
Board Operating Guidelines



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors on September 23, 2023

I. ROLE

The Board of Directors (“Board”) of The British Columbia Society for the Prevention of Cruelty to Animals (“BC SPCA” or “Society”) is a single and complete governing body whose role, as set out in Section 5.1 of the Society’s Bylaws, is to manage, or supervise the management of, the affairs and business of the BC SPCA and to establish policies, rules and regulations to carry out the obligations and powers of the Society under the Prevention of Cruelty to Animals (“PCA”) Act.

II. PURPOSE

While the Terms of Reference for the Board of Directors define the role of the Board at the BC SPCA (what the Board does) and the Terms of Reference for Regional Directors and Appointed Directors define the role of individual Directors, the Board Operating Guidelines outline how the Board as a whole will operate to carry out their duties and responsibilities of stewardship and accountability. These four policies should be read together to determine the roles and responsibilities of the Board.

III. BEST INTERESTS OF THE BC SPCA

The Board is responsible, under law, to manage or supervise the management of the affairs and business of the Society. The Board oversees the conduct of business of the Society and provides strategic guidance to management, which is responsible for the day-to-day conduct of business. Although Board Directors are elected or appointed to the Board to bring special expertise, a point of view, or a regional perspective to Board deliberations, the best interests of the BC SPCA are paramount at all times.

IV. TERMS OF REFERENCE

The Terms of Reference for the Board, its committees, the Board Chair, and the Officers are reviewed biennially by the Governance Committee as part of its regular review of the BC SPCA Board Manual.

Each committee shall annually review its own Terms of Reference and shall forward any recommended changes to the Board for approval. Terms of Reference for Board Committees shall be consistent with the Policy on Guidelines for Committees of the Board.

V. STRATEGIC PLAN

Management is responsible for the development of the Strategic Plan to be presented to the Board.

The Board's role is to ensure there is a strategic planning process, and then review, question, validate and ultimately approve the Strategic Plan for the Society and monitor its implementation.

The BC SPCA's approach to strategic planning is outlined in the Strategic Planning Process (To Be Developed).

VI. ANNUAL OPERATING AND CAPITAL BUDGET AND REVIEW OF FINANCIAL RESULTS

The Board will review and approve the Society's annual operating and capital budgets. On at least one occasion prior to approval of the budget at its September meeting, the Board will review and provide input on budget assumptions made by management in preparing the Society's annual budgets.

The Board will review the financial results of the Society on a quarterly basis.

VII. PRINCIPAL RISKS

The Board should have a continuing understanding of the principal risks associated with the Society's business. It is the responsibility of management to ensure that the appropriate systems, procedures, and mechanisms are in place to identify, manage and monitor principal risks, and that processes are established and maintained to keep the Board and its committees well informed of changing risks.

The mechanisms through which the Board reviews risks include ongoing reports by management, the strategic planning process, and reports of the various Board Committees.

VIII. COMMUNICATIONS POLICY

The Board has approved a Policy on Board Director Communications, and a process for the review and approval of distribution of major reports to the public, including the Annual Report.

Together, and in consultation with one another, the Board Chair, and the CEO act as the primary spokespeople for the Society and oversee interfaces with all stakeholders of the Society.

As a general rule, the Board Chair is the primary spokesperson for the Society on matters of governance and the CEO is the primary spokesperson for the Society on operational and other matters.

IX. EVALUATION OF THE CEO

The Human Resources Committee will administer and provide oversight to the CEO performance evaluation process, measured against objectives and other relevant criteria established in the previous year by the Board and the CEO.

X. MANAGEMENT SUCCESSION PLANNING AND DEVELOPMENT

The Board considers succession planning and ongoing management development processes that include annual in camera reports to the Board by the CEO. As part of this process, the Board will annually review and make amendments as necessary to the CEO Succession Policy, which include provisions relating to short-term and long-term CEO absence, as well as a permanent vacating of the position.

The CEO's views as to a successor in the event of unexpected incapacity and ongoing management development plans should be discussed regularly with the Human Resources Committee.

XI. BOARD INDEPENDENCE

The Bylaws prohibit employees of the Society from being Board Directors. This structure allows the Board to function independently of management when necessary.

The Board will allow time for a meeting of only the Board Directors at the end of each Board meeting. This provides an opportunity for Board Directors to raise any issues independent of management and scheduling this session on a regular basis ensures that such meetings are a matter of course for an independent Board and do not indicate any kind of crisis or emergency.

XII. THE BOARD CHAIR AND CHAIR SUCCESSION

The Board Chair's role is to manage and provide leadership to the Board.

At its first meeting following the Society's Annual General Meeting ("AGM"), the Board elects from among the Board Directors, a Board Chair (who shall preside at General Meetings and meetings of the Board). The Board Chair holds office until the next AGM or until a successor has been appointed or elected.

The Board plans for Board Chair succession by ensuring potential candidates develop experience through the participation in and leadership of committees and Officer positions.

The Board Vice-Chair position is generally the early identification of the person who will succeed the current Board Chair. As such, the incoming Board Chair works with the CEO to select the Board Vice-Chair from among the current Board Directors, having regard for:

- i. which Board Directors have expressed an interest in being considered for the roles of Board Chair and Board Vice-Chair;
- ii. the remaining terms for re-election of each Board Director;
- iii. the time commitment required to fulfill the duties of the Board Chair;

- iv. the skills and experience of the Board Directors; and
- v. the working relationship and synergy between a potential Board Chair and the CEO.

XIII. ELECTION OF OFFICERS OF THE BOARD

In accordance with the Bylaws, the Board shall elect from among the Board Directors a Board Chair; Board Vice-Chair; and a Treasurer at the first meeting of the Board held after the AGM each year. Such persons shall hold office until the first meeting of the Board held after next year's AGM or until a successor has been chosen.

XIV. BOARD COMMITTEES

The function of committees is to help the Board fulfill its responsibilities. It is a mechanism that permits deeper examination to be given to issues than could reasonably be given by the full Board in consideration of the many items with which it must deal at any point in time. The role of committees is to support, not supplant, Board responsibility.

The Board has developed a set of Guidelines for Committees of the Board that apply to all committees established by the Board.

Board committees are established on the basis of the answers to the following questions:

- i. Is the committee focusing on a matter in which the Board has a direct responsibility or principal interest?
- ii. Is the committee focusing on issues that are the responsibility of management rather than the Board? If so, the Board may wish to redirect the work of the committee or dissolve the Board committee and recommend to the CEO that the committee be reconstituted as a management committee, which could possibly include some involvement from Board Directors.
- iii. Is the committee operating in a way that supports and facilitates the deliberations of the Board, or is it de facto supplanting the role of the Board?

Each committee operates according to a Board-approved mandate outlining its duties and responsibilities. The current standing committees are:

- Human Resources Committee;
- Finance and Audit Committee;
- Governance Committee; and
- Facilities Committee

This structure is subject to change from time to time as the Board considers which of its responsibilities will best be fulfilled through more detailed review by a committee.

XV. COMMITTEE CHAIRS AND COMMITTEE MEMBERS

The Treasurer will serve as chair of the Finance and Audit Committee.

The Board Chair is responsible to the Board for annually proposing leadership of the remaining committees. In preparing recommendations, the Board Chair will consult with the Human Resources Committee, committee chairs and the CEO, and take into account the preferences, skills and experience of each Board Director.

The remaining committee chairs are appointed by the Board on the recommendation of the Board Chair at the first meeting after the AGM, or as needed, to fill vacancies during the year.

The Board favours a periodic rotation in committee leadership and membership in a way that recognizes and balances the need for new ideas, continuity, and maintenance of functional expertise.

All committees may include one or more members who are not currently Board Directors but who bring experience and skills that enhance the committee's ability to achieve its respective mandate. All such appointments must be consistent with the Policy on External Committee Members Appointed by the Board.

XVI. AD HOC COMMITTEES

Ad hoc committees are Board committees but differ from other committees in that each ad hoc committee is established for a specific period of time to undertake a specific task and is then disbanded.

Each ad hoc committee operates according to a Board approved mandate outlining its duties and responsibilities.

XVII. BOARD MEETINGS AND AGENDAS

The Board shall meet approximately six (6) times per year at regular intervals in a combination of in-person and electronic meetings. Regular meetings will be scheduled and approved by the Board annually. Extraordinary meetings may be held in person or by Electronic Means on an as-needed basis.

The Board may also meet at the call of the Board Chair or, in the Board Chair's unavailability, the Board Vice-Chair.

The Board Chair and CEO will develop the agenda for each Board meeting. The Board Calendar will provide the structure for the development of the agenda for each meeting.

Meeting materials shall be prepared and uploaded for distribution one week in advance of each Board meeting. Board Directors are expected to have read through the materials and be prepared to engage in related discussion, offering questions and feedback at each meeting.

All Board Directors are free to suggest items to be included on the agenda. All such requests shall be made in writing to the Board Chair, with a copy to the CEO, no later than fourteen (14) days before a regularly scheduled meeting of the Board. The request for an agenda item must indicate whether the item is for information or action and must be accompanied by a written report, along with an estimate of the amount of time that should be devoted to the item at the upcoming Board meeting. Items for information may be included in the consent agenda or in optional reading.

Exceptions to the 14-day notice period (such as emergency items) will be considered on a case-by-case basis by the Board of Directors at the Board meeting. If approved, the agenda will be amended accordingly. Exceptions to the 14-day notice period do not preclude the requirement for the submission of a written report. The requirement for a written report will be at the discretion of the CEO and Board Chair.

XVIII. BOARD ATTENDANCE

The Terms of Reference for Regional Directors and Appointed Directors outline the level of attendance expected of all Board Directors at Board meetings.

An attendance record will be kept for all Board meetings and a summary of Board attendance throughout the governance year will be periodically reviewed by the Governance Committee.

XIX. INFORMATION FOR BOARD MEETINGS

Material distributed to Board Directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Written reports are to be prepared as either for information, action, or policy reports.

Reports may be presented during Board meetings by Board Directors, management, or staff, or by invited outside advisors.

Presentations at Board meetings will be limited to concise summaries of the material sent to Board Directors, to maximize the time available for discussion or questions regarding the material.

XX. EMERGENCY SITUATIONS AND TIME SENSITIVE MATTERS BETWEEN BOARD MEETINGS

From time to time there may be situations that require action on an emergency basis between Board meetings. In such cases, a meeting will be held as soon as a quorum can be convened by any method.

In addition, there may be time sensitive matters which are not urgent, yet which require approval of the Board between regular meetings. Such matters may be approved between Board meetings via electronic signature consistent with Bylaw 6.9, which requires two-thirds of the Board Directors to approve before it is valid and effectual. A copy of the resolution will be added to the consent agenda at the next regularly scheduled Board meeting.

XXI. BOARD DECISION-MAKING

Questions arising from a meeting of the Board, or its committees will be decided by a majority of votes cast, which is defined as the nearest whole number greater than fifty percent of votes cast. In the case of an equality of votes, the Board Chair or committee chair is not entitled to a second or casting vote in addition to the vote to which the chair may have been entitled as a Board or committee member and the resolution is lost.

The following situations are exceptions to the majority rule for the Board and require a minimum two-thirds majority vote of the Board Directors in office for Board approval:

- cancellation of a membership pursuant to Bylaw 2.8;
- the appointment of a Board Director pursuant to Bylaw 5.7;
- removal from office of an appointed Board Director pursuant to Bylaw 5.11; and
- resolutions in writing by electronic signature outside of Board meetings pursuant to Bylaw 6.9;

Special resolutions may only be approved by the voting Members of the Society. Special resolutions are:

- the removal of an elected Board Director pursuant to Bylaw 5.11 (a);
- the approval of interested Board Director contracts or transactions under Bylaw 5.1 and 5.15; and
- the amendment of the Constitution and Bylaws pursuant to Bylaw 14.2.

While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board Director also has the obligation to respect and support the decisions of the majority, even when the Board Director dissented from the majority view.

A Board Director must not take actions publicly that have the purpose of undermining the decisions or actions of the Board. A Board Director who intends to publicly oppose a Board action must resign their position on the Board before doing so.

XXII. IN CAMERA SESSIONS

Current accepted principles in good governance provide that Boards hold regular in camera sessions. The primary purpose of these sessions is to create an opportunity for the Board to

discuss particularly sensitive matters with the CEO which could include litigation, labour relations or management performance.

In camera sessions will be held at the conclusion of each Board meeting and will commence by a motion of the Board. The Board, CEO, and the Executive Assistant to the CEO, who will act as recording secretary, (and other executive leadership as requested), will attend the first portion of the in-camera session. The balance of the session will be with Board Directors only and if required, those minutes will be recorded by the Vice-Chair and should reflect the exit of any staff. (See XXIII. for in camera minuting procedures).

The Board Director-only session creates an opportunity for the Board to discuss sensitive internal Board governance matters such as attendance, Board and committee performance assessments and the effectiveness of meetings. This practice also provides a safeguard to the independence of internal and external auditors by providing direct access to the Board without senior staff in attendance. Generally, decisions of the Board during in camera sessions will be limited and reserved for matters that require confidentiality, such as decisions on remuneration of the CEO and performance management.

XXIII. BOARD AND COMMITTEE MEETING MINUTES

To achieve consistency, the function of recording Board and committee meeting minutes will be primarily delegated to the Executive Assistant to the CEO, who shall serve as Board Secretary, and will attend Board and committee meetings.

The minutes of Board meetings will be structured in such a way as to include:

- a description of issues and briefing materials;
- general questions and discussion;
- a summary of management presentations;
- whether advisors were relied upon and summary of advice (unless privileged);
- actions taken;
- resolutions adopted/passed, and any decisions made (dissenting votes will not be named);
- documentation that in camera meetings occurred; and
- follow-up action lists.

The draft minutes will be submitted for review to the CEO and the Board/committee chair before being provided to the Board/committee as part of the next scheduled meeting package. Once approved by the committee, their meeting minutes will be provided in the consent agenda of the next scheduled Board meeting as information.

In-camera sessions will be minuted as to the topic discussed and will not include the discussion unless a Board decision is required during the session. If a decision is made, the recording secretary will prepare the minutes in such a way as to protect any personal information. These minutes will be circulated and approved following the regular procedure for Board minutes

noted above. If no decision is made, the regular minutes of the meeting will simply indicate that an in-camera session was held, and note the topics covered, together with the start and end time of the session. Minutes for in camera meetings will be separately prepared and accessible for review by the Board only, in a designated folder on the Board governance portal.

XXIV. REVISIONS TO THE CONSTITUTION AND BYLAWS

The Governance Committee is responsible for conducting a review of the Society's Constitution and Bylaws on a biennial basis.

As part of its process, the Committee will seek input and feedback from the following stakeholders prior to the introduction of a resolution to amend the Constitution and Bylaws at a General Meeting of the Society or via Referendum Vote:

- members of the Board of Directors presently in office;
- Board Committees;
- members of the respective Regional Councils; and
- executive leadership of the Society.

To ensure the correct language is used in the construction of the Bylaws, the Society's legal counsel will be directed to review proposals and recommend specific language to be used.

Upon receiving input and feedback from stakeholders and legal counsel, the Committee will bring final proposals to the Board for consideration and if approved by the Board, the CEO will issue notice of a General Meeting or Referendum Vote to all voting Members in accordance with the Bylaws.

Where the feedback from stakeholders substantially differs from the content originally proposed, the Board may require the Committee to engage in further consultations with stakeholders prior to drafting final recommendations to be considered at a General Meeting of the Society or engaging in a Referendum Vote.

XXV. NON-DIRECTORS AT BOARD MEETINGS

The Board welcomes and appreciates the value of having management team members and invited outside advisors attend Board meetings to provide information and opinions to assist the Board Directors in their deliberations.

As a general rule, other visitors or Members will not be invited to attend Board meetings as observers.

XXVI. BOARD/MANAGEMENT RELATIONS

All Board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the CEO.

As is typical in many not-for-profit organizations, the distinctions between acting as a Board Director and supporting management are not always constant. A Board Director may, from time to time, at the request of the CEO, act in an operational support role (e.g., as a member of a management committee). In these instances, a Board Director is generally regarded as performing a support function to management without the powers of oversight and authority held by the Board (i.e., as having ‘taken off their Board hat’).

Board Directors may direct questions or concerns related to the performance of staff to the Board Chair, the CEO, or through Board and committee meetings.

No individual Board Director, officer or committee has authority over the CEO or any staff member. These individuals or groups may request information directly from a staff member, subject to the proviso that the CEO is made aware of the request in writing. However, if such request, in the CEO’s judgment, requires a material amount of staff time or funds or is disruptive, it may be refused or referred to the full Board for discussion.

XXVII. NEW BOARD DIRECTOR ORIENTATION AND CONTINUING DIRECTOR DEVELOPMENT

The Human Resources Committee and the CEO share the responsibility to ensure that there is a new Board Director orientation program, and that Board Directors receive continuing education/development as required.

New Board Directors are provided with an orientation and education program, which will include:

- i. access to the Board Manual containing the policies and procedures of the Society;
- ii. a formal orientation session with the Board Chair, Chair of the Human Resources Committee, the CEO, and the Executive Assistant to the CEO, during which the governance practices of the Board and its committees are reviewed;
- iii. a formal orientation session with the CEO and executive leadership, where the operations of the Society are reviewed, which may be held simultaneously with ii. above;
- iv. access to the BC SPCA’s business and operations documents from recent Board meetings;
- v. opportunities for additional meetings and discussion with Board Directors and senior management on the work of the Society; and
- vi. the assignment of a “Board Buddy” to provide ongoing mentorship and support as needed.

Where possible, the orientation program for each new Board Director will be tailored to meet that individual’s needs and areas of interest.

The Board recognizes that the issue of continuing development and education is important due to the complex nature and changeable environment of the work of the Society.

Continuing development will be focused on critical issues within the animal welfare and charitable sector. Periodic presentations from staff and outside experts and access to key governance resources give Board Directors a better sense of how the environment in which the BC SPCA operates is changing.

XXVIII. ASSESSING BOARD PERFORMANCE

The Human Resources Committee is responsible for ensuring there is a process for annually assessing the performance of the Board collectively and Board Directors individually, as well as the Board committees.

The objective of the performance review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities. The current Board and committee evaluation process is outlined in Tab X.

The Board Chair has the responsibility to meet with each Board Director on at least an annual basis to discuss their individual contributions and discuss interest in Board leadership roles.

XXIX. OUTSIDE ADVISORS FOR COMMITTEES AND DIRECTORS

Occasionally, a committee or a Board Director may need the services of a consultant or an advisor to assist with a matter involving their responsibilities. A committee or Board Director who wishes to engage an outside advisor at the expense of the BC SPCA must first obtain the authorization of the Board Chair in consultation with the CEO.

XXX. CODES OF CONDUCT AND ETHICS AND CONFLICT OF INTEREST POLICIES

All Board Directors are bound by the Society's Code of Ethics and the Board Director Code of Conduct (Tab X). The Code of Conduct includes conflict of interest provisions. Board Directors review these two policies and acknowledge their support and understanding by signing the annual disclosure statement.

The Board, through the Human Resources Committee, is responsible for monitoring compliance with the Codes of Conduct and Ethics, while the Governance Committee is responsible ensuring that they are signed annually by all Board Directors and External Committee Members.

XXXI. BOARD CORRESPONDENCE

Correspondence to the Board from members of the public can be received at board@spca.bc.ca. Such correspondence will be automatically acknowledged as having been

received, along with a note indicating that issues of an operational nature will be forwarded to staff for appropriate response while matters pertaining to governance and oversight will be considered by the Board and addressed at the next regularly scheduled meeting. Consistent with the policy on Receiving and Addressing Member Input, correspondence from Members may be referred to a Regional Council for due consideration prior to any discussion thereof at the Board of Directors.

Electronic correspondence received by Board Directors through their private email addresses shall not receive a response. In such cases, the correspondence will be forwarded by the Board Director(s) to the CEO and the Executive Assistant to the CEO (in the event that they were not copied), who will then send an acknowledgement of receipt to the writer on behalf of the Board. Such acknowledgement shall contain the same conditions as mentioned in the preceding paragraph.

Correspondence of a governance nature will be included in the agenda of the next Board meeting. In the event that the matter is urgent, the Board Chair and CEO will prepare a draft response for consideration by the Board prior to its distribution.

It should be noted that in instances where a writer continues to correspond with the Board on the same issue after having received a formal response, the CEO and/or Board Chair, on behalf of the Board, may decline to correspond further. Additionally, correspondence of a threatening or demeaning nature shall not receive a response.

XXXII. BOARD OF DIRECTORS' GUIDELINES REVIEW

The Governance Committee shall review these Guidelines on a biennial basis or more frequently as needed and recommend any changes to the Board for approval.

Document Control

ISSUED BY	Governance Committee	
APPROVED (ORIGINAL DATE)	Board of Directors	June 11, 2022
REVISED/REAFFIRMED	Board of Directors	September 23, 2023
MONITORING	Governance Committee	Biennially