



**main
street
project**

Governance Manual

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Main Street Project Governance Manual

Title:	Board of Directors Governance Policy	Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	To establish the governance structure and the expectations, roles, responsibilities and accountability of the Board of Directors (“Board”), individual Board Members, Officers and Committees of Main Street Project (“MSP”) and requirements for the effective management of the Board’s business.	

Part I – Governance

PRINCIPLES:

The Board and each of its members will, individually and collectively, fulfill their responsibilities in accordance with the by-laws, policies and procedures and will act at all times:

- In the best interests of Main Street Project;
- Honestly and in good faith;
- With respect for the Board and its individual members, employees, volunteers, clients, funders, donors, members of the public and the community;
- Equitably and with respect for diversity; and
- In accordance with MSP’s Ethical Guidelines.

POLICY:

PART I – BOARD OF DIRECTORS

The Board takes overall responsibility for the effective operation of MSP and the identification and mitigation of risks that may compromise MSP’s ability to fulfill its mission. More specific Board roles and responsibilities include the following:

1. Strategic Direction and Planning – The Board will ensure that MSP has a mission, vision and values statement that is current and well-understood, that a Strategic Plan is in

place, with clear priorities and deliverables, and that clear direction is provided for the fulfillment of the mission and implementation of the plan.

2. Financial Oversight – The Board will ensure that appropriate policies and safeguards are in place for the effective management of MSP’s resources within generally accepted accounting principles and in a manner that prevents the misuse of funds or property and meets or exceeds the financial requirements established by MSP’s funders.
3. Risk Management – The Board will regularly assess key organizational risks and ensure that appropriate risk management strategies are in place to prevent serious harm.
4. Adequate Resources – The Board will ensure that MSP has the resources it requires to fulfill its mission through funding agreements, grants, fundraising or other means. The Board will ensure that all relationships are managed ethically and that funders, grant organizations, donors and others are valued and respected.
5. Human Resources – The Board will recruit, hire, supervise and regularly evaluate MSP’s Executive Director (the “ED”) and provide direction and support to the ED in their role. The Board will establish principles and general expectations for the treatment of all MSP paid and unpaid staff, while refraining from involvement in the direct management of staff by the ED.
6. Programs and Services – The Board will establish reporting requirements to oversee MSP’s adherence to established policies and standards in its programs and services and compliance with funding agreements.
7. Public and Community Relations – The Board will play a key role in establishing and maintaining a positive image of MSP with the public, members of the community and community partners.
8. Board Development – The Board will recruit, select and orient all new Board Members in accordance with selection criteria, established by the Board to ensure that the Board has the perspectives, knowledge and skills it requires to fulfill its responsibilities. The Board will effectively conduct its business and regularly evaluate, assess and improve its performance.

The Board will develop, approve, and regularly update such policies as are required to ensure that, in relation to the Board’s planning and oversight responsibilities, the Executive Director has sufficient direction and that the Board is meeting its obligations to all stakeholders.

The Board will seek to learn from its actions and decisions with a view to enhancing Board effectiveness. The Board will annually, prior to the Annual General Meeting, review its actions and decisions made during the previous year to determine whether:

- the actions were completed and decisions fully implemented;
- the actions/decisions had achieved the outcomes the Board had expected; and
- there had been any unexpected consequences to their actions/decisions.

PART II - INDIVIDUAL BOARD MEMBERS

Each individual Board Member has the obligation to participate in the Board's work and contribute to the Board's ability to fulfill the mandate described above. In particular, individual Board Members will:

1. Exercise the care, diligence and skill expected of a reasonably prudent person.
2. Regularly prepare for, attend and participate in meetings of the Board and Committees and contribute their knowledge, skills and perspectives to the Board's discussions and decisions in a non-judgmental, positive and encouraging manner.
3. Actively participate in at least one (1) Committee of the Board.
4. Declare any conflict of interest or potential conflict of Interest in accordance with MSP's Conflict of Interest Policy and abide by the decision of the Board in relation to conflicts of interest.
5. Complete all accepted tasks.
6. Maintain Board unity by accepting and supporting final decisions of the Board.
7. Maintain the confidentiality of the Board and comply fully with MSP's Privacy and Confidentiality Policy.
8. Actively participate in MSP's fundraising activities and contribute financially to MSP in accordance with their ability to do so.
9. Comply with all policies, procedures and other guidelines established for the efficient and effective conduct of the Board's business.
10. Participate in Board orientation, training and other opportunities to increase knowledge and skills related to Board governance.

Board Members are required to sign a Board Membership Agreement in the form attached to this Policy as Appendix A.

Board Member – Liaison

MSP has two (2) Liaison positions – Winnipeg Police Service (WPS) and Winnipeg Fire Paramedic Service (WFPS). The Liaison roles are to ensure that MSP, WPS and WFPS all work closely together to support the people who access MSP services.

The Liaison role has two (2) main connection points with MSP:

- Operational – Liaisons work with MSP senior leadership to support operational or front line initiatives or concerns;
- Governance – Liaison work with MSP Board of Directors in understanding challenges MSP faces or policy development.

The Liaison will be subject to demonstrate their suitability through competency and character review by:

- Submitting a Curriculum Vitae or Resume,



- Being a senior manager or their originating agency,
- Being of character that includes a clear criminal record and clear abuse registry records,
- Demonstrating a commitment to serving MSP's client base,
- Completing a Conflict of Interest Declaration, and
- Receiving a vote of confidence and acceptance through a unanimously passed motion of the Board of Directors.

The Liaison roles are non-voting advisory positions.

The individuals who fill the Liaison roles will be selected by WPS and WFPS and recommended to the MSP Board. They will attend MSP Board meetings quarterly and MSP Operations meetings bi-monthly. They may also attend at other times at the request of any of the parties.

Vacant Director Position

A position on the Board of Directors will be declared vacant under any of the following conditions:

- a. Resignation - A Board Member may vacate their position on the Board at any time by submitting a resignation in writing to the Board Chairperson;
- b. Death or Incapacity – If a Board Member dies or is, for any reason, unable to continue to fulfill their duties, their position on the Board will automatically become vacant;
- c. Removal – A Board Member may be removed, and their position declared vacant, by a 2/3 majority vote of the Board, under the following circumstances:
 - i. The Board Member is convicted of a criminal offence; or
 - ii. The Board Member has failed or is failing to fulfill their responsibilities on the Board or violates any policy of the Board; or
 - iii. The position is declared vacant under section 7 of MSP's General By-Law No. 1/2016.

The process for removal of a Board Member will be established by the Board and will, at a minimum, include an opportunity for the affected Board Member to learn of the allegations being made against them and be provided with a fair and reasonable opportunity to respond to the allegations.

PART III – OFFICERS

Main Street Project has four (4) Officers, namely Chairperson, Vice-Chairperson, Secretary and Treasurer. Officers act as signing officers for contracts, financial accounts and other instruments in accordance with MSP General By-Law No. 1 and Finance Policies. Their individual roles and responsibilities are as follows:

Chairperson – The Chairperson is primarily responsible for the smooth transaction of the Board's business and ensuring that the Board acts within its roles and responsibilities and in

furtherance of MSP's mission and vision. The Chairperson is responsible for facilitating open and effective communication among Board members and between the Board, its Officers, Committees, the Executive Director and the public. In particular, the Chairperson:

- a. Chairs all meetings of the Board in accordance with Board Meeting Guidelines approved by the Board from time to time;
- b. Chairs the Executive Committee and ensures that the Committee fulfills its responsibilities under this policy;
- c. Acts as a first point of contact for other Board Members, Officers, Committee Chairs, the Executive Director and external parties only in relation to matters within the Board's authority;
- d. In concert with the Executive Director, acts as spokesperson for MSP in accordance with the Media and Public Relations Policy;
- e. Attends external meetings as a representative of MSP as required by external partners/funders or requested by the Board or the Executive Director;
- f. Serves as an *ex officio* member of all Board Committees; and
- g. Takes such other actions as may be required of them under any MSP policies and procedures approved by the Board.

Vice Chairperson – The Vice-Chairperson acts as a back-up to the Chairperson and fulfills the responsibilities of the Chairperson in the Chairperson's absence or during a vacancy in the position of Chairperson. An individual standing for election to the position of Vice-Chairperson is expected to agree to consider succeeding to the role of Chair in future.

Treasurer – The Treasurer's role is to provide advice and guidance to the Board and to assist the Board in fulfilling its responsibility to safeguard the assets and maintain the financial integrity of Main Street Project Inc.

Accordingly:

1. The Treasurer provides financial expertise and guidance in the following areas:
 - Financial planning and budgeting.
 - Financial reporting to the Board and appropriate stakeholders.
 - Banking, bookkeeping and record keeping.
 - Control of fixed assets, endowments and restricted funds.
 - Financial risk management.
 - Financial analysis.
2. In collaboration with the Executive Director, the Treasurer ensures that the financial obligations of the organization are met.
3. The Treasurer acts as an information and reference point for the Board and its committees by clarifying financial implications of proposals, confirming legal requirements, outlining the current financial status and ensuring that relevant documentation is provided by management.
4. The Treasurer provides financial leadership to the Board by:

- Attending all the Board meetings and participating as a full and active member of the Board.
- Ensuring that financial statements are prepared and presented in accordance with Canadian accounting standards for not-for-profit organizations.
- Serving as Chairperson of the Finance Committee.
- Managing the Board's review of and action related to the Board's financial responsibilities.
- Working with the Executive Director and/or Director of Finance to ensure that appropriate financial reports are made on a timely basis.
- Presenting the annual budget to the Board for approval.
- Reviewing the annual audit and responding to Board members' questions about the audit.
- Ensuring the financial risks of the organization have been identified and appropriately addressed.

Secretary – The Secretary has primary responsibility for ensuring that accurate records are kept of the Board's work, including:

- a. The maintenance of organized, complete and accessible files containing Board materials and reports, Board minutes (including *in camera* minutes), Committee minutes and any other documents that come before the Board;
- b. Working with the Executive Director to ensure that appropriate protections are in place for all Board records;
- c. Ensuring that accurate information regarding the Board's membership, work and decisions is available to staff and/or the public in accordance with Board policy.

Immediate Past Chairperson – Although not an Officer, the Immediate Past Chairperson participates in the Executive Committee and acts as a resource to the incoming Chairperson of the Board. The Immediate Past Chairperson must be an elected member of the Board while serving in this role. If they have completed their term limit on the Board, an extension of one (1) year may be granted by majority vote of the Board to permit them to remain in the Immediate Past Chairperson role.

Removal of an Officer

An Officer may be removed by a majority vote of the Board if, in the opinion of the Board, the Officer is not fulfilling their responsibilities or has acted in a manner that is contrary to the best interests of MSP. Officers will have the same due process rights as Board Members in the event that a motion to remove is made. Unless terminated in accordance with Section XX above, the individual will remain a member of the Board after removal from their Officer position.



PART IV – COMMITTEES

The Board has the authority to create Committees to undertake specific roles that assist the Board in its work and further the work of the organization. Committees have only the authority specifically granted to them by General By-Law No. 1, Board policy or by a decision of the Board.

The Board will review, revise as required and approve Terms of Reference for all Committees on an annual basis.

Executive Committee – The Executive Committee is unique among MSP’s standing committees in that it has limited authority to make decisions on behalf of the full Board. The membership of the Executive Committee is comprised of the Officers and the Immediate Past Chairperson. The Committee’s role and responsibilities are as follows:

- a. To facilitate preparation for Board meetings including ensuring that proper notice is given, establishing the agenda and ensuring that all matters requiring a decision are ready for presentation to the Board;
- b. To receive reports from Officers and/or the Executive Director about any situation that presents a risk to the organization and ensure that matter is brought to the Board’s attention in a timely way;
- c. To request reports from the Executive Director or Committee Chairs for presentation to the Board;
- d. To act on behalf of the Board if specifically authorized by Board Resolution to do so;
- e. To recommend, for Board approval, a contract with a recruiting firm and the membership of a Hiring Committee for the position of Executive Director as needed; and
- f. To make a decision on behalf of the Board if a matter arises between Board meetings that is urgent or emergent and a decision of the full Board is not possible within the timeframe required to address the urgency of the issue. As is required by MSP General By-Law No. 1, all decisions of the Executive Committee under this paragraph must be presented to the full Board at the first opportunity with a motion to ratify the decision.

The Executive Director will attend Executive Committee meetings as a non-voting member. The Committee may invite other persons to its meetings as it deems appropriate, also in a non-voting capacity.

Other Standing Committees – MSP has established three (3) other Standing Committees, as follows:

1. Finance Committee;
2. Facilities Committee; and
3. Governance Committee.



Standing Committees will have the following common characteristics:

- Committees generally do not make decisions on behalf of the Board. They gather information, explore options and make recommendations to the Board for action. The Board may delegate specific authority to make a decision to a committee by motion approved by the full Board.
- The Board will bi-annually approve Terms of Reference for each standing committee to confirm its role. The Board will annually establish priorities for the work of each Standing Committee and include those priorities in the “Board & Key Committee Calendar”.
- Each Committee will prepare an annual workplan that is consistent with its assigned role and priorities, and submit the workplan to the Board for discussion.
- With the exception of the Finance Committee, which is chaired by the Treasurer, Committee Chairpersons are appointed annually by the Board. All Standing Committee Chairpersons must be elected members of the Board. The role of the Committee Chairperson is to facilitate the work of the committee, organize and chair its meetings and report to the Board of Directors on the committee’s work and progress.
- Committee members are appointed by the Board of Directors to serve terms of two (2) years and may serve an additional term at the discretion of the Board. They may be members of the Board or other members of the public who are committed to MSP’s mission and bring expertise required for the Committee’s work. Every Standing Committee will have at least two (2) voting Board Members among its membership. The Board Secretary will ensure that an accurate list is kept of approved Committee membership and that members are replaced as needed.
- External Committee Members are expected to comply with all applicable MSP policies and act at all times in the best interests of MSP.
- Committees are expected to establish a schedule of meetings at the beginning of each year that provides them with sufficient time and opportunity to complete the work assigned to the Committee by the Board.
- Committees are accountable to the Board of Directors and report to the Board in the manner and with the frequency required by the Board through their Chairperson.
- The ED attends all meetings of MSP’s Standing Committees as a non-voting member. Committees may, in appropriate circumstances, have *in camera* discussion in the absence of the ED on topics that do not touch on the ED’s areas of authority and responsibility.
- Materials for meetings of the Committees will be distributed to members at least two (2) days in advance of the meeting to permit time for preparation.
- Committees may request staff support or other resources to support their work and the Board will, where possible, grant such requests.

Committee mandates and priorities will be established annually through the approval of Terms of Reference in the form attached to this Policy as Appendix B. At a minimum, they will include:

Finance Committee – The Finance Committee’s primary role is to oversee the financial status and management of the organization and develop plans to address financial risk. The Finance Committee is responsible for research, proposal of action and/or preparation of financial policy recommendations to the Board of Directors for its approval. The Finance Committee has the following responsibilities:

- a. Review the financial statements on a monthly basis;
- b. Provide interpretation of the financial statements to the Board as required;
- c. Provide expertise to enhance the quality of Board discussion on financial matters;
- d. Ensure there are adequate internal financial controls and procedures in place for financial reporting to the Board, members and funding agencies;
- e. Collaborate with management to develop a draft annual budget for presentation to the Board;
- f. Receive and review the audited financial statement and report to the Board prior to the Annual General Meeting;
- g. Ensure that the Board is promptly informed of any problems, issues or concerns raised by the auditor;
- h. Periodically discuss with the Auditor, without management being present, judgments about the quality and appropriateness of the accounting principles and financial disclosure practices; and
- i. Ensure financial policies are current and comply with industry acceptable operational procedures and practices for fiscally responsible, accountable, and transparent financial management.
- j. Ensure the development a Capital Budget and the maintenance of Capital Items through an associated Capital Asset Management Plan
- k. Recommend to the Board the appointment of external auditors for the ensuing fiscal year.
- l. Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Facilities Committee – The Facilities Committee’s role is to advise the Board of Directors on matters related to capital acquisitions/dispositions and major maintenance work required to protect and enhance the infrastructure required for the efficient operation of MSP and its programs and services. In particular, the Committee:

- a. Develops and/or reviews an Annual Capital Plan for the approval of the Board;
- b. Receive and reviews regular reports from the Executive Director on the condition and current and future capital maintenance requirements of all properties occupied by MSP;
- c. Conducts a review of all reasonably predictable future space needs and capital costs associated with MSP facilities and develop a 5-year facilities plan, with estimates of all capital spending needs;



- d. Reviews annual and 5-year capital plans with the Finance Committee prior to presentation to the Board;
- e. Annually reviews and recommend adjustments to the 5-year Facilities Plan.

Governance Committee – The Governance Committee’s primary role is to ensure that the Board has the membership it needs to fulfill its responsibilities and that Board members are well prepared for the work they are expected to do. The Committee functions in four (4) key areas:

- Governance;
- Board Development;
- Nominations; and
- Human Resources.

In fulfillment of its mandate, the Governance Committee:

Governance

- a. Conducts an annual review of the MSP Governance Policies, guidelines, procedures and other materials related to the functioning of the Board and the recruitment, nomination, election, orientation and training of Board Members, and recommends amendments to the Board for approval.

Board Development

- b. Identifies and plans a response to the orientation, learning and training needs of new and ongoing Board members;
- c. Develops an orientation manual and ensures that all new Board members receive a comprehensive orientation to the organization and Board and to their responsibilities as Board Members;
- d. Develops a process and any required forms or other documents for regular Board meeting evaluation for approval by the Board;
- e. Oversees monthly and biannual Board self-evaluations;
- f. Develops a process and any required forms or other documents for annual evaluation of overall Board membership, functioning and effectiveness for approval by the Board;
- g. Ensures that the meeting and annual evaluations are regularly completed and that the results are communicated with the full Board.

Nominations

- h. Develops a recruitment and nominating process and criteria for new Board and Committee members for approval by the Board;
- i. Conducts an annual assessment of upcoming changes in the Board’s membership and other needs of MSP prior to the initiation of the nominating process to determine what

specific nominee characteristics, experience and/or expertise will best serve the interests of MSP and ensure diversity within the Board's membership;

- j. Completes a recruitment process approved by the Board and recommends nominees who have the characteristics outlined above for election to the Board prior to each Annual General Meeting, ensuring that all nominees align with and support MSP's mission, vision and values and are willing and able to devote the time necessary for the Board's work; and

Human Resources

- k. Conducts an annual review of the Board-Executive Director Relations Policy, with the Executive Director, and recommends amendments to the Board;
- l. Ensures that the process, forms and any other documentation required for the evaluation of the Executive Director are in place and that evaluations are completed in a timely manner;
- m. Reviews and/or develops human resources policies for the approval of the Board; and
- n. Develops a process to ensure that the Board receives regular reports from the Executive Director on key indicators related to human resource management, which may include vacancies and turnover, overtime and sick time statistics, number and type of union grievances and staff complaints, results of employee engagement surveys or others.

Ad Hoc Committees

The Board may create such other committees as it deems appropriate from time to time and determine the membership, mandate, authority, priorities and accountability of each such committee by the approval of Terms of Reference. The Membership of every Ad Hoc Committee will include at least one elected Board Member. If the Chairperson of the Committee is not a Board Member, a Board Member on the Committee will serve as a liaison with the Board and report to the Board on behalf of the Committee. Ad Hoc Committee Terms of Reference will be specific to the Committee but will generally follow the approach and format of Standing Committee Terms of Reference.

The Board will establish an Ad Hoc Strategic Planning Committee at least eighteen (18) months prior to the expiry of each approved Strategic Plan. The Committee's role will, at a minimum, include:

- a. Reviewing the last Strategic Plan and evaluate its effectiveness and the degree to which its objectives have been achieved;
- b. Reviewing options for the process for developing the next Strategic Plan and making a recommendation to the Board;
- c. Developing a budget for the development of the next Strategic Plan for approval by the Board;



- d. Through a Request for Proposals or similar competitive process, identifying an appropriate consultant to assist the Board in the development of the next Strategic Plan and recommending the selected consultant to the Board for approval;
- e. Overseeing the planning process until the next Strategic Plan has been approved by the Board; and
- f. After approval of the new Plan, identifying key performance indicators, developing reporting, and tracking expectations for the plan and presenting the indicators and expectations for Board approval.

PART V – DECISION-MAKING

The Board is committed to making decisions by consensus wherever possible and appropriate. The Board will use a consensus-based decision-making model for all of its decisions, subject to the following exceptions:

- a. Strategic Plan;
- b. Approval of the Annual Budget;
- c. Approval of the Audited Financial Statements;
- d. Purchase of real property;
- e. Purchase of other property of a value exceeding \$50,000; and
- f. Borrowing Resolutions.

Decisions regarding the above-noted matters will require a Special Resolution supported by a 2/3 majority.

Consensus will be reached when, after all Board Members have sufficient opportunity to express their opinions on the matter, the Board finds a decision that all members find satisfactory. Consensus does not require unanimity but does require that all Board Members are willing to support the decision, even if they personally disagree.

The Chairperson will facilitate the consensus building process in a manner that is consistent with the nature and seriousness of the decision, ensuring that:

- a. The issue or question requiring decision is clear;
- b. An appropriate range of opinions and options are heard and explored; and
- c. A clear opportunity is given for any Board Member to express dissent.

If the Board fails to reach consensus, a formal motion will be presented and voted upon. A formal vote may also be requested on any matter by any three (3) voting members of the Board.

The Board is committed to ethical decision-making and, where ethical considerations arise in relation to a matter before the Board will refer to the Board's Ethical Guidelines, attached to this Policy as Appendix C.



[Note: One Committee member indicated that this section requires further discussion, saying “It places limits on the formal Board voting process which may introduce unnecessary uncertainties to Board processes.

PART VI – BOARD RELATIONSHIP WITH STAFF

The Executive Director is the only employee who reports directly to the Board. The relationship between the Board and the Executive Director is governed by the Board-Executive Director Relations Policy. With the exception of human resources matters falling within the mandate of the Governance Committee and Board, the Board has delegated responsibility for all human resources matters, for both employees and volunteers (collectively called “Staff” in this policy) to the Executive Director. The Board will not overrule a decision by the Executive Director or otherwise interfere with their actions in human resources matters unless specifically required by a Board Policy. Board Members will not give direction to Staff or provide Staff with advice on MSP matters.

Staff may approach the Chairperson of the Board to ask for the Board’s intervention only in the following circumstances:

- a. To make a complaint against the Executive Director for violation of MSP Policy or report alleged wrongdoing by the Executive Director; or
- b. To report a situation that gives rise to a serious risk to MSP, its Staff, clients, or the public, provided that the individual has previously raised the issue with the Executive Director and believes that the risk continues.

If an issue is raised by a Staff Member under this section, the Chairperson will advise the Board and the Board will determine how the matter should be addressed.

The Board will communicate with Staff to inform them on matters related to the Board’s work that do or may affect Staff. Approved Minutes of Board Meetings will be available to Staff who wish to read them. The Board will seek Staff input on strategic planning, other Board decisions that will significantly impact staff and on the evaluation of the Executive Director.

Title:	Board of Directors-Executive Director Relations Policy	Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	To establish expectations and accountabilities for the relationship between MSP's Board of Directors and the Executive Director.	

PRINCIPLES:

The Board of Directors ("Board") and Executive Director ("ED") will have a mutually respectful relationship based on the following principles:

- The Board and ED will act as partners in pursuit of the Vision and fulfillment of the Mission of MSP.
- The Board-ED relationship will be open, honest and transparent, with both parties committed to effective communication and sharing of ideas.
- The Board and ED will work jointly to serve the best interests of the organization, to identify and mitigate risk and to build and enhance MSP's reputation in the community.
- The Board and ED will provide each other with timely feedback on matters affecting their relationship and seek to resolve conflict and differences of opinion in a constructive manner.
- In its relationship to the ED, the Board will always act in compliance with applicable Board policies, the ED's employment contract and applicable employment laws and regulations.

POLICY:

PART I – BOARD OF DIRECTORS

The Board will conduct a recruitment and selection process to select the Executive Director (ED) and will consider more than one candidate. The Board will exercise due diligence to ensure that the individual it selects brings the skills, expertise and experience required to competently fulfill



the responsibilities of the position and is aligned with and supportive of MSP's Vision, Mission and Values.

The Executive Director has the authority to manage the operations of MSP as they deem appropriate, subject only to specific limitations specified by the Board. The Board will respect and support the ED in their exercise of that authority and not act in areas within the ED's responsibility, except as may be required in Board policy.

The Board will provide the ED with such orientation, training, coaching and/or other supports as the ED requires to meet all of the Board's expectations. The orientation of a new ED will include, at a minimum, a review of:

- a. The ED Job Description.
- b. The Board's Governance Policy and other related policies and procedures approved by the Board from time to time.
- c. Other policies, directives, plans, reporting requirements and/or expected results developed by the Board and communicated to the ED.
- d. The Strategic Plan and all related reporting and monitoring requirements; and
- e. The approved annual and capital budgets and financial reports, including the previous year's audited statements.

The Board will provide clear direction to the ED on matters within the Board's authority and be open to discussing and revising the direction if concerns are raised by the ED.

PART II – EXECUTIVE DIRECTOR

The Executive Director will always demonstrate appropriate respect for the Board of Directors and act within the authority granted to them by the Board. In particular, the ED will always act:

- a. Within their job description.
- b. In a manner that furthers the Vision, Mission, and Values of MSP.
- c. In a manner that demonstrates the integrity of MSP to outside parties and the public and builds/maintains a positive reputation for MSP.
- d. In compliance with all MSP legal and contractual obligations, including Collective Bargaining Agreement(s) with employees and all funding agreements.
- e. In alignment with the Strategic Plan and any specific priorities identified by the Board within the Plan; and
- f. In full compliance with policies approved by the Board and/or any other specific direction provided to the ED by the Board from time to time.

The Executive Director will always act honestly and in good faith and will make decisions in an ethical and prudent manner. They will provide complete and accurate information and analysis to the Board to support the Board's decision-making.

The ED will report to the Board if they identify any risk, error or any other threat to MSP and its ability to fulfill its mission. In cases where the ED's actions have created or contributed to the risk, error, or threat in question, they will take full responsibility for the part they played.

PART III – FEEDBACK AND EVALUATION

The Board will evaluate the ED on their compliance with the Board's direction, adherence to policies and the achievement of the results expected of the ED by the Board. The Board will rigorously and systematically monitor the ED's performance by clearly stating the results, outcomes and achievements expected of the ED and setting reporting requirements to monitor progress and completion.

The Board will provide the ED with informal feedback on an ongoing basis and will formally evaluate the ED's performance and fulfillment of the Board's expectations as follows:

- a. Halfway through the probationary period.
- b. During the final week of the probationary period.
- c. Annually, from the date of completion of probation, for the remainder of the ED's tenure.

For the evaluation of the ED, the Board will review and assess:

- Internal Reports prepared by the Executive Director to provide the Board with clear, accurate, unbiased data related to deliverables and performance expectations established by the Board.
- External information requested by the Board from an impartial auditor, inspector or judge, provided the assessment of the ED will relate only to expectations established by the Board.
- Direct observation of the ED and/or inspection of relevant MSP documents by the Board; and
- Such other information as the Board deems appropriate, provided that the ED is aware of the Board's plans and has an opportunity to discuss the plan to access and use the information.

The Board will apply an objective standard to assessing the ED's compliance or achievement of goals.



The Governance Committee has overall responsibility for the process to evaluate the ED. The evaluation will be completed by the Chair of the Governance Committee and at least one (1) other Governance Committee Member. The process, evaluation criteria and forms for the evaluation will be approved by the Board after ensuring that the ED has had input. The evaluation process will include, at a minimum, input from Board Members, staff, and key funders/community partners. The evaluation document prepared by the Committee at the end of the evaluation process will be reviewed by the full Board before it is communicated to the ED.

During feedback discussions and evaluation processes undertaken in accordance with this policy, the Board will provide opportunity for the ED to respond fully to the feedback/evaluation and provide feedback to the Board, which will be given due consideration.

PART IV – BENEFITS AND PROTECTIONS

Unless otherwise specifically excluded by the ED's employment contract, the ED is entitled to and will have the benefits and protections accorded to other MSP employees, including pension and health plans, sick leave, vacation, and other similar benefits.

The Board will ensure that the ED is treated in a manner that complies with MSP Human Resources policies and HR best practices. If the Board of Directors receives a complaint or allegation of wrongdoing about the ED, the ED will be provided with the details of the complaint or allegation and have a fair opportunity to respond. The Board will make every reasonable effort to uncover the full facts of the matter before deciding. The ED may, at their own expense, have a lawyer or other representative to assist them during any disciplinary process.

Title:	Board of Directors Governance Procedures	Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	To establish clear expectations and procedures for the effective and efficient conduct of the Board of Directors' business.	

PROCEDURES:

The following procedures will apply to all aspects of the conduct of the business of the Board of Directors of Main Street Project.

New and Returning Board Members

1. The Board will ensure that new Board Members receive an orientation to the organization and the Board that will include, at a minimum, include information regarding:
 - a. History of MSP.
 - b. Mission, Vision, and Values.
 - c. Current Strategic Plan and status of strategic priorities.
 - d. Budget and financial management.
 - e. The Board's roles and responsibilities.
 - f. Individual Board Members' roles and responsibilities.
 - g. Board Policies, including the Governance, Conflict of Interest and Confidentiality Policies.
 - h. The relationship with the Executive Director, including the Executive Director-Board Relations Policy and Executive Limitations.
 - i. Current programs and services and planned changes; and
 - j. Significant risks/issues facing MSP about which all Board Members should be aware.
2. New Board Members will sign Board Member Commitment and Confidentiality Pledge prior to attending their first meeting of the Board.
3. Returning Board Members will receive updated information regarding MSP as may be needed during their tenure on the Board.

4. The Board will assess the training needs of the Board and Board Members and will annually offer relevant education and training to the Board.

First Meeting After the Annual Meeting

5. The Agenda for the First meeting of the Board of Directors following the Annual General Meeting will include the following:
 - a. Election of Officers.
 - b. Signing by all Board Members of an annual Conflict of Interest Declaration.
 - c. Appointment of Committee Chairs where needed; and
 - d. Approval of a schedule of regular meetings for the year.

Regular Meetings of the Board

6. Regular meetings of the Board will be held in accordance with the approved schedule referred to in the previous section.
7. Special meetings of the Board may be called at any time at the direction of the Chairperson or at the request of any three (3) Board Members to deal with specific matters between regular meetings. Special meetings of the Board require not less than seven (7) days' notice unless otherwise determined by the Board and will otherwise follow the general guidelines set out below for regular meetings.
8. Board meetings may be held virtually, by telephone, or online video conferencing, otherwise following the same general guidelines as in person meetings.
9. Board Members and the Executive Director are expected to attend all Board meetings. The Board may also invite such other employees or guests as they wish to observe or participate in all or any part of a Board meeting.
10. Where a meeting of the Board cannot be held promptly, a decision may be made after an exchange of e-mail, provided that:
 - The issue for decision is clearly stated, including the wording of the proposed motion.
 - Board Members receive sufficient information in advance to permit them to decide; and
 - A majority of Board Members respond by e-mail expressing support for the passing of the motion.
11. The Board will establish an annual schedule of key matters/decisions that require the Board's attention, including at a minimum:
 - Initial Review and Approval of the Annual Operating and Capital Budgets.
 - Appointment of Committee Chairs and Committee Members.
 - Annual approval of Terms of Reference for Committees and establishment of annual committee priorities.

- Annual evaluation of the Executive Director.
 - Review and approval of Audited Financial Statements; and
 - Review of policies and by-laws that are due for review in that year.
12. The agenda for each meeting of the Board will be determined by the Executive Committee, considering the schedule developed under paragraph 11. Agendas will follow a common format approved by the Board and will identify each item on the agenda as decision, discussion or information and matters will be dealt with in that order.
 13. A Board Member, Committee Chair, Committee Liaison, Board Member, or the Executive Director may request that an item be placed on the agenda by contacting the Chairperson of the Board. The requested item will be placed on the agenda unless the Executive Committee provides a reason to refuse or delay the item.
 14. Meeting materials, including the Agenda, Minutes of the previous meeting, reports, discussion materials, draft resolutions and other documents required for the meeting will be distributed to all Board Members at least three (3) days prior to the meeting. Board Members are expected to read the material in advance of the meeting.
 15. Meetings will be chaired by the Chairperson of the Board, who will facilitate the efficient transaction of business while encouraging discussion and debate and ensuring that all participants can express their views.
 16. Board Members will listen respectfully and consider the opinions of others, express their own opinions in a fair-minded way, ask questions and challenge assumptions and treat other Board Members, the Executive Director and guests with dignity and respect.
 17. Attendance at Board meetings will be recorded, along with the names of Board Members who sent regrets for the meeting and those who are absent without prior notice.

In Camera Meetings

18. The Board may hold *in camera* meetings to consider matters that are properly discussed in the absence of the Executive Director or other staff.
19. If a decision is reached *in camera*, the Board will reopen its regular meeting, formalize the decision through consensus or a vote and record it in the Minutes. If the minute-taker is absent, the Secretary or other member of the Board will record the information and ensure that it is included in the minutes. It is not necessary to summarize the discussion or provide any other information in the minutes for matters decided *in camera*.
20. If the decision cannot be recorded in the regular meeting Minutes for reasons of privacy or because it presents a risk to MSP if handled that way, separate minutes may be recorded by the Secretary, provided that the Secretary ensures that these Minutes are



later approved by the Board and form part of the permanent record of the Board's work.

21. No decision of the Board made *in camera* will be acted upon until it has been recorded in the minutes of the Board.

Minutes

22. Minutes of all Board Meetings will be recorded and presented to the Board for approval at the next meeting. All Motions considered by the Board will be recorded verbatim, clearly include mover and seconder and an indication of whether the motion carried.

23. At a minimum, Board Minutes will include:

- a. Record of attendance.
- b. All motions, whether carried or defeated.
- c. A summary of key points in all discussions.
- d. A summary of all reports and other information items; and
- e. A list of any action or follow up items to be undertaken by the Board, Committees, Board Members, or the Executive Director.

The minutes should be carefully drafted to ensure that each decision has been accurately recorded.

24. A consensus decision will appear in the minutes as follows:

By consensus of the Board, [substance of the decision].

25. A formal decision will appear in the minutes as follows:

It is resolved that: [substance of the motion].

Moved by [name]; Seconded by [name] Carried/Not Carried

26. Once approved by the Board, the Minutes are the official record of the Board's decisions. The Secretary will ensure that the approved Minutes are retained in MSP's paper or electronic files in a format that prevents changes from being made.

Board Member Expenses

27. Board Members may submit a request to the Executive Director for reimbursement of reasonable expenses incurred in the performance of their duties in accordance with MSP's Board of Directors Expenses Policy.

Process for Removal and Replacement of a Board Member or Officer

28. Any Board Member who believes that another Board Member or Officer has acted in a manner contrary to the best interests of MSP, has violated any applicable MSP Policy or

is otherwise not fulfilling their responsibilities on the Board, will report the allegations to the Chairperson of the Board or, if the matter concerns the Chairperson, to the Vice-Chairperson.

29. If a report is made under paragraph 26, or the Board otherwise learns of an issue related to a Board Member' or Officer's conduct or performance of their responsibilities, the Board will determine a process for investigating and adjudicating the allegations. The Executive Committee will gather all relevant information and make an initial determination of whether there is an issue to be decided by the Board. If so, the Board Member/Officer against whom the allegations have been made will be advised of the allegations, receive a copy of all information gathered by the Board and offered an opportunity to respond to the allegations at a meeting of the full Board. The Board Member will then leave the room and the Board will vote to determine the action to be taken.
30. A Board Member or Officer will only be removed from office if, in the opinion of the Board, the matter cannot be addressed in a less severe manner.
31. When a vacancy occurs as the result of the resignation or removal of a Board Member, the Board may elect a replacement to serve as a Board Member until the next Annual General Meeting. In particular, the Board will immediately appoint a replacement if the resignation/removal results in the Board having fewer members than the minimum of seven (7) required by General By-Law No. 1/2016.

Part II – Committee Terms of Reference

Standing Committee Terms of Reference

2022-23

Executive Committee

Purpose: The general mandate of the Executive Committee, as set out in the Governance Policy, is:

- a. To facilitate preparation for Board meetings including ensuring that proper notice is given, establishing the agenda, and ensuring that all matters requiring a decision are ready for presentation to the Board.
- b. To receive reports from Officers and/or the Executive Director about any situation that presents a risk to the organization and ensure the matter is brought to the Board's attention in a timely way.
- c. To request reports from the Executive Director or Committee Chairs for presentation to the Board.
- d. To act on behalf of the Board in legal or other matters if specifically authorized to do so.
- e. To recommend, for Board approval, a contract with a recruiting firm and the membership of a Hiring Committee for the position of Executive Director as needed; and
- f. To make decision on behalf of the Board if a matter arises between Board meetings that is urgent or emergent and a decision of the full Board is not possible within the timeframe required to address the urgency of the issue. As is required by MSP General By-Law No. 1, all decisions of the Executive Committee under this paragraph must be presented to the full Board at the first opportunity with a motion to ratify the decision.

Authority: The Committee will gather and analyse information, consider options, and bring recommendations to the Board of Directors for decision. The Committee will not make decisions on behalf of the Board of Directors.

Accountability: The Committee is accountable to the Board of Directors for fulfilling its mandate and priorities. The Committee will report monthly or as directed by the Board through the Committee Chairperson. The Chairperson will provide information and answer any questions the Board may have about the Committee's work.

Membership: The membership of the Committee is comprised of the Officers of the corporation as elected by the Board to serve for 2021-22.



Chairperson: [Name], the Chairperson of the Board, will serve as Chairperson of the Committee.

Resources: The Committee may make a request to the Board of Directors for resources to support its work. The request must be specific and include reasons for the request.

Standing Committee Terms of Reference 2022-23

Governance Committee

Purpose: The general mandate of the Governance Committee, as set out in the Governance Policy, is to ensure that the Board has the membership it needs to fulfill its responsibilities and that the Board and its members have the resources they need and are well prepared for the work they are expected to do. The Committee functions in four (4) key areas:

Governance

- a. Conducts an annual review of the MSP Governance Policies, guidelines, procedures and other materials related to the functioning of the Board and the recruitment, nomination, election, orientation and training of Board Members, and recommends amendments to the Board for approval.

Board Development

- b. Identifies and plans a response to the orientation, learning and training needs of new and ongoing Board members;
- c. Develops an orientation manual and ensures that all new Board members receive a comprehensive orientation to the organization and Board and to their responsibilities as Board Members;
- d. Develops a process and any required forms or other documents for regular Board meeting evaluation for approval by the Board;
- e. Oversees monthly and biannual Board self-evaluations;
- f. Develops a process and any required forms or other documents for annual evaluation of overall Board membership, functioning and effectiveness for approval by the Board;
- g. Ensures that the meeting and annual evaluations are regularly completed and that the results are communicated with the full Board.

Nominations

- h. Develops a recruitment and nominating process and criteria for new Board and Committee members for approval by the Board;
- i. Conducts an annual assessment of upcoming changes in the Board's membership and other needs of MSP prior to the initiation of the nominating process to determine what specific nominee characteristics, experience and/or expertise will best serve the interests of MSP and ensure diversity within the Board's membership;
- j. Completes a recruitment process approved by the Board and recommends nominees who have the characteristics outlined above for election to the Board prior to each



Annual General Meeting, ensuring that all nominees align with and support MSP's mission, vision and values and are willing and able to devote the time necessary for the Board's work; and

Human Resources

- k. Conducts an annual review of the Board-Executive Director Relations Policy, with the Executive Director, and recommends amendments to the Board;
- l. Ensures that the process, forms and any other documentation required for the evaluation of the Executive Director are in place and that evaluations are completed in a timely manner;
- m. Reviews and/or develops human resources policies for the approval of the Board; and
- n. Develops a process to ensure that the Board receives regular reports from the Executive Director on key indicators related to human resource management, which may include vacancies and turnover, overtime and sick time statistics, number and type of union grievances and staff complaints, results of employee engagement surveys or others.

Authority: The Committee will gather and analyse information, consider options and bring recommendations to the Board of Directors for decision. The Committee will not make decisions on behalf of the Board of Directors.

Accountability: The Committee is accountable to the Board of Directors for fulfilling its mandate and priorities. The Committee will report monthly or as directed by the Board through the Committee Chairperson. The Chairperson will provide information and answer any questions the Board may have about the Committee's work.

Membership: The membership of the Committee is as it was approved by the Board for 2021-22. The Committee Chairperson may request that the Board approve additional members through the year to fill a vacancy on the Committee or to add expertise or experience to assist the Committee in its work.

Chairperson: [Name], the Secretary to the Board, will serve as Chairperson of the Committee.

Resources: The Committee may make a request to the Board of Directors for resources to support its work. The request must be specific and include reasons for the request.

**Standing Committee Terms of Reference
2022-23**

Finance Committee

Purpose: The Finance Committee's primary role is to oversee the financial status and management of the organization and develop plans to address financial risk. The Finance Committee is responsible for research, proposal of action and/or preparation of financial policy recommendations to the Board of Directors for its approval. The Finance Committee has the following responsibilities:

- a. Review the financial statements monthly.
- b. Provide interpretation of the financial statements to the Board as required.
- c. Provide expertise to enhance the quality of Board discussion on financial matters.
- d. Ensure there are adequate internal financial controls and procedures in place for financial reporting to the Board, members and funding agencies;
- e. Collaborate with management to develop a draft annual budget for presentation to the Board.
- f. Receive and review the audited financial statement and report to the Board prior to the Annual General Meeting.
- g. Ensure that the Board is promptly informed of any problems, issues or concerns raised by the auditor.
- h. Periodically discuss with the Auditor, without management being present, judgments about the quality and appropriateness of the accounting principles and financial disclosure practices; and
- i. Ensure financial policies are current and comply with industry acceptable operational procedures and practices for fiscally responsible, accountable, and transparent financial management.
- j. Ensure the development a Capital Budget and the maintenance of Capital Items through an associated Capital Asset Management Plan
- k. Recommend to the Board the appointment of external auditors for the ensuing fiscal year.

Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Authority: The Committee will gather and analyse information, consider options and bring recommendations to the Board of Directors for decision. The Committee will not make decisions on behalf of the Board of Directors.

Accountability: The Committee is accountable to the Board of Directors for fulfilling its mandate and priorities. The Committee will report monthly or as directed by the Board through the Committee Chairperson. The Chairperson will provide information and answer any questions the Board may have about the Committee's work.



Membership: The membership of the Committee is as it was approved by the Board for 2021-22. The Committee Chairperson may request that the Board approve additional members through the year to fill a vacancy on the Committee or to add expertise or experience to assist the Committee in its work.

Chairperson: [Name], the MSP Treasurer, will serve as Chairperson of the Committee.

Resources: The Committee may make a request to the Board of Directors for resources to support its work. The request must be specific and include reasons for the request.

**Standing Committee Terms of Reference
2022-23**

Facilities Committee

Purpose: The general mandate of the Facilities Committee, as set out in the Governance Policy, is to advise the Board of Directors on matters related to capital acquisitions/dispositions and major maintenance work required to protect and enhance the infrastructure required for the efficient operation of MSP and its programs and services. In particular, the Committee:

- a. Develop and/or review an Annual Capital Plan for the approval of the Board.
- b. Receive and review regular reports from the Executive Director on the condition and current and future capital maintenance requirements of all properties occupied by MSP.
- c. To conduct a review of all reasonably predictable future space needs and capital costs associated with MSP facilities and develop a 5-year facilities plan, with estimates of all capital spending needs.
- d. Review annual and 5-year capital plans with the Finance Committee prior to presentation to the Board.
- e. Annually review and recommend adjustments to the 5-year Facilities Plan.

Authority: The Committee will gather and analyse information, consider options, and bring recommendations to the Board of Directors for decision. The Committee will not make decisions on behalf of the Board of Directors.

Accountability: The Committee is accountable to the Board of Directors for fulfilling its mandate and priorities. The Committee will report monthly or as directed by the Board through the Committee Chairperson. The Chairperson will provide information and answer any questions the Board may have about the Committee's work.

Membership: The membership of the Committee is as it was approved by the Board for 2021-22. The Committee Chairperson may request that the Board approve additional members through the year to fill a vacancy on the Committee or to add expertise or experience to assist the Committee in its work.

Chairperson: [Name] will serve as Chairperson of the Committee.

Resources: The Committee may make a request to the Board of Directors for resources to support its work. The request must be specific and include reasons for the request.

**Ad Hoc Committee Terms of Reference
2022-23**

Strategic Planning Committee

Purpose: The general mandate of the Strategic Planning Committee, as set out in the Governance Policy, will, at a minimum, include:

- a. Reviewing the last Strategic Plan and evaluate its effectiveness and the degree to which its objectives have been achieved.
- b. Reviewing options for the process for developing the next Strategic Plan and making a recommendation to the Board.
- c. Developing a budget for the development of the next Strategic Plan for approval by the Board.
- d. Through a Request for Proposals or similar competitive process, identifying an appropriate consultant to assist the Board in the development of the next Strategic Plan and recommending the selected consultant to the Board for approval.
- e. Overseeing the planning process until the next Strategic Plan has been approved by the Board; and
- f. After approval of the new Plan, identifying key performance indicators, developing reporting, and tracking expectations for the plan and presenting the indicators and expectations for Board approval.

Authority: The Committee will gather and analyse information, consider options and bring recommendations to the Board of Directors for decision. The Committee will not make decisions on behalf of the Board of Directors.

Accountability: The Committee is accountable to the Board of Directors for fulfilling its mandate and priorities. The Committee will report monthly or as directed by the Board through the Committee Chairperson. The Chairperson will provide information and answer any questions the Board may have about the Committee's work.

Membership: The membership of the Committee is as it was approved by the Board for 2021-22. The Committee Chairperson may request that the Board approve additional members through the year to fill a vacancy on the Committee or to add expertise or experience to assist the Committee in its work.

Chairperson: [Name] will serve as Chairperson of the Committee.

Resources: The Committee may make a request to the Board of Directors for resources to support its work. The request must be specific and include reasons for the request.



Indigenous Leadership Circle (ILC) Board Advisory Committee

The ILC was established during the development of the strategic plan to ensure Main Street Projects commitment to Truth Reconciliation and Anti-oppression are maintained and advanced, as well as provide guidance to MSP board of directors and operations. The committee will create a terms of reference for the board to approve.

The MSP board will create space for ILC members to attend board meetings to support and monitor board progress, and will commit to the Indigenous relations director attending and participating at board meetings to act as a communication link between the Board and ILC, to represent management, and support the Board on the path towards Truth Reconciliation and Anti-oppression.

Part III – Additional Governance Policies

Title:	Board of Directors Conflict of Interest Policy		Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:	
Department:	Board of Directors		
Approved by:	MSP Board of Directors		
Authorized by:	MSP Board of Directors		
Purpose:	To establish expectations and procedures for the management of real and perceived conflicts of interest within the Board and staff of MSP.		

PRINCIPLES:

It is understood that conflicts of interest will arise and require effective management to protect MSP. MSP will define conflicts of interest, explain their meaning to everyone affected by this policy and manage conflicts of interest in a fair, reasonable manner as they arise.

POLICY:

PART I - DEFINITIONS

The following definitions will apply throughout this policy:

- a. "Individual" refers to any person who is required to comply with this policy, namely any Member of the Board of Directors, Board Committee member, employee, or volunteer at MSP.
- b. "Conflict of Interest" means any situation in which an individual is able to derive a personal or financial benefit from their association with MSP for themselves, members of their families or other related individuals or corporations. Conflict of interest also means any other circumstance that influences the individual's ability to participate fairly and objectively in a discussion or decision. This definition includes actual conflicts of interest and situations in which a conflict of interest may appear or be perceived to exist.
- c. "Personal Benefit" means any monetary advantage (including gifts and gratuities) or any goods, services or opportunities promised to or received by any individual for themselves or for someone else.



- d. "Staff" includes any individual affected by this policy except members of the Board of Directors, the Executive Director and community members on Board Committees.

PART II – GENERAL

Individuals are required to report any conflict of interest that affects, or may affect, them as set out in Parts III and IV of this Policy.

Individuals who believe that another individual is affected by a conflict of interest that has not yet been reported is required to report that conflict of interest as set out in Parts III and IV of this Policy.

Once reported, conflicts of interest will be investigated, considered, and resolved as set out in Parts III and IV of this Policy. Individuals are required to accept and abide by the resolution reached at the end of this process.

Any individual who fails to comply fully with the provisions in this Policy will be deemed to be in violation of this Policy and subject to penalties that may include dismissal from their position at MSP.

PART III - BOARD OF DIRECTORS

Members of the Board of Directors are required to act with the highest degree of honesty and integrity. All Board Members will receive an orientation to, and are expected to be familiar with, this Policy. The Executive Director and Community Members who are appointed to Board Committees have the same expectations under this policy as Board Members and will be referred to as Board Members in this part.

Each Board Member is required to declare any known conflict of interest that will, or may, impact their ability to meet the expectations of their role. Declarations may be made in one of two ways:

- a. By completing a Conflict-of-Interest Declaration at the beginning of each year of their tenure. This Declaration is required for all Board Members and failure to complete will be deemed a violation of this policy; and
- b. At the time that any new or unexpected conflict of interest, or potential conflict of interest, arises.

Completed Conflict of Interest Declarations will be reviewed by the Executive Committee of the Board to familiarize themselves with potential conflicts and to determine whether any declared conflicts require immediate action. The Secretary of the Board will maintain a list of conflict areas identified in the Declarations and will alert the Board if any of them arise as an issue in any discussion or decision at the Board table.



Any Board Member who has or becomes aware of a conflict of interest or potential conflict of interest, is required to declare it before further discussions or decisions take place. The conflict may be reported to the Chairperson of the Board (or Vice-Chairperson if the conflict affects the Chairperson). Conflicts may be declared or reported at any time, including during meetings of the Board. The Chairperson/Vice-Chairperson will ensure that the Board/Committee has adequate information to determine the resolution of the conflict and a decision by the Board of Directors as to how the conflict will be managed is final.

If a conflict-of-interest issue arises in a committee, a report may be made to the Committee Chairperson. The Committee Chair will investigate the issue and may ask the Committee to decide as to its resolution or refer it to the Board of Directors for decision.

Once it is determined that a Board or Committee Member has a conflict of interest in relation to a matter on the Board's or Committee's agenda, they will absent themselves from all discussions and decisions and will refrain from in any way trying to influence the decision.

If a Board or Committee Member is found to have violated this Policy, the Board will determine the appropriate action to be taken after consideration of all the circumstances. Prior to making the decision the affected Board Member will have the opportunity to respond to the full Board. In serious situations in which the Board Member's actions have seriously compromised the interests of MSP, the Board Member may be terminated in accordance with the Governance Policy.

PART IV – STAFF

Staff are required to report any real or potential conflict of interest, whether affecting them or another Staff, to their immediate supervisor, a Director or the Executive Director or, if the issue related to the Executive Director, to the Chairperson of the Board.

The Director/Executive Director receiving a report of a conflict of interest will:

- a. Resolve the matter by determining the appropriate action that is consistent with this policy; or
- b. If they are unable to resolve the matter or do not have the authority to do so, refer the matter to the Executive Director.

The decision of the Executive Director will be considered final.

If the Board Chairperson receives a report in relation to the Executive Director, it will be treated in the same manner as if it were a report about a Board Member.

Compliance with this Policy is mandatory for all staff. A violation of the policy will be treated as a disciplinary matter in accordance with the Collective Bargaining Agreement and Human Resources Policies for employees and in accordance with applicable Volunteer Policies for other Staff.

Title:	Board of Directors Finance Policy		Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:	
Department:	Board of Directors		
Approved by:	MSP Board of Directors		
Authorized by:	MSP Board of Directors		
Purpose:	To clearly establish roles, responsibilities, expectations and authorities related to the financial management of Main Street Project (MSP).		

PRINCIPLES:

MSP recognizes that sound financial management is required in its operations in order to sustain its work and fulfil its mission. The following principles will apply to all aspects of the financial management of MSP:

- Accountability – to funders, staff, clients, suppliers, contractors, external partners, donors and members of the public.
- Risk Management – adequate systems and internal controls to address the risk of errors and dishonesty.
- Honesty, Prudence and Accuracy – a commitment by all persons involved in financial matters to ensure competent management of all financial functions, careful decision-making and complete, honest and accurate reporting on financial status and results.

POLICY:

The Board of Directors of MSP (Board) has ultimate authority for the financial health and financial management of MSP.

The Board grants to the Executive Director (ED) the authority to make financial decisions and approve expenditures to manage MSP operations in accordance with the approved Annual Operating Budget and this policy.

The ED is authorized to make adjustments in the detailed allocations within the Approved Annual Budget and/or approve expenditures not included in the budget, provided that any variation greater than 1% of the overall budget it reported to the Board, with explanation.



The ED is hereby delegated the authority to approve individual expenditures of up to Fifty Thousand Dollars (\$50,000). The ED may further delegate spending authority under this paragraph to Directors to a maximum of Five Thousand Dollars (\$5,000) and Managers to a maximum of One Thousand Dollars (\$1,000). All expenditures approved under this delegated authority must be wholly consistent with the Approved Annual Budget (as adjusted in accordance with the previous paragraph).

The ED is further authorized to approve payroll transfers in the amount required to fully meet MSP's payroll, benefits, and source deduction obligations. The ED will ensure that appropriate processes are in place to ensure the accuracy of the amounts required under this paragraph.

The ED is not permitted to make budget adjustments or approve/permit expenditures that will result in a projected annual deficit more than One Percent (1%) of the overall annual budget or violate any funding agreement.

Apart from payroll transfers referred to in the previous paragraph, all expenditures over \$50,000 require Board approval and the Board retains residual authority over all financial matters unless expressly delegated under this policy.

Signing Authority and Contracting

The Signing Officers for MSP are the Chairperson, Vice-Chairperson, Secretary and Treasurer as elected by the Board of Directors from time to time.

The Board will approve all banking arrangements for MSP, including the choice of institution and configuration of accounts. All cheques drawn on MSP accounts must be signed by two (2) Signing Officers. The Board will establish the intended use of each account and the limits on the ED's authority to move funds into or out of accounts. The ED will not transfer funds from any reserve account without the approval of the Board.

Goods and services contracts in an annual amount less than \$50,000, required for operational purposes and within the approved budget may be negotiated and signed by the Executive Director. The Executive Director will ensure that appropriate processes are in place for the tendering and regular review of all goods and services contracts with an annual value greater than \$10,000.

All other contracts, including all funding agreements, building/renovation contracts and insurance contracts must be signed by two (2) Signing Officers.

Neither the Board nor the ED is permitted to advance funds to, or enter a contract with, any Board Member, employee or volunteer of MSP except:

- a. To reimburse legitimate expenses incurred in the execution of their duties and in accordance with MSP policy; or



- b. Contracts awarded after a transparent, competitive process that complies in all respects with MSP's Conflict of Interest Policy.

Asset Acquisition and Borrowing

The Board must approve any contract for the purchase or lease of real property and any other contract for the acquisition of a capital asset of a value greater than \$50,000.

The ED may purchase capital (unit value of greater than \$2,500) equipment and furnishings of a total value of less than \$50,000, provided that:

- The funds have been allocated in the approved operating or capital budget, and.
- wherever possible, three (3) or more competitive quotes have been obtained before the purchase is finalized.

The Board must approve all borrowing by MSP. The ED is authorized to set up operational credit arrangements with suppliers or with a credit card company on the following basis:

- a. That all outstanding amounts are paid in full monthly.
- b. That all individual transactions are approved in accordance with operations policies related to credit.
- c. That reimbursable employee expenses, including those of the ED, are preauthorized in accordance with operational policies; and
- d. All travel related expenses or expenses that exceed \$500 are authorized in advance.

The Board must approve all investments of MSP assets. The ED will not move assets into or out of investments without Board approval unless permitted to do so by Board policy.

Accountability

The Board of Directors will ensure that an Approved Annual Budget for the upcoming year is in place not later than March 31 of each year. The Board will establish clear monthly, quarterly, and annual reporting requirements for the Executive Director and will actively review financial reports, ask questions and require satisfactory variance explanations for all matters that are or appear to be inconsistent with the approved budget.

The Board will appoint a qualified Treasurer annually and ensure that the Finance Committee of the Board has members with the expertise and experience to fulfill their mandate. The Finance Committee will fulfill the responsibilities assigned to it under the Governance Policy and will provide support and advice to the ED as required.

The ED will comply in all respects with the Board's policies in relation to finance and make prudent financial decisions, within their authority, that are in the best interests of MSP. The ED



will ensure that the financial management of MSP is conducted in accordance with generally accepted accounting principles for non-profit organizations and will establish such operational policies and procedures as are required to ensure prudent management of all of MSP's resources. The ED will be honest and transparent with the Board and will present reports that accurately reflect the financial status of MSP. The ED will establish and implement a system of internal financial controls designed to:

- a. Prevent fraud, theft, and other criminal activity.
- b. Prevent errors in financial management and processes.
- c. Detect errors/dishonest if it occurs to permit early and effective corrective action to be taken; and
- d. Analyse the circumstances of each case or error or dishonest and make appropriate improvements in the internal controls.

The ED will establish a system to ensure that MSP is meeting all statutory, regulatory, and contractual obligations and, in particular:

- a. All taxes and source deductions for employees (income tax, EI, WCB).
- b. Corporate filings.
- c. CRA requirements for registered charities; and
- d. Funding Contracts.

Title:	Board of Directors Risk Management Policy	Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	To establish expectations designed to ensure that MSP is assessing, analysing, and acting upon key organizational risks.	

POLICY:

This policy outlines the actions expected of the Board of Directors (“Board”) and Executive Director (“ED”) of Main Street Project in the following areas:

- a. Asset Protection;
- b. Liability and Liability Insurance;
- c. Annual Risk Assessment and Risk Management Plans.

The ED is responsible for ensuring that the assets of MSP, including real property and equipment, are protected and maintained. They will:

- Acquire and maintain adequate property insurance for full replacement value in the event of theft and casualty losses, including buildings, equipment, furnishings, and other contents;
- Plan and carry out suitable protection and maintenance of property, buildings and equipment; and
- Protect intellectual property and client, personnel and organizational files/records/information from unauthorized use, loss or damage.

The ED will ensure that adequate liability protection is in place, including:

- Acquiring liability insurance in an amount adequate to protect MSP, the Board of Directors, employees and volunteers;
- Establishing a process to ensure that all employees or volunteers who require licencing from their governing body have current credentials and are insured individually if required by their licencing body;



- Implementing policies designed to manage MSP sites and services safely and limit actions by the Board, employees and volunteers that have the potential of exposing MSP or any individual to a liability claim or other loss or damage.

The ED will, in concert with the Senior Management Team, conduct an annual risk assessment and review for presentation to the Board. The report to the Board will, at a minimum, include:

- a. A list of 3 or more key risks in each of the following areas:
 - Finance;
 - Property, including all buildings and capital equipment;
 - Service Delivery;
 - Human Resources;
 - Funding, Funder Relationships and Fund Development; and
 - External Relations, Organizational Image and Reputation.
- b. A prioritization that identifies the top 2 risks in each area by assessing the likelihood of the risk actually occurring and the seriousness of the consequences if it does.
- c. An Action Plan to address each of the risks identified in paragraph b.

After the initial risk assessment has been presented and acted upon, subsequent reports will include a status report on all risks/actions prioritized in the prior year. All risk management plans will include business continuity and business recovery plans.

The Board will review the annual risk report, make suggestions for improvement, approve the risk prioritization and action plan and monitor progress on the action plan on a quarterly basis.

Title:	Board of Directors Privacy and Confidentiality Policy	Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	To establish a framework for the protection of privacy and confidentiality of information at MSP.	

PRINCIPLES:

Main Street Project (“MSP”) is committed to respecting the confidentiality of information concerning MSP, its staff and clients and protecting the privacy of all persons associated with the organization.

POLICY:

The Board of Directors (“Board”) will ensure that MSP has appropriate policies and procedures in place for fulfill the purpose of this policy.

The Executive Director (“ED”) will establish and implement operational policies and procedures that ensure full compliance with the *Personal Health Information Act* of Manitoba (“PHIA”), *Freedom of Information and Protection of Privacy Act* of Manitoba (“FIPPA”), *Personal Information Protection and Electronic Documents Act* of Canada (“PIPEDA”) and any other applicable provincial and federal law that protects the privacy rights of individuals and/or confidentiality of personal information.

Every person with access to confidential MSP information will be required to sign an appropriate pledge of confidentiality. This requirement includes all employees, volunteers, contractors, students and others who may be on site with access, or potential access, to electronic or documentary information. Failure to comply with privacy and confidentiality laws and policies will result in consequences that may include the loss of the individual’s position at MSP.

Board Members, employees and volunteers will sign a Privacy, Fidelity and Confidentiality Pledge in the form attached to this policy as Appendix A.



The ED will implement PHIA policies and procedures that meet all requirements of the Act and the Winnipeg Regional Health Authority. In addition, the ED will establish a process for the monitoring/auditing of the use of confidential client information and compliance with PHIA by employees and volunteers to ensure that all laws and policies are being adhered to.

The ED will ensure that appropriate safeguards are in place for compliance with FIPPA and the protection of personal information about employees and volunteers, including personnel files and payroll and benefits records, to ensure that employee and volunteer records are accessed only by authorized persons for legitimate employment-related reasons.

The ED will establish policies and procedures for the protection of all information collected regarding donors and supporters of MSP and for compliance with PIPEDA.

Employees and volunteers at MSP who become aware of a breach of any law or policy related to privacy and confidentiality are expected to report that breach to their supervisor, a senior manager, or the ED. The ED will ensure that reports, complaints and/or concerns regarding privacy and confidentiality breaches will be taken seriously and investigated promptly. At the conclusion of the investigation, the ED will take appropriate action to ensure that the breach, if found, does not continue and that appropriate action is taken in respect of the person responsible for the breach.

Title:	Board of Directors Human Resources Policy	Page: 1 of 1
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	To establish clear expectations about the recruitment, hiring, management and treatment of all MSP employees and volunteers	

PRINCIPLES:

Main Street Project (“MSP”) is committed to treating all employees and volunteers with dignity and respect. MSP values the skills, experience and contributions of all employees and volunteers and is open to their opinions and ideas. MSP is an equitable employer that will work towards a workforce that is representative of the community and inclusive of a diversity of backgrounds and experiences. MSP will fully comply with the Collective Bargaining Agreement(s) in place from time to time and will implement human resources policies to ensure that individuals working at MSP have a rich and fulfilling experience.

POLICY:

Employees and volunteers will be collectively referred to as “Staff” in this policy where appropriate.

Management of Staff

All staff at MSP will be treated fairly and be provided with the training, support, and feedback they need to succeed in their roles.

Recruitment and hiring at MSP will be done through transparent competitive processes and without favouritism or nepotism. Applications will be encouraged from a wide diversity of persons, with a view to hiring individuals that are representative of MSP’s clients and community and have unique lived experience to offer. All new employees and volunteers will receive orientation and training that prepares them appropriately to undertake their new role.

The ED will establish and implement HR policies that clarify expectations for staff, provide for the effective management of conflicts and complaints and protect employees from conditions that may cause them harm.



The ED will establish and maintain a mutually respectful relationship with the union(s) representing MSP employees. The ED will seek and consider the ideas and opinions of staff and the union(s) when making changes at MSP that will affect the work and experiences of staff. The ED will conduct regular employee/staff engagement surveys and use the results to make improvements in the experience of MSP staff.

All staff will receive regular balanced feedback and performance reviews and will be offered opportunities for staff training and development. MSP will regularly recognize staff for their contributions to MSP.

Workplace Safety & Health

MSP will provide a safe and healthy work environment for all employees and will comply in all respects with the Manitoba *Workplace Safety & Health Act* and regulations. MSP will implement Respectful Workplace and Violence Prevention Policies and respond in a clear, timely way to issues raised by staff in relation to any aspect of their safety and health at work.

Human Rights and Diversity

MSP Board and management will respect the human rights and dignity of every member of staff and encourage and value diversity at MSP. The ED will solicit and welcome feedback from staff on ways to better ensure that every member of staff feels that their rights are fully respected in all aspects of MSP's operations.

Reports of Wrongdoing

Staff who see/hear of wrongdoing by MSP, its Board or management will be encouraged to report such wrongdoing and will suffer no negative consequences from having done so. The ED will implement policies that clarify the appropriate processes for reporting wrongdoing and the safeguards afforded staff who report. All MSP policies will be in full compliance with the Manitoba *Public Interest Disclosure (Whistleblower Protection) Act* and regulations.

Title:	Board of Directors Media and Public Relations Policy	Page: 1 of 4
Original Date:	June 24, 2022	Revised/Reviewed Date:
Department:	Board of Directors	
Approved by:	MSP Board of Directors	
Authorized by:	MSP Board of Directors	
Purpose:	<p>This document covers all policies of the Board of Directors (the “Board”) dealing with communications and public relations, including:</p> <ul style="list-style-type: none"> • Internal communications of the Board of Directors; • Protocol governing media relations; • Board meetings; • Relations with employees, partners, and the community. 	

POLICY:

1. Policies on internal communications of the Board

This policy provides Main Street Project with a procedure to follow in communicating information to the members of its Board of Directors. Communication with Board members takes place in accordance with the process set out below.

Information of an exceptional nature

This type of information has the key characteristic of falling outside MSP’s regular operations. Some of this information is related to crises, while, in other cases, it is of a non-recurring nature. This information is communicated to Board members on an urgent basis:

1. Matters relating to the positions of Chairperson and of Executive Director affecting MSP’s operations as a whole (e.g., an appointment or resignation);
2. Major crises in service delivery potentially resulting from an error in service delivery.
3. Matters relating to Board of Directors members (appointments, resignations).

Information on matters relating to the Organization’s major operations



Key information advising the Board members about MSP's progress is communicated on an ongoing basis in accordance with the processes and timeframes (as adopted by the Board in consultation with staff) for communicating progress and issuing progress reports.

Duties and responsibilities

With the exception of information relating to the position of EXECUTIVE DIRECTOR, which is communicated by the Chairperson or his or her delegate, the EXECUTIVE DIRECTOR is responsible for ensuring that information is communicated to the Board members within reasonable time frames in accordance with the aforementioned processes and time frames.

Board members are encouraged to bring concerns raised by community members to the attention of the Chairperson, EXECUTIVE DIRECTOR, and Director of Development.

Implementation and follow-up

The EXECUTIVE DIRECTOR is responsible for instituting any strategy designed to implement this policy governing communications and public relations. The Executive and Governance and Nomination Committee follows up on activities designed to implement this policy and, on their effectiveness, and makes recommendations to the Board for changes where deemed necessary.

2. Protocol governing media relations

The protocol governing media relations determines how Board decisions are communicated to the public. It includes two sections:

1. Guiding principles for Board members.
2. Duties and responsibilities in communications – Chairperson, Board members, EXECUTIVE DIRECTOR, and communications and public relations staff.

Guiding principles for Board members

1. The Board members must represent the best interests of MSP's Vision, Mission and Values.
2. The Board members must respect and support the Board's official decisions and positions in all subsequent communication of these decisions and positions approved by the Board.

Duties and responsibilities in the area of communications

Chairperson of the Board

The Chairperson of the Board is the Board's official spokesperson. The Chairperson of the Board may comment on issues related to governance (decisions by the Board, appointments/departures of Board members, etc.) and on provincial matters (reactions to government decisions, budgets, appointment of ministers of health, etc.).

The Chairperson of the Board may also comment on the EXECUTIVE DIRECTOR's behalf, in his or her absence. Similarly, the EXECUTIVE DIRECTOR may comment on the Chairperson's behalf, in his or her absence. The Vice-Chairperson or a Board member may also be designated to comment in the absence of the Chairperson of the Board.

EXECUTIVE DIRECTOR

The EXECUTIVE DIRECTOR is MSP's primary spokesperson on operational matters, which include areas such as facilities and services, human resources, crisis communications, labour relations, and financial management. The EXECUTIVE DIRECTOR may appoint a delegate from the senior management team to comment on specific matters.

Communications staff

The Communications Department is the primary point of contact for media and is vested with primary responsibility for the issuance of press releases on MSP's behalf. All media calls must be directed to the Communications Department to ensure that a response is provided within a reasonable timeframe. MSP's staff must strive to answer media requests quickly, in collaboration with the Communications Department.

If necessary, the Communications Department may also prepare support materials such as key messages to be conveyed by the spokesperson on a specific topic.

3. Policy relating to Board meetings



The Board meets at least eight times per year or more frequently if necessary. The meeting frequency may change at any time at the Board's discretion.

All public meetings will, following adjournment, include a period for comments from the public.

Media availability

The Communications Department is responsible for distributing any report, document, or other information requested by the media.

Photographic and video recording equipment can only be used with the prior authorization of the Chairperson and EXECUTIVE DIRECTOR. Of course, journalists can use portable Dictaphones during interviews following meetings to assist with transcription.

The Chairperson of the Board and the EXECUTIVE DIRECTOR will strive to be available to the journalists attending media announcements and releases. This availability will allow the journalists to receive updates from the Board and to ask relevant questions.

The Communications Department will issue a press release based on approval from the Board Chairperson or Executive Director

4. Relations with employees, partners, and the community

The Board collaborates with the EXECUTIVE DIRECTOR in developing, implementing, and evaluating a General Communications Plan for the Network. This plan includes strategies designed to convey key messages and information to employees, partners, and the community and identifies means to receive the same from them.

Title:	Consent Agenda Policy		Page: 1 of 2
Original Date:	June 24, 2022	Revised/Reviewed Date:	
Department:	Board of Directors		
Approved by:	Board of Directors		
Authorized by:	Board of Directors		
Purpose:	<p>This consent agenda policy:</p> <ul style="list-style-type: none">• improves the efficiency and effectiveness of board meetings• provides an efficient process to acknowledge receipt of reports or approve regular, non-controversial, routine issues that come before the board, or matters where no debate, discussion or explanation is expected or required• helps to manage time, as the board addresses all items listed within or under the consent agenda as a single item with one vote		

POLICY:

Consent Agenda Policy

A consent agenda groups routine business items and reports which require no discussion or debate into one agenda item called the consent agenda (Roberts Rules of Order calls it a “consent calendar”). This meeting management practice allows the board to approve or acknowledge receipt of all items listed under the consent agenda that are unanimously agreed to with one vote instead of filing multiple motions.

Requirements

A consent agenda process must be adopted as a “special rule” to suspend regular rules and would require Notice and 2/3 vote by the group to adopt this new policy.

Content of Consent Agenda

The agenda for board meetings will distinguish between the following types of matters: decision, discussion, or information.

Decision items require a motion, a seconder, and a vote.

Items requiring a decision that are not expected to need any discussion or debate may, at the board chairperson’s option, be placed on the agenda under the heading Consent Agenda.

All materials and items proposed in the consent agenda shall be clearly identified as such in the meeting packages. All board members must receive and review the consent agenda items prior to the meeting, with the expectation that no discussion will take place during the board meeting.

Consent agenda items may include: approval of previous minutes; executive reports and committee reports provided for information only; correspondence requiring no action; staff appointments requiring board confirmation; or routine matters such as appointments to committees, project status report, staff and facility updates, contract renewals, membership and program updates, etc. that require no discussion.

When items are placed under the heading Consent Agenda, the following must occur:

- i. A motion must be made to approve or reject the agenda.
- ii. The motion to approve the agenda must be worded “motion to approve the agenda and consent agenda.”

Approval of Agenda

The consent agenda will be approved by the board at the beginning of each meeting.

- Board members may request that matters be added, deleted or that the order of items be moved, and the board chair shall decide on each request. Any decision may be subject to challenge and reversed by the board.
- Any item may be moved out of the consent agenda section at the request of any board member before approval of the agenda. A member may request to move an item to further discuss it, inquire about it, or vote against it. No motion or vote of the board is required to a request to move an item out of the consent agenda.
- When a board member requests that an item be moved out of the consent agenda section, the board chair shall decide where to place that item on the agenda (example: immediately after the consent agenda or later on the agenda).
- When only one item on the consent agenda list does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items shall remain on the consent agenda.
- Approval of the agenda by the board constitutes approval of each of the items listed under the consent agenda portion of the meeting. No separate vote to approve the consent agenda portion is required.

Motion to Approve Consent Agenda

When the requested changes have been made to the consent agenda:

- Chairperson reads items listed under consent agenda.
- Chairperson then states: “If there is no objection, these items will be adopted”.
- Chairperson pauses for any objections, the chairperson then states, “As there are no objections, these items are adopted”. No show of hands / vote is necessary.

OR



- The chairperson calls for a motion to accept the consent agenda and a vote is taken and recorded.

Minutes

Minutes of the meeting will include the full text copy of approved resolutions, recommendations or reports received under the consent agenda portion of the meeting to ensure a record is kept for future reference.

Amendments

This policy may be amended by the board.

Appendix A

Annual Conflict of Interest Declaration

Board of Directors

I, [name], agree as follows:

1. I have read and understood Main Street Project's General By-Law No. 1/2016 and Conflict of Interest Policy and fully understand my obligations as a Board Member in relation to conflicts of interest and potential conflicts of interest.
2. I agree to fully comply with the provisions referred to in paragraph 1 and to ensure that my judgment in relation to MSP is not influenced or affected by a conflict of interest as defined in those provisions.
3. If a conflict of interest arises for me in relation to any matter before the Board, I will declare the conflict, absent myself from all discussions and decisions in relation to that matter and refrain from exerting any influence whatsoever in relation to the Board's decision.
4. I acknowledge that, if I am found in violation of any of the provisions referred to in paragraph 1, I may be subject to disciplinary action up to and including my removal from the Board of Directors.
5. My current employment and/or direct business interests are:

6. The following activities/associations/involvements on my part or in relation to members of my family or close associates do not now but may in future give rise to a conflict of interest while I am serving on the Board of Directors:

7. Other than those stipulated above, I am not aware of any activity/association or involvement on my part that will or may give rise to a conflict of interest while I am serving on the Board of Directors.

Name (Print)

Signature

Date

Appendix B

Privacy, Fidelity, and Confidentiality Pledge

(For board members, employees, and volunteers)

I, hereby agree and solemnly swear that I will faithfully truly and to the best of my judgment, skill and ability execute and perform all duties required of me as an employee of Main Street Project, honestly, in good faith, and with a view solely in the best interest of Main Street Project.

I, further agree that I will faithfully and truly respect the confidentiality of all information which comes to my knowledge, or into my possession or care because of my employment with, or participation in any way with, information collected and/or held by Main Street Project. I will not communicate or allow to be communicated to any person not legally entitled thereto any information relating to the affairs of Main Street Project, or its members/participants, nor will I allow any such person to inspect or have access to any such information.

In so agreeing, I acknowledge and agree that this pledge obligates me to strictly abide by the following:

- To conduct my assigned duties in a professional, fair and impartial manner.
- That the content of files, forms, brochures, books, materials, written correspondence, memorandum, documents, manuals, computer files, software products, and lists (funders, membership, mailing lists, etc.) pertaining to the operation of the Main Street Project shall always remain the property of the Main Street Project.
- That, upon termination of my placement/association for any reason, all Agency property in the possession of, or directly or indirectly in my control shall be immediately returned to Main Street Project. I further agree not to make for my personal or business use or that of any other party, reproductions, or copies of any such property or other property of Main Street Project.
- That I will keep confidential all financial information relating to personnel and/or clients.
- Other than by clients themselves, access to recorded information regarding any clients may only be viewed by, and may only be in the possession of, paid employees of Main Street Project. Any exception to this must have prior written authorization of the client involved. All records must be kept always secured from theft, damage, and unauthorized access.
- All requests for information from an employee regarding policies and/or positions of Main Street Project are to be directed to the employee's supervisor.
- Under no circumstances should staff, volunteers or board members make representation to the media on behalf of Main Street Project without the express approval of the Executive Director.



In so agreeing and swearing, I further acknowledge and agree that the information covered by this pledge may be written or recorded in various forms, or not at all, and that my commitments of this confidentiality extend to all such information however and by whatever means it comes into my knowledge and/or possession.

In so agreeing, I further acknowledge that any such breach of any part of this pledge may constitute, in and of itself, in the sole discretion of Main Street Project, grounds for sanction or discipline, up to and including the termination of my employment. These sanctions or discipline may be in addition to other remedies available to Main Street Project, or other parties because of any breach.

Date _____

Print Name

Signature

Witness Print Name

Witness Signature

Appendix C

Board Membership Agreement

Name:

DOB:

E-Mail:

Telephone:

I agree to serve as a Member of the Board of Directors of Main Street Project Inc. and to conduct myself at all times in a professional manner in the execution of my duties. I will:

- a. Fulfill the roles and responsibilities of Individual Board Members as set out in the Governance Policy and contribute to the fulfillment of the roles and responsibilities of the Board, acting always in the best interests of MSP.
- b. Conduct myself with courtesy and respect to other Board Members, employees, volunteers, clients and members of the public when acting in my role as a Board Member.
- c. Keep client, stakeholder and community interests in mind when expressing a point of view.
- d. Be loyal to the organization, unconflicted by loyalties to staff, other organizations or any personal interest and comply fully with the Conflict-of-Interest Policy.
- e. Contribute my knowledge and experience to Board discussions and decisions.
- f. Actively participate in MSP's fundraising activities and contribute financially to MSP in accordance with my ability to do so.
- g. Express myself at Board meetings and encourage others to participate;
- h. Listen with an open mind, respect the opinions of other Board members and the expertise, and experience they bring to the Board.
- i. Encourage consensus decisions as well as ones that seek collaboration rather than compromise solutions.
- j. Publicly demonstrate acceptance, respect and support for decisions legitimately made by the Board, even when I may personally disagree.
- k. Speak on behalf of MSP or the Board only if specifically authorized to do so.
- l. Maintain the confidentiality of all MSP information and comply with the Confidentiality and Privacy Policy of the MSP Board.
- m. Provide direction and feedback to the Executive Director only through the actions of the full Board and not as an individual Board Member; and
- n. Prepare for, attend, and participate in all regular and special meetings of the Board and, if unable to do so, provide notice of my absence in advance.

Name (Print)

Signature

Date

Appendix D

Standing Committee Terms of Reference (Template)

[Name of Committee]

Purpose: The general mandate of the [name of Committee], as set out in the Governance Policy is as follows:

[insert the information as set out in the Policy]

Authority: The Committee will gather and analyse information, consider options and bring recommendations to the Board of Directors for decision. The Committee will not make decisions on behalf of the Board of Directors *[with the following exception(s):]*.

Accountability: The Committee is accountable to the Board of Directors for fulfilling its mandate and priorities. The Committee will report monthly or as directed by the Board through the Committee Chairperson. The Chairperson will provide information and answer any questions the Board may have about the Committee's work.

Membership: The membership of the Committee is as it was approved by the Board for 20XX-YY. The Committee Chairperson may request that the Board approve additional members through the year to fill a vacancy on the Committee or to add expertise or experience to assist the Committee in its work.

Chairperson: The [name of Board Member, title of Officer if applicable] will serve as Chairperson of the Committee for 20XX-YY.

Resources: The Committee may make a request to the Board of Directors for resources to support its work. The request must be specific and include reasons for the request.

Appendix E

Main Street Project Ethical Guidelines

Ethical Principles

Main Street Project adopts the following ethical principles to guide its decision-making:

Beneficence – Decisions will be made in a manner that proactively benefits the clients of MSP, its staff, the community, and other stakeholders.

Non-Maleficence – Decisions will be made in a manner that does not willfully or carelessly harm or cause a risk to anyone within or outside MSP.

Integrity – Decisions will be made independent of any financial or other obligation or influence and in the best interests of MSP. No one will participate in a decision if they have a private interest that will or may interfere with the integrity of the decision.

Justice – MST respects diversity and is committed to the equitable treatment of all persons regardless of gender, age, culture, sexual orientations religion, socio-economic status, or other protected personal characteristic. Decisions at MSP will reflect this commitment.

Transparency – MSP is accountable to the public, its funders and other stakeholders and will be as open and honest as possible about their decisions and the reasons for them.

The Board of Directors of Main Street Project will ensure that its decisions, and other key organizational decisions respect the principles set out above.

Ethical Decision-Making

The Main Street Project Board of Directors will use the following six-step approach to decision-making when any person raises an ethical question or concern before the Board.

Step 1 – What are the ethical issues in the situation before the Board?

Step 2 – Does the Board have access to all relevant information about the matter, including its potential impact on persons within and outside MSP? If not, steps should be taken to obtain the information before proceeding.

Step 3 – What options does the Board have in making the decision? Have there been consultations with individuals and groups who may be affected by the decision?

Step 4 – Which of the ethical principles set out above are most relevant to the matter at hand? How are those ethical principles helpful in assessing the options under consideration? Do additional options emerge from the ethical discussion?

Step 5 – Step 5 involves the Board having an open and honest conversation about the best course of action considering the information before it and reaching a conclusion. Individuals may express opinions about how they feel about the decision or what their intuition is telling them is the right course. The Board may also use questions like the following for a “quick check”:

- Publicity - Would I want this decision on the front page of the newspaper? If not, why not?
- Justice - Is the decision fair to everyone? If not, is there a good reason?
- Common Good – Does this decision benefit the community as a whole or just certain individuals? If it does not benefit the broader community, is there a good reason for that?

Step 6 – Decide and develop an action plan. Reflect the reasons for the decision in the record, including ethical considerations.

