

Vancouver Japanese Language School and  
Japanese Hall  
(Vancouver Nihon-go Gakko narabi ni Nikkei  
Jin Kaikan)

Board Policies

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## **1. Policy Type: Governance Process Policy**

### **1.1. Purpose of the Board**

The purpose of the Board is to act as the governing body responsible for overseeing the activities of the society so that it achieves what it should and avoids unacceptable actions and situations.

### **1.2. Governing Style**

The Board will govern with an emphasis on outward vision rather than internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board, Chair and Executive Director roles, collective rather than individual decisions, the future rather than the past or present, and proactivity rather than reactivity.

#### **1.2.1. Focus on Ends Policies**

The Board will direct, control, and inspire the society through careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. The Board's policy focus will be on the intended long-term effects outside the society, not on the administrative or programmatic means of attaining those effects.

#### **1.2.2. Governance Excellence**

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. The Board will observe its governance process policies scrupulously. The Board can change its governance process policies upon careful consideration.

#### **1.2.3. Continuous Development**

Continual Board development will include orientation of new Board members in the Board's governance process and periodic discussion of process improvement.

#### **1.2.4. Fulfilling Commitments**

The Board will not allow the Chair, any director, or any committee of the Board to hinder the fulfillment of its commitments or be an excuse for not fulfilling those commitments.

#### **1.2.5. Self-Monitoring**

The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Executive Director Linkage categories.

#### **1.2.6. Diversity**

In accordance with the society's values of inclusivity and anti-oppression, and in order to best serve and represent the society's members, the Board should strive to be inclusive and diverse.

The Board will strive to have diversity in the Board membership in aspects such as: lived experience, race/ethnicity, gender, age, socioeconomic status, and ability.

The Board recognizes that a diversity of opinions, perspectives and experiences strengthens the Board's ability to meet its objectives.

### **1.3. Annual Planning**

To accomplish its objectives with a governance style consistent with Board policies, the Board will set annual priorities through an annual planning session that (1) completes re- exploration of Ends policies, (2) reexamines Executive Limitations policies and the sufficiency of their protection from risk, and (3) continually improves Board performance through Board education, rich input and deliberation.

### **1.4. Board Obligations and Activities**

The specific obligations, activities and outputs of the Board will connect organizational performance to the strategic plan.

#### **1.4.1. Board Job Description Details**

The Board will produce the link between the society and the membership.

The Board will produce assurance of Executive Director performance (against policies).

The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.

##### **1.4.1.1. Ends:**

Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good for which recipients at what cost).

##### **1.4.1.2. Executive Limitations:**

Constraints on executive authority that established the prudence and ethics boundaries within which all executive activity and decisions must take place.

##### **1.4.1.3. Governance Process:**

Specification of how the Board conceives, carries out, and monitors its own task.

##### **1.4.1.4. Board – Executive Director Linkage:**

How power is delegated and its proper use monitored; authority and accountability of the Executive Director role.

### **1.5. Board Member's Code Of Conduct**

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including the proper use of authority and appropriate decorum when acting as Board members. Board members will not engage in unacceptable behaviour or situations that reasonably could be seen to reflect negatively on the society. Accordingly,

#### **1.5.1. Unconflicted Loyalty**

Board members must represent unconflicted loyalty to the interests of the society as a whole. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, and membership on other Boards or staffs. It also supersedes the personal interest of any Board member who is (1) acting as a consumer of the society's services and/or (2) personally associated with any consumers of the society's services.

1.5.2. Conflict of Interest

Board members must avoid conflict of interest with respect to their fiduciary responsibility.

1.5.3. Disclosure Of Conflict

Where conflict of interest is unavoidable, Board members will disclose, and ensure that the Board is fully aware of, their involvements with other individuals, organizations, vendors, or any other associations that might produce a conflict.

1.5.4. Absenting Where Conflict

When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

1.5.5. Nepotism

Board members must not use their positions to obtain employment, or to influence the conditions of employment, for themselves, family members, or close associates. This is not to be construed as prohibiting Board members, their family members, or close associates from obtaining employment, provided all things are equal in the competition for employment.

1.5.6. Individual Authority

Board members may not attempt to exercise individual authority over the society except as explicitly set forth in Board policies.

1.5.7. Interactions With Staff

Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.

1.5.8. Directors as Clients

Board members shall be scrupulous in identifying themselves as clients when accessing the services of the society. Preferential treatment arising from their status as Board members will not be requested nor accepted. By the same token, Board members should be afforded the same courtesy, level of service, and access to redress as other participants in the society programs and services.

1.5.9. Interactions With Public And Media

All external communications will be through the Executive Director or the Chair. Unavoidable Board member interactions with public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board or the society.

1.5.10. Evaluation Of Staff

Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the Executive Director, Board members will not express individual judgments of performance of the Executive Director or of any employees.

1.5.11. Confidentiality

Board members will apply strict confidence to the content of all Board proceedings occurring in camera. Information shall be determined to be private unless expressly deemed public by the Board.

#### 1.5.12. Preparation

Board members will be properly prepared for Board deliberation.

#### 1.5.13. Interaction with Staff

Individual board members shall respect the decisions of the corporate board. Director interaction with the Executive team and staff is encouraged, however individual board members or groups of board members shall recognize that authority over the Executive Director is only through the Executive Committee of the Board of Directors.

#### 1.5.14. Conduct

Individual board members shall at all times, act with decorum and shall be respectful of other board members and members of staff, as well as the public.

A board member may comment on, or disagree with a decision taken by the Board. Open and honest communication is encouraged during the meeting in which the decision is being undertaken. However, once a decision has been approved by the majority of the board, the individual board member is expected to support the decision in all future discussions;

Any board member who resists the rules of the board, uses offensive language, disobeys the decision of the Chair/Acting Chair of the board on points of order, or makes any disorderly noise or disturbance may, by resolution of the board, be ordered to leave for all or part of the remainder of the meeting. (Such removal is to be recorded in the minutes of the meeting);

A board member who repeatedly breaches the code of conduct may be removed from their role as defined by the Board Member Termination Policy.

#### 1.5.15. Process for Investigation of allegations of breach of conduct:

1) The Chair of the Board has the authority to investigate allegations of breaches of the Code of Conduct and must consult with the Executive Committee regarding course of action.

2) The Executive Committee has the authority to invoke consequences as defined below:

a) A verbal warning

b) A letter outlining the breach or concern to be recorded in the minutes of the Board

c) A recommendation to initiate the board member termination process

d) A recommendation to initiate (c) above, in addition to pursuing appropriate legal avenues where the board member has breached their code of conduct or duty of confidentiality.

### **1.6. Duties of the Chair**

In addition to the duties common to the other Directors, the Chair has unique roles and responsibilities. The Chair acts as a spokesperson for the community to the general public, as the leader of the Board, and as the principal point of contact for the Executive Director.

#### 1.6.1. Chair as Spokesperson

The Chair will act as the society's official Board spokesperson or representative at ceremonial or other special functions and the Chair (or in the Chair's absence, the Board) will be responsible for delegating this when unable to do so. The Chair may be called upon to speak for and express the opinions of the society when dealing with general matters of concern to the society.

#### 1.6.2. Chair as Leader of Board

The Chair will ensure that the Board conducts itself in a manner consistent with its own policies, bylaws, and any other applicable laws. The Chair shall be the presiding officer at meetings of Board as outlined in the bylaws.

#### 1.6.3. Chair-Executive Director Relationship

The Chair manages the Board by working with the Executive Director to set the annual Board meeting schedule and each agenda, controlling attendance, ensuring that each Board member has a policy manual, and establishing an orientation process for new Directors. The Chair will foster a mutually productive and respectful working relationship with the Executive Director, characterized by open communication, positive regard and a comprehension of one another's roles.

#### 1.6.4. Executive Committee

The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer and Secretary.

### **1.7. Emergency Meetings and Decisions**

The Chair, or a quorum of the Board, may summon a special meeting of the Board at any time. In rare cases, an emergent situation may require a decision from the Board before a meeting can be called or a quorum obtained. In these cases the Chair, or if the Chair is unavailable, any other member of Board, may make a decision based on a determination of the choice that will most likely meet the approval of the entire Board. This person will report to the Board at the next meeting and have the decision affirmed by the Board.

### **1.8. Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director.

Accordingly,

#### 1.8.1. Assistance to the Board

Board committees are to help the Board do its job, not to help, advise, or exercise authority over management. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation or by performing specific audit functions. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.

#### 1.8.2. Authority on behalf of Board

Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.



### 1.8.3. Authority over staff

Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action. The Executive Director may take Board action when Board authority has formally been given the committee and the committee has directed the Executive Director to carry out said Board action.

### 1.8.4. Focus on the whole organization

Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will then accept the board as the monitor of that performance.

### 1.8.5. Board Authorization of Committees

Board committees must have a terms of reference that are approved by the Board. Committees will be used sparingly, and if in an ad hoc capacity the committee will cease to exist as soon as its task is complete.

### 1.8.6. Application of this policy

This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. This policy does not apply to committees under the authority of the Executive Director.

#### **1.8.6.1. Committees Under Executive Director Authority**

Board members, the Board Chair, staff members, the Executive Director, and volunteers may all sit on or chair committees that are under the authority of the Executive Director. These committees are therefore subject only to the executive limitations policies, staff policies, and the internal policies of the committees themselves.

## **1.9. Board Development Investment**

The Board will consciously invest in its ability to govern competently and wisely.

Accordingly,

### 1.9.1. Board Skills

Board skills, methods, and supports will be sufficient to assure governing with excellence.

### 1.9.2. Training & Evaluation

Training and retraining will be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings. Board members will conduct annual self-evaluations and whole of Board evaluations of effectiveness and areas for additional development, including training and retraining.

### 1.9.3. Outside Monitoring

Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.

#### 1.9.4. Stakeholder Information

Information collection mechanisms will be used as needed to ensure the Board's ability to take into account the needs and viewpoints of the society and its stakeholders as well as the potential impacts of activities.

#### 1.9.5. Financial Allocation for Board Skills

Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will allocate an annual amount in the society's annual budget for the purposes of (1) Board training such as attendance at conferences and workshops, (2) audit and other third-party monitoring of organizational performance, and (3) stakeholder information collection such as surveys and focus groups.

## 2. **Policy Type: Executive Limitations**

### 2.1. **Global Executive Constraint**

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or is in violation of commonly accepted business and professional ethics and practices, or fails to respect or take into account the mission of the society.

### 2.2. **Treatment of Volunteers, Participants, Students and Clients**

With respect to interactions with Volunteers and Participants, the Executive Director shall not cause or allow conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive. Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

#### 2.2.1. Collection of Necessary Information

Elicit information for which there is no clear necessity.

#### 2.2.2. Privacy of Methods

Use methods of collecting, reviewing, transmitting, or storing information that fail to protect against improper access to the material elicited.

#### 2.2.3. Privacy of Facilities

Fail to operate facilities with appropriate accessibility and privacy.

#### 2.2.4. Information on Redress

Fail to inform members of a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

#### 2.2.5. **Accurate and Complete Information**

Fail to provide accurate and complete information regarding the extent, nature and limitation of any services available to them at VJLS-JH , and their rights and obligations in accessing services

#### 2.2.6 **Acceptance**

Fail to demonstrate acceptance as unique and valuable persons.

#### 2.2.7. **Safe Environment**

Fail to provide a safe environment that is free of all forms of abuse.

### **2.2.8. Minimize Negative Impacts**

Fail to minimize the negative impact of their personal attitudes, beliefs, and needs on their professional relationships with clients.

2.2.9.

Fail to mitigate identified risks to well being.

## **2.3. Treatment of Staff**

With respect to the treatment of staff, the Executive Director shall not cause or allow conditions that are unfair, unsafe, undignified, disorganized, or unclear. Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

### 2.3.1. Written Staff Policies

Operate without written personnel policies that (a) clarify rules for staff; (b) provide for effective handling of grievances, and; (c) protect against wrongful conditions.

### 2.3.2. Expression of Dissent

Discriminate against any staff member for nondisruptive expression of dissent.

### 2.3.3. Informed Staff

Fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.

### 2.3.4. Emergency Preparation

Allow staff to be unprepared to deal with emergency situations.

### 2.3.5. Education and Training

Fail to provide necessary educational and training opportunities to ensure staff are prepared to meet the needs of the society.

## **2.4. Financial Condition and Activities**

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies. Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

### 2.4.1. Limitation of Expenditure

Expend more funds than have been appropriated.

### 2.4.2. Limitation of Debt

Incur debt in an amount greater than can be repaid by certain otherwise unencumbered revenues.

### 2.4.3. Budget Adjustment Limitation

Make major deviations from approved budget that would cause any program of work to be compromised without Board consent.

2.4.4. Payables

Fail to settle payroll and debts in a timely manner.

2.4.5. Disposition of Property

Acquire, encumber, or dispose of real property.

2.4.6. Receivables

Fail to aggressively pursue receivables after a reasonable grace period.

2.4.7. Financial operational policies

Operate without written financial operational policies that clarify rules for (a) cash handling, disbursements; (b) record keeping; (c) fund raising; (d) protect against fraud, and; (e) compliance with generally accepted accounting principles.

**2.5. Financial Planning and Budgeting**

The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

**2.6. Emergency Executive Director Succession**

To protect the Board from sudden loss of Executive Director services, the Executive Director shall not permit there to be fewer than two other Managers sufficiently familiar with Board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.

**2.7. Asset Protection**

The Executive Director shall not cause or allow organizational assets to be unprotected, inadequately maintained, or unnecessarily risked. Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

2.7.1. Access to Funds

Allow unauthorized personnel access to material amounts of funds.

2.7.2. Facilities Management

Subject facilities and equipment to improper wear and tear or insufficient maintenance.

2.7.3. Liability Claims

Unnecessarily expose the society, its Board, or its staff to claims of liability.

2.7.4. Purchases

Make any purchase not in accordance with applicable laws, rules, and regulations.

2.7.5. Intellectual Property

Fail to protect intellectual property, information, and files from loss or significant damage.

2.7.6. Fund Management

Receive, process, or disburse funds under controls that are insufficient to meet audit standards.

2.7.7. Public Image

Endanger the society's public image, its credibility, or its ability to accomplish Ends.

2.7.8. Mission Limitation

Alter the society's mission.

Endanger Civic Heritage status; Provincial Heritage status; Canadian National Historic Site status.

**2.8. Compensation and Benefits**

With respect to employment, compensation, and benefits to employees, consultants, and contract workers, the Executive Director shall not cause or allow jeopardy to financial integrity or to public image. Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

2.8.1. Executive Director Compensation

Change the Executive Director's own compensation and benefits.

2.8.2. Guarantee Employment

Promise or imply permanent or guaranteed employment except in a limited fashion to support working visa requirements.

2.8.3. Market-Based Compensation

Establish current compensation and benefits that deviate materially from the geographical or professional market for the skills employed.

2.8.4. Term of Obligations

Create obligations over a longer term than revenues can be safely projected and in all events subject to losses in revenue.

2.8.5. Communication and Support to the Board

The Executive Director shall not cause or allow the Board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

**2.8.5.1. Monitoring Data**

Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing the provisions of Board policies being monitored.

**2.8.5.2. Reporting Non-Compliance**

Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the Board.

**2.8.5.3. Decision Information**

Neglect to submit unbiased decision information required periodically by the Board or let the Board be unaware of relevant trends.

**2.8.5.4. Significant Incidental Information**

Let the Board be unaware of any significant incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.

**2.8.5.5. Board Non-Compliance**

Fail to advise the Board if, in the Executive Director’s opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.

**2.8.5.6. Form of Information**

Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and incidental.

**2.8.5.7. Communication Mechanism**

Fail to provide a workable mechanism for official Board, officer, or committee communications.

**2.8.5.8. Board Dealings**

Fail, when addressing official business, to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

**2.8.5.9. Delegated Decisions**

Fail to supply for the Board’s consent agenda, along with applicable monitoring information, all decisions delegated to the Executive Director yet required by law, regulation, or contract to be Board-approved.

**2.8.5.10. Pending Legislation**

Fail to keep the Board informed of pertinent pending legislation.

**3. Board – Executive Director Linkage**

The Board’s sole official connection to the operational organization, its achievements, and conduct will be through a Executive Director.

**3.1. Unity of Control**

Only decisions of the Board acting as a body are binding on the Executive Director.

Accordingly,

**3.1.1. Individual Member’s Instructions**

Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.

**3.1.2. Individual Information or Assistance Requests**

In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse requests that require, in the Executive Director’s opinion, a material amount of staff time or funds, or are disruptive.

**3.2. Accountability of the Executive Director**

The Executive Director is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive

Director. The Executive Director shall be subject to and shall be under the authority of the Board.

3.2.1. Instructions to staff

The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

3.2.2. Evaluation of staff

The Board will not evaluate, either formally or informally, any staff other than the Executive Director and normally will not solicit information from any staff in evaluating the Executive Director.

3.2.3. Successful Executive Director performance

The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-proscribed means will be viewed as successful Executive Director performance. No performance measure established by the Board or by organs of the Board (such as a compensation committee) shall conflict with or modify this measure of performance.

**3.3. Delegation to the Executive Director**

The Board will instruct the Executive Director through written policies that prescribe the societal Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies. Accordingly,

3.3.1. Ends Policies

The Board will develop policies instructing the Executive Director to achieve certain results for certain recipients. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends Policies.

3.3.2. Executive Limitation Policies

The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the societal means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitation Policies.

3.3.3. Reasonable Interpretation

As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

3.3.4. Board may change Ends and Limitations

The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between the Board and the Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

### **3.4. Open Communication and Information Sharing**

The Chair and Board will work to ensure employment that will be enjoyable and rewarding for the Executive Director. Therefore, the Board and Executive Director commit to participating in a free and uninhibited exchange of questions, suggestions and information which may improve service, safety, employee performance and morale, efficiency, cost effectiveness, effective maintenance or public relations: anything that will enable the mission of the society. It is important that open communication be maintained between the board and the Executive Director. This is an essential element in a positive working relationship between the two parties.

The Chair, Directors, and the Executive Director must take the lead in developing a good working relationship. Key components of that relationship are trust, mutual respect, open and honest communication, and a commitment to the long-term best interests of the society. The society will succeed in the long run only if the Executive Director and Board members develop a good working relationship built on trust, mutual respect, open communication and a commitment to what is in the best interests of the community.

To that end, information pertinent to the Executive Director's responsibilities, performance and reputation will be shared with the Executive Director through the Chair or at Board meetings. Information that would help the Executive Director analyze options, create effective communications, or anticipate problems in the community, and all other relevant information shall be made available to the Executive Director once it is known by the Chair or any member of Board.

### **3.5. Monitoring Executive Director Performance**

Systematic and rigorous monitoring of Executive Director job performance will be solely against the provisions of the Board's Ends policies and the Board's Executive Limitations. Accordingly,

#### **3.5.1. Purpose of monitoring**

Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.

#### **3.5.2. Means of acquiring monitoring data**

The Board will acquire monitoring data by one or more of the following methods: (a) by internal report in which the Executive Director discloses compliance information to the Board, (b) by external report in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

#### **3.5.3. Standard for compliance**

In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a "reasonable person" test rather than with interpretations favoured by individual directors or by the Board as a whole.



#### 3.5.4. Frequency and method of monitoring

All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method.

#### 3.5.5. Executive Director Compensation

Executive Director compensation will be decided by the Board as a body and based on organizational performance and executive market conditions.

##### 3.5.5.1. **Organizational performance**

Organizational performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.

##### 3.5.5.2. **Compensation defined**

Compensation will cover the entire range of salary, benefits, and all other forms.

##### 3.5.5.3. **Market and policy related**

Compensation is to be competitive with similar performance within the marketplace while also being tied to Ends achievement and compliance with Executive Limitations policies. The executive marketplace to be considered is organizations of comparable size, location, challenges, and complexities.

##### 3.5.5.4. **Committee process**

A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.

#### 3.5.6. Executive Director Termination

Executive Director termination is an authority retained by the Board, not delegated to any officer or committee.

##### 3.5.6.1. **Decision process**

The decision process will be informed by performance data drawn from the monitoring system, which is itself directly related to Executive Director performance on criteria the Board has stated in policy.

##### 3.5.6.2. **Other reasons**

The Board may choose to terminate for other reasons, but must then negotiate the terms of that termination or follow whatever provisions have been made by contract.

##### 3.5.6.3. **Committee**

A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.

## 4. **Policy Type: Desired Ends**

Vancouver Japanese Language School and Japanese Hall Society will achieve its potential through the wise and effective use of the resources available. The potential to be achieved through the exercise of its powers are to provide for prosperity as expressed in the Strategic Plan, including the Mission, Vision, Values, Measures of Success, and Priorities.