



Board Handbook

Table of Contents

1.	About VBIS	3
1.1	Purpose of the Society	3
1.2	Brief History	5
1.3	Mission, Vision and Values	7
1.4	The Societies Act and VBIS's By-Laws	1
2.0	VBIS Governance	2
2.1	Definition	2
2.2	VBIS governance model	2
3.0	The Board	4
3.1	Mandate and responsibilities	4
3.2	Board composition	7
3.3	What Board members must bring to VBIS	7
3.4	The Board's role defined	8
3.4.1	The Board's role 8	
3.4.2	Working with the Executive Director 8	
3.4.3	Risk management 9	
3.4.4	Strategy setting 10	
3.4.5	Oversight and Compliance 10	
3.4.6	Compliance, transparency and reporting to stakeholders 11	
3.4.7	Commitment to self-improvement 11	
3.4.7.1	Board orientation 11	
3.4.7.2	Director and Board evaluations 11	
3.4.7.3	Training and development 11	
3.4.7.4	Board recruiting 12	
3.4.8	Managing conflicts of interest 12	
4.0	Executive director	14
4.1	Terms of reference	14
4.2	Assistance from Board members	16
5.0	Board and committee terms of reference	16
5.1	Board's use of committees	16
5.2	Committees list	16
5.3	Committee terms of reference	16
6.0	Appendices	20
6.1	Board and committee meeting calendar	20
6.2	Organization chart	21
6.3	Board list and bios	22
6.4	VBIS By-Laws	25

Preamble

An electronic copy of this VBIS Handbook is provided to each director and contains information both useful and essential for Board members.

The Handbook remains the property of VBIS and directors are asked to delete any electronic copies when they leave the Board.

The Board reviews the Handbook at least once a year and updates its contents as required.

The Handbook includes electronic links to important documents such as the Societies Act, VBIS By-Laws and strategic and operating plans.

1. About VBIS

1.1 Purpose of the Society

Victoria Brain Injury Society provides individual and group support, education, and advocates for survivors of brain injury and their families. We are accountable to our clients, those who fund us and the institutions with whom we work.

The Society believes stakeholders are best served through a multi-faceted approach. In this regard VBIS offers several programs in support of clients and their families. VBIS also works to educate stakeholders and the public through educational programs including prevention and coping strategies. VBIS provides, case workers, counsellors and liaison and advocacy services in support of the programs we offer and the clients we serve.

Our programs and services are guided by the following principles:

1. Our basic philosophical underpinnings are rooted in the idea of maximum independence with minimum professional support.
2. Our experience has taught us that most people want to continue to be a part of their community following injury.
3. Our philosophy supports using existing services where appropriate and using "natural" supports such as friends, family, and peers wherever possible. However, brain injury is a highly specific treatment area. Most generic service providers and peer or family supports require professional guidance and training to provide effective and meaningful support.
4. We believe every individual is due respectful support that begins with the recognition that individuals with disabilities reflect the normal diversity of the human community.
5. We believe in providing opportunities for people to experience life in a typical way, with emphasis

on the individual's abilities and ensuring that a supportive atmosphere exists with appropriate supports to facilitate freedom of choice in the least restrictive way possible.

6. We believe in encouraging family involvement and working towards enhancement of an individual's social role within a network of family, friends, advocates, and the community.
7. We believe we are accountable to our clients and their families for the services we provide, ensuring that individuals supported by our service regain some control over their lives.
8. We are also accountable to the funding agencies and other stakeholders to ensure compatibility with their mandates and cost-effective use of limited resources.
9. Most importantly, we believe that most brain injuries are preventable and the most cost-effective approach to the problem is the development of effective prevention strategies.

VBIS is governed by a volunteer Board of Directors. We employ eight full and part-time/contract staff to work with head-injured individuals and their family and friends. In addition, the staff work with other organizations who have clients with head injuries. Our operating budget is approximately \$600,000.

For a more detailed understanding of VBIS's purpose please see www.vbis.ca.

1.2 Brief History

The Victoria Brain Injury Society was incorporated as a registered Society in British Columbia on September 19, 1983, under the name of the Vancouver Island Head Injury Society (VIHIS). The primary purpose of the Society was to:

Assist head injury victims and their relatives, in their recovery and restoration to the best level of the love, dignity, and ability in living.

In the summer of 1988, a cross Canada bus tour was arranged which carried 17 brain-injured young adults and six staff and volunteers from Victoria to St. John's, Newfoundland, to raise awareness among the public as well as draw attention to the need for funding from governments for brain injury support. Specifically, Manuela Corriveau (the matron of the only brain-injured rehabilitation hostel on Vancouver Island, and the Vice-President of VIHIS) wanted recognition of the need for more rehabilitation programs and support for individuals with a brain injury. The Lions Club in Victoria donated the bus and their partner organizations in each province provided much-needed financial support to ensure the success of this trip, and it was captured by media across the country.

A partnership was initiated between VIHIS and the Gorge Road Hospital to provide case management for those completing the in-hospital rehabilitation program to transition back to the community. Expansion of services was recommended to offer more 1:1 counselling, life skills training, and support groups. Finally, the purpose of VIHIS was modified to reflect a rehabilitative focus:

To provide support and education to people with head injuries, their families, and friends, thus enabling them to move towards emotional, economic, and social self-reliance that is rightfully theirs.

Individual support services, family support services, and three different support groups were offered by VIHIS to persons with brain injuries and their significant others. Annual funding contracts for program delivery were provided by the Ministry of Health to try to meet all the diverse needs.

In 2008, at its AGM, VIHIS changed its name to the Victoria Brain Injury Society, to better reflect the community that it serves (given that there are other brain injury societies on Vancouver Island) as well as the specific nature of the disability that its members live with throughout their lives. In 2009 VBIS hosted its first annual fundraising Gala, *An Evening of Black & White... Because Gray Matters*, which continues to this day. At this time VBIS also moved to larger, more central premises to provide safer and increased services to members and to the general public. Each month more than 90 clients and 30 families were provided services, with about 20 new

people coming to VBIS to request support. Besides case management services, there were eight various support groups that people could join, and VBIS had over 50 active volunteers who helped with peer support, awareness and education, office assistance, and special events. Community partnerships had grown as well as sponsorships from businesses and funding organizations.

In 2014 VBIS signed a contract agreement with Island Health (then Vancouver Island Health Authority) to deliver services, which continues to this day. From this time until the present, the Society has gone through a tremendous growth spurt, with a larger Board, more staff and volunteers, and new support and educational programs for its members, as well as increased awareness events for the larger community. We currently provide more than 660 clients with services annually and have over 360 new clients contacting us each year. VBIS has approximately 65 volunteers working at a variety of jobs. We also continue to nurture our relationships with the University of Victoria, Vancouver Island University and Camosun College, providing co-op and practicum experiences for students. Although the global pandemic initially resulted in a decrease in numbers, the people accessing our services now continues to rise. VBIS is a vibrant organization that plays a necessary and important role in the lives of those with a brain injury and their loved ones, in helping them regain control, independence, and dignity, and in helping to prevent others from acquiring this life-changing disability. We:

Provide education, support, and advocacy to people with acquired brain injury, their family, and friends, to enable them to move toward emotional, economic, and social self-reliance.

1.3 Mission, Vision and Values

Vision Statement

To empower people with acquired brain injuries to maximize their quality of life.

Mission Statement

To support, educate, and advocate for adults with acquired brain injuries and their families; and to increase community awareness about acquired brain injuries.

Values

We are:

1. **Compassionate.** We exemplify compassion towards each other, ourselves, and our community.
2. **Accountable.** We take responsibility for our actions and the overall success of the organization. We are honest, transparent, clear and kind.
3. **Community.** We create and embrace a welcoming, collaborative, and supportive community haven.
4. **Inspired.** We consistently seek out and apply feedback with a vision to advance and progress collaboratively as a team, leveraging technology to interact efficiently with our stakeholders and our community.
5. **Engaged.** We work to ensure all of our interactions reflect a responsive, empathetic, and optimistic outlook.

1.4 The Societies Act and VBIS's By-Laws

VBIS is incorporated under the Societies Act of British Columbia. The members of the Society are its directors. The Board may call a meeting of the Society to conduct business on its behalf. Generally, all such business will be conducted at the Annual General Meeting which the Society is required to call and hold within a required time following its year end. Such meetings are governed by the Act and By-Laws.

Each director is provided a copy of the Societies Act and VBIS's By-Laws when they join the Board and is expected to read and understand their contents.

VBIS's By-Laws: [See Appendix 6.4](#)

2.0 VBIS Governance

2.1 Definition

VBIS defines governance is the “system” through which the organization is directed and controlled. The Board ensures this system operates effectively.

The Board meets its responsibility to direct VBIS by setting out the policies it determines should guide VBIS, approving the organization’s strategic and operating plans, establishing capital and operating budgets, setting the risk parameters under which VBIS must operate and by ensuring VBIS responds effectively to issues that may arise from time to time.

The Board ensures VBIS is effectively controlled by establishing the values under which it must operate, taking active steps to ensure the organization remains in compliance with and meets the requirement of the Societies Act, VBIS’s policies and by-laws and standards that constitute sound business and financial practices. The Board ensures the foregoing by establishing the steps it must take and the practices it must follow to ensure effective oversight.

2.2 VBIS governance model

Board members are not remunerated and do not work for VBIS. They have outside interests including family and careers that limit the amount of time they have available to serve VBIS. However, the Societies Act charges the Board with responsibility for VBIS’s management. Clearly the Board is not able to run the business day to day. As a result, VBIS hires an Executive Director (ED) to lead the organization and manage its affairs. The ED is empowered by the authorities to Board delegates.

Although the Board may delegate, it may not abrogate its responsibilities under the Act. This general governance principle essentially states that “the buck stops with the Board.” The Board manages its relationship with the ED and meets its responsibilities under the Act through the aforementioned system of governance.

The ED is the sole employee reporting to the Board.

On this basis, the roles of the Board and ED diverge. Although the ED provides recommendations to the Board and the Board may seek her counsel on various matters, the ED has no authority to vote on resolutions the Board may take. Conversely, the Board may offer advice to the ED, and may, when requested by her, provide assistance. Board members play no role in the direct management of the Society. In this way, the autonomy and accountability of the Board and ED are preserved.

The Board establishes committees to delve more deeply into areas of specific interest.

The Board may establish standing and ad hoc committees to deal with single or nonrecurring issues.

Committee terms of reference are set by the Board, and no committee may alter its mandate unless directed to do so by the Board.

3.0 The Board

3.1 Mandate and responsibilities

In 2021 the Board established the following responsibilities when acting as the Society and is ongoing role of governing VBIS's affairs.

- 1. In their capacity as trustees of the Society, Board Members shall always act to the benefit of people with acquired brain injury and their families. Board members should not use their position to further their own interests.**
- 2. As trustees for the membership of the Society, Board Members shall remain ever vigilant in their fiduciary¹ duties.**
- 3. Board members hold a responsibility to gain the required knowledge to fulfill the expectations of Board member performance.** This includes sufficient knowledge of the field, the work of the Society, legal and business requirements to accurately undertake the business of the Board.
- 4. The Bylaws show that the Officers of the Board are the President, Vice-President, Secretary and Treasurer.** Officers are expected to serve for at least one 2-year term and may serve for a second 2-year term. After that they may serve for no more than 2 1-year terms. When available, an additional officer is the Past-President who normally serves for 1 year in this position.
- 5. The President, Treasurer and Secretary are authorized to sign cheques, in addition to the Executive Director. All cheques are to be signed by two of those four people.**
- 6. The Board normally consists of 8-12 Directors, the exact number of which is determined annually at the AGM.** All directors must be members of the Society in good standing. Staff may not serve on the Board. There should be at least one survivor on the Board, but no survivor may serve if they currently have a counselling relationship with a Society staff member. It is common, but not required, for Board members to have some connection to people with brain injury. Directors are elected annually and there is no limit on how many times they can seek election to the Board.
- 7. As long as there are fewer directors than the maximum specified at the previous AGM, the Board may solicit and appoint new members whose term is provisional until the next election.**

¹ (As adjective) Pertaining to assets being held or managed in trust for someone else. (e.g., Overseeing the budget is a fiduciary duty.)

(As a person) An individual, company, or association responsible for managing another's assets. Fiduciaries include executors of wills and estates, trustees, receivers in bankruptcy, and those responsible for managing the finances of a minor.

8. Should an officer resign their office or from the Board between AGMs, the Board must elect a new director to replace them in their office.

9. Board members who fail to attend 3 consecutive Board meetings without notice to the President and without a reasonable excuse will be considered to have resigned.

10. Only the President represents the Board of Directors.

All external inquiries regarding the functioning of the Board and Directors should be directed to the President.

11. All information gained at Board meetings is confidential and should not be shared in any detail with the public.

- Information shared at Board meetings may not be appropriate for public dissemination or other sharing with non-Board members. Confidentiality encourages Board members to share their thoughts. Lack of confidentiality may inhibit Board members from speaking up on important issues.
- Decisions made by the Board (i.e., motions) are public knowledge. Submissions to the Board and deliberations by it, as well as “who said what” are confidential.
- Although rarely discussed, any private information about other Board members, staff, members, and especially clients (including their names) is strictly confidential.
- Positions of the Board on topical issues should only be made public knowledge:
 - by staff under instruction of the Board,
 - by the President or Vice-President
 - in the absence of the President and Vice-President, by the Board’s designate.
- Board members should not comment publicly on the performance of the Board, individual Board members, the staff or volunteers.

12. Diversity and challenge among Board members are assets to the Association

Although most decisions are made consensually or unanimously, differing opinions, civil debate, and constructive, well-thought-out challenges are valuable to the Association. This helps a Board remain dynamic and progressive. However, it is important for all Directors to remember that decisions, once made by the majority, become the position of the Board and all its members.

13. The President evaluates and manages Board member performance

- The President makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria.
- The President is ultimately responsible for resolving concerns of staff or other Board members about the actions of Board members. If an individual becomes concerned over the actions of a Board member, they should follow the following process:
 - The concerned individual should discuss the matter with the Board member in question.
 - If not resolved, the President should be informed of the perceived difficulty and will then discuss the difficulty with both parties and either:

- recommend a course of action,
or
- take the issue to the Executive Committee for recommendation on a course of action, or
- take the issue to the full Board for discussion and recommendation for resolution.
- If an individual is concerned about the actions of the President, and cannot resolve the concern with the President directly, they should take the concern to the rest of the Executive Committee (Secretary Treasurer and Vice-President).

14. Individual Board members do not manage Society staff

- The Board as a whole manages and evaluates the conduct and performance of the Executive Director through:
 - The Human Resource Committee or its Chair
 - Direct communication of Board-agreed instruction at or arising from meetings of the Directors or
 - Instruction to the President or Board designate.
- The Executive Director is responsible for and answerable for the agency-related activities of all staff of the Society.
 - Board members who have concerns about staff or volunteers should bring them directly to the President, who may choose to work with the Executive Director and/or Chair of the HR Committee to resolve the concerns.
 - When Board members volunteer at community events, or stop in at the centre, they report to the Executive Director as if they were a non-Board seat holding volunteer.

15. Board members are not permitted to host client programming

- No Board member will facilitate a client-based program.
- In the instance that a Board member interacts with a client in a smaller social setting, they must ensure that another Board or staff member is present.

16. Maintenance of Good Standing

- Dues are payable on anniversary date. One reminder will be issued if dues are late, and if dues remain unpaid for 30 days post-anniversary, Board membership is considered revoked, and reapplication is necessary

The Board has developed position descriptions for Board Officers including the President, Secretary and Chair of the Audit Committee which may be accessed at----

3.2 Board composition

[See Appendix 6.3](#)

3.3 What Board members must bring to VBIS

The Board sets high standards to govern its conduct. This is prompted by the Board's culture and recognizes VBIS's reliance on the public's trust and support. Board members whose comportment is not in keeping with high standards of integrity could damage VBIS's reputation. Directors are required to set the ethical tone VBIS will follow and the standards to which it should aspire. Consequently, VBIS seeks directors of good reputation and whose values are supportive of VBIS's mandate and position in the community.

VBIS fills an important need within the CRD in delivering services to clients. In some cases, clients may be significantly reliant on VBIS. VBIS must function effectively in order to meet this responsibility and for that reason requires a Board that can work well together to reach informed and timely decisions. Where possible, VBIS endeavours to attract Board members with a proven track record in governance. However, VBIS does not limit its quest for directors solely to those with prior Board experience.

It is important that the Board members bring a balanced perspective to the challenges VBIS faces, who can suspend judgement until sufficient facts have been presented, who can remain independently minded and who can decide solely based on what best serves VBIS. In this sense, Board members owe primary loyalty to VBIS when serving as directors and in reaching their decisions.

VBIS operates in a quickly changing world and it is important that directors be up to speed when making decisions. This means directors should be prepared to put in the time required to fully read and understand the material in the Board and committee packages. But beyond that, directors are encouraged to remain attentive to developments in the CRD that could affect VBIS. Directors must also be alert to additional information relating to external developments such as new information regarding brain injury research that they may discover or may be asked to consider by the ED.

From a practical perspective, directors are asked to commit to:

- Attend all meetings of the Board, and give sufficient notice when attendance is not possible.
- Review financial statements, minutes, and information prior to attending the Board Meetings. Prepare questions for clarification when required.
- Serve actively on Board Standing and Ad-hoc Committees as requested and complete assignments in a timely manner.
- Know and understand the Mission Statement and Goals of VBIS, and ensure they are being followed.
- Hear Committee Reports and stay informed about committee matters.
- Discuss ideas and concerns. Present opinions.
- Participate in fundraising and promotion for the Society, using skills and connections.
- Work to ensure VBIS's fiscal stability and financial accountability.

- Approve the Agency Budget.
- Devote at least 5 hours a month
- Notify the Board Chair of any potential or real conflicts of interest immediately upon their discovery.
- Elect Board officers at first Board meeting after AGM.
- Assist in developing and maintaining positive relations among the Board, committees, staff, and community to enhance the Society's mission.
- Assist in the recruitment of new Board Members.
- Meet other responsibilities as agreed with the Board.

3.4 The Board's role defined

3.4.1 The Board's role

The Societies Act sets out decisions that the Board must make, and which may not be delegated. As examples, only the Board may agree to pledge the Society's assets, agree to a wind up of its affairs, decide who will be allowed to sign documents and spend money on its behalf.

There are other responsibilities the Board must meet which are less specifically defined but of paramount importance. These are:

- Working with the Executive Director
- Risk management
- Strategy setting
- Oversight
- Compliance, transparency and reporting to stakeholders
- Commitment to self improvement.

Each of these responsibilities is considered in the sections that follow.

3.4.2 Working with the Executive Director

The most important decision the Board must make is hiring the Executive Director. Aside from the authorities the Board bestows on the ED, directors must be confident that VBIS will be well managed and that they can look forward to innovative leadership and responsible stewardship.

VBIS views the relationship between the role of the ED and the Board as a partnership. Each of the partners has a specific job to do and objectives to meet. Although the roles of the Board and ED are separate and do not overlap, they complement each other through the contribution of ideas and provision of checks and balances under a common understanding that ultimately there is a shared interest in improving VBIS's fortunes.

The ED is the Board's only employee. As such there is an employment relationship between VBIS and the ED which falls under British Columbia's Employment Standards unless both parties agree to substitute

the employment relationship with a contractual agreement. Some organizations view this relationship as akin to that of principal/agent.

The management of this relationship is of great importance and is best assured by ensuring:

- Roles of each of the parties are fully defined and there is no overlap
- Clear expectations are set and defined in terms of achievable outcomes that can be objectively measured
- Periodic performance reviews are done when promised and that the reviews are both complete and objective.

It is important to bear in mind that the ED “cannot be all things to all people”. Executive Directors have strengths and weaknesses and may perform better under some stages of an organization’s growth than others. It is important that the Board be sincere and objective in its assessment of the ED’s performance and to acknowledge good performance as well as those instances when it may require the ED to consider changing the approach to leadership or broaden perspectives through professional development.

3.4.3 Risk management

The Board must understand the risks the Society faces and ensure that a risk management plan is in place. The risk management plan plays an important role in the Board’s directing VBIS. VBIS defines risk as uncertainty. Since it is not possible to forecast all the conditions VBIS may face, then it is not possible to eliminate uncertainty. That is why it is important that VBIS consider putting in place measures that can mitigate them – in essence to have a plan to manage risk.

VBIS might over or under perform in meeting its funding targets, could face accusations that its programs have contributed to harming a client or perhaps key personnel could decide to leave the organization at an inopportune time. It is important that all hazards, perils, and other risk conditions be considered, and a determination made whether to simply accept these risks or to take steps to mitigate them. As an example, VBIS could decide to acquire sufficient insurance to transfer risk, develop contingency plans or to take pre-emptive steps to lessen the potential impact of the risks it faces.

The Board reviews the principal risks facing VBIS at regular intervals. Risk conditions change from time to time, and it is important a comprehensive assessment be made. The Board ensures a risk management plan is put by place by deciding VBIS’s risk appetite and tolerance for each type of risk. As an example, the Board has determined that VBIS has no appetite for taking any actions that could diminish its reputation. It might also determine that in order to safeguard against VBIS becoming financially impaired, it should always have sufficient resources set aside to allow the organization to run for a prescribed period. Similarly, the Board could decide that in order to ensure the organization’s continuity it will ensure employment contracts are in place for key staff. It is important that Board list the risks it feels might arise and ensure that plans are in place to deal with them.

3.4.4 Strategy setting

The Executive Director is required to develop strategic and operating plans to guide VBIS. Since the ED is accountable to deliver on these plans and since the plans play an important role in her performance assessment, she takes the lead in their development.

Strategic plans set VBIS's course for the mid-term while operating plans set out the outcomes that will be achieved in each successive year of the strategic plan. Both require approval by the Board and in this sense play an integral role in its direction of VBIS.

The ED seeks whatever input is necessary to develop VBIS's strategic direction and operational plans from the Board and other parties as required. An important part of this input involves presenting the plans to the Board and seeking approval to move forward.

By examining, questioning, and debating the ED's proposed plan, the Board ensures their adequacy and reasonableness. By offering comments and suggestions the Board provides additional strength to the planning process and the plans themselves.

When discussing strategic and operating plans, the Board assesses VBIS's sustainability and can also assess the types of developments, operating results, risk, and early warning indicators it will monitor throughout the year to gauge the organization's stability and the need to require mid course adjustments.

By approving the plans, the Board provides direction to VBIS as to its future path and by monitoring progress against the plans it meets its responsibility to provide effective oversight.

3.4.5 Oversight and Compliance

The Board provides direction to the ED by approving strategic and operating plans defining the level and types of risks VBIS may take on, setting the ethical tone for the organization and passing policies to enable or restrict certain practices in perpetuity. With these measures in place the Board can delegate authorities to the ED, define the accountabilities applicable thereto and agree the metrics which will be used to measure whether the accountabilities have been met.

VBIS must operate in accordance with the statutes and regulations under which it is governed and in accordance with the commitments the organization has made to various parties pursuant to any contracts or undertakings that have been agreed. The Board ensures that VBIS meets these commitments by requiring such confirmation it deems necessary.

The Board requires the ED to provide regular reports on VBIS's current financial affairs, its operations and the initiatives being pursued. The Board assesses VBIS's and the ED's performance against this information and determines if mid course adjustments may be required. Because Board members are not involved in running VBIS day to day it can make informed and objective assessments and by doing so, fulfills its stewardship responsibilities.

3.4.6 Compliance, transparency and reporting to stakeholders

VBIS ensures that it provides complete and accurate reports to stakeholders.

Although not always required to provide audited financial statements in support of grant applications the Board requires such additional scrutiny of applications as deemed necessary from time to time.

3.4.7 Commitment to self-improvement

3.4.7.1 Board orientation

New Board members are provided an orientation to VBIS when they join the Board. Directors are provided a copy of the Handbook and other documents they may require such as hard copies of the Act, By-laws and VBIS policies.

New directors will meet with the President and Executive Director who will provide an overview of VBIS's mission, vision and values and the current strategic and operating plans. Directors will also be provided a tour of VBIS's facilities and will be introduced to senior staff members.

New directors will be encouraged to ask any questions they wish.

3.4.7.2 Director and Board evaluations

A portion of the annual planning session will be devoted to an assessment of the Board's performance over the last year.

The President will consult with Board members to identify any issues Board members wish to discuss and will prepare and distribute an agenda for the session with the topics to be discussed.

The President will also create or select a performance evaluation questionnaire and each Board member will be asked to complete the questionnaire through electronic media such that results can be tabulated in time for the meeting.

The principal objective of the evaluation is to determine where the Board has added value to VBIS in the last year and to identify areas where the directors feel the Board's performance can be improved. Where appropriate, the Board may set performance objectives for the next year.

Although not required, the Board may decide to evaluate individual director performance either through peer evaluations or by employing an external consultant.

Important insights can be gained by conducting exit interviews of departing directors. The President will meet with each departing director to conduct the interview and the findings will be kept confidential unless the departing director wishes or agrees to have any portions of the interview conveyed to the Board.

3.4.7.3 Training and development

Directors are asked to remain abreast of developments in the brain injury field by reading and viewing pertinent information that comes to their attention. The Executive Director may forward information from time to time which is deemed relevant.

Because of the Society's requirement that it devote almost all funding to meeting its mandate, allocation for funding for director training is limited. There are however instances where director training may prove particularly useful.

The Board will assess any training needs likely to arise and determine if funding should be set aside in the budget.

3.4.7.4 Board recruiting

VBIS seeks to recruit directors with a sincere interest in helping those who have incurred a brain injury. Because of VBIS's multi-faceted operations the Board must have composite skills able to oversee programs, operations and the Society's principal risks.

As part of the annual self-evaluation a determination will be made of the skills and experience (skillsets) the Board has in place to serve the needs of VBIS, whether additional or different skillsets are required and whether to recruit candidates to serve on the Board who can help meet this need.

To assist in the evaluation, the Executive Director will provide a skills and experience matrix which evaluates the skills and experience each director provides. A determination will then be made which skills and experience should be added.

3.4.8 Managing conflicts of interest

Conflicts of interest may arise from time to time:

- An actual conflict of interest - the opportunity arises for a director to further his or her private interest(s).
- A potential conflict of interest - a director's private interests could influence or impair their ability to function as an unconflicted Board member.
- A perceived conflict of interest - a situation where a reasonable person might hold the apprehension that a conflict of interest exists on the part of the Director.

Every Director should do their best to avoid actual, potential, or perceived conflict of interests between them and their position.

In those circumstances where a conflict or perceived conflict may arise, the Director(s) affected must apprise the President and Executive Director as soon as it becomes known. Thereafter, the Director(s) must refrain from any further participation in any VBIS activity related to this matter and absent themselves from any vote on the matter.

In those instances where a Board member is concerned the President may have a conflict of interest, the matter should be referred to the Executive Director who will meet with the President and the complainant. If the matter cannot be resolved, then an in-camera meeting of the Board should be convened.

4.0 Executive director

4.1 Terms of reference

Executive Director Job Description

As the senior leader the Executive Director is responsible for the effective and efficient management of budgets, staff and program delivery for the Victoria Brain Injury Society. Reporting through the President the Executive Director provides professional advice to ensure the successful implementation of the strategic direction set out by the Board of Directors.

Core Duties and Responsibilities:

- Working with the Board developing strategic goals and objectives for VBIS
- Creating annual business plan to deliver on strategic objectives.
- Overseeing program delivery and recommending improvements when required
- Identifying and prioritizing strategic and operational policy gaps
- Ensuring the timely delivery of materials to the Board including:
 - Agendas, minutes and reports
 - Issues that could impact service delivery.
- Financial Management including;
 - Budget preparation, monitoring and reporting
 - Development of fundraising proposals
 - Development of fundraising initiatives
 - Adherence to all relevant legal financial requirements
- Human Resource Management including:
 - Establishing and maintaining a positive and productive environment for staff, volunteers and clients
 - Developing annual work/performance plans aligning with the annual business plan
 - Determining staffing requirements and overseeing the recruitment of staff
- Creating an increased awareness of Acquired Brain Injury (ABI) and the organization.
- Developing and coordinating production of media material (newsletter, brochures, promotional materials, online and social media content)
- Establishing good working relationships and collaborative arrangements with the community-at-large, stakeholder groups, sponsors, and other organizations to help achieve goals of the organization.
- In addition to the president of the Board, acting as spokesperson for the organization

Qualifications, Knowledge, and Skills Requirements

- Undergraduate degree or higher in social sciences or administration from a recognized post secondary institution and two (2) year experience in the not-for-profit sector or a Diploma from a recognized post secondary institution and three (3) years relevant experience
- Demonstrated fundraising abilities and experience with grant writing
- Excellent verbal and written communication skills
- Demonstrated ability to manage complex tasks and prioritize competing demands
- Demonstrated ability to work in a team environment to implement projects
- Firm understanding of:
 - Not for profit governance structures
 - Funding agencies
 - Policy and program development and implementation

Personal Characteristics

- Highly organized and possesses a systematic approach to work.
- Ability to engage in relationship-building with multiple organizations, government agencies and other professional associations.
- Ability to work to demanding deadlines and to adapt and operate effectively in a dynamic environment.
- Collaborative working style in a team environment.
- Is diplomatic and tactful and able to maintain confidentiality and monitor level of disclosure on sensitive matters.
- Understand and practice ethical behavior and business practices.
- Innovative approach to developing strategies to improve operations within the organization.
- Ability to be flexible, versatile and open-minded in an evolving work environment while maintaining effectiveness and efficiency.

Working Conditions

- Standard office/program delivery environment
- Standard work week (37.5) *, but occasionally will involve working evening and weekend hours to accommodate activities (e.g., Board meetings, representing the organization at public events).

*Hours may be negotiable for the right candidate.

4.2 Assistance from Board members

As noted, the Executive Director is the only employee hired by and reporting to the Board. The ED's accountabilities are established through her job description, VBIS's policies and other conditions on which the Board and ED agree.

In consultation with the Executive Director and subject to agreement VBIS may find it expeditious for Board members to take on certain tasks where they have sufficient expertise. For example, Board members may play an active role in fund raising. A Board member with specific expertise might assist in installing a new software package at the ED's request. These are positive examples of Board involvement.

In these situations, it is important that the VBIS's Board and the ED agree on the scope and nature of any Board involvement and that it be project specific. It is also important to consider the degree to which they may place a director in a conflict of interest and if that is the case then such conflicts should be declared and managed accordingly.

5.0 Board and committee terms of reference

5.1 Board's use of committees

The Board establishes standing and ad hoc committees as required and, in each instance, sets the committee's responsibilities by establishing written terms of reference. Once the terms of reference have been established the committee may begin to operate subject to them.

Committees have no decision-making authorities other than those set out in the terms of reference allowing the committee to appoint a chair and when required, a vice-chair and to decide how the committee will conduct its business.

Under no circumstances may a committee make decision which supersede the Board or disenfranchise any individual director who does not serve on the committee. To clarify, a committee may not as an example make decision regarding VBIS's policies or operations which affects the accountabilities of an individual director without such director's assent.

5.2 Committees list

VBIS currently has three standing committees. These are the Fundraising, Human Resources, and Policy Committees. Their terms of reference are set out in the following section.

5.3 Committee terms of reference

Policy Name: Fundraising Committee - Terms of Reference

Policy #:

Policy Section:

Date Approved: March 2009

Type: Standing

Chair: Appointed by Board, annually. Chair is responsible for convening the committee (*viz.* calling the meetings)

Responsible To: VBIS Board

Purpose: To lead and co-ordinate efforts to raise funds for the society through donations, bequests, and events. (Not responsible for grant writing.)

Authority: Makes recommendations to the Board for expenditures, and reports on activities based on autonomous activities. May establish and recruit task groups for specific events.

Reporting and Deadlines: Reports activities to Board at each meeting.

Composition: 3 Board members plus other Board and society members as deemed suitable by the committee. The committee elects its own chair.

Staff Support: Staff provides help with database and advertising. Committee chair communicates directly with staff member responsible for fundraising.

Other Resources: Other Board members.

Communication with Board Through: Committee chair or designate.

Specific Areas of Responsibility:

1. Co-ordinate the Annual phone campaign
2. Co-ordinate the Annual Gala
3. Co-ordinate the Annual golf event
4. Co-ordinate the Annual Spring Event
5. Co-ordinate the annual Fall Non-Event
6. Oversee the maintenance of the donor database
7. Propose and co-ordinate new fundraising initiatives.
8. Oversee requests for bequests in the newsletter
9. Oversees or co-ordinates other events as directed by the Board

Policy Name: Policy/Governance Committee - Terms of Reference

Policy #:

Policy Section:

Date Approved: January 15, 2004

Type: Standing

Chair: Appointed by Board, annually. Chair is responsible for convening the committee (*viz.* calling the meetings)

Responsible To: VBIS Board

Purpose: The Policy Committee will receive policy proposal and direction from the Board and will make recommendations to the Board on the development, approval, and revision of policies that are within the authority of the Board. In fulfillment of this mandate, the Committee will also undertake regular review of the Board's governance policies.

Authority: Makes recommendations to the Board for expenditures, and reports on activities based on autonomous activities. May establish and recruit task groups for specific events.

Reporting and Deadlines: Reports activities to Board at each meeting.

Composition: 3 Board members plus other Board and society members as deemed suitable by the committee. The committee elects its own chair.

Staff Support: ED provides input regarding changes to policies.

Other Resources: Other Board members.

Communication with Board Through: Committee chair or designate.

Specific Areas of Responsibility:

1. Recommendation to the Board of Directors
 - a) To establish priority of Board policy development
 - b) Proposal of policies for approval by the Board
 - c) Review of Policies created by other committees prior to submission to the Board
2. Provision of Information to the Board of Directors
 - a) Interim reports on policy activity.

Policy Name: Human Resources Committee - Terms of Reference

Policy #:

Policy Section:

Date Approved:

Type: Standing

Chair: Appointed by Board, annually. Chair is responsible for convening the committee (*viz.* calling the meetings)

Responsible To: VBIS Board

Purpose:

- To establish the overall philosophy for managing human resources within the organization and the desired organization culture and provide the necessary governance to ensure this is being fulfilled;
- To manage the ED's performance including the establishment of objectives, measures of performance, the assessment of performance towards these objectives, and any other feedback that will enhance the success and performance of the ED and the organization;
- To oversee the recruitment and compensation of the ED;
- To ensure human resources risks are appropriately identified and mitigated in the strategic planning process

Authority: Makes recommendations to the Board for expenditures, and reports on activities based on autonomous activities.

Reporting and Deadlines: Reports activities to Board at each meeting.

Composition: 3 Board members plus other Board and society members as deemed suitable by the committee. The committee elects its own chair.

Staff Support: Staff provides help with database and advertising. Committee chair communicates directly with ED.

Other Resources: Other Board members.

Communication with Board Through: Committee chair or designate.

Specific Areas of Responsibility:

1. Co-ordinate the hiring of ED
2. Co-ordinate the annual performance review of ED
3. Co-ordinate the annual Board performance review
4. Assist with staff interviews where needed

6.0 Appendices

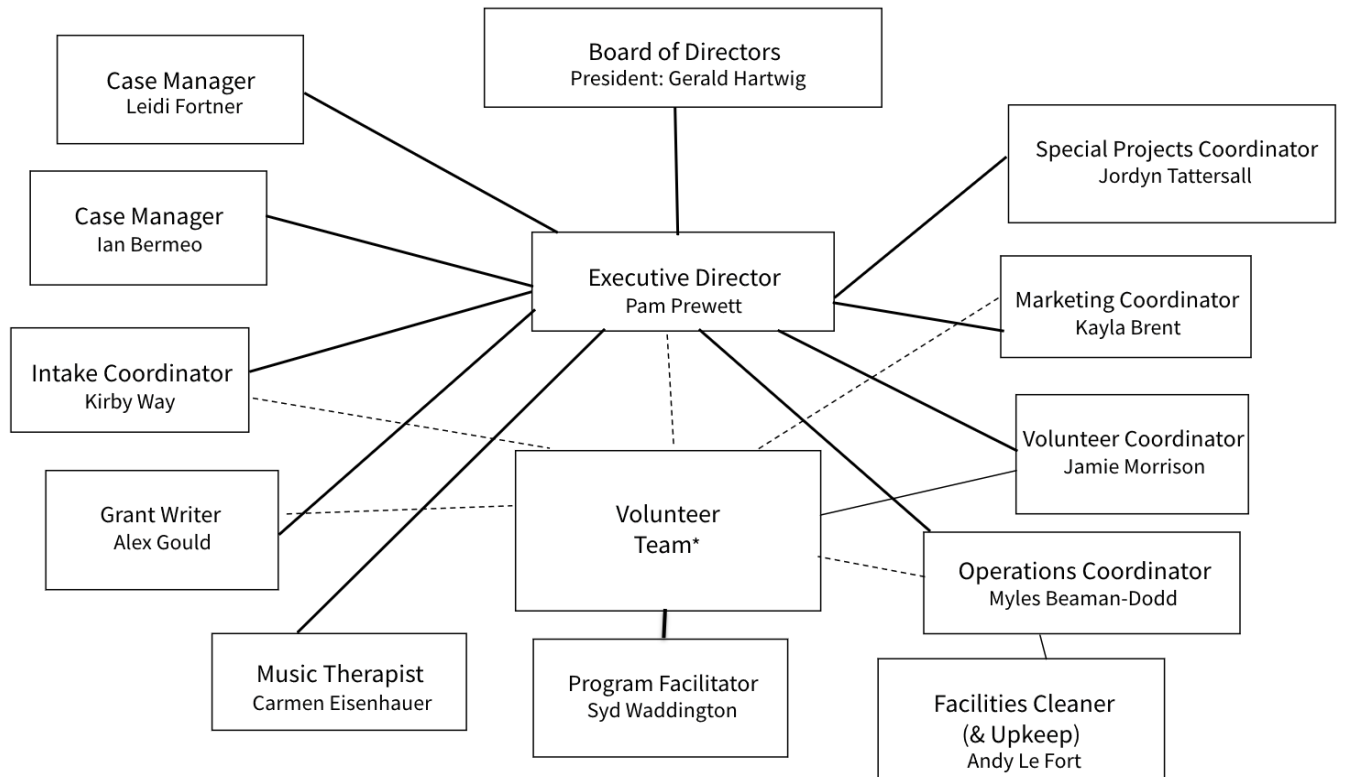
6.1 Board and committee meeting calendar

Board and committee meetings are scheduled prior to the commencement of the upcoming fiscal year to the greatest extent possible. If, during the year it is determined that meeting dates may need to change or if it is decided to add new or ad hoc committees, then the schedule will be amended accordingly.

	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR
Board Meetings												
Formal Board Meeting			3rd Tues			3rd Tues			3rd Tues			3rd Tues
Annual Planning Retreat						3rd Fri/Sat						
Board Dinner			3rd Tues						3rd Tues			
Committee Meetings												
Governance Committee		3rd Mon			3rd Mon			3rd Mon			3rd Mon	
Event Committee		2nd Mon		2nd Mon	Every 2nd Mon	Every 2nd Mon	Every 2nd Mon	Every 2nd Mon	Every 2nd Mon	Every 2nd Mon	Every 2nd Mon	Every 2nd Mon
Audit Committee		2nd Tues			2nd Tues			2nd Tues			2nd Tues	
HR Committee		2nd Wed			2nd Wed			2nd Wed			2nd Wed	
Appointer/Nominator Meeting		2nd Tues				2nd Tues				2nd Tues		
AGM			4th Tues									
Approvals												
Audited Fin. Statements												
Five Year Strategic Plan												
Annual Business Plan												
Reviews / Reports												
Quarterly Financial Review			Q1			Q2			Q3			Q4
Financial Statements												
Due Diligence Reports												
ED Report												
Finance Report												
Board Self Assesement												
ED Performance Review												

6.2 Organization chart

VICTORIA BRAIN INJURY SOCIETY ORGANISATION CHART
(Updated May 2022)



* All volunteers are recruited by, and report to, the Volunteer Coordinator. A number of volunteers, by virtue of the role they are carrying out, report directly to other staff members for day-to-day operation of the tasks/project they are volunteering in. They are also required to periodically check in with the Volunteer Coordinator and advise of their wishes (e.g. try another volunteer role), intentions (e.g. leaving) or concerns.

6.3 Board list and bios

VBIS Board of Directors 2021

Adam Harnden

Adam Harnden came to VBIS in 2019, bringing with him expertise developed during a long career in the tech industry. Getting his start in gaming, Adam worked us way up from soldering circuit Boards back in 1998 to becoming the youngest assistant producer in the industry just three years later. In 2006 he founded his own company, The Adam James Group, a digital marketing consultancy specializing in bespoke marketing solutions for locally run businesses. As a brain aneurysm survivor himself, Adam is honored for the opportunity to contribute to VIBS; he is passionate about making a positive difference in the lives of other people working through the complexities of brain injury. Adam lives in Victoria, where he splits his time between business ownership, philanthropic work, and raising his young daughter.

Barbara Phillips

Barbara is a Physiotherapist and Co-owner of Ergo Rehabilitation Inc., a company that provides case management services and cost of future care reports for injured clients. She has also worked extensively in home and community care rehabilitation services, providing assessment, treatment and education for clients, families, and caregivers. She has treated brain injured clients of all ages in both home and residential settings over the 40 years of her career. She has volunteered on the Board of the community medical equipment loan service for the Western Communities since its inception 14 years ago. Her life is enriched by her children, four grandchildren and her garden.

Gerald Hartwig

Gerald is educated in business administration, with over 25 years as a builder and developer. He is the president and chief executive officer of Hartwig Industries, a boutique real estate development and property investment company that also invests in start-up companies. Gerald balances an active portfolio of commercial properties, quality developments, and several companies with a healthy West Coast Lifestyle of kiteboarding, rock climbing, surfing, sailing, martial arts, cycling and skiing. Gerald has endured twelve concussions through adventurous activities. He is passionate about helping the community through his first-hand experience of living through concussions and rehabilitation. An active community supporter, Gerald has volunteered on Boards and committees such as SPCA, Oak Bay Sea Rescue, Visions Victoria, Victoria Construction Association, Western Pacific Bank Advisory Board, Victoria Cycling Committee and many more. Gerald enjoys mentoring, goal setting, and helping others discover a path to a fulfilling life. In his spare time, he continues to live an active lifestyle and is enriched by spending quality time with his wife, children, grandchildren, and rescue dog.

Natalie Benson

Natalie Benson was born and lived in the UK for the first part of her life, before moving to Montreal QC, then subsequently to Victoria BC. Natalie completed her BComm at Royal Roads University while working in group homes supporting integration for a diverse group of people with cognitive, behavioral, and genetic challenges or a combination thereof. Post-grad she stayed at the group home part time, while training as bilingual agent for the Federal

Government in 2005 and worked in a combination of Federal offices across BC until 2008. In that year, she began her first of 7 years as a Public Trustee Case Manager, managing the North Island/small island territories including Powell River. In 2015 she completed her MBA and left the Trustee's office to partner with her husband to develop, then subsequently acquire their family business which has been locally owned and operated in Victoria for more than 40 years. With a mixed background of social service and construction, Natalie is passionate about supporting new business and entrepreneurship, as well promoting work life balance and peer support for women in construction/manufacturing. Natalie currently works alongside her husband in Victoria, takes a handful of clients annually for private small business coaching, and is mother to two astonishing, bright, and active children. Resonating with the challenges of navigating invisible disabilities both from work and personal experience, Natalie is delighted to assist VBIS, and to re-join a community advocating for under-represented populations.

Shannon Kowalko

A 3rd generation Victorian, Shannon has been in the marketing and community engagement industry for 30 years. She has worked with great teams at local pillars of the community including Payless Gas, C-FAX 1070, and the Times Colonist. Her dynamic career has also seen her, along with her family, bring the BCHL hockey franchise then known as the Victoria Salsa to the city and more recently help manage the PR and marketing for 10 Acres Restaurants and Farm. Today she has her own small marketing, PR event planning business where she enjoys working with like-minded, community conscious organizations in the city she is so proud to live in.

Trevor Jones

Trevor Jones grew up in Victoria BC. He graduated with honors from the University of Victoria B. Com Program in 2004, obtained a CA, CPA with KPMG in 2007 and a US CPA with DMCL in 2010. Trevor joined Terapeak (Canada) Inc. in November 2010 and completed the sale of Terapeak to eBay Inc. on December 22, 2017 as it is CFO/COO. Currently employed by LlamaZOO Interactive Inc. where he serves as CFO, Trevor is also Co-Founder & CFO of Icecap Therapeutics Inc. where they design, manufacture, and distribute a patented migraine relief device and other wellness products. Trevor also volunteers with Scouts Canada, is an avid cyclist, husband, and father to 2 young boys.

Tyler Dolan

Tyler is responsible for execution of Colliers business strategy on Vancouver Island and the Okanagan. Tyler's priorities include business development, employee engagement, professional development, recruiting, financial management and performance, market identity and public relations.

As an advocate of giving back to your community, Tyler has volunteered with many organizations and participated as a Board and committee member with the Urban Development Institute, Downtown Victoria Business Association and the Peninsula Minor Hockey Association.

In his free time, Tyler can be found at the hockey rink or lacrosse box with his three boys, or trail running, hiking or biking.

Varun Dhaul

Varun is a Bachelor of Commerce Graduate from the Gustavson School of Business at the University of Victoria. After working for various law firms, Varun developed compassion and understanding for those affected by various brain injuries. He has also developed an understanding and commitment to sustainability via the Gustavson School of Business and a Co-op term at the BC Ministry of Agriculture. Varun grew up in Victoria and is dedicated to the community and prides himself in volunteering his time in any way he may be able to. Recently completing an internship with Colliers International and having been a volunteer at VBIS, Varun will provide business and operational input to the Board.

Danielle Toth

Danielle graduated from the University of Victoria law school in 2020 and is currently completing her articles at Acheson Law. Prior to attending law school, Danielle obtained her Bachelor of Arts degree with a major in psychology in 2011 and graduated with Dean's List Honours. Her background in psychology, coupled with her work in the area of personal injury law, has given Danielle a unique understanding of the countless ways that a brain injury can affect an individual and those closest to them. Danielle is a firm believer in the importance of organizations such as the Victoria Brain Injury Society, which offer support to individuals who have suffered a brain injury.

Originally from Vancouver, Danielle appreciates the special sense of connectedness that permeates Victoria. She is passionate about helping those who are managing a brain injury and believes that a community of support, like the one offered by the Victoria Brain Injury Society, is invaluable for these individuals and their families.

Danielle is an athlete and in her spare time loves to cycle, snowboard, hike and play golf. She is also an avid runner and weightlifter.

6.4 VBIS By-Laws

SOCIETIES ACT

Bylaws of the Victoria Brain Injury Society

Part 1 — Definition

1.1 In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Societies Act" and "Act" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

"Board" means the directors of the Society;

"registered address" of a member means the member's address as recorded in the register of members.

1.2 The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

1.4 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Membership

2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the society for membership and on acceptance by the society is a member.

2.3 Every member must uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

2.5 A person ceases to be a member of the society

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

2.6 a) A member may be expelled by a special resolution of the members passed at a general meeting.

b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.7 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

2.8 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.9 Members are entitled, without charge, to inspect any record detailed in Part 14 of these bylaws upon making a written request to the Board. Records will be provided within 14 days of any request.

Part 3 — Meetings of Members

3.1 General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit, convene an extraordinary general meeting.

3.4 a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting or count against the member such as by removing them from good standing.

3.5 An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

4.1 Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required;

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 4.3 (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.5 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.6 Subject to bylaw 4.7, the president of the society, or in the absence of the president, one of the other directors present, must preside as chair of a general meeting.
- 4.7 If at a general meeting
- (a) there is no president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as the chair, and
- (c) If no board member is willing to act as chair, the meeting is adjourned.
- 4.8 (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.9 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:

- i. receive the directors' report on the financial statements of the Society for the previous financial year, and the treasurer's report, if any, on those statements,
 - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint directors, and
 - iv. appoint a treasurer;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.
- 4.10 a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.11 a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by show of hands. Except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot
- c) Voting by proxy is not permitted.
- d) If circumstances require, and with 14 days' notice given to members, electronic voting may be permitted
- 4.12 A corporate or family member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 4.13 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 4.14 Special resolutions require 2/3 vote by the members present to pass.

Part 5 — Directors and Officers

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

- 5.2 a) The president, secretary and three or more other persons are the directors of the society.
b) The number of directors must be no more than 11
- 5.3 a) Directors are appointed for two-year terms which last from the time of the annual general meeting.
(i) At the end of their term directors must retire and stand for re-election or their successor must be elected.
(ii) A director may be re-elected for a maximum of three terms then must take a minimum of one year off before standing for re-election.
b) An election may be by acclamation, otherwise it must be by ballot.
c) As soon as is practicable and no later than 30 days following the election of directors, the directors must meet and elect from the members of the board a president and a secretary.
d) If a successor president or secretary is not elected, the person previously elected or appointed continues to hold office.
- 5.4 a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
b) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 5.5 a) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.6 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.7 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 5.8 Directors must be 19 or older and meet the following criteria:
a) have not been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
b) not be an undischarged bankrupt; and
c) not been convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.
- 5.9 All applications to stand for election at the AGM as a director must be received in writing at least 14 days prior to the AGM.

Part 6 — Proceedings of Directors

- 6.1 (a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- (b) The quorum for the transaction of business at a directors' meeting is 3 of the directors.
 - (c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the directors present must choose one of their number to be the chair at that meeting.
 - (d) Two directors may at any time call for a meeting. This meeting must be convened by the secretary. All directors should be given 10 days' notice of this meeting unless all the directors agree to a shorter notice period.
- 6.2
- (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 - (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, email or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 6.7
- (a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
 - (b) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.8 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, and agreed in writing by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

7.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- a) Chair, term is one year with a maximum of two years;
- b) Co-chair;
- c) Treasurer; and,
- d) Secretary.

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

7.3 (a) The president presides at all meetings of the society and of the directors.

(b) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

7.4 The vice-president must carry out the duties of the president during the president's absence.

7.5 The secretary is responsible for doing, or must make the arrangements for the following:

- (a) conduct the correspondence of the board;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the board;
- (e) filing the annual report of the Society & making any other filings with the registrar under the Act
- (f) maintain the register of members.

7.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

7.7 The Treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*, and
- (b) render financial statements to the directors, members and others when required.

7.8 In the absence of the treasurer from a meeting, the directors must appoint another person to act as treasurer at the meeting.

Part 8 — Signing Authority

8.1 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director (including the Executive Director), or
 - (b) the Treasurer as well as one other executive committee member,
- © approval may be made via email.

Part 9 — Borrowing

9.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

9.2 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

10.1 This part applies only if the society is required or has resolved to have an auditor.

10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.6 A director or employee of the society must not be its auditor.

10.7 The auditor may attend general meetings.

Part 11 – Financial Statements

11.1 The financial statements of the Society must be prepared as comparative financial statements relating separately to:

- (a) the period determined under section 35 (2) of the *Societies Act*, and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

11.2 At least 10 days before the date of each annual general meeting, the Society must send to the auditor if appointed and to each member a copy of

- (a) the financial statements that are to be presented at the meeting, and
- (b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

11.3 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Part 12 — Notices to Members

12.1 A notice may be given to a member, either personally, by email or by mail to the member at the member's registered address.

12.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

A notice sent by email is deemed to have been given on the 3rd day after the record is emailed.

- 12.3 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 13 — Bylaws

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

Part 14 — Dissolution of the Society

- 14.1 Upon winding-up or dissolution of the Society, after repayment of all outstanding monies owed by the Society, including the remuneration of a liquidator, and after payment to employees of the Society or any debts of the Society, the assets of the Society shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the board of directors.
- 14.2 Any such assets remaining which had originally been provided for specific purposes, shall, wherever possible, be distributed to a charitable organization registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purposes.
- 14.3 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its purpose.

Part 15 — Records to be Kept

- 15.1 The society must keep the following records:
- (a) the society's certificate of incorporation;
 - (b) each certified copy, furnished to the society by the registrar, of the following records:
 - (i) the constitution of the society;
 - (ii) the bylaws of the society;
 - (iii) the statement of directors and registered office of the society;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the society by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) a federal, provincial or municipal government body, agency or official, including the registrar;
 - (e) the society's register of directors, including contact information provided by each director;
 - (f) each written consent to act as director and each written resignation of a director;
 - (g) a copy of each record disclosing a director's interest;
 - (h) the society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;

- (i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
- (k) the financial statements of the society and the auditor's report, if any, on those financial statements.

15.2 In addition to the records described in subsection (15.1), a society must keep the following records:

- (a) the minutes of each meeting of directors, including
 - (i) a list of all of the directors at the meeting, and
 - (ii) the text of each resolution passed at the meeting;
- (b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
- (c) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

15.3 The society is not required to keep a record if

- (a) the record is no longer relevant to the activities or internal affairs of the society, and
- (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

15.4 All records in this section must be kept accurate as of the time of the last meeting.