

# CANADIAN PARENTS FOR FRENCH – CPF

## SECTION B: GOVERNANCE

Policy No.: GOV 1
Policy Title: <b>BYLAW AND POLICY DEVELOPMENT AND MANAGEMENT</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

The Canadian Parent for French Bylaw and policies provide the guiding principles that direct the CPF Network. The National Board of Directors develop and manage the Bylaw and policies that uphold the mission and vision of Canadian Parents for French.

### 2. Objective

To provide direction and a standard of practice in creating and managing the CPF National Bylaw and policies.

### 3. Policy

#### BYLAW

- The CPF Bylaw No. 1 states that a National Bylaws Committee will be formed following each Annual General Meeting and is responsible for the creation and review of all Bylaws (National and Branch) of the corporation.
- The CPF National Bylaw of the corporation will be reviewed every five years with input invited from across the CPF Network.
- Terms of Reference provides the annual mandate including, member composition, the CPF Network consultation and input process and timelines for the CPF National Bylaws Committee. The Terms of Reference are reviewed and updated after each Annual General Meeting by the National Board of Directors.
- Once approved by the National Board, the CPF National Bylaw amendments will be presented at the next Annual General or Special Meeting for approval by the Voting Delegates by special resolution.
- Once approved by the Voting Delegates, the CPF National Bylaw will be posted on CPF National's website.
- The National Bylaw Committee will establish a process to ensure that Branch Bylaws remain in

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compliance with National Bylaws' approved additions or changes. Any amendment to a Branch Bylaw should be shared with the National Board of Directors (as per CPF National Bylaw No.1) prior to approval by the membership. A copy of each approved Branch Bylaw should be filed at the CPF National office.

### POLICIES

- The National Bylaw Committee is also responsible for the creation and review of CPF National Policies. National policies must be consistent with the National Bylaw.
- National Policies will be reviewed every two years on a rotational basis with input invited from across the CPF Network to ensure that they are current and relevant as per the CPF inclusive policy making procedure.
- The National Bylaw Committee will establish a process to ensure that Branch Policies remain consistent with National Policies' approved additions or changes. Any amendment to Branch Policies should be shared with the National Bylaw Committee prior to approval. A copy of approved Branch Policies should be filed at the CPF National office.

### INCLUSIVE POLICY MAKING

- Canadian Parents for French established an inclusive policy development process in 2007 to enhance the effective and inclusive governance of the Network. The formal consultation process outlined in a procedure provides ample time for communication and Network input, prior to change and implementation.

#### **4. Special Directives**

- The National Executive Director is responsible to ensure the CPF National Board, staff and Branches are guided, directed and adhere to the CPF Bylaw and policies.
- The CPF Governance Policies have been divided into 5 categories based on their areas of focus:
  - Section A: END – Ends, Mandate
  - Section B: GOV – Governance
  - Section C: BSR – Board Staff Relationship
  - Section D: EXL – Executive Limitations
  - Section E: PSL – Programs, Service Limitations
- The template developed for each CPF Policy includes 5 parts:
  - Overall Guiding Principle – overarching idea, context for policy
  - Objective – aim, goal, purpose for the policy
  - Policy – set of agreed ideas to guide behaviour or a plan of what to do in a particular situation
  - Special Directives – specific, suggested, official instruction for actions
  - Definitions – statements that explain the meaning of a word or phrase

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- The CPF inclusive policy development process:
  - Scheduled National bylaw and policy reviews and updates are completed by the National Board Bylaws Committee;
  - Amendments receive approval in principle by the National Board;
  - Amendments are then posted and circulated for 60-days for CPF Network review;
  - Input is reviewed and if accepted incorporated by the Committee into the policy and circulated for National Board final approval;
  - Approved policies are communicated to CPF Network Leaders with a date for implementation;
  - Approved policies are posted on the CPF National website.
- Refer to the National Bylaw Committee’s Terms of Reference for details on process.

### 5. Definitions

**On a rotational basis:** Relating to a system in which the job is regularly changed.

**Consistent:** Always happening or behaving in a similar, positive, way.

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SECTION B – GOVERNANCE Policy No.: GOV 02 Policy Title: <b>Board and Network Guiding Principles</b>
Date Issued: December 2018 Date of Authorization: January 2019 Date Last Reviewed/Modified: January 2019 Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

The Canadian Parents for French Board structure and board membership will be designed to enhance and facilitate CPF’s ability to be a high-performing corporation and carry out the vision and mission as articulated by the Network.

### 2. Objective

To ensure awareness of the adoption of core values and guiding beliefs that assist the Board and Network in their decision making of behalf of the CPF Network.

### 3. Policy

- The CPF National Board ensures the establishment of a governance structure that reflects and advances agreed upon core values.
- The CPF National Board will function in a leadership role with a clear plan for continuity in culture and values. It strives to create a culture of learning, working for continuous improvement and maximum impact for members and stakeholders.
- The CPF Network has also established core values for its Network structure to support collaboration:
  - to optimize its impact on French learning opportunities for youth across Canada.
  - to adapt, grow and enhance the access to and value of its services to youth, members and stakeholders across the country.
  - to demonstrating a cohesive approach, strong leadership, increasing its presence and visibility as a strong organization across the country.

### 4. Special Directives

- The CPF National Board has established these core values for its governance structure:
  - Inclusivity and respect in all our interactions.

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- Open communication and collaboration among all stakeholders.
- Objective and evidence-based positions.
- Innovative and aspirational mission and goals.

### 5. Definitions

**High Performing Corporation:** Organization operating at an above average standard.

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SECTION B – GOVERNANCE
Policy No.: GOV 03
Policy Title: <b>Duties, Roles and Responsibilities of Officers and Directors of the Board</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

The Canadian Parents for French Board governance roles are designed to enhance and facilitate each elected individual’s ability to oversee and support the high performance of the corporation.

### 2. Objective

To ensure all elected CPF National Officers and Directors understand their duties, roles and responsibilities as Directors and Officers of the National Board.

### 3. Policy

#### NATIONAL BOARD AS A WHOLE

- The CPF National Board is the legal authority for Canadian Parents for French. It acts in a position of trust and is responsible for the effective governance of the corporation. This governance board provides strategic directions and identifies key priorities and delegates decision-making authority over the day-to-day operations to the National Executive Director.
- The CPF National Board’s primary focus will be on policy determination, interpretation and operational oversight.
- The CPF National Board will be organized for maximum effectiveness, its members appropriately competent and diverse, with rotating terms of office, and with a clear plan for continuity in leadership, culture, and values.
- The CPF National Board’s duty is to the corporation as a whole: to directors, members and staff; to clients, funders and creditors; and to the government and the public. The CPF National Board is committed to demonstrating commitment to its employees and supporting its volunteers.

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- The National Board has a responsibility to monitor its performance in meeting the primary responsibilities of the organization and to cultivate a sense of group responsibility. It will enforce upon itself whatever discipline, as needed, to govern with excellence. Discipline will apply to matters such as attendance, respect of roles, speaking with one voice, and ensuring the continuity of governance capability and succession.

### NATIONAL BOARD DIRECTORS AND OFFICERS

- The principal roles and responsibilities of the National Board Directors and Officers are outlined in the CPF National Bylaw No.1 which aligns with the Canada Not-for-Profit Corporations Act (NFP Act).
- CPF National Board Directors and Officers are charged with:
  - maintaining the integrity and continuity of CPF’s mandate at all levels;
  - upholding the mission of CPF in determining and demanding appropriate organizational performance;
  - monitoring performance at all levels of CPF to ensure compliance with governing policy; and,
  - serving as a link between CPF and its members, volunteers, and the public it serves.
- Directors and Officers sit on the Board in a personal capacity and are responsible for the oversight of the corporation by upholding the mission, vision, values, and ends policy statements.
- The duties of Directors and Officers of the Board are outlined in the CPF Board Orientation Manual and in the definitions below including: Fiduciary Duty, Duty of Knowledge, of Care, of Skill and Prudence, of Diligence, to Manage, to avoid Conflicts of Interest, to act within Scope of Authority.
- The liabilities and protections of the Directors of the Board are outlined in the CPF Board Orientation Manual and in the definitions below including: Criminal, Civil and Statutory Liabilities and Protections such as indemnification, insurance, independent advice, disclosure of competing interests, and ratification.
- Directors’ interaction with the National Executive Director must recognize the lack of authority vested in individuals except when explicitly authorized by the National Board.
- Directors of the National Board commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum by Directors. Directors of the National Board will adhere to the Conflict of Interest policy.
- Publicly, Directors are required to faithfully communicate to the community with the principle of the National Board speaking with one voice.

#### 4. Specific Directives

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- New Board Directors and Officers will receive an orientation to the Board’s governance process and periodic Board discussion of process improvement to support capability and continuity of governance.
- A governance succession plan for Officer positions must be established in accordance with CPF Bylaw No.1.

### 5. Definitions

**Maintaining integrity:** means primarily ensuring the brand and reputation of CPF. The purpose of this authority is to provide CPF National with the ability to address any issue that could reasonably affect CPF as a whole. This ensures compliance with legislation or the requirements of a regulatory agency, where actions or inactions could result in legal liability for CPF.

**Maintaining Continuity:** means speaking to the viability and continued operations of a given Branch. Having incorporated and been granted the exclusive use of the name Canadian Parents for French, every Branch entity has contractually agreed to a common understanding of CPF’s goals, objectives, governing documents that affect CPF as a whole.

**Serving in personal capacity:** Making particular decisions based on person’s experience and knowledge and perspective.

**Speaking with one voice:** When a group of people express an opinion or decide something with one voice, they all agree. No individual will speak against the opinion or decision publicly.

**Bylaw No.1 :** The legal document that regulates the decisions and actions of the corporation.

#### Duties of Directors

**Duty of Knowledge:** A director must understand the general contents of the documents that outline the fundamental purpose of the corporation. This includes an awareness of the objects contained in the Bylaw and letters patent, as the primary documents that outline in essence the rules for internal governance. The director must also understand how the corporation actually puts its purpose into action.

**Duty of Care:** A director has a duty to act in accordance with a minimum standard of care and may incur personal liability where the conduct falls short of this criterion. The current Not For Profit Act does not attempt to define this standard. The Courts have, however, suggested that the standard that must be met is ‘conduct that may reasonably be expected from a person of such knowledge and experience as the identified director’. This means that not every director on the same board will be held to the same standard. A director will not be liable for simple errors of business judgment.

**Duty of Skill and Prudence:** The level of skill required of a director will depend on that director’s responsibilities within the corporation. A director must act with practicality and caution. The



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director need not necessarily meet the standard of an expert, unless of course, that director happens to be one.

**Duty of Diligence:** A director must act in the best interest of the corporation and must be as fully informed as reasonably as is possible with respect to all aspects of it. A director is expected to weigh all relevant information and arrive at a logical decision on the basis of that information.

**Duty to Manage:** The board of directors has the duty to manage the affairs of the corporation and to apply the by-laws of the corporation. While some of these responsibilities may be delegated to the Chief Staff Officer, the director must maintain a supervisory or oversight role.

**Fiduciary Duty:** A director is required to act honestly and in good faith. This means that the director must be loyal to the corporation and act in the best interest of the organization. This further means that the person must avoid conflicts of interest and must also subordinate every personal interest to those of the corporation.

**Duty to Avoid Conflicts of Interest:** A conflict of interest arises whenever a director has a financial interest in the same subject matter as the corporation. Statutory provisions generally provide that liability for conflicts of interest may be avoided where a person declares the director's interest in a particular transaction and the potential conflict. The director must then not participate in or influence decision-making for that issue.

**Duty to Act Within Scope of Authority:** Directors must know both the scope of their own authority and the permitted activities of the corporation. A combination of the objects, the by-laws and the resolutions of the board of directors outline the permitted activities of the corporation and the scope authority of an individual director.

### Liabilities of Directors

**Criminal Liability:** Arises out of breaking a law or committing a criminal act. The most common examples of criminal responsibility from a director's perspective would be conspiracy and fraud, as a director may be liable where the corporation commits fraud where it was authorized and allowed by that director as part of the board of directors. Liability insurance does not cover criminal liability.

**Civil Liability:** Legal obligations arising from private wrongs or a breach of contract. An offence may lead to personal liability where the director has had some personal participation in the offence. Even in more ordinary business a director should ensure that it is clear that it is the corporation and not the individual director that is entering into a contract or transaction. Liability insurance covers only civil liabilities.

**Statutory Liabilities:** While a detailed review of every potential area of liability is well beyond the scope of these notes, directors should be aware of the liability that exists under various statutes. Such potential liabilities are imposed with responsibilities under the incorporating statutes themselves and ranging from such areas as employee and workplace liability to income tax liability and environmental liability.

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### Protection of Directors

**Indemnification:** Indemnification means that the corporation will compensate the director for any loss incurred for the liabilities arising from the performance of the director’s duties. Value of indemnification is, of course, dependent upon the financial stability of the corporation.

**Insurance:** It is becoming common for corporations to have some form of directors’ and officers’ liability insurance. It is important to review these policies from time to time in order to assess what is actually being protected. Not all types of liability will be covered. CPF National holds a policy for director’s liability insurance that may be consulted upon request.

**Independent Advice:** It is not necessary in the day-to-day workings of the corporation. Directors may be required to seek independent advice from properly qualified individuals, in order to act in the best interest of the corporation. Advice must be sought when, in the opinion of the director, or Board, the issue at hand is complex and is deserving of an expert opinion.

**Disclosure of Competing Interests:** The clearest way to avoid personal liability is for a director to disclose to the board at the earliest time possible, all situations in which a conflict of interest may arise.

**Ratification:** Ratification may not be necessary depending on the nature of the director’s actions and protection from personal liability might not always require ratification. In some circumstances, directors can be protected from personal liability where members of the corporation ratify their actions.

**Due Diligence:** Measure of prudence and responsibility in evaluating associated risks that is expected from, and ordinarily exercised by, a reasonable and prudent person under the circumstances. Different situations and different organizations will call for different levels of diligence. Acting in a cautious forward-looking manner may reduce the risk of liability.

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Policy No.: GOV 04
Policy Title: <b>Meetings of the Board</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

**1. Overall Guiding Principle**

The Canadian Parents for French National Board will set parameters for meetings that allow for productive and efficient dialogue, in a style emphasizing outward perspective, encouragement of diversity of viewpoints, strategic future focused leadership, proactive collective decisions, and with a clear emphasis on generative governance.

**2. Objective**

To ensure that Board meetings are for the purpose of achieving results identified within the strategic plan and fulfilling the mandate of the corporation.

**3. Policy**

- Meetings will be conducted according to Robert’s Rules of Order.
- Meetings may be conducted face to face, by telephone or electronically and will start and end on time. The Chair shall ensure that established time frames will be honoured.
- Attendance is mandatory. Directors are expected to be present and prepared, and to participate productively in discussion.
- Meetings of the Board shall be at the call of the President, and shall be scheduled in advance to ensure maximum attendance, except in emergency situations in which case discretion and common sense shall prevail.
- CPF National Board meetings are closed with the exception of pre-arranged invited delegations or guest presentations.
- An agenda and support materials shall be prepared and distributed in advance of each meeting. Announcement of an in-camera session shall be on the published agenda. Any Director may request an in-camera session.
- The agenda shall follow a format that supports generative governance discussion and may contain reports according to the four pillars of the strategic plan allowing monitoring of progress and oversight, as well as financial reports and policy reviews, etc.

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- Minutes will be recorded; including decisions and action items, assigned responsibility areas, motions carried and time frames.
- Decisions at board meetings are made primarily by consensus.
- Items requiring a vote are made with a motion, a seconder, allowing for discussion and are passed with a simple majority. Voting shall be conducted only during a meeting in which a quorum of the Board participates. Results of a vote are to be duly recorded as part of the permanent record. The Chair has no vote unless it is needed for a tie.
- The minutes of meetings of the Board are published within an agreed upon time after the meeting and ratified at the following Board meeting. In the interim, the intent of motions approved by the Board may be acted upon.
- CPF Board meeting minutes are made accessible to the public following their approval.
- A Board Meeting Effectiveness Check is conducted after every Board meeting and the results reviewed in order that they may be discussed and acted upon as necessary.

### 4. Specific Directives

- Non-attendance at two consecutive meetings may result in providing grounds for consideration of removal of Directorship, except where prior notice of a force majeure has been given to the President.
- Directors have one week to provide agenda items and comments to the President after receiving the draft agenda. The final agenda will be distributed at least two weeks prior to the scheduled date of the meeting.
- The minutes will be finalized and distributed two weeks after the meeting.

### 5. Definitions

**Generative Governance:** Leads Board thinking to focus on the bigger picture, a reconsideration of how the current state may best be understood, framing issues differently, to consider other aspects, to take into consideration broader influences prior to making decisions.

**Force Majeure:** Unforeseeable circumstances that prevents someone from fulfilling a commitment or contract.

**Board Meeting Effectiveness Check:** An evaluation tool circulated to meeting participants to self-assess their participation and provide feedback for meeting continuous improvement.

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SECTION B - GOVERNANCE
Policy No.: GOV 05
Policy Title: <b>Directors and Officers, Nomination and Election Process</b>
Date Issued: May 2018
Date of Authorization: June 2018
Date Last Reviewed/Modified: August 7 <sup>th</sup> 2018
Next Scheduled Review: Fall 2018 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French believes it is important to select Directors of the National Board by using an open, transparent and respectful process.

### 2. Objective

To establish the mandate of the Nominating Committee responsible for the Nomination and Election Process of Directors and Officers of the National Board on behalf of the Network.

To provide the steps in the process for the Nomination and Election of Officers and Directors of the CPF National Board.

### 3. Policy

#### GENERAL

- In accordance with CPF National Bylaw No.1, the CPF National Board shall annually establish a Nominating Committee, a standing committee of the National Board, who shall solicit nominations to serve on the Board from the members of the organization and the community at large and follow nominating guidelines and voting processes as set out in this policy.
- The composition of the National Board aims to be inclusive and which will appropriately represent the interests of members of Canadian Parents for French, by providing the necessary breadth and depth of knowledge and experience required to meet the Board's responsibilities and objectives. The CPF Board will ensure the Nominating Committee respects the composition and qualifications of the CPF National Board Directors as set out in the Bylaws.
- Directors of the CPF National Board shall be elected through a transparent process by the Voting Delegates as outlined in the Nominating Procedures.
- The total number of candidates recommended by the Nominating Committee should exceed the number of vacancies for Director positions on the Board.

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- Voting Delegates will receive sufficient information on nominees to make a reasonable decision on qualifications and suitability for election to the Board.
- CPF does not support active campaigning either during the election process, at, or prior to the AGM. If this is found to occur, it may result in the disqualification of the candidate.
- The election process will allow sufficient time to vote. The election must be ratified at the AGM by ordinary resolution of all the Voting Delegates present at the AGM.
- The results of the election will be communicated to the voting delegates by the Chair of the Nominating Committee.
- The nomination and election process for Directors and Officers of the National Board will adhere to the CPF Personal Information and Privacy Policy.
- An exit interview for retiring Directors will be conducted by the Chair of the Nominating Committee, or designate, to provide information that will permit the National Board to improve its function. The retiring Director's responses will be held in confidence. The process will adhere to the CPF Personal Information and Privacy Policy.

### ELECTION FOR PRESIDENT AND VICE PRESIDENT

- The CPF National President and Vice-President shall be elected from the elected Directors through a transparent process by Voting Delegates present at the AGM as outlined in the nominating procedures.

#### **4. Specific Directives**

- The CPF Bylaw No.1 sets out that:
  - The CPF National Board shall be composed of no fewer than five (5) and no more than seven (7) Directors.
  - A maximum of two (2) individuals may sit on the CPF National Board from any Branch jurisdiction at one time.
  - A National Board Director is required to be a member in good standing of Canadian Parents for French.
  - A CPF National Board Director may not serve on a Branch or Chapter Board at the same time.
  - An individual who has an employment relationship with Canadian Parents for French at any level may not stand for election to the National Board until twelve (12) months following the employment termination date.
- The National Board shall define the duties and powers of any committee (Terms of Reference) of the National Board that it establishes and may prescribe the procedures, rules and policies to be followed.

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- The Terms of Reference for the Nominating Committee is reviewed annually by the National Board at the first Board Meeting following the AGM.
- The Nominating Procedures, which outline criteria for nominating and the nominations process, are reviewed annually by the Committee and suggested changes are addressed with the National Board before the procedure can change. Criteria may include:
  - Individuals may self-nominate or be nominated by another Canadian Parents for French member.
  - A nominator must obtain the permission of the potential nominee before putting the name forward; a letter of confirmation/consent must be included in the nominations package.
  - All nominees, including current CPF National Board Directors whose term is ending and who wish to be considered for re-election, shall provide a complete nominations package to the Nominating Committee by the nominations deadline.

### 5. Definitions

**Active Campaigning:** When nominees or their supporters work in an organized and active way to promote their candidacy during the election process through contact with Voting Delegates.

**Branch Jurisdiction:** Means a provincial or territorial body that is a part of the corporation. There shall be at least two (2) Chapters and twenty-five (25) members in the province or territory before a Branch may be recognized. Jurisdiction refers to all Chapters which are associated with the Branch.

**Directors:** Members of the CPF National Board.

**Member in Good Standing:** A member who has paid in full his membership dues for the relevant year.

**Ordinary Resolution:** Means a resolution passed by a majority not less than 50% plus 1 of the votes cast for that resolution.

**Voting Delegates:** Members of the National Board of Directors and Branch Presidents, or their designate, who make up the voting members at the National Annual General Meetings and Special General Meetings. Branch Voting Delegates, after consultation with their Branch Board, vote as the representative on behalf of their Branch.

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Policy No.: GOV 06
Policy Title: <b>Standing and Ad Hoc Committees of the Board</b>
Date Issued: May 2018
Date of Authorization: June 2018
Date Last Reviewed/Modified: August 7 <sup>th</sup> 2018
Next Scheduled Review: Fall 2018 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French National Board Standing and Ad Hoc Committees are established to assist the National Board, by advising on priority issues, preparing policy alternatives and bringing forth implications for National Board deliberation.

### 2. Objective

To outline the duties, purpose and limitations of the CPF National Board Committees.

### 3. Policy

- The CPF National Bylaw No.1 requires the establishment of two Standing Committees, Nominating and Bylaws, and allows for the establishment of additional Ad Hoc Committees as approved by the National Board.
- National Board Committees are chaired by a Director of the Board. National Board Committee chairs are appointed at the first meeting of the Board after the Annual General Meeting.
- The Bylaws Committee shall conduct the annual review of the Bylaws and Policy documents in accordance with the Committee's Terms of Reference. The Bylaws Committee Chair shall report at each National Annual General Meeting that the Bylaws have been reviewed and present recommendations for changes, if any.
- The Nominating Committee shall solicit candidates to serve on the Board by following the nominating guidelines and processes as adopted by the National Board and as outlined in the Committee's Terms of Reference. The Nominating Committee Chair shall report at each National Annual General Meeting that the nominating process has been completed and allow for the election process to take place.
- The National Board may establish ad hoc committees, including setting their Terms of Reference. Typical ad hoc committees might include strategic planning, public policy, membership development, and fundraising committees. Ad Hoc Committees automatically terminate after a year unless given a definite mandate by the Board.



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- National Board Committees are focused on governance and report to the National Board. Staff involvement is coordinated through the Executive Director.
- National Board committee member composition should be based on expertise, continuity, and staggered terms of service to enable participation of new committee members for succession and education purposes.
- A National Board committee may not speak or act for the National Board except when formally given such authority for specific and time-limited purposes by the Board. Such authority will be clearly communicated in order not to conflict with authority delegated to the National Executive Director.
- The National Executive Director and National President are ex-officio members of all National Board Committees and will be identified as such. The National President has a vote only on National Committees that he/she is a full member. The National Executive Director is not entitled to vote on National Board Committee decisions.
- Meeting attendance is mandatory. Committee members are expected to be present and prepared, and to participate productively in discussion. Non-attendance at two consecutive meetings may result in providing grounds for consideration of removal of the committee member.
- The Board of Directors may, by ordinary resolution, appoint or remove any committee member.
- This policy does not apply to committees formed under the authority of the National Executive Director. Directors who serve on operational committees and working groups established by the National Executive Director do so as volunteers and not as Directors.

### 4. Specific Directives

- A Terms of Reference for each National Board Committee, Standing and Ad Hoc, shall clearly outline the mandate, membership and responsibilities of members of the committee. Committee meetings and activities are scheduled over the calendar year.
- The Terms of Reference for each Committee will be reviewed and updated annually by the National Board after the Annual General Meeting.
- The National office will circulate a Call for Interest to serve on National Board Committees and communicate with members of committees whose mandate has ended. Although a composition for Board committees is pre-prescribed e.g. a branch president, and branch executive director, a national director, etc., changes to the composition can be made if recruitment efforts do not pan out or a certain expertise is needed.

### 5. Definitions

**Standing Committee:** A permanent committee that meets regularly.

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**Ad Hoc Committee:** A committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective.

**Terms of Reference:** Document that defines the duties and powers of any committee of the National Board that it establishes and may prescribe the procedures, rules, policies, and including the deadline for completion of its mandate to be followed.

**Ex-officio:** By virtue of one's position or status.

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Policy No.: GOV 07
Policy Title: <b>Responsibilities and Obligations of Entities of the CPF Network</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French is one incorporated organization, comprised of multiple entities that serves youth, members and stakeholders across Canada through active engagement in a united movement. CPF collaborates as a Network to optimize its impact on French second language (FSL) education for young Canadians.

### 2. Objective

To ensure all entities understand their responsibilities and obligations in advancing the CPF’s mission, vision, values.

To ensure all entities understand their obligation to adhere to the CPF Bylaws, policies, strategic plan and brand.

To ensure all entities understand the commitment and necessity to regular reporting and organizational procedure required to comply with funding agreements.

### 3. Policy

#### ADVANCING THE CPF MISSION, VISION AND VALUES

- The CPF Network supports the vision of a Canada where French and English-speakers live together in mutual respect with an understanding and appreciation of each other’s language and culture.
- The CPF Network provides accurate information on which to base informed decisions about the choice of French second language learning opportunities for youth.
- The CPF National Board and Office engages with the federal government and national organizations involved in promoting official language bilingualism to create an environment supportive of FSL education across Canada.
- The CPF Branches and Chapters engage with education departments, school jurisdictions, schools, the public, and local organizations involved in promoting official language bilingualism to create an environment supportive of FSL education across Canada.

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- The CPF Network creates, facilitates, organizes, and promotes proven practices in French language learning and cultural activities for youth.
- The CPF Network is strengthened by National, Branches and Chapters engaging collaboratively to identify challenges, explore new opportunities, implement proven practices and document results. Collaboration increases our presence and visibility as an effective leader and a strong organization working to enhance the value and quality of service to youth, members and stakeholders.
- The National Board Committees, the CoED and CoP have been established to ensure the opportunity for Network staff and volunteer leaders to participate in the collaborative process. There is a responsibility for Branch and National staff and volunteers to contribute and share the workload necessary to achieve results.

### ADHERENCE TO GOVERNANCE DOCUMENTS

- As stated in Bylaw No.1, unless permission has been granted by the National Board of Directors, the name Canadian Parents for French shall not be used by any organized body.
- Having incorporated and been granted the exclusive use of the name Canadian Parents for French, it is understood that every Branch entity has contractually agreed to a common understanding of CPF’s goals, objectives, governing documents that affect CPF as a whole.

### OVERSIGHT RELATIONSHIP

- The structure of CPF can be described as a centralized federation. The established relationship between National and the Branches is such that National has an obligation for oversight over the Branches with respect to actions that affect CPF as a whole.
- In order to comply with the established oversight relationship of National and as required by CPF Bylaw No.1, CPF National requires regular reporting and communications from the Branches.
- In exercising its oversight and authority, CPF National shares a reciprocal duty with the Branches, to act in good faith, which speaks to concepts of loyalty, respect, and fairness as stated in the CPF governance framework and pan-Canadian framework for roles and responsibilities.
- CPF National is charged with:
  - maintaining the integrity and continuity of CPF’s mandate at all levels;
  - upholding the mission of CPF in determining and demanding appropriate organizational performance;
  - monitoring performance at all levels of CPF to ensure compliance with governing policy and funder obligations; and,
  - serving as a link between CPF and its members, volunteers, and the public it serves.

## SECTION B: GOVERNANCE

### 4. Specific Directives

- It is expected that all entities of CPF will:
  - Understand and use the priorities of the strategic plan as direction for their governance decision making and implementation of operational activities to advance the CPF mission, vision, values, position statements.
  - Understand and adhere to the obligations as outlined in the CPF governance documents.
  - Understand and adhere to the obligations of the signed contribution agreements with funders including reporting deadlines and using agreed-upon reporting activity and financial templates.
  - Regularly, actively participate on CPF National and Branch Committees and on Advisory Councils (CoP, CoED).

### 5. Definitions

**Council of Executive Directors (CoED):** Advisory council comprised of all duly hired Branch Executive Directors and the National Executive Director. Each Executive Director is responsible for reporting Network-related matters discussed and strategic actions to be taken with their respective Board of Directors.

**Council of Presidents (CoP):** Advisory council comprised of all duly elected Branch Presidents and the National President. The Branch Vice Presidents and the National Vice President can be asked to serve as respective designates. Vice Presidents may be invited to attend specific meetings with their respective Presidents. Each President is responsible for reporting Network-related matters discussed and strategic actions to be taken with their respective Board of Directors.

**Centralized Federation:** is characterized by a union of partially self-governing entities grouped under a central governing entity. In a federation, the self-governing status of the component parties (in our case the National, Branch or Chapter ) as well as the division of power between these entities is entrenched within the CPF National Bylaw No.1, and may not be altered by a unilateral decision of any one party. Each region retains a degree of control over its internal affairs.

# CANADIAN PARENTS FOR FRENCH – CPF

## SECTION B: GOVERNANCE

Policy No.: GOV 08
Policy Title: <b>Duties of Advisory Councils (CoP, CoED)</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French Bylaw No.1 recognizes two advisory councils as mechanisms to bring together and provide the opportunity for staff and volunteer leaders to collaborate, communicate and participate in a sharing process across the Network.

### 2. Objective

To outline the duties, purpose and limitations of the CPF Advisory Councils: the Council of Presidents (CoP) and Council of Executive Directors (CoED).

### 3. Policy

- The Council of Presidents and the Council of Executive Directors meet to discuss issues, trends and priorities for consideration that affect the direction of the organization, advise the National Board, offer recommendations, report on National Committee and Branch progress, network and offer support to each other on proven practices.
- A Terms of Reference for each Council have been developed to clarify their roles, responsibilities and obligations. These Terms are reviewed annually at the face to face meeting held in conjunction with the National AGM.
- The Council of Presidents (CoP) will be comprised of all duly elected Branch Presidents and the National President.
- The Council of Executive Directors (CoED) will be comprised of all duly hired Branch Executive Directors and the National Executive Director.
- The Council of Presidents and Council of Executive Directors shall meet face to face in conjunction with the Annual General Meeting. Additional meetings by teleconference will be scheduled throughout the year and where applicable a face-to-face meeting outside of the AGM. In the interests of continuity, Vice Presidents may attend CoP meetings but are not allocated membership status.
- Meeting attendance is mandatory. Council members are expected to be present and prepared, and to participate productively in discussion.

# CANADIAN PARENTS FOR FRENCH – CPF

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- As CPF network collaboration is an obligation within our funding agreement, sufficient funds need to be allocated in each respective budget to cover reasonable meeting expenses.

### 4. Specific Directives

#### Council of Presidents (CoP)

- Each president is responsible for reporting to their respective Board on issues, trends and priorities for consideration that affect the direction of the corporation, on a regular basis including an annual report on progress.
- The group meets by teleconference as per a pre-determined schedule determined at the face to face meeting in conjunction with the National AGM.
- Regrets should be sent to the Chair of the meeting. The Branch Vice Presidents and the National Vice President can be asked to serve as respective designates. Vice Presidents may be invited to attend specific meetings with their respective Presidents. Alternates may attend meetings in the absence of the President but are not allocated membership status.
- Agenda items can be submitted to the Chair a week prior to the meeting.
- Written Branch reports are submitted prior to the meetings and available for collective access.
- Minutes are taken and kept on file. Minutes once accepted and received by the Presidents, will be forwarded to their respective Boards and a copy filed at CPF National office.
- All other detail is contained in the CoP's Terms of Reference.

#### Council of Executive Directors (CoED)

- Each Executive Director is responsible for reporting to their respective Board on issues, trends and priorities for consideration that affect the direction of the organization, on a regular basis including an annual report on progress.
- The group meets monthly by teleconference as per a pre-determined schedule with the exception of July, August and December and any month in which a face to face meeting takes place.
- The Council may schedule additional face to face meetings as required (i.e., collaborative network development for funding applications, etc.)
- In the absence of the Executive Director no alternate is required. Permission may be granted to alternates to attend meetings in the absence of the Executive Director but are not allocated membership status.

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- Minutes are taken and kept on file. Minutes once accepted and received by the Executive Directors, will be forwarded to their respective Presidents.
- All other detail is contained in the CoED's Terms of Reference.

### 5. Definitions

**Advisory Council:** A collection of individuals, with a clear purpose and guidelines for membership, who bring unique knowledge and skills which augment the knowledge and skills of the formal Board of Directors in order to more effectively guide the incorporated organization as a whole.



# CANADIAN PARENTS FOR FRENCH – CPF

## SECTION B: GOVERNANCE

Policy No.: GOV 09
Policy Title: <b>Conflict of Interest</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French has an obligation to protect the corporation's interest when entering into a transaction or arrangement that might benefit the private, personal, ethical or financial interests of one of its officers, directors or employees. Conflicts of interest may jeopardize a corporation's charitable status.

### 2. Objective

To protect the corporation's public image and the integrity of its decision-making process, to enable our members and stakeholders to have confidence in our integrity, and to protect the reputations of volunteers, staff, and board members.

### 3. Policy

- This policy does not replace any applicable provincial/territorial or federal law governing conflict of interest.
- An annual review is conducted with all directors, employees, or committee members identifying situations and circumstances in which personal interests are, or can appear to be, in conflict with the interests of the corporation, including direct or indirect financial interest.
- Every individual serving in an official capacity on behalf of CPF has a duty to disclose any potential conflict of interest as specified in the definitions included in this policy.
- Any interested person must be given the opportunity to disclose all material facts to the remaining directors or committee members who are considering the proposed transaction or arrangement.
- The review of any disclosure is done privately without the presence of the interested person. If the board/committee has reason to believe an interested person has failed to disclose actual or potential conflicts of interest, it will ask the interested person to explain the circumstances. If it is determined, that an alleged conflict exists, corrective action may be taken up to and including removal of the interested person from the board/committee.
- A written record must be kept of any proceedings concerning interested persons who have

## SECTION B: GOVERNANCE

either disclosed a conflict of interest, or were found to have one.

### 4. Specific Directives

- After review, a vote by simple majority, will be taken to determine whether a conflict exists.
  - If it is determined that a conflict of interest exists, the interested person will be removed from any discussion or vote on the issue.
  - If it is determined that there is no conflict of interest, the person may participate in any discussion and be able to vote on the matter.

### 5. Definitions

**Conflict of Interest:** A situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity. Including:

- Personal conflict of interest includes nepotism such as favours for friends and relatives, self-dealing.
- Ethical conflict of interest includes any situation in which a person has a private or personal interest sufficient to influence the objective exercise of his official duties, shall be deemed to be a conflict of interest.
- Financial or Pecuniary conflict of interest includes any situation whereby a person has a financial interest, if the individual has directly or indirectly an actual or potential ownership, investment, or compensation arrangement with Canadian Parents for French or any entity that conducts transactions with CPF. A person with financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Duty to disclose:** An interested person must disclose either in writing or orally, the existence of any conflict of interest that is or appears to be in conflict with the corporation's interest.

**Integrity:** The quality of being honest and having strong moral principles; moral uprightness.

**Interested Person:** An interested person is any director, principal officer, employee, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest.

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Policy No.: GOV 10
Policy Title: <b>Code of Conduct</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French fosters a respectful and collaborative environment, open communication and professional interactions for all staff and volunteers. We expect all employees and volunteers to demonstrate behaviour that ensures the work of the corporation is accomplished respectively and productively, protecting the corporation’s positive public image.

### 2. Objective

To provide volunteers and staff with guidelines for making ethical choices and to ensure that there is accountability for those choices while working together to accomplish the goals of the corporation.

### 3. Policy

- CPF National has outlined specific administrative code of conduct expectations within its Employee Handbook, which is reviewed with and signed by all employees. This policy does not replace any applicable provincial/territorial or federal law governing code of conduct for employees.
- CPF adheres to the Canadian Code for Volunteer Involvement which provides guiding principles that frame the relationship between volunteers and the organization, and general volunteer code of conduct expectations.
- CPF does not discriminate, and will not tolerate discrimination, harassment or violence by or against its employees and volunteers, nor condone it in any way.
- CPF expects that volunteers and staff will demonstrate: honesty and integrity, respect for others and their right to confidentiality, and accountability for their personal conduct at all times, and will commit to:
  - Acting honestly, truthfully and with integrity in all our transactions and dealings.
  - Being responsible, transparent and accountable for all of our actions.
  - Making decisions and acting in the best interests of the corporation while putting aside personal and regional interests.
  - Avoiding conflicts of interest, by appropriately handling actual or apparent conflicts in relationships. Refer to the CPF Conflict of Interest Policy.

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- Treating every individual fairly, with dignity and respect.
  - Respecting and maintaining the confidentiality of information in compliance with the CPF Personal Information and Privacy Policy.
  - Providing conditions of employment to all staff that safeguard their rights and welfare.
  - Ensuring that limits of authority are respected.
  - Complying with all governing documents including the CPF Bylaw No.1, policies, procedures as well as federal, provincial, and territorial regulations meeting both the spirit and the letter of the law.
  - Employees and volunteers are discouraged from accepting gifts from clients or partners.
  - Acting responsibly for the benefit of the members, stakeholders and the communities in which we serve.
- CPF will take appropriate disciplinary, remedial and, where necessary, legal action against anyone responsible for exhibiting inappropriate behaviour, or noncompliance with this Code of Conduct Policy. These actions may include: demotion, reprimand, suspension and detraction of benefits.
  - CPF has the right to provide appropriate guidance, feedback or instruction to its employees and volunteers in addressing code of conduct complaints. A CPF Conflict Resolution Policy and Protocol have been established outlining these steps: Reporting, Confidentiality, Storing Information, Investigation, Mediation, Disciplinary Action and Appeal.
  - Canadian Parents for French reserves the right to discipline those whose complaints after investigation are deemed unfounded and those who interfere with the conduct of an investigation.

### 4. Special Directives

- Refer to specific documents developed to address employee and volunteer expectations and different aspects of conduct within the CPF workplace, including:
  - Canada Not for Profit Act
  - CPF National Bylaw No.1
  - CPF Employee Handbook
  - Canadian Code of Volunteer Involvement
  - CPF Conflict of Interest Policy
  - CPF Personal Information and Privacy Policy
  - CPF Conflict Resolution Policy and Protocol

### 5. Definitions

**Code of Conduct:** A set of rules outlining the social norms, rules and responsibilities of, and or proper practices for, an individual.

**Conflict Resolution:** Method or process facilitating the peaceful ending of conflict and retribution by actively communicating information and by engaging in collective negotiation.

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Policy No.: GOV 11
Policy Title: <b>Conflict Resolution</b>
Date Issued: December 2018
Date of Authorization: January 2019
Date Last Reviewed/Modified: January 2019
Next Scheduled Review: Spring 2019 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French believes that where a conflict exists and resolution through negotiation is preferred, it can produce a solution that all parties can agree to and improve, not hurt, the relationships between the groups in conflict.

### 2. Objective

To provide CPF with a process by which two or more parties engaged in disagreement, dispute or debate can reach an agreement to resolve it.

### 3. Policy

- CPF will provide appropriate training opportunities for employees and volunteers outlining clear expectations for appropriate behaviour for all CPF staff and volunteers.
- CPF will establish clear resolution procedures that include outlining steps for simple informal discussion between parties, to intervention involving an immediate supervisor, to escalating situations and a formal complaint process.
- Open lines of communication will be maintained throughout the conflict resolution process to achieve a win-win solution. Pressure tactics of any kind and assigning blame will be avoided.
- CPF will take appropriate disciplinary, remedial and, where necessary, legal action against anyone responsible for exhibiting inappropriate behaviour, whether employee or volunteer.
- Formal complaints should be in writing and include all relevant circumstances, including a signed agreed upon solution.
- Responding to reported incidents can include negotiated solutions, such as: accommodation by a party, avoidance by a party, collaboration, and compromise as well as investigation, mediation, disciplinary action and appeal process.
- Confidentiality must be maintained during the process by respecting the CPF Personal

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Information and Privacy Policy, as well as in storage of the documentation.

- CPF will ensure that a sustainable change is made to avoid reoccurrence of similar incidents. This may include updates to policy or the creation of other guiding documents to be shared with the Network.

### 4. Specific Directives

- CPF recommends this process be followed:
  - CPF will act expediently if problems do occur and all individuals, whether employees or volunteers, will be treated with fairness, respect, and consistency.
  - All employees and volunteers are encouraged to bring forward any complaints or recommendations dealing with safety, health standards, proper working conditions, performance appraisals, discipline and fair management practices, without fear of reprisal.
  - Any disputes, controversies or suggestions must first be handled between the employee and his or her immediate supervisor, unless they are serious enough to warrant intervention by the Executive Director, followed by the chair of the Board of Directors.
  - An employee who has not obtained a solution within five business days of the circumstances that gave rise to the situation has the right to bring the matter to the attention of the next level supervisor or the chief elected leader. Refer to the CPF Conflict Resolution Protocol for a full guide. In this case, it may be recommended to involve an outside mediator. The mediator should be someone both sides trust to be fair.
  - That person will review the circumstances within five business days and will consult the Executive Director as appropriate. Following these guidelines:
    1. Clarify what the disagreement is about by gathering as much information as possible on each side's point of view. Continue to ask questions until all parties involved understand and acknowledge that the correct information has been gathered.
    2. Establish a common goal for both parties. Discuss what each party would like to see happen and find a commonality on both sides as a starting point for a shared outcome.
    3. Discuss ways to meet the common goal. Listen, communicate and brainstorm together. Keep going until all options are exhausted. Look for a win-win solution.
    4. Determine barriers to the common goal. Define what can and cannot be changed about the situation. For the items that cannot be changed, discuss ways of getting around those road blocks.
    5. Agree on the best way to resolve the conflict. Determine common ground. Discuss the responsibility each party has in maintaining the solution. Check that the root cause has been addressed to ensure that it won't come up again.

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- The employee and supervisor will receive a solution or a written reply from the Executive Director within five more business days.
- If the employee is not satisfied with the response, he or she has the right to discuss the issue with the Executive Director.
- If the Executive Director cannot fulfill the employee's expectations and the conflict persists, the employee may decide to bring the matter, in writing, to the chair of the Board of Directors and the Executive Director will be notified.
- The Board of Directors' decision will be final.
- File the report with the appropriate CPF Branch or National office.

### 5. Definitions

**Accommodation by a party:** An arrangement; a settlement or compromise by one person to accommodate the needs of another.

**Avoidance of a party:** The action of keeping away from or not doing something by one person to accommodate the needs of another.

**Conflict Resolution:** Method or process facilitating the peaceful ending of conflict and retribution by actively communicating information and by engaging in collective negotiation.

**Mediator / Mediation:** A person who attempts to make people involved in a conflict come to an agreement; a go-between. An intervention in a dispute in order to resolve it; arbitration.

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## SECTION B: GOVERNANCE

SECTION B – GOVERNANCE Policy No.: GOV 12 Policy Title: <b>Ethical Fundraising, Solicitation of Donations</b>
Date Issued: May 2018 Date of Authorization: June 2018 Date Last Reviewed/Modified: August 7th 2018 Next Scheduled Review: Fall 2018 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French wishes to help staff and volunteers understand sound, ethical fundraising practices, and to support our donors in making informed decisions regarding how they choose to support our organization.

### 2. Objective

To provide staff and volunteers with fundraising guidelines for making ethical choices and acting appropriately to ensure that there is accountability for those choices while working with donors and sponsors to protect the corporation's public image and accomplish the goals of the corporation.

### 3. Policy

- Canadian Parents for French has adopted the Canadian Centre for Philanthropy's Ethical Fundraising and Financial Accountability Code as its policy.
- Directors of the Board commit to being responsible custodians of donated funds, to exercise due care concerning the governance of fundraising and financial reporting, and to ensure to the best of their ability that the organization adheres to the provisions of the Code.
- Directors of the Board and staff are responsible for reading, understanding and complying with the Ethical Fundraising and Financial Accountability Code.

#### Charitable donations and issuance of charitable receipts

- Any CPF entity which has registered with the Canada Revenue Agency (CRA) may issue a charitable donation receipt for a donation made to it in its own name and retain all of the donation. It is responsible for filing appropriate receipts and financial reports with CRA.
- Any CPF Branch which has not registered with the CRA and which receives a donation, should



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have the donation made payable to Canadian Parents for French. CPF National will issue a receipt for the Branch and return the funds to the Branch within 30 days. The Branch will be responsible for filing appropriate financial reports with CRA.

### Tax receipt for goods donated

- CPF shall exercise discretion in providing tax receipts for donated goods.
- The Executive Director shall seek the advice of a third party competent to assess the value of the goods in accordance with the guidelines of the CRA if there is disagreement between the donor and CPF as to the value of the donation, within the limitation outlined in the Code.

### Sponsorship, gifts and donations

- All donations will be used to support the charity's objects, as registered with Canada Revenue Agency (CRA).
- There must be a clear connection between the donation, gift or other form of support/sponsorship and CPF's mandate when lending the CPF name or making a donation to, buy a gift for, or otherwise support/sponsor any individual, organization, association, business or corporation.
- CPF National considers sponsorship of only national events, activities and organizations which offer opportunities to market CPF's products and services, or to communicate key messages and themes.
- CPF's sponsorship programs seek to achieve a balance between community benefit, direct business benefit and image improvement. In our sponsorship programs we aim to achieve the following:
  - Clear, positive, sustainable community benefit
  - Enhanced community capacity
  - Mutual respect
  - Commercial or reputational business benefit
  - Open dialogue and participation
  - Measurable, positive outcomes
  - Long-term commitment.

### CPF solicitation of donations

- CPF shall treat donors and prospective donors with respect when soliciting donations. Both CPF's purpose and contact information will be clearly identified when soliciting on its behalf. Every effort will be made to honour donor requests to:
  - limit the frequency of solicitations
  - only solicit respecting privacy legislation
  - discontinue solicitations where it is indicated they are unwanted or a nuisance.
- The privacy of donors will be respected as per the GOV 14: CPF Privacy and Personal

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Information Policy.

### Endowment funds

- CPF will administer endowment funds consistent with the donor wishes and generally accepted accounting principles.
- The endowment will be classified as “restricted”. Refer to the EXL 05: CPF Investment Policy.
- CPF issues charitable donation receipts for any donations worth \$20 or more and as per CRA guidelines.

### 4. Specific Directives

#### Sponsorship Selection Criteria

- CPF will focus its community investment on youth and education except for philanthropy for specific causes, for example volunteer advocacy.
- CPF will not support programs for:
  - political or religious organisations
  - projects which denigrate, exclude or offend minority community groups;
  - projects that create environmental hazards
  - programs that uphold principles of respect that are any less than those we apply to our own people
  - programs that involve the taking of unnecessary risks, and/or which may put public safety at risk.
- The National President authorizes approval of applications for support over \$25,000.

### 5. Definitions

**Donation:** A donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered donations.

**Charitable donations:** A charitable donation is a gift made by an individual or an organization to a non-profit organization, charity or private foundation. Charitable donations are commonly in the form of cash, but they can also take the form of real estate, motor vehicles, appreciated securities, clothing and other assets or services.

**Philanthropy:** Or charitable giving, is usually a one-off cash donation to a specific cause. Philanthropic donations are given to meet specific needs in the event of an emergency, without

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the expectation of any return to the business.

**Charitable/tax receipts:** A charitable tax receipt should contain: The donor’s name, the amount of money or a description of the item or items donated, a statement indicating whether or not any goods or services were provided in return for the gift; a good-faith estimate of the value of goods or services provided; insubstantial values need not be recorded. The receipt can be a letter, a postcard, an e-mail message, or a form created for the purpose.

**Ethical fundraising:** To maintain high ethical standards, non-profit organizations have clearly articulated mission and value statements, as well as specific codes of conduct especially in fundraising. Adhering to ethical standards in fundraising is especially important because the success of an organization’s mission rests on trust: the trust of clients, volunteers, donors, and the community served. Stewarding the public’s trust is therefore a critical role for fundraisers to perform. To do this well the fundraiser must look beyond their own immediate needs and behave in a manner consistent with the values of their profession and of the sector as a whole. Strong ethical standards build public trust in the non-profit sector. Through transparency, full-disclosure and self-regulation, fundraisers can position their own organization as trustworthy in carrying out its mission and in so doing benefit the wider sector too.

**Financial accountability:** Responsibility for the way money is raised and managed.

**Canada Revenue Agency (CRA):** formerly Revenue Canada and the Canada Customs and Revenue Agency, is a Canadian federal agency that administers tax laws for the Government of Canada and for most provinces and territories, international trade legislation, and various social and economic benefit and incentive programs delivered through the tax system. It also oversees the registration of charities in Canada, and tax credit programmes such as the Scientific Research and Experimental Development Tax Credit Program.

**Ethical Fundraising Guide:** This Guide has been developed by the Canadian Centre for Philanthropy to assist in the interpretation and application of the Centre’s Ethical Fundraising & Financial Accountability Code (the “Code”). The Code prescribes standards of ethical conduct to be followed by charitable organizations in managing their fundraising activities.

**Gift agreement:** Consists of description of gift, statement of purpose for using the funds, how the proceeds will be administered and promoted, future considerations and a statement of authority on CPF’s charitable status.

**In Kind Contribution:** Is the transfer of any type of asset other than cash, such as the contribution of services such as editing, translation and printing services and of goods, such as computers, software, furniture and office equipment for use by the organization.

**Sponsorship:** Support in return for the right to use an opportunity or individual to promote the corporation’s name, image, product and services; where both parties are committed to maximising participation to achieve a mutually agreed outcome. It may apply to one-off events, but more often applies to community programs extending over many months or even several years. As far as possible, a sponsor would be seeking to build community capacity to sustain the initiative or benefit after the sponsorship is completed. Sponsorship is not:

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- A donation (in cash or kind) for which little or no commercial return is expected.
- Hospitality, which is defined as the provision of entertainment, food and beverages for existing and potential clients in the expectation of commercial return.

**Partnerships:** Include providing support, usually as cash, and occasionally as in-kind services such as planning, project management skills, or professional or technical expertise.

**Commercial sponsorship:** Commercial sponsorship is the term used to describe opportunities to support a person, product or event with a view to gain some advertising or promotional advantages for the sponsor.

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## SECTION B: GOVERNANCE

SECTION B – GOVERNANCE Policy No.: GOV 13 Policy Title: <b>Corporate Documents and Records Management</b>
Date Issued: May 2018 Date of Authorization: June 2018 Date Last Reviewed/Modified: August 7th 2018 Next Scheduled Review: Fall 2018 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French wants to ensure that CPF documents and records are readily available, efficiently managed and comply with established procedures.

A good records management system helps organizations avoid penalties when regulators, auditors and other governing bodies come calling. Document management and records management also share a common goal of business continuity.

### 2. Objective

To provide direction, and establish standard practices and timelines, to manage documents and records at CPF, allowing for faster documents approval, reducing manual data entry and automating recurring tasks.

To ensure CPF keeps the records it needs for business, regulatory, legal and accountability purposes.

### 3. Policy

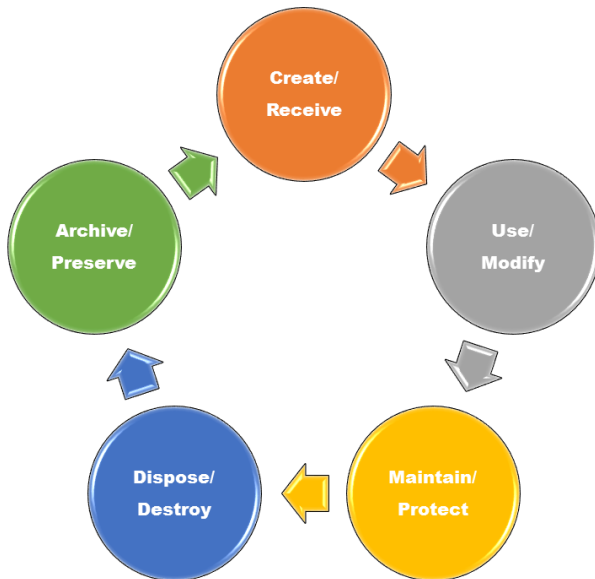
- Appropriate controls and protocols, including operational and procedural guidelines, will be established for records and documents management and will be reviewed annually.
- All CPF staff and volunteers must ensure they are familiar with the standards of practice CPF requires in the management of its corporate records which is based on current legal requirements and professional best practice.
- This policy focuses on the management of essential corporate records which provide evidence of the activities of CPF's functions and policies. Such records have strict compliance requirements regarding their retention, access and destruction, and generally have to be kept unchanged. Public documents are not included in this policy as they fall under administrative policy.

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- Vital records will be identified and managed in a secure way, protected from corruption, damage, and unauthorized access.
- Information and records should be easy to find and accessible over time; therefore, access and use will be prudently managed to ensure security and compliance with legislative and business requirements.
- CPF classifies its records as: personal confidential records, proprietary confidential records and public corporate records.
- CPF will provide staff and volunteers with ongoing training on appropriate methods for record management, for both electronic and hard copy storage and considering the most current technology protection procedures and cybersecurity management considerations.
- The Record Management Cycle includes 5 steps: create/receive, use/modify, maintain/protect, dispose/destroy and archive/preserve.

### 4. Specific Directives

#### Records management Cycle



### 5. Definitions

**Personal confidential records:** Employee records including benefit agreements and appraisals, conflict resolution settlements, contracts, etc.

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## SECTION B: GOVERNANCE

**Proprietary confidential records:** Legal documents, Banking and internal financial statements, Financial reports to funders, Insurance agreements and claims, Funding agreements and reports, Annual CRA revenue and charitable tax returns, etc.

**Public corporate records:** Bylaws, Policies, Minutes of Board and Annual / Special General meetings, Annual Performance Reports, Audited Financial Statements, etc.

**Documents:** Consist of information or data that can be structured or unstructured and accessed by people in CPF.

**Document management:** Involves the day-to-day capture, storage, modification and sharing of physical and/or digital files within an organization. Generally speaking, document management focuses on:

Reducing lost and misfiled documents, providing faster search and retrieval of documents, helping to better organize existing documents, improving general work processes and organizational efficiency, reducing the amount of physical space used to store documents, such as file cabinets, boxes and shelving.

**Record:** A record can be in various formats including email, paper, digital, social media, videos and telephone messages. Records are created to provide information about what happened, what was decided, and how to do things. Individuals cannot be expected or relied upon to remember or report on past policies, discussions, actions and decisions accurately all of the time. So, as part of their daily work they keep a record – by updating a register or database, writing a note of a meeting or telephone call, or filing a letter or email – which ensures that they and their successors have something to refer to in the future.

**Records management:** Establishes policies and standards for maintaining diverse types of records. Some, but not all, documents within an organization become records. Records management also includes the functions of document management such as:

- Identifying what records exist by records inventory.
- Applying required retention periods to stored items.
- Identifying the owner of each records series.
- Determining that a chain of custody and a proper audit trail both exist.
- Assisting in e-discovery issues and applying legal holds to records when needed.
- Managing disposition (disposal of documents).
- Developing and administering defined records policy and procedures, regardless of if the records are electronic or paper.
- Preserving records throughout their life cycle.

# CANADIAN PARENTS FOR FRENCH – CPF

## SECTION B: GOVERNANCE

SECTION B - GOVERNANCE
Policy No.: GOV 15
Policy Title: <b>Orientation, Volunteer Leadership Development</b>
Date Issued: May 2018
Date of Authorization: June 2018
Date Last Reviewed/Modified: August 7 <sup>th</sup> 2018
Next Scheduled Review: Fall 2018 (Network)

### 1. Overall Guiding Principle

Canadian Parents for French is committed to developing strong volunteer leaders.

### 2. Objective

To detail volunteer orientation and development opportunities offered by CPF for effective volunteer management processes and to empower volunteers.

### 3. Policy

- The CPF Board Orientation Manual and governance support documents, as well as all future leadership development materials, are posted on the CPF National website, accessible to all.
- An orientation session is held with all National Board of Directors immediately following the AGM each year including but not limited to:
  - Board meeting schedules and relevant Board support documents
  - Review of the Board Orientation Manual and the relevant governance documents such as the CPF National Bylaw No.1 and Policies, Network Strategic Plan and Strategy documents
  - Committee Terms of Reference
  - Training specific to each Board of director role, outlining duties and relevant information, for example tasks assigned to the Treasurer or Secretary of the Board.
- Ongoing CPF Board, Council and Network training is identified by recommendations of the Advisory Councils.
- Governance and strategic planning training for staff and volunteers is delivered in person at various scheduled events such as:
  - CPF Leader Networking Event
  - Council of Executive Directors and Council of Presidents' Face to Face Meetings;
  - CPF Biennial Network Conference



## SECTION B: GOVERNANCE

- Training to onboard new National and Branch staff to ensure operational effectiveness, such as the use of the CPF member database, survey software for reporting purposes, and administrative tools is also regularly provided via web-based means with sessions archived on the CPF National website for future reference.
- Additionally, CPF National provides additional development opportunities aimed at enhancing the leadership skills of its volunteers, on an annual basis usually in conjunction with one National Board Meeting.

### 4. Specific Directives

- Topics for orientation and leadership development are identified and discussed during regular National Board Meetings to allow for planning and budget setting.

### 5. Definitions

**Orientation:** Delivery of more general information that has to do with the practice, culture and how an organization is run.

**Training:** Specific to a job being performed; therefore, it will be different for each position.

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## SECTION B: GOVERNANCE

SECTION B – GOVERNANCE
Policy No.: GOV 16
Policy Title: <b>Monitoring Performance of Branches and Branch Dissolution</b>
Date Issued: May 2018
Date of Authorization: June 2018
Date Last Reviewed/Modified: August 7 <sup>th</sup> 2018
Next Scheduled Review: Fall 2018 (Network)

### 1. Overall Guiding Principle

The National Board of CPF has the oversight responsibility of the constituent parts of the Network and is legally responsible for obligations not fulfilled by a Branch as specified in [the](#) National CPF Bylaw or policies and funding agreements.

CPF National is charged with maintaining the integrity and continuity of CPF’s mandate at all levels and monitoring performance at all levels of CPF to ensure compliance with governing policy.

### 2. Objective

To detail the obligations and expectations for CPF National and CPF Branches in monitoring performance.

To support CPF Branches so that they may function effectively in every province and territory.

### 3. Policy

- National Board Directors and Officers are responsible for the oversight of the corporation by systematically monitoring Branch and National office performance for adherence to governing policy including:
  - CPF Network agreed mission, vision and values and the governance framework
  - CPF National Bylaw No.1 and policies
  - CPF Network agreed position statements and strategic plan
  - CPF Network agreed brand, which includes use of name, visual and key messaging for websites, social media, print publications and more.
- National Board Directors and Officers are responsible for intervening and directing Branches on significant matters to ensure that the actions (or inactions) of a given Branch does not undermine CPF's integrity, continuity, brand, professional image or reputation throughout Canada.

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- Each CPF Branch Board has authority over operations and management of its own Branch in compliance with CPF National Bylaw No.1. Branches have autonomy to set out their own procedures and processes for accomplishing the objectives of CPF.
- Branches have a reciprocal duty to other Branches and to National in maintaining the integrity of the corporation and act in good faith, which speaks to concepts of loyalty, respect, and fairness. CPF National shares this reciprocal duty to the Branches.
- As outlined in the CPF Bylaw No.1, Branches are required to annually submit to CPF National their financial statements as at the end of the previous fiscal year.
- As outlined in the Department of Canadian Heritage (PCH) funding contribution agreements, Branches are required to annually submit to CPF National their Report on Results (activity and financial), Annual Financial Statements, and Branch Annual Performance Reports.
- CPF National may request additional reports, contracts, minutes and a completed oversight checklist to enable it to act as the Branches' agent in matters relating to any potential legal or insurance issue.
- In the event that CPF National is unable to complete its obligation of oversight for any Branch, CPF National will have a process in place for review and taking action, this may include beginning a process which could lead to the dissolution of the Branch.

### 4. Specific Directives

#### Breach of Bylaws or Policy

- Conditions whereby a Branch may be deemed in breach of the National Bylaw or Policies include but are not limited to:
  - Branch Bylaws or Policies are not aligned with CPF National Bylaw and/or Policies;
  - The Branch cannot maintain the minimum number of directors or the required number of officers for an extended period of time
  - The Branch does not hold an Annual General Meeting (AGM) or the Branch AGM does not make quorum after three successive attempts
  - The Branch cannot submit to the CPF National Office confirmation of a duly completed and received annual funding proposal, current audited financial statements or other documents demonstrating lack of continuity of operations and inability to fulfill fiscal and other obligations
  - A Branch is about to become insolvent or bankrupt due to financial mismanagement.

#### Remediation Process

- Should CPF National become aware of any situation in which a Branch may be in breach of the National Bylaw and Policies, it will:

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- Contact the Branch through the Executive Director and the President in an attempt to confirm if a breach is in affect; identify the actions required to resolve the issue; and set a firm timeline for the breach to be resolved.
- Communicate with all members of the Branch Board in writing regarding the situation to make them aware of the shortfall and resolution timeline.
- Offer support to the Branch as requested to rectify the issue promptly.
- Should there be no action taken by the Branch to correct the situation within the allotted timeline, the process for identifying if a dissolution is required shall be initiated.

### Process Identifying If Branch Dissolution Required

At the first indication that a Branch is a candidate for dissolution, the following shall occur:

- The National Executive Director and the National President will inform all members of the National Board of Directors and of the Branch Board of Directors that the Branch may meet the conditions for dissolution.
- A face to face meeting will be scheduled between the National Executive Director and the National President with all the members of the Branch Board of Directors to ascertain the problem(s) and to offer assistance. Reasonable efforts will be made and actions proposed by the National Board and National Office to help bring the Branch back into good standing.
- If no resolution is reached within two months or a mutually agreed upon time frame, a letter from the National Board, summarizing past events, stating the rationale for dissolution and outlining the dissolution process, will be sent to all members of the Board of Directors of the Branch. This letter will be copied to all remaining Branch Presidents for distribution to their boards. This letter shall be deemed a first notice.
- The Branch shall have one month to reply in writing to the letter from the National Board. If the Branch's reply does not, in the estimation of the National Board, address every point raised in the letter and propose feasible solutions to the identified problem(s), then the National Board will send the Branch President a second letter advising him/her of its intention to dissolve the branch. This second letter shall be deemed a final notice. Branch Presidents shall also be copied on this letter for distribution to their boards.

### Branch Dissolution Process

- The dissolution process shall be formally signaled by a National Board resolution, which then shall be directly communicated by the National Office to the members of CPF served by the affected Branch. At that point, the current Branch board shall be considered dissolved, and the Branch, including Branch staff and Chapter members, put under the stewardship of the National Board of Directors. This shall be communicated to the members of CPF served by that Branch. The resolution may require the National Executive Director to prepare a dissolution plan – including payment of all accounts payable, outstanding debts, salaries owed, transfer of branch property, etc.

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- The dissolution process may be paused at any time at the discretion of the National Board if volunteer CPF members from the Branch step forward to form a new Branch Board of Directors and undertake to address all the issues outlined in the first letter (3) from the National Board. If, after a reasonable time, it becomes clear to the National Board that the new Branch Board is not in a position to redress the situation, then the National Board will advise the Branch Board in writing of the reprise of the dissolution process; and,
- The National Executive Director – in cooperation with the Branch Executive Director or unilaterally as circumstances dictate – shall have ten (10) business days to implement the dissolution plan upon the latter’s acceptance by the National Board and an additional twenty (20) business days to bring the plan to a successful conclusion.

### Branch Assets upon Dissolution

- Where a CPF Branch is dissolved, its assets shall be used to pay all dissolution costs and remaining debts of the Branch. A representative of the Branch must provide to the National Executive Director all bank statements listing balances and transactions. A cheque for the remaining balance in the Branch bank account must be made out to, and deposited by, the National Office. The Branch bank account must be closed.
- The National Office will hold the balance from the Branch bank account in trust for three (3) years. If the Branch is re-established during this three (3) year period, the balance will be allocated to the new Branch. If the Branch is not re-established during this three (3) year period, the National Board will determine whether the balance is to be allocated to any specific project or purpose, or used by the National Office for its general expenses.
- The National Board may determine whether to distribute any property held by the Branch to other Branches or Chapters of CPF, to sell the property, or to store it for a specific period of time in case the Branch is re-established.

## 5. Definitions

**Dissolution:** The closing down or dismissal of an official body, entity or partnership. Suspension of activities.

**Monitoring Performance:** A process wherein National ensures that the Branch is operating within the agreed governing policy and processes, and is progressing towards the goals and objectives established, with the capability to function effectively in their respective region.