

GOVERNANCE POLICY MANUAL

Edmonton Down Syndrome Society

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Foundational Documents

Vision

We envision a community that values all people with Down syndrome (Ds) and supports them in achieving their full potential.

Mission

The mission of EDSS is to benefit people with Ds and their families by providing information and support, facilitating services, and promoting inclusion through public awareness and advocacy, in collaboration with community partners.

Guiding Principles

- To set the standard for best practice in Ds services.
- To seek out innovative, evidence-based practices.
- To deliver sustainable, client-focused services inclusively.
- To have strong inter-agency and community relationships that facilitate the achievement of our mission.
- To maintain flexibility and relevance within the changing needs of our community.
- To determine programmatic needs from an empirical basis.
- To advocate for the rights and interests of people with Ds and their families.

Organizational Values

- Diversity in our board, staff, volunteers, and membership.
- Dignity, respect, and equality for all people.
- The inclusion of people with Ds in society.
- The excellence and commitment of our board, volunteers and partners in their roles supporting the rights and abilities of people with Ds.
- We respect the rights, abilities, and potential of people with Ds, and we respect and support the role of families and their choices in meeting the needs of people with Ds.

Role of the Board

- The Board's role is to act as the steward of the organization on behalf of the community.
- The Board of Directors is given the legal corporate authority and responsibility for the achievement of EDSS's mission.
- The Board is responsible for articulating and upholding the organizational mission.
- The Board is responsible for long-term planning and direction.
- The Board defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage EDSS's operations.
- The Board will focus on strategic leadership and governance.
- The Board will monitor and review the Executive Director's performance.

- The Board emphasizes an outward-focused long-term vision.
- The Board invites diversity in composition and viewpoints.
- The Board's direction is based on collective decisions.
- The Board exemplifies transparent, ethical behavior.
- The Board makes decisions in the best interests of EDSS overall, not any single interest, group, or funder.

Strategic Plan

A comprehensive framework for planning, setting priorities, establishing performance targets, management and budgeting is essential for effective and responsible organization stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce the desired result.

The Board of Directors, with the assistance of the Executive Director and in consultation with stakeholders, establishes EDSS's overall direction through the development and approval of a strategic plan.

This plan provides a blueprint for EDSS's direction and activity for three to five years encompassed by the strategic plan identifying the goals and strategies for the organization. It can be closely monitored and provide clarity to members about their expectations of the society.

The Board of EDSS will determine an annual date to review the strategic plan and update it for relevance, maintain focus on environmental and policy shifts, and review the goals and priorities.

An overview of the strategic plan will be shared with the people served by the organization and all other stakeholders as appropriate.

Annual Report

The Annual Report provides an overview of EDSS's achievements for the past year and is shared with members of the community and funders. The Annual Report is developed by the Executive Director and approved by the Board. The Annual Report includes the following information:

- Program information and statistical highlights.
- Performance measures and results achieved.
- Statement of financial position.
- An outline of future-focused direction.

Section 1 – Board Governance

POLICY SECTION	BOARD GOVERNANCE	PAGE 6 OF 42
POLICY NUMBER	GOV-1-01	
POLICY TITLE	GOV-1-01 POLICY DEVELOPMENT	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board’s key responsibility is the development of the strategy for EDSS. One functional way in which this is achieved through the development of policies which provide direction for the operation of EDSS.

- The Board is responsible for coordinating the development of policies.
- The Board may authorize the drafting of new policies at any time.
- The Board may authorize a review of any existing policy at any time.
- The Board may authorize amendments to any existing policy at any time.
- The Board directs that all policies shall be reviewed every five years basis.

POLICY SECTION	BOARD GOVERNANCE	PAGE 7 OF 42
POLICY NUMBER	GOV-1-02	
POLICY TITLE	GOV-1-02 ANNUAL GENERAL MEETING	
DATE ISSUED		
DATE REVISED		
REPLACES		

An Annual General Meeting (AGM) will be held in accordance with the bylaws.

The Board shall designate a meeting within 180 days of the end of the fiscal year as the AGM of EDSS at which time the election of a Board of Directors shall be held.

Notice of this meeting shall be given at least thirty (30) days prior to the date to all members.

A copy of the Agenda, Minutes of the previous year’s AGM, and the Audited Financial Statements of EDSS and the slate of members selected under the Nominations Policy, to be affirmed to the Board, shall be made available to all members upon request.

The Quorum at any AGM shall consist of ten (10) members in good standing. If such a number is not present at the time designated for the start of the meeting, the start shall be postponed thirty (30) minutes; and if ten (10) members in good standing are not present at that time, those present shall constitute a quorum.

POLICY SECTION	BOARD GOVERNANCE	PAGE 8 OF 42
POLICY NUMBER	GOV-1-03	
POLICY TITLE	GOV-1-03 RECRUITING AND SELECTING BOARD MEMBERS	
DATE ISSUED		
DATE REVISED		
REPLACES		

Recruiting and selection falls under the mandate of the board Nominating Committee.

- The nominating committee consists of two (2) board members and up to two (2) voting members of the EDSS.
- Recruiting and selection is an ongoing process.
- The Board evaluates the current and future leadership needs of the EDSS.
- The Board reviews its need for specific expertise, resources, or skills necessary to bring strength and balance to the Board.
- The Board’s composition will be an appropriate mix of skill, knowledge, and diversity.
- The Board must be continually vigilant about identifying and encouraging new membership.
- The Board membership list must be maintained as per the requirements in the Bylaws.
- Vacancies result at irregular intervals with periodic resignations; therefore, current Board members need to be continually aware of potential nominees in accordance with the Board notice and the specific perspective beyond governance which they bring.
- All potential candidates will be reviewed and interviewed by the Nominating Committee.
- A written summary of the relevant background of the nominee and reasons for their recommendations under the Nominating Committee’s procedures is to be presented by the Nominating Committee to the whole Board, including recommendations for the Board appointments.
- Once appointed by the Board the new Board member shall be informed in writing, and then presented at the next AGM for the membership to ratify the appointment.

POLICY SECTION	BOARD GOVERNANCE	PAGE 9 OF 42
POLICY NUMBER	GOV-1-04	
POLICY TITLE	GOV-1-04 ORIENTING AND TRAINING BOARD MEMBERS	
DATE ISSUED		
DATE REVISED		
REPLACES		

New Board members shall receive a thorough orientation, conducted by the board and assisted by staff, to their position within one month of becoming a member of the Board.

Orientation includes, but not limited to the following:

- Mission, vision, and values of EDSS.
- Bylaws and governance policy.
- An overview of funding sources.
- Role, structure, and functions of the Board.
- Confidentiality Agreement, Code of Conduct, and Conflict of Interest Policies.
- Procedural guidelines for Board meetings.
- A tour of facilities and introduction to key staff.
- Current organization of issues.
- Any other information which may assist their generative decision-making on the Board.

POLICY SECTION	BOARD GOVERNANCE	PAGE 10 OF 42
POLICY NUMBER	GOV-1-05	
POLICY TITLE	GOV-1-05 ROLES AND RESPONSIBILITIES OF THE BOARD	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board of Directors is given the legal corporate authority and responsibility for the achievement of EDSS's mission. The Board will account to EDSS's funders and other stakeholders through annual and periodic reports on the activities and finances of EDSS.

Duties of the Board:

- Oversee development and approval of the strategic plan, approve annual budget and operational plan.
- Define and safeguard EDSS's mission, vision, and values within which it expects EDSS to be administered and review these periodically.
- Govern EDSS through Board policy and strategy.
- Select, support, monitor, and evaluate (including potential hiring or termination) of the Executive Director to whom the responsibility for the operation of EDSS is delegated.
- Approve a balanced budget and policies for the financing of EDSS.
- Account to the public and funders for the services of EDSS and the expenditures of funds.
- Ensure prudent and proper management of EDSS's resources.
- Establish the general values framework in which EDSS's human resources will be managed.
- Regularly review EDSS's services to ensure that they are consistent with the purpose of EDSS and that its programs are effective and relevant to community needs.
- Represent EDSS and its programs in the larger community.

POLICY SECTION	BOARD GOVERNANCE	PAGE 11 OF 42
POLICY NUMBER	GOV-1-06	
POLICY TITLE	GOV-1-06 INDIVIDUAL BOARD MEMBER RESPONSIBILITIES	
DATE ISSUED		
DATE REVISED		
REPLACES		

EDSS expects its Board members to carry out their duties ethically and professionally, including proper use of authority. Meeting appropriate performance standards makes it possible to do the work of the Board efficiently and effectively. Performance standards expected for the Board volunteers include:

- Operate to make decisions based on the best interests of EDSS, exercising due care and diligence in the process.
- Be informed of the articles of incorporation, legislation and policies under which EDSS exists. and operates, including its bylaws, mission, vision, values, and Board policies.
- Be informed about the activities of EDSS and the community and general trends in the sector within which it operates.
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies.
- Be loyal to the organization and its members.
- Avoid any real or perceived conflict of interest.
- Deal with the public, clients, staff, and each other in a fair, ethical and respectful manner.
- Be prepared for, attend, and actively participate in meetings (including designated committees).
- Maintain confidentiality of Board business.
- Support and participate in fundraising events.
- Commit to communicating Board decisions as one voice.
- Participate in the recruitment and orientation of new Board members.

POLICY SECTION	BOARD GOVERNANCE	PAGE 12 OF 42
POLICY NUMBER	GOV-1-07	
POLICY TITLE	GOV-1-07 BOARD CHAIR POSITION	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board Chair shall preside over all meetings of EDSS and of the Board. In the Chair’s absence, the Vice Chair shall preside over such meetings. In the absence of both, a Chair may be elected.

Authority and Responsibility

The Chair ensures the integrity of the Board’s process and, secondarily, represents the Board to outside parties. The Chair is the only Board member authorized to speak for the Board.

General Duties

The Chair must:

- Ensure the Board adheres to the bylaws, policies, and values of EDSS.
- Ensure that the mission and vision are at the forefront of all discussion.
- Sets the Board’s agenda in conjunction with the Board members and the Executive Director.
- Chairs Board meetings.
- Appoints Board Committee Chairs.
- Serves as *ex officio* member of all committees and attends their meetings when needed.
- Evaluate and provide feedback to board members on their effectiveness.
- Recognizes Board members’ contributions to the work of EDSS.
- Authenticate the seal of EDSS with their signature.
- Ensures that there is a quorum at Board meetings.
- Promotes the organization’s purpose in the community.

Term

The Chair shall be elected for a two-year term. Election of the Board Chair is a decision based on strategic leadership competencies and the needs of EDSS.

POLICY SECTION	BOARD GOVERNANCE	PAGE 13 OF 42
POLICY NUMBER	GOV-1-08	
POLICY TITLE	GOV-1-08 BOARD PAST CHAIR POSITION	
DATE ISSUED		
DATE REVISED		
REPLACES		

Authority and Responsibility:

The past Chair is an *ex officio* position. Only the previous Chair can fill this position. The past Chair serves a one-year term. If this position becomes vacant, it remains vacant until there is another past Chair.

General Duties:

The Past Chair must:

- Fulfill the requirements and general duties required of the Directors-at-Large (listed in the job description of the Directors-at-Large).
- Support the current Chair.
- Provides historical continuity about the Board’s activities.

POLICY SECTION	BOARD GOVERNANCE	PAGE 14 OF 42
POLICY NUMBER	GOV-1-09	
POLICY TITLE	GOV-1-09 BOARD VICE-CHAIR POSITION	
DATE ISSUED		
DATE REVISED		
REPLACES		

Authority and Responsibility:

The Vice-Chair is elected from among the members by the Board at the first meeting following the AGM. The Vice-Chair serves a term that is a minimum of one year.

General Duties:

The Vice-Chair must:

- Fulfill the requirements and general duties required of the Directors-at-Large (listed in the job description of the Directors-at-Large).
- Assist, consult and advise the Chair.
- Act in the absence of the Chair.
- The position of Vice Chair shall be appointed annually based on the evolving needs of EDSS and the level of support required by the Chair.

POLICY SECTION	BOARD GOVERNANCE	PAGE 15 OF 42
POLICY NUMBER	GOV-1-10	
POLICY TITLE	GOV-1-10 BOARD SECRETARY POSITION	
DATE ISSUED		
DATE REVISED		
REPLACES		

Authority and Responsibility:

The Secretary of the Board of Directors is elected from among the members of the Board at the Annual General Meeting. The Secretary serves a term that is a minimum of one year.

General Duties:

The Secretary must:

- Fulfill the requirements and general duties of Directors-at-Large (listed in the job description for Directors-at-Large).
- Ensure that accurate minutes of all meetings of EDSS and the Board are kept.
- Be responsible for the safekeeping of the seal of EDSS.
- Ensure that all records of the Board and EDSS’s correspondence are kept.
- Ensure that members of the Board and EDSS receive notification of all meetings in accordance with EDSS’s Bylaws.
- Ensure that copies of EDSS’s Bylaws and Board’s policy statements are kept at EDSS.
- Ensure that Board minutes are reviewed at Board meetings and that necessary corrections to the minutes are made and sign the official copy of the minutes.
- Ensure that the annual return, amendments to the Bylaw and other incorporating documents are filed with the Corporate Registry.

POLICY SECTION	BOARD GOVERNANCE	PAGE 16 OF 42
POLICY NUMBER	GOV-1-11	
POLICY TITLE	GOV-1-11 BOARD TREASURER POSITION	
DATE ISSUED		
DATE REVISED		
REPLACES		

Authority and Responsibility:

The Treasurer of the Board of Directors is elected from among the members by the Board at the Annual General Meeting. The Treasurer serves a term that is a minimum of one year.

General Duties:

The Treasurer must:

- Report on financial statements presented to the Board.
- Report regularly to the Board on all financial matters of the organization.
- Oversee an annual audited financial report each year.
- Serve as the Chair of the Audit and Finance Committee.

POLICY SECTION	BOARD GOVERNANCE	PAGE 17 OF 42
POLICY NUMBER	GOV-1-12	
POLICY TITLE	GOV-1-12 BOARD COMMITTEES	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board may establish committees to help carry out its responsibilities.

- Board committees need to establish terms of reference.
- Board committees may not speak or act for the Board except when formally given such authority by the Board for specific and/or time-limited purposes.
- The Executive Director shall provide administrative support to facilitate the work of Board committees.
- All committee members shall abide by the same Code of Conduct as governs the Board.
- Except as defined in the written Terms of Reference, no committee has the authority to commit the funds or resources of EDSS.
- The Board Chair serves as an ex officio of any Board committee.

Standing Committees:

The Board has the following standing committees that must be chaired by a member of the Board or their designate. Each standing committee will receive written terms of reference from the Board.

Finance and Audit Committee

- The purpose of this committee is to ensure appropriate financial management of EDSS.
- Must be chaired by the Treasurer of the Board.
- Is comprised of the Treasurer, the Executive Director (as a non-voting member), and up to two Board members.
- At least one member of the committee should have a recognized accounting designation.
- All members should be “financially literate”; and
- May include voting members from the community who are not on the Board.

Governance and Human Resources Committee

- The purpose of this committee is to review and develop Board Governance Policies
- To ensure the ongoing recruitment, development, monitoring and evaluation of the Executive Director of EDSS.
- May be chaired by Board Chair and is comprised of one or more Board member(s) including the Vice Chair.
- May include voting members of the community who are not on the Board.

Nominations Committee

- The purpose of this committee is to bring forward to the Board of Directors the recommendation of board members for approval by the board and affirmed by the voting membership.
- Must be chaired by a member of the Board.
- Is comprised up to two Board members and may include up to two (2) voting members of the EDSS community who are invited to participate.
- Are responsible for recruitment, orientation, training and support of Board members.
- Engage in regular recruitment to ensure a full complement of Directors is obtained at the Annual General Meeting.

Ad Hoc Committees of the Board

- The purpose of an ad hoc committee is to establish support for a short-term specific initiative or fundraising strategy or event.
- May be chaired by a member of the Board or a Board appointed delegate.
- May include voting members of the community who are not on the Board.
- Will receive terms of reference from the Board.
- Will be disbanded once they have completed the specific tasks assigned to them.

POLICY SECTION	BOARD GOVERNANCE	PAGE 19 OF 42
POLICY NUMBER	GOV-1-13	
POLICY TITLE	GOV-1-13 DIRECTOR-AT-LARGE	
DATE ISSUED		
DATE REVISED		
REPLACES		

Authority and Responsibility:

The Board of Directors is the legal authority for EDSS. As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization in the organization’s best interests.

Directors are nominated by the Nominations Committee and elected by a majority vote of the Board of Directors and affirmed by a vote of all members, as defined in EDSS’s bylaws, at the Annual General Meeting. Directors serve a two-year term with no Director being eligible to serve more than three consecutive terms without a 2 (two) year intervening break.

Requirements:

A Director must:

- Make a commitment to support the work of the EDSS for Ds services and advocacy.
- Have knowledge and skills and/or interest in developing knowledge and skills in one or more areas of Board governance).
- Have willingness to serve on Board committees.
- Attend at least 70% of annual Board meetings.
- Attend assigned committee meetings.
- Attend the Annual General Meeting.
- Support and participation in special events.
- Support and participation in fundraising events.
- Failure to meet any of these requirements may result in a member being asked to resign.

General Duties:

A Director is fully informed on organizational matters of EDSS and participates in the Board’s deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

Directors Must:

- Review, consider and approve policy and other recommendations received from the Board, its standing committees, and senior staff.
- Monitor all Board policies.
- Review the bylaws and policy manuals, as required, and recommend bylaw changes to the membership.
- Participate in the development of and approve EDSS’s strategic and business plan.

- Approve EDSS's budget.
- Approve the hiring and termination of the Executive Director, including the Executive Director's contract, based on the recommendation of the Governance and Human Resources Committee.
- Assist and participate in the evaluation of the Executive Director; and
- Assist in developing and maintaining positive relations among the Board, committees, staff members and community to enhance EDSS's mission.

POLICY SECTION	BOARD GOVERNANCE	PAGE 21 OF 42
POLICY NUMBER	GOV-1-14	
POLICY TITLE	GOV-1-14 BOARD MEMBER CODE OF CONDUCT	
DATE ISSUED		
DATE REVISED		
REPLACES		

- The Board will take every due and proper measure to ensure that there is not and there shall not appear to be any conflict between the personal and the private interests of Board members and their responsibility to EDSS’s service users and the funding partners.
- The Board will take all due action to ensure that the integrity of EDSS and its role in the stewardship of EDSS and in maintaining public trust is preserved.
- EDSS will not show favoritism to the Board of Directors with regards to receiving any programs, services or benefits of EDSS membership.
- Any Board member who individually or as part of a business or professional firm is involved in the business transactions or services of EDSS, shall disclose this relationship and shall not participate in any vote taken in respect to such transactions or services.
- Board members shall not divulge confidential matters brought before the Board.
- Board members shall act ethically.
- Board members shall not participate in board discussions and decision making if they have a conflict of interest.
- Board members will not use their Board position to obtain employment in the organization for themselves, family members or close associations. Should a Board member apply for employment, they must take a leave of absence from the Board.
- Board members will make no judgments of the Executive Director or staff performance, except as that performance is assessed against explicit Board policies by the official process.
- Board members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct should be a succinct statement of essential principles intended to govern the conduct of the Board and staff of EDSS.

POLICY SECTION	BOARD GOVERNANCE	PAGE 22 OF 42
POLICY NUMBER	GOV-1-15	
POLICY TITLE	GOV-1-15 CONFLICT OF INTEREST	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board expects to conduct themselves in an ethical, respectful and professional manner. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as directors.

- Unless authorized at any meeting and after notice of same shall have been given, no officer or members of EDSS shall receive remuneration for their services.
- Directors must present unconflicted loyalty to EDSS.
- Loyalty to EDSS supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs.
- Loyalty to EDSS supersedes the personal interest of any director acting as an individual or client of EDSS’s services.
- Directors must avoid any conflict of interest concerning their fiduciary responsibility.
- Directors must not use their positions to obtain, for themselves or for their family members, employment with EDSS.
- Directors may not attempt to exercise individual authority over EDSS except as explicitly set forth in Board policies.
- Directors’ interaction with the Executive Director or with staff must recognize the lack of authority of any individual director or group of directors, except as noted above.
- Directors’ interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any director or directors to speak for the Board.
- Directors will make no judgments with respect to the Executive Director’s or any staff’s performance, except as that performance is assessed against explicit Board policies by the official process.
- Directors will deal with outside entities or individuals with clients, staff, and each other in a manner reflecting integrity, ethics, and straightforward communication.

POLICY SECTION	BOARD GOVERNANCE	PAGE 23 OF 42
POLICY NUMBER	GOV-1-16	
POLICY TITLE	GOV-1-16 BYLAW AND OBJECTIVES REVIEW	
DATE ISSUED		
DATE REVISED		
REPLACES		

Reference to Bylaws Article 9.01

- The Objectives and Bylaws of EDSS may be amended by special resolution at any meeting of EDSS. All suggested changes to the Bylaws must be submitted in writing to the Chair of the Society at least sixty (60) days prior to an AGM.
- Written notice of the proposed amendment shall be sent to all voting members of EDSS not less than thirty (30) days before the Annual General meeting of EDSS at which the amendment is to be proposed and shall be proposed as a special resolution as set forth in the Societies Act of Alberta.
- Bylaws shall be reviewed every 5 years by the Board of Directors.

POLICY SECTION	BOARD GOVERNANCE	PAGE 24 OF 42
POLICY NUMBER	GOV-1-17	
POLICY TITLE	GOV-1-17 CONFIDENTIALITY	
DATE ISSUED		
DATE REVISED		
REPLACES		

- The Board shall direct that all client and personnel records will be stored in such a manner as to provide secure storage of information. This risk shall be mitigated by the Executive Director reporting to the Board on measures to protect against cyber threats or other potential threats.
- All Board and EDSS personnel will, on commencement, read EDSS’s policies regarding information management and will read and sign the Declaration of Confidentiality.
- Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of any client names and/or circumstances that might identify clients. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone, including immediate family members. The duty of confidentiality continues indefinitely even after a Director has left the Board.

POLICY SECTION	BOARD GOVERNANCE	PAGE 25 OF 42
POLICY NUMBER	GOV-1-18	
POLICY TITLE	GOV-1-18 IN-CAMERA DISCUSSIONS	
DATE ISSUED		
DATE REVISED		
REPLACES		

From time to time, as the Board may determine, its meetings may be held in-camera, and all *ex-officio* persons shall be excluded from such deliberations unless otherwise requested. The Board Chair may determine when it is appropriate to go in-camera and Board members may request an in-camera session.

The following items may be considered in-camera upon approved motion of the Board:

- Personal matters about an identifiable individual or employee.
- Litigation or potential litigation.
- Matters of personal conflict between members of the Board as outlined in this governance policy.
- The performance and the compensation of the Executive Director.

POLICY SECTION	BOARD GOVERNANCE	PAGE 26 OF 42
POLICY NUMBER	GOV-1-19	
POLICY TITLE	GOV-1-19 BOARD MEETINGS	
DATE ISSUED		
DATE REVISED		
REPLACES		

- There shall be a minimum of six (6) Board meetings per year.
- Quorum will consist of 50% plus 1 to be a fully constituted meeting.
- The Board shall meet either in person or by electronic means.
- If all the directors participating in a meeting consent, one or more directors may participate in a meeting of the Board by means of telephone or other communication facilities so as to permit all persons participating in the meeting to hear each other, and a director participating in such meeting by such means is deemed to be present at the meeting.
- In the absence of both the Chair and the Vice Chair, an acting Chair may be elected by those attending that Board meeting to preside over that meeting.
- The package for Board meetings shall be circulated a minimum of 3 days prior to the meeting.

POLICY SECTION	BOARD GOVERNANCE	PAGE 27 OF 42
POLICY NUMBER	GOV-1-20	
POLICY TITLE	GOV-1-20 BOARD OF DIRECTORS LIABILITY LIMITATIONS	
DATE ISSUED		
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Every Director of EDSS and their executors, administrators, and estate effects respectively shall be indemnified and saved harmless, out of the funds of EDSS, from and against:

- All costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been a Director or Officer of the Society if:
 - i. the Indemnified Person acted honestly and in good faith with a view to the best interests of the Society; and
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the Indemnified Person had reasonable grounds for believing that his or her conduct was lawful.

The Society may with the approval of the Court indemnify an Indemnified Person in respect of an action by or on behalf of the Society to procure a judgment in its favour, to which the Indemnified Person is made a party by reason of being or having been a Director or an Officer of the Society against all costs, charges and expenses reasonably incurred by the Indemnified Person in connection with the action if the Indemnified Person fulfils the conditions set-out in paragraphs (i) and (ii).

The Executive Director shall bring to the Board the annual directors and officers liability insurance for confirmation and validate that all directors are appropriately covered.

Section 2 - Operational Governance

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 28 OF 42
POLICY NUMBER	GOV-2-01	
POLICY TITLE	GOV-2-01 DELEGATION TO THE EXECUTIVE DIRECTOR	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board delegates authority to the ED to operationalize these policies and strategic direction.

- The Executive Director is authorized to establish all further operational policies, make all decisions, take all actions, and develop all activities that are true to the Board’s policies and direction.
- The Executive Director will make the board aware of all operational policies and procedures.
- The Board may only direct the ED acting as a full Board.
- The Executive Director may not perform, allow, or cause to be performed any act which is contrary to explicit Board policies on executive authority.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 29 OF 42
POLICY NUMBER	GOV-2-02	
POLICY TITLE	GOV-2-02 MONITORING EXECUTIVE DIRECTOR PERFORMANCE	
DATE ISSUED		
DATE REVISED		
REPLACES		

Monitoring Executive Director performance is synonymous with monitoring organizational performance against Board policies on results and on operational governance. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.

- The purpose of monitoring is simply to determine the degree to which Board policies and strategic direction are being fulfilled.
- Each anniversary of hiring, the Board will conduct a formal evaluation of the Executive Director.

Monitoring

What	How	Who	When
Executive Director Performance	Internal Report	Governance Committee	Annually - Anniversary

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 30 OF 42
POLICY NUMBER	GOV-2-03	
POLICY TITLE	GOV-2-03 EXECUTIVE DIRECTION SUCCESSION	
DATE ISSUED		
DATE REVISED		
REPLACES		

The selection of the Executive Director is the responsibility of the board.

The Board shall maintain a succession plan in the event of the sudden departure of the ED. This plan shall be updated and reviewed annually.

- Within five (5) days of the announcement of a planned departure, the board Chair shall start a process to appoint a search committee.
- The search committee will develop a transition plan that addresses: the appropriate preparation prior to launching the search, the conduct of the search and selection process, and the post hire follow-through to ensure the successful onboarding of the new ED.
- The search committee shall be responsible for implementing this transition plan and further developing the plan as needed.
- At its first meeting, the Search committee shall determine its role, including responsibilities related to conducting the search process.
- The ED shall have at least one other senior staff familiar with Board and strategic issues and processes.
- The current Executive Director has the responsibility to continuously identify, encourage and develop senior managers within the organization who are qualified to meet future leadership needs, whether that be on a temporary or permanent basis.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 31 OF 42
POLICY NUMBER	GOV-2-04	
POLICY TITLE	GOV-2-04 STAFF TREATMENT	
DATE ISSUED		
DATE REVISED		
REPLACES		

Edmonton Down Syndrome Society is vitally interested in the ongoing health and safety of our employees, volunteers as well as that of our clients, visitors and guests. Edmonton Down Syndrome Society will ensure that comprehensive and up to date Human Resource policies and procedures are in place. The Executive Director will ensure that the Edmonton Down Syndrome Society management team reviews Company Health and Safety policies and procedures on an annual basis, or as appropriate, to ensure compliance with applicable regulations and/or address any changes to the work environment.

With respect to the treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions that are unfair or undignified.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 32 OF 42
POLICY NUMBER	GOV-2-05	
POLICY TITLE	GOV-2-05 COMPENSATION AND BENEFITS	
DATE ISSUED		
DATE REVISED		
REPLACES		

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image. Accordingly, they may not:

- Change their own compensation and benefits as established by the Board.
- Promise or imply permanent or guaranteed employment negotiated outside of established Human Resource policies and procedures.
- Establish current compensation and benefits which:
 - Deviate materially from the geographic or professional market for employee benefits and for the skills employed in the not-for-profit sector.
 - 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 losses of revenue.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 33 OF 42
POLICY NUMBER	GOV-2-06	
POLICY TITLE	GOV-2-06 COMMUNICATION AND COUNSEL TO THE BOARD	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Executive Director must:

- Keep the Board aware of relevant trends, public events of the organization, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- Submit the required monitoring data in a timely, accurate and understandable fashion directly addressing provisions of the Board policies being monitored.
- Advise the Board if in the Executive Director’s opinion, the Board is not in compliance with its own policies.
- Deal with the Board as a whole except when:
 - fulfilling individual requests for information or
 - responding to Board Officers or committees duly charged by the Board.

Financial Condition

With respect to EDSS’s financial health, the ED will ensure the fiscal integrity of EDSS and protect against deviation of actual expenditures from board priorities established strategic and budget planning.

Accordingly, the ED will:

- Ensure operating revenue and operating expenditure meet or exceed current year budgeted surplus/deficit.
- Ensure that any restricted reserves are not used, except as directed by the Board.
- Ensure all tax payments or other government ordered payments or filings are accurately filed.
- Ensure EDSS Board approved Financial Policies are adhered to.
- Ensure that all assets are insured, and adequately maintained against risks.
- Ensure that the Board is notified in a timely manner of all risks and changes in financial conditions, and that an acceptable level of foresight is being demonstrated towards risk mitigation.
- Fulfill all contractual obligations as delegated by the board and included in the job description and annual performance measures.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 34 OF 42
POLICY NUMBER	GOV-2-07	
POLICY TITLE	GOV-2-07 ADVOCACY	
DATE ISSUED		
DATE REVISED		
REPLACES		

In keeping with its policies, the Board adopts responsible advocacy as a means to provide effective service to clients and for the purpose of maintaining and expanding the role of EDSS in the community. To those ends, the Board regards advocacy as follows:

- **Political/Expansive Advocacy**

The primary advocacy role of the Board is:

- To articulate EDSS goals of client service, community awareness, and inclusion to government, other agencies, funding sources, and the community at large.
- To advocate for necessary recognition and financial support for EDSS programs and goals from government and other funding sources.
- To maintain and expand contact with boards of other agencies who are interested in or who provide assistance to individuals with Ds and/or disability services.
- To identify issues and strategies for constructive change and improvement in such services.
- To exemplify in actions and words the goals of EDSS.
- To support and encourage the Executive Director and staff of EDSS in their defined advocacy roles.
- To evaluate from time to time the advocacy roles, functions, and accomplishments of EDSS.

- **Operational Advisory**

The primary advocacy role of EDSS Executive Director is:

- To develop and maintain effective relationships and communication with those who control funding sources and with senior staff in other organizations so as to promote the best programs possible for those in the community with Ds;
- To direct the financial and human resources available to EDSS to that end;
- To ensure the development and implementation of effective operational policy and procedures to direct staff advocacy activity.
- To supervise and assist EDSS staff in the carrying out of their identified advocacy roles.
- To coordinate advocacy strategies with other Ds-related bodies; and
- To assist the Board in its advocacy function by bringing advocacy issues to the Board’s attention for possible action.

- **Service to Clients**

The primary advocacy role of EDSS staff is:

- To ensure that individuals receive appropriate access to EDSS programs and services, that clients participate in program and rehabilitation decisions affecting them, and that clients are treated with encouragement and respect.
- To interface with other organizations to ensure maximum service for clients is available from and within the mandate of those agencies.
- To act in accordance with EDSS operating policy and procedures; and
- To identify service issues and to bring them to the attention of the Executive Director for appropriate consideration of action.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 36 OF 42
POLICY NUMBER	GOV-2-08	
POLICY TITLE	GOV-2-08 FINANCIAL CONDITION	
DATE ISSUED		
DATE REVISED		
REPLACES		

The Board’s Finance and Audit Committee will establish financial policies and the Executive Director will follow those policies by implementing management procedures accordingly.

With respect to the actual, ongoing condition of the organization’s financial health, the Executive Director may not:

- Expend anything without Board authorization of a budget for that expenditure.
- Expend more funds than have been received in the fiscal year to date unless the debt guideline is met.
- Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
- Fail to settle payroll and debts in a timely manner.
- Allow cash balances to drop below the amount needed 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.
- Allow actual allocations to deviate significantly from Board-stated priorities.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 37 OF 42
POLICY NUMBER	GOV-2-09	
POLICY TITLE	GOV-2-09 BUDGETING/FORECASTING	
DATE ISSUED		
DATE REVISED		
REPLACES		

Budgeting for any fiscal period or the remaining part of any fiscal period will not deviate materially from Board strategic priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.

Accordingly, the Executive Director will ensure budgeting practices which contains adequate information to enable:

- Accurate projection of revenues and expenses,
- Separation of capital and operational items,
- Cash flow projection,
- Subsequent audit trails that support budget numbers.
- Disclosure of planning assumptions, and
- Adequate risk assessment.
- Annual operating funds for Board prerogatives, such as costs of fiscal and internal audit, Board development, Board and committee meetings, and Board professional fees.
- Sufficient financial flexibility to ensure the continuity of operations should EDSS encounter minor variances.

The budget practices should be derived from a broad base of input and from long-term strategic planning.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 38 OF 42
POLICY NUMBER	GOV-2-10	
POLICY TITLE	GOV-2-10 EXPENDITURE APPROVAL AND SIGNING AUTHORITY	
DATE ISSUED		
DATE REVISED		
REPLACES		

The overall framework for the authorization of expenditures is the annual Operating Budget. Once the Operating Budget has been approved by the Board of Directors, expenditures and commitments may be approved by the Executive Director as the expenditures remain within the limits of the overall Operating Plan.

Signing Authority

The Executive Director is granted Signing Authority within their area of responsibility by the EDSS Board of Directors. This document shall be approved annually by the Board at the September meeting.

Spending Authority Limit

Spending Authority Limit is granted to the positions within EDSS at the levels set out in the Expenditure Approval and Signing Authority Matrix and Procedure within an individual’s area of responsibility. Authorization Limits are per transaction and the total cost of the transaction must be used to determine the position level holding the required Spending Authority to approve the transaction.

Transactions must not be divided or separated to appear as lesser amounts to avoid the Spending Authority limit that would otherwise apply to the transaction, as this violates the intent of the policy.

Execution, Approval, and Limitations of Transactions

- General Signing Authority
Subject to Board approval, transactions and contracts must be signed by individuals granted signing authority.
- Transactions Requiring a Second Signature
A second signature by either the Executive Director and one board member is required prior to authorizing transactions or contracts meeting any of the following criteria:
 - Any unbudgeted item over \$5,000
 - Any approved budgeted transactions of \$50K or greater.
 - Any transactions in excess of the approved budgeted amount.
 - Any contracts or leases with liability of greater than three months or over the amount of \$10K.
- Transactions Requiring Board Approval

Approval of the Board is required prior to authorizing transactions or contracts meeting any of the following criteria:

- \$15K or greater variance from the Board approved budget.
- Leases with annual cash commitments greater than \$100K.

General Provisions

In an emergent situation, if the Executive Director is unable to get approval from the entire Board, the Executive Director may exceed his/her spending authority limit with approval from two Executive Board Members. These situations would be reported to the entire BOD as soon as possible.

Signing Authority Responsibilities with Contracts

Contracts have a legally binding effect on EDSS, and accordingly should only be signed when the requisite permissions are in place. In exercising Signing Authority granted under this policy, the Signing Officer must be prepared to take responsibility that risks and liabilities presented by the Contract have been addressed, and that EDSS can meet its obligations resulting from the Contract. EDSS defines a contract as anything that creates a legal liability or commitment that exceeds one month in obligations or creates expectation of performance or delivery. Procurement is therefore not included, unless it is for services that extend beyond one month e.g. waste management.

The signing authority for contracts must adhere to the Execution, Approval and Limitations of Transactions as per the Expenditure Approval and Signing Authority Policy approved by the Board of Directors. In addition, mandatory legal review is required when a contract has monetary implications of greater than \$100K in aggregate, or incurs liability for EDSS.

Storage of all contracts, with the exception of employment, will be electronic in a protected contracts folder on the shared drives.

Expenditure Approval and Signing Authority Matrix and Procedure

Purpose: This procedure is intended to complement the expenditure approval and signing authority policy, support an effective system of financial administration that satisfies organizational and managerial requirements for sound financial stewardship, accountability and internal controls.

Spending Authorization Limits

Note: all expenditure approvals based on “net” cash implications after considering any offsetting donations. Budgeted amounts can be aggregated by Cost/ Profit Center or by build project.

Staff Position	Expenditures Limits Within Budget
Executive Director	Up to \$50,000
Managers	Up to \$3,000

Expenditure authorities may delegate their authority laterally or higher up from their position.

Payment Approval (either Cheque or Electronic Fund Transfer (EFT))

- All invoices including Purchase Order (PO) driven expenditures need to be approved as per the Spending Authorization Limits prior to payment.
- Two approvals required on all payments with the exception of EFT's (see below).
- Director approving expense cannot sign cheque.
- Transfers between EDSS bank accounts do not require board approval and require the approval of one staff Manager (separate staff Manager or designate must initiate the transfer).

Company Credit Cards

- All monthly statements to be approved by Executive Director.
- ED statements require board chair/designate approval (can be retrospective).
- Payment of credit cards are processed in advance of individual statement approval to avoid late charges.

Electronic Fund Transfers (Financial Institution or Bank Bill Payment Function)

Two staff (or contractor) approve setup of bill payment accounts with Financial Institution or Bank.

Payroll and Payroll Benefit Payments

Two signing authorities (or contractor) are required to approve each payroll submission.

Execution, Approval, and Limitations of Transactions

- General signing authority
Subject to Board approval, transactions and contracts must be signed by individuals granted signing authority.
- Transactions Requiring a Second Signature
A second signature by either the Executive Director or Board Chair is required prior to authorizing transactions or contracts meeting any of the following criteria:
 - Any unbudgeted item over \$5,000.
 - Any approved budgeted transactions of \$50K or greater.
 - Any transactions in excess of the approved budgeted amount;
 - Any contracts or leases with liability of greater than three months or over the amount of \$10K.
- Transactions Requiring Board Approval
Approval of the Board is required prior to authorizing transactions or contracts meeting any of the following criteria:
 - \$5K or greater variance from the Board approved budget.
 - Leases with annual cash commitments greater than \$100K.

POLICY SECTION	OPERATIONAL GOVERNANCE	PAGE 41 OF 42
POLICY NUMBER	GOV-2-11	
POLICY TITLE	GOV-2-11 SIGNING AUTHORITY RESPONSIBILITIES WITH CONTRACTS	
DATE ISSUED		
DATE REVISED		
REPLACES		

Contracts have a legally binding effect on EDSS, and accordingly should only be signed when the requisite permissions are in place. In exercising Signing Authority granted under this policy, the Executive Director must be prepared to take responsibility that risks and liabilities presented by the contract have been addressed, and that EDSS can meet its obligations resulting from the contract.

EDSS defines a contract as anything that creates a legal liability or commitment that exceeds one month in obligations or creates expectation of performance or delivery. Procurement is therefore not included, unless it is for services that extend beyond one month e.g. waste management.

The signing authority for contracts must adhere to the Execution, Approval and Limitations of Transactions as per the Expenditure Approval and Signing Authority Policy approved by the Board of Directors

In addition, mandatory legal review is required when a contract has monetary implications of greater than \$100K in aggregate or incurs liability for EDSS.

Storage of all contracts, with the exception of employment, will be electronic in a protected contracts folder on the shared drives.

CALENDAR OF MONITORING ACTIVITY

MONTH	POLICY TITLE	HOW	WHO	HOW OFTEN
JANUARY TO DECEMBER	FINANCIAL CONDITION	INTERNAL REPORT	BOARD	MONTHLY
ANNIVERSARY	EXECUTIVE DIRECTOR PERFORMANCE	INTERNAL REPORT	GOVERNANCE COMMITTEE	ANNUALLY
FEBRUARY	ASSET PROTECTION/RISK MANAGEMENT	INTERNAL REPORT	BOARD	ANNUALLY
FEBRUARY	INSURANCE	INTERNAL REPORT	BOARD	ANNUALLY
MARCH	STAFF TREATMENT	INTERNAL REPORT	BOARD	ANNUALLY
MARCH	COMPENSATION AND BENEFITS	INTERNAL REPORT	BOARD	BIENNIALLY
APRIL	POLICY REVIEW	INTERNAL REPORT	BOARD	ANNUALLY
MAY	EXECUTIVE DIRECTOR SUCCESSION	INTERNAL REPORT	BOARD	ANNUALLY
APRIL	BYLAW REVIEW/MEMBERSHIP	INTERNAL REPORT	BOARD	ANNUALLY
JUNE	BOARD SELF EVALUATION	INTERNAL REPORT	BOARD	ANNUALLY
JUNE	REVIEW STRATEGIC PLAN	INTERNAL	BOARD	ANNUALLY
AUGUST	ANNUAL PLAN PROGRESS REVIEW	INTERNAL REPORT	BOARD	ANNUALLY
SEPTEMBER	BOARD RECRUITMENT	INTERNAL	BOARD	ANNUALLY
OCTOBER	CONFIRM ANNUAL PRIORITIES	INTERNAL	BOARD	ANNUALLY
NOVEMBER	EDSS BUDGET APPROVAL	EXTERNAL REPORT	BOARD	ANNUALLY
ON-GOING	FINANCIAL CONDITION		FINANCE AND AUDIT COMMITTEE	
ONGOING	COMMUNICATION AND COUNSEL TO THE BOARD	DIRECT INSPECTION	BOARD	ON-GOING