



**SASKATCHEWAN
CRAFT COUNCIL**

Saskatchewan Craft Council Governance Policy

**Approved by the
Board of Directors
April 24, 2017**

**Revisions Oct 9, 2018
Revisions Dec 19, 2018**

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GOVERNANCE PROCESS

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-01
Approved: March 2000 / June 14, 1995
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: GOVERNING AUTHORITY

Monitoring Schedule: Annually
Monitoring Method: Internal Report - Governance Committee

The Saskatchewan Craft Council's (hereafter to referred to as SCC) governance authority originates from its constitution and bylaws.

The duly elected Board of Directors (hereafter to referred to as the Board) sets policy and hires an Executive Director to implement the policy. The Executive Director is responsible for carrying out the day-to-day work of the organization, with the assistance of paid staff and/or service volunteers. The Executive Director is directly accountable to the Board.

The Board carries out its governance role by developing and monitoring the policies contained herein. Through policy and direction to its employee, this Board defines the important parameters within which the organization carries out its work.

The Board may change its policies and thereby shift the boundary between the Board and Executive Director domains.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-02
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: GOVERNANCE MODEL

Monitoring Schedule: Annually

Monitoring Method: Internal Report - Governance Committee

The Board focuses on the future versus the past while having a clear understanding of the current environment. The Board's governance model reflects the values of the SCC and embraces continual improvement of SCC's programs and services. As it strives to achieve its ends the Board will:

1. Be respectful of one another and of all SCC staff;
2. Demonstrate a collaborative working relationship with each other;
3. Be open to new ideas, informing itself by seeking a variety of inputs;
4. Be united in its decision making, seeking consensus whenever possible;
5. Be clear about its role, assessing its own performance regularly through comparison of Board activity to Governance Process and the Board/Executive Director Relationship;
6. Initiate and adopt policy that furthers the SCC's Vision and Mission.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-03
Approved: March 2000
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: BOARD JOB DESCRIPTION

Monitoring Schedule: Annually
Monitoring Method: Internal Report - Governance Committee

The Board ensures the sustainability of the SCC through furtherance of its Mission and Vision and trusteeship of its assets: human, financial, intellectual.

The Board shall:

1. Be guided by written governing policies which address:
 - a. STRATEGIC DIRECTION: what good, for which needs, at what cost, for what people;
 - b. GOVERNANCE PROCESS: how the Board conceives, carries out and monitors its own tasks;
 - c. BOARD – EXECUTIVE DIRECTOR RELATIONSHIP: how authority is delegated, carried out and monitored; and
 - d. EXECUTIVE LIMITATIONS: the boundaries which establish the constraints on executive authority.
2. Hire and release the Executive Director.
3. Direct the Executive Director to implement policies and manage the SCC, including the regular evaluation of the SCC's programs and services.
4. Conduct an annual performance appraisal of the Executive in a format determined by the Board.
5. Monitor its own adherence to policies and review and up-date them as necessary.
6. Approve SCC's strategic and business plans and annual operating and capital budgets.
7. Appoint its officers at the first Board meeting following the AGM.
8. Ensure the continuity of its governance capability by offering training and development for all Board members including orientation for new members.
9. Establish the date and procedures for the Annual General Meeting.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-04
Approved: April 24, 2017
Updated: October 9, 2018

Policy Title: BOARD MEMBERS' RESPONSIBILITIES

Monitoring Schedule: Annually

Monitoring Method: Internal Report - Governance Committee

The success of the Board as a whole is dependent on the performance of the individual Board member, their conduct both within and outside of Board meetings.

In order to be effective, each Board member will:

1. Be familiar with the SCC's Constitution and Bylaws;
2. Adhere to Board policies and procedures;
3. Prepare for meetings by reviewing materials in advance of the meeting;
4. Attend meetings and participate in discussions;
5. Participate on at least one committee;
6. Be available for and attend volunteer opportunities, gallery receptions and SCC events;
7. Attend all Board and committee meetings (missing two or more consecutive meetings will initiate a review by the Board and Board membership may be revoke; and
8. Act in the best interests of the SCC.

A Board member is eligible for reimbursement of expenses incurred in carrying out board work, be it regular board meetings, committee meetings or any other board sanctioned activities, up to Provincial Treasury Board guidelines upon submission of receipts and an expense claim.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-05
Approved: April 24, 2017
Updated: October 9, 2018

Policy Title: CHAIR'S ROLE
Monitoring Schedule: Annually
Monitoring Method: Board Discussion

The role of the Chair is to ensure the integrity of the Board's process. The Chair is authorized to make decisions within Board approved policies. Such decisions will be brought to the Board for information in a timely manner.

In carrying out this role, the Chair:

1. Plans for and presides at all Board and Annual General meetings;
2. Is an *ex-officio* member of all committees;
3. Determines the agenda for Board meetings in consultation with the Executive Director;
4. Ensures that the Board behaves consistently with its own rules and those required by law;
5. Ensures that discussion at meetings focuses on those issues that belong to the Board;
6. Seeks a variety of opinions at Board meetings, facilitating consensus whenever possible amongst Board members;
7. Acts as an official spokesperson for the Board unless otherwise directed;
8. Leads the Board in conducting an annual performance appraisal of the Executive Director; and
9. Ensures that official Board correspondence is distributed to all board members in a timely manner.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-06
Approved: March, 2000
Revised: November 2003
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: ROLE OF THE VICE-CHAIR

Monitoring Schedule: Annually
Monitoring Method: Board Discussion

The Vice-Chair:

1. Assists the Chair with their responsibilities; and
2. Assumes duties of the Chair in their absence.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-07
Approved: March, 2000
Revised: November 2003
Updated: April 24, 2017
Updated: October 9, 2018

POLICY TITLE: ROLE OF THE SECRETARY

Monitoring Schedule: Annually
Monitoring Method: Board Discussion

The Secretary:

1. Ensures that minutes of Board and General Meetings are prepared, reviewed, circulated, and brought forward for Board Approval.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-08
Approved: March, 2000
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: BOARD COMMITTEE PRINCIPLES

Monitoring Schedule: Annually
Monitoring Method: Board Discussion

Board committees, whether standing or ad hoc, are rooted in areas of policy to support the work of the Board as a whole.

Standing Committees are the:

1. Governance Committee;
2. Audit Committee; ~~and~~
3. Executive Committee; and
4. Membership Committee

Board Committees are/will:

1. Established by the Board, and report only to the Board.
2. Comprised of Board members, and may include non-Board members if appropriate.
3. Examine alternate perspectives and options regarding an issue.
4. Investigate the cost, public relations, and implications of each option.
5. Ad Hoc committees are established to assist the Board in carrying out its specific tasks and are used only as needed;
6. May call upon the Executive Director to assist in ensuring that information on options and implications are available.
7. Speak or act on behalf of the Board only when given authority to do so.
8. May not commit funds or resources of SCC, except as defined in the written Terms of Reference.
9. Have only the authority specifically delegated to them by Board policy and/or motion.
10. The Terms of Reference for all Board committees shall include a statement of:
 - a) Purpose
 - b) Composition
 - c) Administrative Support Services
 - d) Quorum
 - e) Term of Office
 - f) Reporting Procedures
 - g) Provision for Expenses
 - h) Timelines

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-09
Approved: November 21, 2001
Revised: November 18, 2002
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: GOVERNANCE COMMITTEE

Monitoring Schedule: Annually
Monitoring Method: Board Discussion

1. Purpose
 - a. To prepare a written report on the Board's compliance with all Governance Policies for the Board's review prior to April 30th of each year, incorporate this report into the SCC annual report; and
 - b. To identify any skill and/or knowledge development that the Board should undertake and recommend strategies for addressing it.
2. Composition:

At least three members of the Board, plus the Board Chair, shall be named in a timely manner at a meeting of the Board.
3. Administrative Support Services:

Support to the committee shall be provided by the Executive Director.
4. Quorum:

Quorum for the committee shall be two (2).
5. Term of Office:

One (1) year from the date of the appointment to the committee. Committee members may be reappointed to the committee for more than one consecutive term.
6. Report Procedures:

Reports of the committee shall be made in writing to the Board of Directors.
7. Provision for Expenses:

The committee shall be reimbursed for any reasonable expenses directly incurred in the fulfillment of its duties.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-10
Approved: November 21, 2001
Revised: November 2003
Updated: April 24, 2017
Updated: October 9, 2018

Policy Title: EXECUTIVE COMMITTEE

Monitoring Schedule: Annually

Monitoring Method: Internal Report – Executive Committee

1. Purpose
 - a. To act on behalf of the Board as directed by the Board or in case of emergencies. Board assent for any such action arising from the latter shall be sought as soon as possible.
 - b. Chaired by the Board Chair, to lead the annual performance review of the Executive Director for Board approval.
2. Composition:

The Executive Committee will include the Chair, who shall act as chair of the committee, Vice-Chair and Secretary and Chair of the Audit Committee.
3. Administrative Support Services:

Support to the committee shall be provided by the Executive Director.
4. Quorum:

Quorum for the Committee shall be two (2) .
5. Term of Office:

One year from the date of the appointment to the Committee.
6. Report Procedures:

Reports of the Committee shall be made in writing to the Board of Directors.
7. Provision for Expenses:

The committee shall be reimbursed for any reasonable expenses directly incurred in the fulfillment of its duties.
8. Board – Executive Director Relationship Report:

As per monitoring schedule.
9. Executive Director Performance Review:

Conducted annually with report due at the regular Board meeting preceding the Annual General Meeting. Reports to the Board as required.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-11
Updated: October 9, 2018

Policy Title: AUDIT COMMITTEE

Monitoring Schedule: Annually

Monitoring Method: Internal Report - AUDIT Committee

1. Purpose

To assist the Board in its oversight of the organization regarding integrity of financial data, adequacy of internal controls, management of financial risks and adherence to relevant legislation. The Committee will report and make recommendations to the board on audit and financial matters.

2. Authority

- a. In order to perform its duties, the Committee will be able to inspect all accounts and records of the SCC and discuss these with the officers, auditors and directors of the SCC.
- b. The Committee will review as appropriate all financial statements intended for circulation among directors and members as well as external auditor's reports, management letters, reports on specific mandates and external auditor's engagement letters
- a. The Committee may request the external auditor to attend a meeting as part of its engagement contract within budgetary restraints.

3. Composition

- a. The Committee will be composed of a minimum of three members plus the chair of the Board, with a majority being board members. The Committee may have representation by non-board members recruited for their financial expertise.
- b. The Committee Chair and the remainder of the Committee will be appointed by the Board.
- c. The members of the Committee will hold office for one-year terms renewable at the will of the Board.
- d. The Executive Director will serve as a resource to the Committee.

4. Meetings

- a. Times and places will be determined by the Committee.
- b. The Committee will meet at least quarterly to review financials and ensure due diligence.
- c. The Committee may meet *In Camera* with the external auditor after the annual audit is complete to review the results before the audited financial statements are presented to the Board and then members at the AGM. It will also review the adequacy of internal controls.

5. Responsibilities

- a. May identify and refer policy issues to the Board.
- b. The Board may refer to the Committee such matters and questions relating to the financial position and affairs of the SCC as the Board sees fit.
- c. Will review the annual financial statement with a focus on ease of comprehension, relevance, reliability and comparability.
- d. With Management's collaboration, advise the Board on any laws or regulations relating to Finance that will affect the SCC.
- e. Will review the terms of the audit engagement and annually recommend to the Board the appointment of the external auditors for recommendation to the membership.
- f. Will ensure the full Board is notified of any audit or financial issues that have come to the Committee's attention that may cause reputational harm or significant risk to the SCC.
- g. Review of the independence of the external auditor.

6. Reporting

The minutes of all meetings of the Committee are to be made available to the Board. Oral reports by the Chair covering recent matters not yet recorded are to be provided to the Board at its next meeting or by email communication.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-12
Updated: October 9, 2018

Policy Title: MEMBERSHIP COMMITTEE

Monitoring Schedule: Annually
Monitoring Method: Internal Report

1. Purpose:

- a. To assist the Board by evaluating the value provided to SCC members and making recommendations for improvement.
- b. To determine methods for seeking feedback from current members about their needs, expectations and experiences with the SCC.
- c. To determine methods of raising the profile of the SCC and attracting new members.
- d. To act as the Nominating Committee for the Board.
 - i. The specific tasks of the nomination process are:
 1. Identifying candidates that embody SCC values
 2. Identifying current or anticipated skill and/or representational gaps.
 3. Identifying potential new Board members to address gaps.
 4. Identifying other new Board members interested in serving SCC.
 5. Recruiting and briefing them on the role of an SCC board member and the issues they may face.
 6. Notifying members who have agreed to allow their names to stand of the committee's intent to nominate; and,
 7. Following up with potential candidates to obtain biographical information to present to the AGM.
- e. To establish sub-committees as needed to work on specific issues related to membership including, but not limited to:
 - i. Reconciliation and Diversity
 - ii. Boutique
 - iii. Gallery

2. Composition:

A minimum of 3; maximum of 6 board members.

3. Administrative Support:

Executive Director and other staff as required.

4. Quorum:

Majority of committee.

5. **Term:**
From year to year. To be determined at the reorganization meeting after the AGM.
6. **Reporting Procedure:**
Committee reports to the next board meeting with a yearly review of action around the strategic goals of fostering an environment where excellence in craft is nurtured, recognized and valued and supporting Saskatchewan craftspeople to flourish creatively and economically.
7. **Provision of expenses:**
Mileage and meals will be covered as per the policy around board member expenses.
8. **Timelines:**
Indefinite
9. **Objectives:**
 - a. Regularly review our 'value to membership' and the fees for same.
 - b. Engage the membership in meaningful ways that connect to our strategic goals.
 - c. Recruit engaged board members from diverse backgrounds, geography, and with skill sets that will enhance board strength.
 - d. Enhance recruitment of new members from underrepresented sectors such as newcomers, Indigenous, youth.
 - e. Provide services that are meaningful and maintain interest in membership through the arc of a member's craft life.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-13
Approved: April 2, 2007
Updated: October 9, 2018

Policy Title: CONFLICT OF INTEREST

Monitoring Schedule: Annually

Monitoring Method: Annual Renewal of Conflict of Interest Forms

The public trust held by Board members of the SCC demands a high standard of conduct known as the fiduciary duty that embodies concepts of integrity, fidelity, confidence, fairness, non-competition and good faith.

The management of the assets of a public trust must always be in the best interest of the institution. Board members are legally bound to act for the benefit of the institution and cannot put bias or personal interest ahead of the interest of the public trust for which they hold a fiduciary duty.

Board members must avoid real and apparent conflict between their private interests and public duties so that public confidence can be maintained in the integrity of the process by which the society's resources are managed.

Conflict of interest may exist whether or not a pecuniary advantage has been or may be conferred on the individual, and includes both actual and perceived conflicts. Furthermore, the identification of a situation where a conflict of interest may exist will depend on the perceptions of those involved and how their actions appear to others. Simply stated, it is a matter of conscience, service to the public, and common sense.

1. PURPOSE

- 1.1 To outline the expectations placed upon SCC Board members with regard to situations where there may be real, potential, or apparent conflicts of interest.
- 1.2 To protect the public interest and provide guidance to Board members.

2. BACKGROUND

- 2.1 The Province of Saskatchewan expects the directors of non profit societies as well as its employees to maintain high standards of honesty, integrity, impartiality, and ethical conduct, and officials must be constantly aware of the need to avoid situations which might result either in actual or perceived misconduct, or conflicts of interest, and to conduct themselves, in their official and personal relations, in a manner which commands the respect and confidence of their fellow citizens.
- 2.2 Board members must represent loyalty to the interests of the SCC.

3. DEFINITIONS

Conflict of interest means any situation in which a member, either for, their dependents, other person(s) directly related or associated with that member, or other organization(s), attempts to promote a private or personal interest which results or appears to result in:

- a) an improper personal material gain or advantage by virtue of their position;
- b) an interference with the objective exercise of their duties.

4. POLICY

- 4.1 Board members shall perform their official duties and arrange their private affairs in such a manner that public confidence and trust in the integrity, objectivity and impartiality of the SCC are conserved and enhanced;
- 4.2 Board members have an obligation to act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
- 4.3 Board members shall not have a financial interest that could conflict in any manner with the discharge of their duties;
- 4.4 On appointment to office, and thereafter, Board members shall arrange their private affairs in a manner that will prevent real, potential or apparent conflicts of interest from arising but if such a conflict does arise between the private interests of a member and the official duties and responsibilities of that member, the conflict shall be resolved in favor of the public interest;
- 4.5 Board members shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property right of the member;
- 4.6 Board members shall not in their official or outside of their official roles assist private entities, persons or any non-profit agency in their dealings with the SCC where this would result in preferential treatment;
- 4.7 Board members shall not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public;
- 4.8 Board members shall not directly or indirectly use, or allow the use of SCC property of any kind, including property leased to the SCC for anything other than officially approved activities;
- 4.9 Board members shall not act after they cease to be Board members in such a manner as to take improper advantage of their previous Board membership.

5. APPOINTMENT OBLIGATIONS & DISCLOSURE

- 5.1 Upon appointment to the SCC, Board members are required to sign the SCC Conflict of Interest Declaration which includes disclosure of their activities and activities of members of their immediate family which could give rise to a real, potential or apparent conflict of interest or otherwise impair the ability of the member to perform his or her official duties objectively.
- 5.2 These declarations shall be updated once a year by all members, at the Board meeting immediately preceding the commencement of a new fiscal year.

6. ACTIVITIES CONSTITUTING CONFLICT OF INTEREST

- 6.1 Such activities may include but are not limited to membership on Boards or organizations, ownership of assets, receipt of gifts, and employment whether full-time or part-time.
- 6.2 Members will not act in an official capacity or make recommendations in these activities if financial or professional benefits accrue to the following people or entities:
- a) the member;
 - b) the member's immediate family which is defined as the member's spouse or partner, parents, children;
 - c) the member's partner in any business ventures including proprietorships, partnerships, and incorporated businesses;
 - d) an organization, in which the member is serving as an officer, director, trustee, partner or employee, including a business, municipality, a non-profit organization;
 - e) any person or organization with whom a member is negotiating or has any arrangement concerning prospective employment.
- 6.3 The Minutes of the Board, or committee meeting shall in each case record the member's disclosure of interest, and the fact that he or she took no part in the discussion or decision.
- 6.4 Board members may submit work for inclusion in the Council's Boutique through member channels and participate in any and all SCC programs. Communication on any related concerns or disputes, however, must be addressed to the Executive Director.

7. RESTRICTIONS

- 7.1 Members, while serving, or for a period of six months following the cessation of their appointment, shall not be appointed to a staff position of the SCC.

8. DISPUTE RESOLUTION

- 8.1 The resolution of disputes arising from the interpretation of this Statement on Ethics and Conduct shall be the responsibility of a Dispute Resolution committee composed of the Chair of the Board, one other member of the Board, and the Executive Director of the Board.
- 8.2 If the dispute involves a Board member on this committee, that individual will withdraw from the committee's membership. The committee may choose to appoint a fourth person from outside the ranks of the current Board membership if, in its view, circumstances so warrant.
- 8.3 The Committee shall investigate the dispute and if required, will call before it all parties involved in the allegation.

9. FAILURE TO DISCLOSE

If a failure to disclose a conflict of interest situation or violation of the SCC Conflict of Interest Guidelines is found by the Dispute Resolution Committee, the committee may:

- a) Request that the member disclose the conflict.
- b) Remove the member from the responsibilities that are causing the conflict of interest.
- c) Accept the member's resignation.

CONFLICT OF INTEREST POLICY DECLARATION

NAME OF MEMBER: _____

With reference to the policy and procedures as outlined in the Conflict of Interest Policy please declare memberships, affiliations and positions held by you and the people or entities listed in the policy.

1. THE MEMBER:

List type of potential conflict: state organization, asset, position held, time or tenure or other information as applicable:

2. OTHER RELATED PERSONS OR ENTITIES

State person or entity and applicable information:

Signature: _____

Date: _____

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-14
Approved: April 2, 2007
Updated: October 9, 2018

Policy Title: CONFIDENTIALITY

Monitoring Schedule: Annually
Monitoring Method: Annual Renewal of Confidentiality Form

The issue of confidentiality is a matter of integrity. To engender faith in the programs of the SCC and in the Board itself, all participants including Board members, must adhere to strict professional standards where privileged information is involved. All parties shall not divulge confidential or restricted information to any unauthorized person or release such information in advance of authorization for its release. Furthermore, Board members, employees, and advisors shall not directly or indirectly use for their own purposes any confidential information that they may acquire with respect to Board's affairs

1. PURPOSE

- 1.1 To outline the requirements for SCC members in the use and disclosure of confidential information supplied by clients and of other confidential information pertaining to Board.

2. APPLICATION

- 2.1 This policy applies to all members of the Board of the SCC.

3. POLICY

- 3.1 SCC Board members shall serve the Board using all best efforts to promote the interests thereof and will not directly or indirectly disclose the private affairs of the Board or its clients. Members shall not directly or indirectly use for their own purposes any confidential information that they may acquire with respect to the Board's affairs. This restriction on the use or disclosure of information shall be in effect during the term of appointment and at all times thereafter.
- 3.2 Confidential information pertaining to the SCC, its members and staff shall be discussed internally and with other related agencies with discretion and only as needed in carrying out one's duties as a member of Board.
- 3.3 Any breach of confidence is considered a serious matter and will be dealt with by the Chair as appropriate. The Chair can request the member's resignation and will report the breach of confidence to the Board and request that the Board consider termination or withdrawal of the appointment.
- 3.4 All members, at the time of election, will sign a Pledge of Confidentiality and Understanding of this policy.

PLEDGE OF CONFIDENTIALITY AND UNDERSTANDING

NAME OF MEMBER: _____

I have read and understand the Saskatchewan Craft Council's Confidentiality Policy. I agree to the requirements outlined therein.

Signature: _____

Date: _____

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-15
Approved: April 2, 2007
Updated: October 9, 2018

Policy Title: BOARD EDUCATION

Monitoring Schedule: Annually

Monitoring Method: Internal Report - Governance Committee

The ability of Board members to meet their responsibilities is dependent on their knowledge of the many aspects of the SCC: its mandate, mission, structure, programs and services, etc. Therefore:

1. New Board members shall receive a complete orientation to ensure familiarity with the SCC and issues surrounding it.
2. New Board members shall also receive an orientation to the process and principles of policy governance.
3. Each Board member shall complete a self-appraisal annually and identify specific areas in which he or she requires additional knowledge related to governance and the SCC programs and issues.
4. Time shall be allotted at each regular monthly Board meeting for Board education purposes:
 - a) Program staff presentations;
 - b) Governance discussion;
 - c) Issues of strategic importance to the SCC

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-16
Approved:

Policy Title: BOARD LINKAGE WITH STAKEHOLDERS

Monitoring Schedule: Each Board Meeting
Monitoring Method: Board Discussion

The Board is the steward of the SCC's mandate for its stakeholders, defined as the membership of the SCC and the broader community of interest. The Board works strategically, developing the overall goals and policies of the SCC for implementation by the Executive Director. Accordingly, the Board shall:

1. Act on behalf of the stakeholders as a whole;
2. Develop partnerships, gather input and information from, and otherwise interact with a broad base of communities;
3. Provide regular, ongoing information on its work to its stakeholders; and
4. Respond to or be prepared to meet with individuals, groups or organizations on Board policy issues upon receipt of a written request which addresses the policy issue in question and its importance to the mission of the SCC.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-17
Approved: April 21, 2004
Updated: October 9, 2018

Policy Title: STAFF COMMUNICATION WITH THE BOARD

Monitoring Schedule: Semi-Annually

Monitoring Method: Internal Report - Governance Process Committee

Governance of the SCC is greatly enhanced and facilitated by the manner in which it deals with legitimate communications from staff on matters related to Board policy. Therefore:

1. The Board will only accept correspondence in letter or e-mail form from staff, in and out-of-scope, under the following conditions:
 - a) the nature of the correspondence concerns the perceived illegal, unethical or unprofessional behaviour of the Executive Director or a Board Member.
 - b) the correspondence is addressed and submitted to the Board Chair, or to the Vice-Chair if the complaint concerns the Chair.
 - c) the correspondence is dated and signed.
 - 1.1 All correspondence to the Board Chair or Vice-Chair shall be shared with the Board.
 - 1.2 Correspondence may be copied to the Executive Director or the Board Member in question, at the discretion of the recipient.
2. On receipt and review of such correspondence the Board shall determine by motion its course of action and act accordingly, communicating the process and decisions to all parties. It shall conduct itself in accordance with its organizational values and may engage legal advice as necessary.
3. The Board will not accept unsolicited correspondence or requests for meetings from staff regarding the following:
 - a) management or operational decisions that are legitimate and within the authority of the Executive Director
 - b) governance decisions that are within the authority of the Board
 - c) matters that are covered by the collective agreement
4. In cooperation with the Executive Director, the Board may solicit input or feedback in a transparent manner from staff on matters that will help the SCC to achieve its ends.
5. Staff are encouraged to submit ideas for improvements to the Executive Director who may communicate them to the Board.

Policy Type: GOVERNANCE PROCESS
Policy #: gov/pro-18
Approved: March, 2000
Revised: April 2002
Updated October 9, 2018

Policy Title: HANDLING OF COMPLAINTS

Monitoring Schedule: Semi-Annually
Monitoring Method: Internal Report - Governance Committee

The readiness of the SCC to respond to the legitimate concerns of stakeholders in a transparent, orderly and respectful manner is critical to the relationship with all its stakeholders. Therefore:

1. The Board will accept a complaint from its clients, members or the general public after the complaint has been taken through existing channels.
2. The complaint must be dated and submitted to the Board in writing, in letter or e-mail form.
3. Photocopies of any documentation, memos, letters, etc. should be included with the written complaint at the time of the submission in order to ensure that all aspects of the complaint are clearly understood.
4. The Board Chair or a designate may request additional information.
5. The Board must outline to the complainant and any individuals against whom a complaint has been lodged, the process to be followed. This process must be fair, thorough and confidential.
6. The Board has the authority to make a final decision after obtaining facts.
7. The Board must then notify the complainant, in writing, regarding the decision. Board response to complaints shall be carried out in a timely manner.

BOARD/EXECUTIVE DIRECTOR RELATIONSHIP

Policy Type: BOARD /E.D. RELATIONSHIP

Policy #: bd/ed-01

Approved:

Policy Title: EXECUTIVE DIRECTOR ROLE

Monitoring Schedule: Each Board Meeting

Monitoring Method: Board Discussion

The Executive Director is accountable to the Board acting as a body. The Board will instruct the Executive Director through written policies, and in motions based on such policies, delegating to her/him the interpretation and implementation of these policies.

Policy Type: BOARD/ E.D. RELATIONSHIP
Policy #: bd/ed -02
Approved:
Updated: January 8, 2018

Policy Title: DELEGATION TO THE EXECUTIVE DIRECTOR

Monitoring Schedule: Bi-Annual
Monitoring Method: Board Discussion

All Board authority to the staff is delegated through the Executive Director; as far as the Board is concerned, the accountability of staff is the responsibility of the E.D.

1. The Board will direct the Executive Director to achieve specified results, for specified recipients, at a specific worth through the establishment of Ends policies. The Board will limit the latitude the Executive Director may exercise to achieve the ends through establishment of Executive Limitation Policies.
2. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitation Policies, the Executive Director is authorised to establish all further operational policies, make all decisions, take all actions, establish all practices and develop all activities.
3. The Board may change its Ends and Executive Limitations policies, thereby affecting the boundary between Board and executive director domains. By so doing, the Board changes the latitude of choice given to the Executive Director. But so long as any particular policy is in place, the Board and its members will respect and support the Executive Director's choices.
4. Only decisions of the Board acting as a body are binding upon the Executive Director.
 - a) Decisions or instructions of individual Board members, or officers or committees are not binding on the Executive Director except in rare instances where the Board has specifically authorized such exercise of authority.
 - b) In the case of Board members or committees requesting information or assistance without Board authorization where in the E.D.'s judgement the request constitutes a material amount of staff time, funds or disruption to operations, the E.D. will consult with the Chair concerning the request to determine how the intent of the request might be met.

Policy Type: BOARD /E.D. RELATIONSHIP
Policy #: bd/ed-03
Approved: March 2000
Updated: January 8, 2018

Policy Title: EXECUTIVE DIRECTOR JOB DESCRIPTION

Monitoring Schedule: Bi-Annually
Monitoring Method: Internal Report – Executive Committee

As the Board’s single official link to the operating organization, the Executive Director’s performance will be considered to be synonymous with organizational performance as a total.

Consequently the Executive Director’s job contribution can be stated as performance in only two areas:

1. Organizational accomplishment of Board policies on Ends.
2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

The Executive Director is accountable for leading an effective employee team and is thereby accountable for the development and implementation of all operational policies and procedures and an annual business plan and budget that work towards the Board’s Ends.

The Executive Director:

1. Reports directly to the Board of Directors and is responsible for the day-to-day overall management of all SCC employees, general office administration and communication with the Board of Directors;
2. Implements Board policy and direction and co-ordinates all activities and programs;
3. Oversees the establishment and maintenance of the SCC’s contacts with appropriate government and community agencies;
4. Prepares contracts, reports and funding applications and signs documents, including cheques, on behalf of the SCC; and,
5. Assumes responsibility for property management.
6. Ensures that there is an appropriate understanding of SCC operations, both written and with other staff, in the event of his/her absence

POLCY TYPE: BOARD/E.D. RELATIONSHIP

Policy #: bd/ed-04

Approved:

Updated: January 8, 2018

Policy Title: MONITORING EXECUTIVE PERFORMANCE

Monitoring Schedule: Bi-Annually

Monitoring Method: Internal Report – Executive Committee

Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Ends and Executive Limitations. Any evaluation of ED performance, formal or informal, may be derived only from these monitoring criteria.

1. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
 - a. Internal report. Disclosure of compliance information to the Board from the ED.
 - b. External Report. Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
 - c. Direct Board inspection. Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.
4. Prior to the AGM, the Board will conduct its annual formal evaluation of the ED. This evaluation will only consider monitoring data arising from the current Ends and Executive Limitations policies. Evaluation tools will include: written assessments by all board members as to the quality and usefulness of Monitoring and Ends reports; and may include from time to time a professionally developed and administered 360 degree survey of direct reports, board members and key stakeholder contacts.

EXECUTIVE LIMITATIONS / RISK MANAGEMENT

Policy Type: EXECUTIVE LIMITATIONS / RISK MANAGEMENT
Policy #: exlim/riskmgt-01
Approved: March, 2000
Updated: January 8, 2018
Updated: October 9, 2018

Policy Title: GENERAL CONSTRAINTS

Monitoring Schedule: Annual
Monitoring Method: Internal Report - Executive Director

The Executive Director shall conduct their management of its operations to the highest standards of the management of not-for-profit organizations.

Therefore, the Executive Director shall:

1. Perform or approve only lawful acts that do not violate requirements or policies of regulatory or funding bodies;
2. Operate with a management plan including policies, governance and term business strategies that includes a participatory approach involving the staff and Board;
3. Ensure regular safety inspections are conducted, correcting identified unsafe conditions, and that all such action is documented;
4. Ensure that personnel, the organization and its assets are covered by an acceptable and prudent level of liability insurance and/or replacement value coverage;
5. Not acquire or dispose of real property without Board approval;
6. Maintain the facility and equipment in good working condition;
7. Limit access to any material amount of funds to only designated personnel;
8. Not change his or her own compensation and benefits;
9. Inform the Board, in writing, if ~~he/she~~ they or the organization is not in compliance with Board policy;
10. Inform the Chair if the Board is departing from its own governance policies, and advise on additional governance policies that may be required; and

11. Inform the Board Chair of all computer passwords on his/her SCC computer files. These passwords to be kept confidential by the Chair.

Policy Type: EXECUTIVE LIMITATIONS / RISK MANAGEMENT
Policy #: exlim/riskmgt-02
Approved: March, 2000
Updated: January 8, 2018
Updated: October 9, 2018

Policy Title: STAFF AND VOLUNTEER TREATMENT

Monitoring Schedule: Each Board Meeting
Monitoring Method: Internal Report - Executive Director

The SCC places the highest value on the role of its staff and volunteers, recognizing that their contributions are the source of SCC's strength.

To this end, the Executive Director shall:

1. Ensure that a copy of relevant operating policies and procedures, the Collective Agreement and other relevant information are made available to all employees and that they know who the shop steward is;
2. Encourage growth and professional development of employees;
3. Provide clearly written and culturally sensitive personnel policies, which addresses discrimination;
4. Ensure all new staff are provided with employee orientation, which shall include their rights and responsibilities as employees of the SCC;
5. Follow legislated employment standards, including the Trade Union Act;
6. Take all reasonable steps to protect all staff/volunteers from unsafe or unhealthy working conditions, including physical security within the work place;
7. Ensure fair and transparent policies are in place regarding the hiring, annual evaluation and termination of any management staff;
8. Ensure all employees comply with SCC operating policies and procedures; and,
9. Share the Board's Governance policies with all staff.

Policy Type: EXECUTIVE LIMITATIONS / RISK MANAGEMENT
Policy #: exlim/riskmgt-03
Approved: March, 2000
Updated: January 8, 2018
Updated: October 9, 2018

Policy Title: FINANCIAL MANAGEMENT

Monitoring Schedule: Annual
Monitoring Method: Internal Report - Executive Director

The Executive Director is responsible for managing the finances of the SCC within Board approved policy and shall not allow a significant deviation from Board priorities as outlined in the Ends Policies.

In addition, the Executive Director shall:

1. Provide an account of the SCC's financial condition on a quarterly basis, including corporate credit card expenditures and e-transfers (revenues and expenses);
2. Pay the SCC's debts and settle payroll in a timely manner;
3. Ensure tax payments and other government ordered payments are filed accurately and on time;
4. Comply with generally accepted accounting principles;
5. Notify the Board of external and internal conditions that may affect SCC's annual operating budget, surpluses and reserves;
6. Notify the Board of any significant changes in budgeted allocations;
7. Base the organization's annual budget on fiscally responsible planning and the Board's stated Ends and priorities;
8. Ensure appropriate donation records are kept and that the SCC's donations policy conforms to Canada Revenue Agency requirements and industry standard ethical practices;
9. Only acquire, encumber or dispose of real property with board approval;
10. Seek value for money in all transactions and maintain operating policies as needed;
11. Only commit long-term reserves or assets with Board approval;
12. Ensure adequate funds are available prior to signing any contracts;

13. Advise the Board of the execution of contracts over \$10,000 that have been budgeted for and seek board approval for unbudgeted contracts over that amount;
14. Maintain a cheque signing policy that requires two signing authorities previously authorized by Board motion from the following: two or more board members; the Executive Director; and a staff person recommended by the Executive Director. Generally the Executive Director shall sign all cheques except in those cases where the recipient is the Executive Director. Signatories shall not sign cheques to themselves.

Policy Type: EXECUTIVE LIMITATIONS/RISK MANAGEMENT
Policy #: exlim/riskmgt-04
Approved: March, 2000
Updated: January 8, 2018
Updated: October 9, 2018

Policy Title: COMMUNICATIONS AND COUNSEL TO THE BOARD

Monitoring Schedule: Quarterly
Monitoring Method: Internal Report - Executive Director

The Executive Director has a critical role in ensuring that the Board makes its decisions with all relevant information possible.

Accordingly, the Executive Director shall:

1. Notify the Board of relevant trends which might affect the mission of the SCC;
2. Notify the Board of external and internal changes that affect the SCC;
3. Submit the required monitoring data Quarterly Financial Report, Activity Reports, Executive Limitations) in a timely and accurate fashion and according to Board policy;
4. Ensure the agenda, past meeting minutes, and background information are delivered to the Board members at least one week before any regularly scheduled meeting;
5. Obtain staff and external points of view to inform Board decision making;
6. Make available all Board correspondence received between Board meetings or after the Board Meeting mail-out;
7. Advise the Board well in advance of key dates, and relevant information for Board activity, in carrying out their fiduciary duties.

Policy Type: EXECUTIVE LIMITATIONS / RISK MANAGEMENT
Policy #: exlim/riskmgt-05
Updated: January 8, 2018

Policy Title: PUBLIC IMAGE and COMMUNICATIONS

Monitoring Schedule: Semi-Annually
Monitoring Method: Internal Report - Executive Director

The public image of the SCC is of utmost importance in establishing and enhancing its public value. The Executive Director is often the first link to the public and accordingly must assure that the SCC is represented in a positive and strategic manner.

Accordingly, the Executive Director shall:

1. Establish an effective communications and public relations strategy reflecting the vision, mission and values of the SCC, and the Board; and
2. Ensure that the SCC's activities and achievements are widely publicized.

Policy Type: EXECUTIVE LIMITATIONS/RISK MANAGEMENT
Policy #: exlim/riskmgt-06
Approved: March, 2000
Updated: January 8, 2018

Policy Title: PROGRAMS AND SERVICES

Monitoring Schedule: Annual

Monitoring Method: Internal Report - Executive Director

The programs and services offered by the SCC are the essence of the public value that the organization provides. The delivery, evaluation and renewal of these programs and services are fundamental to the success of the SCC and its ability to achieve its Mission.

Therefore, The Executive Director will ensure that:

1. The planning of programs and services are consistent with the SCC's mission;
2. The initiation of new programs and services occurs only after assessing the need, costs and benefits;
3. The evaluation of the SCC's programs occurs periodically on the basis of organizational priorities established by the Board;
4. Programs offered at the SCC operate with qualified personnel and in an appropriate facility;
5. Written procedures for handling and monitoring complaints derived from SCC's programs and services are developed and maintained, and that employees are familiar with these procedures; and
6. Notification will be provided to the Board regarding program changes in a timely manner.

Policy Type: EXECUTIVE LIMITATIONS / RISK MANAGEMENT
Policy #: exlim/riskmgt-07
Updated: January 8, 2018

Policy Title: LEADERSHIP AND MANAGEMENT STYLE

Monitoring Schedule: Annual

Monitoring Method: Internal Report - Executive Director

Since the Executive Director is the only employee directly accountable to the Board, it is critical that s/he leads and manages in a style that reflects the core values of the SCC. The Executive Director shall therefore:

1. Treat all direct reports in a fair, respectful and equitable manner;
2. Encourage growth of all staff through mentoring, meaningful delegation and professional development;
3. Foster a work environment of open debate, collegiality, initiative and collaboration.
4. Employ best practices in compensation for out-of-scope staff (including benefits and merit pay), keeping the Board advised in writing; and
5. Carry out annual written staff evaluations, which will periodically include direct input from direct reports and colleagues.

Monitoring Schedule

Updated: February 9, 2018

Updated: March 2019

Policy #	Policy Title	Review Period	Method	Time of Year
gov/pro-01	GOVERNING AUTHORITY	Annual	Internal Report - Governance Process Committee	August 2019
gov/pro-02	GOVERNANCE MODEL	Annual	Internal Report - Governance Process Committee	August 2019
gov/pro-03	BOARD JOB DESCRIPTION	Annual	Internal Report - Governance Process Committee	August 2019
gov/pro-04	BOARD MEMBERS' RESPONSIBILITIES	Annual	Internal Report - Governance Process Committee	August 2019
gov/pro-05	CHAIR'S ROLE	Annual	Board Discussion	August 2019
gov/pro-06	ROLE OF THE VICE-CHAIR	Annual	Board Discussion	August 2019
gov/pro-07	ROLE OF THE SECRETARY	Annual	Board Discussion	August 2019
gov/pro-08	BOARD COMMITTEE PRINCIPLES	Annual	Board Discussion	August 2019
gov/pro-09	COMMITTEE ON GOVERNANCE	Annual	Annually	August 2019
gov/pro-10	EXECUTIVE COMMITTEE	Annual	Internal Report - Board/ED Relationship Committee	August 2019
gov/pro-11	AUDIT COMMITTEE	Annual	Internal Report - Standing Committee on Audit and Finance	August 2019
gov/pro 12	MEMBERSHIP COMMITTEE	Annual	Internal Report	August 2019
gov/pro-13	CONFLICT OF INTEREST	Annual	Annual Renewal of Conflict of Interest Forms	August 2019
gov/pro-14	CONFIDENTIALITY	Annual	Annual Renewal of Confidentiality Form	Aug 2019
gov/pro-15	BOARD EDUCATION	Annual	Internal Report - Governance Process Committee	Jan-Feb 2020
gov/pro-16	BOARD LINKAGE WITH STAKEHOLDERS	Each Board Meeting	Board Discussion	Aug 2019 Sept 2019

Policy #	Policy Title	Review Period	Method	Time of Year
				Nov 2019 Jan-Feb 2020 March 2020
gov/pro-17	STAFF COMMUNICATION WITH THE BOARD	Semi-Annual	Internal Report - Governance Process Committee	Aug 2019 Jan-Feb 2020
gov/pro-18	HANDLING OF COMPLAINTS	Semi-Annual	Internal Report - Governance Process Committee	Aug 2019 Jan-Feb 2019
bd/ed-01	EXECUTIVE DIRECTOR ROLE	Each Board Meeting	Board Discussion	Aug 2019 Sep 2019 Nov 2019 Jan-Feb 2020 Mar 2020
bd/ed -02	DELEGATION TO THE EXECUTIVE DIRECTOR	Bi-annual	Board Discussion	Jan-Feb 2019
bd/ed-03	EXECUTIVE DIRECTOR JOB DESCRIPTION	Bi-annual	Internal Report - Board/ED Relationship Committee	Jan-Feb 2019
bd/ed-04	MONITORING EXECUTIVE PERFORMANCE	Bi-annual	Internal Report - Board/ED Relationship Committee	Jan-Feb 2019
exlim/riskmgt-01	GENERAL CONSTRAINTS	Annual	Internal Report - Executive Director	May 2019
exlim/riskmgt-02	STAFF AND VOLUNTEER TREATMENT	Annual	Internal Report - Executive Director	May 2019
exlim/riskmgt-03	FINANCIAL MANAGEMENT	Annual	Internal Report - Executive Director	May 2019
exlim/riskmgt-04	COMMUNICATIONS AND COUNSEL TO THE BOARD	Quarterly	Internal Report - Executive Director	May 2019
exlim/riskmgt-05	PUBLIC IMAGE and COMMUNICATIONS	Annual	Internal Report - Executive Director	Nov 2019
exlim/riskmgt-06	PROGRAMS AND SERVICES	Annual	Internal Report - Executive Director	October 2019
exlim/riskmgt-07	LEADERSHIP and MANAGEMENT STYLE	Annual	Internal Report - Executive Director	October 2019