

# 'Governance-Responsibilities- Board of Directors and Directors' Board Policy (3.1.1)



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The Board of Directors acts collectively and exercises its powers and responsibilities as a group. No individual director has the power to act on his or her own. As a member of the Board of Directors (the "Board"), each director will fulfil the legal requirements and obligations of a director, which will include the responsibilities:

- i) To act honestly and in good faith with a view towards the best interests of World Vision Canada; and
- ii) To exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

## **MANDATE**

The Board of Directors has the responsibility of setting the strategic direction of World Vision Canada and establishing appropriate governance and risk management policies to ensure delivery of the strategic objectives and outcomes, promotion of World Vision Canada's Vision, Mission, and Core Values, protection of assets, and sustainable long term growth and viability. It must conduct the affairs of the organization in accordance with approved board policies and by-laws. The Board delegates responsibility for general management and supervision of the affairs and operations of the organization to the President and CEO. The Board supervises and evaluates the President and CEO's execution of Board-approved strategies and plans.

## **PART A: BOARD RESPONSIBILITIES**

The following are required responsibilities of the Board of Directors to ensure the successful governance of the organization.

### **1. Strategic Planning**

- On a regular basis, work with the CEO and management team to ensure World Vision Canada's Mission, Vision and Core Values are considered and applied to the establishment of the strategies and goals to be achieved in the upcoming period. Review and approve strategic objectives, annual operating plans and annual budget as submitted by management in line with the strategic direction and goals of World Vision Canada and World Vision International.

### **2. Risk Management**

- Ensure that management has a risk management plan and process in place, and review the major risks to which World Vision Canada is subject.

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- Review the organization’s internal control framework, performance reporting, policies and procedures and ensure there is a system for the regular review of the effectiveness of its internal controls.
- Review processes in place to protect the assets and property and ensure that they are used to deliver World Vision Canada’s strategic objectives.
- Evaluate exposure to Director and officer liability issues and consider steps to minimize such risks. Approve the insurance coverage.
- Receive assurance that no individual board member receives any compensation, gifts or personal benefit from their position on the Board of Directors, outside of that which is allowed by law.
- Review and approve asset acquisitions, divestitures and strategic partnerships and alliances or any other material transaction not in the ordinary course of business.
- Review the organization’s compliance with all relevant laws, regulations, reporting and contractual requirements by monitoring the systems and procedures management has established.

## **3. Oversight of the President/CEO**

- Oversee the recruitment and selection of the President/CEO, in consultation with World Vision International.
- Oversee the President/CEO’s objective setting, performance and compensation review, and succession planning.
- Ensure adequate knowledge of the senior management team and ensure there are appropriate processes in place to develop staff leadership at all levels of the organization.

## **4. People Management**

- Ensure organizational policies are in place to ensure effective people management and staff health and safety.

## **5. Monitoring Organizational Performance**

- Ensure World Vision Canada complies with its governing documents, objects and purpose as defined in its incorporating documents, Core Values, Policies and By-laws.
- Review performance of World Vision Canada against the approved strategic plan and budget and monitor deviations from these plans.
- Provide advice to management as appropriate and take a critical role in assessing and challenging, where appropriate, recommendations and proposals from management.

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- Review the performance of the organization's investments and of the Investment Policy.
- Ensure the protection and guardianship of the assets and intellectual property of World Vision Canada, especially the donor lists and data bases.
- Monitor the effectiveness and efficiency of World Vision Canada's activities, in order to ensure that the donors and beneficiaries are receiving appropriate value for contributions in relation to the resources applied.

## 6. Governance

- Review and recommend to the Corporation the adoption, amendment and/or repeal of the by-laws of the Corporation.
- Establish and oversee an appropriate and transparent process for the selection of the Board Chair.
- Establish appropriate board policies such as Conflict of Interest and Confidentiality and Privacy Policy and ensure individual director compliance.
- Establish independence standards for directors and annually determine the independence of each director in accordance with these standards.
- Ensure the organization maintains up to date and legally compliant minutes, books of records and undergoes a review of board policies and bylaws every three years.
- Exercise special care when investing or borrowing funds and ensure management has complied with appropriate financial and investment policies and any other legal requirements.
- Ensure the organization has a whistle blowing policy and procedures to allow confidential reporting.
- Uphold and apply principles of equity and diversity and ensure that World Vision Canada is fair and open to all sections of the community in its activities.
- Recommend to the Corporation at the annual meeting of members receipt of the audited Financial Statements, appointment of the external auditors and authorization to set the auditor's remuneration.
- Establish the location of the National Office or other principal office of WVC.
- Recommend to the Corporation the adoption of the corporate seal, along with the prescription for its use or any alternations.
- Deal with other significant matters (of policy, politics, etc.) on which no Board Policy has been promulgated.

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## 7. Board Committees

- Establish appropriate committees of the Board. Review and approve committee mandates, composition and annual work plans.
- Ensure each committee reports its results back to the board at least on an annual basis.

## 8. Board and Director Development and Evaluation

- Ensure an appropriate recruitment strategy for new board members, an orientation program for all new board members and a board member development strategy.
- Review and assess board performance and individual director performance on an annual basis.

## 9. Financial Development

- Ensure the Board of Directors understands the financial development and fundraising approaches and programs.
- Assist in the raising of annual, capital and endowed funds.

## 10. External Relationships

- Ensure that an appropriate policy for external relationships is established to clarify the role of Board members. While the President and CEO acts as the prime 'face' and spokesperson of World Vision Canada, from time to time Board members may be called upon to play an external role with members, supporters, the sector and other stakeholders.

## 11. Crisis Management

- Ensure that management prepares and maintains current contingency plans for threats and dangers that are reasonably foreseeable and potentially threaten the safety of staff or the disruption of World Vision Canada's work.

## PART B: INDIVIDUAL DIRECTOR RESPONSIBILITIES

A member of the World Vision Canada Board of Directors shall:

### I. General

- Maintain a solid understanding of the role, responsibilities and legal duties of a director, including the statutory requirement to act honestly and in good faith with a view to the best interests of WVC and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances when dealing with all Board related matters, and to ensure that the director is not in a conflict of interest by speaking in favour of or recommending a course of action which may benefit either the director personally, or the group or organisation with which the director is associated.

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- Demonstrate an understanding of the difference between governing and managing, and ensure that actions and behaviours are consistent with this distinction.
- Maintain confidentiality of all information that is learned as a director of World Vision Canada
- Understand conflict of interest issues and declare real or perceived conflicts, and disclose contracts, memberships or arrangements in which the director has a direct or indirect interest.
- Demonstrate support for the mission, vision, core values and Foundational Documents of World Vision Canada and a high standard of personal values and ethics
- When appointed, participate actively as a member or Chair of a committee and become knowledgeable with the mandates of the committee
- Actively participate in some ongoing form of Christian community for worship, service and spiritual growth (for example, through regular attendance in a local church).
- Give generously in time and money to World Vision Canada on a regular basis, including the sponsorship of at least one child.

## **2. Skills and Experience**

- Demonstrate skills and experience that are complementary to the current directors and helpful with World Vision Canada's current activities and strategic direction
- Utilize external relationships and resources in making a contribution and adding value to the Corporation
- Effectively apply his/her knowledge, experience and expertise to issues confronting World Vision Canada
- Serve as a helpful resource to the Board and to management, where necessary and appropriate

## **3. Strategies and Plans**

- Maintain and demonstrate a comprehensive understanding of World Vision Canada's strategic direction and annual plans, including an understanding of World Vision Canada's principal risks
- Contribute and add value to discussion regarding World Vision Canada's strategic direction
- Participate in monitoring and evaluating the President/CEO's and executive management's success in achieving established goals set out in World Vision Canada's strategic and annual plans

## **4. Preparation, Attendance and Availability**

- Maintain an excellent Board and committee meeting attendance record
- Attend entire Board and committee meetings, not just parts of meetings
- Attend meetings well prepared, having completed and understood the necessary background reading and having consulted other directors and/or management, if required, to evaluate and add value to agenda items presented
- Demonstrate broader preparation than just the distributed material
- Be available when needed, and be accessible and approachable
- Have the necessary time and commitment to fulfil responsibilities as a World Vision Canada director and as a member of committees

## **5. Communication and Interaction**

- Interact appropriately with the leadership and management of World Vision Canada
- Participate fully and frankly in Board deliberations and discussions, and contribute meaningfully

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and knowledgeably to Board discussions

- Be a team player – work effectively with fellow directors, and be a positive and constructive force within the Board
- Communicate persuasively and logically, voice concerns, listen, and raise tough questions in a manner that encourages open discussion.
- Be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of the discussion; exercise independent judgement
- Advise the President/CEO and/or the Chair when introducing a significant and/or previously unknown information or material at a Board meeting
- Provide the Nominating and Development Committee with the names of potential Corporation and Board members who meet the established criteria for Board membership.

## **6. Business and Sector Knowledge**

- Maintain and demonstrate a strong understanding of World Vision Canada and World Vision International's business, services/products, markets and operations
- Maintain and demonstrate knowledge of important sector trends and the competitive environment
- Where appropriate, use outside contacts to increase understanding of the various issues with which the Board is concerned
- Establish knowledge of World Vision Canada's senior management team and other high potential senior employees
- Remain knowledgeable about World Vision Canada's operations and participate in a minimum of one field trip during their tenure on the Board.