



SURREY URBAN MISSION SOCIETY

GOVERNANCE POLICIES

Adopted by the Board of Directors: October 20, 2015

I CORPORATE OVERVIEW

1) Introduction

SUMS (Surrey Urban Mission Society), also referred to as the Mission, is a ministry associated with the BC Synod of the Evangelical Lutheran Church in Canada (ELCIC).

SUMS is responsible for identifying, facilitating, providing and administering services to individuals primarily in the Central Surrey and surrounding area who are disadvantaged, homeless, unemployed, underemployed, refugees, dealing with disabilities and those in need of community support.

2) Stakeholders

The general stakeholders of the Mission are the participants and recipients of the various programs and services the Mission provides to the community, the congregations and organizations that support the Mission, the staff and volunteers who provide services.

3) Mission

The mission of SUMS is to identify and provide services to those individuals in the community who are facing challenges.

This is accomplished by:

- a) Establishing a sound strategic direction, governance policies and an operational framework to manage the Mission's services;
- b) Providing accurate, timely and friendly administrative reporting plus effective ongoing communication that meets the needs of all stakeholders;
- c) Ensuring that all legal and regulatory reporting is completed in a timely manner and updated as required.

II ROLES AND RESPONSIBILITIES

1) BC SYNOD-Synod Council

The BC Synod shall appoint 4 Directors to the Board of SUMS. These will be joined by 3 elected members of the Board as elected by the Missions membership.

A Director must be a member in good standing of the Mission for 30 days prior to appointment or election.

2) Board of Directors

Directors are appointed for a term of 2 years. Directors are eligible to serve three consecutive 2-year terms, and may then be re-appointed after a minimum 2-year absence.

The Board shall meet at least 10 times a year to provide strategic direction and oversight for the affairs of the Mission and its management of the programs and services it provides. Board meetings shall generally be held in person, but may be held by via electronic communications if required. The Board may call additional meetings to deal with urgent matters as required.

A quorum of the Board is defined as 4 members in attendance.

All votes on a Board motion must be made in person and proxy voting is not permitted.

The Board shall annually elect an executive consisting of President, Vice President, Treasurer and Secretary immediately following the AGM.

Attendance at Board meetings is limited to the Directors and the Executive Director. Other attendees may attend at the invitation of the Board, with the purpose of their attendance to be clearly defined.

Directors must avoid any conflict of interest with respect to their fiduciary responsibility. Any potential conflict of interest should be declared by a Director and a Director must reclude him/herself from any Board discussion and vote where there is a conflict of interest.

There must be no conduct of business for remuneration between SUMS and a Board Director as a private individual or an organization in which a Director has a personal interest.

Board members shall respect the confidentiality of Board discussions and votes.

The minutes of each Board meeting shall be accurately recorded. Any action required by a committee, or board member or Executive Director should be identified within the minutes and a summary listing of action items and assigned responsibilities should be attached to the minutes. Copies of the minutes shall be circulated electronically by email within seven days of the meeting and editorial changes should be highlighted. Each board member shall have the opportunity to comment on the content and accuracy of the minutes within a space of seven days from posting, and all comments shall be addressed to all board members. The minutes shall be formally adopted or amended at the next in person meeting of the Board.

Minutes of the Board meetings are not to be published or made public in any way, unless authorized by the Board. Significant decisions made at the Board meetings and other pertinent information may be communicated on the SUMS Website and other possible media.

Specific responsibilities include:

- a) Approve and ensure implementation of the strategies, operating policies and procedures required for effective and efficient administration of the Mission's services;
- b) Ensure compliance with all applicable contractual, legal and regulatory requirements, as well as approved ethical standards.
- c) Approve the annual Operating Plan and Budget as proposed by the Executive Director and recommended by the Treasurer;

- d) Consider reports made by Board Committees and the Executive Director, and take appropriate action to deal with any recommendations, concerns or issues;
- e) Approve the annual personal performance plan and objectives for the Executive Director, monitor the results achieved, and approve the appointing or hiring of a new Executive Director when the position becomes vacant;
- f) Stay abreast of issues and developments in the local community. These include the social and economic conditions, political environment, and developing trends in the social services sector;
- g) Attendance at Board meetings. Any Director absent for 2 consecutive Board meetings without prior approved arrangements may be considered for removal from the Board.

3) Procedure for Election of Officers and Committee Chairpersons

The positions of : President
 Vice-President
 Secretary
 Treasurer

will be filled in this order, with no person being eligible to hold more than one of these positions, by the following procedure.

All voting shall be done at a Board meeting immediately following the annual general meeting.

An individual nominated for a position must give his/her consent to let his/her name stand for the position.

A vote will be called for each position when nominations are closed and the individual receiving the greatest number of votes is appointed to the position.

If no one receives a majority, then the person with the lowest number of votes is eliminated. If the lowest number is a tie, no one is eliminated. The remaining persons only will be eligible for election and another ballot will be cast. This process is continued until one person receives a majority.

The first position to be elected is the President and the Vice President from the preceeding year will assume the President position for the purpose of this election. When the new President has been appointed, he/she will conduct the votes for all other officer positions.

The Board will appoint other ad hoc committees as it deems necessary and committee member positions will be filled on a voluntary basis according to each director's interest and skills.

4) President

The President plus the other Officers (Vice-President, Secretary and Treasurer) are elected by the Board from among their numbers, with duties as described in the Bylaws and as otherwise specified by the Board.

The primary focus of the President concerns relationships with the BC Synod and other external

partners; governance; strategic direction; and providing oversight and counsel for the Executive Director.

In addition to chairing meetings of the Board and the Executive Committee, the President is an ex-officio member of all committees.

The Vice-President will discharge the duties of the President in his/her absence or inability to act.

Specific responsibilities of the President include:

- a) Provide leadership to the Board in setting strategic direction for the Mission and overseeing its affairs;
- b) Act to the extent feasible as the Mission's chief spokesperson, and actively support the Executive Director in communicating with the stakeholders regarding the affairs of the Mission to encourage their interest and support;
- c) Ensure that Board members are informed and participate fully in discussions to reach timely resolution of relevant issues;
- d) Oversee governance issues and their administration within the Mission;
- e) Provide leadership to have the Board identify suitable candidates for election or appointment to the Board;
- f) Ensure that there is an effective corporate communications program to provide timely and relevant information to stakeholders and community partners;
- g) Provide oversight and advice to the Executive Director as required ensuring corporate and personal objectives are being met;
- h) Convene and chair, at least annually, a meeting of the Executive along with the Executive Director for the purpose of reviewing formally his/her personal performance relative to previously agreed upon objectives and standards, and to set personal objectives for the ensuing period.
- i) Consult with departing Board members about the existence of any originals or copies of any information which remains as Confidential Information and arrange for its return or proper disposal. Conduct an exit interview with each departing Board member.

5) Executive Director

The Executive Director is accountable to the Board for directing day-to-day operations including planning, staffing, administration, financial management, and regulatory compliance and reporting.

As the Mission's senior manager, the Executive Director works closely with the President to represent the Mission and the Board to a variety of audiences on a broad range of issues.

Specific responsibilities include:

- a) Propose operating policies, procedures and systems plus the annual Operating Plan and Budget to the Finance Committee for consideration and recommendation to the Board;
- b) Manage the day-to-day operations to achieve approved objectives and budgets;
- c) Establish and maintain policies for staff and volunteer recruitment and hiring. This will

include an application from each candidate and an assessment of the suitability of the candidate to the role being considered. These policies are to be reviewed by the Board for approval.

- d) Hire, motivate, train, supervise and delegate to staff and volunteers in an open work environment. This includes ensuring that all staff and volunteers are properly trained, reference checks are done, criminal records checks are done, and safety procedures are in place and appropriate insurance is in place. A record of all checks shall be maintained in a personnel file.
- e) Manage the financial affairs of the Mission within the approved Budget, ensuring effective financial reporting and internal controls;
- f) Ensure that all staff and volunteers adhere to the financial transactions policies and report to the Treasurer any incidents of non-compliance.
- g) Prepare all requests for funding, respond to RFPs (Requests for Proposal), and ensure all reporting to Funders and CRA (Canada Revenue Agency) is current and accurate; A Board member will be assigned to monitor all grant and funding requests and all requests must be signed by a Board member along with the Executive Director.
- h) Prepare and present for Board approval a complete Business Plan supporting any partnership or venture involving the Mission.
- i) Annually provide a written report to the Board listing all the policies of the Mission and attesting to adherence to those policies;
- j) Assist the President in preparing meeting agendas, providing reports and other needed information, and coordinating Board activities.

6) Treasurer

The Treasurer is responsible for the financial policies, internal controls and financial reporting of the Mission.

Specific duties include:

- a) Establish, update and monitor financial policies for the Mission
- b) Establish signing authorities and ensure all signatories are current as approved by the Board
- c) Monitor financial transactions and ensure adequate internal controls are in place
- d) Hire and train accounting/bookkeeping staff as required.
- e) Provide financial reports to the Board on a monthly basis
- f) Prepare annual financial statements
- g) Prepare, review and file financial reports as required by Funders and CRA
- h) Manage the relationship with External Accountants and preparation of the yearend Financial Statements.
- i) Ensure that appropriate internal control procedures and Management Information Systems are in place, and meet at least annually with the Executive Director to discuss their effectiveness
- j) Review annually the Fiduciary Liability Insurance Policies and any other insurance coverage deemed appropriate, and make recommendations to the Board.

7) Secretary

The Secretary is responsible for maintaining the documents of the Mission and the Board.

Specific duties include:

- a) Maintaining a current binder of all Board Documents including: Constitution, Policies, By-laws and legal documents
- b) Recording minutes of all Board meetings. A draft copy of the minutes is to be circulated to the Board within one week of the Board meeting for review. The Board has one week in which to note any errors or omissions.
- c) Conduct and prepare communication on behalf of the Board as requested

III BOARD COMMITTEE TERMS OF REFERENCE

Committees are appointed by the Board of Directors from among their numbers on an ad hoc basis as required. The Board may also appoint non-Board members to Advisory Committees. The duties of Committees are to be included in the motion which establishes and appoints members to the committee.

All committees are "Advisory Committees", but are generally referred to as "Committees", and it is understood they are Advisory in nature and will bring information and recommendations to the Board for action.

1) Executive Committee

The Executive Committee is comprised of the following Officers: President, Vice-President, Treasurer and Secretary.

The Executive Committee will convene between Board meetings, as the President deems necessary. It may exercise the powers of the Board subject to those powers legally reserved for the Board, and any other restrictions, which the Board may impose from time to time.

The Executive Committee will provide administrative guidelines and support for the Executive Director, including advice and counsel with respect to staffing and personnel matters.

The Executive Committee will meet at least annually with the Executive Director for the purpose of reviewing formally his/her personal performance relative to previously agreed upon objectives and standards, and to set personal objectives for the ensuing year.

Actions of the Executive Committee shall be reported to the next meeting of the Board, and are subject to revision provided that no rights already granted may be affected or invalidated.