

CONSTITUTION AND BYLAWS
OF
CENTRAL SASKATCHEWAN MILITARY FAMILY RESOURCE CENTRE

Chair, Annual General Meeting

Approved by CSMFRC Board – October 9, 2024

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CONSTITUTION

OF

CENTRAL SASKATCHEWAN MILITARY FAMILY RESOURCE CENTRE

Article 1: NAME

- 1.1 The name of the organization shall be Central Saskatchewan Military Family Resource Center (hereinafter referred to as the "CSMFRC").

Article 2: CLASS OF MEMBERSHIP

- 2.1 Regular members shall be any individual that meets the following eligibility criteria:
- 2.1.1. Canadian Armed Forces Military personnel, living in the Central and Northern regions of Saskatchewan, and their family members, eighteen years of age or older, including those separated due to service commitments where the member is not attached to the base;
 - 2.1.2. Canadian Armed Forces families of fallen Military personnel, living in the Central and Northern regions of Saskatchewan, eighteen years of age or older;
 - 2.1.3. Medically releasing Canadian Armed Forces Military personnel, living in the Central and Northern regions of Saskatchewan, and their family members, eighteen years of age or older;
 - 2.1.4. Medically released Canadian Armed Forces Veterans, living in the Central and Northern regions of Saskatchewan, and their family members, eighteen years of age or older; and,
 - 2.1.5. Patrons of CSMFRC Day Care services.

Article 3: RIGHT TO TRANSFER MEMBERSHIP INTERESTS

3. 1. None.

Article 4: NUMBER OF DIRECTORS

4. 1. A minimum of seven (7) and a maximum of nine (9) Directors.

Article 5: TYPE OF ORGANIZATION

5. 1. The CSMFRC is a non-profit, membership corporation with charitable status.

Article 6: RESTRICTIONS ON ACTIVITIES OF THE CORPORATION

6. 1. Provide tailored services to support to the unique needs of Canadian Armed Forces Military and Veteran community, their families and other related groups as determined by the CSMFRC.

Article 7: REGISTERED OFFICE

7. 1. The registered office of the CSMFRC is located at Canadian Forces Base Dundurn, 17 Wing Detachment Dundurn, Building 100, Main Street, Dundurn Saskatchewan, S0K 1K0

Article 8: DISSOLUTION OF THE CORPORATION

- 8.1. Any motion towards dissolution must meet requirements in accordance with the Non-profits Corporations Act of Saskatchewan and be approved by a two thirds majority of eligible voters present before it can be implemented.
- 8.2. If dissolution is approved, a panel of at least three trustees must be appointed to oversee the settling of all outstanding financial affairs of the CSMFRC in accordance with the following guidelines:
 - 8.2.1. The trustees shall take all steps legally necessary to ensure repayment of any outstanding debts and liabilities for which the CSMFRC may be accountable.
 - 8.2.2. Assets, such as equipment acquired with major financial assistance from another organization, shall revert back to that organization, if it is still in existence. Specifically,
 - 8.2.2.1. Surplus funds or assets acquired with funds from the Department of National Defence shall be returned to the Crown;
 - 8.2.2.2. Surplus funds or assets acquired with funds from Canadian Forces Morale and Welfare Services shall be returned to Canadian Forces Morale and Welfare Services;
 - 8.2.3. Subject to 8.2.1 and 8.2.2, all remaining assets shall be distributed in accordance the applicable laws of Saskatchewan and be distributed to one or more non-profit or charitable organizations, within the meaning of the Income Tax Act (Canada), with similar purpose, as determined by the Board at the time of dissolution.
 - 8.2.4. The trustees shall take all necessary measures to safeguard the confidentiality and integrity of client files and information, in accordance with applicable privacy laws, Military Family Services Privacy Code and any other applicable privacy legislation.

8.2.4.1. The trustees shall appoint a designated individual responsible for overseeing the proper handling, transfer and/or disposal of client files and information during the dissolution process.

8.2.4.2. Any transfer of client records to another organization shall only occur with explicit consent from the affected clients or as required by law.

Article 9: INTERPRETATION

9.1. In the event of any ambiguity or dispute arising out of this constitution and or CSMFRC bylaws, the interpretation of the Board shall be final, provided that such interpretation complies with The Non-profit Incorporation Act and any other applicable legislative requirement.

Article 10: ORIGINAL INCORPORATORS

10. Incorporators:

Name in full	Place of residence, giving street and number or R.R. number and post office	Signature
Kaye Walsh	PMQ231, Det Dundurn, Sask.	<i>Kaye Walsh</i>
Irene Redden	PMQ219, Det Dundurn, Sask.	<i>Irene Redden</i>
Dan Lang	PMQ228, Det Dundurn, Sask.	<i>Dan Lang</i>
Donna Hauser	PMQ224, Det Dundurn, Sask.	<i>Donna Hauser</i>
Bev Allen	#1-210-2nd Street Dundurn, Sask.	<i>Bev Allen</i>

BYLAWS
OF
CENTRAL SASKATCHEWAN MILITARY FAMILY RESOURCE CENTRE

BYLAW 1: INTERPRETATIONS

1.1. Definitions:

- 1.1.1. The “Act” refers to “The Non-profit Corporations Act, 2022, Chapter 25 of the Statutes of Saskatchewan”;
- 1.1.2. "Applicable Law" refers to all provisions of laws, statutes, ordinances, By-Laws, rules, regulations and orders of governmental legislative administrative or other bodies (whether federal, provincial, municipal or otherwise);
- 1.1.3. The “Articles” refer to the Articles of Incorporation filed pursuant to the Act that were filed to create the CSMFRC, as from time to time amended or restated;
- 1.1.4. “Audit” includes (a) examining, on a test basis, evidence supporting the amounts; (b) assessing the accounting principles used and significant estimates made by management; and (c) evaluating the overall financial statement presentation;
- 1.1.5. “Audited Financial Statement” Statements produced as a result of a process conducted by an external, independent accountant, with a license to practice Public Accounting, in accordance with Canadian generally accepted auditing standards to obtain reasonable assurance whether the financial statements are free of material misstatement, and to express an opinion on those financial statements;
- 1.1.6. The “Board” and “Directors” refer to the Board of Directors of the CSMFRC;
- 1.1.7. “Bylaws” refer to these bylaws created by Central Saskatchewan Military Family Resource Centre, hereafter referred to as CSMFRC;
- 1.1.8. “CAF” refers to Canadian Armed Forces;
- 1.1.9. “Commanding Officer” refers to the Canadian Armed Forces Detachment Commander, who is responsible for the morale and welfare of Military families posted/assigned to or residing in Dundun;
- 1.1.10. "Committee Member" refers to any member of the Board appointed to a Committee and any non-Board member appointed by the Board;
- 1.1.11. “CSMFRC” refers to the Central Saskatchewan Military Family Resource Centre;
- 1.1.12. "Ex-officio Member" means a person, other than a Director, who is entitled to receive notice of and attend meetings of the Board, but who has no voting privileges;

- 1.1.13. “Guaranteed investment” means the contractual assurance provided a financial institution or entity, ensuring the repayment of the principle portion of an investment regardless of market conditions or fluctuations.
- 1.1.14. A “Member” refers to an individual that has fulfilled the requirements of membership set by the CSMFRC constitution and Bylaws;
- 1.1.15. "Meetings of members" means an annual meeting of members and or a special meeting of members;
- 1.1.16. “Military and Veteran families” are defined within the context of the Canadian Forces Morale and Welfare Services for Military and Veteran Families 2020+ Strategic Framework;
- 1.1.17. “MVFSP” refers to the Military and Veteran Family Services Program, as defined by Canadian Forces Morale and Welfare Services;
- 1.1.18. “Ordinary resolutions" refers to a resolution that requires a majority of votes cast to be accepted;
- 1.1.19. “Special resolution” refers to a resolution that requires at least a two-thirds majority of votes cast to be accepted; and,
- 1.1.20. “The Non-profit Corporations Act, 2022” refers to Chapter 25 of the Statutes of Saskatchewan, 2022.
- 1.1.21. Gender:
 - 1.1.20.1. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.
- 1.1.22. Conflicts with the Act and Regulations:
 - 1.1.21.1. These bylaws are subordinate to the Act, and shall not be interpreted as permitting any action that is prohibited by the Act;
 - 1.1.21.2. Where the Bylaws are more restrictive than the Act, the Bylaws shall bind the CSMFRC; and,
 - 1.1.21.3. Any provision not included in these Bylaws shall be regulated by the provisions in the Act.

BYLAW 2: BOUNDARIES

- 2.1. The CSMFRC has been incorporated to serve the region of Central and Northern regions of Saskatchewan.

BYLAW 3: OBJECTIVES

- 3.1. Empower Canadian Armed Forces (CAF) Military and Veteran families to navigate the unique challenges of Military life through the provision of Military and Veteran Family Services Program (MVFSP) nationally mandated services.
- 3.2. In response to identified needs, conduct local fundraising activities to secure resources that support site-specific services consistent with the goals and objectives of the MVFSP, and as agreed to by the CSMFRC and the Dundrun Detachment Commanding Officer.
- 3.3. Operate licensed Child Care services in accordance with the Childcare Act and other applicable legislation.

BYLAW 4: MEMBERSHIP

- 4.1 A member is considered in good standing if they respect the CSMFRC Constitution, Bylaws, rights and viewpoints of fellow members and contribute to an inclusive CSMFRC culture by not engaging in any conduct that is deemed harassment, bullying and/or other forms of anti-social behaviour.
- 4.2 A member in good standing shall have the following privileges, rights and responsibilities:
 - 4.2.1. Attend general and special meetings, including the Annual General Meeting (AGM) with the right to cast one vote for each decision presented;
 - 4.2.2. Receive notice of AGM or special meeting no less than 15 days prior to the meeting;
 - 4.2.3. Receive copies of relevant reports, financial statements, and relevant information no less than 15 days prior to the meeting;
 - 4.2.4. Upon request, receive or gain access to a copy of CSMFRC Articles and Bylaws;
 - 4.2.5. Ability to inspect Board meeting minutes upon reasonable notice at the office of the CSMFRC, with the exception of confidential records protected by privacy statutes;
 - 4.2.6. Be eligible for positions with the Board;
 - 4.2.7. Have the opportunity to participate in ad hoc committees, at the discretion of the Board; and,

- 4.2.8. Access programs, services, and resources offered by the CSMFRC, subject to the following conditions:
- 4.2.8.1. The CSMFRC reserves the right to establish and modify eligibility criteria for specific programs, services, or resources based on evolving needs, available resources, best practices, relating to support of CAF Military and Veteran families, and to prioritize services for those most affected by aspects of the Military lifestyle, such as relocations, absences, illness, injury, or loss;
 - 4.2.8.2. Where direct services are not available or applicable, the CSMFRC shall provide referral services; and,
 - 4.2.8.3. Patrons of CSMFRC Child Care services not eligibility for additional support services aimed at addressing CAF Military lifestyle challenges, mental health assistance, transitional support, and other specialized interventions.
- 4.2.9. Membership shall automatically terminate if a member no longer meets the requirements as noted in the CSMFRC Constitution and/or otherwise becomes ineligible under the provisions of the CSMFRC Bylaws or The Non-profit Corporations Act.

BYLAW 5: COMPOSITION OF BOARD OF DIRECTORS

- 5.1. The Board is comprised of individuals who have been elected by affirmation during the AGM or individuals appointed by the Board, and subsequently affirmed by the members at the next AGM with the following restrictions:
- 5.1.1. The voting membership of the CSMFRC Board shall be comprised of 51% Civilian family members Canadian Armed Forces personnel, including spouses in multiple service relationships;
 - 5.1.2. Directors shall be a minimum of eighteen years of age;
 - 5.1.3. Directors must be able to obtain and shall hold a satisfactory criminal record and vulnerable sector check;
 - 5.1.4. Directors must maintain qualifications in accordance with the Non-Profit Corporations Act for Saskatchewan;
 - 5.1.5. Only one qualifying individual from any household may sit on the Board at any one time;
 - 5.1.6. Directors may not hold or have held for a period of one (1) year, a paid position within the CSMFRC;

- 5.1.7. Number of Directors shall be such as deemed appropriate by the Board in accordance with CSMFRC Constitution and include the following:
 - 5.1.7.1. Responsible Officers, comprised of:
 - 5.1.7.1.1. Chair;
 - 5.1.7.1.2. Vice-Chair;
 - 5.1.7.1.3. Treasurer;
 - 5.1.7.1.4. Secretary; and,
 - 5.1.7.1.5. Director's at Large.
 - 5.1.7.2. Ex officio, non-voting members of the Board (Appendix A), including by not limited to:
 - 5.1.7.2.1. The Commanding Officer or a senior member of the command team who shall act as a communication liaison between the CSMFRC and the CAF Chain of Command; and,
 - 5.1.7.2.2. The CSMFRC Executive Director (ED) of the CSMFRC.
 - 5.1.7.3. Directors at large (three (3) to five (5)).
- 5.1.8. Selection of Directors:
 - 5.1.8.1. The Directors shall appoint a Recruitment and Orientation Committee of three members at least 30 days prior to the AGM, which shall endeavour to identify specific expertise, resources or skills necessary to bring strength and balance to the Board and nominate at least one candidate for each vacation office;
 - 5.1.8.2. Nominated members will be presented to the membership at the AGM for affirmation;
 - 5.1.8.3. Nominations will also be accepted from the floor the AGM;
 - 5.1.8.4. Each regular member who is in good standing, 18 years of age or over, who is present at the AGM, shall be entitled to one vote;
 - 5.1.8.5. Should the number of nominated members exceed open positions, voting of the membership shall be conducted by secret ballot; and,
 - 5.1.8.6. New Directors shall receive a thorough orientation to the position within one month of becoming a Director.

5.1.9. Term of Office:

- 5.1.9.1. The term of office for each Director shall be two (2) years from the date of affirmation to the Board, with the possibility of re-election to a maximum of eight (8) years;
- 5.1.9.2. The Chair shall be elected for a two (1) year term, it being the intention that a Director elected as Vice-Chair shall serve for one year as Vice-Chair, then progress to Chair for one year, and then serve as Past Chair for one (1) year;
- 5.1.9.3. If any vacancy occurs of the Responsible Officers of the CSMFRC, the Directors shall, by resolution, fill the vacancy with any Director who qualifies as an Officer and the appointed Officer would hold office for the balance of the unexpired term of the vacating officer; and,
- 5.1.9.4. A Director will cease to hold office upon:
 - 5.1.9.4.1. Successful completion of their term in office;
 - 5.1.9.4.2. Submitting their resignation;
 - 5.1.9.4.3. Becomes ineligible to hold the office of Director under any condition related to Bylaw 5 and/or the Non-profit Corporations Act, 2022;
 - 5.1.9.4.4. Is removed from office by ordinary resolution of the members present at the AGM or Special Meeting; or,
 - 5.1.9.4.5. In the event of death or incapacitation.
- 5.1.10. Directors of the Board who, for any reason, cease to hold office, shall turn over to the Board all documents and/or property of the CSMFRC within 14 calendar days.

BYLAW 6: DUTIES AND RIGHTS OF THE BOARD OF DIRECTORS

- 6.1. The primary duty of the CSMFRC Board is to exercise their fiduciary duties and to provide strategic leadership. This includes, but is not limited to, articulating the CSMFRC Mission, Vision, Values, and Guiding Principles, and guiding the CSMFRC toward the achievement of that Mission and Vision while fostering a culture that aligns with CSMFRC Values and Guiding Principles.

6.2. Duty of Care:

- 6.2.1. Board members shall exercise reasonable care when he or she makes a decision for the organization. Reasonable care is what an "ordinarily prudent" person in a similar situation would do;
- 6.2.2. Directors shall ensure that they have the information they need to make an informed decision; and,
- 6.2.3. The Board shall take all necessary measures to safeguard the confidentiality and integrity of client files and information, in accordance with applicable privacy laws, Military Family Services Privacy Code and any other applicable privacy legislation.

6.3. Duty of Obedience:

- 6.3.1. Board members shall be faithful to the organization's mission; and,
- 6.3.2. Board members shall act in a way that is consistent with the organization's goals.

6.4. Duty of Loyalty

- 6.4.1. A board member must act honestly, in good faith and never use information gained through his/her position for personal gain; and must always act in the best interests of the CSMFRC;
- 6.4.2. In so doing, a Director shall declare any gifts, benefits and conflict of interest to the Board and provide sufficient detail to the Board for the Board to understand the nature of the conflict;
 - 6.4.2.1. The existence of the conflict shall be recorded in the minutes of the meeting; and,
 - 6.4.2.2. A Director shall not take part in any discussion of or vote on any question in respect of a matter where the Director has declared a conflict of interest and shall refrain from attempting to influence the vote of any other Director whether during or outside of a meeting of the Board.
- 6.4.3. The Board as a whole is responsible to the membership for the effective and efficient operation of CSMFRC and shall exercise good stewardship of CSMFRC on behalf of the trust placed in it by the members and stakeholders;

6.5. Authority of the Board:

- 6.5.1. Individual members are appointed to the Board under the authority of the CSMFRC Constitution and Bylaws, however, they have no authority to act or give direction individually other than in such manner as is approved by policies or resolutions of the Board;
- 6.5.2. Appointing committees, either standing or temporary (ad hoc) and prescribe their duties, powers, and duration thereof;
- 6.5.3. The Board may delegate authority to an individual director or officer or employee or member of a committee, however, the Board retains ultimate responsibility and accountability;
- 6.5.4. Administering the funds of the CSMFRC in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the CSMFRC;
- 6.5.5. Making such rules and regulations regarding the use of CSMFRC facilities, equipment and supplies as they deem necessary;
- 6.5.6. Deciding to commence or discontinue any form of activity begin conducted under the auspices of the CSMFRC;
- 6.5.7. The Board and Executive Director have the authority to speak on behalf of CSMFRC. This authority may be delegated by either of them to others in the CSMFRC within their special fields of competence or knowledge;
- 6.5.8. The Board shall elect and appointment, with the approval of 80% majority of the incumbent Directors, and delegate responsibilities as deemed necessary for the efficient operation of the CSMFRC:
 - 6.5.8.3. In the event of deficient performance or there is a loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring as amicable a termination as possible; and,
 - 6.5.8.4. The dismissal of the ED requires approval of 80% majority of the incumbent Directors.
- 6.5.9. The Board shall have the right to call a special meeting and request the membership remove a Director under, but not limited to, the following conditions:
 - 6.5.9.1. Ceases to reside in northern or central Saskatchewan;
 - 6.5.9.2. Misses or is absent from three (3) consecutive meetings;
 - 6.5.9.3. Fails to respect confidentiality requirements;

- 6.5.9.4. Fails to fulfill the fiduciary duties of a Director;
- 6.5.9.5. Ceases to maintain their qualifications as a Director under the Non-Profit Act; or,
- 6.5.9.6. Does not comply with CSMFRC Constitution and Bylaws.
- 6.5.10. The Executive Committee has the authority to exercise, in urgent or time sensitive situations, all powers of the Board should a Board meeting not be possible.
- 6.6. Board Remuneration:
 - 6.6.1. A Director shall serve without remuneration but may be paid or reimbursed for reasonable expenses incurred during activities required to carry out their duties on behalf of CSMFRC;
 - 6.6.2. The rate at which Board members expenses are reimbursed is determined by a recommendation of the Executive Committee and decided by Board motion; and,
 - 6.6.3. All directors' expenses must be documented on an approved CSMFRC Expense Form and be authorized in accordance with the CSMFRC's policy on expense reimbursement.
- 6.7. CSMFRC Board Officers will perform the duties as identified in their respective terms of reference (Appendix B).
- 6.8. Directors may not apply for a paid position with the CSMFRC for a period of one (1) year from resignation.
- 6.9. Without violating any applicable funding mandates, agreements and legislative requirements, the Board shall have the right to manage the affairs and property for the long-term continuance and financial stability of CSMFRC, including but not limited to:
 - 6.9.1. Planning for Effective Governance and therefore shall:
 - 6.9.1.1. Strategic Plan:
 - 6.9.1.1.1. The Board, with the assistance of staff and in consultation with key stakeholders, shall establish CSMFRC's overall direction through the development and approval of a Strategic Plan that is monitored annually and renewed every three to five years.
 - 6.9.1.2. Annual Tactical Plan:
 - 6.9.1.2.1. The Board will shall establish the priorities for the following fiscal year at its regular meeting in the fall of each year;

6.9.1.2.2. The Executive Director shall develop the Annual Tactical Plan based on the priorities set by the Board for the year; and,

6.9.1.2.3. The Annual Tactical Plan will:

6.9.1.2.3.1. Contain estimates of service demands for the year and objectives for improvement in key areas of activity;

6.9.1.2.3.2. Be the basis of its yearly budget, containing revenues and expenditure forecasts related to planned volumes of service and where applicable, planned projects; and,

6.9.1.2.3.3. Be presented to the Board for review, amendment, and approval.

6.9.1.3. Planning and Review Cycle:

6.9.1.3.1 Performance is measured against the targets set for each period of the planning cycle in the Annual Tactical Plan and is monitored for each quarterly period of the fiscal year.

6.9.1.3.2 The Executive Director prepares a report for review by the Board at its next meeting following each quarterly period.

6.9.1.3.3 A preliminary year-end report will be provided at the regular spring meeting of the Board, with the final year-end report being submitted to the Board upon conclusion of CSMFRC audit.

6.9.2. Stewardship of Financial Resources and therefore shall:

6.9.2.1 Plan for the long-term continuance and financial stability of the CSMFRC;

6.9.2.2 Review and approve the annual operating and capital budgets;

6.9.2.3 Ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets;

6.9.2.4 Ensure the efficient and effective use of resources;

6.9.2.5 Ensure assets are invested appropriately; and,

- 6.9.2.6 Ensure the establishment of proper financial controls and policies.
- 6.9.3. Stewardship of Human Resources and therefore shall:
 - 6.9.3.1 Govern the management of staff and volunteer resources;
 - 6.9.3.2 Establish policies, in accordance with applicable legislation, to ensure that the ongoing supply and retention of the right employees and volunteers;
 - 6.9.3.3 Recruit, support, and evaluate the performance of the Executive Director;
 - 6.9.3.4 Provide guidelines for staff compensation;
 - 6.9.3.5 Maintain a succession plan that ensures smooth transition in both Board and senior staff positions; and
 - 6.9.3.6 Monitor compliance with legislative and regulatory requirements.
- 6.9.4. Monitoring CSMFRC Performance and therefore shall:
 - 6.9.4.1 Monitoring overall CSMFRC performance;
 - 6.9.4.2 Monitoring the general performance of the CSMFRC against legislative and regulatory requirements and approved objectives of the CSMFRC;
 - 6.9.4.3 Monitoring and regularly assessing the Board's own processes, progress and performance;
 - 6.9.4.4 Providing its members with the knowledge necessary to fulfil their responsibilities for the good governance of CSMFRC; and,
 - 6.9.4.5 Reporting to member organizations and other key stakeholders.
- 6.9.5. Monitoring and addressing complaints and therefore shall ensure:
 - 6.9.5.1 The Board is kept informed of the submission of a complaint, the progress, the treatment, and the resolution of any complaints received and dealt with by the Executive Director;
- 6.9.6. Complaints are treated and resolved in a timely and fair manner:
 - 6.9.6.1 Complaints are resolved at the lowest level possible;
 - 6.9.6.2 All parties are informed in a timely manner of the complaint process;
 - 6.9.6.3 All parties have an opportunity to respond to the complaint in writing;

- 6.9.6.4 All parties are kept informed of the progress of the investigation and the decisions regarding the complaint;
- 6.9.6.5 A complainant is made aware of the process for launching a complaint, the resolution process and/or the appeal process, and,
- 6.9.6.6 The Board is involved as needed and appropriate.
- 6.9.7. Management of Critical Transitional Phases and therefore shall:
 - 6.9.7.1 Be proactive in regards to the turnover in key positions on the Board and/or of the Executive Director;
 - 6.9.7.2 Maintain awareness of rapid growth or decline in resources;
 - 6.9.7.3 Oversee labour relations disputes; and,
 - 6.9.7.4 Respond to issues of public controversy, as appropriate.
- 6.9.8. Managing and mitigating risks to the CSMFRC, and therefore shall:
 - 6.9.8.1 Ensure that policies and processes are in place to identify and mitigate risk to CSMFRC's effectiveness and existence.
- 6.9.9. Managing communication and stakeholder relations, including developing and maintaining effective communication and linkage with member organizations and other key stakeholders to achieve appropriate accountability of CSMFRC Board effectiveness and in so doing the Chair shall represent CSMFRC on matters of Board policy and the Executive Director shall represent CSMFRC on operational issues;
 - 6.9.9.1 Either the Board Chair or Executive Director may represent CSMFRC on issues related to advocacy on behalf of the mandate of CSMFRC; and,
 - 6.9.9.2 Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions.
- 6.10. Individual Board members have the right to record their dissenting opinions or reservations regarding any decision or action taken by the Board during meetings.
 - 6.10.1. Such dissent shall be recorded in the minutes of the respective meeting; and,
 - 6.10.2. The dissenting member shall be provided with an opportunity to review and confirm the accuracy of the recorded dissent before the minutes are finalized.

6.11. In exercises their duties, Directors shall take personal responsibility to:

- 6.11.1. Be informed of the Articles of Incorporation and The Non-profit Corporations Act, its Bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a Director;
- 6.11.2. Keep informed about the activities of CSMFRC and the military and Veteran family community;
- 6.11.3. Attend Board meetings regularly;
- 6.11.4. Serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
- 6.11.5. Voice, clearly and explicitly at the time a decision is being taken, any concerns and / or opposition to a decision being considered by the Board;
- 6.11.6. Ask the Directors to review a decision if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- 6.11.7. Maintain solidarity with fellow Directors in support of a decision of the Board that has been made in good faith in a legally constituted meeting, and made by directors in reasonably full possession of the facts;
- 6.11.8. Know and respect the distinction in the roles of Board and staff, consistent with the principles underlying these governance policies;
- 6.11.9. Exercise vigilance in identifying and declaring any apparent or real personal conflict of interest in accordance with CSMFRC's Bylaws and policies; and,
- 6.11.10. Serve as an effective communicator with the member organization which they represent.

BYLAW 7: INDEMNITIES TO DIRECTIONS AND OFFICERS

- 7.1.1 CSMFRC shall indemnify any Director or Officer, former Director or Officer of the CSMFRC, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the CSMFRC, to the full extent permitted by the Act and by law.
- 7.1.2 The CSMFRC is authorized to enter into agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

- 7.1.3 CSMFRC shall carry property insurance and a minimum of \$1,000,000 in Officer and Director Liability insurance and/or as minimally defined in accordance with any funder agreements; which will be reviewed prior to the renewal of the insurance contract.

BYLAW 8: COMMITTEES OF THE BOARD

- 8.1. Terms of Reference outlining committee membership, mandate and procedures are required for all committees (Appendix C).
- 8.2. Committees established by the Board (standing or ad-hoc) will keep a record of their meetings and will provide the Board with a copy of their minutes at the Board meeting following the committee meeting.
- 8.3. Standing Committees:
- 8.3.1 The Board shall establish the following standing committees:
 - 8.3.1.1 Audit and Finance Committee;
 - 8.3.1.2 Policy Review Committee; and,
 - 8.3.1.3 Board Recruitment and Orientation.
 - 8.3.2 Standing Committees shall have no less than one (1) meeting per year;
 - 8.3.3 The Board may appoint other Standing Committees to fulfill the objectives of the CSMFRC from time to time;
 - 8.3.4 The duties and terms of reference will be approved by the Board;
 - 8.3.5 The Chair for each standing committee will be a voting member of the Board and will be confirmed as the Chair by the Board; and,
 - 8.3.6 Composition of Standing Committees is not restricted to Board members only.

8.4. Ad-hoc committees:

- 8.4.1 Committee appointments are for a one-year term unless otherwise specified in the terms of reference of the committee.
- 8.4.2 May be struck for such purposes as the Board may determine.
- 8.4.3 Each Ad-hoc committee will be automatically disbanded upon completion of the task for which the ad-hoc committee was struck or their work is no longer relevant.
- 8.4.4 Committees have an advisory function to the Board.
- 8.4.5 Committees do not speak or act for the Board, unless such authority is formally delegated, is time-limited, and is for specific purpose.
- 8.4.6 The Chair of an ad-hoc committee shall be a voting member of the Board and shall be confirmed as the Chair by the Board.
- 8.4.7 Composition of an ad-hoc committee is not restricted to Board members only.

BYLAW 9: MEETINGS OF THE BOARD OF DIRECTORS

- 9.1. The Board shall meet at least once per quarter.
- 9.2. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority, according to its Bylaws.
- 9.3. Notice of Meeting shall be provided to all Board Members no less than seven (7) days prior to the planned meeting date.
- 9.4. A Board meeting Agenda will be prepared and circulated no less than five (5) days prior to the meeting date.
- 9.5. A meeting of the Board may be called at any time by the Chair or by three (3) Directors upon written notice to all Directors.
- 9.6. Board meetings will be governed using Robert's Rules of Order (Appendix D).

9.7. Quorum:

- 9.7.1. A quorum to conduct Board meetings shall consist of fifty percent (50%) plus one of elected or appointed voting Directors; and,
- 9.7.2. Where a quorum is not present for a meeting, those in attendance may adjourn the meeting or hold discussion, but cannot transact any business of the CSMFRC.
- 9.8. A seconder is not required on any motion of a committee or task group of the Board.
- 9.9. In instances where the Board is required to discuss subjects of a sensitive nature, the Chair may choose to hold in-camera sessions for the duration of the discussion.
- 9.10. Subject to the CSMFRC technological capabilities and limitations, a Director is permitted to participate in Board or committee meetings in person and/or through various communication technologies such as telephone, video conference, or other means, provided that such technologies enable the Director to actively engage in the meeting's proceedings.
- 9.11. All meetings of the Board shall be open to regular members, with the exception of in-camera meetings, but only have speaking privileges with permission from the Chair.
- 9.12. Presentation of motions and voting rights shall be restricted to members of the Board.

BYLAW 10: ANNUAL GENERAL MEETINGS

- 10.1. There shall be an AGM of the members of the CSMFRC held within 180 days of the end of the CSMFRC fiscal year.
- 10.2. Notice of AGM shall be provided to members no less than 15 days prior to the meeting;
- 10.3. The AGM is open to all regular members of the CSMFRC, at the time of the AGM.
- 10.4. Members shall be required to register their intent to attend an AGM within three (3) days preceding the meeting date.
- 10.5. The registration process shall include providing necessary information to verify eligibility for participation, including but not limited to the member's name, contact information, and any other details deemed necessary by the Board.
- 10.6. Notice of AGMs, the agenda, constitutional and bylaw amendments and other business shall be published for members at least fifteen days in advance of the meeting.
- 10.7. At the AGM the Board will:
 - 10.7 1. Present the CSMFRC Annual report and financial statements;

- 10.7 2. Appoint an independent and certified accountant, who is not a member of Board, to examine and prepare the following year's an audited financial statement; and,
- 10.7 3. Present any other such matters in accordance with the agenda. that the Board deems necessary.
- 10.8. Quorum at AGMs shall consist of all voting members present.
- 10.9. Voting will be by show of hand unless a secret ballot is requested by no fewer than 3 members, and/or in accordance with bylaw 5.1.8.5.
- 10.10. General meetings shall use Robert's Rules of Order (Appendix D).

BYLAW 11: SPECIAL MEETINGS

- 11.1. Special Meetings may be called at any time, when:
 - 11.1.1. Deemed advisable by the Board, following a motion passed for that purpose by the Board; and,
 - 11.1.2. When requested in writing by no less that twenty (20) members with a clear statement of the nature of the business proposed to be transacted at such meeting.
- 11.2. All notices of Special Meetings shall state specifically the business proposed to be discussed at such special meeting and no other business shall be transacted.
- 11.3. Notice of special meeting shall be provided to members no less than 15 days prior to the meeting.
- 11.4. Quorum at Special Meetings shall consist of all voting members present.
- 11.5. Voting will be by show of hand unless a secret ballot is requested by no fewer than 3 members, and/or in accordance with bylaw 5.1.8.5.
- 11.6. Special Meetings shall use Robert's Rules of Order (Appendix D).

BYLAW 12: FINANCIAL AFFAIRS

- 12.1. The fiscal year of the CSMFRC shall begin on the 1st of April and end on the 31st of March of the following calendar year.
- 12.2. All fees and revenue payable to the CSMFRC shall be held in an account kept in the name of the CSMFRC at such financial institution as the Board may determine, and all financial obligations incurred by the Board in the name of the CSMFRC shall be paid there from.
- 12.3. The Board shall ensure that accurate financial records are maintained and that an annual financial statement is prepared and presented to the members of the CSMFRC at the AGM.
- 12.4. The funds of the CSMFRC shall be used solely for the purposes outlined in its constitution and bylaws, and no part of the funds shall be distributed to its members.
- 12.5. All cheques drafts, and other negotiable or non-negotiable instruments shall be sufficiently signed and authorized when signed, in accordance with the CSMFRC delegated authority policy, by any two of the following:
 - 12.5.1. The ED, or, in their absence, their designate: or
 - 12.5.2. The Chair, or in their absence, the Vice Chair;
 - 12.5.3. The Treasurer, or
 - 12.5.4. Two other Directors designated by a resolution of the Board.
- 12.6. Contracts requiring executive by the CSMFRC may be signed, in accordance with the CSMFRC delegated authority policy, by:
 - 12.6.1. The ED, or, in their absence, their designate: or
 - 12.6.2. The Chair, or in their absence, the Vice Chair.
- 12.7. All property of the CSMFRC shall be the responsibility of the Board and the Board shall see that a correct inventory of property is kept.
- 12.8. A monthly, written financial statement shall be presented at each meeting of the Board.
- 12.9. No Director or Officer of the CSMFRC shall have the power to pledge the credit of the CSMFRC, or to enter into a contract or an agreement on behalf of the CSMFRC, unless the transaction has been approved by the Board.

BYLAW 13: INVESTMENTS

- 13.1. The Board will approved, as deemed appropriate, the purchase and redemption of guaranteed investments, whereby principle must be guaranteed.
- 13.2. All investments will be in the name of CSMFRC.
- 13.3. Investment income accrued is subject to accounting control.
- 13.4. All guaranteed investments will be reviewed monthly by the Treasurer and annually by the Board.

BYLAW 14: COOPERATION WITH OTHER ORGANIZATIONS

- 14.1. CSMFRC shall cooperate with other organizations in the Region having similar duties and powers and, subject to the Articles of Incorporations and the Bylaws of the CSMFRC may do such things as it considers necessary in cooperating with those organizations.

BYLAW 15: AMENDMENTS

- 15.1. The Board shall have the power to propose any new, amend existing or repeal any bylaws providing for the operation and better functioning of the CSMFRC.
- 15.2. Bylaw amendments or repeals are effective from the day of the resolution of the Directors.
- 15.3. All Bylaws adjustments will be presented to members at the following AGM.
- 15.4. Notice of proposed amendments, additions, or deletions will be presented to the CSMFRC Secretary not less than thirty (30) calendar days prior to the date of the AGM or Special meeting called for that purpose after a resolution was passed by the Board;
- 15.5. Members may confirm, reject or amend the Bylaws.

APPENDIX A: EX-OFFICIO TERMS OF REFERENCE

Terms of Reference: Executive Director

The Executive Director (ED), as the chief executive officer of CSMFRC, is responsible to the Board for the execution of the Board's policy and administrative directives and for the planning, organizing, coordinating and managing of the operation of CSMFRC's programs and services in a manner consistent with pertinent legislation and the annual tactical plan priorities and budget approved by the Board.

All Board authority delegated to staff is delegated through the Executive Director, so that the authority and accountability of staff derives from the authority and accountability of the ED.

The Executive Director shall:

- Manage day to day operations of the CSMFRC, including by not limited to:
 - Managing all programs, and financial operations;
 - Ensure that MVFSP are promoted and available in English and French, in accordance with the Memorandum of Understanding between Department of National Defence and the CSMFRC, Department of National Defence standards, and other applicable federal legislation;
 - Utilize the Canadian Armed Forces website platform to promote the services for Military and Veteran Families;
 - Promote the Military Family Information line to military families as an information, referral and crisis support resource;
 - Manage all employee and contractor relationships, consistent with the provisions of applicable legislation, regulations, funder requirements, standards, contracts and agreements;
 - Manage CSMFRC's revenues and expenditures within their delegated authorities and parameters of the approved budget;
 - Provide necessary and timely financial and performance reports in accordance with funder requirements;
 - Support the Military Family Services commissioned Compliance and Assurance Review of the CSMFRC; and,
 - Provide Military Family Services with a copy of the CSMFRC Annual report and minute of the CSMFRC Annual General Meeting within the timelines established by Military Family Services for submission of year-end reports.
- Support the Board and Chair in their roles, including but not limited to:
 - Supporting the development of long-term strategic and annual tactical plans and budgets;
 - Assist the Board Chair in planning Board and members' meetings, including ensuring that budgets, monthly financial reports and other reports as required are available;
 - Assists with recruitment of new Board members, and Board succession planning;
 - Support the Board in development of the competencies of Board members to fulfil their responsibilities;
 - Support the Board in the Management and mitigation of risks to CSMFRC, its clients and the Board; and,

- Coordinate a minimum four (4) meetings per year with the CAF Dundurn Detachment Commanding Officer, the CSMFRC Board Chair and the Executive Director to discuss and report on, as applicable, the activities of the CSMFRC and any such matters important for military and Veteran families.
- Recommend appropriate policies for consideration and direct implementation of all policies adopted by the Board, within the parameters of legislative and regulatory provisions, the Bylaws and Board policies and directives.
- Interpret needs and provide timely advice to the Board regarding any developments that might affect CSMFRC's capacity to pursue its objectives.
- Serve as an ex-officio member of the Board.
- Serve as a member of the Executive Committee and all other Board Committees.
- In conjunction and cooperation with Board Chair, act as CSMFRC spokesperson.
- Develop information systems and provide reports that allow the Board to assess the financial status of CSMFRC, the general well-being of its workforce and progress in meeting its objectives.
- Develop and maintain effective, professional relationships with the Board, members, staff, volunteers, clients, contractors, funders, other key stakeholders, the media and the public at large.
- The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics, the Saskatchewan Non-Profit Corporations Act, or other relevant Acts and Regulations of the Governments of Canada and the Province in which CSMFRC employs staff.

Key Skills and Abilities

- Comprehensive understanding of the military lifestyle and community;
- Strong communication skills including comfort with public speaking;
- Strong group facilitation and meeting facilitation skills;
- The ability to bring together a diverse group such that they work effectively as a team;
- The ability to facilitate productive resolution of conflict;
- Effective organization and time management skills; and,
- Ability to work effectively with volunteers.

Terms of Reference: Office of Primary Interest (OPI)

The Board OPI is a Canadian Armed Forces personnel member appointed by the local Commanding Officer to represent him/her in the discharge of their responsibility for the morale and welfare of the base/wing. This is an ex-officio position meaning that the OPI is not eligible to cast votes and is not considered in determining quorum. Ex-officio officers are held to the same standard as a voting member in the discharge of their duties, and as such, should exercise the same degree of diligence as voting Directors.

The OPI shall:

- Serve as a liaison between the Commanding Officer and the members of Board and management of the CSMFRC, representing the interests of the Commanding Officer to the Board and the MFRC to the Commanding Officer;
- Attend and participates in monthly Board meetings, the Annual General Meeting and any other members' meetings, having familiarized themselves with issues;
- Report back regularly to the Commanding Officer to report on operations of the Board and CSMFRC and to draw to his/her attention, any issues in the community;
- Familiarize him/herself of the legislation which governs CSMFRC and its Constitution, By-law, mission, values and governance policies;
- Participate in establishing the vision, mission and values and strategic plan of the MFRC;
- Participate in Board evaluation process and Board training;
- Respect all confidential matters of the Board and of the CSMFRC;
- Participate in the establishment and implementation of the necessary policies and processes to hire, orient, develop, evaluate and supervise the Executive Director;
- Make him/herself aware of issues and trends in the local CAF community and the broader armed forces milieu to ensure that he/she is representing the interests of all members of the CSMFRC;
- Promote active participation of military members and their families in the ongoing development and operations of the CSMFRC;
- Promote the work and programs of the CSMFRC in the community; and,
- Complete other related duties as assigned from time to time by the Commanding Officer.

Key Skills and Attributes of the OPI

- Ability and willingness to expend the necessary hours to be effective in the role;
- Understanding of operations of Military Family Service Program;
- Interest in furthering morale and welfare of the local CAF community;
- Good communication, organizational and interpersonal skills;
- Ability to contribute and work cooperatively as a member of the team; and,
- Demonstrated understanding and respect for confidentiality and privacy.

APPENDIX B: BOARD OFFICERS TERMS OF REFERENCE

Terms of Reference: Chair

The Chair provides leadership and oversight on all aspects of the Board's work to ensure advancement of the CSMFRC's mission and strategic goals. In addition, the Chair shall:

- Ensure that the work of the Board adheres to the CSMFRC Constitution and By-laws;
- Lead the Board in the development of strategic and annual work plans;
- Manage the development and effective performance of the Board of Directors;
- Resolve any internal Board conflicts and deal with disciplinary issues with individual Directors;
- Attend and preside at all meetings of the Executive, monthly meetings of the Board, the Annual General, and special meetings of the CSMFRC, ensuring observation of procedures as set forth in Robert's Rules of Order;
- Vote at Board meetings only in the event of a tie;
- Represent the Board and the CSMFRC to its members, the community, and external stakeholders;
- Report to the members on the activities of the organization and its Board at the Annual General Meeting;
- Supervision of the ED;
 - Act as supervisor and advisor to the ED on behalf of the Board;
 - Coordinating result-focused performance evaluation in the following, but not limited to, categories:
 - performance objectives negotiated with the Board;
 - Organizational achievement of tactical plan and corporate objectives;
 - Organizational operation within the boundaries established in Board policies;
 - Quality of relationship with staff; and,
 - Quality of relationship with major stakeholders.
 - Following a structured performance evaluation procedure:
 - The ED will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Executive Committee, prior to presenting them to the Board for approval;
 - The ED shall, at the end of the fiscal year: (i) complete a written self-evaluation of progress on achieving objectives so approved by the Committee; and (ii) complete a report on overall corporate performance for the preceding year. These reports will be provided to the Executive Committee;

- The essential elements of this material, along with Directors' observations of the ED's interactions with key stakeholders, including staff, throughout the year shall form the basis of the evaluation;
 - The Chair will obtain input from the Officers and other Directors and prepare a written evaluation of the ED's performance. The Chair will provide a summary of the performance review to the Board at its last meeting in the fiscal year or immediately thereafter. The Board will meet in-camera without the ED for the specific purpose of reviewing the performance evaluation;
 - The Chair will bring the results of this performance review including specific areas of outstanding performance and any deficiencies in the performance of the ED to his/her attention in writing. The Chair shall meet with the ED alone or, at the request of either, along with the Officers of the Board, Executive Committee or full Board, to discuss the evaluation. The ED shall be provided with a reasonable opportunity to redress any deficiencies in performance; and,
 - The Chair shall provide the ED with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.
- Maintaining the personnel file;
 - Ensuring compliance with executive limitations set by the Board;
- Facilitate the formation of Board committees and integrate their activities with the work of the Board;
 - Ensure the orientation of new Board Members;
 - Develop and maintain liaison with the military chain of command, meeting regularly with the Detachment Commanding Officer and/or designate;
 - Act as a signing officer for cheques, contracts and other financial documents;
 - Attend and participate when necessary in national meetings, working groups, regional or national conferences, and/or special functions or VIP visits;
 - Confirm that all resolutions of the Board are carried into effect;
 - Manage succession planning for the Board, particularly for the position of Chair, which would include providing orientation and guidance to the incumbent Chair upon completion of their term; and,
 - Perform other duties as assigned by the Board.

Key Skills and Abilities

- Ability and willingness to expend the necessary hours to be effective in the role and to contribute as a leader of the CSMFRC;

- Flexibility and accommodation to changing schedules/needs of the Centre and its membership;
- Ability to bring together and lead a diverse group of Board members to work effectively as a team;
- Strong group facilitation and meeting facilitation skills, including the ability to facilitate productive resolution of conflict;
- Ability to establish and maintain strong relationships and networks in the military and greater community;
- Strong communication, organizational, and interpersonal skills;
- Comfortable with public speaking;
- Ability to contribute and work cooperatively as a member of the team;
- Ability to prioritize tasks and meet deadlines in a timely and efficient manner; and,
- Demonstrated understanding and respect for confidentiality and privacy.

Terms of Reference: Vice-Chair

The Vice-Chair supports the work of the Chair. In the absence of the Chair, or if the Chair is unable to serve, the Vice-Chair assumes the roles and responsibilities and performs the duties of the Chair. In addition, the Vice-Chair shall:

- Attend all meetings of the executive and monthly meetings of the Board and the Annual General and special meetings of the Centre;
- Act as a signing officer for cheques, contracts and other financial documents;
- Serve on the Executive Committee;
- Assist in the evaluation of the ED's performance;
- Assist with succession planning, mentoring, and orienting of the incoming Vice-chair; and,
- Perform other duties as assigned by the Chair or the Board.

Key Skills and Abilities

- Ability and willingness to expend the necessary hours to be effective in the role and to contribute as a leader of the CSMFRC;
- Flexibility and accommodation to changing schedules/needs of the Centre and its membership;
- Ability to bring together and lead a diverse group of Board members to work effectively as a team;
- Strong group facilitation and meeting facilitation skills, including the ability to facilitate productive resolution of conflict;
- Ability to establish and maintain strong relationships and networks in the military and greater community;
- Strong communication, organizational, and interpersonal skills;
- Comfortable with public speaking;
- Ability to contribute and work cooperatively as a member of the team;
- Ability to prioritize tasks and meet deadlines in a timely and efficient manner; and
- Demonstrated understanding and respect for confidentiality and privacy.

Terms of Reference: Treasurer

The role of the Treasurer is to monitor the financial health of the organization and to ensure the care and custody of funds and securities of the organization. This is done in partnership with the Chair and with the ED, who is responsible for managing day-to-day finances. In addition, the Treasurer shall:

- Act as a signing officer for cheques and other financial documents;
- Serve on the Executive Committee;
- Chair the Finance Committee;
- Act as a signing officer for cheques, contracts and other financial documents;
- Ensure that all financial data is complete, accurate, recorded on a timely basis in accordance with the stated policies and procedures as defined by the CSMFRC;
- Ensure full and accurate records of accounts, all assets, liabilities, receipts, and disbursements of the organization are maintained;
- Ensure that the CSMFRC has appropriate financial policies and procedures in place and that all financial policies are followed;
- Ensure that required remittances and filings are completed (e.g., statutory deductions, tax filings, and annual return for registered charities, etc.);
- Monitor the deposit of all monies, securities, and other valuable effects in the name and the credit of the CSMFRC in the financial institution designated by the Board;
- Review and present regular reports to the Board on the financial state of the CSMFRC;
- Be responsible for overseeing financial reports as prepared and presented by the ED;
- Address with the Board any financial matters requiring consideration, decision-making, or problem-solving;
- Be responsible for overseeing the annual audit in conjunction with the ED;
- Ensure that the ED prepares an annual operating budget for Board review and approval;
- Lead the selection of (name) MFRC's auditors and ensure that a financial audit is conducted annually. Meet with the ED, Chair, and auditors to receive the auditor's report;
- Present the annual auditor's report and approved annual operating budget at the Annual General Meeting;
- Assist with succession planning and mentoring and orienting the incoming Treasurer; and,
- Perform other related duties as assigned from time to time by the Board of Directors.

Key Skills and Abilities

- Ability and willingness to expend the necessary hours to be effective in the role and to contribute as leader of the CSMFRC;
- Flexible and accommodating to changing schedules/needs of the centre and its membership;

- Background in finance, either professional experience or equivalent education with ability to review, understand and present financial reports is desirable;
- Strong organizational and time management skills;
- Ability to prioritize tasks and meet deadlines in a timely and efficient manner;
- Strong communication, organizational and interpersonal skills;
- Attention to detail;
- Good computer skills;
- Ability to contribute and work cooperatively as a member of the team;
- Ability to prioritize tasks and meet deadlines in a timely and efficient manner; and,
- Demonstrated understanding and respect for confidentiality and privacy.

Terms of Reference: Secretary

The role of the Secretary is to ensure all the business and motions of general, Board and Executive Committee meetings are recorded and distributed as required. In addition, the Secretary shall:

- Serves on the Executive Committee;
- Act as a signing officer for cheques, contracts and other financial documents;
- Ensure the care and custody of all books, documents, records and correspondence belonging to the Board;
- Maintain the roster of all Board members and their addresses;
- Maintain up-to-date confidential records of all Directors' declared conflicts of interest, and ensures that Board discussions and decisions which will put any Director into a conflict of interest situation duly exclude the Director affected;
- Act as a resource for the Board regarding compliance with laws and regulations, by-law, Board policies and Robert's Rules of Order;
- Ensure notice of all Board, general and Executive meetings are provided to the appropriate individuals;
- Accurately record the minutes of the AGM, Board of Directors meetings and executive committee meetings;
- Ensure that all Directors duly receive a copy of the minutes;
- Draft correspondence on behalf of the Board as requested by the Chair;
- Ensure that Board members are kept aware of all relevant incoming and outgoing correspondence;
- Ensure that all record keeping policies are up to date and relevant;
- Assist with succession planning and mentoring and orienting the incoming Secretary; and,
- Perform other duties or powers as assigned by the Board. Key Skills and Abilities .

Key Skills and Abilities

- Ability and willingness to expend the necessary hours to be effective in the role and to contribute as leader of the CSMFRC;
- Flexible and accommodating to changing schedules/needs of the Centre and its membership;
- Strong communication, organizational and interpersonal skills;
- Attention to detail;
- Good computer skills;
- Ability to contribute and work cooperatively as a member of the team;
- Ability to prioritize tasks and meet deadlines in a timely and efficient manner; and ,
- Demonstrated understanding and respect for confidentiality and privacy.

APPENDIX C: BOARD COMMITTEE TERMS OF REFERENCE

Audit and Finance Committee

The Audit and Finance Committee is delegated the responsibility by the Board to oversee the financial audit and to ensure that there is an appropriate framework pertaining to CSMFRC's financial matters that provide for accountability, risk management, internal controls, and compliance with the relevant laws, regulations, and good practice.

The Audit and Finance Review Committee shall undertake the following functions.

1. Audit planning and preparations

- i. Review with the auditors the scope of the current year's audit, including the areas where the auditors have identified a risk of potential error in the financial condition and/or results of operations.
- ii. Review control weaknesses detected in the prior year's audit, and determine whether all practical steps have been taken to overcome them.

2. Information and control systems

- i. Enquire about changes in the financial systems and control systems during the year.
- ii. Enquire about the condition of the records and the adequacy of resources committed to accounting and control.

3. Annual audited financial statements

- i. Review the financial statements, asking questions about such matters as the selection of and changes in accounting policies and the methods used to account for unusual or particularly significant transactions.
- ii. Enquire about changes in professional standards or regulatory requirements.
- iii. Review and recommend approval, if deemed appropriate, of the annual audited financial statements to the Board.

4. Audit results

- i. Review the auditors' proposed report on the financial statements.
- ii. Review the auditors' "management letter" documenting weaknesses in internal control systems and commenting on other matters.
- iii. Meet privately with the auditors (without any member of management being present) to ascertain whether there are concerns that should be brought to the committee's attention.

Auditors' appointment

- i. Meet with senior management to ensure that management has no concerns about the conduct of the audit.

- ii. Review the audit services regularly and make recommendations to the Board and members on the re-appointment of the current auditors or the recruitment of new auditors.

Membership

- The Committee will consist of no fewer than two directors appointed by the Board.
- The Chair of the Committee may be appointed by the Board. If the Board does not appoint a chair, the Committee will appoint a chairperson from among its members.
- Any director may attend a meeting of the Financial Review Committee. The ED and other members of staff, as the Chair or Committee may require, shall be in attendance at meetings.
- A quorum shall consist of a simple majority of the members of the Committee, with the minimum quorum being two members.
- The Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board.
- The Committee should meet at least twice each year (before the audit and between the completion of the audit and the annual meeting).
- The Committee will normally hold meetings by teleconference.

Term of Office

- The members shall be appointed annually. Members may serve more than one term on the committee.

Accountability

- The Committee is accountable through the Chairperson to the Board of Directors.
- The Committee will report at least once a year to the Board.

Policy Review Committee

The Policy Review Committee is entrusted by the Board with the responsibility of overseeing the organization's governance framework and ensuring compliance with relevant laws, regulations, and best practices. This committee is dedicated to upholding the highest standards of accountability, risk management, and internal controls within the CSMFRC

The Policy Review Committee shall review policies, at minimum, every three years for currency, revision, replacement, or elimination of the following policies:

1. Governance Policies;
2. Financial Policies;
3. Human Resource Policies;
4. Program and Service Policies;
5. Risk Management and Compliance Policies; and,
6. Technology and Information and Security Policies.

Membership

- The membership of the Policy Review Committee shall be a minimum of two Directors.
- A quorum shall consist of a simple majority of the members of the Committee, with the minimum quorum being two members.

Term of Office

- The members shall be appointed annually. Members may serve more than one term on the committee.

Accountability

- The Policy Review Committee is accountable through its Chair to the Board of Directors.

Board Recruitment and Orientation Committee

The purpose of the Recruitment and Orientation Committee is to ensure that the Board fulfills its responsibility to ensure the Board is composed of Directors who add value to the organization and who understand the mission, goals and work of the Board and CSMFRC.

The Recruitment and Orientation Committee shall:

1. Recruit and screen prospective,
2. Oversee and provide Director orientation, and,
3. Undertake other duties as may be assigned from time to time by the Board.

Membership

- The membership of the Recruitment and Orientation Committee shall be a minimum of three Directors.
- A quorum shall consist of a simple majority of the members of the Committee, with the minimum quorum being two members.

Term of Office

- The members shall be appointed annually. Members may serve more than one term on the committee.

Accountability

- The Recruitment and Orientation Committee is accountable through its Chair to the Board of Directors.

APPENDIX D: ABBREVIATED ROBERT'S RULES OF ORDER

LANGUAGE		INTERRUPT SPEAKER?	SECOND NEEDED?	MOTION DEBATABLE?	MOTION AMENDABLE?	VOTE NEEDED?
PRIVILEGED MOTIONS deal with the welfare of the group, rather than with any specific proposal. They must be disposed of before the group can consider any other motion.						
Adjourn the meeting	I move that we adjourn	no	yes	no	no	majority
Recess the meeting	I move we recess until	no	yes	no	yes	majority
Complain about noise, room temperature etc.	Point of privilege	yes	no	no	no	none, chair rules
SUBSIDIARY MOTIONS provide various ways of modifying or disposing of mail motions. They must be acted upon before all other motions except privileged motions.						
Suspend debate on a matter without calling for a vote	I move we table the matter	no	yes	no	no	majority
End debate	I move the previous question	no	yes	no	no	2/3 majority
Limit length of debate	I move debate on this matter be limited to	no	yes	no	yes	2/3 majority
Ask for a vote by actual count, to verify a voice vote	I call for a division of the house	no	no	no	no	none*
Postpone consideration of a matter to a specific time	I move we postpone the matter until	no	yes	yes	yes	majority
Have a matter studied further	I move we refer this matter to a committee	no	yes	yes	yes	majority
Consider a matter informally	I move the question be considered informally	no	yes	yes	no	majority
Amend a motion	I move that this motion be amended by	no	yes	yes	yes	majority
Reject a main motion without voting on the motion itself	I move the question be postponed indefinitely	no	yes	yes	no	majority
INCIDENTAL MOTIONS grow out of other business that the group is considering. They must be decided before the group can return to the question that brought them up.						
Correct an error in parliamentary procedure	Point of order	yes	no	no	no	none, chair rules
Object to a ruling by the chair	I appeal the chair's decision.	yes	yes	yes	no	majority
Consider a matter that violates normal procedure, but does not violate the constitution or bylaws	I move we suspend the rules	no	yes	no	no	2/3 majority
Object to considering some matter	I object to the consideration of this matter	yes	no	no	no	2/3 majority
Obtain advice on proper procedure	I raise a parliamentary inquiry	yes	no	no	no	none, chair rules
Request information	Point of information	yes	no	no	no	none
Withdraw a motion	I request leave to withdraw the motion	no	no	no	no	majority
MAIN MOTIONS are the tools used to introduce new business.						
Introduce business	I move that	no	yes	yes	yes	majority
Take up a matter previously tabled	I move we take from the table	no	yes	no	no	majority
Reconsider a matter already disposed of	I move we reconsider our action relative to	yes	yes	yes	no	majority
Strike out a motion previously passed	I move we rescind the motion calling for	no	yes	yes	yes	majority
Consider a matter out of its scheduled order	I move we suspend the rules and consider	no	yes	no	no	2/3 majority

*But majority vote if someone objects.