



Friends of Kootenay Lake

Stewardship Society

Board of Directors Handbook

November 2016



Formed in 2012, Friends of Kootenay Lake (FOKLSS) is an inclusive, stewardship organization dedicated to sustaining a healthy Kootenay Lake for future generations.

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WHO WE ARE

Formed in 2012, Friends of Kootenay Lake (FOKL) is an inclusive, stewardship organization dedicated to sustaining a healthy Kootenay Lake for future generations. The lake's authentic nature instills a sense of "place" for its residents. Salient values include sustaining ecosystem integrity, clean water, and natural fish and wildlife habitat, and promoting human well-being through sustainable livelihoods and preserving the lake's culture and spiritual essence.

Vision

Kootenay Lake is a productive ecosystem supporting abundant fish and wildlife, with land and water uses that support clean water and long-term sustainable communities. Residents and other stakeholders have a strong sense of place and engage actively in lake stewardship and governance.

Mission

Our mission is to improve the health and stewardship of Kootenay Lake through monitoring, habitat restoration, capacity building and the empowerment of local communities and stakeholders.

WHAT WE DO

Friends of Kootenay Lake provides a platform for broad array of stakeholders to collaboratively learn about the lake and its many values, identify potential threats to the lake's social and ecological values, conduct scientific inquiry into the issues, and propose solutions. We encourage a broader and deeper understanding the lake's ecosystems and strive to to build cooperative relationships among Kootenay Lake communities.

We provide a central location for lakeside communities to share information, collaborate, and learn about Kootenay Lake. FOKL holds workshops, monitors indicators of lake health, and assists community members in developing and implementing ideas to improve or protect the lake. Through our website, we provide an online gathering place for people concerned about the lake to learn more, connect with each other, and share knowledge.

FOKL also helps residents to participate in planning initiatives to improve lake management. An inter-governmental group called the Kootenay Lake Partnership (KLP) is presently developing a

Shoreline Guidance Document with the purpose of protecting shoreline resources. This document is being developed through rigorous scientific research, and incorporates both environmental and First Nations cultural values to form a baseline for improved decision-making. In the long term, FOKL will work with the KLP and lake-side communities to develop a lake management plan to harmonize regulation, coordinate enforcement, and improve protection of the lake.

ORGANIZATIONAL FACT SHEET

When was FOKLSS established?

June 2012

Official Date of Incorporation

December 22, 2015

How did FOKLSS come to be?

Community concern for the health of Kootenay Lake lead to the creation of Friends of Kootenay Lake. Wildsight and the West Kootenay EcoSociety, with the support of the Real Estate Foundation of BC and Columbia Basin Trust, were able to develop the framework and hire a coordinator in our first year. We are now working towards becoming an independent Society.

What is the main goal of the group?

We are dedicated to protecting the fish and wildlife habitat of Kootenay Lake while supporting economic, recreation and traditional uses. We are doing this by giving community members the tools they need to protect their own water resources.

What is our focus?

1. Lake education
2. Shoreline Restoration
3. Lake Monitoring – water quality/ raptor nest survey
4. Lake Planning – helps residents to participate in planning initiatives to improve lake management through the Kootenay Lake Partnership

How can people get involved?

- Join in on our water quality monitoring program,
- Help us inventory Wildlife trees on the lake

- Participate in shoreline restoration activities
- Help us at our booths at various festivals/markets
- Attend Kootenay Lake Summit
- Check out events at friendsofkootenaylake.ca
- Join in a Shoreline Clean-up in September

GOVERNANCE

Constitution

Part 1- The name of the society is:

The Friends of Kootenay Lake Stewardship Society, hereafter referred to as the “FOKLSS”.

Part 2- The purpose of FOKLSS is:

a) To improve the health and stewardship of Kootenay Lake through monitoring, habitat restoration, capacity building and the empowerment of local communities and stakeholders.

b) FOKLSS seeks to represent a cross-section of stakeholders with a collective vision for stewardship, defined as “the careful and responsible management of ecosystems.” FOKLSS assists in identifying threats and addressing issues including cumulative impacts. FOKLSS advocates for balanced and coordinated lake management: specifically, planning that will maintain and restore the ecosystem integrity of the lake. With its focus on public education and the collection, development and dissemination of information about the lake, FOKLSS aims to ensure the lake continues to contribute to the region’s economic, social and cultural richness.

c) FOKLSS provides a community vision to decision-makers for lake planning and development. It achieves excellence in stewardship through collaboration and evidence-based decision-making in its project development and management. FOKLSS works to develop community participation, passion and pride in lake stewardship and provides a voice for the lake’s stewardship community to regional and international management and governance bodies.

d) FOKLSS will work to ensure that all interested stakeholders:

di) Have access to baseline information regarding the environmental, social and cultural resources associated with Kootenay Lake

dii) Are informed about management policies, regulations and guidelines applicable to Kootenay Lake, and any associated issues; and

diii) Are aware of opportunities to participate in stewardship activities, education/training opportunities, and planning processes affecting Kootenay Lake.

div) Where there is FOKLSS interest in activities that can enhance the health of Kootenay Lake, FOKLSS may assist in establishing projects to undertake those activities.

Bylaws

Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:
2. "**directors**" means the directors of the society for the time being;
3. "**Society Act**" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
4. "**Registered address**" of a member means the member's address as recorded in the register of members.
5. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
6. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

1. The persons that are members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. A person may apply to the directors for membership in the society *in accordance with the membership policy* and on acceptance by the directors is a member. Upon application if a person is refused membership in the society by the directors, if she/he disagrees with the reasons for that refusal, she may appeal the decision, within 30 days of being informed, to the membership.
3. Every member must uphold the constitution and comply with these bylaws.
4. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
5. A person ceases to be a member of the society

6. by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
7. on his or her death or, in the case of a corporation, on dissolution,
8. on being expelled, or
9. on having been a member not in good standing for 12 consecutive months.

1. Expulsion of a member
2. .A member may be expelled by a special resolution of the members passed at a general meeting.
3. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
4. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
5. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

1. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide. The directors may decide that a general meeting is to be held at a specific time that may include attendance by electronic means, including telephone and online.
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1. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
-
1. The directors may, when they think fit, convene an extraordinary general meeting.
-
1. Notice of a general meeting
 2. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 3. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
-
1. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at

least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

1. Special business is
 2. all business at an extraordinary general meeting except the adoption of rules of order, and
 3. all business conducted at an annual general meeting, except the following:
 4. the adoption of rules of order;
 5. the consideration of the financial statements;
 6. the report of the directors;
 7. the report of the auditor, if any
 8. the election of directors;
 9. the appointment of the auditor, if required;
 10. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
-
1. Quorum at General Meeting
 2. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 3. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 4. A quorum is 3 members present or a greater number that the members may determine at a general meeting. For the purposes of determination of quorum, attendance includes those physically present and those present by electronic means.
-
1. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
-
1. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting. A director in electronic attendance may preside as chair of a general meeting.

1. If at a general meeting
2. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
3. the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

1. Business must not be conducted at an adjourned meeting

1. Resolution at a general meeting
2. A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
3. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

1. Voting
2. A member in good standing present at a meeting of members is entitled to one vote.
3. For the purposes of voting, 'present' includes in person and by electronic means.
4. Voting is by show of hands or the equivalent for those in electronic attendance.
5. Voting by proxy is not permitted.

1. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

1. Governance of Directors
2. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - i. all laws affecting the society,
 - ii. these bylaws, and
 - iii. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
1. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

1. Number of Directors
 2. The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
 3. The number of directors must be 5 or a greater number determined from time to time at a general meeting.
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1. There will be 1 permanent Directors seat given to the *Yaqaan Nukiy (Lower Kootenay Band)* to ensure First Nations representation on the Board of Directors
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1. Director Terms of Office
 2. Elected directors hold office for a term of three years, to a maximum of three consecutive terms.
 3. Separate elections must be held for each office to be filled.
 4. An election may be by acclamation, otherwise it must be by ballot.
 5. If a successor is not elected, the person previously elected or appointed continues to hold office.
 6. The first election shall allow for the staggering of terms of office, so that one-third of the first directors elected have a term of one year, one-third have a term of two years, and one-third have a full term.
-
1. Director Vacancy
 2. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 3. A director so appointed holds office only until the end of the three-year term of the vacant seat, but is eligible for re-election at the meeting.
 4. The partial term does not count towards the total term limit allowed for service.
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1. Effect of Resignation
 2. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
 3. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
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1. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
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1. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

1. Director Meetings
 2. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 3. The directors may meet and conduct business by electronic means as they see fit.
 4. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
 5. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
 6. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
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1. Delegation of Powers
 2. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 3. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
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1. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
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1. The members of a committee may meet and adjourn as they think proper.
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1. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
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1. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

2. a notice of meeting of directors is not required to be sent to that director, and
 3. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
1. Decisions at Director and Committee Meetings
 2. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
 3. In the case of a tie vote, the chair does not have a second or casting vote. A Motion resulting in a tie, defeats the Motion.
1. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
1. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
 2. A resolution by email, approved by 75% of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors. A print out of these emails will be filed with the associated meeting minutes.

Part 7 — Duties of Officers

1. Duties of President
 2. The president presides at all meetings of the society and of the directors.
 3. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
1. The vice president must carry out the duties of the president during the president's absence.
1. The secretary must do the following:
 2. oversee the communications of the society;
 3. issue notices of meetings of the society and directors;
 4. keep minutes of all meetings of the society and directors;
 5. have custody of all records and documents of the society except those required to be kept by the treasurer;
 6. have custody of the common seal of the society;
 7. maintain the register of members.
1. The treasurer must
 2. keep the financial records, including books of account, necessary to comply with the *Society Act*, and

3. render financial statements to the directors, members and others when required.
1. Secretary Treasurer
2. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
3. If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
1. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Borrowing

1. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
2. A debenture must not be issued without the authorization of a special resolution.
1. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 — Notices to Members

1. A notice may be given to a member, either personally, or electronically to an email address provided by the member, or by mail to the member at the member's registered address.
1. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted or sent by email. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and sent via a working internet connection or put in a Canadian post office receptacle.
1. Notice of a general meeting
2. Notice of a general meeting must be given to
1. every member shown on the register of members on the day notice is given No other person is entitled to receive a notice of a general meeting although efforts will be made to advertise the general meeting to the general public.

Part 10 — Bylaws

1. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
1. These bylaws must not be altered or added to except by special resolution.

BOARDS OF DIRECTORS – JOB DESCRIPTIONS

Board Member
Chair
Vice Chair
Secretary
Treasurer
Committee Chair

Board Member

1. Regularly attends board meetings and important related meetings.
 2. Makes serious commitment to participate actively in committee work.
 3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
 4. Stays informed about committee matters, prepares themselves well for meetings by reading important email document attachments, and reviews and comments on minutes and reports.
 5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
 6. Is a partner with the FOLKSS Staff Member in achieving the organization's mission.
 7. Is an active participant in the FOKLSS's annual evaluation, staff evaluation and planning efforts.
 8. Participates in fund raising for FOKLSS, through being grants and ideas forward for discussion and or Supporting with grant writing, letters of support and program sponsorship.
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Chair

1. Is a member of the Board.
 2. Provides leadership to the Board of Directors and mentors FOLKSS Staff Member.
 3. Chairs meetings of the Board after developing the agenda with the Staff member.
 4. Encourages Board's role in strategic planning.
 5. Works with other board members to appoint chairpersons of committees.
 6. Discusses issues confronting the organization with the Executive and staff member.
 7. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
 8. Reviews with the FOLKSS Staff member, any issues of concern to the Board.
 9. Evaluates annually the performance of the organization in achieving its mission.
 10. Performs other responsibilities assigned by the Board.
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Vice Chair

This position is typically successor to the Chair position:

1. Is a member of the Board.
2. Performs Chair responsibilities when the Chair cannot be available (please see Chair Job Description).
3. Reports to the Board's Chair.
4. Works closely with the Chair other Board Members and FOKLSS staff member.
5. Plays a leading role in fundraising activities, in regards to grant support, grant oversight, program sponsorship etc.
6. Participates closely with the Chair to develop and implement officer transition plans.
7. Encourages Board's role in strategic planning.

8. Serves as a member of committees and attends their meetings when invited.
 9. Performs other responsibilities as assigned by the Board.
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Secretary

1. Is a member of the Board
 2. Works with FOLKSS Staff Member to maintains records of the board and ensures effective management of organization's records.
 3. Works with FOKLSS Staff Member to manage minutes of board meetings.
 4. Works with FOLKSS Staff Member to assure minutes are distributed to members shortly after each meeting.
 5. Is sufficiently familiar with legal documents (articles, by-laws, CRA letters, etc.) to note applicability during meetings.
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Treasurer

1. Is a member of the Board.
 2. Works with FOLKSS Staff Member to review, maintain and keeps relevant with FOKLSS financial planning and financial reports.
 3. Works with FOLKSS Staff Member to administrates fiscal matters of the organization.
 4. Works with FOLKSS Staff Member to provide a quarterly and annual budget to the board for members' approval
 5. Works with FOLKSS Staff Member to ensures development and board review of financial policies and procedures.
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Committee Chair

1. Is a member of the Board
 2. Sets tone for the committee work.
 3. Ensures that members have the information needed to do their jobs.
 4. Oversees the logistics of committee's operations.
 5. Reports to the Board's Chair.
 6. Reports to the full Board on committee's decisions/recommendations.
 7. Works closely with the FOLKSS Staff Member.
 8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
 9. Initiates and leads the committee's annual evaluation.
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POLICIES

A-1 – Board Code of Conduct

A-2 – Board Code of Ethics

A-3 – Board Conflict of Duality of Interest

B-1 – Internal Communications Guidelines

B-2 – External Communications Guidelines

Board Code of Conduct

Policy Number: A-1

1. Statement of Agreement

Intent: To establish an agreement by each Director to do her / his best to fulfill the responsibilities associated with a position on the Board of Directors of the Friends of Kootenay Lake Stewardship Society (Society). This document is intended to clarify the authority and role of the Board and individual Directors, including the handling of actual or apparent conflicts of interest. This Code of Ethics endeavours to create greater unanimity and closer coordination between Directors and among Directors, management and employees. The Statement of Agreement incorporates the Code of Ethics and the Board Code of Conduct. Closely related documents are the Policy on Conflict of Interest and the Conflict of Interest Disclosure Form.

Procedure: At the first meeting after the Annual General Meeting, each Director will review and sign a copy of this Statement of Agreement, committing herself/himself to adhere to the Code of Ethics and Code of Conduct in her/his performance as a Director of the Society.

2. Code of Ethics

The Society Board of Directors adopts the following Code of Ethics to dissuade wrongdoing and to promote honest and ethical conduct.

To that end, we the Directors of the Society agree that:

- a) **Board Authority:** The Board's authority is limited to overseeing the affairs of the Society in a manner deemed beneficial to the Society as a whole. We employ a Program Manager to be responsible for the overall and day-to-day management of the Society's business under the direction of the Board. We are also responsible for carrying out other duties as provided by the By-laws of the Society.
- b) **Director's Authority:** Each Director's authority is equal only to the rights and authority of any individual member of the Society except when the Board is in formal meeting. No individual Director may take action on behalf of the Society alone unless explicitly delegated that authority by action of the Board.
- c) **Program Manager's Authority:** The authority of the Program Manager (PM), as outlined in the PM job description and employment contract, is to manage the affairs of the Society. The GM shall employ, supervise and terminate all employees, contractors, labourers and vendors and engage in all negotiations and discussions on behalf of the Society as necessary and/or directed by the Board.

- d) **Decision Making:** While Directors may disagree with a policy approved by or action taken by the majority of the Board, they shall support that policy or action. An individual Director shall have the right to present further evidence and argument to the Board for further consideration in a manner consistent with the Board's practices. The Board shall have the duty to reconsider its actions appropriately.
- e) **Confidentiality:** All Directors shall maintain confidentiality as required to protect the Society's interests and financial viability. Individual Directors shall not discuss disputed or confidential actions, policies, decisions or issues with the Society's membership, employees or the general public unless directed to by the Board. All issues related to personnel, real estate, pending litigation, details of the Society's financial status, market strategy, strategic planning, and future planning are considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board.
- f) **Personal Conduct:** Directors serve as representatives of the Society. They shall conduct themselves in a professional manner that fosters confidence and reflects positively on the Society, its members, and its staff. Directors respect the rights of others to communicate their ideas freely without interruption or intimidation.

3. Code of Conduct

The Board commits itself and its Directors to ethical and professional conduct. This includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

As a Board Director, I agree to:

- a) Devote the time and energy required to fulfill the responsibilities of the position.
- b) Be prompt, attentive, prepared for and actively participate in all meetings, training sessions, planning sessions and events.
- c) Consider the business of the Society and its membership to be confidential in nature.
- d) Contribute to and encourage open, respectful and thorough discussion.
- e) Be honest, helpful, diligent and respectful in dealing the Society, other Directors, staff and members.
- f) Conduct myself as a Board member rather than as an individual member while conducting Board business.
- g) Loyal represent the Society's interests. Should I experience a conflict or duality of interest with those of the Society's, including but not limited to, advocacy or interest groups, membership on any other Boards or staffs, or acting as an individual employee or consumer of the Society's services, I will adhere to the procedures outlined in the Conflict of Interest/Duality Policy.
- h) Not exercise individual authority over the organization except as explicitly set forth in Board policies:

- i. Board members' interaction with the staff will recognize the lack of authority in any individual director or group of Board members except as noted above.
- ii. Board members' interaction with the public, press, or other entities will recognize the same limitation of any Board member(s) to speak for the Board.
- iii. Board members will make no judgments of the staff performance, except as that performance is assessed against explicit Board policies by the official process.
- i) Refrain from becoming financially involved or associated with any organization whose interest are, or could be perceived to be, in conflict with the Society's.
- j) Refrain from asking for special privileges as a Director and from interfering with the staff's authority.
- k) Avoid any conflict of interest with respect to their fiduciary responsibility:
 - i. There will be no self-dealing or any conduct of private business or personal services between any director and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
 - ii. Board members will not use their positions to obtain for themselves, family members, or close associates, employment within the organization.
- l) Immediately disclose all potential and/or actual conflicts of interest.
- m) Be a team player and abide by the majority decision of the Board, presenting only agreed-upon views of the Board when speaking for the Society in public settings.
- n) Adhere to the policies set out in the Board Manual.
- o) Adhere to the Society's Bylaws, Mission Statement and Principles.
- p) Continually seek to learn more about the Society, its operations, and about Director responsibilities by pursuing formal and informal educational opportunities.

Board members are accountable for the interests of the membership. This accountability supersedes the personal interest of any director acting as an individual consumer of the Society's services.

As a Director of the Friends of Kootenay Lake Stewardship Society (Society), I agree to abide by the terms set out in the Board Policy Manual including but not limited to:

- a) The Board's Role
- b) Director Job Description
- c) Director Code of Conduct
- d) Communication Protocol for Directors
- e) The Constitution and By-laws of the Society

I understand that I am legally and fiscally responsible, along with the other Board Members, for this organization. I understand the fiduciary responsibilities of a Board Director.

I agree to review my personal performance on an ongoing basis and at times specified for Board evaluation, as outlined in the Board Planning Calendar. If I decide that I am not meeting my obligations as a Director and unable to do so, I will resign from my position on the Board. If a majority of Directors decides that I am not meeting my obligations as a Director, this matter will be brought to my attention and I will endeavour to remedy the situation. If I am still unable to meet my obligations, I will resign.

Director

Date

Board Code of Ethics

Policy Number: A-2

Policy Statement:

Individual members of the Board of Directors of the Friends of Kootenay Lake Stewardship Society (Society) will conduct themselves in accordance with the Governance Code of Ethics as presented here.

Governance Code of Ethics:

Board members will:

- 1) demonstrate respect for each other, staff, members ,clients, and stakeholders;
- 2) act with integrity during meetings and in any activity and communication outside those meetings;
- 3) expect of themselves and their colleagues ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as representatives of the Society;
- 4) avoid any conflict of interest with respect to their trusteeship responsibility;
- 5) preclude self-dealing or any conduct of private business or personal services between any member representative and the Society except as procedurally controlled to assure openness, competitive opportunity and equal access to information (See Conflict of Interest Policy A.2.e);
- 6) not attempt to exercise individual authority over the Society, except as explicitly set forth in Society policy;
- 7) observe proper lines of communication in their interaction with the staff of the Society; directives must be processed through the Board of Directors;
- 8) act in accordance with the principles and policies of the Society when interacting with the public, press or other entities;
- 9) seek collaborative rather than forced solutions; and
- 10) not discriminate against individuals on the basis of race, gender, sexual orientation, ethnicity, age, income, and financial capability.

Responsibility: Board of Directors

Reference:

Approved by: Board of Directors

Date: October 17, 2016

Reviewed/Revised by:

Date:

Board Conflict/Duality of Interest

Policy Number: A-3

The Friends of Kootenay Lake Stewardship Society (Society) seeks to recognize and eliminate conflicts of interest wherever possible, and to prevent any duality of interest from interfering with or appearing to interfere with the Society's best interests.

A conflict of interest is defined as any situation in which a Board Member is in a position to exploit their official capacity in some way for their personal benefit. A duality of interest is defined as an interest in any other organization or person that in turn impairs or could appear to impair the Board Member's ability to act in the Society's best interest or represent the Society fairly, impartially and without bias.

Application Guidelines:

- 1) Board members must conduct themselves in a manner that will avoid a conflict of interest or the appearance of a conflict of interest, by clearly removing themselves from any discussion or decision-making when a conflict or duality of interest exists.
- 2) Any possible conflict or duality of interest must be disclosed to the entire Board, as soon as the conflict or duality becomes known. The disclosure must include:
 - a) A statement that a conflict or duality of interest exists, or may exist;
 - b) The general nature and extent of the known or potential conflict or duality of interest;
 - c) The nature and extent of the benefit that may be received, either directly or indirectly, or that might be perceived by others to accrue to another person or organization.
- 3) Every declaration of a known or potential duality or conflict of interest shall be recorded in the minutes of the board meeting at which the declaration is made or reported.
- 4) After declaring a known or potential conflict or duality of interest, a Board Member must refrain from any discussion or voting relative to the possible conflict, and must leave the meeting during any such discussion or voting. The minutes of the meeting shall record the Board Member's departure and his or her return to the meeting after the issue giving rise to the conflict has been dealt with.
- 5) When a Board Member has declared a conflict or duality of interest, that Board Member shall not be counted as eligible to vote on the issue giving rise to the conflict. However, he or she shall still be counted in the meeting quorum.
- 6) Other Board Members must not discuss the subject with the Board Member who disclosed a conflict or duality of interest whether at the Board meeting or outside the Board meeting.
- 7) If a Board Member is in doubt about whether a conflict or duality of interest exists, he or she can request the advice of the Board of Directors or a person the Board designates.

- 8) Unless otherwise directed, a Board Member who has an ongoing conflict or duality of interest must take immediate steps to resolve it.

Approved by: Board of Directors

Date: October 17, 2016

Reviewed/Revised by:

Date:

Internal Communications Guidelines

Policy Number: B-1

Policy Statement:

Directors, staff, and contractors, when conducting agency business, will adhere to the following standards of communication:

- 1) Respect the audience, whether it be colleagues or others
- 2) Use clear vocabulary, avoiding acronyms and jargon
- 3) Endeavour to speak from one's knowledge and experience;
- 4) Express one's own point of view and encourage and make it comfortable for others to do so;
- 5) Use collaborative language, language that is not disparaging of others;
- 6) Communicate the decisions of the team in a manner fully consistent with the wording of the minutes
- 7) Do not discuss the confidential proceedings of meetings outside the meeting room (Confidential matters include differences of opinion, personnel matters, or any item which has been requested to be held in confidence.)

Application Guidelines:

- 1) For difficult situations:
 - a) Staff and directors should feel safe to express differences of opinion free from interruption and without intimidation.
 - b) Differences should be supported by facts where possible and/or clearly expressed as opinions.
 - c) Individuals should practice discretion when expressing differences, where discretion includes confidentiality, maintaining a level tone and volume, and focusing on statements that put forward one's own ideas and focuses on one's own ideas, feelings and beliefs rather than thoughts and characteristics that one attributes to others ("I statements").
 - d) Ensure clear agreement (perhaps supported by documentation) when a mutually agreeable result is determined (even if it is to agree to disagree).
 - e) For electronic communication (e.g. email):
- 2) Email communication may be used for:
 - i. feedback regarding draft documents for which comments are specifically requested (more sensitive discussions should be saved for live meetings);

- ii. distribution of materials to be discussed at meetings: agendas, minutes, proposals, reports, and the like;
 - iii. development of documents such as policy and proposals in order to provide opportunities for feedback;
 - iv. decision-making on time-sensitive issues.
- 3) Send e-mails only to those individuals who have a direct role and interest in receiving the information and responding to it.
 - 4) Respect the privacy of other recipients of messages. Do not forward documents with the names and addresses of other original recipients. Delete that part of the message before you send it. Include "Confidential" in the subject line when appropriate.
 - 5) Use a single work-related address for Division correspondence.
 - 6) Note that email never "goes away"; it is always retrievable by, and therefore accessible to, someone with sufficient technical know-how.
 - 7) Consider private face-to-face or telephone communication for dealing with emotionally-laden issues or strong opinions.

Responsibility: Board of Directors

Reference:

Approved by: Board of Directors

Date: October 17, 2016

Reviewed/Revised by:

Date:

External Communications Guidelines

Policy Number: B-2

Policy Statement:

Directors, staff, and contractors, when conducting agency business, will adhere to the following standards of communication:

- 1) Respect the audience, whether it be colleagues or members of the public
- 2) Use clear vocabulary, avoiding acronyms and jargon
- 3) Express one's own point of view and encourage and make it comfortable for others to do so;
- 4) Use language that is not disparaging of others;
- 5) Support the decisions made by teams (e.g. Board, Committee) even if they do not fully reflect one's personal position or opinion;
- 6) Do not discuss the confidential proceedings of meetings outside the meeting room (Confidential matters include differences of opinion, personnel matters, or any item which has been requested to be held in confidence.)
- 7) Act as spokesperson for the organization only when authorized to do so;

Application Guidelines:

- 1) The default spokespersons are the Executive Director and Board Chair, and they speak for the organization under the guidance of the Board of Directors
- 2) Messages will be based on approved organization documents, including communications briefs, mission statement, strategic plan, board-approved actions and positions.
- 3) If a representative of the media contacts a Director, the Director should:
 - a) Don't respond immediately, even if you are the designated spokesperson.
 - b) Verify the credentials and affiliation of the person
 - c) Commit to getting back to the person in a reasonable amount of time
 - d) Determine who is the designated spokesperson for the topic. If in doubt, connect with the Executive Director or Board Chair and pass on the relevant information.
- 4) If you are the designated spokesperson,
 - a) Ask if you can get the questions in advance or at least the topic of discussion, so you can prepare your response; **do not agree to begin immediately.**
 - b) Ask how long the interview will be and how much of your response will be used.
 - c) Ask if they will be talking to anyone else about the topic.

- d) Practise beforehand, particularly for contentious topics.
 - e) Request to hear the final edit before your response goes to press or on air.
 - f) Prepare your response. Write down main points and practice saying them simply and positively. Include examples if possible.
 - g) Avoid jargon and acronyms.
 - h) Feel free to repeat key points.
 - i) Avoid “no comment” as a response.
 - j) Never comment “off the record”.
 - k) Feel free to end the interview if you are not happy with the direction it is taking.
 - l) Thank the reporter for her/his time and interest in your story and the organization.
- 5) When in doubt about the message or your role in communication, consult with the Executive Director or Board Chair.

Approved by: Board of Directors

Date: October 17, 2016

Reviewed/Revised by:

Date:

APPENDIX: POTENTIAL UPCOMING HANDBOOK ADDITIONS

1. Sample elevator speech
2. Copies of organization's brochures and newsletters
3. Description of programs and services
4. Bios of board members and executive director
5. List of committees with charges
6. Executive Director's job description