

VICTORIA DOWNTOWN RESIDENTS ASSOCIATION

GOVERNANCE POLICIES

In addition to the Constitution and Bylaws of the Victoria Downtown Residents Association, the following policies apply to govern the roles and responsibilities of the Board of Directors, Board Members, Board Executive, Committees, Committee Chairs and Committee Members.

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1. Governing Style

The Board's governing style is intended to be:

Representative: The Board will endeavour to represent the interests of Downtown residents in accordance with Association goals and policies.

Constructive: The Board will work cooperatively with Association Members, the City of Victoria, and other NGOs for the good of the community.

Participatory: The Board will endeavour to involve its members and other Downtown residents in its programs and activities.

Consensual and Informal: In its regular meetings, the Board will generally proceed rather informally to come to consensus in taking positions and passing motions. All voices will have the opportunity for a respectful hearing. When consensus (or nearly so) is not possible, then the meetings should revert to a

formal procedure to reach decisions. Roberts Rule of Order will then guide the formal procedure.

2. Roles and Responsibilities of the Board of Directors

General: The Board's general role is to foster the short- and long-term success of the Association, consistent with its mandated objectives as outlined in its Constitution and Bylaws.

The Board, as a body and individually, is responsible to the membership of the Association, as expressed by the membership at a validly constituted general meeting.

Specific Role & Responsibilities of the Board

In the discharge of its mandate, the Board is the final authority on all matters concerning the Association, subject only to the indirect authority of the membership as expressed in a general or special meeting. In order to fulfill this mandate, the Board is responsible:

- to oversee the affairs of the organization, including the supervision of its Executive officers (who are also Board Members) and its Committees, all of whom are, collectively, responsible for the day-to-day operations of the Association

- to elect or appoint the executive officers of the Association to establish committees and their mandates, appoint Committee chairs, and approve the work of the Committees

- to engage in strategic planning for the Association

- to approve the Association's budget and authorize expenditures

- to initiate and supervise policy making for the Association, and

- to implement processes and procedures consistent with the Association's Constitution and Bylaws and Policies, and any other materials it deems relevant, in order to accomplish its mandate.

3. Roles and Responsibilities of Board Members

General: At all times in the conduct of their duties, Board Members are to act in a manner consistent with the Constitution and Bylaws of the Association and consistent with any laws applicable to the Association, and with the Code of Conduct set out below.

Board Members are expected to be familiar with the Constitution and Bylaws of the Association and any policies established by the Board for its governance.

General obligations imposed on each Board Member by *The Societies Act*, SBC 2015, c. 18, s. 53, are:

Duties of Directors

A director of a society must, when exercising the powers and performing the functions of a director of the society:

- Act honestly and in good faith with a view to the best interests of the society;*

- Exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;*

- Act in accordance with this Act and the regulations, and;*

Subject to paragraphs a) to c), act in accordance with the Bylaws of the society.

Without limiting subsection 1), a director of a society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.

This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

Nothing in a contract or the bylaws of a society relieves a director from:

The duty to act in accordance with this Act and the regulations, or; Liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.

Specific Roles & Responsibilities of the Board Members:

All Board members are responsible to meet the following minimum standard of conduct in carrying out their duties and responsibilities as directors of the Association. Specifically, Board Members must:

1. Always act for the good of the Association and aim to represent the interests of all people served by the Association.
2. Represent the Association in a positive and supportive manner at all times. Act honestly, truthfully and with integrity in all transactions and dealings.
3. Treat fellow Board Members and Committee members with dignity and respect. Display courteous conduct in all Board and Committee meetings.
4. Be a good citizen and comply with both the spirit and the letter of the law.
5. Act responsibly toward the community in which the Association works and for the benefit of the community that it serves.
6. Once a Board decision is made, support the decision even if one's own view is a minority one.
7. Not disclose or discuss differences of opinion on the Board with those who are not on the Board. The Board should communicate externally with "one voice".
8. Respect the confidentiality of information on sensitive issues.
9. Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest. Refrain from participating in discussions about and not vote on any such matter.
10. Refrain from using your position for personal, material or financial gain or the appearance of such.

11. In addition, Board members are expected, where possible, to

- a) Commit to a three-year appointment.
- b) Attend monthly Board meetings, reviewing all material sent by email in advance of the meeting.
- c) Contribute ideas, assistance, and advice to the Board discussions while ensuring that meetings are productive and enjoyable.
- d) Let the President know in advance if unable to attend a Board meeting. Attend the Annual General Meeting.
- e) Participate in the Nominations process as required. Chair one of the Standing Committees if needed.
- f) Participate in one or more of the Committees as needed.
- g) Attend, volunteer and/or participate in activities and events hosted by the Association.
- h) Invite residents and neighbours to join Association events and committees.
- i) Identify potential new Board Members and Association members.

4. Roles and Responsibilities of the Board President

General: The role of the President is to ensure the effective governance of the Association and to provide leadership to the Board and Association. The President is the official spokesperson and legal representative of the Association.

Specific Roles & Responsibilities:

The President is responsible:

- a) To convene Board and General meetings.
- a) To chair Board, Annual General and Special General meetings. Board Leadership
- b) To coordinate assignment of roles and responsibilities of Board Members.
- c) To establish and lead an Executive Committee comprised of the Vice-President, Secretary and Treasurer, to propose strategic planning, to oversee program delivery, and to address other issues that may arise between Board meetings.
- d) To provide support and direction to other Board Members at and between Board meetings.
- e) To help resolve conflicts between Board Members. Communications
- f) To act as the official spokesperson of the Association.
- g) In consultation and collaboration with the Communications Committee, to oversee communications with members, the general public, the City of Victoria, and the press.
- h) Legal Representative
- i) To sign all contracts, formal agreements or official documents on behalf of the Board and Association.

5. Roles and Responsibilities of the Board Vice-President

General: The role of the Vice-President is to support the Board and the President in their functions and to take a supporting leadership role in the day-to-day operations of the Association.

Specific Roles & Responsibilities: The Vice-President is responsible:

- a) To assist the President in the oversight of the day-to-day operations of the Association.
- b) In the absence or incapacity of the President, to discharge the duties of the President.

6. Roles and Responsibilities of the Board Secretary

General: The role of the Secretary is to prepare and keep safe the Association's formal records. _

Specific Roles & Responsibilities: The Secretary is responsible

- a) To draft meeting agendas, with the input of the President and other Board members.
- b) To record the minutes of the Board meetings and the AGM and any special meetings that may be called.
- c) To send the draft minutes to all Board members for review. To revise the minutes, as may be necessary.
- d) To upload the finalized version of any minutes, agendas and reports to the Association's Dropbox.

7. Roles and Responsibilities of the Board Treasurer

General: The role of the Treasurer is to maintain an overview of the Association's financial affairs, ensuring its viability and that proper financial records and procedures are maintained.

Specific Roles & Responsibilities: The Treasurer is responsible:

- a) To oversee the Association's budgets, accounts and financial statements.
- b) To ensure that Generally Accepted Accounting Principles (GAAP) and controls are in place, and that they comply with all relevant legislation.
- c) To ensure that the Association's accounts, financial statements, updates and filings meet the requirements of external agencies such as the City, Societies BC, the Association's banking institution,, insurance providers, etc.
- d) To ensure the timely payment of all of the Association's legitimate expenses such as monthly / annual fees, rent, requests for reimbursement, insurance premiums, etc.
- e) To prepare and file the appropriate applications for base grant funding, refunds, rebates and reimbursements, such as the City's Per Capita grant, Directors & Officers Liability rebate, etc.
- f) To prepare an Annual Financial Report and a Proposed Budget for the year

- g) ahead and present them to the Board sufficiently in advance of the Annual General Meeting (AGM).
- h) To prepare and present the Association's budgets and financial statements at the Annual General Meeting (AGM).
- i) To present the Association's accounts to the Executive Committee on request and to the Board quarterly, or more frequently upon request, and respond to financial inquiries from the Board.
- j) To liaise with the Board and third parties regarding financial matters and ensure the implementation of all Board approved changes recommended by third party auditors, reviewers, etc.
- k) To advise the Board on the Association's reserves, expenditures, savings, and financial planning.

8. Roles, Responsibilities & Functions of Committees, Committee Chairs and Committee Members

General Structure

The Board may establish those standing and ad hoc committees it deems necessary. Committees may only be established or dissolved by the Board at a regularly scheduled Board Meeting.

Committee chairs are to be appointed by the Board and only a Board member may be appointed as a Committee Chair.

If a Committee Chair is unable to perform their duties for an extended period of time, the Board will seek an Interim Chair from among Board Members. The Interim Chair will assume responsibility for the Committee and perform the duties of the Chair until such time that the Chair is able to continue their role or a new Chair is appointed.

Committee members may include Association members at large and/or other Board Members.

Committee Chair Expectations: A Committee Chair is expected to:

- a) Produce an annual plan of what the Committee proposes to achieve in that year, to be delivered to the Board for approval at the second Board meeting following the AGM.
- b) In the event a new Committee is struck, deliver the annual plan to the Board for approval at the next regularly scheduled Board Meeting following the establishment of the Committee.
- c) Report Committee findings, developments and progress at each Board meeting, ideally in writing.
- d) Coordinate and organize volunteers to do the work of the Committee.
- e) At the end of the year, summarize work done and prepare a report in advance of the AGM.
- f) If the Committee Chair will be unavoidably absent for a Committee meeting, to find another Board Member to assume the Committee Chair duties during the absence if at all possible.
- g) Be the main point of contact for external communications relating to matters within the Committee's mandate, or as specifically approved by

the Board.

- h) Identify potential new Committee members.
- i) Invite members and neighbors to Committee events and/or meetings.

Committee Member Expectations: Where possible, Committee members will:

- a) Attend monthly (or ad hoc) meetings.
- a) Review all Committee material sent by email.
- b) Contribute ideas, assistance, and advice to the discussions while ensuring that meetings/email exchanges are productive and pleasant.
- c) Let the Chair know in advance if a meeting will be missed. Know the responsibilities and functions of the Committee.
- d) Attend, volunteer and/or participate in activities and events hosted by the Committee.

Adopted by the Board May 11, 2021

VICTORIA DOWNTOWN RESIDENTS ASSOCIATION

POLICY-MAKING PROCESS

The Board of Directors adopts the following to guide the making of DRA policies:

- 1) General Approach: The best practice for policy making is that effective policy is:
 - a) formulated rapidly but not rushed,
 - b) more specific than the principle on which it is based, but
 - c) not so specific that it creates overly burdensome challenges in implementation and hampers performance.
- 2) Process of Policy Formulation and Review
 - a) The policies of the Association shall be reviewed and amended on an on-going basis by its Governance Committee.
 - b) The Governance Committee shall, at all times, include in its composition at least one of the President or the Vice-President of the Association.
 - c) In addition, any member of the Association may recommend a new policy, or amendment of an existing policy, for consideration by the Governance Committee.
 - d) Policy recommendations should be directed to the Chair of the Governance Committee for circulation to the Committee members. The Governance Committee will review these submissions and may bring them to the Board for further consideration.
 - e) The Governance Committee will meet regularly to discuss any issues arising from the implementation of a policy and amend it as necessary.

Adopted by the Board May 11, 2021

VICTORIA DOWNTOWN RESIDENTS ASSOCIATION

COMMUNICATION POLICY

The Board of Directors adopts the following communication policies:

- 1) The Board communicates externally with “one voice”.
- 2) Communications on behalf of the DRA, including social media posts, should not take a position on any specific topic, unless that position has been voted on or endorsed by the DRA Board or is consistent with the general objectives of the DRA.
- 3) Land Use Committee letters to Mayor and Council or to City Staff or others regarding specific development projects or sites, design guidelines, or land use bylaws or policies are excluded from the requirement for a vote or endorsement by the Board.
- 4) Subject to paragraph 3, the President is the designated authority for managing and directing all official DRA communications with external persons and parties. The President may delegate that authority to another Board Member as the President considers appropriate.
- 5) The Chair of the Land Use Committee is the designated authority for managing and directing DRA communications with external persons and parties with respect to land use issues.
- 6) Board Members should not independently provide or imply any one position on any topic to the media, other community groups or stakeholders. A Board Member’s positions and opinions are their own and if expressed must be clearly represented as such and not as those of the DRA.
- 7) In Board meetings every Board Member will have the opportunity to present their suggestions, ideas and feedback relevant to the agenda items and will aim to do so in a productive polite and respectful manner.
- 8) Once a Board decision is made, Board members will support the decision, even if their own view is a minority one. Board Members will not disclose or discuss differences of opinion on the Board with those who are not on the Board.
- 9) When communicating about on-going or new Board business, Board Members will include all other Board Members in their emails or other correspondence. Other persons (for example, the Council Liaison and/or Downtown Community Coordinator) may be included as appropriate.
- 10) If Board Members have comments or concerns regarding internal processes, procedures or interpersonal issues, they will communicate those directly to the President (or their delegate) only.
- 11) Executive members and Committee Chairs should, whenever possible and practical, use their DRA email address on communications related to DRA business.

Adopted by the Board May 11, 2021

VICTORIA DOWNTOWN RESIDENTS ASSOCIATION

ANNUAL GENERAL MEETING RESPONSIBILITIES AND PROCESS

The Association is required by law to have an Annual General Meeting (AGM) at least every (enter info here) months. The Board of Directors adopts the following procedures as setting out the responsibilities and process for organizing the AGM.

- 1) The Board chooses a date for the AGM, ideally at least two months in advance of the proposed date. If possible, a weekday evening is scheduled, avoiding any evening on which City Council is meeting.
- 2) The Governance Committee is responsible for
 - a) booking a facility located within the Downtown community (Accessibility is an important consideration)
 - b) identifying and confirming a Guest Speaker, including all follow-up (obtaining a bio for introduction and meeting any equipment needs, sending a thank you note)
 - c) organizing light refreshments
 - d) advising the facility staff of the desired table and chair layout/setup
 - e) ensuring sufficient volunteers are available for the roles set out below.
- 3) The Communications Committee is responsible to notify members
 - a) ideally with a “save the date” at least a month in advance, with an invitation to stand for election to the Board.
 - b) by a formal notice at least 14 days in advance of the meeting, including links to the agenda, financial statements and other reports and documents, including the biographies of any persons standing for election to the Board.
- 4) The Secretary, in consultation with the Executive, is responsible to prepare the agenda and make available the minutes of the prior year’s AGM.
- 5) The Treasurer is responsible to prepare Financial Statements and a proposed budget for the coming year. A draft of the financial statements and budget must be approved by the Board in advance of the AGM.
- 6) Committee Chairs are responsible for preparing Committee reports and to be available at the AGM for Questions and Answers by the Members.
- 7) The President is responsible to chair the AGM, including presenting a general report on Board activities.
- 8) Volunteers are needed to: pick up and arrange any refreshments, welcome attendees at entrance door, act as sign-in sheet attendant who also collects membership fees.

Adopted by the Board May 11, 2021

VICTORIA DOWNTOWN RESIDENTS ASSOCIATION

SUCCESSION PLANNING POLICY

Succession Planning: The Board is responsible for succession planning and shall undertake the following steps annually, in advance of the Annual General Meeting, with adjustments if necessary:

List key vacant or about-to-become vacant positions and the skill sets required for each position.

Identify current Board Members or other persons with the appropriate skill sets who may be interested to fill a vacancy.

Recruiting New Board Members

Encourage Association members to attend Board meetings and/or participate in committees, to become exposed to the work of the Board and its Committees.

Advertise the opportunity to join the Board in the Association e-newsletter

Board members to make efforts to recruit within their networks in the community.

Selecting New Board Members

Undertake a Needs Assessment, identify and give priority to those applicants who best fill the gaps on the Board, including gaps in diversity.

Orienting New Board Members

Develop a Board Handbook that includes:

- a) List of current Board Members, their biographies and terms
Constitution & Bylaws
- b) Committee descriptions and identify chairs
Current annual operating budget
- c) Policies
- d) List of all current policies and positions
- e) List of any outstanding policies for consideration
- f) Insurance policy and Director Liability
- g) Web site information
- h) Social media accounts

Training

All Board members are encouraged to take advantage of the many training programs and workshops provided by community partners related to the work of the Association.

The Association is committed to making Board members aware of these

opportunities on an on-going basis.

Funding can be provided for knowledge, skills and abilities development relevant to successful board participation and the success of the Association.

A Board member does not require prior Board approval to expend and may be reimbursed by the Board Treasurer for up to a maximum of \$100 in any calendar year for payment of registration fees for courses, workshops or other training intended to enhance their knowledge, skills and abilities for successful Board participation and the success of the Association. To be reimbursed for travel or any other expenses or for registration fees in excess more than \$100 in any calendar year, the Board member must obtain the written approved of the Board Executive, in advance of any such expenditure.

Adopted by the Board May 11, 2021