

Board Of Directors

Policies And Procedures



Dawson Community Centre

Last update: _____

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Bgc Dawson

The Organization

BGC Dawson (“the Club) is incorporated as a non-profit charitable organization. The Board of Directors (“the Board”) is the legally recognized governing body of the Corporation. It must, at all times, function within four sets of rules:

The Quebec Labour Code

The Corporation’s By-Laws

1. The Corporation’s Board Policies and Procedures Manual
2. The Mission Statement and Core Values of BGC Canada

The Corporation’s By-Laws

In accordance with the supplemental letters patent, (Part III), issued on the 23rd of November, 1987, the corporation is officially registered under the name CentreCmmunautaire Dawson and its English version, Dawson Community Centre. The Bylaws were last amended at the AGM dated September 3, 2020.

Policies And Procedures Of The Board Of Directors

This document stipulates the Policies and Procedures under which the Board of Directors for the BGC Dawson must comply. They are a set of specific rules and regulations that augment the Corporations Act and the Club’s By-Laws. These Policies and Procedures are meant to be guidelines to the Board, and as such, should be reviewed and updated by the Board every three years.

Parliamentary Authority

Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters of substance or procedure not specifically covered in the Corporation’s By-Laws.

Mission And Values

BGC Dawson, (Dawson Community Centre), provides a number of services to the community. These focus on children , youth, families, and seniors. It is the responsibility of the Board of Directors to ensure that any such program offered, developed or contemplated meet, at all times, the Mission Statement and Core Values of BGC Dawson, (Dawson Community Centre) as stipulated herein.

Mission Statement

The primary mission of BGC Dawson, (Dawson Community Centre) is “To provide a safe, supportive place where children and youth can experience new opportunities, overcome barriers, build positive relationships and develop confidence and skills for life.

Core Values

Inclusion & Opportunity : We strive to offer children and youth from all economic, cultural and social backgrounds access to the resources, supports and opportunities that will enable them to overcome barriers and achieve their positive potential in life.

Respect & Belonging: We provide a safe, supportive place, where every child is listened to, treated with respect and valued in an environment of inclusion and acceptance. Our staff and volunteers model honesty, fair play, positive attitude, cooperation and respect for self and others.

Empowerment: We believe all young people can grow into responsible, and self reliant members of society. Children and youth are at the center of everything we do. Through adventure, play and

discovery, we encourage and empower them to develop healthy lifestyles, a lifelong passion for learning, leadership and life skills and a sense of social responsibility.

Collaboration: We work together with families and volunteers in each community, in partnership with the public and private sector, to create healthy community solutions to providing children and youth with what they need for optimal development.

Speaking out: We speak out on behalf of children, youth and their families to reduce disadvantage, enhance their lives and enable their voices and ideas to be heard.

Executive Director

1.1 GENERAL RESPONSIBILITIES

The Executive Director of BGC Dawson (“the Club”) is answerable to the Board of Directors.

The Executive Director shall ensure that all practices, activities, decisions or organizational circumstances are prudent, legal, and not in violation of standards of BGC Canada, or commonly accepted business and professional ethics. Furthermore, it is the responsibility of the Executive

Director to ensure that any program or activity that is offered, developed or contemplated, are directly linked to the Mission Statement and Core Values of BGC Dawson

the Executive Director shall ensure that;

1. With respect to interaction with members, or those applying to be members, all conditions, procedures, or decisions are safe, respectful, dignified, unobtrusive, and do not fail to provide appropriate confidentiality and privacy.
2. Dealings with staff and volunteers are humane, fair, dignified and comply with the Club Employment Policies, Procedures, and Practices.
3. Compensation and benefits for employees, consultants, contract workers and volunteers maintain fiscal integrity, stability and a positive public image and adhere to the Club’s Policies and Procedures.
4. All staff and volunteers know, are acquainted with, and have a copy of all Clubs Policies and procedures.
5. All staff are supplied with an appropriate job description and has a yearly performance evaluation.
6. All information and advice to the Board is complete, timely and accurate,
7. The Board is informed of all issues related to the Club in respect to financial conditions, personnel matters, corporate liabilities and legal matters.
8. At all times, there is one additional staff familiar with Board and Executive Director issues and processes.
9. Club assets are, at all times, adequately maintained, protected and secured.

10. Budgeting in any fiscal period, or the remaining part thereof, complies with Board Policy and shall not risk fiscal jeopardy.
11. All members, staff and volunteers of the Club strive to promote a healthier family and community life and help the residents of Dawson to achieve the same in adherence and compliance to the Club Mission Statement and Core Values. Furthermore, that the Executive Director of the Club always strive to maintain a safe environment.
12. In the absence of the Executive Director and where no appointment is previously determined, she/he shall appoint a senior staff person to act on her/his behalf as interim Executive Director.
13. The executive Director, as Chief Executive Officer (CEO) of the organization, is accountable to the Board and as such shall report to the Board at all its regularly scheduled Board Meetings. He/she is responsible for the day to day operation of the organization, its staff and programs. Program development is the responsibility of the Executive Director.. The Board will instruct the chief executive through motions that are written into the minutes, or by written policies approved by the Board. Furthermore, the Board's Chairperson shall interpret and/or ensure implementation of those Board policies or motions,
14. All Board authority delegated to staff will be through the Executive Director, so that all authority and accountability of all staff is considered to be the authority and accountability of the Executive Director.
15. The board will direct the Executive Director to achieve specific results and may limit the latitude the Executive Director may exercise in practices, methods, conduct and other means. This is called Executive Limitations. Example: spending limits.
16. As long as the executive Director exercises reasonable interpretations of the Board's policies and procedures, she/he is authorized to establish all organizational policies, make all organizational decisions, take all actions, establish all practices and develop all activities.

Responsibilities with the Board of Directors

The Board of Directors may change its policies and procedures at any time thereby shifting the boundary between Board and Executive Director's domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But so long as any particular delegation is in place, the Board and its

members will respect and support the Executive Director's choices.

Only decisions of the Board are binding upon the Executive Director. Therefore,

- Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except where the Board has specifically authorized such exercise of authority.
- In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse requests that require, in his/her judgment, a material amount of staff time, funds or is disruptive to the Organization.

The Executive Director shall be responsible for the day-to-day operation of the Club within the framework of its constitution, by-laws and the standards of BGC Canada.

The Executive Director shall:

1. Attend all meetings of the Board of Directors and Executive Committee unless specifically instructed otherwise and be an ex-officio member of all other duly established Board committees.
2. Operate the Organization within the budget approved by the Board of Directors.
3. Is authorized to purchase or approve the purchase of supplies and equipment necessary for the normal operation of the Club. The current spending limit for the Executive Director is \$10,000.00. Over this amount, the Executive Director needs to consult with the Board of Directors for approval of the expense.
4. All payments of five thousand (\$10,000.00) dollars and over must be signed by at least one signing officer from the Board of Directors.
5. Submit to the Board, prior to each scheduled Board meeting, a written Executive Director's report and any other such reviews or reports the Board.
6. Inform the Board of all issues related to BGC Dawson, with respect to financial conditions, persons or corporate liabilities and legal matters.
7. Promote and stimulate membership and afford guidance, encouragement and counsel to members in need.
8. Coordinate the efforts of staff in planning and conducting programs, recruiting and training volunteers, part-time staff and leaders.
9. Acquaint him/her with the operation of other youth servicing organizations in the community, maintaining with them a cooperative relationship and making referrals when necessary.

10. Stimulate the growth and development of the organization and interpret, as required the objectives, standards and programs of the Club and the national movement.
11. Promote a sound program of public relations and ensure that the work of the Club and the national movement is brought to the attention of the public.

Fiscal Responsibilities

The Executive Director must ensure:

1. That Club assets, at all times be adequately maintained, protected and secure.
2. That actual financial condition at any time is stable and that budgeting in any fiscal period, or the remaining part thereof, complies with Board policy and shall not risk fiscal jeopardy.

Executive Director As Staff Supervisor

It is the responsibility of the Executive Director that:

1. All staff and volunteers know, are acquainted with and have a copy of the current and up to date Policies and Procedures.
2. Dealings with staff and volunteers are humane, fair, dignified and comply with the BGC Dawson's Employment Policies, Procedures, Practices.
3. Compensation and benefits for employees, consultants, contract workers and volunteers maintain fiscal integrity, stability and a positive public image and adhere to BGC Dawson's Policies and Procedures.
4. All staff are supplied with an appropriate job description and given a yearly performance evaluation.
5. At all times, there must be one additional staff familiar with Board and Executive Director issues and processes.
6. In the absence of the Executive Director and where no appointment is previously determined, he/she shall appoint a senior staff person to act on his/her behalf as Interim Executive Director.

Operational Responsibilities

It is the responsibility of the Executive Director to:

1. Recruit, select, train, direct and evaluate all staff.
2. Promote and stimulate membership and afford guidance, encouragement, and counsel to members in need.
3. Coordinate the efforts of staff in planning and conducting programs, recruiting, and training volunteers, part-time staff, and leaders.
4. Be familiar with the operation of other youth service organizations in the community, maintaining with them a cooperative relationship and making referrals when necessary.
5. Stimulate the growth and development of the organization and interpret, as required, the objectives, standards and programs of the Club and the National Movement.
6. Promote a sound program of public relations and ensure that the work of the Club and the National Movement is brought to the attention of the public.
7. Ensure the building its equipment and grounds are maintained adequately and safely and will reflect credit on the Organization.
8. Develop an ongoing professional relationship with the Organization's funding partners and do everything possible to ensure their continued support.
9. Perform such other duties as may be required from time to time, including, but not limited to, responding to the Organization's alarm system.
10. Never endanger the Organization's credibility or public image, particularly in ways that would hinder the accomplishment of its stated goals, Mission, or Core Values.
11. Protect the Organization from sudden loss of the Executive Director's services; he/she should have at least one senior staff member familiar with Board and Executive Director's issues and processes. This does not imply automatic succession.

Treatment Of Club Members

With respect to interactions with members or those applying to be members, the Executive Director shall:

1. Ensure conditions, procedures and discussions that are safe, respectful, dignified, not intrusive, and provide for complete privacy where warranted.
2. Take all reasonable steps to assure physical barrier-free access.
3. Ensure that there are no financial barriers to participation in any of the Club's activities. 7
4. Ensure the cost of membership is maintained at a minimum at all times. The cost of providing programs, activities and services within the Organization will not be a barrier to participation for any person regardless of age, gender, ability, colour of skin, or any other factor.
5. Ensure that children in the Club's catchment area be provided first priority of

access to all Club programs and services.

Treatment Of Staff

With respect to treatment of staff, the Executive Director must ensure conditions which are fair and dignified.

Accordingly, the Executive Director must:

1. Operate in accordance of the Club's Policies and Procedures
2. Provide for effective handling of grievances and protect against wrongful conditions.
3. Not prevent staff from grieving to the Board when:
 - a. internal grievance procedures have been exhausted.
 - b. the employee alleges either:
 - i. that Board Policy has been violated to his/her detriment, or
 - ii. that Board Policy does not adequately protect his/her human rights.
4. Provide an appeal procedure in the event that an employee feels that action taken is significantly unfair and therefore, he/she is justified in wishing to appeal to the Board for review. In such instances the following procedures shall be follows:
 - a. The employee will first consult with his/her immediate supervisor. Should this fair to bring about a satisfactory resolution,
 - b. The employee will then consult with the Executive Director. Should this fair to resolve the situation,
 - c. The employee may submit a written statement requesting a review to the Board. The Board's Executive Committee will then conduct a review of the matter and make recommendations to the Board for decision. Decision of the Board shall be final.
5. Acquaint staff with their rights under this policy, Board of Directors

Policies and all other Policies and Procedures with the Club.

6. Make every effort to provide staff with adequate equipment and a safe working environment whenever and wherever possible.
7. Ensure that staff work with a job description and have, as a minimum, systematic annual performance reviews.
8. In filling any vacancy, give special consideration to the promotion of qualified employees, within the Organization.
9. Encourage staff to keep abreast of current developments in the delivery of programs and services to youth and advance their individual skills and competence through attendance at conferences or institutes as may be recommended by the Executive Director. The Club shall pay all reasonable expenses incurred for the development of staff to promote better skills and abilities in the delivery of services and programs.
10. Be aware that BGC Dawson normally does not employ relatives of staff. The Executive Director must make a special request for exemption to the Board. Decisions of the Board in these matters are final.
11. Be aware that, if in his/her opinion, a verbal reprimand is necessary to a staff member, it must be conducted in private and behind closed doors. When, at the discretion of the Executive Director it is deemed necessary, he/she shall have a witness present. Written documentation of such proceedings must be maintained.

Budgeting And Finances

The Executive Director' along with the Director of Finance and Administration, shall prepare, with the Board's Treasurer, a fiscal budget for the Club. The

Treasurer will ensure that the budget is completed and presented to the Board by the last Board Meeting in any fiscal year. Budgeting in any fiscal year shall ensure financial stability of the Organization.

Accordingly, the Executive Director must ensure that:

1. The budget contains enough information to enable credible projection of revenues and expenses, and separation of capital and operational items and is in the same format as the Corporation's financial statements and that any and all planning assumptions are disclosed.

2. Current assets are maintained to equate to, or are in excess of current liabilities.
3. The fiscal soundness of the Club is maintained for future years.
4. No deviation from the budget is made without Board approval.
5. No distribution of funds exceeds any amount so budgeted without Board approval.

Financial Condition

With respect to the actual, ongoing condition of the Organization's financial health, the Executive Director must work with the Board Treasurer to ensure the financial stability of the Organization and comply with Board Policies and Procedures established in this and any other Board directive.

1. Ensure the Board's treasurer receives monthly comparative departmental income statements (actual to—date vs. budgeted—revenues and expenditures) prior to scheduled Board meetings.

Asset Protection

The Executive Director must ensure that all organizational assets are properly protected, adequately maintained and are not unnecessarily put at risk.

Accordingly, the Executive Director must:

1. For their replacement value, insure the assets of the Organization against loss.
2. Insure against liability losses to Board members, the staff, and the Organization in an amount comparable to other similar organizations.
3. Ensure that sufficient maintenance is in place to properly maintain the Organization's assets and also ensure that no improper wear and tear occurs to these assets.
4. Not to expose the Organization, its Board or staff to claims of liability.
5. Ensure the protection of information and files from loss, misuse or significant damage.
6. Not receive, process or disburse funds under the organization's control, which are insufficient to meet the Board appointed Auditors standards.
7. Not invest or hold operating capital in unsecured instruments,

exceed the CDIC protected ceiling in any single account or investment, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.

8. Not encumber or dispose of any real property, exceeding \$10,000.00 without Board approval.

Compensation And Benefits

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director must always ensure fiscal integrity while not jeopardizing the organization or its public image.

Accordingly the Executive Director must:

1. Never change his/her own compensation and benefits without Board approval.
2. Establish current staff compensation and benefits which:
 - a. Do not deviate materially from the BGC Dawson Policies and Procedures or from the geographic or professional market for the skills employed.
 - b. Do not create or increase obligations over a longer term than revenues can be safely projected, or exceed asset protection guidelines without Board approval.

Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the Executive Director must ensure that the Board is always informed.

Accordingly, the Executive Director must:

1. Submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Ensure the Board is made aware of all relevant trends, any anticipated adverse media coverage, all external and internal material changes affecting the Organization, particularly any changes in the assumptions upon which any Board policy has previously been established.
3. Advise the Board if, in his/her opinion, the Board is not in compliance with its own policies on governance process and

Board-staff relations, particularly in the case of Board behaviour, which is detrimental to the work relationship between the Board and the Executive Director.

4. Inform the Board of any and all possible choices it can make that affects its performance, duties and responsibilities to the Organization.
5. Ensure that information is not unnecessarily complex or lengthy.
6. Deal with the board as a whole except when
 - a. fulfilling reasonable individual Board member request for information or
 - b. responding to officers or committees duly charged by the Board.
7. Report in a timely manner, to the board, any actual or anticipated non-compliance with policy of the Board.
8. Report to the Board immediately, any criminal charges against any of the staff members or volunteers in the Organization, and any behaviour, activity or reports in the media that may compromise the good name of the Organization.

Board Governance

The purpose of governance is that the Board, on behalf the the citizens of Verdun, Montreal, guarantees the accountability of BGC Dawson, (Dawson Community Centre) by ensuring that:

1. it achieves appropriate results for members at a reasonable cost, and
2. avoids unacceptable activities, conditions and decisions.

The Board believes that individual Board members are the trustees of the Organization. Therefore the Board shall educate itself regarding the values held by the people it represents and shall act, at all times, under the influence of those values while adhering to the BGCC Mission Statement and Core Values.

In fulfillment of this charge, the Board is committed to the rigorous and continual improvement of its capability to define its values and vision.

Board Governance Style

The Board will govern with an emphasis on outward vision and will always encourage a diversity of viewpoints. Furthermore, the Board will emphasize strategic leadership, a clear distinction between Board and Executive Director roles, collective decisions, and the future of the Organization and will be proactive.

The Board shall:

1. Cultivate a sense of group responsibility.
2. Be responsible for excellence in governing.
3. Initiate policies not merely react to staff initiatives.
4. Use the expertise of individual members to enhance the ability of the Board while not substituting the individual judgments for the Board's values.
5. Direct, control and inspire the Organization through the careful establishment of Board policies.
6. Ensure that major policy is focused on the intended long-term impacts outside the entire operation, not solely on administration or program.
7. Enforce upon itself whatever discipline is needed to govern with excellence. This will include matters such as attendance, preparation for meetings, policy-making principles, respect of roles,

- and continuity of governance capability.
8. Ensure Board development by including orientating of new members in the Board's governance process and periodic discussion of process improvement.
 9. Ensure that the Board does not allow any officer, member or committee to hinder progress or become an excuse for not fulfilling its obligations.
 10. Monitor and discuss the Board's process and performance regularly.

Board Responsibility

The role of the Board is to represent the "moral ownership", and the citizens of Verdun, Montreal in determining appropriate organizational performance. To distinguish the Board's own unique function from that of staff, the Board shall concentrate its efforts on the following:

1. The link between the Organization and the citizens of Verdun, Montreal
2. Written governing policies which, at the broadest levels, address:
 - a. Ends; organizational products, impacts, benefits, outcomes, recipients and their relative worth (what good for which needs at what cost).
 - b. Executive limitations; constraints on executive authority, which establish the prudence and ethical boundaries, within which all executive activity and decisions must take place
 - c. Governance process; specification of how the Board conceives and monitors its own tasks.
 - d. Board and Executive Director relationship how power is delegated and its proper use monitored; the Executive Director's role, authority and accountability.
3. The assurance of the Executive Director's performance.
4. The appointment of the Club's Executive Director.

Chairperson's Role

The Chairperson ensures the integrity of the Board's process and is its representative with external parties. The Chairperson is authorized to speak for the Board (beyond simply reporting Board decisions) except where prohibited.

The Chairperson shall ensure that:

1. The Board's behaviour is consistent with its own By-Laws, Policies and Procedures, and those rules that are legitimately imposed upon it from outside the Organization.
2. Meeting discussion content will pertain only to issues, which according to Board policy, clearly belong to the Board for decision, and not issues, which are clearly the responsibility of the Executive Director.
3. Deliberation is fair (all Board members given equal time to express their opinion), open and thorough, while at the same time, efficient, timely, orderly and kept to the point.
4. All Board members' concerns and issues dealing with the operation of the Board of the Organization are addressed fairly and in a timely manner before the Board.
5. That the authority of the Chairperson consists in making decisions that fall within the guidelines of the Board's policies on governance process and Board-Executive Director relationship, except where the Board specifically delegates portions of this authority to others.
6. The Board is authorized to use any reasonable interpretation of the provisions in these Policies and Procedures on the Board's behalf, but may not alter or amend these without Board approval.
7. Board meetings are chaired with all the commonly acceptable authority of that position and that the Chairperson has the authority to make decisions about policies created by the Board.
8. He/she will represent the Board to outside parties in announcing Board positions and in stating Chair decisions and interpretations within the area delegated to him/her.
9. When delegating authority, he/she remains accountable for its use.

Board Committees

1. Board committees, when necessary, will be assigned to increase the Board's effectiveness and efficiency. A Committee is a Board committee only if its existence and charge come from the Board, by Board resolution, regardless if Board members sit on the committee. A Board committee reports directly to the Board and ceases to exist upon dissolution of the Board.
2. Board committees are to help the Board to its job. Committees ordinarily will assist the Board by preparing policy alternatives and issues for Board deliberation. In keeping with the Board's broader focus, committees will normally not have direct dealings with staff

- operations unless under the direction of the Board.
3. Board committees may not speak or act for the Board except where approved by the Board. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
 4. Board committees cannot exercise authority over staff.
 5. This policy applies only to committees formed by the Board. It does not apply to committees formed by the Executive Director. Board committees may include non-Board members.
 6. Notwithstanding the aforementioned, there shall be, at all times, a standing Board Executive Committee. Membership in this Executive Committee shall consist of the Past Chairperson, the Chairperson, the Vice-Chairperson, the Secretary, Treasurer, and the Executive Director.
 7. At the Direction of the Board, any other Board member or outside individual may be requested to attend these committee meetings.
 8. It is the responsibility of the Chairperson to keep the Board abreast of all Executive Committee activities. As with all committees, the Executive Committee has no mandate to make any decisions binding the Board of the Organization without Board approval.

Board Reports And Reviews

The Board's Chairperson shall ensure that the following reports and/or reviews are conducted and reported to the Board of Directors as specified:

1. A monthly Executive Director's report pertaining to programs, activities and any other pertinent information be provided.
2. The Treasurer's quarterly Board report containing comparative Income Statements (actual versus budgeted) and any other necessary financial information.
3. Monthly Board committee updates/status reports.
4. The Board's Executive Committee conducts an annual performance review of the Executive Director.
5. The Board's Policies and Procedures are reviewed every three years and updated and presented to the Board.
6. Staff policies and procedures are reviewed, updated and presented to the Board by the Executive Director.
7. The Chairperson will present an annual report to the Board reviewing the past year's accomplishments. The Chairperson shall also present to the Board his/her goals for the next fiscal year.
8. Board correspondence is to be presented to the Board at each

meeting for members' perusal and discussion.

Board Member's Code Of Conduct

1. The Board commits itself and its members to ethical and businesslike conduct. This includes proper use of authority and appropriate decorum when acting as Board members.
2. Members must represent absolute loyalty to the interests of the citizens of Verdun. This accountability supersedes any conflicting loyalty, such as those pertaining to advocacy or interest group or membership on other Boards. It also supersedes the personal interest of any Board members acting as a consumer of the Organization.
3. Members must avoid or make known any conflict of interest with respect to the Club. Furthermore, when the Board is to decide upon an issue, about which a member has a conflict, that member shall announce such a conflict and absent himself/herself without comment from the deliberation and any subsequent vote.
4. Members will annually disclose their involvement with other organizations, with vendors, or any other associates, which might cause a conflict.
5. Board members must not use their position as Board members to obtain employment or other benefits in the Organization for themselves, family members or close associates. Should a member desire to seek employment with the Club, he/she must first resign from the Board.
6. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Organization except as procedurally controlled to ensure openness, competitive opportunity and equal access to information.
7. Board members may not attempt to exercise individual authority over the Organization except as explicitly set forth in Board policies.
8. Members' interaction with the Executive Director or staff must recognize the lack of authority vested in individuals except when explicitly authorized.
9. Members' interaction with the public, the media or other entities must recognize the limitations of their lack of authority as well as the inappropriate action for any Board member to speak for the Board without its consent.
10. Members shall not publicly voice individual opinion, if that opinion is

counter-productive to the expressed opinion of the Board.

11. Members will respect the confidentiality appropriate to issues of a sensitive nature.
12. The Board recognizes that it is a continuous deliberative body, and that absences of Board members hamper its ability to function. Any Board member absent from five (5) regular meetings in a year, or three (3) meetings consecutively without Board approval, is considered to have resigned.
13. The recommended continuous maximum tenure of a member of the Board will be four years., meaning two, two-year terms. This includes holding any Board position, be it on the Executive Committee or as a regular Director. Furthermore, it is recommended that a member be a Director for a minimum of one (1) year before he/she may be considered for a position on the Board's Executive Committee.