

*Choice & Independence.* We respect our residents' right to make decisions for themselves. Though residents may require supports, we never limit choice or independence more than is necessary.

*Dedication.* Working for Chinook Foundation is more than a job. It is an opportunity to selflessly give from the heart to enrich the lives of others. It is an opportunity to strive for excellence in care, cooking, housekeeping, maintenance, activities, and administration as a reflection of our dedication to ensuring the best possible service for our residents.

*Dignity.* Each person has value, wisdom, and a contribution to make. We maintain privacy and confidentiality and treat everyone with dignity regardless of any differences, disabilities, or care needs. We see a person of worth before we see a medical diagnosis.

*Fulfillment.* We provide opportunities for our residents to experience meaningful and fulfilling lives by striving to meet their physical, intellectual, social, emotional, and spiritual needs and by giving them opportunities to contribute, be involved and be connected.

*Home.* We operate homes, not institutions. We maintain a home-like décor, serve home-style meals, and respect the individuality of each resident in safely furnishing and decorating their private space.

*Relationships.* We build meaningful relationships with residents and empower their connectedness with each other and with family, friends, and the community. Each person is known and valued as an individual.

*Safety.* We maintain safe living and working environments for our residents and staff. We keep our buildings and grounds in excellent condition, run effective health and safety programs, have emergency plans, respond promptly to safety hazards, follow infection prevention and control measures and work with our partners to ensure care plans protect resident safety. Our other values are always respected in the approach we take to safety concerns.

### **OH-103. Organizational Structure**

Date Approved:

Board Chair Signature:

The Chinook Foundation is governed by a Board of Directors comprised of eight elected representatives appointed by member municipalities in Cardston County allocated as follows: Cardston County, Town of Cardston, Town of Magrath, 2 each; Village of Glenwood and Village of Hill Spring, one each.

The board is responsible for hiring, training, supervising, and evaluating a chief administrative officer (CAO). The CAO is accountable to the board and is the only employee the board has power to direct. The CAO is accountable for hiring, training, supervising, and evaluating site

managers at each of the foundation's facilities. The site managers are responsible for all staff and volunteers at their respective sites.

## **OH-104. Corporate Board Bylaws**

Date Approved: 16 September 2013

Date Reviewed:

Board Chair Signature:

Chinook Foundation was incorporated as a Management Body under The Alberta Housing Act on January 1, 1995, by the authority of the Honourable Tom G. Thurber, Minister, Alberta Municipal Affairs. Ministerial Order Number H:191/94, dated January 1, 1995, conferred upon Chinook Foundation full rights, responsibility, and accountability for the management, operation, and maintenance of Senior's and Social Housing accommodation in the Towns of Cardston and Magrath, the Municipal District of Cardston, and the Villages of Glenwood and Hill Spring. The following Bylaws are intended to define the framework under which the Board of Directors of Chinook Foundation will operate, in pursuing its mandate.

### **1.0 DEFINITIONS:**

For purposes of interpreting and applying these Bylaws and any rules established therein, the following definitions will apply:

**ACT** shall mean the Alberta Housing Act, including all amendments and regulations applicable to it.

**AMENDMENT REGULATION 168/95** shall mean Ministerial Order #H:122/95, dated July 17, 1995, being the Management Body Operation and Administration Amendment Regulation.

**BOARD** shall mean the Board of Directors for Chinook Foundation.

**EX OFFICIO MEMBER** shall mean a full voting member of the Board, who is an elected official of a member municipality, and has been formally nominated as the representative of his elected council to the Board.

**CAO** shall mean the Chief Administrative Officer of Chinook Foundation, employed by the Board to carry out its wishes, and to manage its affairs in all areas of operations.

**IMMEDIATE FAMILY** shall mean grandparents, parents, spouse (including common law relationship), siblings, children, grandchildren, father-in-law, mother-in-law, brother-in-law, and sister-in-law.

**MANAGEMENT BODY** shall mean Chinook Foundation, its Board of Directors, and all administrative, support and technical staff employed by it.

**MEMBER MUNICIPALITIES** shall mean the Town of Cardston, the Town of Magrath, the Municipal District of Cardston, the Village of Hill Spring and the Village of Glenwood.

**MEMBER** shall mean any member of the Board of Directors as appointed by the member municipalities.

**MINISTER** shall mean the Minister over Alberta Seniors.

**PECUNIARY INTEREST** shall mean that as prescribed in the Management Body Operation and Administration Amendment Regulation 168/95, Section 5.2.

**REGION** shall mean the total geographical area contained within the corporate boundaries of all Member Municipalities.

**REGULAR MEETINGS** shall mean the only General Meeting of the Foundation.

**REGULATIONS** shall mean any regulations established under the Alberta Housing Act, the Management Body Operations and Administration Regulations, the Social Housing Accommodation Regulations, the Housing Accommodation Tenancies Regulations, the Lodge Assistance Program Regulations, the Employment Standards Act Regulations and the Freedom of Information and Protection of Privacy Act, Protection of Persons in Care (PPIC).

## **2.0 INTERPRETATION**

**SINGULAR AND PLURAL:** Words indicating the singular number also include the plural, and vice-versa.

**MASCULINE AND FEMININE:** Words indicating the masculine gender also include the feminine gender, and vice-versa.

**HEADINGS:** Are for convenience only. They are not intended to affect the interpretation of these Bylaws in any way.

## **3.0 BOARD MEMBERSHIP**

3.1 The Management Body shall be governed by a Board, comprised of seven (8) members, constituted as follows:

- Two (2) members appointed by the Town of Cardston from its elected municipal council, as it deems appropriate,
- Two (2) members appointed by the Town of Magrath from its elected municipal council, as it deems appropriate,
- Two (2) members appointed by the Municipal District of Cardston from its elected municipal council, as it deems appropriate,
- One (1) member appointed by the Village of Glenwood from its elected municipal council, as it deems appropriate,
- One (1) member appointed by the Village of Hill Spring from its elected municipal council, as it deems appropriate

3.2 Members of the Board shall be appointed as follows:

- Ex Officio: Immediately following the most recent general municipal election in the member municipalities, and annually thereafter.

3.3 The term of appointment for each Member of the Board shall be as follows:

- Ex Officio: A maximum of one (1) year.

3.4 The maximum number of consecutive terms to be served by Members of the Board shall be as follows:

- Ex Officio: As deemed appropriate by the Member Municipality.

3.5 If a vacancy occurs on the Board in mid-term, the following will govern:

- Ex Officio: The member municipality from which the departing member was appointed shall appoint a replacement member, as soon as possible thereafter, to complete the original term.

3.6 A Member / Director / Officer shall be disqualified or expelled from the Board (by majority vote of all remaining members) if he:

- Becomes a judge of a court or a member of the Senate or House of Commons or of the Legislative Assembly,
- Is convicted of an offense punishable by imprisonment for 5 or more years,

- Does not vote on a matter at a board meeting, at which he is present, unless he is required or is permitted to abstain from voting,
- Discloses information he is required to keep in confidence,
- Refuses or neglects to disclose to the Board his pecuniary interest in a matter before the Board, as required in Section 5.4 of Amendment Regulation 168/95,
- When, except for reasons of ill health or other circumstances which are acceptable to the Board, the appointed director is absent from three (3) consecutive Board meetings,
- Ceases to be a resident of the Region during his term,
- Has a pecuniary interest in an agreement that is not binding on the Board by virtue of Section 5.5 of Amendment Regulation 168/95,
- He uses information obtained through his membership on the Board to gain a pecuniary benefit on any matter,
- Has been disqualified from holding elected office in the Member Municipality which he represents,
- Becomes liable to the Management Body,
- Becomes an employee of the Board,
- Acts contrary to an order or direction of the Minister.

- 3.7 In the event of disqualification or expulsion of a Member, the Board shall:
- Ex Officio: Officially advise the affected Member Municipality, in writing, of the disqualification/expulsion, and request the Council to appoint a replacement Member as soon as possible.
- 3.8 No person is eligible to be a Member of the Board if he:
- Does not reside in the Region
  - Is employed by the Board
- 3.9 Every Member, the CAO, and all other staff employed by the Board, shall respect the confidentiality of all matters discussed within closed (In Camera) session of the Board, or matters relating to residents in its projects, employees of the Board, or issues which, in the normal course of business, are considered privileged information.
- 3.10 The Board is a continuing body.
- 3.11 Resignation of Members shall be made in writing.

#### **4.0 BOARD OFFICERS**

- 4.1 The Board shall have a Chairman, Vice-Chairman, and any other such officers it deems appropriate from time to time.
- 4.2 The Chairman and Vice-Chairman shall be elected from the members of the Board at each Organizational Meeting no later than November 30, of each year. The election shall be done by secret ballot.
- 4.3 The term of office for the Chairman, Vice-Chairman and any other officers of the Board shall be for a one (1) year term.
- 4.4 The Chairman, Vice-Chairman or any other officers of the Board may hold consecutive terms of office as long as each officer is a member of the Board.
- 4.5 The Chairman shall preside at all regular board meetings.
- 4.6 In the absence of the Chairman, the Vice-Chairman shall assume the role of Acting Chairman, with all attendant powers and authority.

- 4.7. If the position of Chairman or Vice-Chairman of the Board becomes vacant during mid-term, the Board shall, as soon as possible, elect a replacement for the remainder of the term.
- 4.8. The establishment and composition of Board committees may be determined by the Board at times and in manners deemed appropriate.
- 4.9. The CAO shall act as the Secretary of the Board, except that, in his absence, the Board shall elect a Secretary.
- 4.10. The Secretary shall, among other things as assigned by the Board:
- Arrange for and confirm meeting room space for the Board meeting,
  - Notify Board Members of all meetings,
  - Record, document, and distribute the minutes of each meeting,
  - Prepare each meeting's agenda,
  - Present to each meeting the Income statements as well as other statements and/or reports deemed appropriate by the Board from time to time,
  - Attend to any correspondence so directed by the Board.

## 5.0 MEETINGS

- 5.1 Regular Meetings;
- Regular meetings of the members shall be held monthly on the Third Monday of each month, unless altered.
  - Members will typically receive an email three (3) to five (5) days prior to each regularly scheduled meeting to include the Agenda, materials relating to the Agenda and prior meeting Minutes.
  - A regular meeting may be altered or canceled by a majority vote of the Members.
  - Regular meetings of the members may be suspended over the summer months of July and August as well as December upon approval of a majority vote.
- 5.2 Organizational Meetings;
- 5.2.1 The organizational meeting shall be held in November of each year. At the organizational meeting the Board shall:
- Elect a Chairman and a Vice-Chairman
  - Make committee appointments as necessary
- 5.3 Special Meetings;
- The Chairman, or Vice-Chairman in his absence, may call special meetings under urgent circumstances without notice, upon the unanimous consent of the board.
  - Except in the case of urgent circumstances, each member shall receive at least (2 days) 48 hours' notice, by way of email or direct telephone conversation or telephone voice message left at the phone number currently on file. Such notice to include the date, time and location of the Special Meeting of the board.
- 5.4 In Camera Sessions;
- The Board shall hold in camera sessions, during any meeting, for discussion about an identifiable individual. The board may use its discretion to hold sessions in camera for other discussions such as, but not limited to, program or proposal development, policy development and legal issues.
- 5.5 Voting;
- A quorum shall consist of five (5) members personally present, and no business of the Board can be transacted without it.

- Each member of the Board in attendance shall be entitled to one (1) vote on all matters presented to the Board, except as the Regulations exempt or disqualify such member.
- No voting by Proxy shall be permitted.
- Unless adopted otherwise, a simple majority vote of attendant members is sufficient to approve Board business.
- From time to time, the Board may, by majority vote, adopt a policy that requires a vote greater than a simple majority, in order to approve certain specific Board business.
- The Chairman shall be permitted to vote, as follows:
  - To break a tie vote of the other Members.
  - Where a vote greater than simple majority is required, and his vote is needed to pass or defeat a motion.

5.6 Each meeting shall have an Agenda.

5.7 Subject to Board approval to the contrary, the typical content and order of business for a regular meeting shall be as follows:

- Call to Order
- Prayer (by invitation)
- Adoption of the Agenda
- Adoption of Minutes of previous meeting
- Business arising from the minutes
- Monthly CAO and Site Manager Reports
- New Business
- Adoption of the Financial Statements and Reports
- Committee Reports (when applicable)
- In Camera sessions (when applicable)
- Adjournment

5.8 The signature of any two of the Chairman, Vice-Chairman, or the CAO shall be required to officially approve Minutes of previous Board meetings.

5.9 All meetings and meeting procedures shall be in accordance with “Robert’s Rules of Order, Newly Revised”, unless specified otherwise in these Bylaws.

## 6.0 **BOARD COMMITTEES**

6.1 From time to time, the Board may deem it appropriate to constitute standing or ad hoc committees, comprised of Members, the CAO and/or other employees of the Board, to represent, and to report to, the Board on a variety of matters, such as Finance, Administration, Staffing, Policies and Procedures, Maintenance, etc.

6.2 The establishment of such committees shall be approved by the majority vote of the Members.

6.3 For each committee so formed, the Board shall provide specific Terms of Reference, indicating, among other things:

- The committee’s role,
- The committee’s authority,
- The amount of Budget or other resources available to the committee,
- The focus of the committee’s work,
- The objectives or results to be achieved,
- The means whereby necessary information can be obtained,
- The reporting requirements,
- Applicable time frames.

6.4 The Board shall elect the Chairman and each member of each committee so established.

## **7.0 DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- 7.1 A Board of Directors shall govern the affairs of Chinook Foundation. The Board shall supervise, control and direct the affairs and business of Chinook Foundation. The Board may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these bylaws and actively pursue the mission and goals of Chinook Foundation.
- 7.2 The Board shall appoint a Chief Administrative Officer, to be known as the Chief Administrative Officer (CAO) of Chinook Foundation, who shall carry out the management of Chinook Foundation.
- 7.3 The Board shall provide overall clear policy direction to the CAO regarding the affairs of Chinook Foundation and monitor the implementation of the Regulations and policies.
- 7.4 The board may delegate to any committee or officer any or all power, duties and authority of the board which may be lawfully granted.
- 7.5 The Board shall develop, approve and review a Job Description for Board Members outlining (but not limited to):
- Authority and Responsibility
  - Role, Responsibilities and Functions of a Governing Board
  - Requirements of Board Membership
  - Board of Directors Code of Conduct
  - Performance Expectations for Board Members
  - A list of General Duties
  - A Board Member Evaluation Process
- 7.6 The board shall appoint, according to the Freedom of Information and Privacy Act, Section 89(a), A FOIP Head who shall have the responsibility for ensuring Chinook Foundation remains in compliance with the Act and as well, shall keep the Board informed of any FOIP requests. The FOIP head will be a member of the board or the CAO.

## **8.0 INDEMNIFICATION**

- 8.1 Chinook Foundation shall indemnify and hold harmless each Board Member, Officer and Employee against any and all liability and reasonable expenses in connection with, or resulting from, any claim, action, suit, or proceeding, in which the Member, Officer or Employee may become involved as a party, or otherwise by reason of having been a Member, Officer or Employee.
- 8.2 The foregoing protection shall not extend to matters in which the Member, Officer or Employee shall be determined to be liable for negligence, or misconduct, in the performance of his duty or responsibility.

## **9.0 FINANCIAL AND ADMINISTRATIVE MATTERS**

- 9.1 **SIGNING AUTHORITY:** Shall be any two persons of the Chairman, Vice-Chairman, one additional director appointed by the board and the CAO.
- 9.2 **FISCAL YEAR:** Shall commence January 1 and conclude December 31.
- 9.3 **AUDITOR:** In compliance with the Ministerial Order and related Acts and Regulations, the Board shall appoint an Auditor. Auditor selection and terms of appointment must be approved by resolution of the Board.

- 9.4 **AUDIT:** Shall be completed by March 15 of each year, and shall be conducted by qualified auditors appointed by the Board.
- 9.5 **BORROWING:** Shall not be undertaken by the Board.
- 9.6 **EXECUTION OF DOCUMENTS, BOOKS and RECORDS**
- 9.6.1 Deeds, transfers, licenses and contracts on behalf of Chinook Foundation, shall be signed by any two (2) signing officers.
- 9.6.2 The CAO and one other signing officer may enter into contracts in the ordinary course of Chinook Foundation's operation on behalf of Chinook Foundation.
- 9.6.3 Notwithstanding any provisions to the contrary contained in the bylaws of the corporation, the Board may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the Chinook Foundation may be executed.
- 9.6.4 Directors shall see that all necessary books and records of the corporation required by the bylaws or by any applicable statute or law are regularly and properly kept.
- 9.7 **INSPECTION OF BOOKS AND RECORDS:** The accounting records and books may be inspected by any member after providing the CAO with a written request identifying the records to be inspected and the purpose of the proposed inspection. The CAO will subsequently respond to such request and arrange for the inspection on a mutually agreeable date and time. No accounting records or books shall be removed or permitted to be removed from the premises for inspection unless legally required.

## **10. GENERAL**

- 10.1 **CORPORATE SOLICITOR:** The Board at its discretion may appoint or otherwise secure the services of a solicitor to provide advice on corporate matters of a legal nature and/or to represent Chinook Foundation as otherwise deemed necessary. The selection and terms of appointment/services must be approved by resolution.
- 10.2 **SOLICITOR SERVICES:** Notwithstanding any provisions to the contrary contained in the bylaws of the corporation, the CAO shall be approved and empowered to secure the services of a solicitor to provide advice on corporate matters of a legal nature and approve such services and/ or representation on behalf of the Chinook Foundation in the CAO's discretion.
- 10.3 **CORPORATE OFFICE:** Shall be located at:  
364 – 5<sup>th</sup> Avenue W.  
Cardston, Alberta, T0K 0K0
- 10.4 **BYLAWS AMENDMENTS:** Shall only be approved by the Board under the following circumstances:
- In the future these By-Laws may be rescinded, amended or added to by a 'Special Resolution' approved by a minimum of (6/8) majority vote of the members.
  - Thirty (30) days advance written notice to the members specifying the intention to propose a "Special Resolution" must be given prior to the meeting in which a Special Resolution is to be voted upon.
- 10.5 **NON-PROFIT CLAUSE:** The organization shall be carried out without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives. Directors shall not be paid when acting in the capacity of their positions. Officers shall not be paid for their services as such.
- 10.6 **CORPORATE SEAL:** Chinook Foundation has not adopted a corporate seal.



The Bylaws of Chinook Foundation Board of Directors have been passed by Resolution of the Board dated this  
16<sup>th</sup> day of SEPTEMBER, 2013. Signed on behalf of the Board of Directors:

\_\_\_\_\_  
(Chairperson)

\_\_\_\_\_  
(Vice-Chairperson)

#### **OH-105. Responsibilities of the Chinook Foundation Board of Directors**

Date Approved:  
Board Chair Signature:

The Chinook Foundation Board is the entity responsible for the organization's highest level of decision-making and legal authority. It has the ultimate accountability for, and authority over the organization's resources and activities. The Board defines, through policy, the parameters of the organization. The board has the ultimate responsibility for:

1. Establishing the vision, mission, and values for the Chinook Foundation.
2. Establishing broad written governance policies and monitoring those policies to ensure they remain pertinent.
3. Ensuring the proper financial management of the foundation.
4. Setting a direction for the future including establishing a strategic plan and business plan.
5. Hiring, training, directing, evaluating, and releasing the CAO.

#### **OH-106. Chinook Foundation Governing Principles**

Date Approved:  
Board Chair Signature:

The Chinook Foundation board follows best-practice governance principles. The board:

- **Articulates on communicates the vision**, making sure that the vision is in line with community needs. The board focuses on strategic planning and direction. Through policy, the board defines the parameters within which the organization operates.
- **Focuses on the whole organization**, rather than on particular issues of interest to the board or to individual board members.
- **Is a corporate body**, and must work as a whole. No individual member, including the chair, or group of individuals, such as committees, has the authority to direct the organization and its staff.
- **Speaks with one voice**. Once the board has approved an action through a motion, it becomes the organization's official policy. All members are bound by it, even if they disagree with it. Board members must not undermine the Chief Administrative Officer or other board members. If the

decision is of major importance, and a board member cannot accept the decision of the majority, the board member should resign.

- **Directs the organization's work**, by approving policy and monitoring the impact of policy. The board makes policy in four areas: framework, board self-governance, operations and advocacy.
- **Is responsible for its own management**. This includes board recruitment, orientation, agenda development, evaluation and meeting management.
- **Hires, supervises, and releases only one employee:** the Chief Administrative Officer. In a policy governing board, the CAO hires, supervises, and releases the rest of the organization's employees.
- **Avoids making management and operational decisions**, even though individual board members may have expertise in specific areas.

#### **OH-107. Board of Directors Code of Conduct and Ethics**

Date Approved:

Board Chair Signature:

The Board expects of itself and its members ethical, business-like and lawful conduct. This includes proper use of authority and appropriate decorum. In exercising their powers and discharging their duties as members of the board, board members shall act honestly and in good faith with a view to the best interests of Chinook Foundation and exercise the care, diligence and skill that a reasonable and prudent person would exercise in a comparable circumstance.

1. Board members must be loyal to the interests of Chinook Foundation over and above any:
  - loyalty to advocacy or interest groups, and memberships on other boards, councils or staffs.
  - personal interest of any board member or their family acting as an individual consumer of Chinook Foundation services.
2. Board members must avoid conflict of interest.
  - There must be no self-dealing or any conduct of private business or personal services between any board member and Chinook Foundation.
  - Board members must not use their position to obtain employment within Chinook Foundation for themselves or family members.
  - Exceptions can occur only when there is openness, competitive opportunity, and equal access to information.
3. Board members must not exert any individual authority over the organization except as stated in Chinook Foundation policies.
  - Individual board members do not have any authority to speak for the organization when they interact with staff, the public, the press, and other entities unless granted this authority by the board as a whole.
  - Individual board members may not direct Chinook Foundation staff.
  - Board members shall request operational information from their employee – the CAO.

4. Board members must maintain the confidentiality of information entrusted to them by Chinook Foundation or its stakeholders, except when disclosure is authorized or required by laws, regulations, or legal proceedings.

#### **OH-108. Board of Directors Performance Expectations**

Date Approved:

Board Chair Signature:

1. Devote time in learning the responsibilities of a governance board and how the Chinook Foundation board functions.
2. Prepare for, regularly attend, and actively participate in board meetings and committee assignments.
3. Accept and abide by the legal and fiscal responsibilities of the board as specified by the Ministerial Order, the Alberta Housing Act, its regulations, and board bylaws.
4. Vote according to one's individual conviction with the best interest of the Foundation as the basis for decision making. Challenge the opinions of others when necessary. Publicly support the majority decision of the Board.
5. Serve the foundation as a whole rather than any special interest group or constituency. Although board members are appointed by member municipalities, a Chinook Foundation board member is autonomous from the member municipality and therefore has an obligation to represent the foundation's best interests.
6. Maintain the confidential nature of board deliberations and defer to the chair or CAO as spokesperson(s) for the foundation.
7. Avoid participation in the day-to-day operations of the foundation and follow appropriate channels of communication.
8. Comply with the Alberta Housing Act Management Body Operation and Administration Regulation section 5.2 (1 through 4) and sections 5.4 and 5.5 regarding pecuniary interest.
9. Support the foundation's established fund-raising efforts.
10. Refrain from actions and involvements that might prove embarrassing to the foundation and resign if such actions or involvements develop.

*See also Alberta Housing Act Management Body Operation and Administration Regulation (MBOAR)*

#### **OH-109. Board of Directors Evaluation Process**

Date Approved:

Board Chair Signature:

Once a year, the board will hold a self-evaluation as part of a board meeting. A board member evaluation form should be completed by each board member ahead of the meeting. At the meeting the board discusses findings and identifies areas of strength and opportunities for improvement.

The board member evaluation form contains the following questions:

##### **Authority and Responsibility**

- Is our vision in line with community needs?
- Do we as a board focus on the whole organization, rather than on only particular issues?

- Are we a corporate body, working together as a whole? Have we ensured that no individual member, including the chairperson, or group of individuals, such as committees, have the authority to direct the organization and its staff?
- The board speaks as one voice. Are board members bound by all motions or policies approved, even when a board member disagrees with it?
- Have any of the board members undermined the CAO or other board members?
- Does the board direct Chinook Foundation work by approving and monitoring policies?
- Is the board responsible for its own management including board recruitment, orientation and evaluation, as well as agenda development and meeting management?
- Does the board hire, supervise and release only one employee: the CAO, and allow the CAO to hire, supervise and release the rest of the organization?
- Does the board follow a process to evaluate the chief administrative officer?
- Does the board avoid making management and operational decisions?

### **Requirements**

- Are board members committed to the work of the Chinook Foundation?
- Are board members willing to sit on committees and is the workload shared equally?
- Do we have acceptable attendance at meetings; assigned committees, monthly and other board meetings?
- Do board members support and participate in special events?

### **Expectations**

- Are all board members loyal to the interests of Chinook Foundation and the public it represents?
- Is conflict of interest avoided?
- Have all board members ensured they do not exercise individual authority over staff or the organization?
- Do all board members deal with outside entities or individuals, with clients and staff, and with each other, in a manner reflecting fair play, ethics and straightforward communication?
- Do all board members help maintain friendly, positive working relationships with board, staff and volunteers?
- Is confidentiality maintained (FOIP) and do board members respect that staff cannot discuss confidential items?
- Do all board members speak positively of the organization to the public?

### **General Duties**

- Are Corporate Board Bylaws monitored and reviewed?
- Do board members participate in the development of business plans and update as required?
- Does the board approve Chinook Foundation budgets?
- Is Chinook Foundation financial accounting and reporting system efficient and honest?
- Do all board members adhere to applicable legislation, regulation, laws and good businesses practices?

### **Meeting Participation**

- Are meetings run efficiently?
- Do the meetings start and end on time and is the duration appropriate?

- Are meetings scheduled at a convenient place, day and time?
- Are all board members informed about the current issues and prepared to discuss them?
- Is the chairperson or CAO notified in advance if unable to attend board meetings?
- Are reports, issues, policies and motions prepared in writing?
- Are board members prepared? Do they read the pre-meeting material and minutes and note any issues to raise at the meeting?
- Do all board members attend all board meetings and committee meetings?
- Have all board members developed a working knowledge of meeting procedures?
- Are all board members punctual?
- Do all board members ask questions, participate in discussions and decision-making, react to ideas, and show initiative?
- Is the discussion on important items open, honest and direct?
- Is there a tone of good humor and rapport? Does the behavior of board members and staff reflect mutual respect and understanding of each other's roles?
- Is most of the meeting time spent discussing the most important items? And are minor items dealt with quickly and efficiently?
- Does the board believe the CAO is honest, forthcoming and complete in his/her presentation of information?

*See Appendix 3. Board Member Evaluation*