



ottawa | conseil de
safety | sécurité
council | d'ottawa

APPLICATION TO THE BOARD OF DIRECTORS

2020-2021 INFORMATION PACKAGE

TABLE OF CONTENTS

Job Description	Page 1
Frequently Asked Questions	Page 4
Legal Information	Page 13

1. JOB DESCRIPTION -- BOARD DIRECTOR

Position:	<u>Board Director</u> (Volunteer)
Time commitment:	Five to ten hours per month (meetings, preparation, consultation)
Term:	Three years, appointed or elected annually at the Annual General Meeting (term may be renewed as per the by- laws)

1. Accountability

The Board of Directors is collectively accountable to the members, community, funders and other Ottawa Safety Council (OSC) stakeholders. They are accountable for the OSC's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources.

2. Authority

Directors have no individual authority to approve actions by the OSC, to direct staff, or to speak on behalf of the OSC unless specifically delegated by the board.

3. Responsibility

Each Director is responsible for fulfilling his or her legal three primary legal duties¹ known as the "duty of care," "duty of loyalty," and "duty of obedience." To the three legal duties, the OSC adds "duty of foresight" because Directors are responsible for acting in the best long term interests of the organization and the community. Directors must abide by the by-laws, code of conduct, conflict of interest and other polices that apply to the board.

¹ More information about the duties of care, loyalty, and obedience can be found at [https://www.ic.gc.ca/eic/site/cilp-pdci.nsf/vwapi/Primer_en.pdf/\\$FILE/Primer_en.pdf](https://www.ic.gc.ca/eic/site/cilp-pdci.nsf/vwapi/Primer_en.pdf/$FILE/Primer_en.pdf)

4. Principal Activities

The role of the Director is comprised primarily by the following activities:

- Prepare for and participate in board meetings
- Help the board to monitor the performance of the OSC in relation to its mission, objectives, core values and reputation
- Participate in the approval the annual budget and monitor the financial performance of the OSC in relation to it
- Help establish, review and monitor governance and operational policies
- Participate in the oversight and evaluation of the Executive Director
- Identify prospective board members and possibly help recruit them
- Participate in the evaluation of the board itself
- Contribute to the work of board as a member of at least one board committee
- Attend and participate in the Annual General Meeting
- Participate in the review of the OSC's mission and objectives and in the development of a strategic plan
- Be an ambassador for the OSC – directors should ensure their friends and contacts are aware of their involvement with the OSC.

5. Qualifications

The following are considered key qualifications for Directors:

- Commitment to OSC's mission and strategic directions
- A commitment to and understanding of OSC's clients, preferably based on experience
- Relevant professional experience with significant leadership accomplishments in business, government, or the nonprofit sector
- Ability to facilitate, foster and build consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for OSC's areas of activity
- Knowledge of the community

6. Evaluation

The performance of individual directors is evaluated annually in the context of the evaluation of the whole board and is based on the carrying out of duties and responsibilities as outlined above.

7. Remuneration

Service on OSC's Board of Directors is without remuneration except for direct out of pocket expenses incurred for Board business per policies as approved by the Board.

2. FAQ

QUESTIONS FOR PROSPECTIVE OR CURRENT DIRECTORS TO ASK THE OTTAWA SAFETY COUNCIL (OSC)

1) Is the OSC incorporated and, if so, in what jurisdiction and under what legislation?

The Ottawa-Carleton Safety Council was incorporated as charitable corporation without share capital in 1989. The organization is incorporated as a charitable non-profit federally.

In 2001 the name was legally changed to The Ottawa Safety Council under legislation covered by the Ontario Ministry of Consumer and Commercial Relations, Sections 168 and 170 (as applicable) of the Ontario Business Corporations Act. Our trademark:



2) Is the OSC primarily for the mutual benefit of its members, or is it primarily for public benefit?

We are a community focused, program-based corporation whose mission and goals are for public benefit.

3) Who are the members of the OSC?

The membership of the organization consists of board members, volunteer instructors of the Motorcycle Training Program, Adult Crossing Guard personnel, Walking School Bus personnel, and members of the public - all of whom pay a membership fee (currently \$10 annually) and complete and sign a membership application form.

4) Who does the OSC serve – the members or some other constituency?

The OSC serves the public, either directly through training initiatives or advocacy programs, or through partnerships with other agencies of a like goal.

5) To whom are the Directors accountable?

The directors are accountable to the chair of their respective committees in fulfilling those requirements, while being responsible to the board chair for their actions and conduct as board members.

6) Does the OSC Board of Directors meet regularly?

The current practice is to have the full Board meet per a schedule set for the following year in January of the current year. We hold most meetings at our Bells Corners office location (301 Moodie Drive, Suite 103) approx. 10 times per year on Mondays. The Board has one retreat in January and another in June in order to orient the newly elected directors and to get to know each other a bit. The June retreat is a mandatory strategy planning session.

7) What notice and preparation (e.g., agendas, reports, etc.) does the OSC give to directors in advance of board meetings?

We make every attempt to ensure that the agenda is set and provided to the board members at least five days in advance of the meeting, along with any supporting documentation and committee reports. Standard agenda items include:

- a. Approval to Minutes of the previous Board meeting;
- b. Action Register items
- c. CEO's report (written);
- d. Committee reports
- e. Strategy progress
- f. Risk management

The OSC Board Chair is responsible to set the agenda. Board members may request additional matters by submitting a request through the CEO. The CEO will call for agenda ten (10) days before the scheduled meeting date.

Any proposal requiring OSC action must be accompanied by a briefing document submitted to the CEO for distribution to the board members.

Sometimes, a matter may arise that requires prompt attention and a special meeting will be called. These meetings are usually scheduled via email and may be conducted via Skype. The CEO will note any action item(s) arising from these meetings and log them in the Action Register. Should the sessions be conducted *in-camera*, the OSC board chair is responsible for noting the action items, etc.

8) Does the OSC have written policies such as a conflict of interest policy?

Yes. The OSC has a Policy and Procedures Manual that cover a multitude of subjects, including conflict of interest. Each member will receive a copy upon election to the board.

9) Does the OSC maintain the proper books of account, records and minutes of meetings?

Yes. The Minute Books, accounts and records are held in the OSC's office and are verified annually for completeness and financial accuracy by the duly appointed auditor as part of the year-end audit.

10) Does the OSC provide Board members with ongoing operational and program information?

Reports are provided to board members at regularly scheduled meetings. Operational and program information is provided through the CEO's report and the chair addresses matters of strategy and policy. Committee chairs provide written reports to the CEO, who then submits them to the board members for discussion.

11) How does the board monitor and supervise the CEO?

The annual performance report is conducted by the Chair and the HR Committee.

12) Do the OSC's current activities reflect its organizational objectives as set out in its incorporating documents?

Yes. All of our programs meet our mandate and mission statement.

13) Does the OSC carry out its obligations under its by-laws, such as the requirement to call an annual general meeting?

Yes. OSC by-laws require that the Annual General Meeting be held no later than the end of May, which has been the case for many years.

Additionally, regular meetings are held with the full Board (see schedule above). The board may choose to cancel the December Skype call for budget approval at its discretion.

14) Does the Board have a process for authorizing contracts entered into by the OSC?

Yes. The Board has approved an Executive Limitations Policy for the OSC CEO which outlines the limits and signing authority of the CEO and of board signing officers.

15) Does the OSC fulfill all of its statutory obligations, such as filing mandatory reports with the appropriate government bodies and make the proper source deductions for employees?

Yes. The treasurer is responsible for ensuring all mandatory reports are filed with the Canada Revenue Agency, Workers Safety Insurance Board and the Ministry of Consumer and Commercial Affairs. This responsibility is currently delegated to the CEO.

16) The OSC is a registered charity; is it taking precautions to ensure the proper investment of charitable funds?

We currently have no investments for which a policy is required.

17) As a registered charity, is the OSC complying with applicable laws regulating its fundraising activities?

Yes. Our auditor ensures that all reports and forms are completed and that we are acting within the applicable laws.

18) What is the committee structure of the board?

At present, the OSC maintains the following committees:

Executive Finance
Strategic Marketing
Strategic Operations
Human Resources
Governance
Nominating Committee

19) What is the mandate and role of each of the standing and special committees of the OSC?

Each committee operates under a “Terms of Reference” document. These are available upon election to the Board.

20) Do the OSC’s By-laws provide for indemnification of directors?

Yes.

21) Does the OSC do everything it can to inform directors about and protect them from any possible litigation?

Directors are informed of their indemnification at the time of their orientation.

22) Does the OSC routinely deal with children or other vulnerable populations? Does the organization have a screening policy? If so, what is it and how is it carried out? Is there provision in the screening policy for obtaining consents from individuals subject to security checks? Does the OSC have a written policy dealing with sexual abuse?

The OSC routinely deals with children through our Pedestrian Safety Education and through the interaction between Adult Crossing Guards and children and Walking School Bus Leaders and children.

The OSC uses police checks for the vulnerable sector as a means of screening.

We do have a policy dealing with sexual abuse in our programs. We also carry abuse insurance as part of our package (see below).

23) Does the OSC have in place adequate insurance to cover potential liability? How often is this insurance coverage reviewed?

The OSC has sufficient general liability insurance (\$10 million). This policy is reviewed annually by the CEO and the insurance broker. In addition, we have abuse insurance, fraud insurance, cyber hacking insurance, business crisis insurance, auto insurance, and crime insurance.

Our insurance broker checks the markets every year, and every two to four years will do a formal marketing to see what other insurance companies may be interested and at what terms. He plans the process each March for our main insurance policies that renew in July.

24) Does the OSC have Directors' and Officers' liability insurance (D & O) for its Directors? What is covered and what is excluded?

The OSC carries \$5 million in Errors & Omissions and Directors' & Offices Liability Insurance. This is an aggregate limit per policy period. This insures the OSC, all Directors and Officers, employees and volunteers for liability imposed upon it by a court of civil law for compensatory damages because of a wrongful act.

This coverage includes Wrongful Dismissal legal expense costs.

This coverage excludes legal costs or damages ordered in the event that a director, officer, employee or volunteer is found to be acting with willful neglect or default.

Our insurance policy is available for review.