



Community Connections
Community Connections Society of Southeast BC

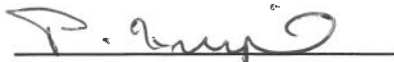
"Linking People, Communities and Services"

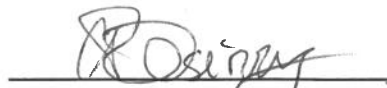
WELCOME and thank you for considering joining the board of Community Connections Society of Southeast British Columbia (CCS).

Community Connections is a multi-faceted organization, overseeing a variety of programs focused on children, the vulnerable population, and senior citizens within various East Kootenay Communities. Community Connections has dedicated, highly skilled staff who go above and beyond when it comes to helping and caring for people.

As a board we read, listen, learn, discuss, monitor, share, and make decisions based on accumulated knowledge about the society and its programs, always considering what's best for the individuals that Community Connections serves. Continued capacity building, strategic development, sustainability, marketing/awareness, and collaboration (internal and external) constitute the primary focus of the board of directors, along with the executive team and staff. As a governing board, carrying out operational duties of the society is not part of our role.

Many past and current CCS board members have found serving on the board an extremely rewarding experience. Please have a look at the documents provided here and consider getting involved in this valuable community organization!


Paul Knipe (Chair)


Colleen Osiowy (Vice Chair)



COMMUNITY CONNECTIONS SOCIETY BOARD APPLICANT INFORMATION

1. COMMUNITY CONNECTIONS SOCIETY BOARD

Thank you for your interest in the Community Connections Society.

A. Purpose of this package:

- i. To provide people with information to assist in their decision to apply for a position as a Board Member on the Community Connections Society (CCS) Board of Directors. We hope it will give you a good overview of the governance of the CCS and the roles and responsibilities of its Directors. In this package you will find information about:
- ii. Governance of the Community Connections Society (Governance Policies)
- iii. Role of the Board of Directors
- iv. Board Director Application Form
- v. Candidates are invited to attend a Board meeting as guest.

- B. We encourage you to visit the Community Connection Society Website, www.ccscanbrook.ca to view a list of programming offered, strategic plan, annual reports, and the Directors' Governance Policies. If you choose to apply for a position on the CCS Board of Directors, you will be invited to attend an interview so we can get to know you and answer any questions you may have regarding the Community Connections Society and the Board.

2. SELECTION PROCESS

A. Application:

- i. Call for applications to fill Board Vacancies
- ii. Applicants review information package
- iii. Applicants complete and submit application form (Link to Form should be on website)

B. Selection:

- i. Selection Committee reviews current Board composition to establish priorities.
- ii. Candidates are evaluated.



- iii. References are checked and input from Board Directors and CCS Executive Director.
- iv. Recommendations for new Directors are sent to Board.

C. Approval:

- i. Board selects and approves new Directors
- ii. Orientation and tour of CCS departments/programs with Board Chair and CCS Executive Director
- iii. New Directors commence their role at next scheduled meeting

3. GOVERNANCE POLICIES

- A. See below for Bylaws and Constitution

4. BOARD STRUCTURE

- i. To be eligible for appointment, a person must be a resident of the East Kootenay
- ii. The Director cannot be an employee of the CCS
- iii. Board Chair and Vice Chair are appointed by the Board Directors
- iv. Each Director is assigned to a minimum of one Standing Committee
- v. A Director's term of office is 2 years

5. ROLE OF THE BOARD:

- i. Refer to Governance Policies 2.1
- ii. Participation by preparing for Board meetings, attend regular scheduled Board meetings, serve on Standing Committees, support CCS events, participate in Board workshops.
- iii. Advocate for the CCS in appropriate public and private venues.
- iv. Treat colleagues and CCS staff with respect and thoughtfulness.

6. BOARD MEETING SCHEDULE

- i. See below for Board Meeting schedule

"I have always felt very fortunate to live in the amazing community I live in and therefore I am extremely proud of the work Community Connections Society does in serving this area we call the East Kootenays. Serving on this Board has been one of the most gratifying experiences of my life and I am very grateful to have had this opportunity."

Brenda Blair - Present Board Member

"Through my involvement as a board director with Community Connections Society of Southeast BC, I've gained a huge appreciation for the vital role CCS plays in our communities. I'm proud of this organization, its caring staff and the quality programs and services they deliver; CCS is making a difference for so many people. As a board member, I am constantly being informed, impressed, and energized by what the society is accomplishing, and am thankful for the experience."

Colleen Osiowy- Present Board Member

"Before becoming involved as a Board member with Community Connections, I had no idea of the great community work that they were doing. I have learned that CCS plays an important role within communities of the East Kootenays offering programs for children, Senior citizens, and our vulnerable population. I have found being on the Board an informative and rewarding experience!"

Paul Knipe - Present Board Member

"The Community Connections Board is a group of dedicated individuals who have worked hard to bring this agency into good standing. There is longevity as a board member through existing and recently retired board members. If you look at the programs that are offered in the community through this organization, you will see that there is a huge commitment required as a board member. The agency has a strong Executive Director and valued staff that keep the organization running. Ensuring that this organization will continue to strive for the community, the Board of Directors must be willing to work hard, have fun and give back. The Board works together as a team and have a diverse background in a variety of professions. This in itself makes for you, as a perspective Board member, to bring your skills, abilities and talents to strengthen this amazing team."

Janyce Bampton- Past Board Member



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Community Connections Society of Southeast BC

Board Meeting Schedule for 2022
Meetings start at 5:00 pm

January 10, 2022

March 28, 2022

June 6, 2022

AGM June 27, 2022

September 12, 2022

December 5, 2022



Community Connections
Community Connections Society of Southeast BC

"Linking People, Communities and Services"

CCS BOARD DIRECTOR APPLICATION FORM

Information is requested to assist the Community Connections Society (CCS) Board of Directors in selecting an applicant for membership on the CCS Board. Please attach a covering letter or any other related information supporting your application.

Name of Applicant:

Address:

Email:

Telephone:

Do you presently reside in the East Kootenay? Yes ☐ No ☐

Why are you seeking a position on the CCS Board of Directors?

Indicate past community Committees or Boards of which you have been a member and the length of time served on each.

Provide a brief employment history



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Additional relevant information or comments.

Personal Information contained on this form is collected in accordance with the Freedom of Information and Privacy Act and will be used only for the purpose of processing the application.

Applicant Signature:

Date:



CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

CONSTITUTION

BC Society • Societies Act

NAME OF SOCIETY: **COMMUNITY CONNECTIONS SOCIETY OF SOUTHEAST BC**

Incorporation Number: S0017571
Business Number: 12863 9234 BC0001
Filed Date and Time: October 7, 2020 11:04 AM Pacific Time

The name of the Society is **COMMUNITY CONNECTIONS SOCIETY OF SOUTHEAST BC**

The purposes of the Society are:

- a) To supply and render services of a charitable nature to individuals for the purpose of promoting or aiding in promoting the welfare of individuals in need of self-help, employment, education, housing and safe childcare.
- b) To operate programs in the community through appointments, drop-in and outreach and to provide individuals with appropriate referrals to other agencies.
- c) To acquire funds and other assistance to carry out the purposes of the Society through Government support and to work towards the self-sufficiency of the Society by raising monies through membership fees, subscriptions, donations, gifts and private grants.
- d) To acquire by lease, purchase or otherwise, property, workshop facilities, offices, vehicles and equipment necessary to the operation of the society.



CAROL PREST

BYLAWS

OF

COMMUNITY CONNECTIONS SOCIETY
OF SOUTHEAST BC

September 2020

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PART 1 INTERPRETATION

1.1 In these Bylaws, unless the context requires otherwise:

- a) "Act" means the Societies Act of the Province of British Columbia;
- b) "Auditor" means an independent accountant, including a partnership of accountants, who has the qualifications (such as "Certified General Accountant" or "Chartered Accountant") and the expertise to perform an audit in the Province of British Columbia, and who is registered for public practice with the respective Provincial association;
- c) "Board" means the Board of Directors of the Society;
- d) "Bylaws" means the Bylaws of the Society;
- e) "Constitution" means the Constitution of the Society;
- f) "Director" means a person appointed or elected to serve as a member of the Board of Directors of the Society pursuant to these Bylaws;
- g) "CEO" means the Executive Director of the Society, pursuant to these Bylaws;
- h) "General Meeting" means a meeting of the Members;
- i) "Member" means a member of the Society under these Bylaws;
- j) "Majority" means more than half (1/2) of the total number of votes cast;
- k) "Officer" means a person elected to serve as an Officer of the Society pursuant to these Bylaws;
- l) "Ordinary Resolution" means a resolution adopted by the Members of the Society by a majority vote during a General Meeting;
- m) "Province" means the Province of British Columbia;
- n) "Society" means Community Connections Society of Southeast BC;
- o) "Special Resolution" means a resolution adopted by the Members of the Society during a General Meeting by a three-quarters (3/4) vote, and of which not less than fourteen (14) days' notice specifying the intention to propose it as a Special Resolution has been given;
- p) "Three-quarters vote" means at least three quarters (3/4) of the total number of votes cast;
- q) "Two-thirds vote" means at least two thirds (2/3) of the total number of votes cast.

1.2 The definitions in the Societies Act shall apply to these Bylaws.

PART 2 MEMBERSHIP

2.1 The Members of the Society shall include:

- a) Individual Members - Those persons who have purchased an annual general membership as set by the Directors.
- b) Charitable Organization Members - Those charitable corporations who have been duly registered by Revenue Canada as a charity, and who have purchased an annual general membership as set by the Directors.
- c) Corporation Members – those Corporations who have purchased an annual general membership as set by the Directors.
- d) Association Members – Those Associations who have purchased an annual general membership as set by the Directors.

2.2 The Board may delegate the approval of memberships to the CEO.

Ceasing to be a Member

2.3 Membership in the Society shall cease and the Member's rights and privileges shall be forfeited:

- a) Upon a Member in any category submitting to the Society's office a letter of resignation from membership; or
- b) The member shall cease to be a member of the Society if they fail to renew their membership within thirty (30) days after the date of expiry. Extenuating circumstances will be considered.
- c) Any member whose conduct has been determined by the Society to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who wilfully commits a breach of the constitution or by-laws of the Society may have their membership terminated by a special resolution of the Society passed by a three quarters (3/4) majority vote of the members present. No member shall be expelled or suspended without being notified in writing of the charge or complaint and without having first been given an opportunity to be heard by the Society at a meeting called for the purpose.
- d) upon a Member failing to pay their current annual membership fee to the Society during a designated period of a given year, beginning with the date of the Annual General Meeting.

Rights and Privileges of Members

2.4 A Member shall be eligible to attend and vote at General Meetings of the Society, and except as provided under 2.5 shall be eligible to be nominated, elected, appointed, and continue to serve on the Board. An Organization, Corporation or Association Member shall be entitled to exercise its rights through its appointed representative to the Society, but such appointed representative shall forfeit the Member's rights upon the organization advising the Society in writing that such individuals are no longer its authorized representative.

- 2.5 A Member shall not be eligible to be nominated, elected, appointed, or continue to serve on the Board:
- a) If such person ceases to be a Member of the Society, under Bylaw section 2.3; or
 - b) If such Member is or becomes an employee of the Society.
- 2.6 A person who is not a Member of the Society may be appointed by the Board to fill a vacancy until the next Annual General Meeting under Bylaw 7.12, but such person shall be required to join the Society under these Bylaws before such appointment to the Board takes effect.

PART 3 MEETINGS OF MEMBERS (GENERAL MEETINGS)

- 3.1 Meetings of the Members shall be called General Meetings, and shall be held at the times and places, within the Province, as the Board determines.
- 3.2 General Meetings shall include Annual General Meetings and Special General Meetings, and any adjournments thereof.
- 3.3 The Annual General Meeting shall be held once in every calendar year.
- 3.4 A Special General Meeting may be called by the Board at its discretion, and in accordance with the Act the Board shall call such a meeting if it receives a petition signed by not less than ten percent (10%) of the Members of the Society.

Notices of General Meetings

- 3.5 A written notice of a General Meeting shall be communicated to the public not less than fourteen (14) days prior to the date of such meeting. If a General Meeting is adjourned and re-scheduled to a specific future date due to the lack of a quorum or for any other reason it shall not be required to send a new notice for the continued meeting, unless the date of the continued meeting is forty five (45) days or longer after the date of the original meeting.
- 3.6 Notice of a General Meeting shall specify the place, day, and time of such meeting, and the nature of the business to be transacted.
- 3.7 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any Member, shall not invalidate the proceedings at that General Meeting.

Agendas for General Meetings

- 3.8 The agenda for the Annual General Meeting shall include the presentation of reports, the appointment of the auditor, the election of directors, business initiated by the Board, and business initiated by Members.
- 3.9 The agenda for a Special General Meeting shall be limited to the items of business that are specified in the notice of the meeting.

Action on Resolutions

- 3.10 With the exception of areas over which the Members of the Society have exclusive jurisdiction under the Act or these Bylaws, resolutions adopted during a General Meeting shall be of an advisory nature. The Board shall be required to consider advisory resolutions adopted during a General Meeting, shall have the authority to take action it deems appropriate, and shall report to the Members on its actions or lack thereof at the next Annual General Meeting.

Voting Procedures

- 3.11 Voting at General Meetings shall ordinarily be by an uncounted show of hands.
- 3.12 Notwithstanding 3.11, the presiding officer or the Members may order that a vote be taken by a counted show of hands or by a secret ballot.
- 3.13 Voting by proxy shall not be permitted.

Quorum

- 3.14 A quorum at a General Meeting shall be five (5) who are eligible to vote or a majority of all the Members present, whichever is less.

PART 4 OFFICERS

- 4.1 The Officers of the Society shall include the Chair, Secretary, and Treasurer. The Officers shall be elected by the Board from among the Directors, and such election shall be held at the first Board meeting after the Annual General Meeting or as soon as possible thereafter. At the discretion of the Board, the offices of Secretary and Treasurer may be held by one person, but no person shall have more than one vote on the Board or the Executive Committee.
- 4.2 An Officer shall be elected to serve for a term of one (1) year or until such Officer is replaced by the Board.
- 4.3 The Officers shall perform the duties prescribed in these Bylaws and such other duties as may be designated by the Board.
- 4.4 The Chair, or an alternate, shall ordinarily preside over General Meetings and meetings of the Board, provide overall leadership to the Board, and represent the Board to the CEO, the membership and the community. The Secretary shall be responsible for the minutes of meetings of the Society and the Directors. The Treasurer shall be responsible for the financial records of the Society. The administrative duties of the Secretary and the Treasurer may be delegated to a Society staff member or to another person.
- 4.5 An Officer shall cease to hold office:
- a) upon ceasing to be a Director under Bylaw 7.11; or
 - b) upon submitting a resignation letter to the Society's office, in which case the resignation shall take effect upon receipt of such letter at the Society's office or on the effective resignation date indicated in such letter, whichever date comes later; or

- c) upon being removed from the Officer's position by the Board by a two-thirds (2/3) vote, provided that notice of the proposal to remove such Officer has been given to all the Directors, and provided that the Officer has been given an opportunity of defence.
- 4.6 If an Officer's position becomes vacant, the Board may appoint one of its members to fill the office for the remainder of the term.

PART 5 BOARD : GENERAL

Powers

- 5.1 The Board shall be the governing body of the Society and may exercise all such powers and do all such acts and things that the Society may exercise and do. Subject to the Act and the Bylaws, the Board may delegate some - but not all - of its duties to the CEO or to a Committee.

Duties of a Director

- 5.2 Each Director shall be required to act with honesty, prudence and due diligence, and in the best interests of the Society as a whole, in preference to any other interests that he or she may have. The Board may establish and modify a guideline for Director Roles and Responsibilities.
- 5.3 Each Director through the Board of Directors shall operate with one voice:
 - a) to assume responsibility for the future growth of the Society
 - b) to put in place mechanisms to ensure the proper running of the business of the Society
 - c) to engage and evaluate the performance of the CEO.

Code of Ethics and Conflict of Interest Guidelines for Directors

- 5.4 The Board may establish and modify from time to time a Director's Code of Ethics, Conflict of Interest Guidelines, and other policies to govern the participation of the Directors in its decision- making. Nominees and prospective appointees to the Board shall be required to affirm that they will comply with such documents and policies if elected or appointed to the Board.

Remuneration

- 5.5 Directors may not be remunerated in any capacity, however directors are entitled to be reimbursed for all expenses which are necessarily and reasonably incurred by the directors while engaged in the affairs of the Society, subject to the expense reimbursement policies as determined by the board. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

PART 6 BOARD COMPOSITION

6.1 The Board shall consist of:

- a) Ten (10) Directors elected by the Membership at the Annual General Meeting;
- b) The CEO shall be a non-voting ex-officio member of the Board, but shall not be counted when calculating a quorum or in determining whether a quorum is present;
- c) The Board may appoint Directors to serve on other Foundations, Boards and public committees.

6.2 No one person shall hold more than one Director position at the same time.

PART 7 DIRECTOR NOMINATIONS, ELECTIONS, VACANCIES

Eligibility

7.1 Only Members who are not disqualified under Bylaw section 4.5 shall be eligible to be nominated, elected, and continue to serve on the Board.

Terms of Office

7.2 The Directors shall serve for terms of office of two (2) years or until their successors are elected or appointed, with such terms of office commencing and ending upon the adjournment of the respective Annual General Meeting. Each year, about one-half (1/2) of the Director positions shall be filled, as determined by the Board.

7.3 A person may not serve as Director under 6.1(a) for more than two (2) consecutive terms. A person who has completed two (2) consecutive terms, shall upon the expiration of one year thereafter be eligible for election to the Board. The restrictions in this Bylaw section 7.3 may be waived by the Members at a General Meeting in specific cases by a two-thirds (2/3) vote.

Nominations

7.4 At least thirty (30) days prior to the Annual General Meeting, the Board shall issue a call for nominations for the Director positions that will be open for election.

7.5 The deadline for the submission of nominations by Members shall be seven (7) calendar days prior to the date of the Annual General Meeting, but the Board shall be entitled to continue to search for nominees for Director positions until the date of the Annual General Meeting.

7.6 In the event that there are not enough nominees for all available Director positions, the incoming Board shall be entitled to fill the vacant Board positions by appointment after the Annual General Meeting.

Election of Directors

7.7 The election of Directors shall be held during the Annual General Meeting.

- 7.8 If the number of nominees equals to or is less than the number of Director positions to be filled, no secret ballot shall be required and the nominees shall be declared elected by acclamation, except that, if there is an objection to the election of a nominee - a "YES"/"NO" vote shall be taken on the election of such nominee, with a majority vote required to elect.
- 7.9 If the number of nominees exceeds the number of Director positions available, the vote in the election shall be by secret ballot, and the nominees who receive the largest number of votes shall be elected.
- 7.10 Tied votes shall be resolved by drawing lots.

Ceasing to be a Director

- 7.11 A person shall cease to be a Director and an Officer of the Society shall also cease to be an Officer, upon:
- a) Ceasing to be qualified to serve as a member under Bylaw section 2.3; or
 - b) Submitting a resignation letter from the Director's position to the Society's office, in which case the resignation shall take effect upon receipt of such letter at the Society's office or on the date specified in such letter as being the resignation's effective date, whichever comes later; or
 - c) Being removed from the Director's position by a Special Resolution; or
 - d) Being deemed by the Board by a three quarters (3/4) vote to be in a substantial breach of the Directors' code of ethics or conflict of interest guidelines under Bylaw section 5.4, provided that such Director shall be notified and shall be given an opportunity of defence; or
 - e) Being absent from three (3) or more Board meetings for reasons which the Board finds unacceptable.

Vacancies

- 7.12 In the event of a vacancy in a Director position or if there were not enough nominees to fill all available Board positions during an election, the Board may fill the vacancy until the next Annual General Meeting, at which time the remainder of the term - if any - shall be filled by the Members.

PART 8 BOARD MEETINGS

Regular Board Meetings

- 8.1 There shall be at least four (4) Regular Meetings of the Board in each fiscal year. The schedule of the Regular Meetings of the Board shall be as approved by the Board, and - once established - such schedule may be changed by the Board, provided that all the Directors have been notified of such schedule changes.

Special Board Meetings

- 8.2 Special Meetings of the Board may be called by the Chair of the Society, and shall be called if a written request for such a meeting, signed by three (3) or more Directors, is received at the Society's office.

Teleconferences, Electronic meetings

- 8.3 Meetings of the Board may be held by teleconference calls, video-conferencing or other electronic means, provided that all the Directors have been so notified, and provided that a quorum of the Board participates in such proceedings.

Resolutions in Writing

- 8.4 A resolution in writing, signed by at least two thirds (2/3) of the Directors holding office as voting in favour of such resolution, shall be as valid and effective as if regularly passed at a meeting of the Board, and shall be placed with the minutes of the Board.

Board Meeting Agendas

- 8.5 The Board may develop policies on how the agendas for its meetings shall be prepared, including procedures for adding last-minute items to such agendas.

Board Quorum

- 8.6 Three (3) Directors shall constitute a quorum during Board meetings or a simple majority of the Directors holding office whichever is less.

Recording Abstentions and Negative Votes

- 8.7 Upon the request of a Director who abstains from a vote or votes against a resolution at a Board meeting, the vote of such a Director shall be recorded in the minutes, provided that such request is made at the same meeting during which the vote was taken.

Notices of Board Meetings

- 8.8 A notice of at least seven (7) days of a Board meeting shall be given to all Directors. In the case of Regular Meetings, such notice shall be deemed to have been given upon the approval of the schedule of Regular Meetings under Bylaw section 8.1.
- 8.9 The notice of a Board meeting may be waived or reduced with the consent of all the Directors holding office. A Director who is present when the presence of a quorum at a Board Meeting is established shall be deemed to have consented to waive the notice requirement.
- 8.10 Notwithstanding Bylaw sections 8.8 and 8.9, a Director may send to the Society office a written waiver of notice, due to absence or due to any other reason, and such Director may, at any time, withdraw such waiver. Until such waiver is withdrawn, no notice of meetings of the Board shall be required to be sent to such Director, nor shall the consent of such Director be required to waive or reduce the notice of a Board meeting.

PART 9 COMMITTEES

Officers/Executive Committee

- 9.1 The Officers of the Society may be directed to manage specific affairs of the Society between Board Meetings subject to any directions given by the Board.
- 9.2 The Chair or alternate, in the absence of the Chair, will preside over the meeting and three (3) Officers will constitute a quorum, and shall also include the CEO as a non-voting member and provided that the CEO shall not be counted in calculating the quorum.
- 9.3 The Officers shall report to the Board on the activities, decisions and actions it has taken between Board Meetings pursuant to its authority under section 9.1.

Other Committees

- 9.4 The Board may establish and appoint such other Committees as the Board deems necessary to carry out the work of the Board. A Committee's duties and powers, membership, and chair shall be as established by the Board.
- 9.5 The CEO shall be non-voting ex-officio members of all Committees.
- 9.6 The CEO shall, as required, create operations committees to ensure the smooth running of the Society. These committees are accountable to the CEO for their performance.

Committee Procedures, Quorum

- 9.7 The chair of a Committee may, and - at the request of two (2) or more members of the respective committee - shall call a meeting of the committee.
- 9.8 Unless prohibited from doing so by its terms of reference, a Committee may transact its business by teleconference calls, video-conferencing, correspondence, fax, e-mail, or such other means, provided that all of its members have been notified, and provided that a quorum of the committee participates in its proceedings.
- 9.9 The quorum of a committee, with the exception of 9.2, shall be a majority of its members then in place.

PART 10 CHIEF EXECUTIVE OFFICER (CEO)

- 10.1 The Board shall engage and may remove and replace the Chief Executive Officer (CEO) who shall be responsible for the management of the operations of the Society and for implementing the Board's policies. The CEO shall be given the necessary authority for the performance of his or her duties and shall be responsible for the operation and administration of the Society in all its activities and departments, subject to such policies as may be adopted and such orders as may be issued by the Board.

PART 11 BORROWING AND INVESTING

- 11.1 To carry out the purposes of the Society the Directors may, on behalf and in the name of the Society, raise and secure the repayment of money in the manner they decide, and in particular, but without limiting that power, by the issue of debentures.
- 11.2 A debenture must not be issued without the authorization of a Special Resolution.
- 11.3 The Members may, by an Ordinary Resolution, restrict the borrowing powers of the Directors, but such restriction shall expire at the next Annual General Meeting.
- 11.4 The Society may invest funds in such manner and in such accounts as determined by the Board.

PART 12 INSPECTION OF BOOKS AND RECORDS

- 12.1 The books and records of the Society shall be open to the inspection of the members of the Society, subject to the provisions of the Societies Act, at times and places established by the Board.

PART 13 SEAL

- 13.1 The Board may provide a common seal for the Society, and it shall have the power from time to time to destroy such seal and replace it with a new seal.
- 13.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution.

PART 14 AUDITOR

- 14.1 The Society shall have an auditor.
- 14.2 At each Annual General Meeting the Society shall appoint an auditor to hold office for the current fiscal year or until a successor has been appointed.
- 14.3 An auditor may be removed by an Ordinary Resolution.
- 14.4 An auditor shall be informed forthwith in writing of the appointment or renewal thereof, or of removal.
- 14.5 No Director and no employee of the Society shall be the Society's auditor.
- 14.6 The auditor may attend General Meetings.

PART 15 PARLIAMENTARY AUTHORITY

- 15.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they apply and in which they are not inconsistent with the Act and these Bylaws. The rules of order shall be used to facilitate progress. The members - by a two-thirds vote or by consensus - may decide to suspend the formal rules of debate and use informal procedures, to facilitate debate and decision-making.

PART 16 AMENDING THE BYLAWS

- 16.1 These Bylaws may be amended by a Special Resolution, requiring a notice of at least fourteen (14) days, and a three-quarters (3/4) vote at a General Meeting.

PART 17 PREVIOUS CONSTITUTIONAL PROVISIONS

- 17.1 The operations of the Society are to be carried on in the City of Cranbrook, and the East Kootenay region, in the Province of British Columbia.
- 17.2 On dissolution of the constitution, any assets remaining after payment of all debts and liabilities, shall be handed over to another or other recognized charitable organization carrying on business in the Province of BC. This provision was previously unalterable.
- 17.3 Directors shall serve without remuneration, and directors shall not receive, directly or indirectly, any profits from their positions as directors but may be paid reasonable expenses they incur in the performance of their duties on behalf of the society. This provision was previously unalterable.

NOTE: In accordance with Section 245 of the Societies Act, SBC 2015, c.18 and Section 18 of BC Reg 216/2015, previously unalterable provisions may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

PART 18 MISCELLANEOUS

- 18.1 For greater clarity, the word "constitution" in line 1 of bylaw 17.2 is replaced with the "society", and the charitable organization referred to in bylaw 17.2 shall have aims or purposes similar to those of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 18.2 The Society will not alter or delete its purposes to provide charitable and outreach services and the Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing management Commission.

Community Connections of SE British Columbia (CCS)

The Community Connections Society of SE British Columbia (CCS) was incorporated in October 1982 and is registered under the BC Societies Act, and has charitable status under Revenue Canada. Before incorporation, CCS had been in existence since 1974 as a group of women providing safe refuge for women at risk. In 1982 this group became registered as a society under the name of Cranbrook Women's Resource Society and they continued to support and advocate for the rights of women on a local, provincial and national level.

The organization continued to grow and today is known as Community Connections Society of SE British Columbia. This name change reflects its growth and mandate to provide services to all individuals and families.

CCS is community based and committed to partnerships in the belief that services and positive outcomes are best provided collaboratively. CCS is a proven leader in collaboration, managing two "hubs", models of co-located services and programs that serve and support families and individuals.

- Cranbrook Family Connections has become a successful, central community access point for support and education with programs serving a wide range of individuals and families from young adults to seniors. Also located within this hub are health and counseling services. Administrative services for the society are located in this building.
- Kootenay Child Development Centre is a hub of services providing child health and development programs in a easily accessible downtown location. Services (including four pediatricians) benefit families through increased coordination, efficient referrals and access to provincial TeleHealth appointments.

COMMUNITY CONNECTIONS OF SE BRITISH COLUMBIA

PROGRAM INFORMATION

Bellies to Babies

Coordinator: Jadine Jarrett

Location: EK Child Development Centre

Description: Pregnancy Outreach program

Funding Source: Federal government/IHA/United Way

Better at Home

Coordinator: Laurie Harris

Location: Cranbrook Family Connections

Description: Support for seniors living at home independently (non-medical support)

Funding Source: BC Government/United Way of Lower Mainland

Community Action Program for Children - Cranbrook (CAPC)

Coordinator: Niki Sinhart

Location: Cranbrook Family Connections/

Description: Provides a variety of several free drop-in family programs/groups in various locations in Cranbrook

Funding Source: Federal government

Community Action Program for Children - Kimberley (CAPC)

Coordinator: Verena Tarves

Location: Kimberley Learning Centre (Blarchmont)

Description: Provides a variety of several free drop-in family programs/groups in various locations in Kimberley

Funding Source: Federal government

Collective Kitchen/Farm Kitchen/Food Recovery

Coordinator: Sophie Larson/Meredith Funston

Location: Cranbrook Family Connections

Description: A variety of programs targeted towards family education/children's programming/entrepreneurial support/food security/social enterprise

Funding Source: Various funders/Anonymous donor/fundraising/donations/fees

Cranbrook Women's Resource Centre

Coordinator: Denise Stewart

Location: Cranbrook Family Connections

Description: Support for women and families

Funding Source: Grants/BC Gaming/Donations/Fundraising

EK Child Care Resource & Referral

Coordinator: Rita Romeo

Location: EK Child Development Centre

Description: Provides resources to child care providers. Provides referrals/support/resources to parents

Funding Source: MCFD

EK Inclusive Child Care Supports (EKICCS)

Coordinator: Rebecca Mitchell

Location: Kootenay Child Development Centre

Description: Provides extra support to children attending a licensed child care facility throughout the East Kootenay region

Funding Source: MCFD

EK Infant Development (IDP)

Coordinators: Jackalin Lightfoot/Charlene Stropky

Location: EK Child Development Centre

Description: Home/community based family supports for children 0 - 3 years with/or at risk of developmental delays (Elk Valley, Columbia Valley, Cranbrook, Kimberley)

Funding Source: MCFD

Homeless Outreach (HOP) & Homeless Prevention (HPP)

Coordinators: Erin Pan/Tracy Pound

Location: Cranbrook Family Connections

Description: Serves individual and families experiencing homelessness or risk of homelessness. Provides rental subsidies

Funding Source: BC Housing

Just 4 Kids

Coordinator: Candice Bennett

Location: Amy Woodland Elementary School

Description: After school program for children

Funding Source: Parent fees/Government subsidies

Early Years Services (Cranbrook/Kimberley)

Coordinator: Verena Tarves

Location: Kootenay Child Development Centre

Description: Provide Early Years services and referrals. Single point service direction. Offers clinics, drop in programs, screening, intervention therapies, social supports.

Funding Source: MCFD

Walk in Counselling Clinic

Coordinator: Gary Eisele

Location: Cranbrook Family Connections

Description: Counselling

Funding Source: Grants

Travelling Advocate Program (TAP)

Coordinators: Noelle Goodfellow

Location: Cranbrook Family Connections

Description: Information and advice related to income support, persons with disabilities, residential tenancy, and other legal concerns

Funding Source: Law Foundation of British Columbia

Family Law Advocacy Program

Coordinators: Denise Stewart & Gary Eisele

Location: Cranbrook Family Connections & Creston

Description: Provides legal services/advice to families in the region on issues related to child support, spousal support, legal aid and matters related to Family Law.

TENANTS IN OUR BUILDINGS

Kootenay Child Development Centre:

- Five pediatricians
- Trekk physiotherapy
- Friends of Children
- Interior Health Children's Assessment Network (IHCAN)

Community Connections:

- OPT Health Clinic
- Pacific Coast Home Share
- East Kootenay Employment Services

VISITING OFFICE USERS

Chiropractic appointments

Family Law Legal Aid

Adult Mental Health in conjunction with Bellies to Babies

Breast Feeding Mamas

COMMUNITY CONNECTIONS

SOCIETY OF SOUTHEAST B.C.

GOVERNANCE

POLICIES

March 3, 2022

COMMUNITY CONNECTIONS SOCIETY OF SOUTHEAST B.C.

GOVERNANCE POLICIES

1.0 Foundations and Direction

- 1.1 Mission
- 1.2 Vision
- 1.3 Guiding Principles
- 1.4 Strategic Priorities
- 1.5 Strategic Direction

2.0 Governance and Management

- 2.1 Role of the Board of Directors
- 2.2 Code of Ethics
- 2.3 Role of the Chair
- 2.4 Role of Committees and Representatives
- 2.5 Meetings
- 2.6 Delegation of Authority and Responsibility
- 2.7 Monitoring Performance

3.0 Limitations on Operations

- 3.1 General
- 3.2 Communications with the Board
- 3.3 Relationships
- 3.4 Financial Management
- 3.5 Risk Management

4.0 Standing Committees

- 4.1 Governance Committee
- 4.2 Audit Committee
- 4.3 Executive Committee

1.0 FOUNDATIONS AND DIRECTION

1.1 MISSION

Enhancing the well-being of the diverse people of our region

1.2 VISION

A recognized leader in providing a wide spectrum of services that support individuals and families

1.3 GUIDING PRINCIPLES

- Inclusion
- Collaboration
- Transparency

1.4 STRATEGIC PRIORITIES

- Providing quality, innovative programs and services
- Working collaboratively towards social and systemic change
- Being a sustainable, fiscally responsible, evolving organization
- Maintaining a culture of care and respect

1.5 STRATEGIC DIRECTION

- **Objective:**
Foster a positive view in our communities of who we are and what we do
 - **Strategies:**
 - *Marketing and branding*
 - *Engagement and networking*
 - *Lobbying*
- **Objective:** Diversify financial resources
 - **Strategies:**
 - *Planned giving*
 - *Fund-raising*
 - *Grants*
 - *Donor management*
 - *Social enterprise*
- **Objective:** Recruit and retain qualified and engaged staff
 - **Strategies:**
 - *Recruitment story*
 - *Staff morale*
 - *Succession planning*
- **Objective:** Continue to provide quality programs and service while adapting to changing service needs within available financial resources and contractual obligations
 - **Strategies:**
 - *Accreditation*
 - *Key performance indicators*
 - *Affiliations / best practices*

2.0 *GOVERNANCE AND MANAGEMENT*

2.1 *ROLE OF THE BOARD OF DIRECTORS*

The Board shall govern rather than manage the operations of CCS.

The Board shall:

- 2.1.1 Focus on strategic leadership rather than day-to-day operations.
- 2.1.2 Ensure that CCS fulfils its mandate in a legal, ethical, professional, prudent, and fiscally sound manner.
- 2.1.3 Make decisions as a corporate body and ensure that committees and individual Directors act for the Board only if authorized to do so.
- 2.1.4 Enforce on the Board and its members the discipline required to govern with excellence.
- 2.1.5 Ensure the continuity of its governance capacity by recruiting interested and capable Directors, orienting new Directors, and developing continuing Directors.
- 2.1.6 Direct and monitor CCS through policies which:
 - a) articulate the expected outcomes
 - b) establish processes by which the Board and Directors will perform their duties
 - c) set parameters for the day-to-day operations of CCS
 - d) outline the role of standing committees.
- 2.1.7 Set the strategic direction for CCS and review annually.
- 2.1.8 Publish an accounting of CCS's performance annually.
- 2.1.9 Foster relationships with other agencies attempting to enhance the well-being of the diverse people of our region.

2.0 *GOVERNANCE AND MANAGEMENT*

2.2 CODE OF ETHICS

The Board and individual Directors shall operate ethically and in accordance with the Constitution and Bylaws and the Governance Policies.

Directors shall not:

- 2.2.1 Behave in an illegal, unethical or imprudent manner, or breach confidentiality.
- 2.2.2 Put the interests of individuals, groups, organizations, or themselves before the interests of CCS.
- 2.2.3 Exercise authority over CCS or its operations unless approved by the Board.
- 2.2.4 Present personal positions as those of the Board or CCS.
- 2.2.5 Take any action that compromises the Board and its decisions or CCS's operations.
- 2.2.6 Act in an inhumane, unfair or disrespectful manner towards each other, clients, staff, contractors and other stakeholders.
- 2.2.7 Neglect their duties through irregular attendance at meetings or less than full participation at CCS functions and activities.
- 2.2.8 Fail to inform the Board of any actual or potential conflict of interest, excuse themselves from deliberations on these matters and refrain from influencing the Board's decision.
- 2.2.9 Request information or assistance from the Executive Director or staff that requires a material amount of time or funds or that disrupts the day-to-day operations without Board approval.

2.0 GOVERNANCE AND MANAGEMENT

2.3 ROLE OF THE CHAIR

The Chair shall protect the integrity of the Board's process and shall represent and speak on behalf of the Board on governance issues.

The Chair of the Board, or in the Chair's absence, the Vice Chair, shall not:

- 2.3.1 Permit the Board to contravene the Constitution and Bylaws, the Governance Policies and any other governance requirements legitimately imposed upon the Board.
- 2.3.2 Fail to use Robert's Rules of Order as required or when requested by members of the Board.
- 2.3.3 Allow meeting agenda items and/or discussions of issues that are clearly not within CCS's mandate or consistent with the Board's role.
- 2.3.4 Neglect to ensure that deliberations are timely, fair, orderly, thorough, efficient, and relevant.
- 2.3.5 Make decisions on behalf of the Board that are unreasonable interpretations of its Governance and Management Policies.
- 2.3.6 Represent the Board by stating positions that are inconsistent with the Constitution and By-laws, the Governance Policies and resolutions of the Board.

2.0 *GOVERNANCE AND MANAGEMENT*

2.4 *ROLE OF COMMITTEES AND REPRESENTATIVES*

The Board shall operate as a corporate body and shall appoint committees and representatives only to help carry out its governance responsibilities.

Committees and representatives shall not:

- 2.4.1 Interfere with the wholeness of the Board's job or its governance responsibilities.
- 2.4.2 Impair the delegation of responsibilities to the Executive Director or his/her direct accountability to the Board.
- 2.4.3 Exercise authority over staff, contractors, clients or volunteers unless specifically authorized to do so by the Board.
- 2.4.4 Fail to report their findings, actions and decisions as required in the Bylaws and in a manner determined by the Board.
- 2.4.5 Speak or act on behalf of the Board unless specifically authorized to do so by the Board.
- 2.4.6 Expend funds or utilize human and physical resources unless approved by the Board or the Executive Director.

2.0 *GOVERNANCE AND MANAGEMENT*

2.5 MEETINGS

The Board shall conduct its affairs in a businesslike manner.

The Board shall:

- 2.5.1 Meet quarterly or more frequently at the discretion of the Directors.
- 2.5.2 Employ the procedures outlined in Robert's Rules of Order when necessary or requested by its members.
- 2.5.3 Use this suggested format, or a variation thereof, for its regular meetings.
 - Call to Order
 - Approval of the Agenda
 - Approval of Minutes
 - Delegations / Presentations / Communications
 - Strategic Direction Review
 - Committee Reports
 - Executive Director Report
 - New Business
 - Future Meeting Dates
 - Adjournment
 - In-camera Session
- 2.5.4 Assess the effectiveness of each regular meeting.
- 2.5.5 Restrict attendance at in-camera meetings to Directors and the Executive Director unless otherwise decided by the Board.
- 2.5.6 Permit Directors unable to attend regular board or committee meetings in person to participate in a manner acceptable to the Board or the Committee.

2.0 GOVERNANCE AND MANAGEMENT

2.6 DELEGATION OF AUTHORITY AND RESPONSIBILITY

The Board shall appoint and support the Executive Director as the Chief Executive Officer of CCS.

The Board shall:

- 2.6.1 Delegate to the Executive Director the authority and responsibility to manage the operations of CCS.
- 2.6.2 Authorize the Executive Director to act as spokesperson and representative on operational matters.
- 2.6.3 Hold the Executive Director accountable for the day-to-day operations of CCS.
- 2.6.4 Allow the Executive Director to delegate authority and responsibility to staff or contractors, to assign resources to them, and to hold them accountable for performance.
- 2.6.5 Permit the Executive Director to make all decisions, take all actions, and develop all activities that are reasonable interpretations of its Foundations and Direction Policies and its Limitations on Operations Policies and support those decisions, actions and activities.
- 2.6.6 Direct the Executive Director only through decisions made as a corporate body and alter his/her latitude of choice through policy change or specific resolution.
- 2.6.7 Inspire and support the efforts of the Executive Director, staff, contractors and volunteers.
- 2.6.8 Plan for succession of the Executive Director.

2.0 *GOVERNANCE AND MANAGEMENT*

2.7 MONITORING PERFORMANCE

The Board shall monitor its policies in a regular and systematic fashion.

The Board shall:

- 2.7.1 Monitor only those performance indicators that have been addressed ahead of time in explicit statements of policy.
- 2.7.2 Establish a schedule for monitoring its policies systematically and monitor any policy whenever it perceives the need to do so.
- 2.7.3 Be mindful of the professional, ethical and legal considerations in monitoring.
- 2.7.4 Monitor performance by identifying the information it requires from the Executive Director, external agents, stakeholders, and/or from direct inspection by the Board or a committee constituted to do so.
- 2.7.5 Use the results of monitoring to celebrate success, set expectations for improvement and/or adjust its policies.
- 2.7.6 Evaluate its performance annually by determining the extent to which the Board has diligently pursued the Foundations and Direction Policies and complied with the Governance and Management and Standing Committee Policies.
- 2.7.7 Evaluate the Executive Director's performance at least annually by determining the extent to which the Executive Director has diligently pursued the Foundations and Direction Policies and complied with the Limitations on Operations Policies.
- 2.7.8 Refrain from evaluating the Executive Director's performance using criteria other than those stated in the Governance Policies.

3.0 *LIMITATIONS ON OPERATIONS*

3.1 GENERAL

The Executive Director shall ensure that CCS operates legally, ethically, professionally, prudently, and compliant with the Constitution and Bylaws and the Governance Policies.

The Executive Director shall not:

- 3.1.1 Permit CCS to operate illegally, unethically, unprofessionally, imprudently, or in contravention of the Constitution and Bylaws and the Governance Policies.
- 3.1.2 Fail to take any actions necessary to ensure that CCS operates in compliance with federal or provincial requirements and its contractual obligations.
- 3.1.3 Operate without administrative policies and procedures that are consistent with the Governance Policies and that meet the requirements for accreditation.
- 3.1.4 Neglect to ensure administrative continuity in his/her absence.
- 3.1.5 Neglect to assist the Board to plan for his/her succession.
- 3.1.6 Institute or maintain programs and/or services that are incongruent with the Foundations and Direction Policies.
- 3.1.7 Continue to offer programs and/or services that have proven not to be effective and/or cost effective.
- 3.1.8 Accept gifts in relation to his/her employment without Board approval.

3.0 *LIMITATIONS ON OPERATIONS*

3.2 COMMUNICATIONS WITH THE BOARD

The Executive Director shall ensure that the Board receives the information required to fulfill its governance responsibilities.

The Executive Director shall not:

- 3.2.1 Distribute the agenda and support materials less than one week prior to a regular meeting and the minutes of a regular meeting more than one week after the meeting without the Chair's approval.
- 3.2.2 Neglect to prepare a yearly work plan that supports the strategic direction or to submit monitoring and other information in a fashion that is concise, easily understood and timely.
- 3.2.3 Provide the Board with information or counsel that is knowingly inaccurate or an unfair representation of circumstances.
- 3.2.4 Fail to communicate promptly to the Board significant matters relating to:
 - satisfaction of clients, funding agencies, stakeholders
 - personnel relations
 - service delivery
 - public image
 - media coverage
 - financial health
 - risk
 - compliance with legislation, contracts, the Constitution and Bylaws, or the Governance Policies.
- 3.2.5 Operate without mechanisms for effective internal communications.
- 3.2.6 Impair the corporate authority of the Board by dealing inappropriately with individual Directors.

3.0 *LIMITATIONS ON OPERATIONS*

3.3 RELATIONSHIPS

The Executive Director shall ensure that clients, members, contractors, staff, volunteers and other stakeholders are treated fairly and respectfully.

The Executive Director shall not:

- 3.3.1 Fail to take reasonable steps to maintain a safe, healthy and respectful environment for clients, members, contractors, staff, volunteers and other stakeholders.
- 3.3.2 Violate individual privacy or breach confidentiality.
- 3.3.3 Use unfair or inconsistent procedures and practices for recruiting, selecting, orienting, evaluating, recognizing, promoting, disciplining, and terminating staff, contractors and volunteers.
- 3.3.4 Operate without published communication channels and procedures that permit concerns to be addressed fairly and expeditiously.
- 3.3.5 Neglect to disseminate appropriate information to stakeholders in a transparent manner and consult with them as necessary.

3.0 LIMITATIONS ON OPERATIONS

3.4 FINANCIAL MANAGEMENT

The Executive Director shall ensure that CCS's financial condition is healthy and stable.

The Executive Director shall not:

- 3.4.1 Jeopardize the financial health and stability of CCS.
- 3.4.2 Operate without a budget that has been approved by the Board or reallocate funds between programs without Board approval.
- 3.4.3 Fail to inform the Board if actual revenues or expenditures deviate materially from that budget.
- 3.4.4 Receive or disburse funds in contravention of legislative, regulatory or contractual requirements, or generally accepted accounting principles.
- 3.4.5 Approve fund-raising activities that are incongruent with the Governance Policies or that burden potential donors.
- 3.4.6 Authorize expenditures over \$10,000 that were not budgeted or expend operational reserve funds without Board approval.
- 3.4.7 Establish compensation and benefits which deviate materially from identified market standards for the skills employed in similar types of service sectors and geographic locations.
- 3.4.8 Change his/her compensation and benefits without the Board's authorization or receive any expense reimbursement without review and approval by a signing officer who is a Director.

3.0 LIMITATIONS ON OPERATIONS

3.5 RISK MANAGEMENT

The Executive Director shall ensure that CCS is protected from unnecessary risk.

The Executive Director shall not:

- 3.5.1 Fail to insure against theft, casualty and liability losses to CCS, the Directors and staff.
- 3.5.2 Unnecessarily expose CCS, the Directors and staff to claims of liability.
- 3.5.3 Allow uninsured personnel access to material amounts of funds.
- 3.5.4 Neglect to inventory, maintain and secure the property, files and intellectual assets of CCS.
- 3.5.5 Operate without procedures for ensuring that the assets of CCS are purchased and disposed of in a manner that is free from conflict of interest; that the assets are used primarily for the business of CSS and that any personal use does not adversely affect its business or public image, reduce the value of its assets, or consume other than incidental resources.
- 3.5.6 Invest or hold funds in insecure investments.
- 3.5.7 Enter into employment or other contractual commitments that cannot be terminated with notice or that provide severance provisions inconsistent with identified market standards for the skills employed in similar types of service sectors and geographic locations.
- 3.5.8 Risk project and administrative continuity through inadequate documentation on CCS operations or lack of planning for staff succession

4.0 STANDING COMMITTEES

4.1 GOVERNANCE COMMITTEE

The Governance Committee shall assist the Board to maintain and enhance its governance capacity.

The Governance Committee shall:

- 4.1.1 Establish criteria for selecting Directors.
- 4.1.2 Recruit and nominate prospective Directors.
- 4.1.3 Orient new Directors and provide for on-going mentoring.
- 4.1.4 Advise the Board on policy formulation and modification.
- 4.1.5 Identify needs for Board development and plan activities.
- 4.1.6 Oversee the arrangements for the AGM.
- 4.1.7 Arrange for the Board to engage in strategic planning.

4.0 *STANDING COMMITTEES*

4.2 AUDIT COMMITTEE

The Audit Committee shall assist the Board in providing effective and efficient oversight.

The Audit Committee shall:

- 4.2.1 Ensure that CCS has an effective system for assessing whether organizational performance and conformance is in accordance with the Governance Policies.
- 4.2.2 Arrange for the annual evaluation of the Board.
- 4.2.3 Arrange for the assessment of each Board meeting.
- 4.2.4 Monitor CCS's financial condition.
- 4.2.5 Ascertain if CCS is operating in compliance with the Limitations on Operations Policies.
- 4.2.6 Determine compliance with any Governance Policy if so instructed by the Board.
- 4.2.7 Direct the preparation of an annual report to stakeholders.

4.3 EXECUTIVE COMMITTEE

The Executive Committee shall assist the Board in establishing and maintaining an effective relationship with the Executive Director.

The Executive Committee shall:

- 4.3.1 Develop a succession plan for the Executive Director.
- 4.3.2 Recommend to the Board criteria and a process for recruiting and selecting its Executive Director.
- 4.3.3 Negotiate a contract of employment with the Executive Director.
- 4.3.4 Arrange for the evaluation of the Executive Director annually or as otherwise determined by the Board
- 4.3.5 Conduct a review of Executive Director compensation annually and recommend any adjustments to the Board.