



Fondation des anciens du CMR Ex-Cadet Foundation

Board of Directors Operating Philosophy and Procedure

Authority and Amendment

The CMR EX-Cadet Foundation (the Foundation) is a not for profit charitable Foundation incorporated under the laws of Canada. In accordance with its By-Laws the Board of Directors issues this policy.

This policy supplements the By-Laws and in the event of any conflict between the By-Laws and this policy the By-Laws shall prevail.

This policy may be revoked or amended by resolution of the Board of Directors. This policy together with the By-Laws of the Corporation shall be reviewed by the Board of Directors every three years.

Introduction

In developing the operational philosophy of the Foundation contained in this policy the Board utilized the following strategic goal, strategic objectives, mission statement and values for the Board's guidance.

The **strategic goal** of the Foundation is to become a fully professionalized and sustainable giving charitable foundation within the next decade.

The **strategic objectives** of the Foundation are to:

- raise charitable funds;
- invest charitable funds; and
- operate a professional sustainable giving foundation.

The **mission** of the Foundation is:

- to provide financial assistance to aid in the development of officer cadets at CMR;
- to provide financial assistance to aid in conserving the heritage of the CMR Fort Saint Jean site, and the Fort Saint Jean museum; and
- to provide scholarship assistance to deserving officer cadets.

The **values** of the Foundation encompass transparency, accountability, and honesty.

Board Responsibilities and Functions

The Board of Directors is responsible for the affairs of the Foundation in all things. It provides strategic direction, formulates policies for the governance of the Foundation and provides oversight of the Foundation processes and outcomes.

The principal functions of the Board of Directors include:

Compliance Oversight: Confirming that the affairs of the Foundation are conducted in accordance with the law, the Corporation's By-Laws and the framework of directives and policies established by the Board of Directors;

Direction Setting: Establishing the mission, vision, values, ethics, strategic direction and corporate objectives of the Foundation;

Financial Oversight: Reviewing and approving financial plans, securing adequate financial resources for operational and capital requirements, assessing results and ensuring the integrity of financial reporting for the Foundation;

Human Resource Stewardship: Confirming sound human resource practices and policies for directors, staff, and volunteers;

Performance Evaluation: Providing oversight of the performance of the Foundation, including: its operations; the Board; its Directors; staff and volunteers;

Risk Management: Ensuring that relevant strategic risks and opportunities are systematically identified and acted upon to the benefit of the Foundation; and

Stakeholder Relations: Promoting and maintaining effective relationships with external stakeholders.

Board Committees

The By-Laws of the Foundation allow the Board of Directors to establish Standing Committees to assist the Board in carrying out its functions. The Board may also appoint any Special Committee when necessary for a specific task or project.

Written Terms of Reference for each Standing or Special Committee specify the Committee's major functions, composition and reporting requirements. Except as the Board of Directors may from time to time otherwise direct, the authority of Committees is limited to providing recommendations for Board action.

At the first meeting of the Board of Directors following the Annual Meeting of the

Corporation; the Board of Directors shall decide which Committees are to be active for the following year and shall appoint Chairs and assign directors for each of the active Committees. The Board may at any other time of the year appoint additional or alternate members to Committees for the purposes of filling vacancies or to meet requirements. The Board may also appoint persons other than directors to be members of Committees. The Committee Chairs shall always be directors.

Committees shall meet in accordance with their Terms of Reference with the dates and location of Committee meetings promulgated in advance. The approved written record of Committee meetings shall be appended to the agenda of the next meeting of the Board of Directors of the Foundation.

The Chair of the Board of Directors of the Foundation is an ex officio member of Board Committees and shall receive notice thereof and is welcome to but not obliged to attend said meetings.

The Chair of each Standing Committee shall recommend to the Board of Directors before the Board Meeting in September the corporate objectives that will be the focus of the Standing Committee's work for that year. In the spring of each year at the request of the Chair of the Board of Directors the Chair of each Standing Committee shall report to the board their progress on the work they have focussed on and recommended to the Board the previous September.

Board Operating Philosophy

The Board of Directors of the Foundation represents the membership of the Corporation. It is the legally constituted authority responsible directly to the funders and the community for prudent oversight of the Corporation's operations. It is responsible for the articulation and safeguarding of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Foundation to be managed.

The Board's focus should normally be on strategic leadership rather than administrative detail, important policy rather than operational matters. It normally establishes and respects distinctions between Board and staff roles and manages any overlap between those respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains lines of accountability. In the current climate of resource limitations facing the Foundation, staff consists of volunteers or professionals providing pro bono services. Notwithstanding the resource limitations facing the Foundation the Board of Directors should strive to carry out its functions with the above spirit in mind.

The Board of Directors should:

- Direct, control, and inspire the Foundation through careful deliberation and establishment of strategic direction and general policies
- Monitor the operations of the Foundation to determine that the objectives and goals outlined

in the strategic plan are being achieved

- Monitor and regularly discuss the Board's own processes, progress and performance
- Provide Directors with the knowledge necessary to fulfil their responsibilities for the Good Governance of the Corporation
- Be accountable for the competent, conscientious, and effective accomplishment of its obligations as a body

Board Operating Philosophy and Role of the Chair of the Board

The role of the Chair is to ensure the integrity of the Board's processes. The Chair is the only Director authorized to speak for the Corporation, unless this is specifically delegated to another Director.

- The Chair presides as the 'manager' of the Board's activities, ensuring that the Board and its members follow Board rules or policies and those obligations legitimately imposed by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the Chair is responsible for ensuring that the Board's work is conducted efficiently and effectively. The Chair has no authority to make decisions outside the by-laws or the parameters of policies created by resolution of the Board.
- The Chair will set the agendas for meetings of the Board with input from Directors and ensure that its meetings are focused on matters of Board responsibility.
- The Chair is responsible for promoting the development of a Board work plan; complementary to the strategic priorities of the organization, and that the Board's work and power are evenly distributed among Board members.
- The Chair will plan the conduct and timing of Board meetings, will chair meetings of the Board and Corporate membership.
- The Chair will ensure that the Board is properly informed about the operations of the Corporation, has the information and opportunity necessary to come to decisions on matters within its purview, and that decision-making is transparent.
- The Chair will strive to ensure that the Board works effectively as a team and those areas of overlap between Board and staff responsibilities are managed constructively.
- The Chair is responsible to ensure that conflict of interest issues and other conflicts or disputes are addressed sensitively and resolved constructively.
- The Chair is responsible to ensure that Board and Director Self-assessments are carried out.

- The Chair, with the support and cooperation of the Board, is responsible for ensuring adequate communications and accountability to key stakeholders and the public.

Board Operating Philosophy and the role of Directors

In fulfilling their responsibilities, Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and take such measures as necessary to ensure that the corporation complies with requirements under the law. Directors must always act in good faith and in the best interests of the Foundation. Directors shall be guided in all their deliberations by the applicable governing legislation, the By-Laws of the Foundation, and Board Policies and Directives.

The following are the expectations of Directors:

Commitment. Directors must be ready, willing and able to commit significant personal time if they are to fulfill their governance duties of diligence, loyalty and care;

Attendance. Directors are expected to regularly attend scheduled Board meetings and meetings of those committees on which they have agreed to serve. In addition, Directors are expected to participate in selected public events conducted by or on behalf of the Foundation. From time to time they may be called upon to promote the work of the Foundation and advocate for its interests;

Preparation. Directors are expected to come to Board and Committee meetings fully prepared to deliberate agenda issues and recommend action. This requires:

- Regular reading of materials provided by the Board or staff on the evolving situation in not for profit fund raising and the care, management investment and distribution of such funds;
- Working knowledge of the Foundation's governing documents;
- Reading in on distributed materials provided with the agenda; and
- Discussing evolving issues with their Board colleagues;

Participation. Directors are expected to participate in Board and Committee deliberations by:

- Making informed interventions based on their personal perspective and life experience;

Comportment. Directors are expected to maintain a spirit of collegiality and respect for the collective decisions of the Board and to subordinate any personal interests to the best interests of the Foundation;

Evaluation. Directors are expected to participate in a continuous process of evaluation

assessing:

- The performance of the Foundation in fulfilling its mandate, vision and mission;
- The effectiveness of the Board of Directors; and
- Their own contribution to the Board; and

Resignation. A Director facing any of the following situations should consider either resigning from the Board or declining to put his or her name forward for re-election for a subsequent term as a Director:

- A personal breach of ethical propriety;
- Inability to support a particular Board decision; or
- Inability to continue the necessary commitment to make a significant contribution to the effective governance of the Foundation.

Board Procedure

Meetings

Meetings of the Corporation

- Annual

In accordance with the By-Laws of the Corporation the Board shall determine the date, time and place of the Annual Meeting of Members of the corporation but the meeting shall occur not later than the last business day in the month of September in each year and shall be open to the public. Notice of the meeting is to be provided not less than 10 days and not more than 30 days before the meeting.

The Annual Meeting is to be conducted in accordance with the By-Laws of the Corporation following Robert's Rules of Order.

The Board approves the agenda for the Annual Meeting of Members of the Corporation that has been developed by the Chair. The agenda should include the Board's strategic assessment and performance evaluation of the Foundation. The state of the Foundation's financial affairs should also be part of the agenda including the report of the auditor and the appointment of an auditor for the next year. The agenda should also include provision for the election of Directors which have been appointed by the Board but remain to be considered for election by the membership.

The Chairs should provide the leadership and support for the proper

functioning of the Annual Meeting of Members including but not limited to the taking, preparation and distribution of minutes of the Annual meeting of Members.

- Special

Special Meetings of members of the Corporation are to be conducted in accordance with the By-Laws of the Corporation following the same provisions identified above for Annual Meetings adjusted to the particular purpose of the Special Meeting.

Board Meetings

Board meetings are held and conducted in accordance with the By-Laws of the Corporation following Robert's Rules of Order.

- Scheduling

Board meetings, unless otherwise determined by the Board, are to be held at least twice a year but preferably once a season. The Chair of the Board plans and conducts the timing of Board meetings. The Chair should give consideration to establishing in advance an annual list of the date, time and place of Board meetings and providing the Board with an opportunity to comment thereon prior to implementation.

- Agenda Setting

The role of the Chair provided above allows for the Chair to set the agendas for Board meetings with input from Directors to ensure that the matters selected are focussed on the Board's responsibilities. The Chair should consider tabling an agenda item at one meeting for decision at a subsequent meeting of the Board where the agenda item seeks a decision of the Board to do any of the following:

- Amend the Strategic Plan of the Foundation or any of its constituent elements
- Amend the Governance Framework of the Foundation or any of its constituent elements
- Have a material effect on the approved budget of the Foundation
- Risk the long term viability of the Foundation
- Enter into a Partnership with another Corporate or Public entity.

Agendas should include, the minutes of the previous meeting, information items and Committee meeting records. Agendas and their supporting documentation should be prepared and distributed in electronic format with the provision that a Director may request a hard copy of the documents be made available at the meeting itself for use by that Director.

- Decision Making

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board is present. A quorum is required for the transaction of business of the Corporation. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision (with the Chair voting only to resolve a tie). This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Directors can support, prior to a vote. Where disagreements continue to exist, dissenting Directors may request that their objections be recorded in the minutes. A favourable vote of a majority of the Directors present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. Directors should welcome and respect the diverse views of their colleagues, maintain confidentiality as required and offer public support for Board decisions. In fact, disagreements are aired at Board meetings prior to a decision being made but once a decision is made the Board speaks with one voice in favour of the decision taken.

Minutes of all Board Meetings are to be taken. The Secretary to the Corporation is responsible for providing the necessary support. The Chair is responsible for the content of the minutes that is presented to the Board for approval at the subsequent meeting of the Board.

From time to time a decision will be required between Board meetings where the Chair feels that he or she requires consultation with the Board. Such consultations especially where they require the expenditure of funds will be recorded and entered into the minutes of the subsequent Board meeting by the Chair.

- Confidentiality

The following items are to be treated as confidential unless otherwise decided by a resolution of the Board:

- Personal matters about an identifiable individual (i.e. member, Director, volunteer, staff, or donor)

- Acquisition or sale of land or other assets
- Labour relations or negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under access to information or privacy laws
- Matters of personal conflict between members of the Board
- Any other matters which, the public discussion thereof, the Board determines would be prejudicial to the interests of the Foundation.

When an item is required to be treated as confidential or the Board determines that a matter is to be kept confidential the item shall be designated as a confidential minute, segregated and kept separate from non-confidential minutes by the Secretary to the Corporation. Confidential minutes and their supporting materials shall be accessible by: Directors; or persons designated by the Chair of the Board.

Board Committee Meetings

Board Committees of the Foundation have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask for resources in support of Committee activities.

Board Committee Meetings are held and conducted in accordance with the By-Laws of the Corporation, Board Policies and Directives, the Committee's Terms of Reference and Robert's Rules of Order.

The role of Board Committee Chair should align with that of the role of Chair of the Board described above properly adjusted to the functions of a Board committee as opposed to the board as a whole.

• Committee Scheduling

The Board Committee Chair shall plan the conduct and timing of Committee meetings in accordance with the Committee's Terms of Reference. The Board Committee Chair shall Chair all meetings of the Committee. The Board Committee Chair shall give consideration to establishing an annual list of the date, time, and place of

Committee meetings and provide an opportunity for Committee members to comment on the schedule of meetings. Due to the nature of Board Committees as essentially the working Committees of the Board, there is less formality to Committee meetings than to Board meetings. Consequently, occasions can arise where unpredicted and non-scheduled meetings will be required to be held. Such meetings may be held with the consent of Committee members.

- Committee Agendas

The Board Committee Chair will set the agenda for Committee meetings with inputs from Committee members and after consideration of the Committee Terms of Reference, assigned tasks from the Board, or the Committee's own annual work plan. Agendas should include the written records of the previous meeting of the Committee or if minutes were taken the minutes of that meeting required for approval by the Committee. Agendas and their supporting documentation should be prepared and distributed in electronic format with the provision that a Committee member may request a hard copy of the documents be made available at the meeting itself for use by the Committee member.

- Committee Decision Making

Board Committees arrive at the advice and recommendations they will give to the Board on a consensus basis. There is no voting per se. A discussion process should occur that allows the diverse views of committee members to be expressed on the issue to be considered by the Committee. Where there is consensus on the advice or recommendations to be provided to the Board that advice or those recommendations should be recorded by the Committee. If disagreements persist then consideration should be given to presenting the Committee's advice to the Board inclusive of the dissenting point of view. Where it is decided to provide advice or recommendations to the Board then the Chair of the Committee should seek the inclusion of the item on a future agenda of the Board.

Board Committees have the option of having minutes taken of their proceedings or making a written record of their meetings. In either case the minutes or written record must reflect the progress of work accomplished at each meeting. The content of minutes or a written record presented to the Committee for approval is the responsibility of the Chair of the Committee. The content of the minutes or a written record of the Committee provided to the Board for inclusion in a Board meeting agenda is the responsibility of the Chair of the Committee.

- Confidentiality

Committee meeting confidentiality and records thereof should be kept in an analogous fashion to that of confidential matters addressed at Board meetings as described above. Accessibility would be the same as that provided for in the section on Confidentiality for Board meetings.

Approved by the Board of Directors on December 15, 2017.

A handwritten signature in blue ink, appearing to read "Claude Martel". The signature is fluid and cursive, with a horizontal line extending from the end of the name.

Chair of the Board

19205 Claude Martel