



Board of Directors Nomination Package 2018

SCIC Annual General Meeting

Saturday, June 16, 2018 9:00am - 4:30pm

All Saints Anglican Church, 142 Massey Road, Regina

The Saskatchewan Council for International Cooperation (SCIC) builds momentum towards a just, equitable, and sustainable world by enhancing the capacity of our members, educating and inspiring the public to take action, and creating connections among those we serve.

SCIC is overseen by a governance board and is currently accepting nominations to the Board of Directors to. Elections will take place at the Annual General Meeting on June 16, 2018 in Regina.

In this package, you will find the following information:

- General Information
- Terms of Reference- Board of Directors
- Standards of Performance for Board Members
- Role Description- SCIC Board Member
- Conflict of Interest policy
- Nominations Form

Nominees will have their bios included in the AGM package and will also be asked to introduce themselves and say a few words.

In order for a nominee's information to be included in the AGM package, it must be received by >i bY +z&\$% . Applications after that will be accepted as nominations from the floor at the AGM on >i bY'16, 2018.

General Information

Nominees: Applicants may self-nominate. Any person other than a corporation or society may stand for election by submitting an application form to be approved by the SCIC membership. A nominee may be an individual member of SCIC, belong to an organizational member of SCIC, or be a general member of the public.

Term: Each Director shall be elected to hold office for two years until the second AGM of the Council after their election. At each AGM, those on the Board who have completed a two-year term are eligible for re-election to a maximum of 5 consecutive terms.

Time Commitment: The time commitment for SCIC Board of Directors varies depending on roles and responsibilities. These are outlined below:

In-person Board Meetings:

There are 4 in-person board meetings annually. If board members are located outside of the location of the meeting, they can attend via conference call. The length of Board meetings varies, but are typically approximately 2 hours. Any necessary follow up to board meetings can be done via email or conference call. The meetings are scheduled as follows:

September - Board Meeting & Orientation
November - Board Meeting (possibly weekend Board/Staff Retreat)
January - Board Meeting
March - Board Meeting

Annual General Meeting

The SCIC Annual General Meeting takes place each June, and the location alternates between Regina and Saskatoon. The AGM is held over one day, and includes a Board Meeting in the morning and activities in the afternoon.

Committee Meetings

Board members are asked to sit on a committee. The Board has established the following standing committees: Executive Committee; Finance and Audit Committee; Communications Committee; and Personnel and Governance Committee. The Board may also establish ad hoc committees. The number of meetings varies by committee, but most will meet at least once prior to each Board Meeting (as outlined above). These meetings can take place in person or via conference call, depending on the committee's individual needs and circumstances.

Other

SCIC board members are encouraged to attend events organized by SCIC as well as our partner organizations.

Terms of Reference – Board of Directors

Title: Board of Directors

Purpose: To manage the affairs of SCIC by providing for the planning, organizing, directing, coordinating, and controlling of the organization's programs and activities.

Establishment: The Board of Directors is established by the members consistent with the provisions of the Bylaws, Article V.1.

Composition: The Board of Directors shall be composed of not less than six directors and not more than twelve.

Authority: As is provided in the Bylaws: "The Directors shall have and exercise all the powers of the Council as fully and completely as the Council could in General Meeting..."

Responsibilities: To participate jointly with the other members of the Board of Directors in carrying out the following responsibilities of the Board.

1. Establish overall objectives and policies, for the direction of the Council.
2. Establish the organization of the Board, including appointment of committees, and clearly define the responsibilities and the authority assigned.
3. Adopt or reject recommendations of all SCIC committees by adoption or rejection of Committee reports and/ or minutes.
4. Determine the job description, establish the salary range, appoint, set the salary, and appraise the performance of the Executive Director.
5. Approve the organization structure, personnel policies, and collective agreements for the Council.
6. Approve major plans and programs and the operating budgets of the Council.
7. Analyze and appraise progress in achieving objectives and goals.
8. Recommend to the AGM any necessary Bylaws amendments.
9. Consider and make recommendations to the AGM regarding applications for membership.
10. Provide for communications with and between members.
11. Provide policies and programs for the maintenance of a well-informed, effective Board of Directors.
12. Set the place and date for the Annual General Meeting.
13. Meet at least once a year in addition to a meeting held at the time of the Annual General Meeting.
14. Support and promote the Objects of the Council.

Organization: The Board of Directors shall elect from among their number, Officers of the Council, consistent with the Bylaws, Article V.11.

Procedures: Procedures regarding the calling and conduct of meetings including voting, as well as the establishment of remuneration shall be consistent with the provisions of the Bylaws.

Reporting: The Board of Directors shall keep minutes of all meetings, consistent with generally accepted formats and practices and shall make such minutes available for inspection at the Council's Offices. The Board will also report to the members by newsletter and other correspondence as appropriate including the filing of an Annual Report with the members.

Budget: Expenses for a Director's travel and sustenance and expenses for Board meetings are budgeted as part of the Council's Administrative Budget.

Standards of Performance for Board Members

The members of SCIC expect elected Board members to actively engage in the governance and oversight of the council and carry out their duties in an ethical and professional manner in accordance with the CCIC Code of Ethics. There are SCIC policies that provide guidance on some of the procedural and ethical considerations of Board, including Conflict of Interest Policy, Allegations of Misconduct/Wrongdoing of Board Members Policy. All of these policies are framed by how we work as Board members, and meeting basic performance standards makes it possible to do the work of the board in an efficient and effective way.

Performance standards expected for board members include:

- **Active involvement in the world of the Council:** As leaders elected by the membership of the Council, it is essential that Board members be prepared for and actively participate in activities of the Board. This includes Board orientation (for new members), participation at in-person meetings, teleconference meetings, committee meetings (including the Executive Committee) and responding in a timely manner to email requests and action items between meetings.
- **Accountability and oversight:** In order to provide adequate oversight and strategic guidance to the work of SCIC, Board members should be familiar with the organization's bylaws, policies and procedures, strategic plan, mission, etc. and stay informed about the organization's financial activity and legal obligations. Board members are also individually responsible for the commitments they make to contribute to the work of the Board and its committees.
- **Act in the best interests of the organization:** While the Board is intentionally diverse in its make up and discussion and debate is encouraged, when making decisions, Board members should be guided by the interests of the council as a whole first and foremost, avoiding conflict of interest and maintaining the confidentiality of Board business. Board members should also support decisions taken by the group
- **Act as ambassadors for the organization:** When dealing with the public, clients, staff, and each other, Board members should engage in a fair, ethical, and straight-forward manner, fostering friendly, positive working relationships between board members and staff and speaking positively of the organization to the public

Role Description- SCIC Board Member

Accountability

The Board of Directors is collectively accountable to the members, staff and other stakeholders. They are accountable for the Council's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources.

Authority

Individual board members have no authority to approve actions by the Council, to direct staff, or to speak on behalf for the Council unless given such authority by the board.

Responsibility

Board members are responsible for acting in the best long term interests of the organization and the community and will bring to the task of informed decision-making a broad knowledge and an inclusive perspective.

Principle Duties

Every member of the Board of Directors, including the Board's officers, is expected to do the following:

- Prepare for and participate in board meetings
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise
- Support governance decisions once made
- Participate in the review of the Council's mission and objectives and in the development of a strategic plan
- Help the board to monitor the performance of the Council in relation to its mission, objectives, core values and reputation
- Abide by the by-laws, code of conduct and other policies that apply to the board
- Participate in the approval the annual budget and monitor the financial performance of the Council in relation to it
- Help establish, review and monitor operational policies
- Participate in the hiring of, and if required, the releasing of, Executive Director
- Participate in the evaluation of the Executive Director
- Identify prospective board members and help recruit them
- Participate in the evaluation of the board itself (annual board self-evaluation)
- Contribute to the work of board as a member of a board committee
- Attend and participate in the Annual General Meeting
- Be an ambassador for the Council and ensure ones involvement is known within their own network of friends and contacts
- Keep informed about community issues relevant to the mission and objectives of the Council

Evaluation

The performance of individual directors is evaluated annually in the context of the evaluation of the whole board and is based on the carrying out of duties and responsibilities as outlined above.

Removal of a Board Member

A director may be removed from the board, by majority vote, for not performing his/her duties. Being absent from two consecutive board meetings without due notice to the Board will result in the automatic removal from the board.

Conflict of Interest Policy

For Board of Directors, Committee Members and Working Group Members

Objective: Effective nonprofit governance depends on deliberate, thoughtful and fair decision-making by Board Members. The ability to make good decisions is sometimes affected by other interests -- personal or professional -- of individual Board and Committee Members. One cannot eliminate conflicts of interest -- they are a regular part of organizational and personal life. The objective of this policy is to permit SCIC to manage potential conflicts of interest successfully, when they do occur, in regards to Board and Committee Members.

Definition: A conflict of interest arises when a person able to influence a decision, whether by official vote or moral and/or intellectual persuasion, is liable to gain:

- some personal advantage from the outcome of the decision, and/or
- some advantage for an organization with which the individual is directly involved.

A conflict also arises when an individual or Board or Committee Member's outside duties, interests or obligations differ fundamentally from his/her obligations as a member of the Board, a Committee or Working Group of SCIC.

Assumptions:

1. When functioning as a SCIC Board or Committee Member, each person has a duty to place the interest of SCIC foremost in any dealings with SCIC and has a continuing responsibility to comply with the requirements of this policy.
2. Board and Committee Members must resign before accepting employment or service contracts with SCIC.
3. Board Members would normally not be related to each other or to the staff.
4. Any Board or Committee Member who becomes aware of a potential conflict of interest with respect to any matter coming before the Board, Committee or Working Group shall make this potential conflict known immediately in any discussion relating to the matter.
5. Decisions taken by the Board, Committees or Working Groups, regarding the management of a conflict of interest, must not only be fair, they must be seen to be fair.

Procedures:

When an actual, perceived or potential conflict is identified by a person, the following action must be taken:

1. The Board or Committee Member identifies the actual, perceived or potential conflict;
2. The Board or Committee Member must fully disclose the conflict to the Chairperson and, where appropriate, to all Board or Committee Members;
3. The Chairperson shall develop an appropriate response, including where necessary, disqualification from voting and discussion and any necessary remedial action. For example, if a vote may have been affected by a previously undeclared conflict of interest, it may be necessary to hold that vote again;
4. Where a potential conflict of interest is identified the Board or Committee Member with the conflict will withdraw from discussion and not participate in the vote;
5. Any Board or Committee Member may ask for a decision to be taken by secret ballot when dealing with a matter where there is a conflict of interest;
6. The official minutes of the meeting must record the potential conflict of interest and how it was avoided and/or dealt with; and
7. When there is a failure to agree on whether a conflict of interest exists and/or how it is to be managed, the Chairperson or Co-chairs will decide.

Common Sense Provision:

The application of any part of this policy shall rely heavily on the common sense of the group as a whole. Conflict of interest circumstances vary and the judgement and flexibility of the Board, Committee or Working Group must be preserved.

Examples:

Some examples of situations which may indicate a conflict of interest are:

1. Where a Board or Committee Member is in a position to influence the creation of employment or a service contract and then becomes a candidate for such a position or contract.
2. Where a member of the Board or Committee influences the selection of a supplier of goods and/or services and the member or a person closely related to them has an ownership interest in that supplier.
3. Where a Board or Committee Member uses SCIC's name and resources for personal benefit.
4. Where a Board or Committee Member could influence the giving of a grant, funds or project approval which would benefit themselves or an organization they are associated with as staff or volunteers.

Other:

At the Annual General Meeting each year all Board Members are required to sign this statement and submit it to the Executive Director. Committee and working group members will be required to sign this statement at their first meeting.



SCIC Board of Directors Nomination Form 2018

Name of Nominee: _____

Address: _____

Phone (Home): _____ Phone (Cell): _____

E-mail: _____

SCIC Membership: Organizational Individual Not an SCIC Member

Please include biographical information (80-150 words) about the Nominee for distribution at the Annual General Meeting:

Nominee Signature: _____ Date: _____

In order for a nominee's information to be included in the AGM package, it must be received by **June 7, 2018**. Applications after that will be accepted as nominations from the floor at the AGM on June 16, 2018.

Please return to:

Nominations Committee c/o SCIC
2138 McIntyre St., Regina, SK, S4P 2R7
or fax 306 757-3226
or director@earthbeat.sk.ca