



MEDIATION SERVICES

BOARD POLICY MANUAL

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INTRODUCING YOU TO BOARD GOVERNANCE AT MEDIATION SERVICES

The Board of Directors is dedicated to providing a strong governing context for vibrant and impactful fulfillment of the vision, the needs, and the aspirations of the people within the Mediation Services community. The Board is comprised of individuals who are strategically invited to join the Board to add their particular passions, strengths and expertise to ensure Mediation Services can excel as an organization. Because the organization is already managed by its Executive Director and other employees, the role of the Board Member is to think at the governing, strategic level.

Importantly, all Board decision-making authority rests in the Board as a whole and no one Director, including the Board Chair, carries any individual decision-making authority. We sit as equals and our role is to govern, not run, Mediation Services. Sometimes we delegate specific authorities to the Chair or to other Directors, but only through Board motion. We are deeply committed to restorative and collaborative practices, which means that we strive to cause no harm and to include all voices and opinions as we exercise our Director roles within the parameters set by our *Policy Manual*. Any and all decisions that we make are formally recorded in our Minutes so that the decisions of the Board are transparent.

The Board works primarily through policies, which set the overarching direction of the organization and guide the work of the Board. Policies are principles adopted by the Board to set the course of action for the organization. The policies in this manual are intended to provide clear direction, and to set ethical parameters around how policy goals are to be achieved; they are not intended to be detailed administrative or managerial processes. The role of the Board in the policy cycle is to determine the need for policy, to ensure that policy is developed and followed, and so the policies are regularly reviewed. The administration of the organization is intended to align with the spirit and intent written by the Board in its policies. However, there is no clear distinction between the role of a board and the role of administration when it comes to topics of policy; rather it is a difference of level of involvement. The administrative responsibility tends to engage with matters just below the level of the Board policy. In this way, the Board can maintain effective policies to provide strategic leadership and direction for the organization at a high level without meddling. Careful policy monitoring by the Board through regularly scheduled reports ensures that the organization is unhindered in the fulfillment of its mandate and goals, and that the Board of Directors receives the information it needs to shape its governing decisions.

At Mediation Services, administrative leadership is provided by the Executive Director, who is also the sole employee of the Board. The *Board Policy Manual* is supplemented by the *Manual of Administrative Procedures*, the principal written document by which the Executive Director provides administrative leadership for the operations of the organization and for those who work for and volunteer with Mediation Services (other than the Board), and for which the Executive Director has full responsibility. The development of two distinct sets of documents reinforces the distinction between the strategic governance responsibility of the Board and the administrative/managerial leadership of the Executive Director. The *Manual of Administrative Procedures* must be consistent with the *Board Policy Manual*, including the development and regular review of those procedures. Both sets of documents reflect the requirements of the Board and comply with relevant local, provincial and federal legislation.

THE BOARD GOVERNANCE MODEL

The Board of Directors is responsible, by law, for the affairs and business of Mediation Services. That is, in a board governance model, the Board is focused with the purposes (or Ends) of the organization, rather than on how the staff achieves those purposes (the Means), though the Board does place limitations on those means through its policies.

The role of a governing Board is to create the future state for the organization it leads through oversight and foresight, in collaboration with the communities it serves. The Board is comprised of individual Directors who are nominated, recommended, and then affirmed by the Mediation Services Membership to serve up to two consecutive three year terms.

The primary activity of the Board is governance. In practice, this means that the Board makes high level decisions, sets and monitors strategic directions, and ensures that the Board's policy manual is current and relevant. As a result of this governance focus, the conversations at the Board table reflect and are animated by the strategic directions and intentional community impact set by the Board. This is called strategic governance, and is developed in collaborative, values-based conversations with the Mediation Services staff and membership.

The Board monitors the implementation of strategy as it is interpreted and realized by the Executive Director. Therefore, members of the Board of Directors do not manage or administer Mediation Services or any of its services; they are governors with authority for decisions as a collective Board entity. The general guidelines for these decisions are written Board policy; other decisions of the Board are reflected in the official Minutes of the Board. An effective Board can be readily recognized in its Minutes, which are about strategic decisions, rather than housekeeping matters.

The Board contribution to the growth and impact of the organization is vital. The role of each individual Director is to engage in personal and professional development to learn what it means to govern with excellence, and then to apply that knowledge and skill to the Board for the ongoing excellence and community impact of the organization. A high impact Board doesn't engage in discussions about the operational life of the organization or tries to manage the organization from the Boardroom. Each meeting of the Board should be about the strategic directions and any decisions that must be made so that those goals are achieved. Decisions are about the mission, vision, and strategic direction of the organization. In this way, the Board creates the future, and the Executive Director manages the present toward that desired future.

Policy Leadership as Strategic Governance

Strategic leadership is the transformation of visionary ideas into strategic impact in the community. A governing Board practices strategic leadership through its governance policy statement which is *The Board Policy Manual*.



Policies are clearly worded and re-examined regularly by the Board to ensure that the purposes of the organization and desired results are being achieved. A regular monitoring cycle for Board policies ensures the necessary framework for the administration of the organization to demonstrate achievement of Board goals and to establish transparency of the Board. Accountability is clearly established through the delegation of authority to the Executive Director in Board policy.

Strong governance policies:

- Clearly articulate core values, which must be intentionally evident in the actions and programs of Mediation Services
- Eliminate overlapping policies
- Provide easy maintenance of the policy manual and of the procedures of the organization
- Offer assurance of compliance
- Set a clear framework for operations and program effectiveness within Mediation Services but do not offer administrative procedures

The Mediation Services Board of Directors, as a governing board, develops **four types of policy**:

1. Specified results the Board wants to achieve
2. Defined authority and responsibility
3. The processes and operations of the Board itself
4. How the Board is connected to the management and administration of Mediation Services.

Administrative procedures are the delegated responsibility of the Executive Director and may be developed, altered and modified without prior approval of the Board, except in those areas specifically identified through Board policy as requiring Board approval. Administrative procedures resulting in new or increased costs to the organization and beyond those in approved budget would require approval of the Board, particularly in cases where the resulting expenditure exceeds the Executive Director's signing authority.

Policies are developed depending on responses to the following questions:

1. What issue or problem does this policy response address?
2. Is the Board the appropriate level to address this issue or problem?
3. Does this policy communicate clearly the purposes of the Board?
4. Does this policy define the Board's instructions to the Executive Director in such a way as to allow the Executive Director an acceptable range of implementation?
5. How will this policy be monitored?

By practicing strategic governance, the Board ensures that the policy reflects the spirit and values of the membership and is the basis for action and decision making within Mediation Services.

HOW TO USE THIS POLICY MANUAL

The *Policy Manual* in your hands represents the voice of the Board of Directors of Mediation Services. Policies are simply what governing bodies decide to do (or not do). These policies are carefully designed with results in mind. This manual represents a strategic alignment of policies, administration, and Board conduct in order to position Mediation Services for significant service in the Manitoba conflict transformation landscape. This is intended to be a living document, guiding an engaged Board in strong leadership and governance.

In the Prologue of his ground-breaking book *Boards that Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations* (Jossey Bass, 2006), John Carver provided a central purpose for the role of governing. He said, “reduced to its minimum, the purpose of governance is to ensure, usually on behalf of others, that an organization achieves what it should achieve while avoiding those behaviors and situations that should be avoided.”

The opening pages of the *Board Policy Manual* are a brief introduction to the overall governance role of the Board at Mediation Services, and a copy of our corporate By-laws. The By-laws contextualize all that we do but can be altered only by the membership at our Annual General Meeting. The *Policy Manual* is comprised of a minimal number of high-level policies and accompanying Appendices that assist the Board in the realization of its goals. Each year, policies are reviewed and revised as necessary to ensure that the Board is equipped to engage in debate about strategic matters and the pursuit of strategic directions. One of the Appendices outlines the purpose and role of each member of the Board Executive. High impact boards actively plan their policy review cycle to ensure that their values are accurately reflected in the policies and in the work of the organization. The Appendices are for the most part corresponding working documents to operationalize policies.

The policies themselves reflect those areas that the Board requires to strategically lead without over-involvement in the inside operations, and to keep our focus on attending to the big issues that can shape or harm the organization, within the context of our carefully articulated values. Carver cautioned that “Boards are reasonably fearful of having overlooked some important policy feature, so they fall easily into the trap of becoming super-managers, reviewing and approving everything” (p. 63). To avoid this trap, the Policies are reviewed on a regular schedule outlined in the Appendices of the *Board Policy Manual*. The timelines for revision are established by the Board and appear at the top of each policy, though this timeline can be changed each time the Board reviews the policy. Policy review is annually placed in the Board Policy Monitoring Record, which is one of the Appendices. Most of these are planning documents, completed in early Fall at the beginning of the governing year.

At each regular meeting of the Board, policies come forward for review according to the Policy Monitoring Record and discussion about strategic matters in the context of that specific policy take place collaboratively, with the goal of a consensual decision. Policies may come from or be sent to a Committee at any time, but a regular review cycle ensures that the policies remain current and effective and allows for careful planning and inclusion of policy work at each Board meeting.



The *Board Policy Manual* is an active document that engages Directors in meaningful discussion about the progress of strategic directions, guides the work and reports of the Executive Director to the Board, and strengthens governance so that Mediation Services is equipped to excel in the achievement of its purposes and mandate.

Governing with the Board Policy Manual:

Each Director is expected to be familiar with the Policy Manual as it is the voice of the Board when the Board is not at the Table. Each policy is scheduled for regular review by the Board and thereby can be changed, revised, deleted, or affirmed so that the policies remain as critical governing tools. The review schedule is established by the Board collectively each time a policy is reviewed. Board members may ask to review a policy out of schedule, but it is the prerogative of the Board collectively to agree to do so or not.

Discussions that are not about strategic directions or governing typically do not belong at the Board table. Although they may seem critical to individuals, often these are truly operational, not strategic matters. For example, Policy 20 outlines which decisions the Executive Director must bring to the Board or inform the Board about; if this is unsatisfactory, the policy can be changed and revised through proper Board process.

The Appendices at the end of the Manual are practical applications of the governing principles outlined in the policies. These are tools that may be changed through decisions of the Board, and these decisions will be reflected in Board motion in the formal Minutes. High impact boards have special committees dedicated to particular activities of the Board (such as Recruitment or Board Development). Recommendations to change the Appendices ought to come to the Board table as motions from Board Committees, whether they are standing committees or special purpose committees.

HISTORY OF MEDIATION SERVICES

Mediation Services was established in 1979 as a project of Mennonite Central Committee Manitoba in response to a concern both for people victimized by crime and for the high number of people being incarcerated in Canada.

We began developing a new process in 1983 to refer select pre-trial court cases to mediation. This eventually led to a youth mediation project and an increased number of referrals from the justice system.

In 1992, we amalgamated with the Community Dispute Centre to become Mediation Services: A Community Resource for Conflict Resolution, with funding from Mennonite Central Committee Manitoba.

In 2018, the Manitoba provincial government announced intentions for significant changes to the justice system, and affirmed commitment to restorative, rather than retributive justice. This represents many potentially strong and positive opportunities for Mediation Services and our community in the years ahead.

Throughout our development, we have relied on volunteers to facilitate mediations and have made training and apprenticeship development a priority. We developed rigorous standards for our mediators and have maintained our grassroots approach to conflict resolution.

We receive between 300 – 500 court referrals a year to our Restorative Action Centre and provide assistance to many groups, individuals and families through our Community Resolution Centre. Our training initiative Resolution Skills Centre has grown into a vibrant program recognized for its high-quality peacemaking and conflict resolution teachings locally, nationally and internationally.

We have made ourselves a leader in conflict resolution and are proud of the reputation our services and training have developed.

THE BY-LAWS

**MEDIATION SERVICES:
A COMMUNITY RESOURCE FOR CONFLICT RESOLUTION INC.**

BY-LAWS

(Draft revised: July 4, 2003)
Affirmed by Staff: July 7, 2003

(Draft revised: May 18, 2004)
Affirmed by Board: May 20, 2004

(Draft revised: June 1, 2004)
(Draft revised: June 22, 2004)
Affirmed by Annual General Meeting – June 23, 2004
Revised & Affirmed: June 19, 2012

Revised by Board May 10, 2016
Affirmed by Annual General Meeting – June 20, 2016

BY-LAW

Be it enacted and it is hereby enacted as a by-law of MEDIATION SERVICES: A COMMUNITY RESOURCE FOR CONFLICT RESOLUTION INC. as follows:

1.00 DEFINITIONS

“The Corporation” is Mediation Services: A Community Resource for Conflict Resolution Inc., a non-profit organization.

“The Board of Directors” has overall responsibility for the affairs and business of the Corporation.

“A Member” is a person or organization who supports the aims and objectives of the Corporation and who pays to the Corporation an annual membership fee to the Corporation in an amount to be determined by the Board of Directors from time to time.

“A Director” is a Member affirmed by the general membership of the Corporation to serve as a member of the Board of Directors.

“An Officer” is a Director with additional duties outlined in this by-law. The Officers include the Chairperson, Vice-Chairperson, Secretary and Treasurer and others that the Board of Directors may designate.

“Registered Volunteer” is a member of the community who supports the aims and objectives of the Corporation and whose name appears on the Corporation’s Roster of Volunteers.

“Consensus based decision making” is a process by which the interests of all group members are sought out and considered and the group attempts to find a solution that everyone can support. The organization recognizes four levels:

1. Yes, I can support the decision completely
2. I can live with the decision although I’m not enthusiastic
3. I need to register my concerns, but I will not block the decision or advocate against it and I defer to the wisdom of the group
4. I don’t agree and I feel that need to stand in the way of this decision

Levels one to three mean a decision is accepted. However, if one person is at level four, then the decision is not accepted.

2.00 MISSION STATEMENT

The Corporation promotes peace and restorative justice within the community. Through third party intervention and education people are empowered to resolve conflicts using non-violent conflict resolution processes.

3.00 REGISTERED OFFICE

The registered office of the Corporation shall be at the City of Winnipeg, in Manitoba, at such specific address as the Directors of the Corporation may from time to time decide.

4.00 SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the Seal of the Corporation.

5.00 FISCAL YEAR

The fiscal period of the Corporation shall terminate on March 31st in each year, or such other date as the Board of Directors may determine from time to time.

6.00 CONSENSUS

Consensus based decision making will be used throughout the Corporation. When conflicts arise anywhere within the organization the ***Conflict Resolution Protocol*** adopted by Mediation Services will be used.

7.00 MEETINGS OF MEMEBERS – GENERAL AND SPECIAL

7.01 A Meeting of Members of the Corporation shall be held at least annually (the “**Annual General Meeting**”), on a date set by the Board of Directors which shall be no more than ninety (90) days following the fiscal year end of the Corporation. Notice of such meeting shall be given to the Members of the Corporation and the Community at least twenty-one (21) days in advance. Notice shall be deemed to have been given to Members of the Corporation when all of the following steps have been taken by or on behalf of the Secretary of the Corporation:

- The required Notice has been mailed, personally delivered, or electronically transmitted to every Member at his or her last known address; and
- Notice of the Meeting has been published in a newspaper with the City of Winnipeg, in Manitoba, at least twenty-one (21) days before the Meeting is scheduled.

7.02 The Board of Directors may call a **Special General Meeting** of the Corporation. In addition, fifteen (15) Members of the Corporation or ten per cent (10%) of the Members of the Corporation, whichever number is lesser, may call a Special General Meeting of the Corporation. Twenty-one (21) days’ notice shall be given to every Member of the Corporation prior to any such Special General Meeting. Notice shall be deemed to have been given to Member of the Corporation when all of the following steps have been taken by or on behalf of the Secretary of the Corporation.

- The required Notice has been mailed, personally delivered, or electronically transmitted to every Member at his or her last known address; and
- Notice of the Meeting has been published in a newspaper with the City of Winnipeg, in Manitoba, at least twenty-one (21) days before the Meeting is scheduled.

7.03 Decisions at any Meeting of Members shall be made by consensus among all Members attending the Meeting, after all parties, including who are not Members, have had the opportunity to address the Meeting

on the issue. If consensus cannot be achieved, the matter will be tabled for further discussion at a future meeting.

7.04 The quorum for the transaction of business at any General or Special meeting shall be twenty (20) Members of the Corporation, or twenty (20%) per cent of the Members of the Corporation, whichever number is lesser. Proxies shall not be permitted and will not be recognized.

8.00 BOARD OF DIRECTORS

8.01 The Board of Directors, shall have the overall responsibility of the affairs, property and funds of the Corporation, and shall transact all such business on behalf of the Corporation as shall come before it. The Board shall carry out the policies and directives of the Corporation.

8.02 The Board of Directors may exercise all such powers of the Corporation as are note either by law or the By-Laws required to be exercised by the Members of the Corporation. The Board of Directors shall furthermore have power to authorize expenditures on behalf of the Corporation and may delegate by resolution to any Officer or Officers of the Corporation the right to employ and pay salaries, stipends or honoraria to employees and volunteers. The Board of Directors shall have the power to appoint committees and sub-committees for the purpose of furthering the objectives of the Corporation, and specific areas of responsibility may be assigned to any or all Directors.

8.03 The Board of Directors may prescribe such rules and regulations not inconsistent with the Articles or these by-laws relating to the policies, management and operation of the Corporation, as they deem expedient.

8.04 The Board Directors shall take such steps as they deem necessary to enable to the Corporation to receive funding and donations and benefits for the purposes of furthering the objectives of the Corporation.

8.05 The Board of Directors shall consist of not less than three (3), not more than fifteen (15) Directors who represent the membership at large, and may include their option:

- One (1) representative of Mennonite Central Committee Manitoba; Department of Justice; and the United Way of Winnipeg; and
- One (1) representative of the Registered Volunteers. If the Registered Volunteers fail to affirm one such member, then the Board of Directors of the organization may appoint one such volunteer as a Director.

8.06 The Board of Directors shall be affirmed at the Annual General Meeting.

8.07 The Board of Directors shall meet as may be deemed necessary, but not less than six times per year. Meetings of Directors may be called upon seven (7) days' notice to each Director and Staff of the Corporation. Unless the Board otherwise directs for a particular meeting or for a portion of a particular meeting, Board meetings are open to all Members.

8.08 Fifty percent + one (50% + 1) of the Board of Directors, as appointed or affirmed from time to time, shall constitute quorum.

8.09 A Director who is party to or may potentially benefit from a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors, the nature and extent of his/her interest. A Director who has given such notice may not take part in an attempt to achieve consensus to approve the contract.

8.10 The Office of Director shall be automatically vacated if:

- S/he resigned the office by notice in writing to the Corporation;
- S/he assumes the status of bankrupt either voluntarily or involuntarily; or
- S/he dies.

8.11 If a vacancy in a Board position occurs, other than one appointed by Mennonite Central Committee Manitoba, the Department of Justice Manitoba or the United Way of Winnipeg, the Board of Directors may affirm a replacement to hold office until the next Annual Meeting of the Corporation.

8.12 If a Director does not provide a reasonable rationale for failing to attend two (2) Board meetings in any fiscal year the matter will be reviewed by the Nominating Committee at the conclusion of the fiscal year. The Nominating Committee will then bring forward a recommendation to the Board of Directors as to the status of the Director.

8.13 If a Director appointed by Mennonite Central Committee Manitoba, the Department of Justice Manitoba or the United Way of Winnipeg does not provide a reasonable rationale for failing to attend two (2) Board meetings in any fiscal year the organization who appointed such Director shall be advised of the fact and shall be asked to re-evaluate the appointment of its representative to the Board.

8.14 In all cases of death, resignation, retirement or removal from office of a Director, all books, papers, vouchers, money or other property of whatever kind in his/her possession or under his/her control belonging to the Corporation shall be delivered to the Board of Directors.

8.15 All Directors shall hold office for term of three (3) years, or until replaced, and their terms shall be staggered as initially decided by the Board, so that approximately one third of the Directors' positions may be eligible to be appointed, affirmed or re-affirmed in any year.

8.16 Directors shall be eligible for re-appointment or re-affirmation to the Board of Directors to a maximum of six (6) consecutive years of such service, to be followed by an absence of at least one (1) year before being eligible for re-appointment or re-affirmation to the Board of Directors, except in the circumstance that the board unanimously votes to permit the Director to continue acting on the board without being absent for one year prior to re-appointment or re-affirmation. In exceptional circumstances, if a chairperson assumes the chair role in their sixth year, the board member will be permitted the option of a seventh year to fulfil the role of "Past Chairperson". This role will be in an exceptional non-voting, advisory capacity.

8.17 Affirmed Directors shall be Members in good standing with the Corporation.

8.18 The Directors of the Corporation shall serve without remuneration and shall not directly or indirectly receive any profit from his/her position. A Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

9.00 OFFICERS

9.01 The Officers of the Corporation shall be a Past Chairperson, Chairperson, Vice-Chairperson, Treasurer, Secretary and any such other Officers as the Board of Directors may from time to time determine, all of which shall be affirmed by Members at the Annual General Meeting of the Corporation.

9.02 The Officers shall hold office for one year or until their successors are affirmed. Officers shall be eligible for re-appointment.

9.03 If a vacancy occurs in any of the officer positions, the Board of Directors may affirm a replacement until the next Annual Meeting of the Corporation.

9.04 A board member shall not undertake or be affirmed to the role of Chairperson unless they have both a) completed at least one year of board service, and b) have at least one year remaining in their term (i.e.: year two of their second three-year term) beyond the year of their chair-ship. In the event of a situation where the aforementioned is not possible, the officer may remain as Past Chairperson for a seventh year (see section 8.16), pending agreement of the officer and affirmation by the Board of Directors.

The Chairperson shall:

- Facilitate or preside all meetings of the Corporation and of the Board of Directors;
- Ensure that all decisions of the Board of Directors are carried into effect;
- Be an ex-officio member of all teams, committees and sub-committees entitled to notice of all meetings (although not required to attend), and to be heard at all committee and sub-committee meetings; and
- Liaise with Staff on behalf of the Board.

9.05 The Vice-Chairperson shall:

- Act in the absence or upon the request of the Chairperson or as the Board may direct, and shall exercise the powers of the Chairperson;
- Be responsible for the membership rolls of the Corporation, including lists of members of the Board of Directors, showing when a Director will no longer be eligible for service on the Board.
- Be responsible for coordinating the board Committees.

9.06 The Secretary shall:

- Maintain the official list and copies of the Corporation's governing documents that pertain to the responsibilities of the Board of Directors;
- Ensure that minutes of all proceedings and decisions of the Board of Directors are recorded in the books to be kept for that purpose;
- Ensure the facilitation of distribution of minutes and all proceedings and decisions to appropriate parties as determined by the Board;
- Ensure that adequate notice is given of all such meetings; and
- Perform other duties as agreed upon by the Board of Directors.

9.07 The Treasurer shall:

- Ensure that full and accurate accounts of receipts and disbursements in the books belonging to the Corporation are kept;
- Ensure that all money and valuables to be deposited in the name and to the credit of the Corporation at such depositories as may be designated by the Board of Directors;
- Oversee any trust accounts that may be established, or any property held by the Corporation in trust for other persons, and report thereon to the Board of Directors;
- Ensure that all dues, fees or subscriptions are paid to the Corporation by its Individual Members or by any other person;
- Ensure the proper disbursement of the funds of the Corporation;
- Ensure that proper documentation is retained for any such disbursement;
- Ensure that financial reports are presented to the Board at all regular Board Meetings;
- Ensure that the annual audit is completed on a timely basis;
- Ensure that information be provided as may be required from time to time by the Government of Canada to maintain the charitable status of the Corporation;
- Ensure that all required filings and returns are provided to all appropriate government agencies in a timely manner; and
- Perform such other duties as may be assigned by the Board of Directors.

9.08 A Director shall:

- Attend meetings as prescribed; and
- Actively participate in board policy and program development in a manner consistent with the organization's mission statement, goals and objectives, including involvement in ad hoc and standing committees.

10.00 SIGNATURES AND EXECUTION OF DOCUMENTS

Contracts, documents or other instruments in writing requiring a signature of the Corporation shall be signed by any two of the Officers of the Corporation, as may be determined by the Board of Directors from time to time, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors has the authority to appoint other Officers or Directors or employees or agents of the Corporation to sign contracts, documents and instruments. The seal of the Corporation, when required, shall be affixed to contracts, documents or instruments in writing signed as aforesaid. The terms "contract", "documents" and "instruments in writing" as used herein shall include deeds, mortgages, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, and promissory notes, cheques, negotiable instruments and all paper writings.

11.00 AMENDMENTS

The Articles and by-laws of the Corporation may be amended, subject to the provisions of applicable legislation by affirmation of all Members present at any meeting of the membership of the Corporation, provided that

Written notice of the proposed amendments has been mailed, personally delivered or electronically transmitted to all Members not less than twenty-one (21) days prior to the Meeting.

12.00 INDEMNITIES TO DIRECTORS AND OTHERS

12.01 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estates, respectively, shall at all times be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought by or prosecuted against him/her for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses as are occasioned by his/her own willful neglect; and
- All other costs, charges and expenses which s/he sustains or incurs, in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his/her own willful neglect.

12.02 The Corporation shall carry Directors and Officers Liability Insurance in the amount not less than one million dollars.

12.03 If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, Director or Officer of a company which employed by or performs services for the Corporation, the fact of his/her being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

12.04 Except as provided by law, no Member of the Corporation is liable for the debts thereof beyond a sum equal to the amount of his/her unpaid levies, subscriptions, assessments, grants or donations; and every Director, Officer or Member of the Corporation who is not in arrears under the by-laws, rules and regulations of the Corporation for such unpaid levies, subscriptions, assessments or donations or otherwise, is free from liability from any debt or engagement of, or on account of, the Corporation.

13.00 POWERS RELATING TO BORROWING FUNDS

13.01 In addition to, and without limiting such other powers which the Corporation may by law possess, the Directors of the Corporation may from time to time, without authorization of the Members:

- Borrow money upon the credit of the Corporation;
- Limit or increase the amount to be borrowed;
- Issue securities of the Corporation;
- Pledge or sell such securities for such sums and at such prices as may be deemed expedient; and charge or pledge all of any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Corporation, and the undertaking and rights of the Corporation.



13.02 The Directors may from time to time by resolution delegate all or any of the powers of this by-law to any Director or Directors or other Officer(s) of the Corporation to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

13.03 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of a borrowing by-law.

14.00 BOOKS AND RECORDS

The public books and records of the Corporation shall be open to inspection by Members at all reasonable times, upon reasonable notice at the office of the Corporation. Any books or records of the Corporation which the Board of Directors deems to be private shall not be available for inspection by anyone other than as the Board may specify.

15:00 WINDING UP

It is the unalterable provision of this by-law that no Member of this Corporation shall have any interest in the property and assets of the Corporation. Upon dissolution or winding up of the Corporation, all funds and assets of the Corporation remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized charitable organization whose objectives most closely accord with those of the Corporation, as determined by the Board of Directors at dissolution.

16:00 INTERPRETATION

In all by-laws and resolutions of the Corporation, the singular shall include the plural; the word “person” shall include firms, corporations and associators; and the feminine shall include the masculine and the masculine shall include the feminine. Whenever references are made to any by-law or resolution of the Corporation, or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such by-law, resolution, statute or section thereof, as the case may be.

EVALUATION OF THE EXECUTIVE DIRECTOR: THE BOARD MEMBER ROLE

The Executive Director is a respected and highly skilled executive responsible for the day-to-day leadership of Mediation Services. Recent trends in governance indicate a recognized urgency for fair, rigorous, and regular evaluation of the senior administrative officer of organizations. For Mediation Services, this role is embodied in the office of the Executive Director. The Executive Director is the only employee of the Board and reports directly to the Board corporate, therefore it is expected that the full Board will be involved in the annual evaluation process.

As with the rest of effective board governance, the process of evaluating the Executive Director needs to be inclusive, collaborative, and honest. When expectations are carefully stated and clearly understood, evaluation is nothing more than seeking an answer to the question, “Have our expectations been met?” When Boards delegate responsibilities to the Executive Director with care, there is no confusion about who is responsible to the Board or for which expectations they are to be answerable. As a professional and as the Board’s senior executive, it is important to both that the Executive Director receive regular and relevant formal feedback regarding performance and the achievement of Board objectives.

At Mediation Services, the process for Executive Director evaluation is developed collaboratively between the Board and the Executive Director and takes place at least once per fiscal year.

Contract

The Executive Director is hired and retained through negotiated, written contract with the Board of Directors. Although the Executive Director serves with individual Directors, the contract is with the corporate entity of the Board of Directors. As affirmed in Board policy, the Executive Director is not responsible to any one particular individual but takes direction from the Board as a whole.

The Responsibility of Each Director

Typically, the evaluation of the Executive Director is an opportunity for both the Executive Director and the Board to celebrate the achievements of the year behind and to look forward with eagerness and clarity to the goals ahead. During the year or during the Evaluation process, any concerns should be addressed privately and respectfully, and typically through the Board Chair. A major responsibility of each Director is careful assessment of the Executive Director through the achievements and culture of Mediation Services.

DIRECTOR CODE OF COMMITMENT

As a member of the Mediation Services Board of Directors, I support restorative conflict resolution/transformation processes and the vision, mission, values and beliefs of the organization. I will:

- Be an advocate and active supporter of the understanding, promotion, and practices of peace, conflict resolution/transformation including restorative justice
- Attend and be an active contributor at all regularly scheduled Board meetings and other meetings, and be informed concerning the issues to be considered at those meetings
- Be an active and willing contributor to the work of the Board
- Encourage the free and respectful expression of opinion by all board members and follow respectful practices both at the Board table and otherwise
- Work with other board members to establish and maintain effective board policies
- Communicate to the Board expressions of public reaction to board resolutions, policies and programs via the Board Agenda
- Avoid being placed in a position of conflict of interest
- Take no private action that will compromise the Board or administration
- Respect the confidentiality of information received via participation in the Board
- Participate actively in Board development activities, including self-evaluation of my role as a Board Director

My signature below indicates that I have read and agree to abide by the Mediation Services Code of Commitment for Board Directors.

If at any time I find I am unable to fulfill my commitments as outlined here, or in my specified role as a member of the Board or Board Executive, I will determine what action I need to take to align with this Code. Alternatively, and should alignment not be possible, I will promptly notify the Board Chair of my need to discontinue my affiliation with the Board via my resignation.

Name:

Signature:

Date (to be recommitted annually and kept on file):

POLICIES

FOUNDATIONS AND DIRECTION OF THE BOARD:

POLICY 1. LEGAL STATUS AND MANDATE

Date Updated: April 2019
Review frequency: Annual

Policy

Mediation Services: A Community Resource for Conflict Resolution Inc (the Corporation) is a non-profit organization established by the Directors of the Corporation, registered at the City of Winnipeg in Manitoba.

1.1 The Board of Directors (referred to as the Board) has overall responsibility for the affairs and business of the Corporation.

1.2 The Corporation and the Board of Directors operate under the terms of its By-Laws, any Provincial, Municipal, or Federal legislation or regulations that may apply, and the Board is guided by its own policy manual.

1.3 Directors are affirmed by the general membership of the Corporation.

1.4 The number of board members and their terms shall be in accordance with the By-Laws.

1.5 Board By-Laws not contained in this policy manual are binding upon the operations of the Corporation and are available for viewing at the Mediation Services office at 302-1200 Portage Avenue, Winnipeg, and online at www.mediationserviceswpg.ca.

1.6 This *Board Policy Manual* is located at or through the Mediation Services office at 302-1200 Portage Avenue, Winnipeg, and online at www.mediationserviceswpg.ca.

1.7 In the event of discrepancy between this policy manual and the By-Laws, legislation and regulation as outlined in 1.2 above, the By-Laws and relevant legislation and regulation shall prevail.

Cross Reference: Board By-Laws

POLICY 2. VISION AND MISSION

Date Updated: April 2019

Review Frequency: Every 5 years from 2018

Policy

Mediation Services: A Community Resource for Conflict Resolution Inc (the Corporation) declares its Vision as:

“We are at the forefront of restorative justice and conflict resolution”

In the spirit of this Vision, the Corporation declares its Mission Statement as:

“Facilitating peaceful interactions to transform relationships”

Cross Reference: Board By-Laws; Policy 3. Values and Beliefs.

POLICY 3. VALUES

Date Updated: April 2019

Review Frequency: Every 5 years from 2018

Policy

The actions and activities of the Board are guided by core values identified in consultation with the *Mediation Services* community.

Caring – demonstrating openness, compassion and empathy for people and situations and a desire to help others

Collaborative – Fostering relationships and better outcomes through working together

Empowering – Providing resources, tools and practice to build knowledge, develop accountability and grow in capacity and confidence.

Integrity – living out our principles of restorative justice and conflict resolution

Cross Reference: Board By-Laws; Policy 2. Vision and Mission.

POLICY 4. GOVERNANCE MODEL

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Mediation Services (Corporation) Board of Directors will be characterized by the following governance model:

4.1 To provide effective governance, the Board of Directors will focus its energy on high level decisions and will not concern itself with the daily activities and operations of the organization.

4.2 The Board of Directors will review its vision of the future and realign Board policies as necessary based on new information including feedback provided by the community and advice provided from relevant experts.

4.3 All managerial and administrative authority is delegated to the Executive Director, excluding those exemptions defined in Board policy.

4.4 Annually, the Board of Directors will approve an operating budget for the Corporation, informed by the Board's priorities and the Board's Strategic Directions.

4.5 The Board will ensure that administrative procedures are maintained to comply with its policies.

4.6 The Board will annually perform a self-evaluation to measure its strategic and governance effectiveness.

4.7 The Board will ensure annual evaluation of the performance of the Executive Director.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 5. Board Operations; Policy 6. Board Recruitment and Development; Policy 7. Board Self-Evaluation.

HOW THE WORK IS ACCOMPLISHED:

POLICY 5. BOARD OPERATIONS

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Operations of the Board of Directors are structured to best serve and facilitate its governance role in accordance with its By-Laws and *Policy Manual*.

5.1 The Board leadership is fulfilled by the Executive Officers, the roles of which are defined in the By-Laws and outlined in a *Board Policy Manual* Appendix.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 6. Board Recruitment and Development; Policy 7. Board Self-Evaluation.

POLICY 6. BOARD RECRUITMENT AND BOARD OF DIRECTOR DEVELOPMENT

Date Adopted: May 2018

Review Frequency: Annual

Policy

In its commitment to governing excellence, the Board will engage in the strategic recruitment and development of Board Directors who demonstrate a passion for and understanding of good governance.

- 6.1 Board Director Recruitment: The Board will establish a process, developed and recommended by a committee or by designated persons responsible for implementing the process, for selecting new Board Directors that will ensure adequate infusion of new ideas and community perspectives, while preserving institutional memory. In particular, the Board will seek potential Directors who are experienced, demonstrate an understanding of governance, and think as governors.
- 6.2 New Board Director Orientation: All new Board Directors will participate in a board orientation and new director training developed under the leadership of the Board, prior to and separate from their first regularly scheduled board meeting.
 - 6.2.1 Mediation Services will provide opportunities for its Board Directors to actively develop an understanding of the vision, mission, ongoing activities, finances, and operating environment of the organization to provide context for governance level decision-making.
- 6.3 Board Director Development: The Board shall set annual goals for Board Director development toward the ongoing pursuit of governing excellence.
 - 6.3.1 As part of its annual Board plan, the Board will support, resource, and secure opportunities for continued and mandatory development of Board Directors in governance.

Cross Reference: Policy 1. Legal Status and Mandate; Policy 4. Governance Model; Appendices

POLICY 7. BOARD SELF-EVALUATION

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Board is committed to excellence in its governance role, and therefore will evaluate itself against its stated goals and objectives annually as a collective Board and as individual Directors.

7.1 The Board will agree upon and implement an assessment tool(s).

7.2 The results of the Board Self-Evaluation will inform the Annual Board Planning Cycle, the recruitment and development of Directors, Board Operations, and Board Goals.

Cross Reference: Policy 4. Governance Model; Policy 6. Board Recruitment and Development; Appendices

POLICY 8. RESPECTFUL WORKPLACE

Date Adopted: May 2018

Review Frequency: Annual

Policy

Everyone shares responsibility for a respectful workplace. The Board is committed to a respectful workplace for all of the organization and will support the efforts of the Executive Director in ensuring a respectful workplace is continuously available at Mediation Services.

The Board will adhere to the Respectful Workplace guidelines as articulated in the *Mediation Services Administrative Procedures Manual*.

Cross Reference: Policy 4. Board Governance Model; Policy 19. General Executive Director Constraints and Decision-Making Matrix; Director Code of Conduct.

POLICY 9. ORGANIZATIONAL GOALS AND PERFORMANCE INDICATORS

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Board of Directors ensures the effectiveness of the organization by monitoring organizational performance. The following reports are provided to the Board for this purpose:

Program Achievements and Foundations

EXECUTIVE DIRECTOR REPORT	
Administrative Procedure Manual update	As Developed/Annually
Executive Director Organization Evaluation Report pre-AGM	Annually – by May

Board Effectiveness

REPORT/ACTIVITY	
Report from the Chair	Monthly
Committee Review and Selection	Annual
Board Strategic Direction Setting	Every three years
Board Objective Setting	Annually
Monitoring Report Review	
Governance Calendar and Annual plan overview	Annual
Board Self Evaluation	Annual
Director Self Reflection	Annual
Community Engagement	Quarterly

Management

EXECUTIVE DIRECTOR REPORT	
Fundraising and Development	Quarterly
Staff Development	Semi-annually
Activities of the Associate Group	Semi-annually

Operations

EXECUTIVE DIRECTOR REPORT	
Progress on ED priorities and update on operational items of strategic importance	Monthly
Restorative Action Centre	Quarterly
Resolution Skills Centre	Quarterly
Community Resolution Centre	Quarterly

Finance (* Works collaboratively with Board Treasurer)

EXECUTIVE DIRECTOR REPORT	
Board Report	Monthly
Operating Statements (Balance sheet and Income/Profit & Loss statement)	Monthly
Auditors Report	Annually – by May

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 5. Board Operations; Policy 6. Board Recruitment and Development; Policy 7. Board Self-Evaluation.

POLICY 10. COMMUNITY ENGAGEMENT

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Board is committed to community engagement and supports the achievement of the Vision and Mission through the development and implementation of community engagement strategies.

10.1 These may include activities such as:

Awareness/Networking Events

Lecture Series

Open Houses

10.2 The Board respects the work of those within the employ of the Corporation, and therefore those Board activities that require staff involvement must do so with the consent and under the leadership of the Executive Director in order to maintain a proper governance relationship.

Cross Reference: Policy 3. Vision and Mission; Policy 4. Governance Model; Policy 8. Respectful Workplace

POLICY 11. ROLE OF THE BOARD

Date Adopted: May 2018

Review Frequency: Annual

Policy

The role of the Board is to govern. That is, the Board of Directors ensures that the Corporation is well-run and ensures the Vision, Mission and goals of Mediation Services are met in a fiscally responsible way.

11.1 Neither the Board corporate nor any Board member is responsible for the daily operations of the Corporation, which have been formally delegated by the Board to the Executive Director, who is held accountable for those operations by the Board.

11.2 The Board ensures that the Corporation is well-run by monitoring Board policies, receiving regular monitoring reports from members of the Corporation through the Executive Director, and by carefully maintaining its own policy manual.

11.3 The Board hires, evaluates and sets performance measures for its sole employee, the Executive Director.

11.4 In its commitment to governing excellence, the Board will engage in annual self-evaluation through a process designed and agreed upon by the Board or its delegate.

Cross Reference: Policy 3. Values and Beliefs; Policy 4. Governance Model; Policy 7. Board Self-Evaluation; Policy 17. Board, Executive Director and Operations Relationship

GOVERNANCE PROCESS:

POLICY 12. BOARD STATEMENT OF INTEGRITY

Date Adopted: May 2018

Review Frequency: Annual

Policy

In fulfilling its governing role, the Board will emphasize policy, strategy and corporate decision-making to provide overall direction and planning for the organization.

12.1 The Board will operate, be mindful of and will adhere to its obligations as the governing function of the Corporation.

12.2 The Board will discipline itself to govern and not to manage, to the best of its ability.

12.3 The Board will participate in continuous learning and self-evaluation.

12.4 Board members will be familiar with the *Board Policy Manual* and with the *Mediation Services Administrative Procedures Manual*.

12.5 The Board will adhere to the Respectful Workplace guidelines as articulated in the *Mediation Services Administrative Procedures Manual*.

12.6 The Board will adhere to the Conflict of Interest policy and the Code of Commitment for Board Members as articulated in the *Board Policy Manual* and associated appendices.

Cross Reference: Policy 4. Governance Model; Policy 5. Board Operations; Policy 6. Board Recruitment and Development; Policy 7. Board Self-Evaluation; Policy 11. Role of the Board; Policy 16. Conflict of Interest; Director Code of Commitment

POLICY 13. POLICY DEVELOPMENT AND AMENDMENT

Date Adopted: May 2018

Review Frequency: Annual

Policy

A primary role of the Board of Directors is the development, amendment and monitoring of policy to strengthen its governance role.

Review of policy will involve consideration of the foundations of the Corporation: Vision and Mission (Policy 2) and Values and Beliefs (Policy 3).

A recommendation for consideration of policy development or amendment may come to the Board through the policy monitoring or monitoring report process, the Executive Director, any Board committee, Directors, Mediation Services staff, Associates, members, or from the public.

In order to facilitate Policy Amendment or Development, the Board of Directors may request the Executive Director to provide additional information in order to develop a better understanding of specific policy issues.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 5. Board Operations; Policy 6. Board Recruitment and Development; Policy 7. Board Self-Evaluation.

POLICY 14. BOARD COMMITTEES

Date Adopted: May 2018
Review Frequency: Annual

Policy

The Board achieves its work through Standing Committees and through Ad Hoc or Special Purpose Committees.

Ad Hoc and Special Purpose Committees are established by the Board for a specific purpose and cease to exist once that purpose has been completed.

Standing Committees of the Board exist for a specific purpose, have their own clearly defined Terms of Reference.

Standing Committees of the Board have been determined as follows:

- Finance & Audit
- Governance
- Community & Stakeholder Relations
- Board Recruitment & Development

Terms of Reference for these committees are included as an appendix to this policy manual.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 5. Board Operations; Policy 6. Board Recruitment and Development; Policy 7. Board Self-Evaluation; Appendix – Committee Terms of Reference

POLICY 15. PROGRAM GOALS AND INDICATORS OF SUCCESS

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Board of Directors approves overall program goals and the indicators of success for the Mediation Services organization, as recommended by the Executive Director.

15.1 All program areas of the Corporation will have goals established at least annually that fulfill the larger strategic directions set by the Board.

15.2 The Executive Director will ensure the establishment of program goals and indicators of success for each facet of the organization and communicate these to the Board according to the Monitoring Report Schedule.

Cross Reference: Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 7. Board Self-Evaluation; Policy 9. Organizational Goals and Performance Indicators

POLICY 16. CONFLICT OF INTEREST

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Board of Directors is committed to integrity in governance and individual Directors will not knowingly engage in matters that are a Conflict of Interest to their role.

16.1 A conflict of Interest is any situation in which a Board Director has an employment, business, or personal interest which results or appears to result in:

- a. an improper material interest or an advantage by virtue of the person's position;
- b. an interference with the objective exercise of the person's duties.

A material interest includes any matter or situation where a Board Director has a direct or indirect financial or other interest beyond the interest of an ordinary citizen. In cases where a Board Directors' interests may result in a real or perceived conflict of interest, appropriate steps will be taken to recuse oneself from discussions and decisions of the Board. Appropriate advance declaration is expected from Board Directors to the Board Chair, who will monitor potential Board Director conflict of interest situations.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 4. Governance Model; Policy 7. Board Self-Evaluation; Policy 11. Role of the Board; Director Code of Commitment.

POLICY 17. BOARD, EXECUTIVE DIRECTOR AND OPERATIONS RELATIONSHIP

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Executive Director is the official connection between the Board and the management and operations of Mediation Services. Through the Executive Director office, virtually all vertical communication and decisions to and from the Board take place.

17.1 The Executive Director ensures that the Board is informed, supported, and protected from harm or humiliation in its work.

17.2 The Board is a body corporate, and all directions to the Executive Director are given through written policy or approved Board motion. Only official decisions of the Board are binding on the Executive Director. In order to maintain strong governing practices - individual suggestions and instructions from individual Directors are not binding on the Executive Director and are discouraged.

17.3 The Executive Director is granted authorization to create and review administrative procedures, make all operational decisions and choices, and take all any actions they deem appropriate to achieve the goals of Mediation Services as long as they are in accordance with the policies established by the Board.

17.4 The Executive Director is responsible for the staff of Mediation Services, and therefore the Board or an individual Director must not give instructions or suggestions to people who report directly or indirectly to the Executive Director.

17.5 As the sole employee of the Board, the evaluation of the Executive Director takes place at least annually through Board established processes and procedures, which are initiated by the Board Chair. The Board and any individual Director is unauthorized to evaluate any other staff.

17.6 In the case of Board members or Committees requesting information or assistance without Board authorization, the Executive Director may refuse such requests or funds when the Executive Director deems the fulfillment of these requests are disruptive to the operational goals of Mediation Services. These issues, if and as they arise, must be brought to the attention of the Board Chair in all cases so that the Chair may remind Directors of the proper channels for communication. Individual requests by the Chair or other Executive Officers (including those delegated officially by the Board) may be brought forward by the Executive Director to Board meetings for discussion and/or decision by the full Board.

Cross Reference: Board By-Laws; Policy 4. Governance Model; Policy 11. Role of the Board; Policy 12. Board Statement of Integrity; Policy 19. General Executive Director Constraints; Director Code of Commitment.

POLICY 18. EXECUTIVE DIRECTOR SUCCESSION

Date Adopted: May 2018

Review Frequency: Annual

Policy

As part of its accountability to the membership of Mediation Services, the Board ensures that the organization is protected from the sudden loss of the Executive Director. As good governors, the Board requires that the Executive Director have at least one other member of the organization familiar with the Board and with Executive Director issues, including the principles of policy-led governance and the Board Governance model outlined in Policy 4. Governance Model.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 4. Governance Model; Policy 17. Board, Executive Director, and Operations Relationship

POLICY 19. GENERAL EXECUTIVE DIRECTOR CONSTRAINTS AND DECISION-MAKING MATRIX

Date Updated: April 2019
Review Frequency: Annual

Policy

Mediation Services will operate legally, ethically, prudently, and in accordance with its own Board policies. The Executive Director will not cause, allow, or fail to take reasonable measures to prevent any practice, activity, decision, or organization circumstance which is imprudent, illegal, in violation of commonly accepted business practices and ethics, or is contrary to the *Board Policy Manual* of Mediation Services, the By-Laws, or any other municipal, provincial, or federal laws. The following decision-making matrix outlines the General Executive Constraints:

Executive Director has complete authority to act:	Executive Director has authority but must inform Board of Directors:	Board Decision. Executive Director may recommend:
<ul style="list-style-type: none"> • Evaluate staff • Evaluate and make operational decisions on programs including financial matters in accordance with approved budget. 	<ul style="list-style-type: none"> • Coordinator evaluation, particularly if issues of significance identified • Organizational structure including fundamental program changes • Staff hiring and departures 	<ul style="list-style-type: none"> • Board Policy development and amendment • Location of central office • Changes to the Admin procedures manual – Respectful Workplace section as this expressly applies to the Board (Board policy 8) • Changes to the Admin procedures manual resulting in increased costs for the organization (i.e. employee benefits) • Disposal of Assets in accordance with Board policy 22 • Financial expenditures outside of the approved budget with particular emphasis on those in excess of ED financial authority spending limit of \$5000

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 3. Values and Beliefs; Policy 4. Governance Model; Policy 8. Respectful Workplace; Policy 11. Role of the Board; Policy 17. Board, Executive Director, and Operations Relationship; Policy 22. Assets

EXECUTIVE LIMITATIONS:

POLICY 20. FISCAL RESPONSIBILITY

Date Adopted: May 2018 May 2018

Review Frequency: Annual

Policy

The Board places responsibility for the financial operations of the Corporation in the office of the Executive Director. Mediation Services shall be operated in ways which do not jeopardize its financial stability, and with careful attention to the effective and efficient use of its financial resources.

20.1 The Executive Director ensures that the organization operates its annual financial affairs in accordance with all pertinent municipal, provincial and federal government legislation and regulations.

20.2 The Executive Director ensures that all accounting practices of the Corporation are within the generally accepted accounting standards for not-for-profit organizations as outlined by the Government of Canada.

20.3 The Executive Director provides the Board with a budget report on a monthly basis, or as requested.

20.4 The Executive Director consults with and seeks advice on financial matters as and when they arise from a number of qualified individuals, including the Treasurer, who serves as the Boards' delegate on financial matters. The Treasurer reviews financial information in consultation with the Executive Director prior to presentation of that information to the Board.

Cross Reference: Policy 9. Organizational Goals and Performance Indicators; Policy 21. Audits.

POLICY 21. AUDITS

Date Adopted: May 2018

Review Frequency: Annual

Policy

Each year, the Board shall appoint a duly qualified Auditor, and the Board will furnish an audited financial statement and summary, available for public perusal at the Annual General Meeting, in compliance with the Corporation By-Laws.

The Board shall appoint an Audit & Finance Committee, chaired by the Treasurer of the Board which shall operate in accordance with their terms of reference as established by the Board.

21.1 The Audit & Finance Committee shall meet annually with the appointed external Auditor both to receive and review matters that may be reported by the Auditor, and to receive and review the audited financial statements.

21.2 The Board will normally change Auditors no less frequently than every three years.

Cross Reference: Board By-Laws; Policy 1. Legal Status and Mandate; Policy 4. Governance Model; Policy 14. Board Committees; Policy 20. Fiscal Responsibility

POLICY 22. ASSETS

Date Adopted: May 2018

Review Frequency: Annual

Policy

The Corporation shall be operated in ways which protect and maintain its assets, and that do not unnecessarily risk its assets. Consequently, the Executive Director shall:

22.1 Adhere to all legal requirements

22.2 Protect against theft, casualty and liability losses to the Board, staff, or Corporation itself through proper insurance

22.3 Not knowingly expose the Corporation, the Board or its staff to claims of liability

22.4 Not acquire, encumber, or dispose of Corporation real property (land and any permanent fixtures on it) without the prior approval of the Board.

Cross Reference: Board By-Laws; Policy 2. Vision and Mission; Policy 4. Governance Model; Policy 11. Role of the Board; Policy 17. Board, Executive Director, and Operations Relationship; Policy 19. General Executive Director Constraints and Decision-Making Matrix



MEDIATION SERVICES

APPENDICES

THE EXECUTIVE OFFICERS OF THE BOARD

Date Updated: May 2019

Review Frequency: Annual

Appendix

The positions of the **Executive Officers** of Mediation Services Board of Directors will be a Board Chair, Vice-Chair, Treasurer, and Secretary, and whenever possible, a Past Chairperson. Each Officer is affirmed specifically for the Executive Officer role they will hold by the Board members and announced at the Annual General Meeting of the Corporation, for the period of one year. The Board places some responsibility for succession for their own roles with the currently serving Executive Members and assumes the Chair will take a leadership role in the process of encouraging those with appropriate attributes to put their name forward for consideration. Typically, qualified Board members make their interests in serving in a particular Executive capacity known to their fellow Directors during the months before the AGM. When more than one person candidates for the same role, a secret ballot vote process is conducted, administered by the Executive Director. Each Executive Officer role is eligible for re-appointment except in cases where doing so would exceed Board term limits.

The Executive Officers are the leadership of the Board. Officers normally require a minimum of one year of active service as a Mediation Services Board Director prior to assuming the role of an Executive Officer; an exception to this may be in the case of the Treasurer role in the event that succession hasn't sufficiently addressed role requirement. The Executive Officers are expected to possess experience or education and training for the position in which they serve, demonstrate leadership, and a commitment to continuous learning for the practice of good governance.

The Executive Officers play an important role in streamlining the tasks of the Board. To this end, the Executive Officers may meet as a committee approximately once a month with the Executive Director to review and plan Board agendas, preview/enhance information for broader Board review, and generally ensure strategic, efficient, and effective operations of the Board. The authority of each of the Executive Officers is restricted by Board policies and by the non-decision-making nature of their meetings.

On occasion, the Board may empower individual Executive Officers with a specific and temporary authority.

The Board Chair

The Chair is chosen by Board Directors to lead and initiate forward momentum of the business of the Board, assure the integrity of the Board's processes and occasionally represent the Board (often with the Executive Director) to outside parties. To be eligible to be the Board Chair, a Director must have completed a minimum of one year of active Board service at Mediation Services, and ideally have at least one year left on their term.

The primary job of the Board Chair is to ensure that Board conduct consistently aligns with its own rules and those legitimately imposed upon it from outside the organization.

The Board Chair presides over all meetings of the Board of Directors including meetings of the Executive Officers and ensures that meeting discussion content will be on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor in the context of the strategic directions set by the Board. Information that is not about monitoring performance or board decisions related to governance will be avoided or minimized and highlighted as such.

The Board Chair ensures that deliberation of the Board will be fair, open, and thorough, but also timely, orderly, and kept to the point.

The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position. The Board of Mediation Services endeavors to follow key principles of Roberts Rules of Order during formal Board meetings.

In addition to appropriate advance declaration from Board Directors, the Chair monitors potential Board Director conflict of interest situations and requests that a Director (s) who appears to be in a conflict of interest recuse themselves from discussions and voting related to that matter.

The Board Chair leads the development of Board Meeting Agendas in collaboration with the Executive Officers, Committee Chairs and Executive Director.

The Board Chair represents the Board to outside parties often with the Executive Director, when required. The Board Chair may delegate this authority but remains accountable for its use.

The Board Chair is an ex-officio member of all Board teams, committees, and sub-committees.

The Board Chair will meet regularly with the Executive Director for the purpose of providing advice and guidance that may be requested by the Executive Director or deemed necessary by the Chair and on behalf of the Board.

The Board Chair liaises with staff through the Executive Director on behalf of the Board when required.

The Board Chair initiates or otherwise ensures performance evaluation of the Executive Director occurs at prescribed and regular intervals (typically annually), as determined by the Board.

The Board Chair ensures strategic direction is set and reviewed every three years by the Board to provide clarity to the Executive Director for setting operational priorities.

Following Board review, the Board Chair executes funding agreements on behalf of the Board.

The Vice-Chair

The Vice-Chair works with the Chair to ensure the integrity of the Board's governing behaviors. It is expected that the Vice-Chair will sequentially assume the role of the Board Chair with appropriate support from their fellow Board Directors.

When the Chair is absent, the Vice-Chair will act in their absence as defined above.

The Vice-Chair is expected to be reasonably familiar with all responsibilities exercised by the Chair.

The Vice-Chair maintains familiarity with current and pending Board issues and processes.

The Vice-Chair presides at meetings of the Board in the absence of the Chair, and when the Chair wishes to participate in discussions, the Vice-Chair assumes the chair of those portions of the Board meeting, and this is reflected in Board Minutes.

The Vice-Chair is responsible for facilitating the annual assignment of Board Directors to Board Committees in collaboration with Board Directors and the Executive Officers and ensures the annual review of each Committee's Terms of Reference for the coordination of work.

The Treasurer

The Treasurer has a unique role and oversees the fiscal accountability of the Corporation. Preferably, the Treasurer is a qualified accountant or credentialed financial professional. When deemed necessary by the Board, the Treasurer is answerable to the Board for the engagement of qualified financial professionals. Accurate accounts of daily receipts and disbursements in the books are the responsibility of the Executive Director.

The Treasurer ensures that the annual assignment of two Officers of the Corporation is recorded for signatures and execution of financial transactions as required by the Corporation.

The Treasurer is responsible for ensuring that, on an annual basis, the financial records of the organization are audited by an independent auditor and that the audited financial statements are presented to the Membership for approval at the annual general meeting.

In conjunction with the Executive Director, the Treasurer ensures that the Board is provided with a financial report of the organization on intervals in accordance with Board Policy 20 Fiscal Responsibility.

In conjunction with the Executive Director, the Treasurer ensures that the Board is aware of and approves any expenditures over \$5,000, including capital expenditures or any agreements for which the organization will or may occur a financial commitment or liability.

The Treasurer serves as the Committee Chair for the Boards' Audit & Finance committee working closely with the Executive Director to fulfill the responsibilities and priorities of that committee as set out in its Terms of Reference.

The Secretary

The Secretary maintains the archival record of the Board’s meeting dates, attendance of Board members, main motions, and decisions.

The Secretary records all Minutes of decisions of the Board of Directors in compliance with accepted practices (see Roberts Rules Online) and records the Minutes for the Annual General Meeting.

The Secretary is responsible for ensuring Minutes are appropriately distributed as determined by the Board. In practice at Mediation Services, this is facilitated through the posting of meeting minutes on the Board portal.

The Past Chair

The Past Chair role provides mentorship, continuity, and institutional knowledge to the Executive Officers and the Board, but particularly for the Board Chair. This includes critical experience about the process, rules, and decisions of the past Executive Office and other information and guidance as necessary for improved governance. If the official Past Chair is unable to serve the Board in the capacity required, the Board may select an alternate appropriately qualified individual to serve in this capacity.

BOARD DIRECTOR DISCLOSURE STATEMENT

During the winter of 2017-2018, the Board of Directors determined to review and revise the *Mediation Services Policy Manual* to create two manuals for improved governance. This is the *Board Policy Manual* and guides the governing work of the Board. The *Manual of Administrative Procedures* guides the work of the organization itself and is the delegated responsibility of the Executive Director. This manual was developed under the leadership of Director Dr. Laura Reimer, 2017-18 Governance Chair, with early input from Director Beorn Thiessen. The manual was developed in close collaboration with 2017-18 Board Chair Dori Chudobiak, workshop participation and document review with all Board members, and communicated to the general membership in June 2018.

BOARD STRATEGIC DIRECTIONS AND STRATEGIC ROADMAP

Every three years, the Board will set Strategic Directions for Mediation Services. From these Strategic Directions, the Executive Director shall develop the Strategic Roadmap, to be approved by the Board prior to the development and approval of the Annual Operating Budget. Every year, the Board will evaluate progress toward these Strategic Directions.

The Strategic Directions informed with member input and adopted by Board Directors at their meeting February 13, 2019 are as follows:

EXPERTS

Be a hub of experts in restorative conflict resolution.

AWARENESS

Amplify the voice of restorative conflict resolution in Manitoba and beyond.

PARTNERSHIP

Enable the prevalence of restorative conflict resolution by working with others; make it the preferred and natural choice.



COMMITTEE REPORT TEMPLATE

<p>Committee Name and Meeting Date</p>	<p>Highlights of the Committee Meeting</p>
<p>Committee Chair and Members in attendance</p>	<p>Board Motion(s)</p>

BOARD MEETING AGENDA TEMPLATE

The Board meets to make decisions that are important for the administration of Mediation Services, and to make decisions that will accomplish the work of the Board. Part of the accountability and transparency of the Board is reflected in a reliable and relevant agenda, usually developed by the Board Chair and the Executive Director, who have collaborated with other members of the Board including the Board Executive and Committee Chairs.

The monthly Agenda template below fairly represents the meeting process and provides a framework for simpler Minute-taking.

*In addition to this monthly template, agendas should be developed with consideration of Board policy 9 – Organizational Goals and Performance Indicators (which sets Board monitoring responsibilities with frequency less than monthly), Board Policy Appendix – Policy Monitoring Record (which brings forward policies for Board review on a regular cycle), along with Board Policy Appendix Annual Board Planning Cycle and Governance Calendar (which puts forward the reoccurring tasks/responsibilities of the Board on an annual basis).

Monthly Board meeting Agenda template:

1. Welcome & check in (Board Chair)
2. Approval of Agenda
3. Review of action items from prior meeting
4. Approval of minutes (or discussion on any required changes) from prior meeting
5. Report from the Executive Director
6. Report from the Chair
7. Committee Reports (in accordance with Terms of Reference and Committee priorities set at the beginning of the year)
 - Audit & Finance (including review of financial statements)
 - Community & Stakeholder Relations
 - Governance (including policy review)
 - Board Recruitment & Development
8. * Non-monthly monitoring, planning and governance items (as above)
9. Other business
10. In Camera discussion
11. Adjournment

BOARD MINUTE TEMPLATE

The Board Minutes provide an archival record of the work of the Board. All decisions of the Board must be included in the Minutes so that transparency, accountability, and the achievements of the Board are available to any member wishing to understand the work the Board has undertaken or to review which decisions have been made by the Board.



At Mediation Services, the Board collaborates and does not vote, but the Minutes reflect formal Board Motions and the decisions.

Mediation Services - Board of Directors

Attendance: P=Present R=Regrets A=Absent	Time Arrived: TA / Time Departed: TD	Minutes of a meeting on	
<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P	<input type="checkbox"/> R <input type="checkbox"/> A
<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P	<input type="checkbox"/> R <input type="checkbox"/> A
<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P	<input type="checkbox"/> R <input type="checkbox"/> A
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<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P <input type="checkbox"/> R <input type="checkbox"/> A	<input type="checkbox"/> P	<input type="checkbox"/> R <input type="checkbox"/> A
		Guest:	
Agenda Item	Discussion Summary	Decisions/Actions	Who/When
<i>Adjournment</i>			

Next Meeting			
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Approval of Minutes: Minutes of the month, day, year meeting of the Mediation Services Board of Directors, as written and distributed to the members of the board, were approved at the BOD meeting month, day, year.

By: _____

Date of Approval: _____

By: _____

Date of Approval: _____



WHO	SUMMARY OF TASKS	WHEN	

IN CAMERA BOARD MEETINGS GUIDELINES

Committee of the Whole – In Camera

The Board may choose to conduct specific Board business/discussions as a Committee of the Whole -in-camera. The difference between a Committee of the Whole meeting and a board meeting is twofold: a meeting of the Committee of the Whole may be held in-camera, and the Board (when sitting as the Committee of the Whole) cannot make any decision that is legally binding.

The Committee of the Whole functions in much the same manner as any other committee comprised only of Board Directors. The Committee of the Whole submits its report to the Board in public session, and the Board then acts upon the report. Typically, the Executive Director sits as a member of the Committee of the Whole during in-camera meetings.

The Committee of the Whole is an important instrument that allows the Board to discuss sensitive issues with candor and information that cannot be discussed publicly by law, while still making the final decision for public record.

Without limiting the discretion of the Board to discuss any matter in Committee of the Whole, the following will comprise a list of items which may routinely be discussed In-Camera:

- Legal opinions respecting liability of the Board
- Personnel matters of a confidential nature
- Purchase, lease, or sale of property or other major assets prior to actual acceptance of offer
- Confidential reports of outside organizations
- Negotiation reports
- Budget deliberations
- Other matters that may be deemed sensitive or confidential in nature

BOARD OBJECTIVES TEMPLATE

Recognizing Mediation Services Strategic Directions informed with member input and adopted by Board Directors at their meeting February 13, 2019:

EXPERTS

Be a hub of experts in restorative conflict resolution.

AWARENESS

Amplify the voice of restorative conflict resolution in Manitoba and beyond.

PARTNERSHIP

Enable the prevalence of restorative conflict resolution by working with others; make it the preferred and natural choice.

the Board undertakes the following objectives (in addition/ to provide further clarity on items aligned with Committee Terms of Reference responsibilities inside of a specific timeframe and/or prompting specific Ad hoc Committee establishment within a timeframe)

SMART (Specific, Measurable, Attainable, Relevant, Timely) Objective Statement	Board Director Assignment	Any resources/assistance required/anticipated	Milestones	Completion timeframe

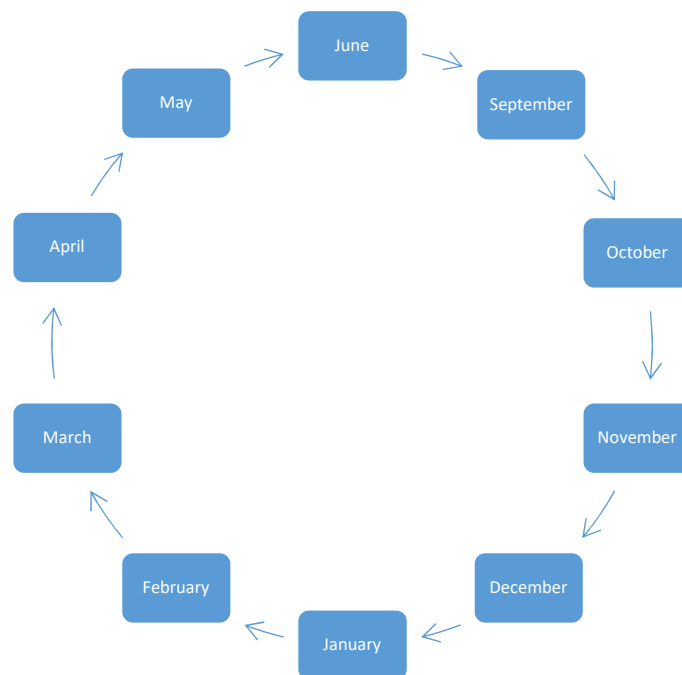
ANNUAL BOARD PLANNING CYCLE AND GOVERNANCE CALENDAR

Appendix

The Mediation Services Board of Directors follows an annual planning cycle. This cycle represents key activities and processes of the Board. Board agendas reflect this planning cycle.

Strategic Directions for Mediation Services are established through Board Planning Sessions at least every 3 years. These strategic directions lead to a strategic roadmap recommended by the Executive Director and approved by the Board which factors into budget development and organizational program and services planning.

The following diagram summarizes the planning cycle and demonstrates how the work of the Board is ongoing, and integrated. In the actual Governance Calendar developed each year, the cycle would contain specifics.



The following Calendar directly addresses the work the Board of Directors intends to accomplish as a Board apart from the work of the organization, over one calendar year.



Board of Directors Governance Calendar (Template)

Goals and Tasks:	September	October	November	December	January	February	March	April	May	June
Annual General Meeting										X
Board Evaluation								X		
Committee Members and Chairs Assigned	X									
Executive Director Evaluation				X						
Individual Board Member Self-Reflection							X			
Board Planning Retreat	X									
Strategic Planning Discussion			X							
Community Outreach Event			X				X			
Budget Approval							X			
Approval of Audited Financial Statements									X	

POLICY MONITORING RECORD

The Board recognizes that the best way to govern with strength and avoid interfering in the daily work of Mediation Services is to monitor appropriately. The following Monitoring Plan, or Record, guides the work and meetings of the Board, ensures the Board’s policy development work, and confirms when the policies go to the Board for regular review.

Policy Number (as applicable)	Document name	Monitoring Method	Monitoring Frequency	Date of Next Monitor
Foundations and Directions of the Board				
1	Legal Status and Mandate		Annual	
2	Vision and Mission		Every 3 years from 2018	By June 2021
3	Values and Beliefs		Every 3 years from 2018	By June 2021
4	Governance Model		Annual	
How the work is accomplished				
5	Board Operations		Annual	
6	Board Recruitment and Board Director Development		Annual	
7	Board Self-Evaluation		Annual	
8	Respectful Workplace		Annual	
9	Organization Goals and Performance Measures		Annual	
10	Community Engagement		Annual	
11	Role of the Board		Annual	
Governance Process				
12	Board Statement of Integrity		Annual	
13	Policy Development and Amendment		Annual	
14	Board Committees		Annual	
15	Program Goals and Indicators of Success		Annual	
16	Conflict of Interest		Annual	
17	Board, Executive Director and Operations Relationship		Annual	
18	Executive Director Succession		Annual	



Policy Number (as applicable)	Document name	Monitoring Method	Monitoring Frequency	Date of Next Monitor
19	General Executive Director Constraints and Decision-Making Matrix		Annual	
Executive Limitations				
20	Fiscal Responsibility		Annual	
21	Audits		Annual	
22	Assets		Annual	
Prefatory Pages				
Prefatory Pages	Introducing you to Board Governance at Mediation Services		Every 3 years from 2018	By June 2021
Prefatory Pages	The Board Governance Model		Every 3 years from 2018	By June 2021
Prefatory Pages	How to use this Policy Manual		Every 3 years from 2018	By June 2021
Prefatory Pages	History of Mediation Services		N/A	
Prefatory Pages	The By-Laws		As required	
Prefatory Pages	Evaluating the Executive Director: The Board Director Role		Annual	
Prefatory Pages	Director Code of Commitment		Every 2 years from 2018	By June 2020
Appendices				
Appendix	The Board Executive Officers		Annual	
Appendix	Disclosure Statement		As Board policy manual is revised	
Appendix	Committee Report Template		Annual	
Appendix	Board Meeting Agenda template		Annual	
Appendix	Board Minutes Template		Annual	
Appendix	In Camera Board Meeting Guidelines		Annual	
Appendix	Board Objective Template		Annual	



Policy Number (as applicable)	Document name	Monitoring Method	Monitoring Frequency	Date of Next Monitor
Appendix	Annual Board Planning Cycle and Governance Calendar		Annual	
Appendix	Policy Monitoring Record		Annual	
Appendix	Skills Matrix: Board Director		Annual	



MEDIATION SERVICES

Mediation Services Board composition

Updated 2019 matrix

The Board Will Be Comprised Of Members With The Following Knowledge, Experience And Skills:
Industry Knowledge and Experience: Ideally new recruits will possess some industry knowledge and experience upon joining the Board and will participate annually in group and individual development throughout the year.
1) Work of Mediation Services
2) Restorative Justice
3) Conflict Resolution
4) Not for Profit Sector/Community Knowledge and Connections
5) Department of Justice/Justice System
Technical Skills and Experience: as described below.
1) Financial: 2 accounting experts on the board, all others working level knowledge
2) Fundraising
3) Marketing/Branding
4) Public Relations/Media
5) Lawyer: 1 member
6) Human Resource Management: Board Recruitment & Development committee requires this expertise
7) Strategic Planning, Monitor & Improve Organization Performance, and risk management: Board Chair requires expertise, all others require working knowledge
8) Chairing Meetings, Facilitation Skills: expertise required by Chair and Vice, all others working knowledge
9) Minute Taking: required by Secretary and back up

Notes:

Board should discuss optimum number of members for 2019/20 Board year and going forward

For Treasurer and succession purposes

For discussion: some level of expert knowledge required, some level of commitment by all. Longer term from strategic direction/operational plan - Board/ED/staff role in fundraising

For discussion: what is ideal? Is this a required skill for the board or a nice to have?

Required by Board Chair only

10) Board governance: policies, processes of MS Board: Governance requires expertise, all others require working knowledge

Values: On an annual basis Board Members will operationalize the organization's values

1) Caring: demonstrate openness, compassion and empathy for people and situations and desire to help others

2) Collaboration: fostering relationships and better outcomes through working together

3) Empowering: Providing resources, tools and practice to build knowledge, develop accountability and grow in capacity and confidence

4) Integrity: living out our principles of restorative justice and conflict resolution

Demographics: We will reflect the communities we work in today and aspire to work in future