

# Governing Policy

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Ontario Association of Chiefs of Police



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# Governance Process

## Governing Style

The Ontario Association of Chiefs of Police (OACP) Board will approach its task with a style that emphasizes an outward vision that demonstrates preoccupation, encouragement of diversity, strategic leadership, clear distinction of Board and staff roles, and proactive measures when dealing with issues that has an impact on policing in Ontario.

The Board's responsibility will be to:

1. Focus on intended long term impacts or organizational priorities.
2. Director, control, and inspire the organization through the values and perspectives (policies) of the association.
3. Govern with excellence. This will include enforcing policies related to matters such as policy-making principles, respect for duly assigned association roles, speaking with one voice, and self-policing any tendency to stray from the governance principles adopted in Board policies.
4. Monitor and regularly discuss the Board's own processes and performance and ensure the continuity of Board governance capability through retraining and redevelopment. The Board will be responsible for monitoring and evaluating Board performance.
5. Be an initiator of policy, not merely a reactor to staff initiatives.
6. Suspend any Board member who misses three consecutive Board meetings, taking into consideration individual circumstances.

## Board Job Description

The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

The roles and responsibilities of the Board shall be:

1. To develop and enhance the relationship between the organization and the membership.

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2. Develop written governing policies which addresses:
    - a) **Priorities and Objectives:** Organizational products, impacts, benefits and outcomes.
    - b) **Executive Limitations:** Constraints on executive authority that establish boundaries within which lies acceptable executive activity, decisions and organizational circumstances.
    - c) **Governance Process:** Specification of how the Board conceives, carries out and monitors its own tasks.
    - d) **Board-Executive Director Relationship:** Delegation and monitoring of power and its proper use.
  3. The assurance of the Executive Director's performance (against policies in Governing Style and Board Job Description).

## President's Role

### *Role*

The role of the President is to ensure that the Board adheres to its rules and those legitimately executed upon from outside the organization.

Meeting discussion content will typically be those issues, which according to Board policy, belong to the Board to decide, not the Executive Director. Exceptions to this rule, based on exigent circumstances, may take place when approved by a majority of Board members.

Deliberation will be timely, fair, orderly, and thorough, but also efficient, limited to a reasonable time for discussion, and kept to the point.

*Robert's Rules of Order* are to be observed except where the Board has superseded them.

### *Authority*

The authority of the President consists of making any decision on behalf of the Board which falls within or is consistent with Board policies on Governance Process and on the Board-Executive Director relationship.

The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing, etc.).

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The President's authority does not extend to making decisions within Ends and Executive Limitations police areas, each of which is within the scope of the Executive Director.

The President's authority does not extend to interpreting Board policies to, or otherwise supervising or directing the Executive Director.

The President shall serve as the official spokesperson for the association relative to policing policy and issues.

#### *Travel Expenses*

The President, and separately the First Vice-President are entitled to be reimbursed 50% of expenses related to OACP business to a maximum of \$10,000 during the term of office.

Expenses shall be submitted to the Manager, Administration and Member Services for processing.

#### *Immediate Past President*

The Immediate Past President of the OACP is entitled to attend the Annual Conference, and further, the registration fee will be waived by the OACP for that year during their role as the Immediate Past President.

## **Committee Principles**

The Board may establish committees to help carry out its responsibilities. To preserve the Board's coherence, committees will be used sparingly, only when other methods have been deemed inadequate. Committees will be used to minimize the responsibilities of the Board and to not interfere with the delegation from the Board to the Executive Director.

Further,

1. The committees shall not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
2. The committees shall assist the Board by preparing policy alternatives, and implications for Board deliberation. Committees are established to assist the Board with its roles and responsibilities and offer guidance when required.

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3. If a committee is used to monitor organizational performance in a specific area, the said committee will not assist in creating policy in that area.
  4. Committees shall not exercise authority over staff. In keeping with the Board's focus on the future, committees will not impede the authority of the Executive Director. Further, the Board will not impede its direct delegation to the Executive Director by requiring approval of a committee before an executive action The Executive Director serves the Board, not a committee or an officer.
  5. This policy applies only to Committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Director.

## **Board Member Code of Conduct**

Board members must represent loyalty free of conflict to the interests of the members. This accountability supersedes any conflicting loyalty, such as, to advocacy or interest groups, membership on other Board of staff, etc. This accountability also supersedes the personal interest of any Board member acting as an individual consumer of the association's services.

Board members must avoid any conflict of interest with respect to their fiduciary responsibility:

- a) There must be no direct or indirect self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- b) Board members must not use their positions to obtain for themselves, family members or close associates, employment within the organization.
- c) Should a Board member be considered for employment, he/she must withdraw from Board deliberation, voting and access to applicable Board information.

Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

- a) Board members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual Board members or group of Board members except as noted above.

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- b) Board members' interaction with the public, media or other entities must only reflect on behalf of the Board that which is consistent with and set forth in Board policies.
  - c) Board members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.

## **Member Consultation & Strategic Planning**

The Board acknowledges the need to remain in touch with members' needs and wants, and to ensure association resources are allocated to the achievement of a strategic plan based on external and internal information and input from the members.

Accordingly:

- A member needs survey shall be conducted, at minimum, once every three years.
- Survey results, in addition to internal and external information will be developed to assist the Board in establishing a strategic plan for the association.
- Annually, the Executive Director shall prepare, and the Board shall approve, an annual business plan, based on the priorities identified in the Board's strategic plan.
- The Executive Director shall report on the status of the business plan at every meeting of the Board.

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# Board-Executive Director Relationship

## Delegation to the Executive Director

The Board's responsibility is to establish policies, leaving implementation and subsidiary policy development to the Executive Director.

The Board's priorities and objectives shall direct the Executive Director to achieve certain results, and the Executive Limitations policies constrain the Executive Director from acting within acceptable boundaries of prudence and ethics.

All authority delegated by the Board to staff is done through the Executive Director. All authority and accountability of staff can be phrased (insofar as the Board is concerned), as authority and accountability of the Executive Director.

### *Authority and Accountability of the Executive Director*

1. The Executive Director is authorized to make all decisions, take all actions and develop all activities which are true to the Board's policies. The Board will ensure the Executive Director's independence is relative to the prescribed duties as outlined in the policy. Notwithstanding, the Board, at its discretion, may change policies that may alter or impact upon the Executive Director's authority.
2. No individual Board member, officer or committee, has authority over the Executive Director. Information may be requested. But if such request, (in the Executive Director's judgment) requires a material amount of staff time and resources that will affect other priorities, the Executive Director may propose alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.
3. The Executive Director may not perform, allow, or cause to be performed any act which is contrary to explicit Board constraints (Executive Limitations policies).
4. Should the Executive Director violate a Board policy, he/she shall immediately inform the Board who will debate the nature of the violation and determine if corrective disciplinary action is necessary.

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## Executive Director's Job Description

As the Board's single official link to the organization, the Executive Director is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board. The Executive Director's performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the Executive Director's job contributions can be stated as performance in two areas:

1. Organizational accomplishment of the priorities and objectives set out annually by the Board.
2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

## Monitoring Executive Director's Performance

Monitoring the performance of the Executive Director is synonymous with monitoring organizational performance against Board approved priorities and objectives and Executive Limitations. Monitoring will be automatic so as to minimize the use of the Board's time at meetings, which can be used to focus on the future rather than review the past.

The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring.

A given policy may be monitored in one or more of three ways:

- Internal report: Disclosure of compliance information to the Board from the Executive Director.
- External report: Discovery of compliance information by a disinterested external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess the Executive Director's performance only against policies of the Board, not the external party, unless the Board has previously indicated the party's opinion to be the standard.
- Direct Board inspection: Discovery of compliance information of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.

Upon the choice of the Board, any policy can be monitored by any method at any time. However, each Executive Limitations policy of the Board will be classified by the Board according to frequency and method of regular monitoring.

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# Executive Director Limitations

## General Executive Director Constraint

The Executive Director shall not be the cause of, or knowingly allow any violation of commonly accepted business practices and professional ethics with the not-for-profit or association sectors.

## Member Services

With respect to treatment of members, the Executive Director shall not cause or allow conditions to occur which are unfair or undignified. Nor shall he/she allow leaks of what may be considered privileged or confidential information.

The above conditions will also apply with respect to those stakeholders outside of the actual membership for who service and information is provided.

MONITOR: Semi-annually

## Staff Treatment

With respect to the treatment of staff and volunteers, the Executive Director shall not cause or allow conditions to persist which are inhumane, unsafe, unfair or undignified.

The Executive Director shall not allow violation of any legislative standard such as the Ontario Human Rights Code, The Employment Standards Act, or any legislation governing Pay Equity, Employment Equity, and Workplace Health and Safety.

## Financial Planning

With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the Executive Director may not jeopardize the fiscal integrity of the organization.

Accordingly, he/she shall not cause or allow budgeting which:

- a) Contains too little detail to enable an accurate projection of revenues and expenses, separation of capital and operational items, subsequent audit trails and disclosure of planning assumptions.

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- b) Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year, without the approval of the Board.
  - c) Deviates materially from Board-stated priorities and objectives in its allocation amongst competing budgetary needs.
  - d) Jeopardizes the integrity of the products and services provided by the association.

MONITOR: Quarterly

*Expenses*

- a) The Ontario Association of Chiefs of Police staff are entitled to submit reasonable expenses incurred on Association business.
- b) Mileage claims shall be reimbursed at a rate of \$0.55 per kilometer.

**Financial Condition**

With respect to the ongoing financial health of the Ontario Association of Chiefs of Police, the Executive Director shall not cause or allow fiscal jeopardy.

Accordingly, he/she shall not:

- 1) Expend more funds in the fiscal year to date than have been received in the cash flow, cash advances, or are provided any Board authorized line of credit.
- 2) Use any long-term reserves.
- 3) Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
- 4) Allow actual allocations to deviate materially from Board priorities and objectives.
- 5) Shall not authorize a line of credit without approval of the Board.

MONITOR: Quarterly revenue and expense statements, consolidated and by program.

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## Asset Protection

With respect to proper stewardship of the Ontario Association of Chiefs of Police's assets, the Executive Director shall not risk losses beyond those necessary in the normal course of business.

Accordingly, he/she shall not:

- 1) Fail to ensure related property, premises and activities against property/liability losses and shall not fail to ensure Board members and staff against liability losses arising that is related to duties and activities.
- 2) Unnecessarily expose the Ontario Association of Chiefs of Police, the Board or its staff to claims of liability.
- 3) Approve any purchase or make economic commitments exceeding \$25,000, including:
  - Single purchases of goods or services
  - Rentals of equipment or premises, considering the total contract value, or in the case of month-to-month rentals, one year's rent.
- 4) Fail to ensure that any single purchase or economic commitment exceeding \$10,000 must:
  - Obtain at least three competitive quotes
  - Be decided based on price, quality and in the best interests of the Ontario Association of Chiefs of Police.
- 5) Transfer changes within the budget from one line to another that exceeds \$10,000.

MONITOR: Annual (year-end)

## Executive Director Succession and Continuity of Executive Services

In order to protect the Board from the loss of Executive Director services, he/she shall not have less than one other staff member familiar with Board and Executive Director issues and processes, and shall not fail to maintain appropriate records and documentation which would facilitate continuity of operations.

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MONITOR: Annually

## **Communication and Counsel to the Board**

With respect to providing information and counsel to the Board, the Executive Director shall not cause or allow the Board to be uninformed or misinformed.

Accordingly, he/she shall not:

- 1) Fail to inform the Board of relevant trends, material external or internal changes, particularly changes in the assumptions upon which any Board policy, priority or objective has been previously established.
- 2) Fail to gather staff and external points of view, issues and options, and advice as needed for fully informed Board choices.
- 3) Fail to inform the Board on program changes or staff changes related to services offered to members.
- 4) Fail to inform the Board of resolutions submitted to the association by Zones, Committees or members, nor fail to communicate the considered opinion/action taken by the Board in response to such resolutions.

MONITOR: Annually

## **Investments**

**\*This policy shall not come into effect until the Board determines the future location of the OACP office and the Board further considers the possibility of investing in real estate to house the OACP office.**

With respect to the investment of surplus funds, the Executive Director shall ensure:

- 1) Surplus funds are invested to obtain the highest possible return by utilizing a mix of low-risk investment instruments.
- 2) Low-risk shall be defined to include: Federal or Provincial government bonds, government backed debt instruments (e.g., hydro utilities, etc.), crown corporation bonds, treasury bills, guaranteed investment certificates from Schedule A chartered banks, and commercial paper or derivatives thereof and mutual funds.

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- 3) A minimum of 75% of funds will be invested in instruments backed by either the Federal or Provincial governments or the Canadian Deposit Insurance Corporation (CDIC). CDIC insurance limitations should be considered with all eligible investments.
  - 4) A maximum of 25% of funds may be invested in mutual funds.
  - 5) The services of an investment firm will be utilized and the firm selected will be provided with a copy of this policy as a limit to its activity on the OACP's behalf.

MONITOR: Annually

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# Committee Events

## OACP Committee and Networking Group Events, Roles and Accountability

The OACP Board of Directors encourages committees, whose members are experts in their particular area, to plan events based on member needs and trends. The OACP recognizes that many informal and formal groups operate within the police community, most of which relates to specialty jobs or specialty areas (i.e. youth, FOI, traffic), hereafter referred to as Networking Groups.

The OACP Board of Directors believes a consistent and professional approach to OACP events will ensure that:

- All financial transactions are transparent;
- All proceeds and expenditures are accountable through the OACP annual audit conducted by an external Chartered Accounting firm;
- Duplication of effort (committees and OACP staff) are eliminated;
- The OACP “brand” (i.e. logo) is seen as demonstrating quality programming through constant evaluation and assessment of event content;
- Benefits may be achieved through bulk purchasing and repeated utilization of event services and facilities;
- Event liability insurance is provided for every OACP event;
- Potential sponsors are not alienated through repeated approaches for financial support;
- Event scheduling will ensure no overlap or conflicts with other OACP events; and
- Sponsors are assured that their expectations are met consistently and that long-term partnerships are established.

Further, when any OACP committee or formalized group (Networking Group) determines the need to plan a function or service, the following methodology will be utilized:

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- The committee/group shall propose content for the workshop/conference to the OACP Executive Director who shall circulate it to the Chair of the Networking Committee for approval. The Chair of the OACP Education, Training & Professional Development Committee shall be a resource for content evaluation as required.
  - The committee/group shall complete and submit to the OACP Executive Director (or his or her designate) an event template and budget.
  - All financial transactions related to the function shall be administered by the OACP staff (e.g. OACP will collect all fees and make all disbursements).
  - The OACP Executive Director or his/her designate shall make/approve all arrangements and sign all facility and speaker contracts and for the function (based on input from the committee); shall promote through e-mails, newsletters, OACP web site, and social media channels as appropriate; provide on-line and/or mail registration; arrange for sponsorship and ensure all sponsor requirements are fulfilled.
  - Shall conduct a participant evaluation of the event upon its conclusion, and administer the event as required in liaison with the committee.
  - OACP shall provide the committee with a detailed statement of revenues and expenses upon conclusion of the event.

This policy fully utilizes the OACP staff expertise in the areas of event planning, budgeting, promotion, registration and administration, and allows OACP members to benefit from bulk purchasing of all supplies, equipment and facilities, and more appropriately utilizes the expertise of members of police services for the identification of appropriate OACP products, services or events (including speakers as appropriate).

In accordance with best practices in the association sector, this policy provides consistency for quality cost-efficient programs, the utilization of subject experts for the identification of product and/or service content, ensures accountability and appropriate audit of all activities, and minimizes any liability risk to OACP through its insurance policy.