



## CCASH BOARD GOVERNANCE

### INTRODUCTION TO GOOD GOVERNANCE

The Catholic Children's Aid Society of Hamilton's (CCASH) Board Principles, Policies and Practices document are designed as an easy-to-reference "users' guide" for the Board and each of its Directors to efficiently and effectively steward the organization on behalf of its Members. The Board must also consider the influences and impacts of its stakeholders on how it executes these policies. It is based on a framework for good governance developed by governance advisors, TNG ([www.tngleaders.com](http://www.tngleaders.com)) and supports the sector-wide governance enhancement direction and initiatives of the Ontario Association of Children's Aid Societies. This "good practice" governance framework provides the structure and layout for these documents.

### FRAMEWORK FOR GOOD GOVERNANCE

A high performance Board knows the importance of understanding and committing to good governance. As a means to understand, communicate, manage and measure effectiveness as a Board and an organization the Board has adopted this simple governance "framework". The framework encompassed the four (4) most fundamental dimensions of good governance: People, Structure, Process and Culture. The framework defines the purpose and interrelationship of these fundamental dimensions of governance and acts as a lens through which the Board can pursue and monitor its compliance and performance responsibilities. The framework also acknowledges the related yet distinct roles played by the Bod as a whole and by each Board Director in living good governance every day.

CASH's Board Principles and Policies are prepared to reflect each of the four fundamental dimensions of good governance.



## **DIMENSIONS OF GOOD GOVERNANCE**

### **1. “Right People” as Directors**

This dimension describes the elements needed for assembling and maintaining qualified and capable directors; individuals that possess the requisite skills, experience, capacity and attitude to fulfill the expectations of the important role they occupy.

### **2. Clear and Supportive Structures**

This dimension describes the hierarchical arrangement of lines of authority, communication, rights and duties; how roles, power and responsibilities are assigned, controlled and coordinated to achieve the objectives and strategy of the organization and the board.

### **3. Reliable and Enabling Processes**

This dimension describes the series of actions or functions needed to bring about desired results. In the case of good governance the desired results are the ethical stewardship and strategic leadership of stakeholders’ investments and interests as discharged through the decision-making and monitoring functions of the board.

### **4. Healthy and Sustainable Culture**

This dimension describes the stated organizational intentions and board behaviours, norms and rituals that compel people to do their best to serve the organization’s purpose; putting collective interests ahead of any one individual interest.

Each of these dimensions of governance is interdependent with the others. While structures and processes can appear clear and linear on paper, the “system of governance” is dynamic. It involves people; people interacting with people and the structures and processes that seek to describe how that interaction is to occur. To achieve good governance the Board must not only understand each dimension on its own, it must also seek to understand the cause-and-effect relationship that occurs between and amongst the dimensions; a relationship that will change and evolve over time as the Board and organization experience and “dance within the system. After all, the pursuit of good governance should be welcomed as an evolution not a revolution!

## **GOVERNING IN CONTEXT**

While it is true that boards everywhere are largely accountable for the same core elements of governance, implementing good governance doesn’t happen in a vacuum. There will always be some subtle difference in “how” a board carries out its governance responsibilities. These differences will most often affect the “practices” of governance vs. the overriding principles and policies of governance. It is for this reason that each policy contains a Policy section which

reflects current good governance standards and the Practice which allows for the differences in the Catholic Children's Aid Society of Hamilton's "way of governing" that seeks to accommodate its unique context.

Some of the unique governing contexts that influence or governance include:

### **Our Origins**

The first Canadian Children's Aid Society was started in Toronto in 1891 by John J. Kelso to protect children. In 1888, An Act for the Protection and Reformation of Neglected Children allowed the courts to make children wards of institutions and charitable organizations, with local government assuming the maintenance costs of wards. Between 1891 and 1912, sixty Children's Aid Societies sprung up across Ontario.

Children's Aid Societies are legislated in Ontario by the *Child, Youth and Family Services Act*, as last amended, with the principal responsibilities being:

- investigate reports or evidence of abuse or neglect of children under the age of 16 or in the society's care or supervision and, where necessary, take steps to protect the children
- On January 1, 2018, Ontario raised the age of protection from 16 to 18. A professional, or member of the public, who is concerned that a 16-or 17-year-old is or may be in need of protection may, but is not required to, make a report to a society and the society is required to assess the reported information. [CYFSA, s. 125(4)]
- care for and supervise children who come under their care or supervision
- counsel and support families for the protection of children or to prevent circumstances requiring the protection of children
- place children for adoption

### **Our Formation**

The charter for the Catholic Children's Aid Society of Hamilton was granted on October 30, 1953. The Society opened its doors at 90 Stinson Street in April of 1954, with Mr. Frank Nearing as the first Local Director, a staff of three and a mandate to serve the Catholic families of the City of Hamilton. Until 1965, the Society created a joint Annual Report together with other Catholic Community Services; the St. Elizabeth Visiting Nurses, the Catholic Welfare Bureau (later Catholic Social Services) and other Catholic services such as St. Martin's Manor, Mont St. Joseph's Centre and the Marian Credit Union.

Over the years the Catholic community of Hamilton has continued to grow and currently approximately 34.3% of Hamilton residents identify themselves as Catholic. Today the Catholic community is quite diverse and includes individuals and families from Ireland, Italy, and Portugal, and from various countries in Eastern Europe, Central America, Asia and Africa.

### **Our Purpose and Objects**

From the Society's Letters Patent dated October 30, 1953

*For the purposes and objects, that is to say:*

- a) TO protect children from cruelty and neglect on the part of the parents, guardian or others;*
- b) TO care for and control neglected children;*
- c) TO improve the home life of children;*
- d) TO secure foster homes for children who have no homes or proper homes of their own;*
- e) TO safeguard the religious faith of Catholic children;*
- f) TO accept gifts, donations, legacies, devises and bequests;*
- g) TO invest the moneys of the Corporation not immediately required for its purposes in such investments as the directors may determine;*
- h) Generally to discharge the functions of a Children's Aid Society under The Children's Protection Act, and to cooperate in carrying out the provisions of the said Act and other legislation in the interest of children; and*
- i) TO do all such other things as are incidental or conducive to the attainment of the above objects.*

## **Corporate Form**

The Catholic Children's Aid Society of Canada is a not-for-profit corporation pursuant to the *Corporations Act (Ontario)* and the *Income Tax Act (Canada)* and accordingly subject to the policies and scrutiny of the Canada Revenue Agency.

## **Definitions**

For the purpose of the Board Principles, Policies and Practices the following definitions apply:

**Board:** the board of directors for the Society.

**By-laws:** by-laws for the Society as approved by the Members.

**Chair:** the Chair of the Board

**CCASH:** Catholic Children's Aid Society of Hamilton

**Director:** an individual occupying the position of director of the Society by whatever name they are called.

**Executive Director:** the employee of the Corporation who is the "Local Director" within the meaning of the *Child, Youth and Family Services Act (Ontario)* as may be amended from time to time, directly accountable to the Board of Directors.

**Member:** a member of the Society.

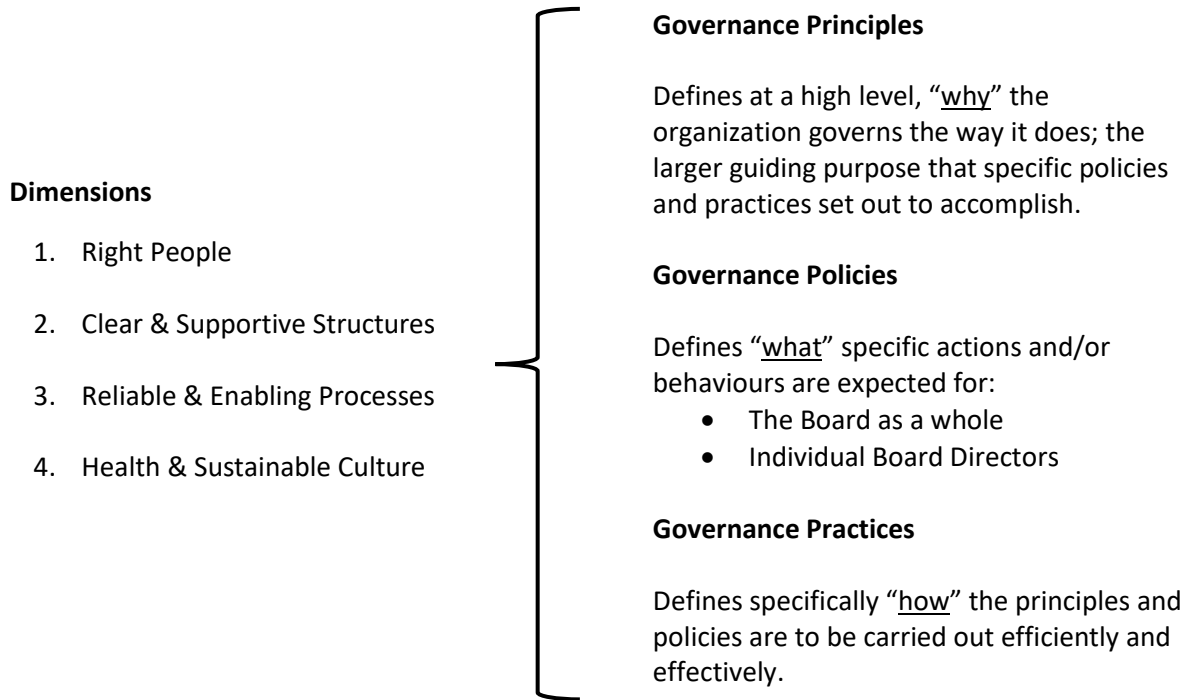
**Members:** the collective membership of the Society.

**Officer:** an officer of the Society, namely Chair, Vice-Chair, Treasurer and Secretary.

**Society:** the corporation that has passed these by-laws under the Corporations Act or that is deemed to have passed these laws under the Corporations Act, (meaning the Catholic Children's Aid Society o Hamilton.

Good Governance Principles, Policies and Practices

Within each of the four dimensions of good governance the Board will be guided by three levels of written direction: principles, policies and practices.



**CCASH GOOD GOVERNANCE POLICIES AND PRACTICES**

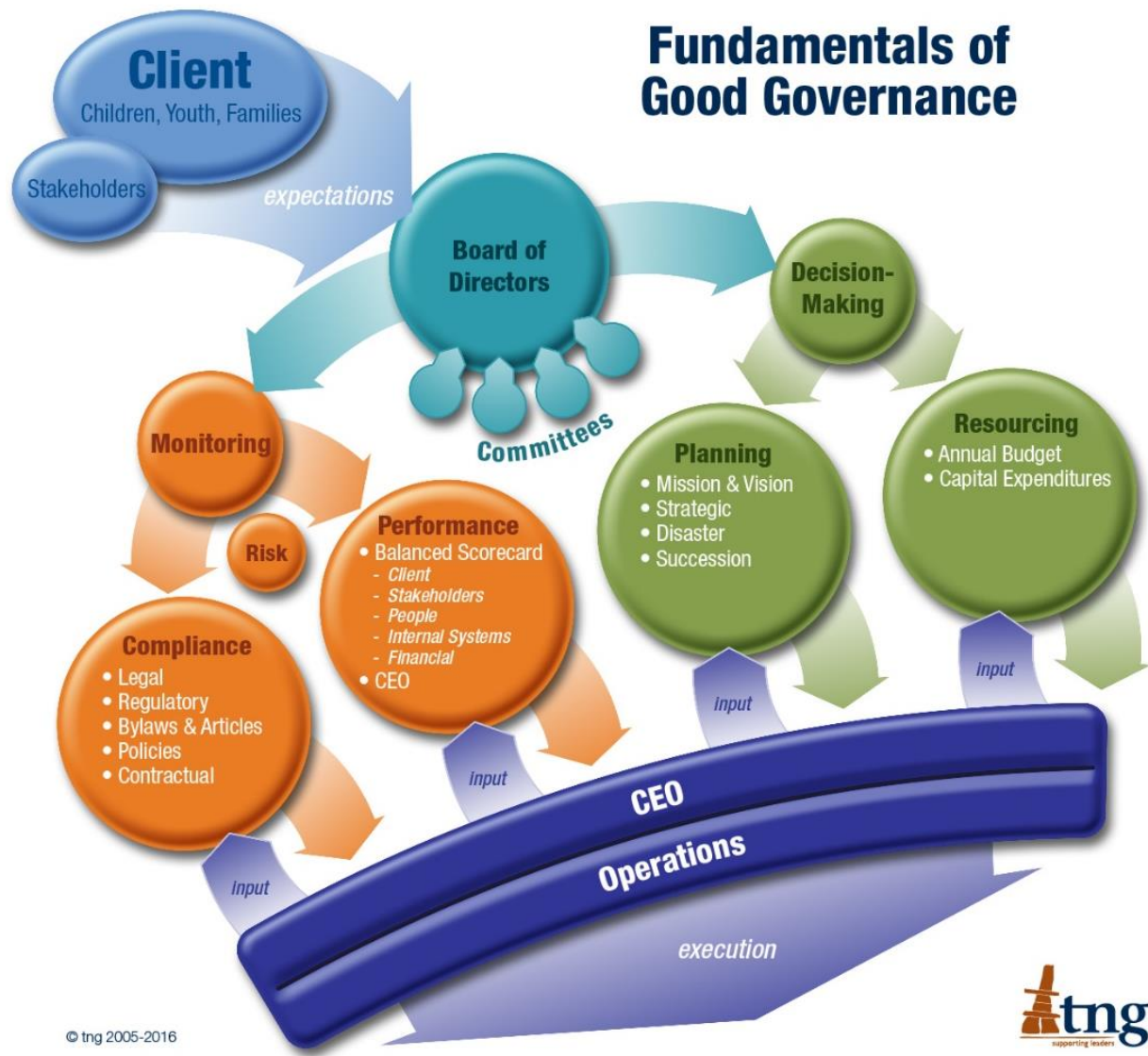
There is a policy and practice for each governing policy.

The **Policy** section describes the good governance principles and policies of the Board. *The principles and policies should remain relatively consistent over time. Changes to the principles and policies should receive full Board approval.*

The **Practice** describes the most recent good governance practices being used by the Board to achieve the policies and uphold the principles. *The governance practices will evolve over time as new good governance practices are developed and adopted. Changes to the practices should receive full Board approval.* **Appendix A: Board Work Plan** will guide the Board in ensuring all Practices are fulfilled.

The Fundamentals of Board Governance

The following graphic depicts the most fundamental aspects of board governance. It illustrates the relationship between the board and its members and key stakeholders for whom the organization exists. It illustrates the relationship between the board and its sole employee, the Executive Director, through whom the board delegates the vast majority of operational responsibility. And it illustrates the board’s core functions of decision-making and monitoring. The Board Principles, Policies and Practices seeks to describe more fully “what” the role of the board is in each of these areas and “how” it should go about discharging its duties in an ethical and responsible fashion.



APPENDIX A: BOARD WORK PLAN

Pillar		Frequency of Board Action			
		Every	Semi-	Annually	As Needed
1. RIGHT PEOPLE AS DIRECTORS	<b>Principle 1.1 Board Composition</b>				
	1.1.1 Board Composition			X	
	1.1.2 Director Skills Inventory			X	
	1.1.3 Board Recruitment, Election & Succession			X	
	1.1.4 Board of Directors Terms of Office			X	
	<b>Principle 1.2 Director Contribution</b>				
	1.2.1 Whole Board Duty			X	
	1.2.2 Director’s Duty			X	
	1.2.3 Board Leadership Duty			X	
	1.2.4 Director (Re)Orientation/Education & Training			X	
	1.2.5 Director Development			X	
	1.2.6 Directors & Officers Liability Insurance			X	
	1.2.7 Director Compensation & Expense Policy			X	
	2. CLEAR AND SUPPORTIVE STRUCTURES	<b>Principle 2.1 Board Accountability</b>			
2.1.1 Corporate By-laws/Articles				X	
2.1.2 Board Governance Manual				X	
2.1.3 Governance Disclosure				X	
2.1.4 Delegation of Authority				X	
2.1.5 Committee Structure				X	
2.1.6 Board Meetings				X	
2.1.7 Attendance at Board Meetings				X	



Pillar		Frequency of Board Action				
		Every	Semi-	Annually	As Needed	
	2.1.8 Leave of Absence			X		
3. RELIABLE AND ENABLING PROCESSES	<b>Principle 3.1 Board Decision Making</b>					
	3.1.1 Board Decision Making	X				
	3.1.2 Strategic Plan and Renewal			X		
	3.1.3 Operating Plan and Budget			X		
	3.1.4 Disaster Recovery Plan		X			
	3.1.5 Executive Director Succession Plan			X		
	<b>Principle 3.2 Board Monitoring</b>					
	3.2.1 Organizational Compliance	X				
	3.2.2 Principal Risks		X			
	3.2.3 Organizational Performance	X				
	3.2.4 Audit Function			X		
	3.2.5 Executive Director Performance			X		
	3.2.6 Board Performance			X		
	4. HEALTH AND SUSTAINABLE CULTURE	<b>Principle 4.1 Organizational Sustainability</b>				
		4.1.1 Clients			X	
4.1.2 Stakeholders				X		
4.1.3 Relationship and Engagement				X		
4.1.4 Quality			X			
4.1.5 Workplace Health				X		