



YMCA Hamilton/Burlington/Brantford
Board Expectations including Board Chair / Vice Chair / Past Chair
February 2024

Key roles of the Board

- Strategic direction
- Manage the CEO
- Monitor performance
- Risk oversight
- Governance Commitment and Style

Governance Commitment

The Board, on behalf of the community, including YMCA members, participants, and volunteers, will govern the YMCA of Hamilton / Burlington / Brantford balancing a short and long-term perspective. The Board will also ensure that the YMCA Mission is achieved, compliant with YMCA values.

The Board will regularly review YMCA Mission, Vision and Values. As part of the strategic planning process the Board will seek contact with other Boards and representatives of the community in order to maintain awareness of relevant external needs.

Governing Style

It is the intention of the Board to govern with a style that emphasizes

- Outward vision
- Encourages diversity of viewpoints
- Provides strategic and generative leadership
- Clearly distinguishes Board and staff roles
- Places emphasis on the future of the Association
- Strives to be proactive

More specifically, the Board will:

- Operate in all ways being mindful of the Association's Mission Statement and its responsibility to the community.
- Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, speaking with one voice, and ensuring the continuity of governance capability. Continual redevelopment will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
- Direct, control, and inspire the Association through careful establishment of the broadest policies reflecting the Board's values and perspectives.
- Focus on intended strategic priorities, not on administrative tasks or program options as a means to attain the strategic outcomes.
- Cultivate a sense of group responsibility, initiate policies, and use the expertise of individual members of the Board to enhance the ability of the Board as a body, rather than to substitute their individual judgements for the Board's values.

- Monitor and discuss the Board's own process and performance on a regular basis.
- Schedule meetings of the Board so that location and timing encourages full participation by all members.

Role of the Chair

The Chair is responsible to the Board to facilitate the operations and deliberations of the Board, and the satisfaction of the Board's functions and responsibilities under its mandate. In fulfilling his/her role, the Chair undertakes the following responsibilities:

Responsibilities

- The Chair shall, when present, preside at all Members' meetings and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.
- Facilitate the operations and deliberations of the Board and the satisfaction of the Board's functions and responsibilities under its mandate.
- Preside at all meetings of the voting members (at Annual Meetings) and at all Board of Directors meetings.
- Ensure efficient conduct of Board meetings and compliance with meeting protocols.
- Chair meetings of the Board and Annual Meeting.
- Set the agenda in consultation with the President & CEO.
- Call for motions and declare decisions of the Board.
- Ensure the annual objective-setting, appraisal and remuneration of the President & CEO. • Resolve issues with individual Directors and provide feedback.
- Support new Board members.
- Ensure Board goals are established and progress monitored.
- The Chair shall be an Ex-officio member of all committees.
- The Chair shall be appointed for a [two (2)] year term and shall be eligible for re-appointment provided that the Chair shall serve no longer than two (2) consecutive terms. Notwithstanding the foregoing, where a Director has served two (2) consecutive terms as Chair, the Board may, by resolution approved by two-thirds (2/3) of the Board, re-appoint the then-current Chair for one (1) additional [two (2)] year term. Subject to this subsection (d), once a Director's term as Chair term ends, they shall not be eligible for re-election to the Board, except to serve as Immediate Past Chair.
- The Chair meets bi-monthly with the Vice Chair and CEO to prepare for Board meetings and discuss other pertinent Board items

Role of the Vice-Chair(s)

- A Vice Chair shall, in the Chair's absence or disability, perform the Chair's duties and exercise the Chair's powers and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.
- Where two (2) or more Vice Chairs are appointed, they shall be designated First Vice Chair, Second Vice Chair, and so on. Each Vice Chair shall be appointed by the Board from among the elected Directors.
- The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the Chair's duties in the Chair's absence

- Vice Chair role is typically a two-year term and is elected at the Annual Meeting of Members
- The Vice Chair meets bi-monthly with the Chair and CEO to prepare for Board meetings and discuss other pertinent Board items

Role of the Immediate Past Chair

The Immediate Past Chair shall be automatically appointed as a Director for a one (1) year period following the completion of their term as Chair.

YMCA Canada Relationship

The YMCA in Canada is a Federation of 39 autonomous, community-based charitable organizations. Each member association must meet membership requirements governed by the National Council of YMCAs of Canada. The Chair and President/CEO of the YMCA of Hamilton / Burlington / Brantford shall attest annually to the organization’s compliance with the conditions of membership requirements outlined in the Constitution and By-Laws of YMCA Canada.

Board Commitment

- Board members are asked to attend 5 Board meetings a year. Meetings take place the last Tuesday of each of the following months: January, March, May, September, November
- Each Board meeting is scheduled 4:30-6:30pm
- Board members are asked to prepare for each meeting in advance by reading the pre-circulated material in order to support substantive discussion and sound decision making to help the Board fulfill its governance responsibility
- New Board members are asked to participate in scheduled orientation activities to develop a base level understanding of the organization
- Experienced Board members are asked to consider a role as a Board mentor to new Board members
- Board members are asked to fully support the YMCA’s Philanthropic goals including an annual contribution to the charity according to personal means
- In addition, each Board member is requested to join one of the following three committees

Board Committees

Audit, Enterprise Risk Management, Endowment Fund Committee

Frequency: This Committee meets eight to ten times per year usually from 4:30-6:00pm

Purpose:

Audit

- Recommend on an annual basis, audit firm for approval by the voting membership of the YMCA and ensure the annual financial audit is conducted in accordance with standards and Association policy
- To identify areas of priority for the auditors and approve the audit plan
- To provide advice to the Board of Directors regarding the effective financial management of the Association
- To review “non financial” Association success measures such as YMCA Strong Association Profile and report to the Board of Directors on performance

Enterprise Risk Management

- To review, assess and support Enterprise Risk Management and provide guidance regarding strategy implementation by staff and volunteers

Endowment Fund

- Develop and implement investment policies and guidelines consistent with the YMCA of Hamilton | Burlington | Brantford's Mission, Vision, Values, Constitution and By-Laws. The Investment Policies and Guidelines, which must be approved by the YMCA Board of Directors, will set out investment parameters and benchmarks for performance measurement. The Investment Policies and Guidelines must comply with all pertinent legislation.
- Select, retain and provide oversight to the services of an investment manager and monitor the investment manager's activities and performance within the framework of the Investment Policies and Guidelines.
- Oversee the Brantford Endowment Funds and legal responsibilities related to these funds
- The review of ongoing compliance with Association By-Law Number 2 (Endowment Fund) with the purpose of holding real and personal property received from legacies, gifts and bequest not otherwise designated for specific purposes
- Make recommendations on use of earnings of Funds

Board Development Committee

Frequency: This Committee usually meets five times per year. Committee meetings are aligned with monthly Board meetings (January, March, May, September, November)

Purpose:

- That ensure the Association has a strong, effective and representative body of policy volunteers on its Board of Directors
- To prepare the Board of Directors meeting agenda
- To take responsibility for Board evaluation, Board performance and annual
- To identify the governance needs of the Association and recruit, orient and develop appropriate volunteers to meet these needs
- To provide oversight to the Nominating process and to present a slate of proposed Directors to the Annual Meeting of Members
- To present a list of proposed officers to the first meeting of the Board of Directors following the Annual Meeting

President & CEO Performance Appraisal Committee

Frequency: This committee meets six to eight times per year

Purpose:

- To identify, co-ordinate and implement an appraisal process
- To recommend annual CEO performance goals for approval by the Board of Directors
- To conduct up to two performance reviews annually (mid year and year end)
- Report to Board of Directors on CEO Performance plan and development objectives
- To recommend CEO compensation package, for approval, by the Board of Directors
- Ensure CEO performance management system remains up to date and relevant based upon current trends

- To conduct interviews of senior management team members, external YMCA colleagues, members of the Board of Directors and community leaders to obtain feedback
- To approve a Performance Improvement and Development Plan prepared by the President & CEO
- To provide information to the Board on President & CEO Succession, as well as Vice-President Compensation and succession.

YMCAHBB Programs and Services

<https://www.ymcahbb.ca/> - Programs & Services