GETTING OUR HOUSE IN ORDER

REGINA OPEN DOOR SOCIETY BOARD OF DIRECTORS
HIGHLIGHTS FROM SESSION - SEPTEMBER 14, 2024

WELCOME AND INTRODUCTIONS – ANDA DIMA

Land Acknowledgement
Welcome and Thanks
Introductions Round Table
Thank You, Jim!
Review Agenda

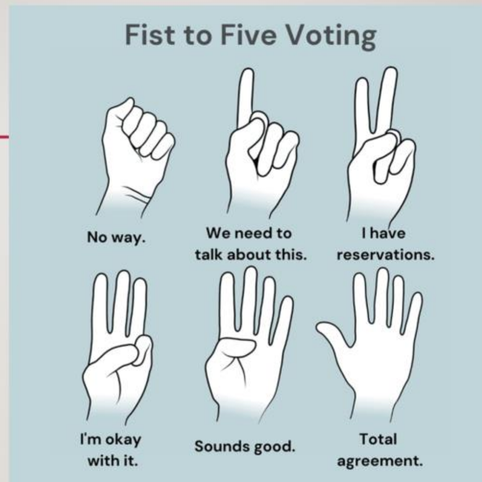
AGENDA – ANDA DIMA

Time	Agenda Item	Lead /Facilitator
900-910am	Welcome, Introductions, Review Agenda	Anda Dima
910-915am	Rules of Engagement for the Day	Jackie Hubick
915-1030am	Best Practices for Effective Policy Boards	Jackie Hubick/Ted Warawa
1030-1045am	Break	
1045 – 1050am	Survey Results Summary Self Assessment: Individual Board Member Responsibilities and Duties	Jackie Hubick
1050-noon	Review and Update Policy B-II: Individual Board Member Responsibilities and Duties	Jackie Hubick
1200-1230pm	Lunch	
1230-250pm	Create and Adopt 2-year Board Work Plan	Jackie Hubick
250-255pm pm	Debrief – What went well/Even better if	Jackie Hubick
255-300pm	Closing Remarks	Anda Dima

RULES OF ENGAGEMENT FOR THE DAY – JACKIE HUBICK

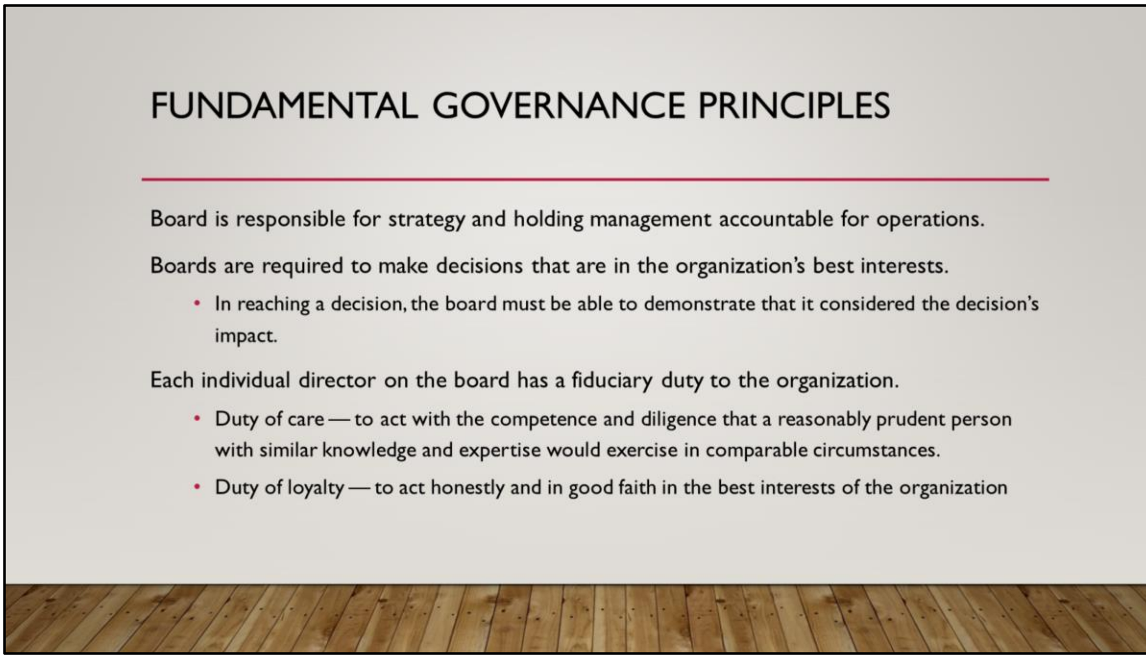
- Speak up and share your ideas
- Be open to hearing different perspectives
- Listen to others
- One conversation at a time
- Silence phones
- Have fun/laugh

TODAY'S VOTING



BEST PRACTICE FOR EFFECTIVE POLICY BOARDS

Jackie Hubick/Ted Warawa



RODS is funded by Government for set programs as per contract agreements. The board is impressed with the superb job for quality of work administration does.

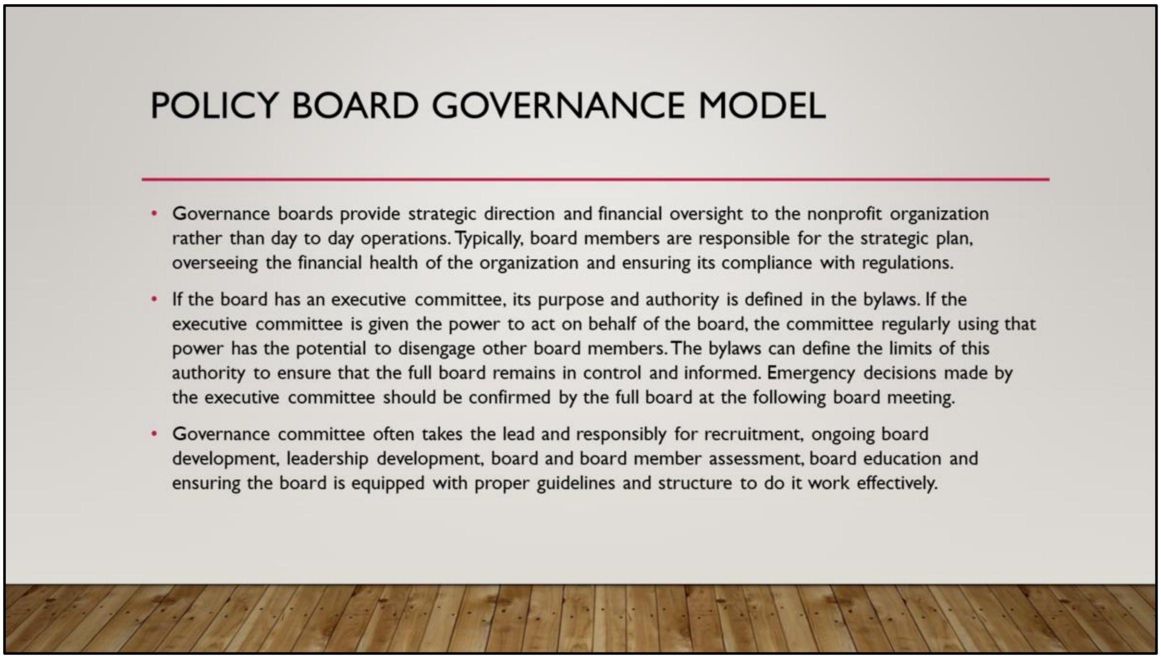
More intentional work needs to occur in terms of improving communication and accountability between board and management and within the board.

Processes, accountabilities and responsibilities, follow-through, and role clarity are some of the governance areas of focus.

Individual Board responsibilities will be discussed in detail later in the morning.

Action: Implement an "Action List" – Create a separate document "Action at the end of each board meeting during a dedicated time; include Motions and/or Actions to be completed; date assigned; lead person; timeline for completion.

Action: Links to relevant news articles: Board Members appreciate receiving links to sector relevant articles, but not directly into their email boxes throughout the month. Process: send links to Shelly to include with the monthly board package as FYI or if you wish a certain message to be drawn from the article, include your own summary of the article.



Exec committee – Action: Tof R and Work Plan – update by November 2024
Meets with ED quarterly to provide support, coaching, mentorship and discuss progress/barriers to the implementation of the strategic plan; Strategic plan direction setting; getting better over the years;
Meets without the ED to develop the letter of appointment, letter of expectations, and the performance documents for the ED. Presents to board for approval. Responsible to present a succession plan to the board for approval.

Action: Develop a succession plan for the ED by contracting Lori Smith, former board member. If Lori not available, explore other contractors. Present the plan to the board for feedback by June 2025. Board approval by September 2025.

Governance Committee – Action: ToR and Work Plan – update by November 2024

January 2025
Orientation - on line segments in a face to face session with the Chair and in person Tours of the two locations with the ED – well done no need to change – just updates by ED and Chair

Action item: Policy Manual updates – Governance committee to develop a plan up to June 2026
Action: Review and update Policy B-II in the Board policy manual by January 2025 – Kate
Action Item: Read the Staff Operational manual – Rodger Timeline TBD
Action Item: Develop a process by which admin reports changes/additions to policies in their Operational manual - Anda and Rodger Timeline TBD
Action Item: Contract a third party to review the policy manual against best practice, identify gaps, and draft recommended policies. Timeline TBD.
Action: Education – plan a two hour session the evening before the Strat Planning in 2025 and 2026;

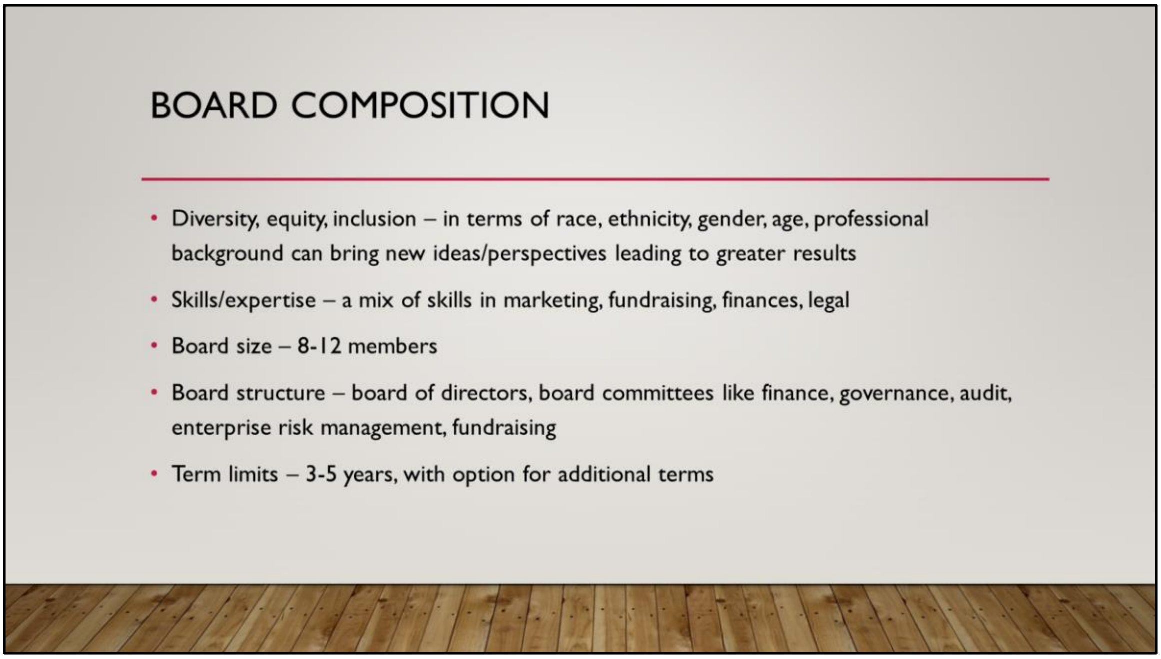
Finance Audit and ERM Committee – Action: TOR and Work Plan – update by November 2024
Meets with ED and Finance Manager on a regular basis to review, discuss and approve required and relevant financial and risk management documents and procedures prior to presentation to the board.
Provides financial coaching and mentoring to Finance manager and ED as required. Meets without ED and Finance manager as appropriate.

Action: Direct the Executive Director to work with the Finance committee to develop the RODS Risk Register. ED to present Risk Register to the board on a semi-annual basis; board to consider additional risks that may not have been captured in the Register.

Turnover does occur on the board periodically – see board terms on Board Portal

Leadership changes on the board have not been encouraged in the past.

A matrix is not required.



Recruitment of new board members is mainly focused on skills, qualities and perspectives. Diversity and inclusion is desired and sought. Diverse mix of skills exists.

Committees and Terms of Reference: Executive ; Governance/Nominations; Finance, Audit and ERM. One board representative sits on the Day Care Committee – legislation requirement.

ACTION: Term limits do not exist – at this time the board agreed to not add limits to the board terms.

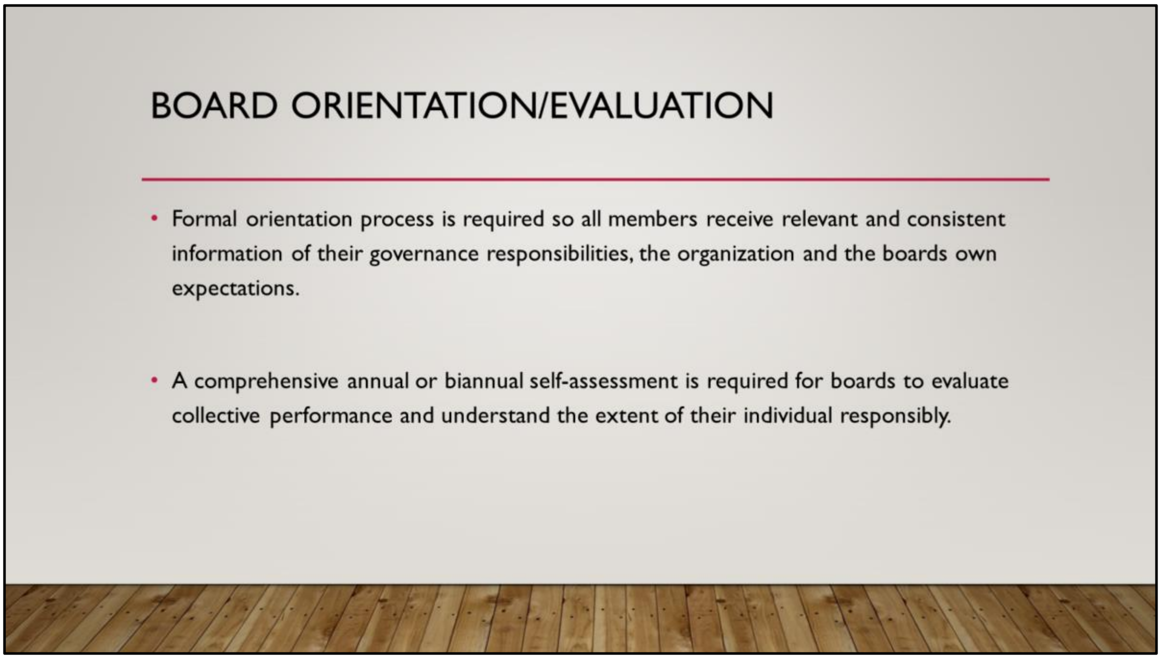
Making meetings accessible and accommodating schedules

Regular Board Meetings are scheduled at 5:15 pm on the last Wednesday of the months except for December, May, June and July.
The AGM is scheduled on the last Wednesday in June and the June board meeting is scheduled the week before on Wednesday.

Action: Provide a zoom link for each in person meeting.
In person meetings are desired; a zoom link is available at every meeting if a board member needs to attend remotely.
All meetings will be recorded and made available with the minutes.

Action: Make parking available behind the Donahue Building as first option. Option two across from Smith; option three meter parking for two hours in the street.

Action Item: Committee participation: each board member needs to join at least one committee.



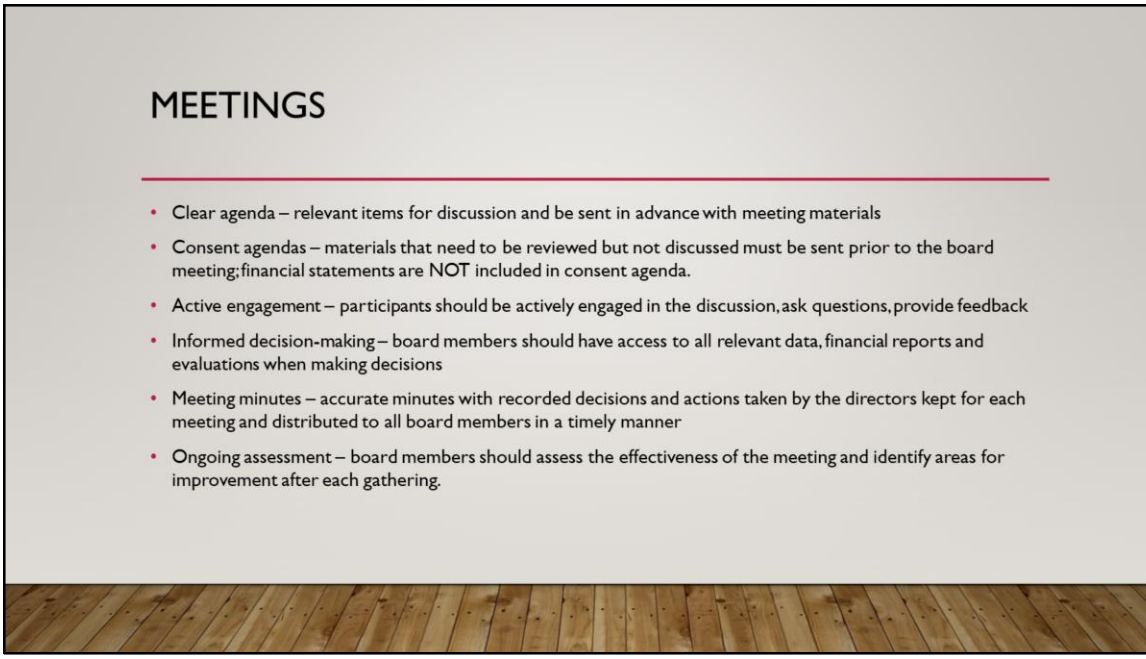
Board Orientation:
Good on line information package, no changes required, just continue to update. Anda and Shelly have developed and are maintaining the RODS/Board on – line package. Updates are made on an annual basis to both the organization's package and to the board’s package. The package is now uploaded to the Board portal.
Orientation to new board members has been provided in various ways over the years.
Over the last 8 years or so, we moved to an on line review of the new package and a tour of the main buildings of RODS provided by board/RODS.
This year there will be a tour of 1855 Smith St offered by Keith to all board members at 4 pm on September 25. Anda will ask Shelly to send an invite to all board members.

Action: Shelly to send an invite to all board members for the Orientation Tour of 1855 Smith St. at 4pm on

September 25, 2024.

Board Evaluation Survey:
We have not done one since 2018/19. See Board Evaluation survey at the end of the Board Policy Manual. This survey includes an individual board member evaluation. It was adapted from Board Self Evaluation – Dalhousie University – Non Profit Sector Leadership Program

Action Item: Executive Committee to Conduct a board evaluation survey using the current tool by June 2025 . Review results in September 2025.



Agenda preparation is the responsibility of the Chair . The chair consults with committee chairs and the ED in preparing the Agenda. Over the years we have established a standard agenda which allows for timely updates and quarterly reports.

Building the annual plan at the end of today’s session will reveal the monthly items that typically go on the agenda.

Agenda items and supportive materials are downloaded to the board portal in the monthly board package folder on the Thursday/Friday before the meeting.

Action: Posting Minutes to Portal: There is a big gap after the November, April and June meetings. Minutes should be posted to the board portal within three weeks after these meetings.

Action: New agenda items from board members - submit to chair preferably seven business days in advance of the meeting.

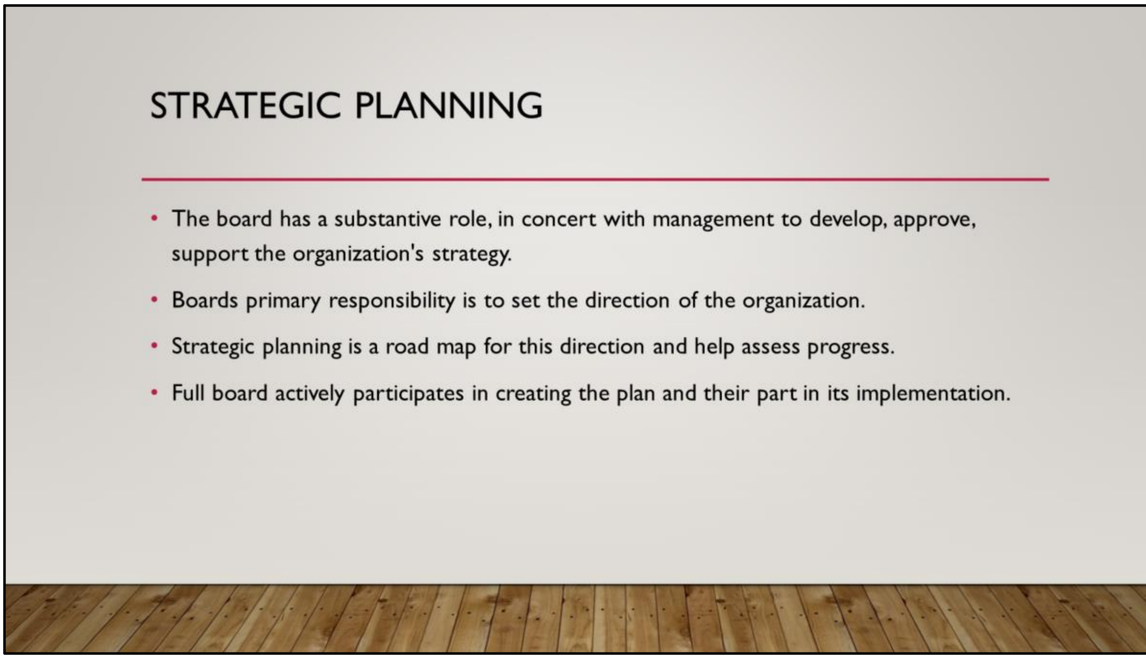
Action: Create a separate document "Action List ", review and update at the end of each board meeting during dedicated time; includes Motions and/or Actions to be completed; date assigned/lead person/timeline to complete.

Action: Links to relevant news articles in monthly board package: Board Members appreciate receiving links but not directly in their email boxes throughout the month; **process:** send links to Shelly to include with the monthly board package fyi or if you want a certain message to be drawn from the article, include your own summary;

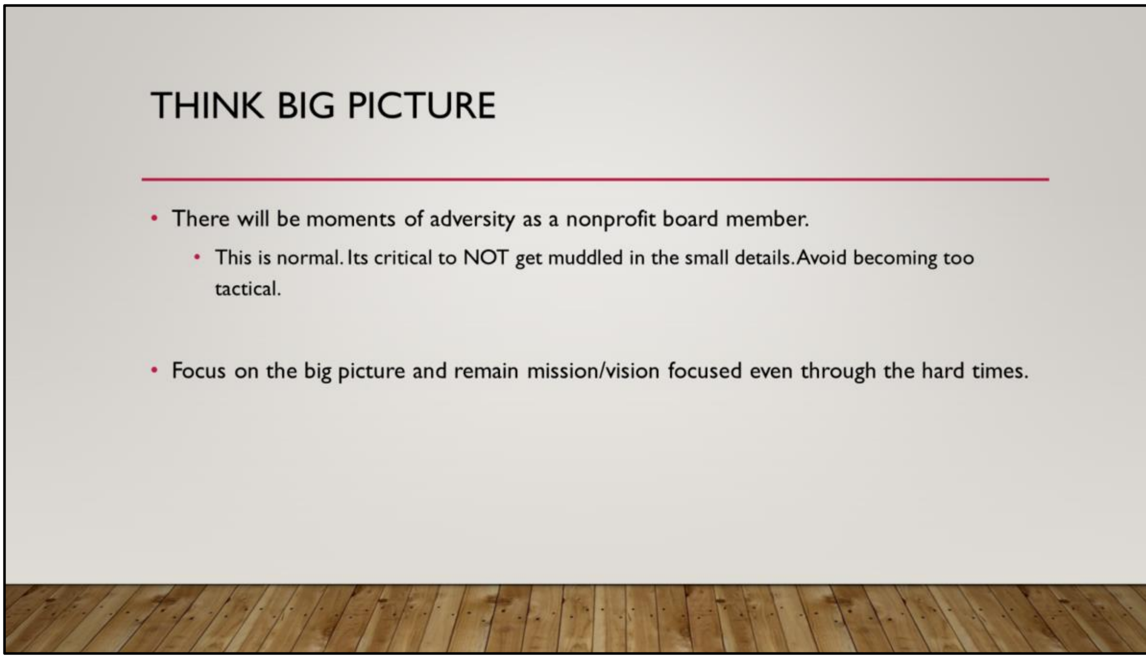
Action: Monthly ED Report - Review ED report monthly at the in-camera session; implement changes on an ongoing basis.

to be passed before any time is dedicated to a certain topic.

Action Item: Assess effectiveness of meetings after each meeting and make changes as necessary.



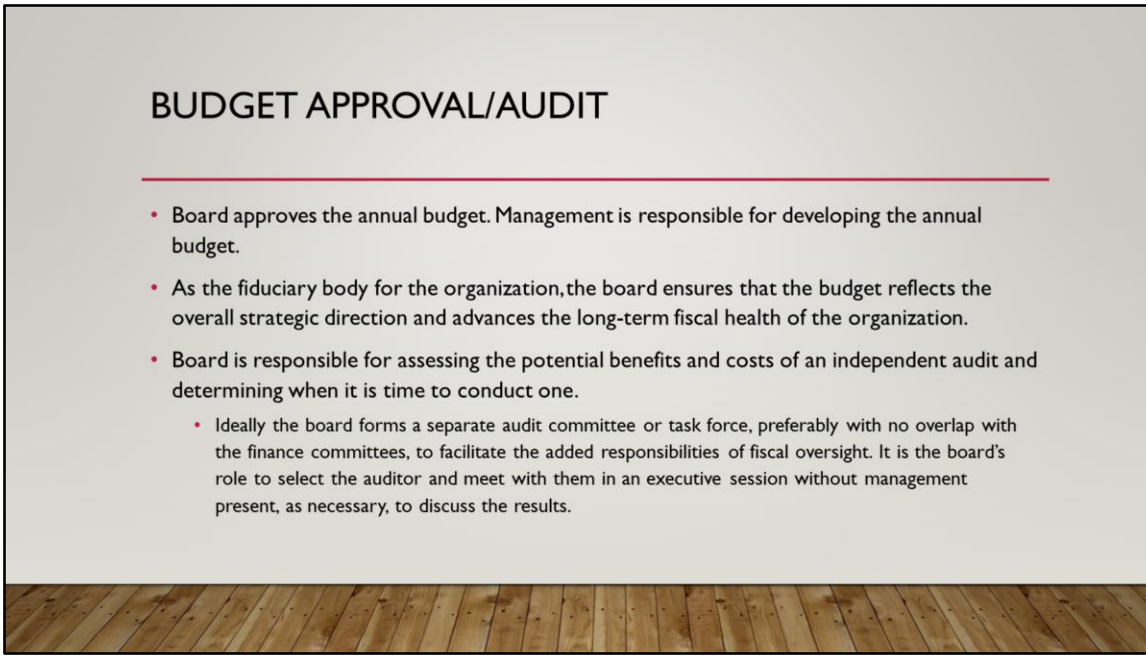
Strategic Planning process is a cycle;
we are currently at the end of a cycle; looking at planning another cycle in 2025.
RODS applied for the new five year- contract cycle with Immigration and Citizenship. Contract signing has been delayed, but it is expected to occur this fall.
Significant improvement in reporting on results occurred in the last couple of years; currently we are working on receiving reports for Q1 and Q2 and on identifying performance metrics;
This continues to be a collaborative process with administration;
Keith will present the strategic plan updates for Q1 and Q2 at the November board meeting. Directors and Managers



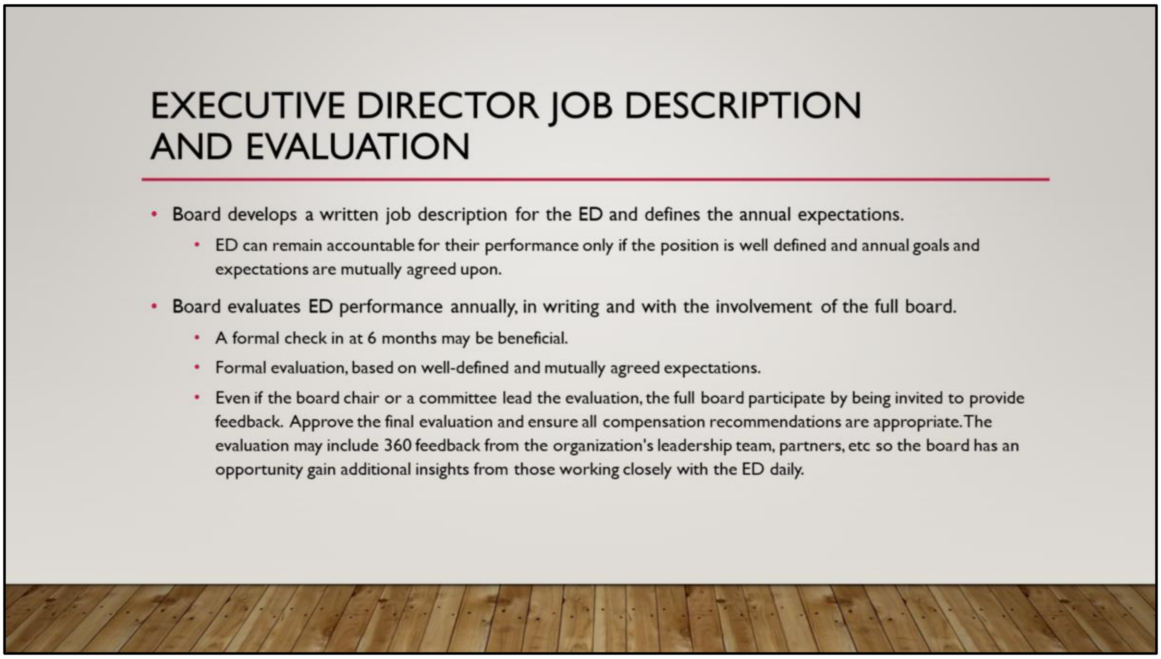
Yes, this is why the board asked for a different monthly ED report as the small daily ops details were clouding the big governing picture.

The Government funds RODS for designated programs.

The board is impressed with the superb quality of work administration is doing at RODS.



Budget approval and audit is going well.
The Board, through its Finance Committee established an annual budget cycle.
The finance committee has always been in good shape with continuity from Jim and Bina as board members and Darcy and Keith as ED's.
Our Finance Manager – start date Jan/Feb 2022 - is CPA certified and does a superb job.



The Executive Committee is in the process of developing the JD for the ED. It was drafted but never finalized or shared with the ED.
The annual expectations have been developed for this fiscal year.
ED Performance eval will occur this year based on the Expectations Document.

DEVELOP AND UPDATE POLICIES

- Take a proactive approach to policy development and enforcement.
  - Adopt strong policies. For example: conflict of interest policy, code of conduct and ethics policy, risk management guidelines.
  - It's the boards responsibility to ensure they understand and follow them.

BYLAW REVIEW

- Bylaws formalize the board's structure and practices. These evolve over time. It is necessary to review the clauses periodically to assess their appropriateness and identify what might be missing.
- You may want to consider legal to assist with the review.

3 TOP CHALLENGES FOR NONPROFIT BOARDS

Challenges	Strategies to Mitigate
Limited Resources (Board and Organization)	Prioritize. Identify more pressing issues and allocate resources. Nurture relationships with other organizations / donors. Collaborate. Partner with other organizations to achieve shared goals.
Board Burnout	Change roles. Change and distribute responsibilities among members so they can contribute in different ways. Encourage professional development. Expect board members to develop new skills.
Recruiting and retaining qualified board members	Provide fulfilling and rewarding board experiences. Engage board members in meaningful work that aligns with their skills/interests. Offer board members professional development or networking opportunities.

SOURCES

- 6 Best Practices of Highly Effective Nonprofit Boards | iDeals Board
- Recommended Board Practices – BoardSource
- Governance for Not-for-Profit Organizations Questions for Directors to Ask.pdf

Summary of Self Assessment: Individual Board Member Responsibilities and Duties

Self Assessment: Individual Board Member Responsibilities and Duties

- August 2024
- 11 responses

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SURVEY HIGHLIGHTS

- Agreement on many statements
- Areas that may require more discussion/update to policy include:
  - Clarification for attendance and participation at meetings (board and committee) and special events
  - Meeting efficiencies; how the meeting is run, board members come prepared, how information is presented
  - Defining respect
  - Need for professional standards – behaviours – accountabilities
  - All members being open to different views/perspectives
  - How to deal with conflict
  - Board decision making process – information required
  - Annual review of board's and individual board member's effectiveness

UPDATE OF POLICY B-II IN THE GOVERNANCE POLICY MANUAL

- Notes collected from discussion generated at the session will be shared with Kate.
- Kate will aim to finalize the policy in December. The goal is to present a draft for approval at the January board meeting.
- Board members are encouraged to send additional feedback regarding policy B-II to Kate.

Review and Update Deliverables

1**. Work Plan Matrix reviewed;** it highlights annual actions the Board needs to accomplish in its governance of RODS. The annual work plan matrix for 2024-2025 can be used to inform the three committees' annual work plans. The matrix will be posted to the board portal.

2. Each committee has a chair and the Day Care Committee has a board representative:

Executive – Anda Dima, Chair

Governance – Kate Roy , Chair

Finance, Audit & ERM - Jim Fallows, Chair

Day Care representative – Faye Nashi Fehler

Nominations Subcommittee Chair - TBD

3. **Chair appoints a Vice Chair by November 2024 if no one volunteers.**

4. **Governance Committee will develop a plan** and consider contracting as discussed to review the Board policy manual and provide milestones.

5. TOR'S and Work Plans: Committees review and update TOR's and work plans by Nov 2024.

6. Executive Committee and Executive Director (ED) finalize the ED Job Description. Board approves Job Description for ED by January 2025.

7. Executive Committee develops a succession plan for the ED by June 2025. Contract a former board member. Board approval of succession plan by September 2025.

8. Executive Director and Finance Committee to further develop the RODS Risk Register. ED presents Risk Register to the board on a semi-annual basis; board to consider additional risks that may not have been captured in the Register.

For a comprehensive list of deliverables discussed at the session please see the ACTION ITEMS LIST.

DEBRIEF – WHAT WENT WELL; EVEN BETTER IF

Round Table:

Liked: facilitation, the visual, the board work plan exercise, session being in person, room, location, food and refreshments
Even better if: do this type of session more often – could have an evening session before our Strat Plan next year