REGINA OPEN DOOR SOCIETY
BOARD GOVERNANCE POLICY MANUAL 2020

Adopted by the Regina Open Door Society Board on September 30th, 2020.

REGINA OPEN DOOR SOCIETY
GOVERNANCE POLICY MANUAL

TABLE OF CONTENTS

The RODS Board **Governance Policy Manual is a living document; content is updated on a continuous basis. For copies of an updated page, please contact X.*

Regina Open Door Society Governance Policies

Introduction

Purpose: To define the process for identification, development, approval and administration of all RODS Board Policies.

The Board of Governors (the "**Board**") of the Regina Open Door Society Inc. ("**RODS**") practices a Policy Leadership Governance Model. Governance policies guide the actions and decisions of RODS and the Board in accordance with *The Non-Profit Corporations Act, 2022* (the "**Act**"), the RODS Code of Conduct and the RODS Constitution (the "**Constitution**"). The policies in this document augment the Act and the Constitution to provide additional direction for the Board and the Executive Director of RODS by which to govern RODS.

Following the principles of a Policy Leadership Governance Model, the Board outlines its accountabilities into three categories as outlined below in Sections A, B and C. The Governance policies enable the Board to focus its endeavors into one central document titled the *Governance Policy Manual*.

In addition, there is a fourth set of policies (Section D) that guide the operations of RODS. These policies are documented in the *RODS Administrative Policy Manual*.

The Board Policies are organized as follows:

I. GOVERNANCE MANUAL

A. Mandate and Authority Polices - ***Why we exist and what we do.***

Through the Mandate and Authority policies, the Board defines which public interest needs are to be met by RODS, the responsibilities of the Board, and the specific goals and outcomes RODS is striving to achieve.

B. Structure & Relationship Policies - ***How we define & allocate work of the Board.***

Through the Structure and Relationship policies, the Board defines how the Board is organized and clarifies the manner in which it delegates authority to the Officers of RODS, the Executive Committee, Board Committees, the Executive Director and staff of RODS.

C. Governance Policies - ***How we govern to achieve our mandate.***

Through the Governance policies, the Board defines the specifics of how RODS fulfills its mandate in accordance with the Act.

II. ADMINISTRATIVE POLICY MANUAL

A. Administrative Policies - *How we manage and operate the organization.*

Through Administrative Policies, the Executive Director and staff define the protocol and procedures to guide the operations of RODS.

SECTION A: Mandate and Governance Authority

NAME OF POLICY	A-I: RODS Objectives, Mission, Vision & Values	
CONSTITUTION and OTHER REFERENCES	Article 4	
APPROVAL DATE: SEPTEMBER 2020	**Reviewed:**	**Revised:**

The aims and objectives of RODS are outlined in Article 4 of the Constitution as follows:

A. Assist immigrants and promote their early adjustment to and participation in the Saskatchewan community.

B. Promote and extend community services to immigrants foster greater awareness and understanding between the immigrant and the community, and seek to establish facilities for intercultural, educational and social activities

C. Do all things incidental to the achievement of these objectives.

D. Raise funds for the purpose of advancing its objectives.

RODS vision and mission statements reflect these aims and objectives as follows:

RODS Mission: *RODS is a non-profit organization that provides settlement and integration services to refugees and immigrants in Regina. RODS is committed to meeting the needs of newcomers by offering programs and services that enable them to achieve their goals and participate fully in the larger community.*

RODS Vision: *A Welcoming community enriched by the diversity and strength of newcomers to Canada.*

In order to effectively meet the aims and objectives of RODS, it is essential that the Board and staff understand their respective duties and RODS values.

RODS Values:

1. **DIVERSITY:** We value diversity, whereby individuals from different cultures and backgrounds work together to strengthen our communities and workplaces, exchanging fresh ideas and perspectives and generating new energy.

2. **RESPECT & DIGNITY:** We value respect and dignity, whereby we demonstrate fairness, consistency, inclusiveness, honesty and compassion as we support each other to discover, learn and achieve our goals.

3. **SERVICE EXCELLENCE:** We value service excellence, whereby each of us is committed to professional, accountable, adaptable, caring and compassionate service to all our clients, colleagues, volunteers and community.

4. **PARTNERSHIP & COLLABORATION:** We value partnership and collaboration, whereby we build mutually beneficial relationships where we can share responsibilities and ideas, and work together to enhance opportunities for all.

NAME OF POLICY	A-II: RODS Governance Model	
CONSTITUTION and OTHER REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

The Board of RODS practices a Policy Leadership Model ("Model") that enables RODS to fulfill its legislative mandate and engage in good governance practices directed by policy.

This Model provides board stewardship by maintaining a clear separation between board governance and operational management. The Board focuses on the strategic leadership and direction of the organization. The Management team leads the operations of the organization in alignment with the direction of the Board, developing operational plans that provide the Board with background information and the implications of the plan related to the strategic direction. Once affirmed by the Board, Management is responsible for implementing the operations in alignment with the direction policies of the Board. The Board reviews the progress and achievement of the strategic direction periodically over the year.

The Board develops committees to facilitate the work of the Board. Staff members may be assigned to support the board committees. The committee structure of the Board, mandate and terms of reference are clearly outlined articulating the role of the Board, Board members, the roles of the staff and the relationship of the Board members with the supporting staff.

NAME OF POLICY	A-III: RODS Strategic Directions & Objectives	
CONSTITUTION and OTHER REFERENCES	Article 3	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

RODS Strategic Directions & Objectives

Regina Open Door Society Inc.

Strategic Framework – 2022 - 2025

Our Vision:

"A welcoming community enriched by the diversity and strength of newcomers to Canada"

Our Mission:

Regina Open Door Society Inc. (RODS) is a non-profit organization that provides settlement and integration services to refugees and immigrants.

Our Values:

Diversity, Respect & Dignity, Service Excellence, Partnership, and Collaboration

Our Bold Ambition … to become the national leader in settlement services.

Rethinking our potential … we need to reset our expectations of what innovative settlement can achieve. To counter emerging trends, we need to redefine what and how settlement can be delivered. We need to set and achieve higher standards, which requires a far-reaching vision and pacesetting partnerships.

We envision…

All Newcomers regardless of their status, receive the appropriate services they need. Integrated client systems have optimized and expanded services for clients. Newcomers in Saskatchewan have Canada's strongest settlement outcomes, with services at the local and provincial and federal levels working in harmony in a coordinated, streamlined system.

RODS is a leading force in the settlement sector, influencing innovation and decisions at all levels. As a leader, they have taken on the commitment to tackle the most complex settlement issues supporting and guiding other agencies throughout the province and Canada.

RODS has become the employer of choice and the human resource model of envy within the sector. Stable long-term contracts with job security, a positive thriving work culture, and competitive remuneration have resulted in a committed talented workforce. Multi-year funding has enabled long-term planning and continuity of services, with community donations and innovative revenue streams fueling innovated services and improved options for newcomers.

Regina Open Door Society – Strategic Framework 2022-2025 – Draft Nov. 7, 2022 1

Our Strategic Priorities

1. Successful newcomer settlement and community integration

C.1. Improve the client experience through customer relationship management (CRM)

- Enhancing the client service though introducing an organization-wide CRM system with centralized client profiles and referral systems.
- Strengthen client intake/referral process (from department to department)

C.2. Establish a welcoming community for newcomers

- Education, cultural awareness training, indigenous education, and community outreach, communications strategy
- Increase brand recognition and community awareness

2. Service excellence through process efficiency and collaboration

I.1. Maximize internal capacities and process efficiency

- IT, HR, Communications, finance
- Strengthen client intake/referral process (from department to department)
- Strengthen internal communication
- Enhance on collaboration between departments
- Enhance on capacity building for interpreters/translators

I.2. Strengthen relationships with partners and community stakeholders

- Improve collaboration and reduce competition within the settlement sector
- Establish relationships with community partners such employers, community partners (health, social services, housing, education), municipal government, airport authority etc.
- Establish relationship with organizations/communities including cultural, Indigenous, LGBTQ+, etc. groups

3. Stable workforce with committed knowledgeable staff and volunteers

P.1. Strengthen recruitment and onboarding capability to meet growing demand

P.2. Improve workplace experience and employee retention

- Develop an action plan to address HR challenges
- Analysis of current retention rate – identifying challenges
- Resolve job security issues
- Improve non-financial benefits (work-life balance)
- Looking at flexible work arrangements (internally/externally)

Regina Open Door Society – Strategic Framework 2022-2025 – Draft Nov. 7, 2022 2

P.3. Increase volunteer experience and retention

- Increase volunteer recognition programs.
- Provide meaningful volunteer experience.

4. Sustainable resources and funding

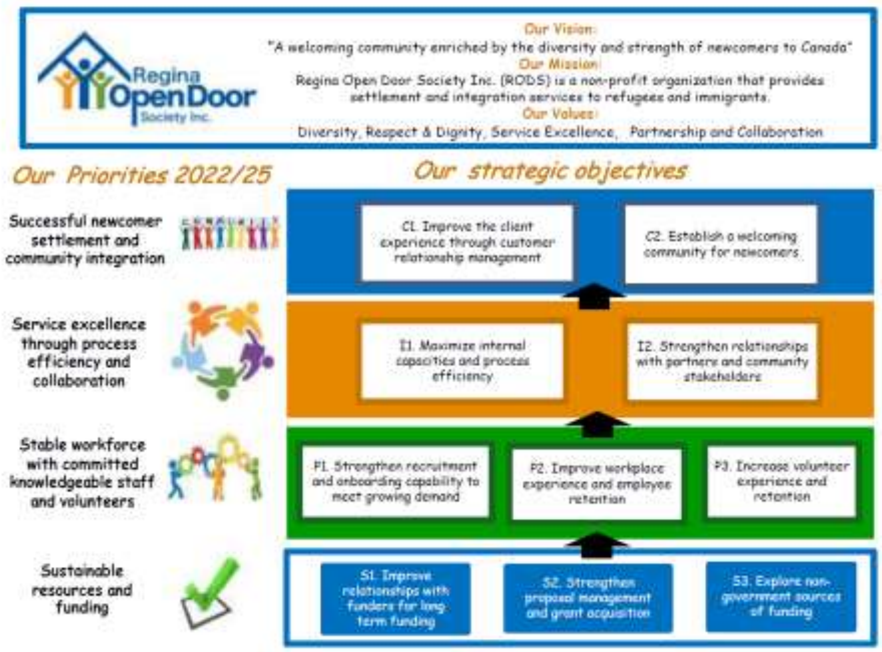
S.1. Improve relationships with funders for long term funding

- Provincial
- Federal IRCC

S.2. Strengthen proposal management and grant acquisition

S.3. Explore non-government sources of funding

- Corporate sponsorship
- Social enterprise



RODS 2022 - 2025

Regina Open Door Society – Strategic Framework 2022-2025 – Draft Nov. 7, 2022 3

SECTION B: Structures and Relationships of RODS

NAME OF POLICY	B-I: Collective Board Responsibilities and Duties	
CONSTITUTION and OTHER REFERENCES	*Article 6 & 7, 8* *The Saskatchewan Non Profit Act 2022, Part 9*	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. Description

RODS is governed by a board of 8-12 elected Board Members. The Board meets usually eight or nine times each year. Special meetings may be held to deal with special projects.

The Board is the governing body of RODS and must ensure that RODS carries out its purpose and duties as outlined herein.

II. Collective Board Roles

A. Fiduciary

RODS is a statutory corporation and thus the role of the Board is analogous to the Board of a business corporation or a non-profit corporation. The Board owes a fiduciary duty to the corporation, not the members. At common law, the fiduciary duty requires a Board Member to act honestly, in good faith, and with a view to the best interests of the corporation. The best interests of the corporation are defined by RODS to be the public interest.

This role is sometimes in conflict with the Board's perception as representatives of the membership or as representing various membership interests. It is important that the Board Member table the perspective of diverse groups to aid with the decision-making process. The Board should consider the diverse views but where there is a conflict between member interests and the best interest of the public RODS serves, the public interest must prevail.

B. Policy Makers

The role of all Board Members is to ensure that RODS meets its constitutional mandate as described in A-1 policy by making policies for the guidance of the Board and staff of RODS. The Board must further ensure that the Executive Director enforces compliance with their directives.

III. Accountabilities of the Collective Board

A. Legislative

The Board must ensure that RODS, at all times, acts within the authority and mandate of the Constitution including:

- to act honestly and in good faith with a view to the best interests of RODS; and
- to exercise the care, diligence and skill that reasonably prudent person would exercise in comparable circumstances.

B. Governance

The Board policy-making role, including guidance of the strategic planning process and performance monitoring, is separate from the responsibility for the day-to-day management of RODS. This responsibility resides with the Executive Director who leads the organization in achieving Board-approved directions, reporting to the Board and in turn recommends new initiatives to the Board.

The collective Board shall:

- assist with and oversee the development, approval and monitoring of the strategic objectives, participate in the preparation governance policies to facilitate strategic objectives, and oversee, evaluate and measure progress towards and achievement of strategic objectives;
- establish measures of organizational performance and monitor organizational performance continuously;
- hire and oversee the performance of the Executive Director;
- provide advice, counsel and support to the Executive Director;
- approve RODS annual activity plan;
- supervise RODS finances including:
  - approving RODS annual budget;
  - ensuring a policy on reserve funds;
  - receiving regular financial reports from the Executive Director;
  - reviewing and approving the accounting principles and practice; and
  - appointing the external auditor;
- promote and practice effective governance and evaluate their own effectiveness;
- appoint committees to assist with the governance work of RODS;
- approve terms of reference for committees and task forces and ensure that they are current, relevant and that volunteers are appropriately engaged;
- develop, implement and monitor governance policy to oversee the work of RODS and the Board inclusive of the Board's code of conduct;
- oversee the organization's management development and succession planning;
- provide oversight of the organization's risk management;
- oversee legal matters that may impact governance accountabilities of the Board; and
- participate in the orientation of new Board and ongoing Board development.

NAME OF POLICY	B-II: Individual Board Member Responsibilities & Duties	
CONSTITUTION and OTHER REFERENCES	*The Non-profit Corporations Act, 2022*, SS 2022, c 25	
APPROVAL DATE: NOVEMBER 2025	Reviewed: November 2025	Revised:

Individual Board Member Duties

I. Interpretation

A. The following terms shall mean:

a. "Board" means the Regina Open Door Society's Board of Directors;
b. "Board Member" means a member of the Board;
c. "Employee" means a RODS employee;
d. "Publicly" means outside of a Board meeting or committee meeting;
e. "RODS" means Regina Open Door Society;
f. "Volunteer" means a RODS volunteer.

II. Conflict of Interest

A. Each **Board** Member shall undertake the following:

a. Complete the conflict-of-interest form annually.
b. Declare any real or apparent conflict of interest, including but not limited to conflicts of the following nature: financial, political, personal, or organizational. Conflicts may be declared in writing before a Board meeting or by oral declaration at a Board meeting.
c. Not conceal any relevant information, including but not limited to, knowing that a member of the Board is present and may have a conflict of interest.
d. Where a conflict of interest is declared, such member shall recuse himself or herself from discussions and voting on matters in which there is a conflict of interest. Such member shall be recalled to participate in the rest of the meeting that is unrelated to the declared conflict of interest.

III. Duty of Due Diligence

A. Each Board Member shall undertake the following:

a. Attend all meetings of the Board including the annual general meeting. *If a Board member fails to attend three (3) consecutive Board meetings within a business year, without prior approval of the Chair or without there being any extenuating circumstance(s), the Chair will discuss the matter with the Board Member. If the continued absence cannot be resolved to the satisfaction of the Chair, the matter will be placed on the agenda for the next Board meeting. The Board may then pass a motion that the Board Member is removed from the Board.*
b. Attend all committee meetings for committees on which that Board Member is assigned. *If a Board Member fails to attend (3) consecutive committee meetings, the absences shall be considered in the same manner set out in section 3(a) pertaining to scheduled Board meetings.*
c. If a Board Member attends a committee meeting virtually (via an online platform),

the Board Member shall ensure their attendance is from a secure, confidential location and that their full attention is maintained for the duration of the meeting.

d. Prepare for each Board or committee meeting by reviewing relevant documents beforehand, with a view of ensuring meetings proceed efficiently. Documents are available on the RODS portal.

e. Make an effort to attend or participate in at least one RODS special event annually.

f. Attend any event when designated by the Board to ensure representation of the Board. A designation may be made where a particular Board Member provides a desired skill set, including but not limited to, accounting, and legal.

g. Exercise diligence in ensuring that all funds are expended efficiently, economically and for the best interest of RODS.

h. Provide a Criminal Record Check every three years.

IV. Duty of Governance Conduct

A. Each Board Member shall comply with all RODS policies.

B. Each Board Member shall:;

a. Maintain the integrity, confidence, and dignity of RODS;

b. Not publicly discuss the confidential business of RODS except as approved by the Board;

c. Exercise authority only collectively as a Board. For greater certainty, no individual Board Member shall act with the authority of the Board except where delegated, designated or otherwise approved by the Board.;

d. Not solicit nor communicate any issue or concern with the media, including social media, about anything pertaining to RODS without prior approval from the Board;

e. Treat fellow Board Members, the Executive Director, employees, volunteers and clients of RODS respectfully, including but not limited to refraining from making disparaging remarks;

V. Duty of Governance Expectations

A. Each Board Member is expected to comply with the following:

a. Participate in honest dialogue regarding Board issues and outcomes including the annual review of the Board;

b. Participate on Board committees and task forces, as assigned;

c. Follow through with commitments;

d. Support and champion decisions made by the Board and the work of RODS;

e. Maintain an ongoing understanding and awareness of issues that may impact the work of RODS and immigration more broadly in Canada with a particular focus on Saskatchewan;

f. Review relevant articles and information on current events that may impact the work of RODS.

Policy approved by the Board of Directors on November 26, 2025

NAME OF POLICY	**B-III: Officers of the Board**	
CONSTITUTION and OTHER REFERENCES	*Article 8,* *The Saskatchewan Non Profit Act 2022, Section 9-21 and 9-22*	
APPROVAL DATE: SEPTEMBER 2020	**Reviewed:**	**Revised:**

The Officers of the Board are outlined in Article 8(b) of the Constitution and are as follows:

I. President

The President shall preside at all general meetings of RODS and at all Board' meetings and shall be an ex-officio member of all committees. The President shall countersign cheques and legal documents as required.

II. Past President

The Past President shall assist and advise the newly elected Board, and be an ex-officio Board Member for one year immediately following the term of office as President.

III. Vice President

The Vice President shall perform the duties of the President in his/her absence of inability to act. Countersign cheques and legal documents as herein provided.

IV. Members-at-large

Members-at-large shall be responsible for carrying out such duties as assigned.

NAME OF POLICY	B-IV: President Responsibilities & Duties	
CONSTITUTION and OTHER REFERENCES	Article 8	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. Role of the President

The President is an officer of the Board and a member of the Executive Committee. The President should work closely with and consult the Executive Director on matters of business.

The President provides leadership to RODS by:

- chairing the Executive Committee and the Annual General Meeting in accordance with commonly accepted practices of a Chair and any rules adopted by the Board;
- establishing the agenda for meetings with the assistance of the Executive Director;
- ensuring Board business and behaviour (both as a whole and with respect to individual members) is consistent with Board policies;
- addressing Board behaviour and conduct that is not consistent with the policies and rules;
- appointing committees and committee Chairs;
- attending committee meetings as an *ex-officio* member;
- representing RODS at meetings with organizations;
- overseeing RODS's relationship with its volunteers, including committee Chairs and members;
- ensuring that there is an appropriate orientation and mentoring for the Vice President;
- speaking on behalf of RODS; and
- delegating any of the above where authorized and necessary.

II. Role of the Vice President

The Vice President shall:

- perform the duties of the President in his/her absence of inability to act;
- assist the President in performing the duties of office as delegated or as required;
- be a member of the Executive Committee;
- consult and work closely with the President to achieve RODS's purpose and the Board objectives.

The Vice President may also attend all committee meetings as an *ex-officio* member and countersign cheques and legal documents as herein provided.

III. Procedures for Election of President and Vice President

The President shall be elected in alternate years to those of the Vice President.

NAME OF POLICY	B-V: Executive Director Responsibilities & Duties	
CONSTITUTION and OTHER REFERENCES	Financial Polices, HR policies, Executive Director Position Statement, Financial Accounting Policies.	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

Board collectively will give direction to limit the latitude the Executive Director may exercise in the scope of employment through establishment of executive expectations and the Executive Director Position Description. The Board may change the policies and expectations given to the Executive Director; however, so long as any particular policy is in place; the Board shall respect and support the Executive.

The Board and the Executive Director through their constructive partnership govern RODS. This relationship is built through trust, candour, respect and honest communication.

The Executive Director is appointed by the Board and is the only officer responsible for:

- achieving the mandate and goals of RODS within the guidelines established by the Board;
- managing and coordinating all RODS operations; and
- enabling the Board to fulfill their governance and policy roles.

The Executive Director is the only employee of RODS who is directly accountable to the Board. The Executive Director works closely and consults with the President on matters of RODS business, but is accountable to the collective assembly of Board and has full access to the collective assembly of Board. No individual member of the Board or a Board committee has authority over the Executive Director or the resources assigned to the Executive Director, except to the extent that the Board as a whole have so authorized. The Executive Director has authority to provide information and assistance to individual Board and committees.

NAME OF POLICY	**B-VII: Committees**	
CONSTITUTION REFERENCES	Article 9	
APPROVAL DATE: SEPTEMBER 2020	**Reviewed:**	**Revised:**

Committees are essential for the division of labour in any organization. In some cases, RODS committees are authorized to make decisions, and in other cases, the committee must bring recommendations to the Board for approval.

I. Establishment

The following standing committees have been established pursuant to Article 13 of the Constitution. Terms of reference have been prepared for each committee (see Appendix A).

The following standing committees are established to assist with Board Governance:

a) Executive Committee

b) Finance Committee

c) Nominating and Governance Committee

d) Parent Advisory Committee

In addition, the Board may create *ad hoc* committees to address unplanned issues or to achieve one specific goal. *Ad hoc* committees operate within specific time frames (with a start and end date) and are dissolved upon completion of their task. *Ad hoc* committees may often require members with expertise outside the Board membership to solve a specific problem. The role, duties and time frame of any *Ad hoc* committee will be outlined in their Terms of Reference as approved by the Board.

II. Membership

The President appoints members to committees during the first full Board meeting following the AGM. The President shall designate the Chairperson from the committee. If the appointed Chairperson is unable or unwilling to act, the members of a committee shall choose one of their members to perform the duties of Chairperson.

The membership of the committees will be updated at the first meeting following the AGM.

III. Duties

A committee shall, in addition to the duties assigned to it by its terms of reference, perform any duties assigned by the Board.

IV. Quorum

A quorum at any meetings of members of committees of the Board shall be fifty percent (50%) of committee members. If quorum is present at the opening of a meeting of committee members, the committee members may proceed with the business of the meeting if a quorum is not present throughout the meeting.

V. Majority Decision

Unless the *Act* or the Constitution state to the contrary, a committee may act by majority decision. If the votes of committee members are equal for and against a motion, the motion is defeated.

VI. Procedures

Committees may set practice and procedures to fulfill their role on behalf of the Board in alignment with the Board policies.

VII. Committee Work and Authority

The *Act* and the Constitution will direct the terms of reference, which outline the work of each committee and the authority delegated to the committee. As necessary, each committee will develop additional terms of reference to govern the work of the committee, which have to be approved by the Board. The terms of reference shall be reviewed with all committee members annually. Each committee will create an annual work plan to be presented and approved by the Board.

The Board may delegate to committees any task or responsibility, including the ability to develop policies and procedures and make decisions that do not require Board approval. Committees should report to the Board on matters requiring Board approval in accordance with the committee's terms of reference. Committee items requiring Board approval should be referred to the Executive Director, along with a written report, recommendation and formal resolution, so that they may be placed on the Board agenda.

Committees should provide input into RODS's priorities, strategic objectives/or and budget. In addition to the duties required in the Constitution, each committee should prepare an annual work plan that outlines the work projects the committee will undertake during the current fiscal year. The work plan will be presented and approved by the full Board.

VIII. Committee Meetings

A committee member usually acts as a Secretary at committee meetings unless a RODS staff member is assigned by the Executive Director. Duties include sending out notice, agenda, and all supporting material. Staff person ensures that meeting room or conference call is booked. Works (agendas, minutes, and recommendations) of committees are confidential and shall not be disclosed unless authorized by the committee.

IX. Role of Committee Chairs

The primary role of the Chair is to preside over committee meetings and facilitate discussion. The general duties are as follows:

- approve the meeting agendas in collaboration with assigned staff;
- ensure the committee fulfills its duties as outlined by the terms of reference;
- chair meetings in accordance with commonly accepted practices of a Chair;
- ensure Board business and behaviour (both as a whole and with respect to individual members) is consistent with Board policies and rules;
- address Board behaviour and conduct that is not consistent with the policies and rules;
- oversee and guide the work of the committee;

- understand how work comes onto committee agendas, how the work moves forward, and the respective responsibility associated with completion of the work of the committee, by both committee members and staff;
- annually ensure a work plan is developed for the committee;
- annually lead the evaluation of the committee terms of reference and functioning to make suggestions for improvement; and
- report to the Board.

Additional chairperson duties related to specific committees shall be outlined in the Terms of Reference.

NAME OF POLICY	B-VIII: Executive Director Succession Plan	
CONSTITUTION and OTHER REFERENCES	*The Non-profit Corporations Act, 2022*, SS 2022, c 25	
APPROVAL DATE: FEBRUARY 18, 2026	Reviewed:	Revised:

I. Introduction and General Approach

Regina Open Door Society (RODS) is committed to its mission, strategy and corporate objectives.

The Board considers ED succession management to be an ongoing process providing for RODS longevity through the continual planning, development and assessment of talent at the Senior Management level of the organization. RODS succession management process is designed to assure the Board and key stakeholders that, when necessary, the ED work can be transferred from the current incumbent to other competent resources in a planful way. RODS succession plan is a proactive and iterative plan that will be reviewed, improved and refined as the organization grows and evolves.

II. What is Succession Planning?

A succession plan is a component of good human resource planning and management. It acknowledges that employees will not be with an organization indefinitely and it provides a plan and process for addressing the challenges that will occur when they leave. This plan focuses on the ED role.

III. Purpose

A. Ensure management continuity through regular review and revision to promote effective outcomes that support current and future operational objectives.

B. Identify internal succession candidates for the ED role.

C. Assure that highly competent management employees remain with the organization.

D. Design and implement specific career development plans to assist employees in achieving their career goals and meeting RODS current and future needs.

E. Ensure there is a contingency plan in the case of an accident, serious health issue or unforeseen circumstances.

Succession planning can take on a variety of different forms:

A. *Long Term Succession Planning* is generally considered the process applied to critical positions in the organization which results in the identification and development of either a pool of potential successors or a specifically named successor. The objective of succession planning is when a vacancy arises in a critical position, an effective succession plan allows for greater continuity and a smooth transition via disciplined and targeted development of potential candidates.

B. *Short Term Contingency Planning* is where decisions are made regarding filling the critical positions and ensuring there is the leadership talent within the organization to fill the role in the short-term. This process involves identifying a list of candidates who would be ready to take on the job within a timeline of immediate to 18 months.

IV. Critical Success Factors

The following are some of the critical factors for success in implementing and managing succession:

- Visible commitment from management in implementing the process and making decisions based on accumulated knowledge and information.
- Alignment of the process to the organization's strategy and future business direction.
- Ongoing evaluation of the effectiveness of the succession planning framework and processes is mandatory.

V. Assumptions

This succession plan assumes that:

- Equal consideration will be given to both internal and external candidates to fill a vacancy. The goal of this plan is to fill vacant positions with the best qualified candidate. Such vacancies will be posted openly and conducted as an internal and external competition.
- RODS will strive to keep cross training and backup support for each of the job tasks that will ensure uninterrupted service to the Board, management, employees and the membership. In cases where this is not practical or possible, procedures will be developed and maintained to fill any potential gaps.
- RODS encourages advancement from within the organization.
- RODS will provide education and training appropriate to the advancement of individuals and the organization.

VI. Limitations

A succession plan is not a guarantee of a position, rather it represents a development plan to prepare an individual should opportunities arise within the organization. At all times, the best candidate for the position and the organization should be chosen regardless of documented names within the succession plan.

Succession planning is an ongoing process and may require ongoing updates depending on industry trends and changes to the organizational structure.

VII. ED Succession Plan (Long Term)

Guided by organization strategies and the Board of Directors, the ED provides vision, leadership and direction to the RODS. The ED has overall responsibility for all organizational operations.

A controlled notification of intent to vacate the ED position allows for appropriate preparation and transition of change. The Board of Directors would appreciate for 180 – 365 days of announcement of intent to leave to have a planful and orderly transition.

This plan addresses unplanned and planned absences of the ED.

VIII. Responsibilities

A. The Board of Directors is responsible for:

a. Approving the succession plan for the ED.
b. Providing motivation and support for the ED's efforts towards supporting RODS succession planning efforts.
c. Ensuring that competent, promotable managers are recruited into the organization by the ED.
d. Ensuring the ED has criteria and processes for recognition, promotion, development and appointment of managers that are consistent with RODS future leadership requirements.
e. At least annually receive a report from the Board Executive Committee approving that the Succession and Contingency Plans are up to date.
f. Ensuring it receives appropriate briefings and acquires sufficient knowledge on potential successors.

IX. The Board Executive Committee is responsible for:

A. Reviewing the ED's Succession Plan.

B. Receiving periodic updates as well as report annually on the plan and forward it on to the Board with appropriate comments.

C. Reviewing and discussing with the ED the processes and outcomes associated with recognition, promotion appointment and development of the management team.

D. Ensuring Succession Plan includes a process that would respond to an emergency requiring an immediate replacement of the incumbent ED or how duties would be split amongst the management team.

E. Implementing the terms of this plan to ensure the continued operations of RODS.

X. The Executive Director is responsible for:

A. Taking the lead and reinforcing the important of succession planning process and career development with the management team.

B. Working with the Board Executive Committee and the organizations management to develop and implement a leadership development process.

C. Ensuring that performance appraisals and ongoing coaching is conducted in a timely and professional manner.

D. Providing periodic updates to the Board Executive Committee and the Board in the development of leadership talent and succession capabilities, including senior management development training, job changes and an assessment of the most likely successor(s) to the ED position.

E. Ensuring that there is a clear understanding of the ED succession and development plan by all RODS management staff.

F. Reviewing manager's development plans and the succession and contingency plans annually with the Board Executive Committee and the Board.

G. Ensuring that RODS managers are responsible for:

a. Identifying potential replacement candidates for their own positions.

b. Identifying other high potential employees and designing career and development plans for them in support of longer-term succession considerations.
c. Conducting a realistic self-assessment of their career interests and development needs and making a personal commitment to those needs that fit within their career plans and goals.

XI. ED Succession Planning Process

Succession planning is not a process that can be done once and left. It must be a living process and subject to regular reviews. Short-term and long-term plans should be considered.

Frequency	Accountability	Activity
Annually	ED	Review and revise the following plans based on organizations strategy/business plan: • Succession Plan • Contingency Plan • Management team development plans
Annually or more often as required.	ED	With support from RODS managers, broadly assess internal talent, updating staff development plans towards longer-term succession management.
Bi-Annually	ED	Ensure ongoing performance appraisals and career development for members of the management team.

See Appendix A – Checklist for Annual Review of ED Succession Plan

XII. ED Recruitment & Selection

The ED search process can take anywhere from 6 – 8 months to complete. The search process is based upon the Board taking an active role in the search and making the final decision as a group. It is recommended that the Board Executive Committee or a ED Recruitment Committee take the active lead in this process, with ongoing updates to the Board and the final decision being made as a full Board.

A. <u>Role of the Board Executive Committee or ED Recruitment Committee During the ED Search Process</u>

This committee will fulfill the role of leading the recruitment process. The committee will engage a recruitment firm to assist in the search process. The committee should be expected to receive the following:

- A budget and timeline for the process.
- An Ad strategy for advertising the position. This would include listing on industry website, social media platforms, key provincial or national organizations.
- A complete background check on each finalist.
- A mailbox/method to receive all resumes and applications.
- A process to screen and review all submitted resumes.
- Developed ranking criteria and selection process to interview candidates.

The assigned Board Committee will keep the Board informed of the progress, candidates and interview process. The Chair shall keep the staff (via existing ED) informed of the process so there is regular communication and updates to them.

The current ED will also keep staff informed on any appropriate communication during the process.

B. <u>Review and Revision of Job Description and Qualifications</u>

The first step will be for the full Board to review the existing job description and qualifications. They should outline what skills, experience, background, expertise and leadership characteristics they are seeking in the next ED. The Board will also need to establish a salary range and benefits package for the position.

As part of this process, the Board will identify the important categories for reviewing potential qualifications. Categories may include the following:

- Finance and Accounting Administration
- Regulatory Requirements and Compliance
- Technology
- Human Resources
- Marketing and Public Relations
- Industry Specific Knowledge
- Leadership Skills

The Board will prepare a revised and updated job description for use by the Board Executive or Recruitment Committee. Some key questions to consider in reviewing the job description include:

- Will the job be the same as what is currently being done?
- What are we looking for in the next ED? In what ways will it be different from the ED?
- What kind of leadership style will you be looking for?
- Will the position be restructured in any way, or will expectations change?
- What is the total compensation package for the new ED?

Within the selection process, the final three (approximately) candidates will be recommended by the Board Executive Committee or Recruitment Committee to the full Board. The final interview process will be established for the full Board to participate in.

Once the new ED has accepted the offer, the Board President will make an announcement to the staff and the community.

Within the first month of the new ED starting, the Board Executive Committee will establish a clear set of six month and annual performance objectives. These objectives will be mutually agreed upon but must be clearly understood by the Board and the new ED. These performance objectives will act as a guide for the new ED and the Board. They also function as a guide for ongoing coaching and evaluation within the position. The Board Chair will be responsible for developing an orientation to the RODS and the Board.

The role of the departing ED will be up to the Board. Options to be considered for the departing ED:

- no future role with the organization
- retained for a specific timeframe (TBD) in a consulting role to assist and advise.
- function as a mentor for the new ED for a determined (TBD) period of time.

The departing ED shall not be involved in the management of the organization. A shared responsibility with the new and departing ED for a certain period is not advised.

C. Identifying and Developing an Internal Successor(s)

When identifying an internal successor(s), the Board must consider several critical factors to ensure the selected candidate will effectively lead the organization. Firstly, the Board will evaluate the candidate's alignment with the company's strategic vision and core values. This includes assessing their ability to drive long-term growth, adopt to market changes, while fostering a positive and constructive culture. Additionally, the Board should review the candidate's track record in their current and previous roles, focusing on their performance, leadership skills, and ability to deliver consistent results.

Another essential consideration is the candidate's potential for growth and development. The Board will need to ensure that the successor has the necessary technical, behavioural and managerial skills but also the willingness and capability to learn and adapt. Furthermore, the Board must also consider the dynamics of the current leadership team and how the potential successor will fit into and influence the group. The goal of the Board is to select a successor who can seamlessly transition into the role while driving the organization towards its future objectives.

There are several different ways to assess an internal successor(s), the Board should employ a variety of assessment tools and methods to ensure a thorough evaluation of potential candidates. Tools the Board can consider include past performance reviews, employee achievements, evidence of continuous learning, 360-degree feedback and formal leadership assessments.

Once assessment of internal successor(s) is completed, individualized development plan will be created that address specific skills and competency gaps. A thorough skills gap analysis should be conducted to identify the areas where the candidates(s) need improvement relative to the requirements of the ED role. A targeted development would be created for successor(s).

The process for identifying a potential successor would be part of the annual performance review process where the ED would have a conversation with each senior manager on their future career goals. This will help the ED understand and gauge a level of interest within the ED role. This conversation would be completed on an annual basis.

Once information has been gathered, the ED will have a conversation with the Board as part of the Succession Planning review process.

D. Current State of RODS Internal Successors

a. As per RODS "Interim Succession Plan 2025 documentation".
b. Within the document it states:
    - Recommendation: Tatiana Zotova, Director of Language, Employment and Childcare, has been identified as the member of RODS staff to assume the role of Acting Executive Director in the event of the unplanned vacancy of the position of Executive Director."

XIII. Contingency Plan (Short Term): Unplanned ED Absence

A. Rationale

To ensure the continuous coverage of ED duties critical to the ongoing operation of RODS, the Board of Directors is adopting this plan for the temporary appointment of an interim ED in the event of an unplanned and extended absence.

While the Board acknowledges that such an absence is highly improbably and certainly undesirable, it also believes that due diligence in exercising its governance functions requires that it have a contingency plan in place for ED succession. It is expected that this plan will ensure continuity in external relationships and internal operations.

B. Definitions

a. An ***unplanned absence*** is one that arises unexpectedly, in contract to a planned leave such as a vacation or sabbatical.
b. A ***temporary absence*** is one in which the ED will return to their position once the events precipitating the absence are resolved.
c. A ***short-term absence*** is defined herein as 3 months or less.
d. A ***long-term absence*** is defined herein as one lasting longer than 3 months.
e. A ***permanent absence*** is one in which it is firmly determined that the ED will not be returning to the position.

XIV. Priority Functions of the ED Role

Among the duties listed in the ED position description (Appendix C), the following are key functions that must be covered by the interim ED:

A. Serve as principal leader, representative and spokesperson to all key stakeholders and the broader community.

B. Convene and lead the management team (see Appendix B – Organization Chart)

C. Revisit and execute the organization's short-term programs, projects and key initiatives.

D. Support the Board of Directors:

a. Preparing ED reports to the Board of Directors and the Board Executive Committee and attend appropriate Board and Committee meetings.
b. Ensuring integrity and strength of Board leadership and address issues around clarity of role, governance, policies, and corporate structure.
c. Assist with annual AGM and recruitment and orientation of new Board member.
d. Participate and represent RODS in any regional and national meetings.

e. Determine if backfilling the management position left vacant by the Interim ED is required.

E. Participate in recruitment, interview, selection and evaluation of RODS management team (if required).

XV. Process

A. In the event of a temporary short-term unplanned ED absence:

a. The Board Executive Committee – with the approval of the Board – will be responsible for implementing the terms of this contingency plan.
b. Immediately upon learning of the ED absence, the Management team will inform the Board Chair of the absence or vice versa.
c. As soon as possible, the Chair will convene a meeting of the Executive Committee to affirm the procedures outlined in the plan or make modifications the Committee deems necessary.
d. Based on this plan, Tatian Zotova will serve as the interim ED, pending approval of the Board of Directors. The Board Executive Committee may also consider the option of splitting ED duties among the designated management team members as the Committee sees fit.
e. The person(s) appointed as interim ED shall have the full authority for decision making and action that the permanent ED has and will receive a 20% increase in base salary to reflect the increased responsibilities.
f. The Board Executive Committee will be responsible for monitoring the work of the interim ED and will be sensitive to the additional support the interim ED may require in this temporary leadership role.

B. In the event of a temporary long-term unplanned Ed absence, in addition to the steps outlined above for a short-term ED absence:

a. The Board Executive Committee, in consultation with the interim Ed, shall consider backfilling the management position left vacant by the interim ED. (This is in recognition of the fact that, for a term of more than 3 months, it may not be reasonable to expect the interim ED to carry out the duties of both positions).

C. In the event of a permanent unplanned Ed absence, in addition to the steps outlined above for a temporary Ed absence:

a. The Board Executive Committee, within the first 30 days upon confirming that the ED absence is permanent, form an Executive Recruitment Committee to plan and carry out a transition to a new permanent ED for RODS.

XVI. Completion of an unplanned temporary absence

The decision about when the absent ED will return to lead RODS should be made by the ED and the Chair. Together they will determine a mutually agreed upon schedule for transition back to the permanent leadership structure. A reduced schedule for a set period of time may be decided on, by approval of the Board Executive Committee, with the intention of the ED to work their way back to a full-time commitment.

XVII. Action Plans

A. Short-term/Contingency Action Plan

a. The *First 24 Hours*

- Upon learning of an unplanned absence for the ED, the Chair of the Board will immediately notify the senior management team.

- The Chair will, as soon as possible call an Emergency Board Executive Committee meeting to confirm the contents of the contingency plan and formally designate the interim ED.
- The Board Executive Committee will outline, in writing, to the interim ED the level of authority, employment status and salary terms.
- The Chair will inform the staff of the absence, providing the adequate level of information. The interim ED will be communicated to the staff. It is essential to establish a sense of continuity and calm during this transition.
- A list of contacts that need immediate notification of the situation will be prepared and notifications will be sent.
- The Board should determine the need for securing documents and records. (This is most often necessary in the event of an untimely death or a performance related termination.)

b. The First Week
    - The Board Executive Committee will conduct a review of the interim ED's most recent performance and development plans to reaffirm the employee's suitable for the interim role, even if only for a relatively short time.
    - The Board Executive Committee will work with the interim ED to determine and prioritize goals over the short term. This will ensure ongoing execution of strategic initiatives.

c. The First 60 Days
    - The Board Executive Committee will monitor the work of the interim ED and will be sensitive to additional support the interim ED may require in this temporary leadership role.
    - Through this time of uncertainty, the Board will maintain communication with the Senior Management team and staff as appropriate. This will serve to ease fear and insecurity regarding the lack of permanent leadership and the direction of the organization.

Policy approved by the Board of Directors on February 18, 2026

B-VIII: Executive Director Succession Plan

APPENDIX A – Checklist for Annual Review of ED Succession Plan

Insert Date of when this document was received by the Board Executive Committee

Approved Success Plan

- This planned and emergency Succession Plan will be approved by RODS Board upon its development and then reviewed, updated and confirmed annually thereafter.

Organization Charts

- Prepare and attach two organizational charts to this plan, one showing the current roles and staffing and a second showing the planned organization structure upon enacting the contingency plan. (Appendix B)

ED Role Description

- The ED role description attached to this Succession Plan has been updated in coordination with the development of this plan. It will be approved by RODS ED and Board as part of the approval of this plan. (Appendix C)

Copies

- Copies of this Succession Plan, along with related documentation, will be maintained by X position.

Senior Management Team Development Plans

- Senior Management team development plans associated with this Succession Plan will be developed upon approval of this plan and updated annually.
- These plans will include identification of gaps in current knowledge, experience and skills that have been identified and strategies/actions for developing and/or recruiting skills and knowledge that have been identified in a gap analysis.
- Where appropriate, current staff will actively develop the skills and knowledge to ensure successful planned transitions that are part of the Succession Plan.

Contact List

- A list of organizations and individuals to notify in the event of an unplanned ED absence will be developed upon approval of this plan and reviewed/updated annually and stored with this plan. (Appendix D)

Organizational Readiness and Supporting Practices

- Board and the ED are familiar with and understand the Succession Plan.
- Organizational policies and procedures are up-to-date and in an accessible location.
- Financial information is properly documented and accessible to Board/Successor.

APPENDIX B – Current Organizational Chart and Interim Organizational Chart

Current Organizational Chart (DATE)

Insert Current Organizational Chart

Contingency Plan Organizational Chart (DATE)

Insert Contingency Plan Organizational Chart

APPENDIX C – ED Position Description

INSERT ED Position Description

APPENDIX D – Contact List (To Be Completed by ED)

Contact Name & Title	Company	Phone	Email	Notes

APPENDIX E – Internal Successor Development Plan

INSERT DEVELOPMENT PLAN (if applicable)

SECTION C: Governance Policies

NAME OF POLICY	C-I: Meetings of the Board	
CONSTITUTION and other REFERENCES	*Articles 12; Robert's Rules of Order* *The Saskatchewan Non Profit Act, 2022, Part 11*	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. General

General meetings of the Board are typically held on the last Wednesday of the month between September and June.

There shall be a minimum of six (6) regularly scheduled meetings in one fiscal year. However, the President or one-half (1/2) of the Board may request additional meetings.

Meeting protocol and decision making will follow the Robert's Rules of Order.

Board members may attend meetings either in person or by telephone conference call.

II. Agenda

The agenda shall guide the order of business conducted at meetings and will represent the mandate and role of the Board inclusive of both legislative and governance accountabilities.

The agenda shall be managed in accordance with the following principles:

- the Board shall maintain control of their own agenda;
- agenda items shall always relate to the Board roles and accountabilities;
- the agenda will be circulated to the Board at least one (1) day prior to the meeting;
- a Board Member may have a matter added to the agenda at any time with the approval of the other Board Members;
- the Board delegates to the President the authority to fill in the details of meeting content using the agenda format in (IV) [see IV. Agenda Format] below; and
- the agenda shall be prepared jointly by the President and the Executive Director.

III. Quorum

No business shall be transacted at a meeting of the Board unless a quorum of one-half of the members of this body is present pursuant to Article 12.3 of the Constitution. A Board Member may participate via teleconference and will be deemed to be present.

IV. Agenda Format

REGINA OPEN DOOR SOCIETY
BOARD OF DIRECTORS
October 25th, 2023
2314 11th Avenue – Learning Room #1

ITEM		LEAD	TIME
1.0	**Agenda**		
	▪ Land Declaration	Jim Fallows	5:15 – 5:25
	▪ Review and Adoption of the Agenda		
	▪ Declaration of Conflict of Interest		
2.0	**Minutes**		
	▪ Adoption of minutes - September 27th, 2023	Jim Fallows	5:25 – 5:30
	▪ Business arising from previous meetings		
3.0	**Committee Reports**		
	▪ Executive Committee	Committee Chair	5:30 – 5:40
	▪ Finance Committee	Committee Chair	
	▪ Governance Committee	Committee Chair	
	▪ Parent Advisory Committee	Joe Jozsa	
4.0	**Board Accountabilities**		
	4.1 **Strategic Direction and Monitoring**		
	▪ **ED Report (3-2-1 Format Re: Strategic Directions)**		5:40 – 6:10
	○ **a: Improve the newcomer experience**		
	○ **b: Fostering a welcoming community**		
	○ **c: Enrich the staff and volunteer experience**		
	○ **d: Enhance financial strength and organizational stewardship**		
	4.2 Governance		
	▪ **No Items**		
	4.3 ED Relationship		
	▪ **No Items**		
	4.4 Stewardship		
	▪ **No Items**		
	4.5 Stakeholder and Strategic Alliances		
	▪ **No Items**		
5.0	**Miscellaneous**		
	▪ No Items		
6.0	**New Business**		
7.0	**Standing IN CAMERA Session**	Jim Fallows	7:00
8.0	**Adjournment**		

NAME OF POLICY	**C-II: Board Decision-Making Guidelines**	
CONSTITUTION and OTHER REFERENCES	Robert's Rules of Order	
APPROVAL DATE: SEPTEMBER 2020	**Reviewed:**	**Revised:**

I. Decision-Making Principles

A broad range of ideas increases the potential for informed decisions. The Board shall respect contributions to the discussion and encourage others to present their views.

The Board endeavors to make decisions by consensus. Where this is not possible, decisions will be made by majority vote, unless otherwise required by the Constitution. The Board acts collectively; once a decision has been made, it becomes the position of RODS.

Only the President and the Executive Director are authorized to communicate decisions to the public on behalf of RODS. The Board shall refrain from critical public discussions about the actions or submissions of other Board Members.

II. Recording of Board Decisions

Meeting minutes will capture the nature of discussions at meetings. Except for the names of the mover and seconder of motions, comments will not be attributed to individual Board Members unless it is necessary to do so. The method of decision-making will be noted as consensus or majority vote. In the case of a vote, the record will reflect the results of votes, but names will not be attributable to votes unless a member requests that an individual vote be recorded.

NAME OF POLICY	**C-III: Annual General Meeting of RODS**	
CONSTITUTION REFERENCES	*Articles 6, & 16* *The Saskatchewan Non Profit Act, 2022 – Part 11 & 12*	
APPROVAL DATE: SEPTEMBER 2020	**Reviewed:**	**Revised:**

I. Purpose

The purpose of the Annual General Meeting (AGM) is to report to the membership on the operations of RODS.

II. Notification

The Annual General Meeting of RODS is held in Regina, Saskatchewan and takes place each year within three months of the end of the fiscal year (Article 6.1 of the Constitution).

Pursuant to Article 6.3 of the Constitution, members in good standing of RODS are notified at least 15 days before the date set for the AGM.

Notice regarding any proposed amendments to the Constitution is outlined in Article 16.2 of the Constitution as follows:

- Any proposed amendments by the Board … to the constitution or bylaws shall be set out in writing and delivered to all members, together with a notice of the meeting at which such amendment(s) to be considered, no less than fifteen (15) days prior to the date of such meeting.

The accidental omission to give notice of the meeting to any member, or the non-receipt of the notice, does not invalidate anything done at the meeting.

III. Special General Meeting

Special general meetings of RODS membership shall be called by the Board at their discretion at any time or when requested by the general membership in accordance with the *Act* (Article 6.2 of the Constitution).

NAME OF POLICY	**C-IV: Expenses and Remuneration**	
CONSTITUTION and OTHER REFERENCES	*The Non-profit Corporations Act, 2022*, Part 9	
APPROVAL DATE: JANUARY 28, 2026	**Reviewed: January 28, 2026**	**Revised: January 28, 2026**

I. Purpose

A. To establish guidelines for the reimbursement of expenses incurred by members of the Board, including:

- the types of expenses eligible for reimbursement;
- the process for submitting claims and having them approved; and,
- the documentation necessary to support claims for reimbursement.

B. To establish that Board members are not to be remunerated for their role as Board members.

II. Responsibility

Finance Committee

III. Expenses Eligible for Reimbursement

The expectation is that Board members will only be reimbursed for expenses in very limited circumstances. Acceptable expenses include the following items <u>where appropriate authorization has been received AND where the individual has incurred the cost while acting in their capacity as a RODS' Board member</u>:

- Travel to events, other than to RODS' Board meetings or RODS' office. Mileage will be paid in accordance with RODS' policies for staff;
- Meal allowances and accommodation in accordance with RODS' policies for staff.
- Conference registration fees;
- Professional development courses;
- Fundraising events for which RODS is a primary beneficiary.

Expenses specifically ineligible for reimbursement include:

- Traffic and parking fines
- Ancillary accommodation costs (e.g. mini-bar charges)
- Excess baggage charges;
- Entertainment expenses;
- Lost or stolen personal property; and
- Expenses for spouses/partners.

IV. Authorization Process

Expenditure reimbursements must be submitted to the Executive Committee for approval, and then forwarded by the Executive Committee to the Executive Director for processing of the payment.

Board members are not permitted approve their own claim. Claims by the President or by members of the Executive Committee must be approved by other members of the Executive Committee. If members of Executive Committee are unavailable, the Chair of the Finance Committee may provide approval of a Board member's claim.

V. Documentation

Receipts and invoices are required to support claims for reimbursement. The required documentation follows the requirements applicable to RODS' staff.

VI. Other

- Approval for reimbursement is not conditional on the existence of unused budget capacity. For example, if the Board's budget for professional development has been depleted for a year, a Board member can still be reimbursed for an authorized expense.
- Board members must obtain advance approval for expenses to be eligible for reimbursement.
- If warranted, expenses may be reimbursed on a partial basis. For example, a Board member may want to take advantage of a professional development opportunity that is only partially relevant to RODS, or which has a cost that exceeds what is considered reasonable for RODS to incur. In such cases, the President (or delegate) can authorize a reimbursement which involves the Board member paying a portion of the cost personally.
- Board members are not entitled to remuneration for services that they provide to RODS.

Policy approved by the Board of Directors on January 28, 2026

NAME OF POLICY	C-V: Confidentiality Policy	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. Purpose

Board and committee members have a duty to maintain confidentiality with respect to all matters that come into their knowledge or possession while exercising a power or performing their duties as a Board Member, on any committee appointed by RODS, or in the course of performing any duties under the *Act* or the Constitution. The Board must take reasonable steps to ensure that this information is not improperly used or disclosed.

II. Application

This policy applies to Board, committee members, and any other individual representing or doing work for RODS. This policy creates an ongoing obligation, which will continue to apply to the Board, committee members and any other individual representing or doing work for RODS during the period of the work and continues after their duties have ended.

III. General Requirements

The Board undertakes to refrain from publicly providing any information, or discussing any matter expressed in general meetings and committee meetings, except where:

a. the facts are already in the public domain and are authorized by the Board for discussion;

b. a consensus has been reached by the Board with respect to discussion of a particular matter;

c. the matter is one of general principle (i.e., principles of penalty, recognized ethical and professional standards) where confidential information about an individual matter would not be disclosed;

d. in response to a specific request by any Board Member, the Board authorize the discussion or release of information;

The Board must not disclose information confidential to RODS to family, friends, colleagues or others and must not use information for their own advantage or for the gain or advantage of others.

Any Board Member who is uncertain about responding to an inquiry should raise the matter before the Board or, if this would cause unreasonable delay and the matter is urgent, the Board Member should contact the Executive Director or the President.

On many occasions the issues discussed by the Board or committees will generate debate prior to a decision being reached. Once a decision is reached, the Board should limit their public comments to the decision *per se* and to the principles governing that decision. The Board must not discuss the varying opinions of individual Board Members and, in particular, should not discuss their own opinion if this differs from the decision reached by the Board or the committee.

The Board will not solicit or engage in public interviews with the media, or agencies, governmental or otherwise, with respect to issues involving the Board, committees or matters before either. The Board should refer the media or any agencies requesting information to the Executive Director. If the issue relates to the Executive Director or is a Board specific issue, the matter is referred to the Board President. The Board will not engage in discussion or activities that undermine the goals or the public perception of the Board or RODS.

The Board may be contacted by members of the public who wish to express views on general or specific matters that have been reported in the media. In these situations, the response shall be governed by this policy. Where appropriate, and if agreed by the member of the public, his/her concern can be brought to the attention of the Board for information and discussion purposes. The Board may then direct that a response be made or a position publicly stated.

The Board shall properly secure the source or location of any confidential information that is in the Board Members' possession or control and return any confidential information that is in their possession or control to RODS promptly upon ceasing to be a Board Member or at the request of RODS.

IV. Mobile, Computing Devices and Email

The Board or committee members may have possession of or access to confidential Board or committee materials on personal mobile computing devices, such as laptop computers, tablets, or smartphones. These must be treated with the same security mindedness as paper materials, and not leave the member's possession and control. The loss of such devices must be immediately reported to RODS.

V. Contravention

Contravention of this policy will be reviewed by the Board, which may, by resolution passed by two-thirds of the Board voting on the resolution, result in a reprimand from the President.

VI. Annual Renewal

Board members shall sign the Confidentiality Policy annually at the first meeting following the AGM.

NAME OF POLICY	C-VI: Board Conflict of Interest Policy	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. Purpose

The Board is expected to adhere to the highest standards of personal and professional integrity and shall protect the interests of RODS. Personal gain shall not conflict with duty to RODS.

II. General Provisions

Participation of the Board in activities that may directly or indirectly harm RODS will be considered a conflict of interest.

Conflict of interest includes, but is not limited to situations:

- Where a Board Member's private affairs or financial interests are in conflict with their responsibilities and obligations to RODS, or result in a public perception that a conflict exists;
- Where the actions of the Board Member would compromise or undermine the trust that the public places on RODS;
- Making use of a position with RODS to solicit services or materials for personal gain; and
- Utilizing RODS's equipment, services or materials for an external business.

Board members shall confirm, in writing, that they have received and read this policy at the first meeting of the Board that they attend following their election, and review and sign this policy annually at the first meeting following the AGM.

At the beginning of each general meeting, the Board shall disclose any potential conflict of interests that may be associated with any agenda item.

III. Performance of Duties

In the performance of their duties, Board Members must not:

- Place themselves in a position of obligation to persons who might benefit or appear to benefit from special consideration with respect to RODS's business;
- Have a monetary interest that would conflict with the discharge of the duties owed to RODS;
- Disclose, discuss, use, take advantage of, benefit or appear to benefit from the use of information not generally available to the public, and which has been acquired during their official RODS's duties;
- Communicate with any level of government, or with any elected or appointed government official in relation to the business of RODS, unless they have specific authorization from the Executive Director or the President.

- Assist private entities or persons in their dealings with RODS where this could result in preferential treatment to any person;
- Directly or indirectly use, or allow the use of, RODS's property or information for anything other than officially approved activities.

IV. Gifts

The Board must avoid the appearance of favouritism in all of their dealings on behalf of RODS and not accept personal gifts from those doing business or seeking to do business with RODS.

V. Financial

The Board must not commit RODS to any unauthorized expenditure or other liability.

VI. Vendor Relationships

The Board shall not perform fee for service responsibilities for RODS in addition to their responsibilities as Board, nor shall they sell goods to RODS, unless by specific approval of the Executive Director.

VII. Board Member Responsibility

Each Board Member is responsible to bring to the attention of the Board any perceived potential conflict of interest of themselves or any other Board Member or any perceived breach of conduct of themselves, or of any other Board Member.

VIII. President Responsibility

The President is responsible for final decisions on any potential or actual conflicts of interest. In the event the President is involved in a potential conflict of interest, the Vice President will be responsible for the final decision.

IX. Contravention

Board Members who fail to honour the provisions of this policy may be subject to disciplinary action up to the exclusion from the Board.

NAME OF POLICY	C-VII: Board Strategic Planning & Performance	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

On an annual basis, the Board conducts a strategic planning process to provide direction, focus and consistency of action throughout the organization. A strategic plan defines an organization's strategy, goals and priorities; in other words, where it wants to go and how it will get there. The Board shall analyze internal and external environments, review the current strategic plan and the performance of the organization to identify long-term strategic objectives and oversee and support the leadership team in determination of strategies and initiatives in the organization.

As the starting step of the strategic planning process, the Board will consider:

- Whether the strategic plan achieves the desired strategic position of RODS;
- The accomplishments of the organization and progress made in achieving the strategic goals, priorities and performance indicators for the past year;
- The environmental scan (compiled by the Executive Director and Board) of the new developments and factors, which may present opportunities and challenges for RODS related to achieving its vision and mission now and into the future; and
- Any issues and risks from the strategic plan for which no work has been planned.

The above work results in a strategic plan that includes a set of priorities and strategic objectives to be accomplished by RODS in the next 1 to 3 years. RODS's strategic plan provides:

- Direction and focus;
- A framework for decision-making and policy development;
- Greater accountability; and
- An articulation of how RODS satisfies its mission, vision and values.

Based on the priorities and strategic objectives set by the strategic plan, RODS's annual operating plan selects the areas of focus and identifies strategic plan, RODS's annual operating plan selects the areas of focus and identifies strategic initiatives that contribute to the achievement of strategic priorities and objectives. The last step of the strategic planning portion of the cycle is to develop the budget, based on the priorities that have been identified. The operational plan drives the budget,

A close nexus exists between governance and the strategic plan. The Board drives the development, formulation, implementation, and continued monitoring of the strategic plan. This is accomplished by ensuring that:

- relationships, roles and responsibilities are clearly defined through good governance practices and Board policies and procedures;
- there is a system in place for Board orientation, education and evaluation; and

- the Board has the information they need to perform their monitoring function.

Every 3 to 5 years, the Board should establish an ad hoc committee to review and update the strategic plan of RODS. The committee should consist of staff and Board Members. The committee's task is to hear a wide variety of input from and consult with internal and external stakeholders, and then working from that feedback, to guide the development of the new strategic plan. The committee may choose to use various means to seek input and consult with stakeholders, and the process should aim to be transparent, inclusive and honest.

NAME OF POLICY	C-VIII: Annual Planning Cycle	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

Each year,, a twelve-month planning calendar will be provided to the Board from the Executive Director, which will include, but is not limited to, scheduled times for:

- orientation for new Board Members;
- development of an annual activity plan and long term plan, including budget monitoring and approval;
- education related to RODS's purpose, such as presentations relating to the external environment, demographic information, exploration of future perspectives, and presentations by advocacy groups and staff;
- review of and reporting on RODS's governance policies by the Governance Committee;
- monitoring of the Executive Expectations Policy and compliance by the Executive Director;
- receipt of monitoring reports and receipt of reports from committees in accordance with their terms of reference;
- Board governance assessment evaluation; and
- for years during which there will be an election:
    - a schedule for the election process, which will include dates for notifying members of the election;
    - dates for posting of information that persons considering running for election should have; and
    - the posting of election dates.

Example:

[SEE NEXT PAGE]

REGINA OPEN DOOR SOCIETY
2025-26 BOARD Work Plan - Draft

		Lead Accountability		
Date	**Activity**	**Board**	**ED**	**Completed**
September 24th, 2025	• Committee Reports • Q1 Financials • Update signatures on code of conduct and conflict of interest • ED Report • Draft Board Work Plan for the Year • Strategic Planning Committee (January 9/10 or 16/17) • In-Camera session - Survey Results	Committee Chairs Finance Chair Board Board	 ED ED	C C C C C C
November 5, 2025 (October 29 meeting moved due to the Metropolis Conference)	• Committee Reports/Work plans • Board Work plan Review • Succession Planning Update • ED Report • Discussion of Program Updates • Review Q1 Strategic Plan • Metropolis Identities Conference in Saskatoon • Risk Register Semi-Annual Presentation • Update on Strategic Planning (Retreat) • Reserves Management/Optimizing Corporate Structure • In – Camera session	Committee Chairs Board Chair Exec Committee Chair Board Chair Board Chair Finance Chair	 ED ED ED ED ED ED	
November 26th, 2025	• Committee Reports/Work plans • Q2 Financials Review Q2 Strategic Plan • ED Report • Succession Planning update • Update on Strategic Planning (Jan9/10 or16/17) • Reserves management/Optimizing Corporate Structure • In – Camera session	Committee Chairs Finance Chair Board Chair Board Finance Chair	 ED ED ED	
January 28th, 2026	• Committee Reports/Work plans • Annual Child Care Review presentation • ED Report • Succession Planning approval • Strategic Planning Session (JAN 9/10 or 16/17) • In – Camera session – Succession Planning	Committee Chairs Exec Committee Exec Committee Board	 Prgm Mgr ED	
February 25th, 2026	• Committee Reports/Workplans • Q3 Financials • Review feedback from Strategic Plan • Proposed Changes to Constitution • ED Report • In – Camera session – ED Relationship	Committee Chairs Finance Chair Board Chair Governance Chair Board Chair	 ED/Mgmt ED	
March 25th, 2026	• Committee Reports/Work plans • Approval of Budget Assumptions • ED Report • Strategic Planning Update • Changes to Constitution board approval • In – Camera session – ED Relationship	Committee Chairs Finance Chair Board Chair Governance Chair Board Chair	 ED ED ED	
April 29th, 2026	• Committee Reports • Review Q4 Strategic Plan • Risk Register Semi Annual Presentation • Proposed Slate of Nominees for AGM • In Camera – Annual ED Performance Review Finalised • In Camera – Decision Item: ED's 2026-27 Salary	Committee Chairs Finance Board Nominations Chair Board Chair Finance and Brd Chrs	 ED/Mgmt ED	
June 17th, 2026	• Committee Reports • Approval of audited Financial Statements • Approval of Capital Plan 26/27 • Distribution of Board Effectiveness Self Evaluation Survey • In- camera	Committee Chairs Finance Chair Finance Chair Board Chair Board	ED, Finance Mgr ED, Finance Mgr ED	
June 24th, 2026	• AGM Agenda Items as per usual	Chair	ED	

Revised: October 5, 2025

NAME OF POLICY	**C-IX: Reserve Policy**	
CONSTITUTION REFERENCES	*The Non-profit Corporations Act, 2022,*	
APPROVAL DATE: FEBRUARY 28, 2024	**Reviewed: April 24, 2025**	**Revised: April 30, 2025**

I. Purpose

The purpose of the Reserves Policy is to ensure the stability of the mission, programs, employment and ongoing operations of RODS and to provide a source of internal funds for organizational priorities such as capital investments, program opportunities and capacity building.

II. List of Reserves

RODS' reserves consist of:

A. a Contingency Reserve (a reserve that pertains to operations);

B. a Capital Improvements Reserve (a reserve for the acquisition of capital assets); and,

C. a Newcomer Emergency Reserve

III. The Operating Reserve

The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, an unanticipated loss in funding, or uninsured losses. It can also be used opportunistically to further the mission of RODS in circumstances where there may be little or no expectation of near-term incremental revenue.

If Operating Reserve is not intended to replace a permanent loss in funding or an ongoing budget gap associated with legacy programs.

When the Operating Reserve declines below the target minimum balance, RODS will attempt to restore it to its target balance within a reasonably short period of time.

The target balance for the Operating Reserve is 45 days of non-daycare and non-rent cash operating expenses. Capital outlays and related amortization are excluded from the calculation. Cash operating expenses are calculated based on the audited financial statements of the most recently completed fiscal year.

IV. The Capital Asset Reserve

The Capital Asset Reserve is intended to provide an internal source of funds for major capital upgrades to existing capital assets as well as financing for the acquisition of real estate, furniture and equipment deemed necessary to effectively operate RODS' programs. The Capital Asset Reserve is not intended for use with respect to routine repairs and maintenance and other amounts that do not qualify as capital assets pursuant to Canadian generally accepted accounting standards for not-for-profit organizations.

The target balance for the Capital Reserve shall be $500,000 unless otherwise determined by RODS' Board of Directors.

V. The Newcomer Emergency Reserve

The Newcomer Emergency Reserve is intended to provide for emergency short-term financial needs of newcomers to Regina who lack access to the necessary funding. The Newcomer Emergency Reserve is intended solely for emergency transition support involving costs for which there is a reasonable expectation that such costs would not qualify for reimbursement from funders under current programs.

Eligible newcomers include immigrants and refugees who reside or intend to reside in the Regina Census Metropolitan Area and would not normally include individuals who have arrived for the purpose of post-secondary education or pursuant to a temporary employment agreement.

Amounts approved by the Board for inclusion in the Newcomer Emergency Reserve will be treated as a "revolving" authority. This means that management does not need Board approval for individual expenditures as long as the reserve contains sufficient funds to meet the expense.

Management must report to the Board at least annually regarding the nature of the major revenue and expenditure activity of the Reserve since the prior report.

VI. Financing of Reserves

For financing purposes, reserves will be notional accounting balances rather than held as segregated pools of cash and investments. In other words, RODS' reserves will be combined with its other cash balances, as has always been the case. This enables the most efficient use of assets by having them available to meet funding requirements regardless of cyclical or seasonal fluctuations in liquidity.

VII. Authorization for Utilizing Reserves

Reserves may be increased or decreased at the discretion of the Board of Directors. In addition, the Board will decide annually on the allocation of the current year surplus or deficit to reserve funds and unrestricted net assets.

Requests by management to utilize reserves should be approved by the Executive Director before proceeding to the Board. Requests should include an analysis of the need for the funds as well as support for the amount being requested, and plans, if any, for the replenishment of the reserve. Requests may be initiated at either the Finance Committee or the Executive Committee, but must ultimately be approved by the Board.

Management should report annually, or more frequently at the request of the Board, on the utilization of funds appropriated from reserves.

Policy approved by the Board of Directors on February 28, 2024, Motion #17

NAME OF POLICY	C-X: Whistleblower Policy	
CONSTITUTION REFERENCES	*The Non-profit Corporations Act, 2022,*	
APPROVAL DATE: JANUARY 23, 2023	**Reviewed:** September 20, 2025	**Revised:** September 20, 2025

I. Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable employees, volunteers and others to raise serious concerns internally so that Regina Open Door Society Inc. can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of Regina Open Door Society Inc.'s code of ethics or suspected violations of law or regulations that govern Regina Open Door Society Inc.'s operations.

II. No Retaliation

It is contrary to the values of Regina Open Door Society Inc. for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Regina Open Door Society Inc. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

III. Reporting Procedure

Regina Open Door Society Inc. has an open-door policy and suggests that employees and volunteers share their questions, concerns, suggestions or complaints with their supervisor. If they are not comfortable speaking with their supervisor or are not satisfied with their supervisor's response, they are encouraged to speak with the Executive Director, or the designated board member. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Regina Open Door Society Inc.'s Compliance Officer, who has the responsibility to investigate all reported complaints. Employees or volunteers with concerns or complaints may also submit their concerns in writing directly to their supervisor or the Executive Director or the organization's Compliance Officer. All complaints to the Compliance Officer must be in writing and signed by the complainant.

IV. Compliance Officer

The Regina Open Door Society Inc.'s Compliance Officer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Executive Director and/or the Board of Directors of all complaints and their resolution and will report at least annually to the Finance Committee/Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

V. Accounting and Auditing Matters

The Regina Open Door Society Inc.'s Compliance Officer shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

VI. Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

VII. Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VIII. Handling of Reported Violations

The Regina Open Door Society Inc.'s Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Compliance Officer: Katherine Roy

Email: kateroylavallee@gmail.com

Outside Compliance Officer: Stephanie Yang Morris

Email: syangmorris@mltaikins.com

Policy approved by the Board of Directors on January 25, 2023

WHISTLEBLOWER PROCEDURE

I. Reporting Responsibility

Employees have an obligation to report what they believe is a material violation of any office practice or procedure, violation of the law or RODS' policies. The types of concerns that should be reported include for the purposes of illustration and without being limited, to the following:

- Providing false or misleading information on ROD's financial documents, grant reports, returns or other public documents;
- Providing false information to or withholding material information from ROD's board of directors, auditors, accountants, lawyers or other representatives responsible for ensuring compliance with fiscal an legal responsibilities;
- Embezzlement, private benefit, or misappropriation of funds;
- Material violation of ROD's polices, including confidentiality, conflict of interest, ethics, and document retention;
- Discrimination based on race, gender, sexual orientation, ethnicity or disability;

- Harassment of any kind, including sexual harassment;
- Facilitation or concealing any of the above or similar actions.

II. How to Report

Whenever possible, employees should seek to resolve concerns by reporting issues directly to their supervisor/manager or to the next level of management as needed until matters are satisfactorily resolved.

However, if for any reason an employee is not comfortable speaking to a manager or does not believe the issue is being properly addressed, the employee may bring their concern directly to the Compliance Officer. The complaint must be signed by the complainant and be in writing.

If the concern raised is with a member of the Board of RODS, the employee or board member may raise the concern either with the Compliance Officer or the Outside Compliance Officer.

A. Actions of the Compliance Officer/Outside Compliance Officer (the "Officer")

Upon receipt of a complaint, the Compliance Officer or Outside Compliance Officer shall make a preliminary decision regarding the credibility of the complaint. The Officer may:

- Dismiss the complaint if it in the reasonable opinion of the Officer, lacks merit.
- Decide in their discretion if outside investigation is necessary and to cause such investigation to occur;
- Decide to whom the matter should be reported for further action, including,
    - The Executive Committee
    - The Finance Committee
    - The Human Resources Committee
    - Any other lawyer sitting on the Board of Directors solely for the purpose of consultation and advice.

Upon referral as above, the Committees listed above shall take such steps as are necessary in order to resolve the complaint.

B. No Retaliation

This policy is intended to encourage and enable directors, employees and volunteers to raise serious concerns within the organization for investigation and appropriate action. With this goal in mind, no director, employee or volunteer who, in good faith has submitted a complaint, shall be threatened, discriminated against, or otherwise subject to retaliation or, in the case of an employee, there shall be no adverse employment consequences as a result of such report. Moreover, a volunteer or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

III. Acting in Good Faith

Anyone making a complaint must act in good faith and have reasonable grounds for believing the matter raised is a serious violation of law or policy or a material accounting or auditing matter. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, with gross negligence, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Depending on the circumstances, such conduct may also give rise to other actions, including civil or criminal prosecution.

NAME OF POLICY	C-XI: Board Member Orientation and Development	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. Purpose

The Board recognizes that continual updating of skills and awareness of new issues is vital to a Board Member's contribution. Therefore, it is expected and encouraged that all Board Members participate in Board development.

II. Policy

A. All new Board Members shall receive an orientation to ensure familiarity with RODS's purpose, structure, issues, and the process of governance prior to the first official Board meeting following the AGM or the Board members first official Board meeting. All new Board members shall participate in a Board orientation with the Executive Director not to exceed 2 hours with such orientation to occur following the new Board member's first board meeting and not later than the second board meeting;

B. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board and the necessary qualifications and expectations of the Board; and

C. The Board shall have opportunities for training and education to enhance their governance capabilities; and

D. A scheduled Board development session constitutes a meeting of the Board.

III. General

A. It is essential that every Board Member in the fulfillment of his or her responsibilities (See: B: Board Responsibilities and Duties):

- acquire an understanding of the role of RODS;
- becomes generally aware of government agencies with interest in the settlement of refugees and immigrants in Regina and Saskatchewan;
- becomes aware of RODS and its programs;
- has sufficient financial literacy to understand the information in RODS financial statements;
- acquire/possess an understanding of the principles of good governance, developments in the field of governance, and duties and responsibilities associated with being a member of a governing body/RODS;
- participate and understand the strategic planning process (See: C-VII: Board Strategic Planning).

B. Each Board Member should be proactive in taking advantage of board training and development made available to the Board.

C. RODS staff will take an active role preparing and delivering relevant materials.

D. Board Members are encouraged to take part in evaluation of their collective performance and effectiveness (See: C-XI: Board Evaluation and Performance).

IV. Education and development opportunities:

A. Orientation:

a. Each Board Member, after their election, will receive an orientation package (and an orientation), which will include:

- The RODS Constitution
- Board Governance Policy Manual
- Scope of RODS operation (mission, resources, planning, budget, Management Structure/Organization chart)
- Institutional positioning and areas of prominence (RODS and community organizations)
- Strategic plan
- Work plan
- Committee structure and terms of reference.

b. Their responsibilities as a member of a governance board.

c. It is the Board Members responsibility to be familiar with RODS board governance in order that decisions of the Board may be made in an efficient, knowledgeable and expeditious manner.

d. Information in support of this orientation will be updated annually.

B. Board Development at regular Board meetings:

a. As required, opportunities will be presented at the Board meetings for board development on topics specific to the mission of and/or challenges facing RODS. Examples:

- An hour set aside for an in-depth presentation on a relevant topic, such as funding risks facing the society.

C. Annual board retreat:

a. These retreats may take place each year separate or concurrently with the Strategic Plan that will address an aspect of one of the following themes:

- A topic related to governance
- A topic related to Strategic Planning/Work Planning
- A topic related to RODS (e.g., Board evaluation, planning, institutional positioning, areas of pre-eminence, shifts on policies/programs concerning refugees and immigrants).

D. Workshops and seminars

a. Board members and invited staff may participate in relevant workshops, seminars, webcasts and other opportunities as the need for such arise.

NAME OF POLICY	C-XII: Board Recruitment and Election	
CONSTITUTION REFERENCES	*Article 7* *The Saskatchewan Non-Profit Act, 2022 – Part 11*	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

I. Policy:

The Nominations Committee of the Board is responsible for the recruitment of new Board members and preparing a slate of qualitied nominees to be considered at the annual general meeting (AGM).

II. Process:

In accordance with Article 6 of the Constitution the Nominations Committee shall:

- develop for approval by the Board a description of the skills, experience and qualities including diversity of the Board Members (skills matrix);
- consider skills, experience, qualities and diversity of the current Board to determine board needs;
- recruit, interview and prepare potential candidates that reflect the qualifications for the election process;
- prepare the slate of nominees to be considered and recommend to the board candidates for election at the annual meeting; and oversee board recruitment and nomination processes.

The Board has identified in the matrix below the key skills required for the Board as a whole to meet its objectives. To assist the recruitment and selection of new members, the skills matrix may be used to review the existing skills and capabilities on the Board and identify any gaps/low current coverage in skills and experience. (SEE APPENDIX)

NAME OF POLICY	C-XIII: Board Evaluation and Performance (TBD)	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

The Board shall regularly evaluate their collective performance and effectiveness by agreed-upon performance criteria every other year in May prior to the end of Board term. The results may be used to update the Board orientation for new Board Members following the AGM and used for the development of the Board governance action plan at the fall Board retreat to enhance and improve governance practices. See Appendix Template.

The functionality of the processes the Board use to govern will be evaluated annually, including:

- Board processes;
- structure of committees;
- Board orientation and development;
- meeting format;
- role of the Chair and committee Chairpersons;
- President/Board Member/Executive Director relations;
- internal reporting methods; and
- intra-Board Member relations.

Evaluation of individual Board Members, such as self-evaluation or peer evaluation may be implemented but results will not be shared beyond the person responsible for the evaluation, the Officers and evaluated individuals.

Retiring Board Members may be asked to participate in an exit interview.

The Board will review the outcomes of the Board evaluation and implement a plan of action for Governance improvement in the upcoming year.

NAME OF POLICY	C-XIV: Board Governance Policy Approval and Renewal	
CONSTITUTION REFERENCES		
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

The Board shall develop policies to guide governance practices and decisions and to prevent RODS from potential risk.

I. Board Policies exist to:

A. ensure RODS processes and practices align with RODS strategic direction and core principles/values;

B. protect RODS and its stakeholders;

C. promote governance effectiveness;

D. provide decision makers with limits, alternatives, and guidance; and

E. reduce institutional risk.

II. Procedure for Policy Development:

A. Need identification - A policy gap or area may be identified by the Board, Board Committee, or individual Board Member.

B. Approval of idea/concept for a new policy, or revision to an existing policy - Following an assessment of need, the Board will recommend that policy development proceed, advise about consultation (including advice about the need for legal review), identify appropriate approval path and identify the Board Committee or designate to prepare and recommend the Policy. The Committee may also evaluate the implications of the policy, including potential risks, costs, and infrastructure requirements.

C. Drafting and consultation - The Board Committee working with RODS staff, will be responsible for drafting the policy, including a communications plan and an implementation plan.

D. Recommendation for approval - on receipt of draft policy, the Board will review and comment on matters such as format, the implementation and communication plan, and the process of consultation.

E. Final approval - RODS Board will make a decision whether to approve the policy. RODS Board policies must be approved by the Board at a Board meeting.

NAME OF POLICY	**C-XV: Board Liability & Liability Coverage**	
CONSTITUTION & OTHER REFERENCES	*The Saskatchewan Non-Profit Act, 2022 – Part 9*	
APPROVAL DATE: SEPTEMBER 2020	**Reviewed:**	**Revised:**

The Board shall maintain shall maintain comprehensive management and board liability insurance of $5,000,000.00 with a $1,000.00 deductible per claim.

NAME OF POLICY	C-XVI: Investment Policy	
CONSTITUTION & OTHER REFERENCES	*The Saskatchewan Non-Profit Act, 2022 – Part 9*	
APPROVAL DATE: OCTOBER 2024	Reviewed: April 24, 2025	Revised: September 25, 2024

I. Purpose

The purpose of the Investment Policy (the "Policy") is to optimize the utilization of RODS' cash balances.

The overarching objective of the Policy is to preserve the real (i.e. after inflation) value of RODS' liquid assets.

Any investments are to be managed in accordance with the Policy, and in a manner that considers the trade-offs between investment returns and the prudent management of liquidity risk, credit risk and interest rate risk.

The Board of Directors may delegate the responsibility for investment management to an external party such as investment manager or other agent or advisor. Where this occurs, the third party must accept and adhere to the Policy.

II. Permitted Investments

RODS' investments shall consist entirely of fixed income securities.

Permitted types of fixed income securities include any financial instrument issued or guaranteed by:

- the federal government of Canada;
- any provincial government of Canada;
- RODS' primary financial institution; and,
- any of the following financial institutions:
  - the Royal Bank of Canada;
  - the Toronto-Dominion Bank;
  - the Canadian Imperial Bank of Commerce;
  - the Bank of Nova Scotia;
  - the Bank of Montreal; and
  - o the National Bank of Canada.

III. Liquidity of Investments

To ensure that RODS can meet its obligations as they come due, a minimum of 20% of RODS' portfolio must be maintained in either cash balances or fixed income securities that are cashable on short notice without significant penalty.

IV. Return on Investments

RODS' investments can bear a fixed, floating or hybrid rate of interest.

V. Term of Investments

Fixed term investments can have a maturity date of up to 5 years from the date of investment.

VI. Currency of Investments

All investments should be denominated in Canadian dollars.

VII. Authorization of Investments

Instructions authorizing investment transactions (purchases and redemptions) should mirror those of other cash transactions (i.e. cheques, electronic funds transfers) to the extent possible.

VIII. Performance Measurement

Interest revenue earned by RODS is a function of prevailing interest rates and available cash balances, both of which are beyond the control of the investment management process. A better measure of performance is the interest earned on RODS' cash balances relative to the bank prime rate, adjusted for the need to maintain operational cash balances.

More specifically, a reasonable performance objective for RODS is to try to capture an average interest rate of at least the Royal Bank of Canada prime rate minus 2.00% minus any interest expense incurred in the cash management process (e.g. interest on a line of credit), but excluding operational bank fees. This benchmark would apply to 80% of RODS' average cash balance, which acknowledges that a significant portion of RODS' cash must be retained in its operating account to manage day to day operations.

IX. Reporting

The Finance Committee will report to the Board on RODS' investment activities on at least a quarterly basis.

X. Donations of Investments

RODS can accept donations of securities (including non-fixed income securities), however any such securities are to be liquidated as soon as is practical, and the proceeds invested in accordance with the Policy.

Policy approved by the Board of Directors on October 30, 2024

Appendix:

I. Committee Terms of Reference & Work Plans

- **a. [Executive Committee]**
- **b. [Finance Committee]**
- **c. [Governance Committee]**
- **d. Parent Advisory Committee**

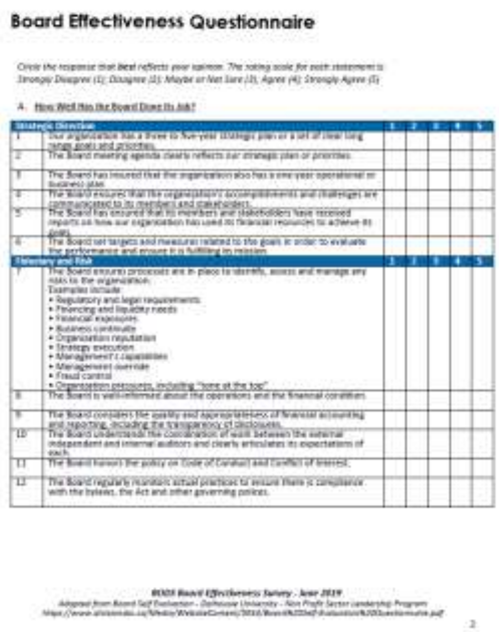
II. Board Application (includes Skill Inventory)
III. Board Evaluation Template (next page)


Board Effectiveness Questionnaire

A Tool for Improving Governance Practice

Name: ______________________

For Period: ______________________


Board Effectiveness Questionnaire

Circle the response that best reflects your opinion. The rating scale for each statement is Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5)

A. How Well Has the Board Done Its Job?

Strategic Direction		1	2	3	4	5
1	Our organization has a three to five-year strategic plan or a set of clear long range goals and priorities.					
2	The Board meeting agenda clearly reflects our strategic plan or priorities.					
3	The Board has insured that the organization also has a one-year operational or business plan.					
4	The Board ensures that the organization's accomplishments and challenges are communicated to its members and stakeholders.					
5	The Board has ensured that its members and stakeholders have received reports on how our organization has used its financial resources to achieve its goals.					
6	The Board set targets and measures related to the goals in order to evaluate the performance and ensure it is fulfilling its mission.					
Fiduciary and Risk		1	2	3	4	5
7	The Board ensures processes are in place to identify, assess and manage any risks to the organization. Examples include: • Regulatory and legal requirements • Financing and liquidity needs • Financial exposures • Business continuity • Organization reputation • Strategy execution • Management's capabilities • Management override • Fraud control • Organization pressures, including "tone at the top"					
8	The Board is well-informed about the operations and the financial condition.					
9	The Board considers the quality and appropriateness of financial accounting and reporting, including the transparency of disclosures.					
10	The Board understands the coordination of work between the external independent and internal auditors and clearly articulates its expectations of each.					
11	The Board honors the policy on Code of Conduct and Conflict of Interest.					
12	The Board regularly monitors actual practices to ensure there is compliance with the bylaws, the Act and other governing policies.					

RODS Board Effectiveness Survey - June 2019

Adapted from Board Self Evaluation - Dalhousie University - Non Profit Sector Leadership Program

[illegible]

2

B. How Well Has the Board Conducted Itself?

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

Governance Policy and Mechanics		1	2	3	4	5
1	There is a Governance model and Board policies that guides the governance of the Board and clearly defines their role.					
2	Board members are aware of what is expected of them and their role is clearly defined.					
3	The agenda of Board meeting is well planned so that all necessary Board business is completed.					
4	It seems that most Board members come prepared to the meeting.					
5	We receive reports and documentation in advance of the Board meeting.					
6	Information provided to Board is brief but detailed enough to provide the desired information and is analytic as well as informative.					
7	All Board members participate in important Board discussions.					
8	We do a good job encouraging and dealing with different points of view.					
9	We all support the decisions we make.					
10	The Board has planned and led the orientation process for new Board.					
11	The Board has a plan and encourages director education and further Board development.					
12	Our Board meetings are always interesting.					
13	Our Board meetings are frequently enjoyable.					
14	The Board regularly evaluates its own performance and implements improvements to processes.					
15	The Board has a process to regularly review their bylaws and policies to ensure they are up to date and reflective of appropriate regulations.					

RODS Board Effectiveness Survey - June 2019
Adapted from Board Self Evaluation – Dalhousie University - Non Profit Sector Leadership Program
https://www.divisionsbc.ca/Media/WebsiteContent/5033/Board%20Self-Evaluation%20Questionnaire.pdf

3

Bencher Self-Evaluation

C. Performance of Individual Board Members (**Not to be shared**)

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

		1	2	3	4	5
1	I am aware of what is expected of me as Board member.					
2	I have a good record of meeting attendance.					
3	I read the minutes, reports and other materials in advance of our Board meeting.					
4	I am familiar with what is in the organization's Act, by-laws and governing policies.					
5	I frequently encourage other Board members to express their opinions at Board meetings.					
6	I am encouraged by other Board members to express my opinions at Board meetings.					
7	I am a good listener at Board meetings.					
8	I follow through on things I have said I would do.					
9	I maintain the confidentiality of all Board items.					
10	When I have a different opinion than the majority, I raise it.					
11	I support Board decisions once they are made even if I do not agree with them.					
12	I promote the work of our organization in the community whenever I have a chance to do so.					
13	I stay informed about issues relevant to our mission and bring information to the attention of the Board.					

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https://www.divisionsbc.ca/Media/WebsiteContent/5033/Board%20Self-Evaluation%20Questionnaire.pdf

4

Bencher Self-Evaluation

D. Board's Relationship with Executive Director

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

		1	2	3	4	5
1	There are clear policies and guidelines that outline the role and parameters of the Executive Director.					
2	There is a clear understanding of where the Board member's role ends and the Executive Director's begins.					
3	There is good two-way communication between the Board and the Executive Director.					
4	The Board trusts the judgment of the Executive Director.					
5	The Board provides direction to the Executive Director by approving goals and objectives, implementing decision items or clarifying existing ones.					
6	The Board has discussed and communicated the kinds of information and level of detail it requires from the Executive Director on what is happening in the organization.					
7	There are clear guidelines or policy related to external communications and dealing with the media specifying the Executive Director's role, the Board Chair's role.					
8	The Board has developed formal criteria and a process for evaluating the Executive Director.					
9	The Board, or a committee of the Board, has formally evaluated the Executive Director within the past twelve months.					
10	The Board evaluates the Executive Director primarily on the accomplishment of the organization's strategic goals and priorities.					
11	The Board provides feedback and shows its appreciation to the Executive Director on a regular basis.					
12	The Board ensures that the Executive Director is able to take advantage of professional development opportunities.					
13	The Board has a clear understanding of their role and the appropriate relationship with senior staff.					

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5

Bencher Self-Evaluation

E. Feedback to the Chair of the Board

*Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

		1	2	3	4	5
1	The Board has discussed the roles and responsibilities of the Chair.					
2	The Chair is well prepared for Board meetings.					
3	The Chair helps the Board to stick to the agenda.					
4	The Chair ensures that every Board member has an opportunity to be heard.					
5	The Chair is skilled at managing different points of view.					
6	The Chair can be tough on us as a group when we get out-of-line.					
7	The Chair knows how to be direct with an individual Board member when their behavior needs to change.					
8	The Chair helps the Board work well together.					
9	The Chair demonstrates good listening skills.					
10	The Board supports the Chair.					
11	The Chair is effective in delegating responsibility among Board members.					

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6

IV. Definitions

Ad hoc committee

A temporary committee or task force established to address a specific issue.

Board

The Board is the governing body of RODS. It is a collective group of individuals elected by the members of RODS to represent and oversee the organization. The Board has specific legal and ethical responsibilities to the organization.

Board Member(s)

An individual elected by the Members of RODS to oversee the management of the organization. The Board Members of RODS are collectively referred to as the Board.

Constitution

A legal document that sets out the fundamental principles and structure of an organization.

Officers of the Board

A group of Board Members which are authorized to act on behalf of the full Board when a meeting is not possible or necessary consisting of the, President, Past President and *Vice President,*

Executive Director

The individual hired by the Board to run the organization. This is the only employee of the Board.

Members

Membership of the RODS organization, whether as an individual or as a body corporate.

President

A term used to describe the chief volunteer officer and Board Member of RODS.