



# Board Policies

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## Table of Contents

1.	Governance .....	4
1.1	Responsibilities of the Board .....	4
1.2	New Director Orientation.....	6
1.3	Chair Succession Planning.....	7
1.4	Roles in Policy Development .....	8
1.5	Governance Style.....	9
1.6	Strategic Planning.....	10
1.7	Board Committees .....	11
1.8	Board Committee Principles .....	13
1.9	Board Evaluations.....	14
1.10	Board Meetings.....	15
1.11	Dealing with Issues from Members .....	16
1.12	Meeting Types .....	17
1.13	Consent Agenda .....	18
1.14	Vision, Mission and Goals .....	19
2	Chief Executive Officer .....	20
2.1	CEO Job Description .....	20
2.2	CEO Scope of Authority.....	21
2.3	CEO Advisory Committees .....	25
2.4	Delegation to the CEO.....	26
2.5	Monitoring CEO Performance.....	27
2.6	CEO Evaluation.....	28
3	Executive Committee .....	29
3.1	Role of the Executive .....	29
3.2	Executive Committee Coverage .....	30
3.3	Role of the Chair .....	31
3.4	Role of the Vice Chair .....	33
3.5	Role of the Secretary .....	34
3.6	Role of the Treasurer .....	35
3.7	Chair Stipend .....	36
4	Administration.....	37
4.1	Decision-Making – Roles and Responsibilities .....	37

4.2	Conflict of Interest .....	38
4.3	Confidentiality.....	41
4.4	Code of Conduct.....	42
4.5	Discounts for Directors.....	44
4.6	Board Stipend .....	45
4.7	Staff Bonuses.....	46
4.8	Information Management.....	47
4.9	Expenses .....	48
4.10	Insurance .....	49
Appendix – Code of Conduct Form .....		50

## 1. Governance

### 1.1 Responsibilities of the Board

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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#### Purpose:

To clarify and articulate the Ontario Association of Naturopathic Doctors' (OAND) Board's responsibilities.

#### Policy:

The work of the Board is to serve as trustees for the members of OAND in determining and demanding appropriate organizational performance and will concentrate its efforts on the following:

1. The link between the Association and the membership.
2. Writing governing policies that at the broadest levels address:
  - a) **Priorities and Objectives:** Organizational products, impacts, benefits and outcomes (what's good for which needs at what cost).
  - b) **Executive Limitations:** Constraints on executive authority which establish boundaries within which lie acceptable executive activity, decisions and organizational circumstances.
  - c) **Governance Process:** Specification of how the Board conceives, carries out, and monitors its own tasks.
  - d) **Board-CEO Relationship:** How power is delegated and its proper use monitored, including the CEO's role, authority, and accountability.
3. The assurance of organization performance as described in all Board policies, and detailed in legal and fiduciary responsibilities.
4. Advocate for positive change to legislation and government policy.
5. Guiding the Association with regard to:
  - a) Strategic direction.
  - b) CEO relationship: recruitment, selection, expectations/limitations, evaluation, compensation, and supervision.
  - c) OAND performance: accountability, quality, and performance indicators.
  - d) Financial: oversight, goals, alignment.
  - e) Self-governance/performance: by-laws, decision-making, orientation, training, performance review, and annual board objectives/goals.
  - f) Stakeholders interests and expectations.
  - g) Legislative, regulatory, policy and legal duties.
  - h) OAND advocacy.



#### Monitoring:

- Annual internal report to the Board.

## 1.2 New Director Orientation

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose:

To acquaint new directors with OAND policies and their roles and responsibilities to the Board and Association.

### Policy:

While orientation should be considered an ongoing process, there are critical points and information that should be highlighted before the new director(s)' first board meeting.

There are four types or levels of orientation:

- Orientation to the Association.
- Orientation to the Board.
- Orientation to the individual role of the board member.
- Orientation to the Board's committees.

### Procedure:

New Board members will be presented with orientation documents (historically, the OAND Orientation Binder) and any other documents they need for their role (e.g. the expense reimbursement form and a schedule of future Board meetings and events). These should be made available to them shortly after they are elected to the Board.

The Board Chair will use the *Orientation Presentation* to introduce new board members to the OAND and its governance. The Chair is encouraged to also engage new members informally in order to establish rapport and engagement.

Committee Chairs will also meet with new board members to review their Committee Workplan and Terms of Reference, and determine whether new member(s)' specific interests align with their Committee's work. Committee Chairs are also encouraged to engage new committee members informally in order to establish rapport and engagement. Committee Chairs are encouraged to schedule orientation prior to new member(s)' first board meeting, but can be scheduled immediately following the first meeting.

### Monitoring:

Internal report to the Board annually.

### 1.3 Chair Succession Planning

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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#### Policy:

The current Chair of the Board will be assumed to hold the position until their final term as director ends. If the current Chair wishes to vacate the role, or to leave the Board, earlier, they must notify the Board of their intention as soon as possible. The Executive Committee of the Board will be surveyed first to see if there are any ND officers who are interested in serving as Chair. Executive members must be open to taking on the Chair role when they first seek nomination as an Officer of the Board. If there is no interest from Executive Members, the Board as a whole will be surveyed to identify an appropriate candidate.

Candidates who are interested in being Chair must have served as a Director for at least one year before they can be elected as Chair.

#### Procedure:

1. Where necessary, the Secretary of the Board will conduct the survey of the Executive or Board (if necessary) to identify a candidate to serve as Chair in September of the preceding year of the current Chair's term.
2. If there is more than one candidate who is interested in being Chair, the Governance and Nominations Committee shall ask for a full application from each candidate.
3. The Board will then elect a new Chair from applicants following an in-camera (i.e. in absence of nominees) discussion and vote.
4. Once an appropriate candidate for Chair has been identified, the orientation process will begin in October/or immediately following the selection of a Chair elect of the preceding year. The Chair elect will shadow the current Chair at key meetings and be involved in email loops to ensure they have a full understanding of key issues affecting the profession/organization.

There is no stipend for the Chair elect during their orientation process.

## 1.4 Roles in Policy Development

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose:

To clarify and articulate the Ontario Association of Naturopathic Doctors' Board members' roles in policy development.

### Policy:

The Board sees the development of policy as providing effective parameters and broad guidelines for the action of Board and the CEO. The following considerations will direct the Board in fulfilling its responsibility for policy-making:

1. In considering policy, the Board will ensure that they comply with relevant legislation or regulation and the OAND Strategic Plan and By-laws.
2. Policies will be statements of values or approaches that address:
  - **Ends/Goals** – what benefits for which people or needs at what cost.
  - **Executive Limitations** – policies that limit or constrain the CEO's authority (prudence and ethics boundaries which define the acceptable areas of CEO activity, decisions and organizational activities).
  - **Board/CEO relationship** – the delegation of power, and monitoring the use of power thus delegated and the definition of the relationship.
  - **Governance process** – how the Board conceives, carries out and monitors its own tasks.
3. In setting policy, the Board will always work from the broadest, most general statement of policy, and will proceed to develop progressively more specific policies until it is satisfied that it has achieved the degree of definition necessary in that area.
4. The CEO is responsible for the implementation of policy with the exception of policies governing the Board itself. This area is the responsibility of the Board Chair.
5. In shaping policy, the Board will be highly visible in seeking ends/goals input. Input will be sought from a variety of sources, including, but not exclusive to OAND members, community leaders, stakeholders, other boards, volunteers, and paid staff members.

### Monitoring:

- Internal report to the Board on a quarterly basis.



## 1.5 Governance Style

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose:

To clarify and articulate the Ontario Association of Naturopathic Doctors' Board's style of governance on behalf of the membership.

### Policy:

The Board will approach its tasks with a style that emphasizes outward vision rather than an internal preoccupation, strategic leadership more than administrative detail, future rather than past or present, and being proactive rather than reactive. The Board will encourage a diversity in viewpoints, and respect clear distinction of Board and staff roles.

In this spirit the Board will:

- Focus chiefly on intended long term impacts (strategic direction and organizational priorities) and not on the administrative or "how to" means of attaining those priorities.
- Direct, control and inspire the staff organization through very careful establishment of the broadest organizational values and perspectives (policies).
- Enforce upon itself and its members whatever consistent behaviour is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of clarified roles, speaking with one voice, and self-policing any tendency to stray from the governance principles adopted in Board policies.
- Monitor and regularly discuss the Board's own process and performance. Ensure the continuity of its governance capability through retraining and redevelopment. The Board, not the staff, will be responsible for Board performance.
- Be an initiator of policy, not merely a reactor to staff initiatives.
- Be accountable to the membership for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or deter this discipline

### Monitoring:

- Annual internal report to the Board.

## 1.6 Strategic Planning

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose

To ensure that the OAND focus and work remains relevant to the needs of Naturopathic Doctors in Ontario, OAND Directors will ensure that the OAND Strategic Plan remains current and reflects the wishes of the Board.

### Policy:

The Strategic Plan is the Board's primary tool to direct the overall activities and direction of the OAND. It is the driver of the Association's activities. Committee terms of reference and work plans, operational activities, staff work plans and organizational tactics should all reflect and respond to the strategic plan.

As such the strategic plan, must be updated every two to three years to retain its currency. The Board shall discuss the strategic plan, and its elements such as the objectives contained within it at an annual strategic meeting/retreat.

To inform this discussion, information must be gathered on such things as key interests and concerns of members and prospective members, governmental or regulatory policies, public, media and stakeholder perceptions, changes in the health care system, organizational successes or failures, etc.

This information must be gathered in advance of the strategic planning session, by direct communication, surveys, or other methods used by Board Members, staff or their designates.

Overall strategic management is the responsibility of the Board. Under the direction of the CEO, staff will ensure that the Strategic Plan is the driving force behind their work, and organizational work plans will reflect the Strategic Plan.

Through direction from the Board to the CEO, staff will assist in the development of processes for information gathering and analysis and provide feedback on key issues that may be relevant to the Strategic Planning process.

### Procedures:

The Strategic Plan will be reviewed by the Board during the first meeting following the AGM. The review will (re)orient new/existing directors with the plan, and serve as an opportunity to ensure its relevance. If the Strategic Plan is over two years old, then a date that year will be chosen for a meeting to update the Plan. If the Strategic Plan is one to two years old, then the Board has the option to schedule a meeting that year to update the Plan, if it's felt that a refresh is in order.

## 1.7 Board Committees

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Policy:

The committees of the Board are designed to reflect the Board's responsibilities and facilitate and support its work. Board members will be expected to volunteer to serve on at least one of the Board Committees for at least a year at a time. Staff may be asked to provide resources to Board Committees if needed.

The following standing committees exist from year to year.

- **Governance and Nominations Committee**

A Chair will be selected from the Board with at least two other Board members serving on the Committee. The Governance and Nominations Committee will maintain the Board policies and nominations process for the OAND to ensure that a full slate of nominees is ready for presentation to the members at the Annual General Meeting, when necessary.

- **Finance Committee**

The Treasurer will Chair this Committee with at least one other member of the Executive. The Committee will be asked to review finance and audit reports with the CEO. If required, the CEO will arrange for a meeting between the Committee and the Auditor. This Committee will ensure that the Treasurer's Report is prepared in time for the Annual Report and the Annual Meeting.

- **Membership Engagement Committee**

A Chair will be selected from the Board with at least two other Board members serving on the Committee. The Membership Engagement Committee will work to:

- Enhance ND membership with the OAND.
- Enhance morale and OAND support among ND members.
- Optimize OAND membership among CCNM students and continued membership post-graduation.
- Promote the benefits of OAND membership
- Gather information from ND members and CCNM students about how to strengthen and enhance member support by the OAND.
- Encourage professional growth in all ND members by enhancing communication and personal bonds between seasoned NDs and newer NDs.
- Enlighten members to the advantages of connecting with one another, both to themselves and to the Ontario ND profession.
- Invite and incorporate member volunteers onto existing Board Committees and into current OAND activities

- **Other Committees**

- The Board may from time to time initiate Committees/Advisory Groups to assist the Board with specific undertakings. Committees will be set up with specific timeframes and mandates.

**Monitoring:**

- Internal Report done annually.

## 1.8 Board Committee Principles

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose:

To clarify and articulate committee principles of the Board.

### Policy:

The Board specifies the roles of board committees and its relationship to them. It uses committees to facilitate effective and efficient governance, but does not compromise the Board's integrity, authority and/or responsibility.

1. The Board may establish its committees to help carry out its responsibilities. Board committees will be used sparingly and will support the Board policy development function. Board committees are not to be created by the Board to advise the OAND CEO or staff.
2. Committees are supported and controlled by the Board. They do not supersede the Board's legal and fiduciary obligations.
3. Board committees shall not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
4. Committee terms of reference will be carefully stated in order to avoid conflicting with authority delegated to the CEO.
5. Board committees shall not exercise authority over staff. In keeping with the Board's focus on the future, Board committees will ordinarily have no direct dealings with current staff operations. Further, the Board will not impede its direct delegation to the CEO by requiring approval of a Board committee before CEO action. The CEO works for the Board, never for a Board committee or an officer.
6. Board committees are to help the Board do its job, not to help the staff do their jobs. Committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation.
7. Committee chairs must have the competency to effectively facilitate, analyze, plan, monitor, report and meet reasonable deadlines.

### Monitoring:

- Internal report to the Board done on an annual basis.

## 1.9 Board Evaluations

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose:

The Board will discuss and monitor the Board's own processes annually. The responsibility for ensuring a fair, balanced discussion will rest with the Board Chair. The Board calendar will note the date for this annual review.

### Procedures:

The Governance & Nominations Committee will plan the evaluation process for the Board, and prepare a report for the Board to review annually at the planning session.

### Monitoring:

- Internal report done annually.

## 1.10 Board Meetings

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Policy:

In-person Board meetings are scheduled to take place quarterly unless specifically requested by the CEO with approval from the Executive. In addition, a board conference call will be held in March to approve audited financials. Board packages will be made available to Directors at least five days prior to the scheduled board meeting dates.

Board members are expected to make arrangements to be available for board meetings unless exceptional circumstances prevent them to do so. Any Board member that misses consecutive meetings will be contacted by the Chair and may be asked to leave the Board, subject to the by-law process requirements.

Emergency board meetings can be called by any board member with the approval of the Chair. Quorum will be required for emergency board meetings where decisions are to be made. All board policies apply to emergency board meetings.

### Procedure:

1. Board meeting schedule is made available for the subsequent year in November.
2. A Board planning session will be held each year and all board members are required to attend.
3. The CEO will ensure that the Board schedule of meetings is made available to directors.
4. A reminder of board meetings will be sent out at least two weeks prior to the meeting.
5. Minutes of board meetings will be produced and managed in keeping with the Information Management Policy.
6. The CEO will provide notice of an emergency board meeting with as much lead time as possible, as per by-law requirements.

### Monitoring:

- Board Evaluation Process

### 1.11 Dealing with Issues from Members

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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#### Policy:

The OAND is a member-focused organization, and to that end members will have an opportunity to inform the strategic plan of the organization annually. It is critical that member concerns do not interfere with the day-to-day operations of the organization and the strategic plan on an ongoing basis so that the OAND can deliver on the priorities that have been committed to each year.

When board members discuss complaints/concerns about the OAND, they must ensure that they follow the Code of Conduct and be ambassadors of the Association. Being informed and clear is paramount to raising the confidence of members and where directors cannot address the concerns sufficiently they can engage the CEO to facilitate appropriate follow up with the members.

#### Procedure:

1. Where a Board member receives complaints/concerns from members, they are expected to ask the member to send them to the CEO or forward them to the CEO directly as soon as possible.

The CEO will ensure that any issues that can be considered a trend (several members sharing similar concerns rather than individuals) are brought forward to the Executive for problem-solving and strategy. Where necessary the concerns will be shared with the Board as a whole. The Board member who first heard the concerns will be consulted and informed about the strategy for addressing trends in member concerns.

If the CEO determines that there is a trend in member concerns regarding the OAND, the CEO will report these to the Board at the next board meeting in the CEO Report.

2. Where there are member concerns related to staff other than the CEO the Board member will raise those directly with the CEO.
3. If there are member concerns related to the CEO the Board member will approach the Chair of the Board to provide the feedback directly. The Chair will then discuss the matter with the Executive and make a decision about how best to move forward.

#### Monitoring:

- Annual evaluation.



## 1.12 Meeting Types

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Purpose:

The Board of the Ontario Association of Naturopathic Doctors supports the principles of openness and transparency. The Board is also mindful of its obligation to keep in confidence all matters that are related to sensitive financial information, political strategies, executive performance and compensation issues and/or legitimate personal matters. The Board therefore sets the following criteria for those circumstances where the Board may meet behind closed doors and in isolation of various parties and/or groups.

### Policy:

#### *In Camera Meetings*

##### **Definition:**

An In-Camera meeting is defined as a meeting of the Board without the presence of the Chief Executive Officer or any other staff member.

##### **Criteria:**

An In-Camera meeting will be on the agenda for each board meeting held in person (i.e. not by teleconference).

The Board will report the outcome of any In Camera Meeting to the Chief Executive Officer in a timely and comprehensive manner.

#### *Closed Meeting*

##### **Definition:**

A Closed Meeting is a meeting of the Board and staff without the presence of guests or members of the Association.

##### **Criteria:**

Criteria for such a Closed Meeting include any one of the following:

- Financial information that is regarded as sensitive regarding the Association's ability to meet its obligations to the membership is to be reviewed and discussed.
- Special requests from the Ministry of Health and/or their representative for a closed meeting.
- Discussion concerning and/or information that would have an impact on a member's professional reputation and/or credibility is to be discussed in the development of support services and strategies regarding a particular incident and/or situation.

The minutes for the Board meeting will reflect a Closed Meeting and the rationale for such. All minutes of board meetings will be managed as outlined in the Information Management Policy.

### Monitoring:

- Annual Board process evaluation.

### 1.13 Consent Agenda

<b>Implementation Date:</b>	<b>September 26, 2008</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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#### Policy:

The OAND board works in a policy governance model that enables the Board to be outwardly focused. In order to facilitate the Board's time being used primarily on strategic policy and visioning, the OAND board adopts the use of a consent agenda for board meetings.

The Board will ascertain which items will be approved to be a part of the consent agenda and these items will change from time to time. Unless a board member raises concerns about an issue related to a consent agenda item, those items will be approved in one motion with no discussion at the board meeting.

Consent Agenda Items are as follows: Agenda Review, Review of Minutes, Business Arising, Previous Board Decisions undertaken by email, Information Reports, Board Committee Reports.

All approval items and/or strategic discussion items will fall outside the consent agenda.

#### Procedure:

1. The Board Agenda and attachments will be circulated seven days prior to the board meeting via email.
2. Any director may inform the Board that they wish to have further discussion on a consent agenda item. This notification must be made before the agenda is approved by the Board. The item will then be removed from the consent agenda and placed on the regular agenda for discussion. Board members are encouraged to seek clarification from the CEO and/or Chair before officially asking to have consent agenda items placed on the regular agenda for discussion.
3. The Board will evaluate their meetings regularly to ensure that the consent agenda format is effective and to add/remove items from the consent agenda.

#### Monitoring:

Board will evaluate quarterly.

## 1.14 Vision, Mission and Goals

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>December 8, 2016</b>
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### Policy:

It is our policy to pursue the following strategic statements:

### Vision Statement

A supportive health care system, within which every Ontarian understands the benefits of and has access to naturopathic care, and naturopathic doctors have sustainable and rewarding practices.

### Mission Statement

The Ontario Association of Naturopathic Doctors (OAND) champions the success of naturopathic doctors (NDs) and the health of Ontarians by:

- ☐ Representing and advocating for OAND members.
- ☐ Promoting Ontarians' understanding of naturopathic medicine and the health benefits of seeing a naturopathic doctor.
- ☐ Inspiring strong community and partnerships.

### Goals

1. Promote the profession.
2. Advance the profession's legislative and regulatory interests.
3. Inspire strong community and partnerships.
4. Strengthen the Association.

### Procedures:

Each year the Board will review the goals of the Association when planning for the subsequent year. The review of the goals will take place with information solicited from the membership and with a thorough review of the external and internal environments that the OAND and the profession is operating in. Changes to the goals will only be made in exceptional circumstances.

The Vision and Mission statements will be reviewed at the end of each year Strategic Plan timeframe with input from the membership at large. The process will take place at the Annual Board Planning Session.

### Monitoring:

- Internal report, October responsibilities.

## 2 Chief Executive Officer

### 2.1 CEO Job Description

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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#### Policy:

As the Board's official link to the Association, s/he is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board. CEO performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the CEO's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the priorities and objectives set out annually by the Board.
2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Scope of Authority.

#### Monitoring:

- Internal report, annually.

## 2.2 CEO Scope of Authority

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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### Policy:

#### *Administrative Expectation and General Constraint*

Recognizing that the Board must have control over the complexity and details of staff operations, the Board supports the principle of delegation to the CEO so that the Board might be free from operational matters.

1. The CEO shall not allow any organizational activity that is imprudent, unethical, or illegal.
2. To facilitate optimum effectiveness, the Board leaves the implementation and operational policy development to the CEO.
3. The CEO must be guided by Association by-laws and Board Policies.

**Type of Monitoring:** Internal report, quarterly.

#### *Member Services*

With respect to treatment of members, the CEO shall not cause or allow conditions to occur that are unfair or undignified. Nor shall s/he allow leaks of what may be considered privileged or confidential information.

The above conditions will also apply with respect to those stakeholders outside of the actual membership for whom service and information is provided.

**Type of Monitoring:** Internal report, quarterly.

#### *Human Resources*

The CEO will have authority to hire and terminate, manage and delegate, and reward staff.

With respect to the treatment of paid staff and volunteers, the CEO shall not cause or allow conditions to persist which are inhumane, unsafe, unfair or undignified.

The CEO shall not allow violation of any legislative standard and laws

**Type of Monitoring:** Internal report, annually.

#### *Compensation and Benefits*

The CEO shall maintain fiscal integrity and a positive public image with respect to employment, compensation and benefits to employees, consultants and contract workers.

Accordingly, the CEO may not:

1. Change his or her compensation and benefits.
2. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
3. Create compensation obligations over a longer term than revenues can be safely projected.

**Type of Monitoring:** Internal report, annually.

### *Financial Planning*

With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the CEO may not jeopardize the fiscal integrity of the Association.

Accordingly, s/he shall not cause or allow a budget that:

1. Contains too little detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, cash flow, subsequent audit trails and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year, without the approval of the Board.
3. Deviates materially from Board-stated priorities and objectives in its allocation among competing budgetary needs.
4. Jeopardizes the programmatic integrity of the organization.

**Type of Monitoring:** Internal report, quarterly.

### *Financial Condition*

With respect to the ongoing financial health of OAND, the CEO shall not cause or allow the development of fiscal jeopardy or allow the loss of allocation integrity.

Accordingly, s/he shall not:

1. Expend more funds in the fiscal year to date than have been received in the cash flow, cash advances, or are provided for in any Board authorized line of credit.
2. Use any long-term reserves unless authorized by the Board.
3. Allow cash to drop below the amount needed to settle payroll and debt obligations in a timely manner.
4. Allow actual allocations to lines of business or projects to deviate by more than 5% from those authorized by the Board.
5. Shall not authorize a lien or indebtedness beyond typical disbursements using corporate credit cards in approved purchases without approval of the Board.
6. Disburse and receive funds under controls insufficient to meet Board- appointed auditor's recommendations.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

The OAND wishes to protect itself financially against unforeseen loss of income or unanticipated expense.

The OAND also wishes to maintain a cash reserve that can be used from time to time to fund aspects of OAND's operations; the goal being to establish reserves to a level to cover six months of core operating costs. In relation to these needs the CEO shall not fail to maintain reserve funds in an account known as the Board Reserves Fund and shall not fail to:

- Direct each year's annual surplus to reserves.
- Account for the Reserves Fund in the annual financial statements of OAND.
- Limit the use of the Reserves Fund to further the direct achievement of Board-defined ends according to Board-defined priorities. Any other expenditure involving use of financial reserves must be specifically authorized by the Board.

**Type of Monitoring:** Internal report, quarterly and external report, annually.

#### *Asset Protection*

With respect to proper stewardship of the OAND's assets, the CEO shall not risk losses beyond those necessary in the normal course of business.

Accordingly, s/he shall not:

1. Fail to insure related property, premises and activities against property/liability losses and shall not fail to insure Board members and staff against liability losses arising from their agency related duties and activities.
2. Unnecessarily expose the OAND, the Board or its staff to claims of liability.
3. Approve any purchase or make economic commitments exceeding \$25,000.00, including:
  - Single purchases of goods or services.
  - Rentals of equipment or premises, considering the total contract value, or in the case of month-to-month rentals, one year's rent.
4. Transfer changes within the budget from one line to another that exceeds 4% of the total budget.
5. Invest or hold funds in insecure instruments, including insecure or equity instruments current accounts and bonds of less than AAA rating, or non-interest bearing accounts except where necessary to facilitate ease in operational transactions.

**Type of Monitoring:** Internal report, quarterly and external report, annually.

#### *CEO Succession*

In order to protect the Board from the loss of CEO services, the CEO shall not have less than one other staff member familiar with Board and CEO issues and processes, and shall not fail to maintain appropriate records and documentation that would facilitate continuity of operations.

**Type of Monitoring:** Internal report, annually.

#### *Communication and Counsel to the Board*

With respect to providing information and counsel to the Board, the CEO shall not cause or allow the Board to be uninformed or misinformed.

Accordingly, s/he shall:

1. Inform the Board of relevant trends, significant staff issues, material external or internal changes, particularly changes in the assumptions upon which any Board policy, priority or objective has been previously established.
2. Gather staff and external points of view, issues and options and advice as needed for fully informed board choices.
3. Inform the Board on program changes or staff changes related to services offered to members.
4. Inform the Board of resolutions submitted to the Association by zones, committees, or members, and to communicate the considered opinion/action taken by the Board in response to such resolutions.
5. Submit the required Monitoring Reports in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored.

**Type of Monitoring:** Internal report, quarterly.



## 2.3 CEO Advisory Committees

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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### Policy:

The CEO may from time to time set up Task Forces or Ongoing Committees to assist in the achievement of the key strategies and outcomes of the Strategic Plan.

The CEO oversees the task forces and ongoing committees and must provide a mandate, time frame, and appropriate resources to the groups to undertake the work.

### Procedure:

The CEO will issue a call to members to sit on Task Forces or Ongoing Committees. Wherever needed, the CEO may appoint specific members to sit on task forces/committees based on their expertise and background.

The CEO can delegate staff to resource Task Forces/Committees wherever appropriate. Members on task forces/committees can be removed if they prove to be disruptive or unavailable to undertake the work of the group.

### Monitoring:

- Internal reporting, annually.

## 2.4 Delegation to the CEO

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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### Policy:

The CEO is accountable to the Board acting as a body. The Board will instruct the CEO through written policies, delegating interpretation and implementation to the CEO. The Board's job is to establish topmost policies, leaving implementation and subsidiary policy development to the CEO.

All Board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff can be phrased (insofar as the Board is concerned), as authority and accountability of the CEO.

1. The Board will direct the CEO to achieve certain results, and Executive Limitations policies constrain the CEO to act within acceptable boundaries of prudence and ethics.
2. The CEO may not perform, allow, or cause to be performed any act which is contrary to explicit Board constraints (Executive Limitations policies).
3. The CEO is authorized to make all decisions, take all actions and develop all activities which are true to the Board's policies. The Board will respect the CEO's choices so long as the delegation continues but by expanding its policies, it may "un-delegate" any amount of these areas of the CEO's authority.
4. Decisions or instructions of individual Board members, officers or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.
5. Information may be requested, but if such request, in the CEO's judgment, requires a material amount of staff time and resources that will affect other priorities, the CEO may propose alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.
6. Should the CEO violate a Board policy, s/he shall immediately inform the Board who will debate the nature of the violation and determine if corrective or disciplinary action is necessary.

### Monitoring:

- Internal report, quarterly.

## 2.5 Monitoring CEO Performance

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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### Policy:

Monitoring CEO performance is synonymous with monitoring organizational performance against Board approved priorities and objectives and on Scope of Authority. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than review the past.

1. The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Information that does not do this will not be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
  - Internal report: Disclosure of compliance information to the Board from the CEO.
  - External report: Discovery of compliance information by a disinterested external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess CEO performance only against policies of the Board, not the external party, unless the Board has previously indicated the party's opinion to be the standard.
  - Direct Board inspection: Discovery of compliance information by a board member, or a committee of the Board as a whole. This is a board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time; however, each Scope of Authority policy of the Board will be classified by the Board according to frequency and method of regular monitoring.

### Monitoring:

- Internal report, quarterly.

## 2.6 CEO Evaluation

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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### Policy:

The Board has a desire to ensure that its most senior employee is maintaining and developing required competencies (knowledge, skills, attitude) to meet job requirements, results are measured to agreed performance expectations, and recognition and reward occur where merited.

The CEO's annual performance evaluation shall be completed within three months of the fiscal year-end by an Evaluation Team. The Evaluation Team consists of the Executive Committee. The Chair is responsible for coordination of the CEO's annual performance evaluation.

### Procedures:

1. The CEO will prepare an annual Activity/Achievement Summary (results, performance indicators) by January 15 of the post-evaluation year.
2. The CEO will send the Summary along with a reminder to the Chair that it is time to commence the evaluation process in accordance with board policy.
3. In January of each year the Chair shall advise the Board that the CEO's evaluation shall be completed by March 1. As part of the notice to the Board, Board members are invited to advise if they have matters the Evaluation Team should address with the CEO.
4. The Chair or a designated member of the Evaluation Team may also speak to senior staff/consultants and receive comments regarding development opportunities for the CEO.
5. The CEO will complete a self-evaluation using the CEO's Evaluation form. The evaluation form is based on achievement of performance indicators and competencies necessary for the job.
6. The Evaluation Team will hold a meeting to discuss their findings and complete the CEO's Evaluation form.
7. The Chair and another member of the Evaluation Team will meet with the CEO to discuss findings and expectations and finalize the evaluation.
8. The Chair will advise the Board when the evaluation has been completed.
9. The Chair will maintain an OAND performance evaluation file for the CEO and pass it on to the new Chair after the Chair's term of office has concluded.

### Monitoring:

- Internal report, annually.

### 3 Executive Committee

#### 3.1 Role of the Executive

<b>Implementation Date:</b>	<b>September 26, 2008</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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##### Policy:

The role of the Executive in the OAND Policy Governance Model is primarily to make urgent decisions that are time sensitive on behalf of the Board and to carry out the CEO Performance Review and salary review following the approach stated in governance policy. The Executive can also serve to be a sounding board for the Chair of the Board or the CEO on matters that are deemed to be sensitive or too complex to proceed without consultation.

##### Procedure:

1. If an urgent decision has to be made by the Executive, the CEO or Chair can bring forward the issue for decision to the Executive via email or by calling an emergency meeting.
2. Any substantive decision made by the Executive and the context for that decision is to be reported to the Board by the Chair or CEO within 48 hours.
3. The CEO Performance Review is undertaken as outlined in the CEO Performance Review Policy and reported to the Board accordingly.

##### Monitoring:

Annually by internal review.

### 3.2 Executive Committee Coverage

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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#### Policy:

The Executive Committee of the Board is charged with being the advisory group for the CEO on key issues, and making emergency and interim decisions that require a fast turnaround on behalf of the Board. All members of the Executive Committee must make every effort to be present at Board and Executive Committee meetings, and have access to confidential email access which must be checked at least every 24 hours.

#### Procedure:

1. Officers must provide the CEO or designate with their vacation and/or availability schedule at least one month in advance of taking time off (wherever possible).
2. The Chair of the Board must provide notice to the Vice-Chair and CEO if they are not available to conduct business based on the availability policy noted above. The written notice must include delegation of authority to the Vice Chair.
3. All members of the Executive are expected to respond (if warranted) to email or phone communication within 24 hours. If Executive Members do not have access to email over the weekend they are asked to inform the CEO of this at the beginning of their term so that they will be notified by phone of any emergencies that may require a decision of the Board.
4. Feedback solicited from the Executive should be substantive. Executive members are expected to engage fully in discussions electronically or in person.
5. The Chair of the Board is expected to be available to the CEO and/or Board at all times via email and cell phone. They are expected to respond to urgent issues within 2-4 hours.

### 3.3 Role of the Chair

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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**Purpose:** [policy still under review]

To clarify and articulate the role of the Chair of the Ontario Association of Naturopathic Doctors Board.

**Policy:**

The work of the Chair is, primarily, to ensure the integrity of the Board's processes and, representation of the Board to outside stakeholders. The responsibilities of the Chair are to:

1. Ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Association.
  - a) Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the CEO.
  - b) Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
  - c) *Procedure for Meetings and Organizations* by Kerr and King are to be observed except where the Board has superseded them.
2. Make decisions that fall within the topics covered by board policies on governance and on the board-CEO relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provision in these policies.
3. Chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
4. Encourage directors to ask questions and express viewpoints during board meetings.
5. Provide effective leadership, overseeing all aspects of the Board's direction and administration and encourage the Board to work as a cohesive team and to build a healthy corporate governance culture.
6. Deal effectively with dissent and work constructively toward achieving consensus and arriving at a decision. If a medium (e.g. teleconference or email) is not conducive to achieving consensus, the Chair is empowered to provide an alternate medium for the Board to achieve consensus and/or final decision.
7. Adopt procedures and ensure resources are available to the Board in order that it can conduct its work effectively and efficiently.
8. The Chair shall serve as a spokesperson for the Association relative to OAND policy and issues.
9. Ensure, in cooperation with the CEO, that directors are receiving information from staff that is high in quality, in the appropriate quantity, in a timely fashion, in a convenient format and from suitable sources.
10. Set, in consultation with the CEO, the agenda for the meetings of the Board.

11. Monitor and authorize the expenses of the CEO and all directors.
12. Ensure the annual CEO's performance evaluation occurs.
13. Oversee the Governance policies, Board Committee Terms of Reference and the structure, composition, membership and activities of the Board and its committees, including the work delegated to such committees.

**Monitoring:**

- Internal report to the Board on a quarterly basis.



### 3.4 Role of the Vice Chair

<b>Implementation Date:</b>	<b>February 1, 2008</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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#### Purpose:

To clarify and articulate the role of the Vice Chair of the Ontario Association of Naturopathic Doctors Board.

#### Policy:

The role of the Vice Chair is to support the Chair of the Board by working toward organizational goals and serving as Chair whenever delegated to do so by the Chair and/or the Executive committee. The Vice Chair functions as the Chair-in-training. The responsibilities of the Vice-Chair are to:

1. Assume the responsibilities of the Chair of the Board in his or her absence.
2. Facilitate OAND directed task force directives as required.
3. Accept responsibility as delegated by the Chair of the Board.
4. Chair the Government Relations Committee

#### Monitoring:

- Internal report to the Board on a quarterly basis.

### 3.5 Role of the Secretary

<b>Implementation Date:</b>	<b>February 1, 2008</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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**Purpose:**

To clarify and articulate the role of the Secretary of the Ontario Association of Naturopathic Doctors Board.

**Policy:**

The responsibilities of the Secretary are to:

1. Monitor the accuracy of minutes prepared by staff.
2. Attest to corporate documents.
3. Take minutes during in-camera meetings and executive meetings

**Monitoring:**

Annual Governance Review

### 3.6 Role of the Treasurer

<b>Implementation Date:</b>	<b>February 1, 2008</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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#### Purpose:

To articulate the role of the Treasurer of the Ontario Association of Naturopathic Doctors Board.

#### Policy:

The work of the Treasurer is, primarily, to work in conjunction with the CEO to oversee and report on the finances of the Association to the Board and members. The specific responsibilities of the Treasurer are to:

1. Ensure that the Board receives timely, accurate and clear financial reports so that its decisions can be informed by the association's current and projected financial position.
2. To review Association financial policies and ensure adherence.
3. Chair the Audit Committee and ensure the recommendation of a properly qualified auditor to the Association's membership.
4. Work with the CEO in the budget planning process and report on proposed variances and recommended changes to the Board.
5. Deliver the Financial Report of the OAND to the membership at the Annual Meeting.
6. Inform and make recommendations on interim financial decisions to the Executive Committee.

#### Monitoring:

- Internal report to the Board at each Board meeting
- Participate in the CEO's performance review

### 3.7 Chair Stipend

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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#### Policy:

The Chair of the Board will be paid a stipend of \$1,000 per month. This stipend is meant to value the work of the Chair on behalf of the organization and to reflect the additional responsibility of this position (access and spokesperson). The stipend will be reviewed annually by the Board of Directors as part of the budget discussions in November each year. This stipend is not intended to compensate the Chair for lost income.

If there is fiscal duress in the Association, the CEO and Treasurer will review the budget and provide recommendations to the Board, that may include a reduction or hold on the payment of the stipend for a period of time.

#### Procedure:

The CEO will ensure that the stipend is paid to the Chair at the end of each month served in the position.

## 4 Administration

### 4.1 Decision-Making – Roles and Responsibilities

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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#### Purpose:

To provide clarity on how board decisions are made and the roles and responsibilities for decision making within the Association.

#### Policy:

All decisions of the Board and its committees are in keeping with the mission, vision, values and strategic plan of the Association. The decision-making process is one that supports inclusion, examines alternatives, and provides a clear understanding of the impact of decisions and for the enhancement of NDs. In that spirit, the Board will:

- Strive for consensus in all areas that have an impact on the mission, vision, values and/or strategic plan of the Association.
- Where the Board moves to a voting process, abstentions will only be permitted in cases where a board member has a conflict of interest, or did not receive the relevant background information. Board members must otherwise vote in favour or against the motion in question.
- Encourage discussion in matters requiring decisions that support consensus and the creation of viable alternatives rather than creating divisions and conflict. Utilize the Chair to ensure that the Board achieves consensus/final decision. Refer to the Role of the Chair for details on this process.
- Utilize the Executive Committee to ensure a timely response to issues and demands from the internal and external environment.
- Direct the CEO to communicate with members regarding the outcomes of relevant Board decisions.
- Speak with one voice in all matters pertaining to Board decisions in that all Board members will support the decisions made by the Board.

#### Monitoring:

Annual Board process evaluation.

## 4.2 Conflict of Interest

<b>Implementation Date:</b>	<b>September 1, 2006</b>	<b>Review/Revision Date:</b>	<b>November 29, 2022</b>
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### Purpose:

The purpose of this policy is to protect the interests of the OAND by: (a) preventing the personal interest of the board, employees, and volunteers from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals.

### Policy Statements:

Members of the Ontario Association of Naturopathic Doctors (OAND) (the Association) board of directors, committee members, applicants for board or committee roles, volunteers and Association staff are expected to operate according to high ethical standards. This includes recognizing that conflicts of interest exist, have the potential to inhibit the wisdom of particular decisions, and possibly damage the Association's reputation.

This policy applies to board directors, committee members, volunteers, applicants to the board and to OAND committees, and any employees who can influence the governance and actions of OAND. This includes anyone who makes financial decisions, might be referred to as "management personnel," or have proprietary information regarding OAND.

This Conflict of Interest policy is intended to ensure the highest standards and maintenance of the integrity of the board and the Association. Directors shall act at all times in the best interests of the Association rather than in the interests of particular constituencies. This means putting the interests of the Association ahead of any personal interest or the interest of any other person or entity. It also means performing their duties and transacting the affairs of the Association in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

The board of directors will consider real, perceived, and potential conflicts of interest during board recruitment for new directors and committee members, taking into consideration both individual conflicts as well as group/dual conflicts related to overall board/committee composition. Likewise, the association will consider real, perceived, and potential conflicts of interest during recruitment for committee members and volunteers. Conflicts as a collective will be considered in the recruitment of board directors and committees. For example, if a potential conflict is common to more than one or two board members, it could present a concern.

### Definitions:

A person may have a conflict of interest in their dealings with the OAND in a number of roles: conflicts of interest may exist for directors, volunteers, applicants to be director or volunteer, and staff members. The spouses/partners and close family members of the people in these roles must be considered by the director, volunteer, applicant to be director or volunteer, and staff member as when considering if a conflict of interest exists.

A conflict of interest may be real, potential or perceived in nature. A real conflict of interest arises where a director has a private or personal interest, for example, a close family connection or financial interest. A potential conflict of interest may arise when a director has a private or personal interest such as an identified future commitment. A perceived or apparent conflict of interest may exist when a reasonable, well informed person has a reasonable belief that a director has a conflict of interest, even if there is no real conflict. Full disclosure, in itself, does not remove a conflict of interest.

A conflict of interest refers to situation in which personal, occupational or financial considerations may affect, or appear to affect, a director's or staff's objectivity, judgement or ability to act in the best interests of the Association. This includes if someone has or is perceived to have, a personal, family or business interests that

might benefit from a decision in which they are involved in making or are able to influence those making it. It also includes involvement with competing or sibling organizations that may result in a divided loyalty in the context of making a decision.

Not all conflicts of interest are rooted in financial benefit. Examples of possible conflict of interest situations with respect to our association include:

- A board member has a personal or business relationship with the association as a supplier of goods, services, or products
- A board member has a personal or financial relationship outside of the association with a client, supplier, stakeholder, or corporate sponsor who deals directly with the association
- The association is employing or contracting someone who is directly related to a board member or other staff member
- An employee, representative of, or contractor of a major funder or donor has a position on the board
- Any circumstance that may result in a personal or financial benefit to a director or their family, business association or friend. This includes but is not limited to, accepting payment for services rendered to the OAND other than payment for services of a director as permitted in this policy, including contracted work or honoraria; or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment etc.
- Personal interests which conflict with the interests of members of the OAND or are otherwise adverse to the interests of the association.
- Seeking, accepting, or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the OAND.
- Being a member of the board or staff of another organization which might have material interests that conflict with the interests of the OAND or its members; and, dealing with matters on one board which might materially affect the other board.
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration, or firing of a family member, business associate, or friend of the director.
- A conflict of interest exists where you, a partner, a business associate, or a close family member assists a third party in its dealings with the organization, where such assistance could result in favourable or preferential treatment being accorded to that third party by the organization.

Conflicts of interest are unavoidable and should not prevent an individual from serving as a director, volunteer, or as staff member unless the extent of the interest is so significant that the potential for undue influence is present in a large number of situations.

## PROCEDURES

### 1. Duty to Disclose

Each director, volunteer, applicant and staff is under an obligation to disclose the existence or potential existence of a conflict of interest as it arises.

Directors of the board, volunteers, applicants, and staff has a duty to disclose any personal, family, or business interests or other community involvements, that may, in the eyes of another person, influence their judgment. Directors shall disclose conflicts of interest to the board as a whole and to the CEO in the form of the Declaration Form. Board members are expected to disclose potential conflicts, if anticipated, prior to their nomination or election. They are also obliged to disclose them when the circumstances arise. They should be disclosed to the board as a whole and to the CEO.

### 2. Investigating Conflicts

When a potential conflict of interest is disclosed, the board will provide the individual with an opportunity to

disclose all material facts. The board will collect all pertinent information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.

### 3. Addressing a Conflict of Interest

If the board determines that a conflict of interest exists, they will take the appropriate actions to address the conflict. This may include (but not be limited to): (a) prohibiting any director from voting on any singular matter related to said Conflict of Interest or (b) removal from the board (c) termination of employment (d) an application for board director/committee member/staff may be declined. If the conflict of interest in question involves a member of the board, that individual will be excused from deliberations in addition to being prohibited from voting. Minutes of board or meetings should reflect when a board member steps out because of a conflict.

Every disclosure of a conflict of interest shall be recorded in the minutes of the relevant committee or of the board of directors meeting.

### 4. Disciplinary Action

All conflicts of interest will be reviewed on a case-by-case basis. The board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed conflicts of interest.

If the board directors reasonably believe a director or a staff member failed to disclose an existing or possible conflict of interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the conflict of interest.

After hearing the individual's response and investigating further as warranted by the circumstances, the board may take appropriate disciplinary action, including removal from the position at the association.

### 5. Notice of Annual Statements

Every director and employee must sign a Conflict of Interest Declaration Form upon said individual's term of office, employment, or at the time of application to a board or volunteer role, and any other relationship with OAND and must do so annually.

Failure to complete and submit a Declaration Form does not nullify the policy.



### 4.3 Confidentiality

<b>Implementation Date:</b>	<b>February 2, 2007</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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#### Purpose:

To ensure that appropriate confidentiality is maintained with materials or information that are obtained as a board Director.

#### Policy:

Directors of the Ontario Association of Naturopathic Doctors may have access to various types of confidential information relating to specific members, and the affairs of the Board and the OAND. The disclosure of such information would be highly detrimental to the interests of the OAND and individuals whose information has been entrusted to the OAND. This confidential information ("Confidential Information") includes, but is not limited to, personal information of all sorts relating to individuals and information relating to business decisions of the Board, financial matters of the OAND and its employees or agents in relation to the OAND.

Directors of the OAND, have a legal and moral duty not to disclose, nor to make use of Confidential Information except for the purposes of and in performance of their duties to the Board. In particular, Directors must not use Confidential Information for their personal profit, benefit or advantage or for profit, benefit or advantage of anyone other than the Board. Directors must avoid and refrain from engaging in any actual or perceived conflicts of interest ("Conflicts of Interest") by ensuring that their personal interests or duties to others do not conflict with their duties and responsibilities as Directors of the OAND. Note that Conflicts of Interest extend to conflicts between competing duties, for example where a Director has duties not only as a Director of the OAND, but also independently has duties outside of such position to any other person, association or other entity.

#### 4.4 Code of Conduct

<b>Implementation Date:</b>	<b>September 1, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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##### Purpose:

To articulate the expected conduct and responsibilities of members of the Ontario Association of Naturopathic Doctors Board.

##### Policy:

- The Board expects of itself and its members respectful, ethical, and businesslike conduct which includes prompt attendance to meetings. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as board members.
- Members will consistently display courtesy and respect for other members and opinions expressed in both face-to-face and electronic communication.
- Members will respect staff and its reporting relationship through the Chief Executive Officer.
- Members will prepare themselves for meetings by reading and digesting material distributed in advance.
- Every member, officer and employee of the Association shall respect matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Association.
- In presentations to the board, members will be concise, direct and will ensure that all relevant information for decision-making is distributed in advance of the meeting.
- Members will seek to create a climate that encourages even the most reticent members to participate.
- Unless invited by the Chair, no member will speak twice on the same motion before the board until all members have been heard.
- Members accept the leadership of the Chair, respect her/his decisions and attempt to minimize the demands of her/his position.
- Members will not “lobby” other members in advance of the consideration of a matter coming before the board.
- All in-camera discussions, comments and deliberations of the Board are to be kept confidential.
- The board Chair or designate is the sole individual entitled to speak publicly on behalf of the Board.
- Each member will make every effort to attend all Board meetings, will willingly accept extra duties as required, and carry out assigned work in a timely and efficient manner.
- All established board policies will be adhered to.
- Board members will not engage in any activity that is illegal, or unethical, and will refrain from engaging in conduct that would discredit or compromise the integrity of the Board or the Association.

- Members may express their personal opinion about board decisions keeping in mind their responsibility to support decisions made by the Board.
- All board members will participate in an orientation, review the Board Manual, and understand board roles and responsibilities.
- Board members will serve as ambassadors for the Association.

#### Procedure:

No Director shall continue/commence duties as a Director of the OAND unless he or she has read, understood and duly signed a copy of the Code of Conduct form in the presence of an appropriate witness.

#### Monitoring:

- Annual Board process evaluation.
- Exit interviews with retiring board members

#### 4.5 Discounts for Directors

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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**Purpose:**

To offer board members a modest benefit for the time and effort spent working for the Board and Association. The discounts will also serve to encourage board members' attendance and therefore representation at OAND events.

**Policy:**

All members of the Board of Directors will be eligible to receive a 25 percent discount on membership dues, and OAND-hosted events. Directors who are not naturopathic doctors will be made members of the Association, and may attend OAND-hosted events at no charge.

**Procedure:**

All OAND Directors will stipulate the appropriate discounts as listed above when they register for an OAND event.

#### 4.6 Board Stipend

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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##### Policy:

If a Director is asked to take on significant additional responsibilities on behalf of the Board, the Executive and CEO will meet to discuss the need and financial implications associated with paying a stipend. Any recommendation to pay a stipend to a Director other than the Chair is approved by the Executive Committee.

##### Procedure:

1. The Executive will meet with the CEO to discuss the budgetary considerations associated with paying a non-budgeted stipend to a Director.
2. The CEO will provide a report on the financial implications of paying a stipend to an additional Director.
3. The Chair will inform the Director in question as to the decision of the Executive on the ability to pay a stipend.
4. The key considerations and decision will be minuted.

#### 4.7 Staff Bonuses

<b>Implementation Date:</b>	<b>February 21, 2017</b>	<b>Review/Revision Date:</b>	<b>February 21, 2017</b>
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##### Purpose:

To recognize the positive contributions of staff annually, subject to individual performance of staff and the financial results of the organization.

##### Policy Statement:

Those staff who are eligible for an annual bonus as determined either by contract or at the discretion of the CEO, can receive a percentage of their annual salary as a bonus payable upon determination of the organization's annual financial results.

The CEO's bonus will continue to be determined by the Board of Directors.

##### Policy Application:

To fund the bonus, a pool of funds shall be approved by the board for accrual prior to the financial year-end (December 31).

Payment of the actual bonus will vary from the accrual at the CEO's discretion; however, will not exceed the accrual amount. Payment of the bonus will be subject to the following:

1. Determining the surplus/loss from the year-end financial statements (generally in the March/April timeframe)
2. Maintaining an annual surplus level from the year-end financials as determined by the Treasurer for the Board of Directors

Bonuses will be paid to staff who are employed by the OAND on the date that the bonus is paid or payable. For clarity, this date cannot be prior to determining the financial results of the organization.

##### Monitoring:

- Periodic review of the staff bonus policy.

## 4.8 Information Management

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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### Purpose:

To provide Board members with guidelines for the effective and efficient management of paper and other sources of data and information.

### Policy:

All Board decisions will be considered to be non-sensitive for members, unless otherwise identified. The confidentiality of the information and the method of disposal will use the following categories:

- Board eyes only/Confidential – to be shared among Board members only. (To be shredded/deleted)
- Sensitive – for the Board and members of the OAND staff. (To be shredded/deleted)
- In Camera Minutes—will only be sent to voting Board members. (To be shredded/deleted).

On behalf of the Board, the OAND office will keep, in an organized manner:

- All minutes of Board meetings;
- Reports that have not been summarized in the minutes;
- Financial statements and auditor reports;
- Support documents for ongoing and emerging issues;
- Information marked “FYI” as it pertains to the issues under current consideration; and
- All approved in-camera minutes filed in a sealed envelope.

Board Members:

- For the term of their appointment, board members will keep in an organized manner materials received from and developed for the Board of Directors’ during their term as director.
- For their term of appointment, board members may discard at their discretion all other materials in an acceptable manner as related above which includes agendas of previous meetings and reports if those reports are summarized in board minutes.

### Monitoring:

- Annual Board evaluation process.
- Exit interviews with retiring Board members.

## 4.9 Expenses

<b>Implementation Date:</b>	<b>November 22, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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### Purpose:

To clarify and define board directors' travel expense allowances and limits, and ensure that board members are not incurring unreasonable out of pocket expenses for volunteering.

### Policy:

Board members who travel more than 50km to OAND meetings will be reimbursed at the staff reimbursement rate for travel/mileage.

Board members who travel 200km or more to OAND meetings will be reimbursed for travel costs (plane/train/taxi) up to a maximum of \$600 per meeting.

Board members who reside outside the GTA whose total (return) traveling time home is three hours or more will be reimbursed up to \$175.00 per night. If a scheduled board meeting is cancelled, the Board will reimburse a board member's non-refundable hotel reservation.

Mileage and meal allowance rates will follow the guidelines set outlined by the Canada Revenue Agency (<http://www.cra-arc.gc.ca/tx/bsnss/tpcs/pyrll/bnfts/ndx-eng.html>).

This policy will apply to OAND board meetings that usually take place in the GTA. There may be occasions that require board members from outside to be away from home for longer periods and these expenses would only be compensated with advance approval of the Board.

### Procedure:

The Board Treasurer's prior approval is required for expenses that exceed the stated limits.

All Board members' reimbursement requests must use the current OAND Reimbursement for Expenses Form, and. must be accompanied by receipts.

### Monitoring:

- CEO Report Annually.



#### 4.10 Insurance

<b>Implementation Date:</b>	<b>September 20, 2006</b>	<b>Review/Revision Date:</b>	<b>October 13, 2016</b>
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##### Purpose:

OAND shall provide Directors and Officers Liability Insurance for members of the Board.

##### Policy:

- Each director is to receive a copy of the insurance policy as part of their orientation material.
- A list of all directors to be covered shall be filed with the insurer on an annual basis.

##### Monitoring:

- Internal report to the Board annually.

## Appendix – Code of Conduct Form

Directors may also be required to adhere to additional policies established by the Board or by specific departments of the OAND.

1. Directors are expected to comply with all applicable laws.
2. Directors have a duty to hold in strict confidence all Confidential Information acquired as a consequence of their position with the OAND and should not divulge any Confidential Information to any person unless expressly authorized or required by law to do so. This duty continues indefinitely, even when an individual is no longer a Director of the OAND.
3. Directors are expected to exercise due diligence in the protection of Confidential Information which is under their control or to which they have access in order to prevent its unauthorized disclosure. This includes such measures as the locking of file cabinets, the securing of personal computers and the shredding of appropriate documents. (See the Board Information Management policy for further details.)
4. No Director shall for any reason, directly or indirectly, engage in any Conflict of Interest by permitting his or her personal interest or duties to others to conflict with his or her duties and responsibilities as a Director of the OAND or by making use of Confidential Information for his or her personal benefit or advantage or for the benefit or advantage of others.
5. No Director shall use the personnel or facilities of the OAND for the purposes of personal gain, advantage or benefit, or otherwise for any purpose, person or entity unrelated to the services of the OAND, without the express permission of the Chief Executive Officer of the OAND. Such use constitutes a Conflict of Interest for the purpose of this Code.
6. Any Director who believes that he or she has or may have a Conflict of Interest shall immediately disclose such Conflict of Interest or possible Conflict of Interest to the Chair of the Board. (See Conflict of Interest Board governance policy.) The Chair will then take such action or obtain and give such advice and direction to the Director as may be appropriate.
7. In any case where a Director is in doubt whether he or she has a Conflict of Interest, or whether his or her conduct, or proposed or anticipated conduct complies with the Code of Ethics, the Director should consult the Chair of the OAND.
8. Directors shall be prudent in giving or receiving any gift, donation, benefit, service or other favour that might materially affect, or be seen to potentially materially affect, the performance of their roles and responsibilities, or which might prejudice the credibility of the OAND.
9. Individuals are expected to adhere to the standards of conduct of any Professional Association to which they belong (e.g. CSAE, HRPAO).

### Signature of Understanding:

*I have read and understood the foregoing, acknowledge that it forms part of the terms and conditions of Directorship, and covenant and warrant that I will abide by the Code of Ethics and that I have no agreements or obligations in conflict with it.*

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Director

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Print Name

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Date

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Witness

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Print Name

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Date