakeholders and strive to promote inclusive environments and elimination of systemic barriers to equity.
4. **Responsible Stewardship:** We manage CCA resources ethically, transparently and responsibly, in order to ensure its sustainability.
5. **Accountability:** We hold ourselves accountable for the quality of our work and the achievement of established outcomes that are aligned with our values.



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Section	ENDS Policies - Governance Policies and Procedures
No.	GOV – 02
Title	Organizational ENDS
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	
Date Reviewed	March 2016

GOV - 02 Organizational ENDS

Scope

This policy applies to all directors, employees, volunteers and agents.

Purpose

The purpose of this policy is to describe the Ends of the Canadian Centre for Accreditation.

Definitions

Participating Organizations (POs) – Organizations that have agreed to participate in the CCA accreditation program or other CCA services.

Mega END:

Community-based health and social service organizations in Canada are strengthened through CCA accreditation.

Sub-ENDS:

1. Accreditation Resources

1.1. Participating Organizations will have increased knowledge regarding healthy organizations and quality management.

- a Accreditation resources are enhanced for Participating Organizations.

2. Quality of Accreditation Program

2.1. Participating Organizations achieve continuous improvement through a high quality accreditation program with approved standards for Governance, Management and Programs.

- a International Society for Quality in Health Care (ISQua) accreditation is achieved and maintained.



Section	ENDS - Governance Policies and Procedures
No.	GOV - 03
Title	Accreditation Principles, Foundations and Approach
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	May 25, 2016 February 22, 2017
Date Reviewed	

GOV - 03 Accreditation Principles, Foundations and Approach

Scope

This policy applies to all directors, employees, volunteers and agents.

Purpose

The purpose of this policy is to outline the philosophical foundations of the CCA's Accreditation program. CCA believes that organizations participating in accreditation will become more effective at achieving positive outcomes for and with the people and communities served.

Definition - To be added as needed

Policy

1. Principles underpinning the CCA Accreditation Program:

- a objective and fair accreditation practices applied with sufficient flexibility to recognize the unique circumstances of organizations being reviewed;
- b standards that are challenging and achievable by diverse organization types and sizes;
- c standards that balance fostering quality improvement/learning/creativity and risk management;
- d clear and transparent accreditation expectations;
- e recognition of strengths and successes of organizations in addition to areas for development;
- f facilitation of value-added learning and ongoing quality improvement.

2. Foundations of the Content of CCA's Standards

CCA Standards are based on the following elements of excellence in service provision by community-based organizations:

- a a drive to improve outcomes for and with people and communities served;
- b a focus on people and communities served; respect for their dignity and diversity;
- c a strength-based approach to service delivery, recognizing the social and physical environments that impact people's well-being and health;
- d a commitment to equity and to actively addressing barriers to service;
- e integration of continuous learning, improvement and innovation;
- f decision making that is evidence informed;
- g safe services and work settings;
- h efficient use of resources to achieve outcomes;

- i social and ethical responsibility;
- j accountability and transparency.

3. CCA's Approach to the Accreditation Process

The accreditation process is based on key strategies including:

- a provision of supportive educational resources for accreditation;
- b organizational self-assessment in relation to CCA standards;
- c reviewers who are carefully screened and selected and who are supported by consistent procedures and training;
- d review teams that bring knowledge about community-based services, the service area of the organization being reviewed, as well as an objective perspective from outside of the organization's service sector;
- e a site visit process that provides opportunities to demonstrate achievement of standards;
- f evidence-informed feedback to organizations that includes an evaluation of the organization's achievement of accreditation standards, highlights observed strengths and identifies areas for further development and improvement;
- g granting of a four-year accreditation with possibility of applying for a maximum of a one-year extension if extenuating circumstances are demonstrated;
- h opportunity for an organization to provide feedback to CCA on the accreditation process and, to appeal an accreditation decision through an objective process
- i support for continuous improvement through an annual reporting process and ongoing consultation throughout the accreditation cycle.

4. Organizations are eligible to participate in CCA's Accreditation Program if the organization:

- a offers community-based health, social and other human services in Canada, and may be either incorporated or not incorporated, non-profit or for-profit;
- b agrees to work toward achieving both CCA's general standards on organizational governance, management and leadership, as well as standards related to at least one service/program area;
- c has been delivering services for at least two years, and the programs to be accredited have been offered for at least one year;
- d where CCA uses service or program standards owned by another organization, the owner organization may impose further eligibility requirements in addition to those outlined above.



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Section	Governance Process Policies
No.	GOV – 04
Title	Governing Process, Style, Board Role
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	February 22, 2017
Date Reviewed	February 2, 2016

Section 2 - Governance Process Policies

GOV - 04 Governing Process, Style, Board Role

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline Board of Directors' role and governing process and style.

Definitions

Member Associations – These are the corporate members of CCA, which are associations of service providers, as outlined in the CCA Bylaws.

Participating Organizations (POs) – Organizations that have signed an agreement with CCA to participate in the Accreditation Program or other CCA Services.

Policy

1. Global Governance Process

- 1.1. The purpose of the Board, on behalf of the Member Associations, is to see to it that the Canadian Centre for Accreditation defines and achieves Ends consistent with the objects in its Letters Patent and CCA's Mission, Vision and Values.
- 1.2 The Board shall comply with all federal, provincial and regional legislation and regulations governing CCA's corporate structure and operations.

2. Governing Style

- 2.1. To govern effectively, the Board of CCA, on behalf of its members, will approach its work in a manner that:
 - a emphasizes outward vision of the future, rather than an internal preoccupation;
 - b encourages a diversity of and tolerance for a variety of viewpoints;
 - c commits to obtaining input and feedback from its Members and Participating Organizations;
 - d focuses on strategic leadership rather than administrative detail;
 - e maintains a clear distinction of Board and Executive Director roles;
 - f takes an anti-oppressive approach embedding anti-oppression in all aspects of its governance policies, processes and practices (see 2.2.i);

g acts proactively, rather than reactively.

2.2. In this spirit, the Board will:

- a serve the interests and needs of CCA Members and Participating Organizations (POs);
- b focus primarily on long-term results the organization intends to create for its Members and POs, not on the administrative or programmatic means of attaining these results;
- c be accountable to its Members and POs for competent, conscientious and effective accomplishment of its obligations; it will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment;
- d direct, inspire and control the organization through the establishment of Board policy, and as such be an initiator of relevant Board policy, not merely a reactor to staff initiatives;
- e cultivate a sense of group responsibility and teamwork through the appreciation and use of individuals' strengths and capacities to enhance the Board's collective work.
- f maintain discipline as needed to govern with excellence; discipline will include, but not be limited to: attendance, committee work, preparation for meetings, Board development, policy making, respect for clarified roles, speaking with one voice, acting as a whole, and self-policing of any tendency to stray from governance-adopted Board policies;
- g monitor and regularly discuss the Board's own governance process and performance with a view to ensure continuous growth/development/improvement; continual Board development will include orientation of new members in the Board's adopted governance process, commitment to anti-oppression and periodic Board discussion of process improvement.
- h ensure the continuity of its governance capability through rigorous recruitment and the ongoing training and education of its Board members;
- i work from an anti-oppressive approach that encourages respect, tolerance, diversity and equality for ourselves, our Members and POs, in particular:
 - o increasing access, participation, equity, inclusiveness and social justice by eliminating systemic barriers to full participation;
 - o promoting positive relations and attitudinal change by creating a climate where discriminatory or oppressive behaviours are not tolerated;
 - o fostering an organization that is inclusive and reflective of its membership and POs consistent with the national and provincial Human Rights legislation;
- j monitor and review the Board's process and performance; self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories;
- k allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.

3. Board Role/Job Contributions

3.1. The job of the Board is to make certain contributions that lead the organization towards the desired performance, and ensure that such performance occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. Furthermore, Board members, both individually and collectively, bring with them skills, expertise, knowledge, relationships and political connections that, when appropriate, may be considered as assets to the organization and a resource to the Executive Director. Consequently, the job contributions of the Board include:

- a establishing a link between the organization and its Members and Participating Organizations;
 - b writing, monitoring compliance on an annual basis, reviewing content every four years and revising as needed, governing policies that, at the broadest levels, address:
 - Ends: What benefits, for which people, at what cost. Organizational products, effects, benefits, outcomes, recipients and their relative worth (what good, for which needs, at what cost).
 - Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
 - Board-Executive Director Relationship: How power is delegated and its proper use monitored.
 - Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which lies the acceptable arena of executive activity, decisions and organizational circumstances.
 - c implementing and following the governing policies;
 - d annually appointing up to five signing officers
 - e hiring the Executive Director and assuring, through monitoring and evaluation, the Executive Director performance;
 - f contributing in-kind expertise, skills, knowledge, energy and connections that support the Executive Director's work in relation to attaining the Ends or adhering to Executive Limitations; these may be made available to the organization, however, they are never forced or imposed.
4. Complaints about any Board Member or the Executive Director
- 4.1 Complaints received from outside CCA about the Executive Director or any Board member(s) will be received and reviewed by the Board through a process to be determined by a resolution.

Section	Governance Process Policies
No.	GOV – 05
Title	Board Code of Conduct
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	June 20, 2014 February 22, 2017
Date Reviewed	February 2, 2016

GOV - 05 Board Code of Conduct

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the Code of Conduct for the Board of Directors.

Definitions

Conflict of Interest: To have a conflict of interest is to be in a position to use information, influence and/or resources of CCA for personal benefit, for insurance against personal loss, or for the benefit of other organizations to the detriment of CCA. The personal interest of a Board/Committee member shall also include the personal interest of the Board/Committee member's parents, spouse/partner and children. It is important to note that a "conflict of interest" exists if a board decision could be, or could appear to be influenced. It is not necessary that influence takes place.

Confidential Information: Information deemed to be confidential includes: business information that is not public information about CCA Participating Organizations, personal information about PO or CCA board members, reviewers and employees; information about CCA's affairs, the disclosure of which might be adverse to the interests of CCA (e.g., information about CCA's internal operations, financial affairs, business dealings and legal matters). Board meeting minutes are confidential to the Board and may only be distributed further with the permission of the Board.

Policy

The Board commits itself and its members to ethical, anti-oppressive, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members consistent with the CCA's Mission, Vision and Values. Annually, each CCA Board member is expected to sign a declaration agreeing to comply with this Code of Conduct.

1. Board members must represent un-conflicted loyalty to the interests of the CCA. This accountability supersedes any conflicting loyalty that includes, but is not limited to, personal interest, advocacy, volunteer activities, business activities, as well as membership on other boards or staff. This accountability supersedes the personal interest of any Board member acting as a consumer of the organization's services.

2. Board members are accountable to exercise the powers and discharge their duties honestly, with integrity and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If a Board member does not express dissent about a Board motion/decision, either at the board meeting or within seven days of receiving the minutes of a meeting which s/he did not attend, it is assumed that s/he approved the board decision. (as per Canadian Not-for-Profit Corporations Act)
3. Board members will behave in a culturally competent, anti-oppressive manner consistent with expectations under the organization's policies and legislation. Conduct that is inconsistent with the CCA's mission, vision and values may be grounds for removal of a director.
4. Board members must avoid any conflict of interest with respect to their financial and fiduciary responsibilities.
 - 4.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - 4.2 Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
 - 4.3 No one shall be considered for a paid position in the organization while remaining as a member of the Board.
 - 4.4 Board members, their family members, and business associates are prohibited from entering into any contract or transaction with CCA, except as provided by the Policy, unless:
 - a. The contract or transaction results from a fair bidding process; and
 - b. The Board member has declared the conflict of interest; and
 - c. The Board member has withdrawn from all Board and CCA discussions and deliberations relating to the contract or transaction and refrained from voting on the matter.
 - 4.5 If an unavoidable conflict of interest occurs, the Board member involved shall absent themselves from all deliberation and decision making regarding the issue.
 - 4.6 If a Board member was a reviewer on a review that is coming before the Board for an accreditation decision, s/he shall declare a conflict of interest and withdraw from the Board's consideration of this decision.
5. Should a Board member perceive a conflict of interest s/he shall immediately declare the perceived conflict to the Board. The Board shall determine how to resolve the conflict.
6. Board members may not attempt to exercise individual authority over the organization, except as explicitly set forth in Board policies.
 - 6.1. Board members' interaction with the Executive Director or staff must recognize the lack of authority of any individual Board member or group of Board members.
 - 6.2. Board members' interaction with the public, media, organizations being accredited or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board or CCA.
 - 6.3. Board members will make no judgments of the Executive Director or staff performance, except for participation in Board deliberation about whether the Executive Director has made a reasonable interpretation of a policy or when Executive Director performance is being assessed against explicit Board policies through the monitoring process.
 - 6.4. Board members shall not facilitate or encourage direct communication from employees who are attempting to bypass administration. The Board member shall encourage the

employee to utilize reporting lines within the administration to bring their concerns to the Board.

7. Board members are expected to take personal responsibility for the accomplishment of Board tasks and duties. This may include, but is not limited to, attendance, declaration of conflict of interest and participation in Board activities.
8. Board members shall be familiar with the incorporating documents, by-laws, regulations, and policies and procedures of the Board, as well as the proper conduct of a meeting, so that Board work can be accomplished in an efficient, effective and knowledgeable manner.
9. Board members shall participate in any Board training and education that will assist them with fulfilling their responsibilities.
10. Board members shall come prepared for Board discussions and deliberation.
11. Board members shall attend meetings on a regular and punctual basis. A Board member who fails to attend three consecutive meetings without prior leave from the Board shall be deemed to have vacated their office.
12. Board members shall respect the confidentiality appropriate to all Confidential Information, as defined above, to which they become privy as a result of their role as a CCA Board member. This obligation extends beyond the end of the tenure of board members.
13. When an individual member is acting in the role of a resource or asset to the organization, direction will be taken from the Executive Director. However, this cannot be in violation of any Board policy.
14. A Board member who is alleged to have violated the Code of Conduct will be informed in writing and shall be allowed the opportunity to present his/her views at the next Board meeting. The Board member(s) alleging violation shall be identified. Once each party's views are presented, they will absent themselves from the meeting and the remaining Board members shall decide what will be done by a majority vote. However, as per ByLaw Clause 10.11.c, if the Board chooses to remove a Director, it must be done by the affirmative vote of at least two thirds (2/3) of directors in office at the time of the duly-constituted meeting of the Board called to consider this matter.



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Section	Governance Process Policies
No.	GOV – 06
Title	Board Chair Role
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	August 21, 2014
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 06 Board Chair Role

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the role of the Chairperson of the Board of Directors.

Definitions

Policy

The job contribution of the Board Chair is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board, other than in rare and specifically authorized instances.

1. The job output of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1. Meeting discussion content will only be those issues that, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
 - 1.2. Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized.
 - 1.3. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - 1.4. Roberts' Rules are observed, except where the Board has superseded them.
 - 1.5. The Board members code of conduct is adhered to.
2. The authority of the Chair consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies on Governance Process and on the Board/Executive Director Relationship.
 - 2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 2.2. The Chair shall facilitate balanced participation inclusive of diverse voices.
 - 2.3. The Chair has no authority to make decisions beyond policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director, unless delegated by the Board.

- 2.4. If the Chair acts outside the prescribed authority, it is the responsibility of the Board to monitor and correct such actions.
3. The Chair may represent the Board to outside parties either in simply announcing Board-stated positions or in stating Chair decisions and interpretations within the area delegated to him or her (Governance Process and Board-Executive Director Relationship policy areas, consistent with Board policies therein).
4. Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) directors at any time.
5. The Chair shall oversee the governance of the affairs and operations of the Corporation.
6. The Chair with the Secretary or other officers appointed by the Board for the purpose shall sign all by-laws, special resolutions and membership agreements (as per Bylaws Clause 18.2.b).
7. The Chair shall be an ex-officio non-voting member of any committees to which s/he is not specifically appointed.
8. The directors may give other duties and powers to the Chair from time to time.



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Section	Governance Process Policies
No.	GOV – 07
Title	Board Committees
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	August 21, 2014
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 07 Board Committees

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the role and functions of Board Committees.

Definitions

Policy

1. The Board will establish a structure that enables the Board to get its job done.
 - 1.1. Following each Annual General Meeting, the Board will appoint Board members to the Standing Committees of the Board, as per their Terms of Reference.
 - 1.2. The Board may, from time to time, establish other committees (e.g., By-Law Committee) to assist it in carrying out its responsibilities. Such committees will be established only when needed.
 - 1.3. Each committee will be responsible to the Board.
 - 1.4. Each committee will keep records, report and make recommendations to the Board on any matter referred to it by the Board. Reports to the Board will be at regular intervals and at any time upon request.
 - 1.5. Each committee will have well-defined, written terms of reference.
 - 1.6. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
 - 1.7. Board committees 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 Executive Director. If a committee has any members that are not directors, such committee cannot be delegated, or perform, any powers of the board and shall only act in an advisory capacity to the board.
 - 1.8. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, s/he will not be required to obtain approval of a Board committee before an executive action.
 - 1.9. Board committees are to avoid over-identification with organizational parts rather than the whole. A Board committee that has helped the Board create policy on some topic may be asked to prepare reports to assist in monitoring organizational performance on that same

- topic. However, the Board retains responsibility and authority to monitor organizational performance.
- 1.10. Standing Committees will be used sparingly and Working Groups may be struck in an ad hoc capacity for specific purposes.
 - 1.11. This policy applies only to committees that are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Director.
 - 1.12. Committee terms of reference will be developed by the Board, consistent with the By-Laws where applicable, prior to implementation. The terms of reference will address the following:
 - a accountability;
 - b authority;
 - c decision-making process;
 - d length of term;
 - e composition;
 - f mandate;
 - g responsibilities/tasks.
 - 1.13. A committee will consist of a defined number of members with the skills, knowledge and perspectives required to undertake the assigned task(s). A committee may be comprised of staff and/or community individuals, in addition to Board members. Members of the committee will be approved by the Board.
 - 1.14. The chair of each committee will be a member of the Board of Directors, chosen by the committee.
 - 1.15. The functions of the chair of a committee will include the following:
 - a Ensure that the meeting is chaired in a fair and efficient manner, including starting and adjourning meetings on time.
 - b Ensure that the minutes of the meeting reflect the decisions made.
 - c Provide an opportunity for all committee members to participate in the discussions of the meeting.
 - d Encourage diversity of opinion and creativity among committee members.
 - 1.16. The meeting protocols for committee members are as follows:
 - a Be prepared for each meeting by reviewing information in advance.
 - b Attend and participate in meetings.
 - c Work collaboratively with all members in the meeting.
 - d Accept assignments willingly in an effort to assist the Board in its endeavours.
 - e Act in an impartial manner and do not promote personal interests and/or the needs of any group of which s/he is a member.
 - f Respect confidentiality when requested.
 - 1.17. Committee reports to the Board will be completed by the committee chair and contain the following:
 - a a statement of the board-level issues under consideration;
 - b a list of positions, perspectives and other options the Board might consider and any material costs or other consequences of those options.
 - 1.18. Records of meetings, minutes and reports will be retained by the Executive Director and made available to Board and Committee members on request.



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Section	Governance Process Policies
No.	GOV – 08
Title	Board Recruitment, Selection and Succession Planning
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	August 21, 2014
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 08 Board Recruitment, Selection and Succession Planning

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the board recruitment and selection process.

Definitions

Policy

The Board recognizes that effective board governance requires that the current Board ensures that the organization is always governed by capable leaders. The Board believes that individuals with the necessary skills and expertise to contribute to the governance of CCA exist within all segments of society and that it is our responsibility to reach out to groups that are underrepresented to encourage their inclusion.

In keeping with the Board's commitment to the long-term viability and strength of CCA and the validity of its governing body, the Board will plan for its succession and implement a board-recruitment process to be carried out by the Governance Committee.

1. The CCA Board consists of a minimum of four and maximum of 15 directors. Within this range, at any given time, the board shall be comprised of a fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.
2. The Founding Members elect four Founding Member directors and all the Members, including Founding Members, elect the other Directors at the annual general meeting. The Board may also appoint directors in between AGMs as outlined in Bylaw clauses 14.6 and 14.7. Any such appointed director shall hold office for a term expiring not later than the close of the next annual general meeting of members.
3. On an ongoing basis, the Board will plan for its development, succession and the recruitment of new board members.
4. The Governance Committee will be tasked by the Board to identify the needs of the board and to lead the recruitment of potential board members who would complement the collective skill, knowledge and perspectives of the Board. The Governance Committee will take proactive steps to increase diversity to align with CCA values.

5. The Governance Committee will annually recruit members to fill vacant elected positions.
6. The Governance Committee will recommend potential candidates to the Board who will present a slate of individual candidates to the membership for election. A biographical sketch will be provided to the Board on each potential candidate.
7. New Board members will receive an orientation prior to their first Board meeting in order to undertake their new responsibilities.
8. With respect to Officers of the Board, the Governance Committee will take a lead role in reviewing who the current officers of the Board are and in developing a succession plan for the Board. Factors that will be taken into consideration include:
 - 8.1. No Director can hold a single Officer position for longer than three years before s/he must vacate that position.
 - 8.2. The Officers shall be elected by the Board from amongst their number at the first meeting of the Board after the annual meeting.



Section	Governance Process Policies
No.	GOV – 09
Title	Orientation of new Board Members
Approval date	April 18, 2012
Approved by	Board of Directors
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Date Reviewed	February 2, 2016 February 22, 2017

GOV - 09 Orientation of new Board Members

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline how new Board Members will be oriented.

Definitions

Policy

The Board will ensure that a new board member, either elected or appointed, receives orientation and training to undertake his/her responsibilities prior to attendance at his/her first Board meeting.

1. New board members will receive a CCA Governance Policy Manual and be required to participate in a board orientation session that, at a minimum, addresses the following topics:
 - 1.1. Governance Framework
 - a policy governance: overview;
 - b governing documents: by-laws; board policies.
 - 1.2. Roles, Responsibilities and Accountability
 - a functions and responsibilities of the Board of Directors;
 - b liabilities of boards.
 - 1.3. Policy Governance Process
 - a governance structure;
 - b meetings: schedule and protocols;
 - c copies of recent annual reports and minutes of board meetings covering the prior year;
 - d conflict of interest;
 - e parliamentary procedure.
 - 1.4. Organizational Profile
 - a mission and guiding principles;
 - b overview: programs and services.
 - 1.5. Accountability

- a members of the organization;
 - b Executive Director.
2. The orientation session will be presented by the Board and supported by the Executive Director and other individuals, as determined appropriate by the Board.
 3. New board members will sign appropriate documentation with respect to confidentiality, accountability and commitment.



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Section	Governance Process Policies
No.	GOV – 10
Title	Quality Improvement of the Board
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	February 17, 2016 March 22, 2017
Date Reviewed	February 22, 2017

GOV - 10 Board Improvement

Scope

This policy applies to all board directors.

Purpose

The purpose of this policy is to outline how the Board of Directors will pursue improvement in the Board's operations.

Definitions

Policy

The Board, as a group, commits to continuous improvement of its activities and functions in order to fulfill its Mission, Vision and Values.

Notwithstanding the generality of the foregoing:

1. The Board will allocate time and resources to reflect on its composition, relationships, skills, processes and work.
2. The Board will regularly develop a training and education plan based on meeting evaluations, annual Board evaluation and exit interviews.
3. The Board may arrange for an exit interview with any Board member who has resigned or completed their term in office. In such cases a report will be presented to the Board for discussion and recommendations.
4. Investment in Governance
 - 4.1. The Board will invest in its governance capacity in order to fulfill the CCA's Mission, Vision and Values as outlined below.
 - a The Board will implement the procedures for recruitment, selection, orientation and development of new Board members.
 - b Outside monitoring assistance will be arranged to enable the Board to exercise appropriate control over organizational performance. This includes, but is not limited to, fiscal audit.

- c To ensure the Board is able to listen to its owners, viewpoints and values, it will develop outreach mechanisms and communication strategies.
- d The Board will establish and be accountable for an annual budget to support governance functions, including the reasonable costs associated with:
 - Board and Board committee member attendance at Board and Board committee meetings and/or conferences;
 - enhancing the Board's governance function;
 - continuing education and development of Board members;
 - focus groups, surveys and other appropriate methods to ensure the Board's ability to listen to owner viewpoints and values.
- e The Board will establish Governance Process policies and an annual Board planning cycle against which the Board's performance can be evaluated.
- f The Board will implement an annual self-evaluation process under the leadership of the Governance Committee and determine strategies to strengthen governance.
- g The Board will monitor adherence to its Governance Process Policies, at a minimum, in accordance with the Governance Process Compliance Schedule. Modifications are made based on monitoring information.



Section	Governance Process Policies
No.	GOV – 11
Title	Board Linkages with Owners and Strategic Alliances
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	May 24, 2017
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 11 Board Linkages with Owners and Strategic Alliances

Scope

This policy applies to all board directors.

Purpose

The purpose of this policy is to outline how the Board will link with CCA Owners and make strategic alliances.

Definitions

Member Associations – These are the corporate members of CCA, which are associations of service providers, as outlined in the CCA Bylaws.

Participating Organizations (POs) – Organizations that have signed an agreement with CCA to participate in the Accreditation Program or other CCA Services.

Policy

1. Board Linkages with Owners
 - 1.1. The Owners of CCA are all the Member Associations and Participating Organizations (POs). The Board shall be accountable for the organization to its owners as a whole and not as individual associations or organizations.
 - 1.2. While the Board values diversity in the Membership and POs, the Board will act in the best interest of the CCA as a whole. The Board will not be instructed by the interests of any subgroups of the Members or POs.
 - a When making governance decisions, Board members shall maintain a distinction between their personal interests as “customers” of the organization’s services and their obligation to speak for others as a representative of the “owners” as a whole. As representatives of the stakeholders, the Board is obligated to identify and act on what the stakeholders want and need.
 - b Interaction with the Member Associations and POs will ensure that diverse perspectives will be considered as decisions are made.
 - c The Board shall identify diverse perspectives by gathering data primarily through surveys, committee reports and Members’ or POs’ meetings.
 - d The Board will ensure that Members and POs are kept informed about key areas of the work of the Board.

2. Board Strategic Alliances

2.1. Although the Board recognizes that its primary relationship is with its Members and POs, it is also cognizant of the fact that CCA exists within a larger community of organizations and associations. In order to enhance its role, the Board shall make every effort to establish positive working relationships with other organizations. Specifically:

- a The Board shall work to establish relationships and open communications with other organizations. This may be accomplished through joint meetings with other boards, inviting representatives of other boards to Board meetings, attendance at annual general meetings or joint training.
- b Periodically the Board shall identify key organizations and stakeholders with which the Board might more actively collaborate to advance the mission of CCA and the work of the Board.
- c Board members may sit on external committees as representatives of CCA only with Board approval.



Section	Governance Process Policies
No.	GOV – 12
Title	Board Annual Planning
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 12 Board Annual Planning

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline how the Board will conduct its annual planning.

Definitions

Policy

1. To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda which completes an annual re-exploration of the Ends and continually improves Board performance through Board education to enrich input and deliberation.
 - 1.1. Planning will be based on accomplishing a one-year segment of the Board's long-range mission. The cycle will conclude each year with the AGM and begin again after the AGM. The Board of Directors will evaluate the accomplishments of its previous year's plan and develop the plan for the upcoming year.
 - 1.2. The Board shall ensure implementation of its annual plan through the development of an annual agenda that includes, but is not limited to:
 - a gathering input from ownership (Members and POs);
 - b education related to development of Ends;
 - c a timely review of Ends, such that the Executive Director can develop an operational and financial plan;
 - d education and development related to governance;
 - e monitoring of Board performance in accomplishing the annual plan;
 - f monitoring of Executive Director's performance;
 - g reviewing and revising of all board-approved policies.
 - 1.3. Education, input and deliberation will receive paramount attention in structuring meetings and other Board activities during the year. To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.
 - 1.4. Based on the annual agenda, the Board delegates to the Chair the authority to fill in the details of the meeting agendas. Potential agenda items should be carefully screened to ensure that they are related to the Board's job description and within the Board's responsibility. The Chair should work with the Executive Director when setting meeting agendas.

- 1.5. The sequence derived from this process for the Board planning year is as follows:
- a Annual General Meeting;
 - b Board orientation completed at beginning or before first Board meeting;
 - c Setting of the Board's Annual Plan;
 - d AGM preparation begins;
 - e Evaluation of the Board's accomplishment of its annual plan and preparation for new plan;
 - f Annual General Meeting.



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Section	Governance Process Policies
No.	GOV – 13
Title	In Camera Sessions
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 13 In Camera Sessions

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline how an In Camera session of the Board will be conducted.

Definitions

Policy

1. The Board of Directors may utilize "in camera" sessions in their meetings to address topics considered to be sensitive in nature.
 - 1.1. The "in camera" topic(s) to be discussed by the Board of Directors will be specified on the meeting agenda, e.g., legal issue, personnel issue.
 - 1.2. The Board of Directors will approve going into an "in camera" session through a formal motion. A motion to adjourn the "in camera" session is also required.
 - 1.3. After the "in camera" session is adjourned, a motion will be made to ratify any "in camera" motions.
 - 1.4. Minutes of an "in camera" session that note key discussion points and decisions are recorded and approved by the Board of Directors at their next scheduled meeting.
 - 1.5. The minute taker will produce a set of minutes to be reviewed and approved at the next official meeting of the Board during an "in camera" session. Once approved, the Chair will ensure that the copies of the minutes are collected and destroyed and that the original is securely stored as part of the official Board documentation.



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Section	Governance Process Policies
No.	GOV – 14
Title	Board Meeting Consent Agendas
Approval date	December 11, 2013
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 14 Board Meeting Consent Agendas

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline how a Consent Agenda will be implemented at board meetings in order to expedite the conduct of business at board meetings that requires board attention but is not expected to require debate. This will leave more meeting time to education and discussion of substantive issues.

Definitions – to be added as needed

Policy

1. The consent agenda should consist of routine financial, legal and administrative matters that require board review or approval. Consent agenda items are expected to be non-controversial and not requiring of discussion.
2. The consent agenda normally is voted on in a single majority vote, but it may be divided into several, separate items.
3. Motions, resolutions and all supporting materials for the consent agenda should be sent to board members at least three days in advance.
4. The consent agenda should be considered early in a board meeting. The Chair will ask if any member wishes to remove an item from the consent agenda for separate consideration, and if so, the Chair will schedule it for later in the meeting.
5. The board will assess the use of consent agendas by means of a question on its annual self-assessment survey.
6. The following are examples of matters that would be suitable for the consent agenda:
 - Approval of minutes
 - Approval of signatories for bank accounts
 - Approval of accreditation recommendations that are uncontroversial
 - Approval of accreditation extensions that are uncontroversial
 - Approval of Executive Limitations Monitoring reports that reflect full compliance
7. The following are examples of matters that are not suitable for the consent agenda:
 - Approval of the annual update of the strategic plan
 - Approval of the annual budget
 - Approval of Executive Limitations Monitoring reports that do not reflect full compliance



Section	Board-ED Relationship Policies - Governance Policies
No.	GOV – 15
Title	Board-Executive Director Relationship
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 2, 2016 February 22, 2017

Section 3 - Board - ED Relationship Policies

GOV - 15 Board-Executive Director Relationship

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the relationship between the Board of Directors and the Executive Director.

Definitions

Policy

3. Global Description

- 1.1. The Board's sole official connection to the operational organization, its achievements and conduct will be through an Executive Director.

4. Binding Instructions

- 2.1. Only officially passed motions of the Board are binding on the Executive Director.

Accordingly:

- a Decisions or instructions of individual Board members, officers or committees are not binding on the Executive Director, except in rare instances when the Board has specifically authorized such exercise of authority.
- b In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.
- c Only the Board acting as a body can employ, terminate, discipline or change the conditions of employment of the Executive Director.

3. Accountability of the Executive Director

- 3.1. The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. Accordingly:

- a The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
- b The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
- c The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and compliance with Executive Limitations will be viewed as successful Executive Director performance. Therefore, the Executive Director's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.
- d The Board shall evaluate the Executive Director's performance at least once every two years, in keeping with GOV-05.

4. Delegation to the Executive Director

4.1. The Board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies. Accordingly:

- a The Board will develop policies instructing the Executive Director to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
- b The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
- c As long as the Executive Director uses *any reasonable interpretation* of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
- d The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But, as long as any particular policy is in place, the Board will respect and support the Executive Director's choices. This does not prevent the Board from obtaining information from the Executive Director about the delegated areas, except for confidential data.

5. Emergency Absence of Executive Director

5.1. The Board of Directors will ensure that a plan is in place in the event of the sudden temporary or permanent absence of the Executive Director. Accordingly:

- a The Board Chair will be contacted within 24 hours or as soon as the staff or board member is aware that the Executive Director will be absent for an extended period of time or permanently.
- b The Board Chair will immediately notify the Board members of the situation and the Board will develop a plan.
- c The Board Chair or designate will assume the duties of the Executive Director until such time as a Board meeting can be convened and a replacement hired or appointed.



Section	Board-ED Relationship Policies - Governance Policies
No.	GOV – 16
Title	Monitoring and Appraisal of Executive Director's Performance
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 2, 2016 February 22, 2017

GOV - 16 Monitoring and Appraisal of Executive Director's Performance

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the Board of Directors' monitoring and appraisal of the Executive Director.

Definitions

Policy

1. Monitoring Executive Director Performance

1.1. Monitoring of Executive Director job performance will be against the expected Executive Director job outputs: organizational accomplishment of Ends, organizational operation within the boundaries established in Executive Limitations and achievement of performance goals as outlined in GOV – 05, 2.1. (f).

1.2. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled.

1.3. A given policy may be monitored in one or more of three ways:

- a Internal report: disclosure of performance data by the Executive Director on Board-stated criteria that are sufficiently clear, unbiased, and representative to cause a Board majority to be confident that a reasonable interpretation of Board policy has been achieved.
 - "Clear" means that the data is not submerged in unnecessary incidental information or worded unclearly.
 - "Unbiased" means that the integrity of the data must be demonstrable.
 - "Representative" means that data is provided to monitor the complete criterion, not just a part of it or a single implication of it.
- b External report: discovery of compliance information by an impartial, external auditor who is appointed by the Members (concerning a financial audit) or selected by the Board and reporting directly to the Board. Such an audit is only undertaken at the instruction of the Board and with the Executive Director's knowledge.
- c Board audit: discovery of compliance information by a Board member, a committee or the Board as a whole. Such an audit is only undertaken at the instruction of the Board and with the Executive Director's knowledge.

- 1.4. A formal evaluation of the Executive Director by the Board will occur at least every two years based on the achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by accumulating the regular monitoring data provided during the two years and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.
 - 1.5. In order to monitor accomplishment of Ends, the Board shall require the Executive Director to present an annual plan to the Board at the first board meeting of the operating year. This plan will articulate specific measurable outcomes in a format to be determined by the Board. This plan will outline the organization's direction in accomplishing the Ends.
 - 1.6. In addition, the Board shall identify, at the beginning of the evaluation period and in conjunction with the Executive Director, a set of performance expectations that will provide emphasis for the next evaluation and will inform the Executive Director at that time of the means of the evaluation to be used.
2. Completing the Executive Director's Performance Appraisal
 - 2.1. Under policy governance, Executive Director's performance is synonymous with organizational performance. The purpose of the Executive Director's performance appraisal is to assess job performance to ensure that the Ends are being achieved, while at the same time complying with the Executive Limitations and achieving mutually agreed performance goals. In order to conduct a performance appraisal, the board will use the following process.
 - a Prior to the year the appraisal is due, the Board will discuss the process for completing the appraisal and identify any information or data they require in order to complete it. A list should be compiled and left with the Executive Director. This may include, but is not limited to, any board documents, organizational documents, statistics, relevant community data and/or specific feedback requested.
 - b The review will be completed by the past Chair of the Board, the current Chair and the Vice Chair. One person will be designated as the writer.
 - c The appraisal will be structured in five sections:
 - Introduction
 - Ends Achievement – A review of outcomes and goals set in previous appraisal
 - Executive Limitations Compliance
 - Achievement of Executive Director's performance goals.
 - Summary
 - d Ends Evaluation – Using the Ends statements as a framework and the previous two years' outcomes and goals as a base, all Ends monitoring reports and any statistical data and evidence provided or requested to determine if the work of the Executive Director is achieving the Ends will be reviewed. The goal is to roll up the information, most of which is already available, into a summary of Ends achievement. The Executive Director will act as a resource to this work. Questions to be answered:
 - Is there sufficient evidence to determine if the results required in the Ends are being either worked towards and/or achieved within prescribed timeframes?
 - Are the activities of the Executive Director successfully leading to the accomplishments of the Ends?
 - e Executive Limitations – Executive Limitations are monitored at every board meeting. Only partial compliance or non-compliance need be reviewed at this time. The Committee will, in consultation with the Board, determine which, if any, limitations will be monitored through direct inspection. Since compliance is dependent on Executive Director reports, there are some areas where direct

inspection of agency documents can provide confirmation (e.g., human resource policies and procedures, financial reports, insurance policies). Questions to be answered:

- Has the Executive Director complied with all Executive Limitation policies?
 - If not, has the board been informed of any areas of non-compliance?
 - Have any areas of non-compliance been corrected in a timely manner?
- f Executive Director's Performance Goals – A key part of this appraisal process is the resetting of Ends-based outcomes and goals for the upcoming two years. First, these goals connect the work of the Executive Director to the Board's Ends. Second, these explicitly articulate a potential outcome or result by which to assess performance. The Executive Director will be asked to provide the committee with a set of Ends-based goals for the upcoming year. These will be reviewed and incorporated into the performance review document.
- g The person identified as the writer will integrate the reviews and the Executive Director input. They will produce a first draft of the performance appraisal for review at a board meeting. Following this meeting, the writer will then incorporate any feedback and write an introduction and summary. The final version of the appraisal should be ready for review and approval at the following board meeting.



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Section	Board-ED Relationship Policies - Governance Policies
No.	GOV - 17
Title	Determining Executive Director Compensation
Approval date	June 29, 2016
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 22, 2017

GOV - 17 Determining Executive Director Compensation

Scope

This policy applies to all Board Directors and the Executive Director.

Purpose

The purpose of this policy is to establish the goals and process for determining the Executive Director compensation.

Definitions

Perquisite: A privilege, gain, or profit incidental to regular salary or wages, especially one expected or promised.

Policy

The intent of this policy is twofold:

1. To ensure competitive compensation for the position of Executive director, and
2. To ensure that the compensation provides the ability to attract and retain a highly qualified Executive Director

The target for Executive Director compensation will be in the mid-range of the comparable organizations, such as those defined as Registered Charities and Special/Common Interest Associations within the Canadian Society of Association Executives periodic survey of compensation packages.

For the purpose of this policy, compensation has three key elements:

1. **All forms of cash compensation** (e.g., base salary, car allowances, incentive pay and any other forms of cash compensation).

2. **Insured and funded benefits** (e.g., medical, dental, life insurance, disability, and pension, and other related benefits).
3. **Perquisites** (e.g., company car, special vacation eligibility, professional organizations fees, seminars and course reimbursement for professional development).

Procedure:

1. The Executive Director Compensation Committee is struck annually.
2. Annually, the Executive Director Compensation Committee shall review the Executive Director Salary Grid, benefits and all other Executive Director compensation to ensure it reflects the current data and policy target and present a summary of its findings and a recommendation to the Board of Directors. The recommendation may include proposed changes to the salary grid, benefits and any other compensation if required.
3. The Executive Director Compensation Committee shall:
 - a. annually review the Bank of Canada Inflation Calculator to determine the extent to which the grid base salary should be adjusted to recognize the Consumer Price Index;
 - b. Every four years gather and analyze benchmarked data from the Canadian Society of Association Executives and prepare a summary that includes a comparison between the total compensation of the Executive Director and the survey data.
 - c. Annually review the Executive Director benefits and any other applicable compensation.



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Section	Board-ED Relationship Policies - Governance Policies
No.	GOV – 18
Title	Succession Plan for Executive Director Absences including Hiring
Approval date	June 29, 2016
Approved by	Board of Directors
Dates of revision	
Date Reviewed	February 22, 2017

GOV - 18 Succession Plan for Executive Director Absences - including Hiring Process

Scope

This policy applies to all board directors and the Executive Director.

Purpose

The purpose of this policy is to outline actions to take place in the event there is a planned or unplanned absence of the Executive Director.

Definitions

To be inserted as needed.

Policy

The Board of Directors is solely responsible for the recruitment and appointment of the Executive Director.

5. Planned Short-term leave or absence of Executive Director

- 1.1. Whenever the Executive Director is away on planned holidays or leaves that are under one month long, s/he shall assign responsibilities for coverage of key duties, as may be needed, to appropriate staff persons, and have a plan of action in place should a situation requiring urgent attention arise. The Executive Director will inform the Board Chair of the plan.

6. Planned Temporary Longer Term absence/leave of Executive Director

- 2.1. If the Executive Director's leave is planned to be longer than one month, an acting Executive Director (or two individuals sharing the Executive Director's responsibilities) shall be appointed by the Board of Directors. The Executive Director shall make a recommendation to the Board Chair about the best arrangements to make for coverage in her/his absence.

3. Emergency Absence of Executive Director

- 3.1. The Board of Directors will proceed as follows in the event of the sudden temporary or permanent absence of the Executive Director:
 - a The Board Chair will be contacted within 24 hours or as soon as a staff or board member is aware that the Executive Director will be absent for an extended period of time or permanently.
 - b The Board Chair will confirm the situation with the Executive Director (or with her/his family member if needed) as much as is possible.

- c If the emergency absence is confirmed the Board Chair or designate will assume the duties of the Executive Director until such time as a Board meeting can be convened and a replacement hired or appointed.
- d The Board Chair will immediately notify the Board members of the situation and the Board Executive will review the Emergency Absence Plan developed by the Executive Director (as per the Executive Limitation Policy re: Emergency ED Succession) and confirm how to proceed.
- e The Emergency Absence Plan shall be reported at the next Board meeting and may be updated as needed as time progresses. The board may decide to revise the plan as needed.
- f The Board shall ensure communication takes place with key stakeholders concerning plans for the acting Executive Director role as follows:
 - with staff as soon as possible;
 - with other stakeholders (see Section 5) as may be needed depending on the length of time the Executive Director is expected to be absent.

4. Planned Resignation of Executive Director

4.1. Upon the Executive Director informing the Chair of her/his plans, the Chair will inform other Board members and an ad hoc Board committee will be struck to oversee the transition process.

4.2. The Transition Planning and Hiring Committee shall:

- a Develop a timeline for the executive search strategy and a communications plan. The Board is responsible for communicating to stakeholders about the Executive Director's resignation and hiring process.
- b Meet with the outgoing Executive Director to identify key transition issues, and jointly develop strategies for managing them, in particular related to governance matters. The committee shall also expect that the Executive Director will apprise them of plans for managing the transition concerning operational matters. The Committee will report to the Board concerning plans being put in place.
- c Facilitate a Board review of CCA's strategic goals. This review should be completed in a timely manner in order contribute towards identifying the key qualities and competencies of a new Executive Director.
- d Review and revise the current Executive Director job description and salary range and recommend these for approval to the Board.
- e Conduct the executive search providing regular updates to the board and staff about the selection and hiring process. The Committee may decide to engage a consultant to support the hiring process.
- f Recommend the successful candidate to the Board. The Board shall approve the final candidate to be offered the position and make the appointment.

4.3. Once the new Executive Director is appointed, ensure that a transition plan is developed with the outgoing Executive Director and confirm what role the outgoing Executive Director will play.

5. Communications with Stakeholders

CCA Stakeholders that should be informed concerning the status of the Executive Director (or acting Executive Director) role if there are any changes are as follows:

- CCA staff
- CCA reviewers
- participating organizations
- member associations
- other key organizations with which we are liaising on a more regular basis, such as Imagine Canada, some key suppliers (such as our legal counsel or auditors)

The timing (urgency) and the detail of the communication that takes place shall vary depending on the type of stakeholder. For example, CCA staff will need to have more timely and fuller communication concerning any temporary change to the Executive Director role, whereas member associations and participating organizations may not need to be informed about shorter absences or in as much detail.



Section	Executive Limitation Policies - Governance Policies
No.	GOV – 19
Title	Executive Limitations - General and Management of CCA Relationships
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	June 17, 2015 February 22, 2017
Date Reviewed	Annually through ED Monitoring Reports

Section 4 - Executive Limitations Policies

GOV - 19 Executive Limitations - General and Management of CCA Relationships

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the limitations that govern the work of the Executive Director.

Definitions

Member Associations – These are the corporate members of CCA, which are associations of service providers, as outlined in the CCA Bylaws.

Participating Organizations (POs) – Organizations that have signed an agreement with CCA to participate in the Accreditation Program or other CCA Services.

Policy

1. General Executive Director Constraint

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is illegal, imprudent or in violation of commonly accepted business practice and professional ethics.

2. Specific Executive Director Constraints

2.1. Treatment of Staff

The Executive Director shall not cause or allow a work environment for staff or volunteers that fails to demonstrate commitment to the CCA Values or that is unsafe. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. fail to develop and implement written human resource policies and procedures that at minimum clarify expectations and working conditions for staff, provide for effective handling of grievances, and protect against unfair treatment or other wrongful conditions;
- b. fail to ensure policies and procedures are in place to prevent workers from exposure to harassment;

- c. fail to ensure that staff are informed of the performance standards by which they will be assessed;
- d. discriminate among employees on other than clearly job-related, individual performance or qualifications;
- e. fail to ensure a safe workplace in compliance with all current applicable legislation and minimize exposure to litigation;
- f. fail to demonstrate commitment to the growth and empowerment of people;
- g. fail to ensure that there is an effective staff education and development process in place;
- h. fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.

2.2. Treatment of Interested and Participating Organizations (POs)

The Executive Director shall not cause or allow conditions, procedures or decisions with respect to interactions with POs that are unsafe, or that fail to demonstrate commitment to the values of CCA. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. cause or allow conditions, procedures or circumstances that are disrespectful;
 - permit untimely response to PO's and member's requests;
 - request information from POs and members for which there is not a clear necessity;
 - fail to seek PO and member input on initiatives that affect them directly.
- b. fail to provide opportunities for POs and members to evaluate the services CCA provides to them;
- c. fail to ensure that POs' confidentiality is respected and maintained.

2.3 Communication and Support to the Board

The Executive Director shall not permit the Board to be uninformed or unsupported in its work. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not fail to:

- a. make available to the Board adequate information to support informed Board decisions, including relevant statistical, demographic and other environmental scanning data, a representative range of staff, member and external points of view, alternative options and their respective implications;
- b. submit the required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored;
- c. inform the Board of anticipated adverse media coverage, actual or pending legal action against the organization, material external and internal events or changes;
- d. advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director Relationship, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the Executive Director;
- e. ensure that information presented to the Board is timely, accurate, complete and in a form that clearly differentiates between monitoring, decision making and general background information;
- f. provide a timely, secure mechanism for official Board, officer or committee communications;
- g. provide information to the Board as a whole except:
 - for fulfilling individual requests for information; or

- for responding to officers or committees duly charged by the Board.
- h. supply for the consent agenda all items delegated to the Executive Director, yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining to the item(s);
- i. provide reasonable administrative support for Board activities, which includes, but is not limited to:
 - accurate, timely and professional minute-taking services;
 - support for the Board Chair;
 - confidential handling of Board information
 - a secure and confidential storage space for Board documentation.
- j. report in a timely manner actual or anticipated non-compliance with any policy of the Board.

2.4 Public Image

The Executive Director shall not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. fail to establish an effective corporate communications and public relations strategy;
- b. permit presentations to be made to the media that inaccurately portray Board policy;
- c. permit staff members other than him/herself or designate to make presentations to the media regarding Board policy;
- d. fail to make information regarding Board decisions available and easily accessible to the clients;
- e. fail to support the Board in public forums through the provision of timely and accurate information, leadership, organization and planning;
- f. fail to ensure that all media and correspondence is produced and delivered in a professional manner that upholds the public image of CCA.

2.5 Partnerships

The Executive Director shall not fail to develop appropriate partnerships to achieve the Board's Ends and to maximize efficiency and effectiveness in the use of resources. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. fail to take the initiative in developing appropriate partnerships to achieve the Board's Ends;
- b. fail to obtain appropriate input from members to achieve the Board's Ends;
- c. develop or continue collaborative relationships with organizations whose principles or practices are incompatible with achievement of the Board's Ends.

2.6 Emergency Executive Director Succession

The Executive Director shall not fail to ensure that there is a detailed plan for coverage of his/her main responsibility areas and sufficient organizational capacity for the competent operation of the organization to continue in the event of sudden loss of the Executive Director's services.



Section	Executive Limitation Policies - Governance Policies
No.	GOV – 20
Title	Executive Limitations - Financial
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 12, 2014 February 22, 2017
Date Reviewed	Annually through ED Monitoring Reports

GOV - 20 Executive Limitations - Financial

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the limitations that govern the work of the Executive Director.

Definitions

Participating Organizations (POs) – Organizations that have signed an agreement with CCA to participate in the Accreditation Program or other CCA Services.

Policy

1. Financial Planning

1.1. Financial Planning for any fiscal period or the remaining part of any fiscal period shall not deviate materially from Board Ends priorities in allocation of resources, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not cause or allow financial planning that:

- a contains too little detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails;
- b fails to include financial projections based on long-term, forward-looking plans, including disclosure of planning assumptions;
- c plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, unless explicitly approved by the Board; currently, the Board considers a 5% variance to be conservative;
- d fails to present an annual budget for board consideration and approval before the beginning of each fiscal year
- e reduces the current assets at any time to less than twice current liabilities;
- f provides insufficient resources for the Board's direct use during the year as determined annually by the Board, such as costs of Board development, Board and committee meetings, Board legal fees and ownership linkage activities;
- g endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.

- h is projected to result in significant deviation from the Board approved budget without consulting the Board;
- i fails to present quarterly financial reports to the Board (including a balance sheet and revenues/expenditures to date compared to budget) with explanations provided for variances from budget that are 10% or greater.

2. Financial Condition

2.1. With respect to the actual, ongoing condition of the organization's financial health, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a expend more funds than have been received in the fiscal year to date, 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;
- b fail to maintain an internally restricted fund for contingencies of \$65,000 or such other amount as set by the Board; at any given time, should cash flow require encroaching on this fund, the Board will be informed at its next meeting and the fund will be restored in a timely manner;
- c allow cash to drop below the amount needed to settle payroll;
- d allow debts to be paid in an untimely manner;
- e allow the collection of accounts receivable to be undertaken in an untimely manner;
- f allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
- g allow CCA credit cards to be used for anything other than business-related expenses, nor allow more than two CCA business credit cards that have higher than the following spending limits: Executive Director credit card to have a spending limit no higher than \$15,000.00 and the Administrative Coordinator credit card to have a spending limit of no higher than \$1,000.00;
- h allow the accrual of any employee benefits such as sick time, lieu time or vacation time that would cause an imprudent liability.

3. Asset Protection

3.1. The Executive Director shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a fail to insure against theft and casualty losses to at least 80% replacement value;
- b fail to insure against liability losses to Board members, staff or the organization itself to beyond the minimally acceptable prudent level;
- c allow unbonded or uninsured personnel access to funds;
- d subject plant and equipment to improper wear and tear or insufficient maintenance;
- e unnecessarily expose the organization, its Board or staff to claims of liability;
- f make any purchase wherein normally prudent protection has not been given against conflict of interest; and, except where previously approved in the annual budget or by the Board Chair, make any purchase or commit the organization to any capital expenditure of greater than \$10,000, or any single expenditure in excess of \$15,000;
- g receive, process or disburse funds under controls insufficient to meet the Members-appointed auditor's standards, in particular, ensuring there is a separation of duties,

that cheques of \$1,000 and over are signed by two signatories, and that no signatory should be the sole signatory on a cheque to themselves;

- h invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts, except where necessary to facilitate ease in operational transactions;
- i acquire, encumber or dispose of real property;
- j fail to protect intellectual property, information and files from loss, ~~or~~ significant damage or breaches of confidentiality.

4. Compensation and Benefits

4.1. With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a change her/his own compensation and benefits;
- b promise or imply guaranteed employment;
- c establish current compensation and benefits that:
 - deviate materially from the geographic or professional market for the skills employed;
 - create obligations over a longer term than revenues can be safely projected; in no event longer than one year and in all events subject to loss of revenue.
- d establish deferred or long-term compensation and benefits which:
 - cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs;
 - provide less than some basic level of benefits to all full time permanent employees, though differential benefits to encourage longevity in key employees are not prohibited;
 - allow any employee to lose benefits already accrued from any foregoing plan;
 - treat the Executive Director differently from other comparable key employees, unless approved by the board of directors;
 - are instituted without prior monitoring of these provisions.

5. Accreditation Fees

5.1. The Executive Director shall not institute fees for CCA services or products nor administer the collection of fees in contravention of Board-stated policy. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a fail to bring forward to the Board for approval any changes to CCA's Annual Base Fees, such recommendations to respect the limitations to which CCA has committed in its Cooperation Agreements or other policies (currently a maximum increase of 2% per year);
- b fail to establish fees for CCA services and products (including Review Fees) that cover the costs of providing the service or product and that are fair and competitive;
- c fail to notify Participating Organizations of increases in the Annual Base Fee or Review Fee at least six months before these come into effect;
- d fail to invoice Participating Organizations a minimum of once per year;



Section	Executive Limitation Policies - Governance Policies
No.	GOV – 21
Title	Executive Limitations - Planning and Program
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	February 22, 2017 June 28, 2017
Date Reviewed	Annually through ED Monitoring Reports

GOV - 21 Executive Limitations - Planning and Program

Scope

This policy applies to all board directors and the executive director.

Purpose

The purpose of this policy is to outline the limitations that govern the work of the Executive Director.

Definitions - To be added as needed.

Policy

1. CCA Accreditation Program

1.1. The Executive Director shall not fail to administer the CCA Accreditation Program.

Without limiting the generality of the foregoing, the Executive Director shall not fail to:

- a offer the CCA Accreditation Program to community health and social service organizations in Canada according to CCA Ends, Values and Policy GOV-03-Accreditation Principles, Foundations and Approach with the proviso that the ED shall not fail to:
 - ensure the final step of the accreditation approval process is impartial, transparent and allows for a meaningful review;
 - seek Board Committee approval when the accreditation decision could be to deny or to rescind accreditation
- b integrate the Board Committee decision-making role concerning denials or rescindment of accreditation into written operational policies
- c ensure CCA policies designate the Board as the final decision-making body where an appeal process takes place related to the denial or rescindment of accreditation
- d ensure that CCA-owned standards and the Accreditation Program/processes are reviewed and revised on a regular basis; at minimum, that a substantive review of different sets of CCA standards takes place on a four-year cycle that includes the following inputs:
 - an environmental and research scan to identify significant changes and emerging trends that could impact the sector(s) served by particular modules;
 - feedback received from regular evaluations conducted after CCA reviews take place
 - review of how a particular Module aligns with the Organizational Standards and other Program Modules
 - the creation of a Module Advisory Group comprised of representatives from the relevant service sector as well as CCA staff, committee or board members.
 - consultation with the related sector's leaders, funders and experts – methodologies to be used include surveys, face-to-face or teleconference meetings or interviews;

- a pilot phase – the revised standards will be used for approximately five accreditation reviews before being finalized.
- e develop new sets of standards to respond to needs expressed by Canadian community-based health and social service organizations in accordance with CCA strategic directions;
- f actively promote the CCA Accreditation Program to current and prospective accreditation clients;
- g ensure that CCA assist organizations to prepare for (re)accreditation reviews, including creating opportunities for organizations that are not ready to go through the full accreditation process to have access to CCA standards and resources;
- h establish a policy that outlines how the accredited status of an organization may be affected if it undergoes a merger or makes a program acquisition;
- i report to the Board on the delivery of the accreditation program as per the reporting requirements established by the Board;
- j respond in an efficient, effective, timely and supportive manner to any information that compromises the CCA Accreditation Program’s integrity; furthermore, the Executive Director shall not fail to keep the Board informed of such situations as they arise and to have a formal process in place to manage such situations. In particular, the ED shall not fail to establish fair and reasonably timely processes through which CCA may receive and address (i) complaints from the public about accredited organizations and (ii) external complaints about CCA’s program and personnel, and, shall not fail to report to the Board at least once per year concerning such complaints (how many/what topics received and their resolution.)

2. Annual Plan

- 2.1. The development of an annual plan is integral to the operation of CCA. Therefore, the Executive Director shall not operate the organization without an annual plan that clearly links organizational operations and expected outcomes to the Board-stated Ends. Furthermore, the Executive Director shall not engage in annual planning that:
- a contains too little detail or is too vague in terms of the expected outcomes;
 - b does not clearly link the operational outcomes to each of the End statements the Board has stated in policy;
 - c does not state expected timelines for the accomplishment of outcomes;
 - d does not state expected outcomes in clear, specific and measurable terms.

3. Operational Policies

- 3.1 The Executive Director shall not fail to establish Operational Policies and procedures that are aligned with Board policies and that are reviewed on a regular four-year cycle and revised as needed.

4. Organizational Sustainability and Growth

- 4.1. The Board of CCA believes that sustainability and growth are essential to ensuring that the organization can effectively accomplish the Board-stated Ends. To ensure both the sustainability and the growth of CCA the Executive Director shall not fail to:
- a generate revenues;
 - b manage and utilize CCA resources in an effective, efficient and prudent manner;
 - c manage the performance of all staff;
 - d engage in program evaluation, including outcome evaluation where appropriate.