

**Canadian Council of Food and Nutrition
Board of Trustees Policy Manual**

Approved at the 1st Board of Trustees Meeting, September 3, 2004 (English version)
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SECTION I: CCFN FRAMEWORK

- 1.0 Vision:** To be a catalyst in advancing the nutritional health and well being of Canadians by acting as Canada's multi-sectoral trusted voice for evidence-based food and nutrition policy.

Mission

To champion evidence-based solutions to key nutrition issues, advocate for evidence-based nutrition policy and promote public understanding of food and nutrition.

3.0 Operating Principles:

To be proactive, inclusive, open and transparent in:

- Advocating for key emerging and <CCFN> strategic issues in food and nutrition,
- Fostering relevant partnerships with other food, health and nutrition organizations,
- Communicating between public and private sector partners and key stakeholders and
- Reevaluating goals and objectives, key measurable and annual tactics for established strategic areas for the strategic priorities.

4.0 Governance Framework:

4.1 Board of Trustees

15 Board members with 60% from the public sector, 40% from the private sector with public sector trustees always in the majority. Officers of the Board will be composed of the Chair (public trustee), 2 Vice-Chairs (1 public trustee, 1 private trustee), secretary and a treasurer. Board selection based on the mix of expertise and skills required to provide CCFN good governance.

4.2 Standing Committees

There are four Standing Committees: Governance, Policy, Communications and, Finance and Audit.

5.0 Strategic Plan (May 1, 2010 – April 30, 2013)

CCFN Strategic Priorities

The priorities are reviewed and proposed annually by CCFN's Ad Hoc Committee on Strategy with input received from membership, then presented and approved by the Board.

Visit this link to access plan located at the bottom of the page

http://www.ccfn.ca/about_ccfn/strategic_plan.asp

Overarching Goal

CCFN will demonstrate its essential value to members over its first 18 months of operation

Strategic Directions

- Undertake highly effective activities in the area of nutrition policy
- Actively partner with other like-minded organization to leverage CCFN's impact on nutrition policy and the promotion of understanding of food and nutrition issues
- Establish a credible and proactive presence for CCFN with the media, government, and possibly consumers

- Develop a process to identify issues and activities that CCFN will address that is consultative, strategic, and positions CCFN to succeed
- Create a system for intelligence-gathering, knowledge transfer, and communications in key areas of food and nutrition that is both proactive and appropriately responsive
- Build a solid organization that is astutely governed, adequately-funded, well-managed, and well-staffed
- Build a national, multi-sectoral membership base including Quebec

SECTION II: GOVERNANCE PROCESS

1.0 Governing Style

The Board will approach its task with a style that emphasizes vision and objectives, encouragement of diversity in viewpoints, strategic leadership rather than administrative detail, clear distinction of Board and staff roles, collective rather than individual decisions, future rather than past or present orientation, and pro-activity rather than reactivity. More specifically, the Board will:

- Operate in all ways mindful of its trustee obligation to its members and its stakeholders
- Enforce upon itself and its members whatever self-regulation is needed to govern with excellence. Self-regulation will apply to matters such as attendance, policymaking principles, respect of clarified roles, speaking with one voice once decisions are made, and self-policing of any tendency to stray from governance adopted in Board policies.
- Make decisions by general consensus (consensus is defined as general agreement) except
 - Where an impasse occurs then a 2/3rd majority rather than a simple majority will be required
 - when an item can be handled with greater efficiency and the Board decides to make the decision with a majority vote
 - where a formal resolution is required by the Act or regulations of another authority.

[For reference: in the CCFN Bylaw a quorum for a Board Meeting is a majority, of whom a majority shall be Public Sector Trustees]

- Anticipate and understand the patterns of change in our environments to allow us to prepare for the impact on CCFN
- Direct control and inspire the organization through careful establishment of the broadest organizational values and perspectives (policies).
- Focus chiefly on long term impacts (objects), not on administrative or programmatic means of attaining those effects.
- Be an initiator of Board policy, not merely a reactor to staff initiatives. The Board itself will be responsible for monitoring and acting to enhance Board performance.
- Use the expertise of individual Trustees to enhance ability of the Board as a body to make wise policy, rather than to substitute their individual values for the group's values.
- Monitor and regularly discuss the Board's own process and performance. Ensure continuity of its governance capability by orientation and education.
- Be accountable to Members of CCFN for competent, conscientious and effective accomplishment of its obligations as a Board. The Board will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment.

MONITORING PROCESS:

Annually, a self-evaluation will be completed by Trustees.

2.0 Board of Trustees Position Description

The Board of Trustees represents all CCFN Members and has a unique and fundamental responsibility for leading the organization toward its vision. A Trustee's obligation is to CCFN through the CCFN Board. Trustees do not bring the interests of any other organization or group to the CCFN Board. Trustees work collectively through their membership on the Board to further only the interests of CCFN.

Trusteeship requires that the Board ensure proper governance through work in the following areas.

Policy Framework

- Definition of the purpose of CCFN including role and unique contribution to society.
- Definition of results to be achieved, translated into clear outcomes that are achievable within the financial framework of the organization.
- Clarity on process to be used by the Board to define the outcomes (strategic planning process) and transition of the strategic plan to the CEO for purposes of developing the operating plan.
- Clarity of the role and responsibilities of the Board and its Trustees; how the Board will identify, implement and evaluate its process of governance.
- Definition of the relationship between the Board and CEO; how the Board delegates authority and responsibility, and how it monitors these.
- Definition of limitations on executive authority. These define the fiscal, prudence and ethical parameters within which the CEO is free to conduct the necessary activities of CCFN.

Communications

With and accountability to members.

Assurance of executive performance.

Job description, performance goals and reviews, compensation package, monitoring reports.

Assuring a method for accomplishing the work of the Board.

MONITORING PROCESS:

Annually at spring Board meeting.

3.0 Trustee Position Description

This position description sets forth what is required of individual Trustees in order for the Board to do its job, as described in the Board of Trustees Position Description. Also refer to Section II – 5.0 Trustees’ Code of Conduct.

- **Term of Office:** A Trustee’s term of office is two years. Trustees are eligible for re-appointment, but may not hold office for more than two consecutive terms or 4 consecutive years. If the Trustee is not elected as an Officer during his or her second term, a maximum of 4 consecutive years of service; or if the Trustee is elected as an officer during his or her second term, a maximum of 6 consecutive years of service. Provided, however, that following a break in continuous service of at least 1 year, the same person may be re-elected as a Trustee.

[For reference: This Term of Office policy is in line with the CCFN Bylaw. In addition the Bylaw states that Trustees shall be elected in rotation for a 2 year term, and at least 3 elected Trustees’ terms shall expire each year.]

- **Board Meetings:** There shall be at least 3 regular meetings per year, one of which shall be held immediately following the annual meeting of the Corporation. The Board may hold meetings by teleconference or in person. The Board has a work plan to capture all Board work in process with timelines for progress reports and decision-making that relate to timing of upcoming Board meetings.
- **Standing and Ad Hoc Committees:** Board members may be asked to serve on or chair Board Standing Committees and to accept the responsibility and accountability as delegated in Board policy. The Standing Committees are the Governance Committee, the Communications Committee, the Policy Committee and the Finance and Audit Committee. In addition to these Standing Committees, ad hoc committees are appointed from time to time, with a specific mandate and timeline, to prepare policy options for Board deliberation.
- **Remuneration:** CCFNs Bylaws specifically prohibit remuneration of Board Trustees for serving as Trustees per se. However, a Trustee may be reimbursed for any reasonable expenses incurred in the performance of their duties or for any specialized services provided at the request of the Board or Board Chair, within Board policy on expense reimbursement.
- **External Voice:** Trustees are expected to support CCFN externally, as appropriate and when opportunities arise.

MONITORING PROCESS:

Twice a year at Board meetings (Meeting Evaluation Form)
Upon completion of term (End of Term Evaluation Form)

4.0 Board Chair Position Description

The Chair of the Board of Trustees is responsible for the integrity of the Board's process of governance. The term of office for the Board Chair is a minimum of 2 years and a maximum as defined with the CCFN Bylaw. The Chair is the only Trustee who is authorized to speak on behalf of CCFN, in an official capacity, unless the Board otherwise specifies.

Responsibilities

- The Chair shall ensure that responsibilities of the Board are well understood by both Trustees and management, and that the boundaries between the Board and management responsibility are clearly understood and respected. As Board leader, the Chair ensures that the Board does its job, and not the job of management (e.g. that Board meetings deal only with Board issues and not those issues that are the responsibility of the CEO).
- The Chair shall ensure that the Board works as a cohesive team and provides the leadership necessary to achieve this.
- The Chair shall ensure that Board meetings are timely, orderly, focused, efficient, effective and conducted in a manner that reflects Board values. This includes ultimate authority over the agenda (including ensuring that agenda items are fully prepared beforehand) as well as ensuring follow-up on meeting agenda items. The Chair ensures that the Board has the resources required to do its work.
- When applicable, the Chair shall ensure that Kerr & King, *Procedures for Meetings and Organizations*, 3d edition (1996) are respected.

Authority

- The Chair exercises leadership in chairing all Board meetings within the generally accepted role of Chair (e.g. recognizing, ruling, requesting clarification)
- The Chair may from time-to-time make decisions on behalf of the Board that are within Board Policies on Governance Process and Board- /CEO relationship and they shall be reported to the Board at that time (via email).
- The Chair has no authority to make decisions beyond Board policies on CEO's limitations and Board policies on the purpose/results of CCFN. The Chair does not singularly supervise, guide or direct the CEO but speaks on behalf of the Board to the CEO.
- The Chair may represent the Board to external agencies, but always within the policy constraints of Board process and Board- CEO relationship.

[For reference: CCFN Bylaw 2 (42 a -c and 43 a-d define the Officers of the Corporation and the Duties of the Chair and Vice Chairs of the Board. Duties of the Secretary are in 46 a-d and Duties of the Treasurer are in 47 a-g.]

MONITORING PROCESS:

Annually by Chair, Trustees and CEO.

5.0 Trustees' Code of Conduct

At all times the Board expects of itself ethical, professional and business like conduct. This includes proper use of authority and decorum in both group and individual behaviour.

The Board must work for the best interests of CCFN, acting honestly and in good faith. Where conflicts of interest arise, individual trustees must declare such conflicts to the Chair and/or Board as a whole so that such conflicts can be managed.

The Trustees Code of Conduct covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it establishes standards and principles that must guide the conduct of the trustees.

- The trustees must follow the applicable laws, regulations, rules and regulatory orders of every jurisdiction in which CCFN operates. The trustee is charged with the responsibility to acquire appropriate knowledge of the requirements relating to his or her duties to enable him or her to recognize potential dangers and to know when to seek advice on specific compliance matters.
- The trustees must be vigilant to protect CCFN's physical property as well as intangible assets, such as confidential information.
- The trustees must avoid personal interest conflicts, actually or in appearance, with the interests of CCFN. A "conflict of interest" exists when a person's private interest interferes in any way with the interests of CCFN. A conflict situation can arise when the trustee (s) take action or has interests that may make it difficult to perform his or her CCFN work objectively and effectively, or when the trustee or a member of his or her family, receives improper personal benefits as a result of the trustee's position with CCFN.
- The trustees represent CCFN and, as such, must not misrepresent the products or services of CCFN or take any action that will impair the goodwill of the Corporation.
- The trustees must endeavor to attend all Board meetings and when attendance is not possible must ensure that he/she is fully apprised of the events/decisions of the meeting. If regular attendance at Board meetings becomes a difficulty trustees are expected to discuss the matter with the Chair and ensure that Board integrity is not being compromised.
- The trustees should endeavor to respect the rights of and deal fairly with CCFN members and other stakeholders, and must protect sensitive, confidential and proprietary information of CCFN and its members from disclosure to individuals who do not have a need to know. No one trustee may allow a third party to use or obtain such information, without prior approval of the Board.

MONITORING PROCESS:

At each Board meeting

6.0 Standing Committees of the Board

All Standing Committees are chaired by a Trustee and all report to the Board of Trustees. Standing Committees are composed of between 3 – 5 members with a minimum of 1 public sector and 1 private sector member on each committee. Representatives from any of the CCFN membership can be invited to be a member of a committee. Membership selection for Standing Committees is based on the expertise required to accomplish the individual committee mandates and at the discretion of the Board of Trustees.

There are four standing committees of the Board: **Governance; Communications; Policy; and Finance and Audit Committee.**

6.1 Governance Committee

Terms of Reference¹

Purpose

The purpose of the Governance Committee is to ensure that procedures and practices are in place to enable good Board policy governance. Specifically, the Committee will ensure that the strengths and deficiencies of the Board are assessed frequently and that recruitment and training are coordinated and directed towards building a stronger, more effective Board of Trustees.

Membership

As a standing committee of the Board of Trustees, the Governance Committee shall be chaired by a member of the Board of Trustees. The committee shall be composed of between 3-5 individuals with a minimum of 1 public sector and 1 private sector member. Remaining committee members need not be Trustees or Members of the Corporation.

Responsibilities

The Governance Committee will ensure that the Board of Trustees is able to govern the organization effectively through:

1. recruiting and nominating suitable Board members;
2. providing orientation and training programs for Board members;
3. self-monitoring/evaluation of individual members and the Board as a whole;
4. supporting effective use of committees and advisory councils (as required), and
5. the Board process for evaluation of the CEO.

1. Recruitment & Selection

The Governance Committee will ensure that:

- a. the Board does not fall below the number of Trustees required by the bylaws;
- b. guidelines for the selection of Trustees/Board composition are considered in the nomination process;
- c. Trustees appointed to the Board understand and agree with the mission of the organization and the code of conduct for Trustees;
- d. Board Trustees understand and agree to the time and participation requirements of board members;
- e. elections and appointments to the Board comply with bylaws and other legal requirements

2. Orientation and Education

The Governance Committee will ensure that trustees are able to discuss, debate, and plan the following from a basis of knowledge:

- a. the organization's mission, goals, objectives, programs and services, and governance model (i.e., policy governance);
- b. the organization's budget and financial statements;
- c. the roles, duties and responsibilities of the Board, committees, individual Trustees, and the Chief Executive Officer.

¹ Modified from Governance Committee Sample Terms of Reference, Nathan Garber and Associates
<http://garberconsulting.com/governance_committee_terms.htm>

3. *Board Self-Monitoring/Evaluation*

The Governance Committee will ensure that the Board and its committees practice self-monitoring and evaluation directed towards improving their ability to meet organizational goals. This occurs through tools for:

- a. annual self-evaluation of Trustees
- b. annual monitoring of the Board's function
- c. Board meeting evaluation
- d. End-of-term evaluation for Trustees
- e. Board Chair evaluation

4. *Effective use of Committees and Advisory Councils*

The Governance Committee will contribute to the effective function of standing committees of the board, ad hoc committees, and advisory councils (as appropriate) by ensuring that:

- a. standing committees have an appropriate complement of Trustees and individuals who are not members of the Board, as well as appropriate representation from the public and private sectors;
- b. committee members understand and agree with the mission of the organization and the code of conduct for the organization;
- c. members appointed to committees understand and agree to the time and participation requirements of committee membership.

5. *CEO Evaluation*

The Governance Committee is responsible for developing a process and tool for annual evaluation of the CEO's performance of his/her principal duties and responsibilities as outlined in the CEO Job Description.

Accountability

The Governance Committee is accountable to the Board of Trustees for the following tasks:

- a. ongoing recruitment of members who can augment the strengths and build on the weaknesses;
- b. training, coaching, mentoring, and providing for self-assessment for Trustees to develop their own skills and contributions as Board members;
- c. annual assessment of the Board's strengths and weaknesses;
- d. creation and annual review of a 3-5 year plan for Board development based on the strategic plan and the annual board assessment;
- e. drafting policies and budgets for Board education and development, as applicable;
- f. keeping records of recruitment history: names suggested, who approached, what happened;
- g. producing and keeping current, documents needed for recruitment efforts.

The Committee's decisions are not binding on the Board until approved or ratified by the Board.

Secretariat support

The CEO will provide secretariat support to the Committee.

Tenure

The term of office for membership on the Committee is to be two years with potential for reappointment for a second two-year term. Upon recommendation of the Committee chair, one additional term is possible. An individual may withdraw from service on the Committee at any time upon written notification to the Committee Chair. At the reasonable discretion of the Chair, a member may be asked to withdraw.

Meetings

The Committee will normally meet before every Board meeting, with additional meetings if necessary, and will exchange information through various means of communication to complete its tasks in a timely manner. Meetings will most frequently occur by teleconference. The minutes of meetings will be kept to the minimum detail required to summarize effectively the proceedings and to reflect decisions taken.

6.2 Policy Committee

Terms of Reference²

Purpose

The purpose of the Policy Committee is to provide the Board with strategic advice on food and nutrition policy issues. Specifically, the Committee will support CCFN to be a catalyst in advancing the nutritional health and well being of all Canadians through evidence-base nutrition policy advocacy.

Membership

As a standing committee of the Board of Trustees, the Policy Committee shall be chaired by a member of the Board. The committee shall be composed of between 3-5 individuals with a minimum of 1 public sector and 1 private sector member. Remaining committee members need not be Trustees or Members of the Corporation and will be chosen for their policy expertise. All committee members are expected to follow the conduct outlined in the Policy Manual and By-laws for Trustees.

Responsibilities

The Policy Committee will ensure that the Board of Trustees is positioned to act as a catalyst on evidence-based policy by:

1. identifying priorities for food and nutrition policy action;
2. developing policy consultation documents proactively and in response to requests for input into food and nutrition matters;
3. recommending the adoption of position statements of the organization;
4. providing strategic advice on the use of policy levers to be used with government or other bodies;
5. advising on the establishment of ad hoc scientific advisory and policy committees as required;
6. recommending CCFN representation on external bodies.

1. Priority Identification

The Policy Committee will ensure that:

- a. CCFN is aware of the food and nutrition issues in the policy landscape along with what CCFN's Membership identifies through the Member Exchange Forums;
- b. Priorities are identified for CCFN to address;
- c. A strategy is developed around identifying what policy action to pursue for identified priorities (e.g. identifying the gaps of policy on a certain issue).

2. Policy Consultation Document Development and Review

The Policy Committee will:

- a. Vet all external requests to review a consultation document and suggest whether or not to proceed;
- b. Recommend CCFN's response to an externally received consultation document;
- c. Recommend what policy consultations should be initiated by CCFN;
- d. Propose the best methods by which policy consultations could be developed and to what purpose;
- e. Recommend the approval and release of a CCFN policy consultation document.

² * Modified from Governance Committee Sample Terms of Reference, Nathan Garber and Associates
<http://garberconsulting.com/governance_committee_terms.htm>

3. *Position Statement Recommendations*

The Policy Committee will:

- a. Recommend what position statements should be developed and recommend to the Board, their adoption;
- b. Propose the best methods by which position statements could be developed and to what purpose.

4. *Policy Analysis and Policy Advocacy*

The Policy Committee will:

- a. Based upon CCFN priorities, evidence, appropriate consultation, and reflective policy analysis, recommend preferred policy options;
- b. Recommend a strategy for policy advocacy for preferred policies.

5. *Providing Strategic Advice on Policy Implementation Process*

The Policy Committee will:

- a. Provide strategic advice on the policy advocacy process and levers to be used with government or other bodies for a variety of policies supported by CCFN.

6. *Advising on CCFN representation, ad hoc Task Force or Committee Development*

The Policy Committee will:

- a. Approve participation in policy-relevant bodies, and the appointment of external individuals to serve as CCFN representative to them;
- b. Recommend the establishment of ad hoc task forces or committees to support policy work as required;
- c. Refer policy work to the President's Scientific Advisory Council [SAC] whose terms of reference are attached, as appropriate.

Accountability

The Committee's policy-related recommendations are not binding on the Board until approved or ratified by the Board. The Policy Committee will provide an annual report of its activities to the Board in addition to seeking Board review and approval of major policy-related products or recommendations.

Secretariat support

The CEO will provide secretariat support to the Committee.

Tenure

The term of office for membership on the Committee is to be two years with potential for reappointment for a second two-year term. Upon recommendation of the Committee chair, one additional term is possible. An individual may withdraw from service on the Committee at any time upon written notification to the Committee Chair. At the reasonable discretion of the Chair, a member may be asked to withdraw.

Meetings

The Committee will normally meet before every Board meeting, with additional meetings if necessary, and will exchange information through various means of communication to complete its tasks in a timely manner. Meetings will most frequently occur by teleconference. The minutes of meetings will summarize the proceedings, identify actions, and reflect decisions taken.

6.3 Communications Committee

Terms of Reference³

Purpose

The purpose of the Communications Committee is to oversee communications with members and stakeholders on behalf of the Board. Specifically the Committee will ensure communications are strategic and positions CCFN as a strong evidence based voice with members, government and to the media.

Membership

As a standing committee of the Board of Trustees, the Communications Committee shall be chaired by a member of the Board of Trustees. The committee shall be composed of between 3-5 individuals with a minimum of 1 public sector and 1 private sector member. Remaining committee members need not be Trustees or Members of the Corporation.

Responsibilities

The Communications Committee will ensure that the Board of Trustees is able to:

1. make recommendations on the development and support of timely communications on food and nutrition issues that are getting attention in the public domain;
2. develop policies and procedures to guide and support effective communications on the work of the Board, including policies and position statements;
3. host regularly scheduled Members' Exchange Forums(s), open to all voting members for the purpose of seeking their perspectives in shaping strategic priorities;
4. to develop an intelligence gathering process to optimize the organization's communications and knowledge transfer.

1. To Oversee a Process to Support CCFN to Provide Timely Communications on Food & Nutrition

The Communications Committee will ensure that:

- a. CCFN has a process in place whereby issues are identified in a timely fashion;
- b. nutrition "issues management" is prioritized and the process is planned in order to respond.
- c. recommendations are made on developing communication piece formats.
- d. input is provided on all CCFN communication materials and vehicles (i.e. website, newsletters, response papers, etc.).

2. To Develop Policies and Procedures to Support Effective Communications

The Communications Committee will ensure that:

- a. needs are identified where policies and procedures are required pertaining to the organization's overall communication strategy;
- b. policies and procedures are developed where needed;
- c. Input is provided on the overall strategy of CCFN's communication plan to optimally support the strategic plan.

3. Member Exchange Forums

The Communications Committee will ensure that:

- a. A strategic plan is identified to optimize Member Exchange Forums

³ * Modified from Governance Committee Sample Terms of Reference, Nathan Garber and Associates
<http://garberconsulting.com/governance_committee_terms.htm>

4. *To Develop an Intelligence Gathering Process*

The Communications Committee will ensure that:

- a. mechanisms are in place to optimize intelligence gathering and communications (i.e. web site, newsletter).

Accountability

The Communications Committee is accountable to the Board of Trustees for the following tasks:

- a. make recommendations on the development and support of timely communications on food and nutrition issues that are getting attention in the public domain;
- b. develop policies and procedures to guide and support effective communications on the work of the Board, including policies and position statements;
- c. to host regularly scheduled Members' Exchange Forums(s), open to all voting members for the purpose of seeking their perspectives in shaping strategic priorities;
- d. to develop an intelligence gathering process to optimize the organization's communications and knowledge transfer.

The Committee's decisions are not binding on the Board until approved or ratified by the Board.

Secretariat support

The CEO will provide secretariat support to the Committee.

Tenure

The term of office for membership on the Committee is to be two years with potential for reappointment for a second two-year term. Upon recommendation of the Committee chair, one additional term is possible. An individual may withdraw from service on the Committee at any time upon written notification to the Committee Chair. At the reasonable discretion of the Chair, a member may be asked to withdraw.

Meetings

The Committee will normally meet before every Board meeting, with additional meetings if necessary, and will exchange information through various means of communication to complete its tasks in a timely manner. Meetings will most frequently occur by teleconference. The minutes of meetings will be kept to the minimum detail required to summarize effectively the proceedings and to reflect decisions taken.

6.4 Finance and Audit Committee

Terms of Reference⁴

Purpose

The purpose of the Finance Committee is to monitor the current fiscal budget and oversee the long term financial management of the organization. Specifically, the Committee will ensure that policies and procedures are in place to foster proper financial management.

Membership

As a standing committee of the Board of Trustees, the Finance Committee shall be chaired by the Treasurer as member of the Board of Trustees. The committee shall be composed of between 3-5 individuals with a minimum of 1 public sector and 1 private sector member. Remaining committee members need not be Trustees or Members of the Corporation.

Responsibilities

The Finance Committee will ensure that the Board of Trustees is able to financially guide the organization effectively through:

6. reviewing the annual budget before submission to the Board for approval;
 7. monitoring quarterly reports effecting the finances (i.e. financial statements, update on membership status, review of projects of major expense \$10,000);
 8. advising the president and CEO on matters related to significant expenditures and changes to the approved budget;
 9. reviewing and evaluating membership fees and related inquiries;
 10. reviewing audited financial statements prior to submission to the Board for approval;
 11. recommending to the Board on selection of an audit;
 12. Developing policies and procedures to ensure the organization is following best business practice (i.e. pertaining “tenders”);
- 8) Facilitating training of Board Members to review financial statements.

1. Reviewing the Annual Budget

The Finance Committee will ensure that:

- a. the budget expenditures are based on realistic estimations for the market;
- b. the revenue goals are realistic and allow for some margin in case of market fluctuations of various businesses and organizations.

2. Monitoring Quarterly Financial Reports

The Finance Committee will ensure that financial matters are consistent with good accounting practice.

3. Advising the President on Financial Matters Related to Significant Expenditure

The Finance Committee will advise the President on financial matters. This occurs through:

- a. direct communication with the President at regularly scheduled meetings;
- b. communication with the accountant and/or auditor;
- c. quarterly and annual financial statement reviews;
- d. review of audited financial statement;
- e. recommend policies and procedures to ensure proper fiscal management (i.e. executive policy limits policies).

⁴ * Modified from Governance Committee Sample Terms of Reference, Nathan Garber and Associates
<http://garberconsulting.com/governance_committee_terms.htm>

4. Reviewing and Evaluating Membership Fees

The Finance Committee reviews the fee structure and evaluates the outcome on an ongoing basis:

- a. Is fee structure what the market will bear;
- b. Does it allow for necessary multi-sectoral groups to take part;
- c. When a change is made, did the outcome achieve the intent?
- d. Are sufficient funds acquired to operate the organization?

5. Reviewing Audited Financial Statement

The Finance Committee is responsible for reviewing the audited financial statement ensuring the organization is fiscally sound.

6. Recommending an Audit

The Finance Committee is responsible for recommending to the Board an audit if deemed appropriate.

7. Policies and Procedures Development Ensuring Sound Financial Management

The Finance Committee will:

- a. oversee and recommend the development of policies and procedures for sound organizational management (i.e. putting projects out to tender, establishing what a base line reserve should be).

8. Recommending Board Member Training Needs

The Finance Committee will suggest:

- a. facilitate training of committee and Board members on reading and evaluating financial statements.

Accountability

The Finance Committee is accountable to the Board of Trustees for the following tasks:

- a. reviewing the annual budget and making recommendations prior submission to the Board;
- b. monitoring quarterly reports assessing if on track or adjustments need to be made;
- c. advising the President and CEO on financial matters related to significant expenditures and changes to the adopted budget or advising on financial matters identified by the President effecting the daily operations of the organization;
- d. annual evaluation and assessment of the membership fees;
- e. reviewing audited financial statements prior to submission to the Board for approval;
- f. recommending to the Board on selection of an audit;
- g. recommending to the Board on policy and procedure development;
- h. facilitating training of Board Members to review financial statements.

The Committee's decisions are not binding on the Board until approved or ratified by the Board.

Secretariat support

The CEO will provide secretariat support to the Committee.

Tenure

The term of office for membership on the Committee is to be two years with potential for reappointment for a second two-year term. Upon recommendation of the Committee chair, one additional term is possible. An individual may withdraw from service on the Committee at any time upon written notification to the Committee Chair. At the reasonable discretion of the Chair, a member may be asked to withdraw.

Meetings

The Committee will normally meet after every fiscal quarter before every Board meeting, with additional meetings if necessary, and will exchange information through various means of communication to complete its tasks in a timely manner. Meetings will most frequently occur by teleconference. The minutes of meetings will be kept to the minimum detail required to summarize effectively the proceedings and to reflect decisions taken.

MONITORING PROCESS:

A written report from each Committee Chair is to be presented to the Board, annually.

7.0 Ad Hoc Committees and Task Forces of the Board

This policy clarifies rules for ad hoc committees or task forces of the Board; it does not pertain to committees of the CEO.

The Board may from time-to-time strike short-term ad hoc committees or task forces (separate from the Standing Committees of the Board) to assist in carrying out the work of the Board. Ad hoc committees and task forces are to be kept to a minimum to facilitate full Board participation in the deliberation on policy issues and development of policy. Committees never intervene between the Board and CEO. In other words, the Board, not Committees, directs the work of the CEO.

- Ad hoc committees and task forces will have clear direction as to mandate/purpose/outcome, limitations to authority (including access to the CEO's support), timelines and monitoring.
- Ad hoc committees and task forces do not act on behalf of the Board unless the Board has delegated that authority. Generally, committees do preparatory work for Board meetings in order to facilitate the work of that meeting (e.g. preparation of policy alternatives and implications of each).
- Ad hoc committee and task force membership should foster diversity in Board representation by subject area over time, to foster broad Trustee participation in all areas of Board operations. Membership may include CCFN Members other than Trustees as participants.
- Ad hoc committees and task forces should be evaluated by the whole Board against their mandate.

MONITORING PROCESS:

Board discussion will occur at the time of appointment and conclusion of the term of an ad hoc committee or task force of the Board.

8.0 Trustee Skills, Knowledge, Experience, Benefits and Commitments

Skills: leadership, strategic thinking; communications

Knowledge: familiar with food and nutrition issues as they relate to human health and/or familiar with the basic elements of effective communications and/or familiar with the public policy development process in Canada as it relates to food, nutrition and human health.

Experience: Board and/or Committee work in other organizations where consensus development and teamwork was the operating framework.

Benefits: Trustees of CCFN will have the opportunity to learn about and work with multi-sector representatives in the broader field of foods and nutrition who share a commitment to CCFN's vision. Through their participation in CCFN's governance they will enhance their knowledge and skills in governance and strategic planning, in particular with respect to setting CCFN's strategic direction

Commitments: Trustees are expected to know and understand their obligations as a Trustee of CCFN as defined in Section II (3) Trustee Position Description. In addition Trustees are expected to:

- Prepare for and participate in a formal orientation process as arranged by the Standing Committee on Governance.
- Prepare for and participate in Board meetings. Board meetings are held either by teleconference or in person. The Board meeting that immediately follows the Annual General Meeting of CCFN

shall be scheduled as an in person meeting. There shall be at least 3 Board meetings per year. Board materials will be provided in advance, enabling all Trustees to prepare for the meeting in advance.

- Prepare for and participate in Standing Committees and / or Ad Hoc Committees of the Board as required.
- Assist the Standing Committee on Governance in the recruitment of Trustees as required.
- Provide advice, in a voluntary capacity, to the Board and/or Standing Committees and/or Ad-Hoc Committees of the Board or to the CEO based on your expertise in matters related fulfilling the mandate of CCFN

MONITORING PROCESS:

Trustees will review and discuss annually.

9.0 Board Orientation and Education

This policy defines CCFN's commitment to orientation and education of members of the Board of Trustees. The Governance Committee begins the orientation process when candidates first consider a Board appointment.

Orientation of new trustees will be arranged by the Chair of the Standing Committee on Governance, in conjunction with the Board Chair, to occur within one month following the Annual Meeting of Members at which the new Trustees are elected. The orientation session will be co-chaired by the Chair of the Board and the Chair of the Standing Committee on Governance.

Orientation will focus on:

- review of the Board of Trustees' Policy Manual which will always include CCFN's current strategic plan. New trustees will be provided with the policy manual in advance of the orientation session to allow for review prior to the session.
- review of the Board's financial responsibilities, accountability and methods of monitoring the health of CCFN's finances. The CEO, in collaboration with the Standing Committee on Finance and Audit will provide this component of the orientation session.
- planned contact with the outgoing Trustee (predecessor in Board position) or other Trustees will be arranged as appropriate and feasible.

Board education will be an ongoing process and will be planned in accordance with identified Board needs, the Board work plan and the budget.

MONITORING PROCESS:

- Immediately following orientation, trustees will complete evaluation.
- At mid-year, trustees will be asked to provide any further comments on their orientation and identify additional information that would have helped them in their role
- At year-end, trustees will be asked to indicate whether there was adequate Board education to support the work plan.

SECTION III: BOARD RELATIONSHIP TO CEO

1.0 Position Description

1.1 Position Overview

The Chief Executive Officer shall be charged with the general supervision of the affairs and operations of CCFN (per Bylaw 1, Section 42). As such, the CEO reports directly to the Board of Trustees and is accountable to the Board for performance against the vision and objectives of CCFN.

1.2 Qualifications

The ideal candidate will have formal education and practical experience in nutrition/health, management and communications. Preferably, the candidate shall have:

- An undergraduate degree in food, nutrition, or health-related area
- A relevant postgraduate degree (e.g. business, communications, food and nutrition, etc.)
- 5-7 years experience in a senior management position
- Exposure to non-government organizations in a Board or staff capacity
- Exposure to media
- Exceptional written, verbal and presentation skills; some knowledge of French preferred
- A demonstrated ability in:
 - a. Strategic planning
 - b. Advocacy on policy development with federal government
 - c. Issues management
 - d. Communications

1.3 Principal Duties and Responsibilities

The CEO shall:

- 1. provide leadership in:**
 - Promoting CCFN's unique role in Canada in support of its vision and objectives.
 - Optimizing staff performance (including project consultants)
 - Managing the day-to-day operation activities
 - Developing an emergency succession plan to ensure the continued smooth function of CCFN in the absence of the CEO (see section III, 4.1 on Emergency Succession).
- 2. manage the financial functions of CCFN** in accordance of its Bylaw, Board policies and Strategic Plan – specifically the CEO is responsible for:
 - Revenue development, financial planning and day-to-day management of CCFN.
 - Sustaining and ensuring CCFN's financial health through effective membership retention, recruitment and revenue-generating program development and implementation.
 - Providing the Board with accurate, timely financial status reports at each Board meeting (For policy on Financial security of the organization see section III, 4.2 on Financial Condition)
- 3. manage and protect the assets of CCFN** in accordance of its Bylaw, Board policies and Strategic Plan. (see section III, 4.3 on Asset Protection)
- 4. administer the Management Agreements** as applicable.
- 5. execute the Board approved Strategic Plan** by developing and implementing programs and initiatives and measuring their effectiveness against pre-determined objectives.

- 7. support the Board and its Standing Committees** in their work by:
 - Assisting the Board Chair in executing his/her responsibilities, including preparation for all meetings called by the Board.
 - Assisting the Standing Committee Chairs in executing their responsibilities

- 8. build and sustain** open, clear, objective and timely communications with:
 - Members of CCFN
 - Priority target audiences as defined in the Board approved Strategic Plan

2.0 Performance Evaluation

The CEO will be formally assessed by a Committee of the Board of Trustees, with input from the full Board, on an annual basis, between 30 and 60 days prior to the CEO's anniversary date of employment. It is the Board of Trustees' responsibility, through the Chair, to provide timely informal performance feedback throughout the year.

The CEO will be assessed on his/her performance of the principal duties and responsibilities as outlined in the CEO Job Description, using a process and tool developed by the Standing Committee on Governance and approved by the Board of Trustees.

3.0 Compensation Package

The CEO Compensation Package is based on current data for similar executive positions in comparable organizations as documented in the annual Canadian Society for Association Executives (CSAE) Benefits and Compensation Report.

3.1 Direct Compensation includes:

Base salary within the 3rd quartile for comparable positions

Performance Incentive of up to 5% of base salary. Performance incentive will be provided based on annual performance evaluation results and/or at the discretion of the Board.

- **Annual compensation review** will be conducted immediately following the annual performance evaluation.

3.2 Benefits will be negotiated and may include:

Retirement – Matched contribution to RRSP of 5% of base salary (FYI CSAE 2002-2003 Report – for those who receive it, contribution from employer is on average 6% of base salary)

- **Health Benefits** – In lieu of 3rd party health insurance coverage a monthly stipend will be provided, based on current average costs for basic individual 3rd party insurance coverage. This monthly benefit can be deferred if not required and be replaced by another benefit of similar financial value from the list of possible fringe benefits.
- **Automobile Benefits** – Driving allowance, based on the average reported in the annual CSAE Benefits and Compensation package will be provided to the CEO against mileage associated with use of his/her personal automobile for travel associated with job responsibilities. This does not include travel to and from home and the CCFN office. (*2004 reimbursement rate is 0.34/km*)
- **Other fringe benefits** may include:
 - Use of airline points for personal travel
 - Time off in lieu of overtime, as approved by the Board
- One or all of the following options are available provided that the monetary value does not exceed, in total, 5% of base salary:
 - Conference Registration Fee and Travel (for personal development, education)
 - Membership Dues in associations relevant to duties as CEO
 - Cell phone

- **Vacation time and Sick Time Entitlements** will be negotiated annually.

Vacation time must be used within the anniversary year. Vacation time and sick time cannot be accumulated and have no cash value.

4.0 CEO Limitations

4.1 Emergency Succession

According to Article 45 b. of the CCFN Bylaws, during the absence or disability of the President, those duties shall be performed and those powers exercised by such other Officer as the Board shall determine.

In order to protect the Board from sudden loss of chief executive services, the CEO will maintain a plan for the administrative assistant to be familiar with financial, administrative and information processes to ensure continuing smooth function of the Council.

MONITORING PROCESS:

1. Annual.
2. Internal report from CEO.

4.2 Financial Condition

With respect to the organization's financial health, the CEO must facilitate financial security of the organization.

Accordingly, the CEO must:

1. End the year with a balanced budget or surplus unless directed by the Board to do otherwise. Obtain Board authorization of quarterly financial records.
2. Ensure cash is maintained above the amount needed to settle payroll and current debts in a timely manner.
3. Allow tax payments or other government-ordered payments or filings to be timely and accurately filed.
4. Ensure actual allocations are aligned with board priorities.
5. Attempt to develop diverse alternate resources to member fees. Such sources shall include but not be limited to research or other projects. Each project undertaken shall have a budget with details of all costs, including management fees.
6. At its last Board meeting prior to the end of the fiscal year, advise the Board on the projected year-end financial status.
7. Advise the Board immediately of major changes to the financial condition of CCFN, including any significant changes in projected membership revenues.
8. Advise the Board of quarterly projections that deviate by more than 10% from total allocations.
9. Adhere to an investment policy that strives to achieve an acceptable rate of return defined by the market standard of the following asset mix:
 - a Treasury bills to cover cash flow of 5 to 25% short term (6 months to 1 year).
 - b Government Bonds (60 to 95% of total mix) with a maximum of 35% in any one bond issue; may include Federal, Provincial, High Quality Corporate, minimal rating A, except BBB rated utilities; these may be invested for a maximum investment period of 4 years with a spread in maturity dates.
 - c Bank deposit certificates can include up to 15% of the total mix and include only those issued by major chartered banks.
 - d Quotations will be sought from 2 brokers for any investment exceeding \$100,000.
 - e The investment portfolio will be reviewed quarterly by the signing officers of CCFN and the policy will be reviewed annually by the Board.
10. Build a Net Asset Reserve at a percentage of former year's expenses that allows the organization to meet its financial commitments at a minimum level that is approved by the Board.

MONITORING PROCESS:

1. Quarterly and Annual Financial reports prepared by CEO.
2. External auditor's report.
3. Direct inspection by the Board (if so desired).

4.3 Asset Protection

The CEO must ensure the assets are protected, adequately maintained and safe. Accordingly, he or she may:

1. Implement actions or policies that protect and control the use of CCFN's name, intellectual property and work products.
2. Allow authorized personnel access to material amounts of funds or prolonged use of equipment or premises.
3. Commit the budgeted operating funds of the Council to any capital purchase greater than \$25,000.00 only with prior notification to the Board. Notification to the Board is to include the purpose of the expenditure, cost, benefit, and risks and an indication if the purchase decision is to be awarded on the basis of competitive bids. If the purchase is not to be awarded on the basis of competitive bids, a rationale is to be provided.
4. Contract for new services under \$10,000.00 without a competitive bid for service contracts (not for personnel).
5. Not permit a conflict of interest in awarding purchases or other contracts.
6. Execute personnel budgeted contracts or letters of agreement for new activities in excess of \$25,000.00 with the signature of two signing officers.
7. Acquire, encumber or dispose of real property or commit to capital leases with authorization of the Board.
8. Dispose of capital assets for fair market value.
9. Generate disbursements over \$1,000.00 with a written purchase order and with prior approval.
10. Adhere to the financial terms and conditions of grants, contracts and/or agreements received by CCFN from third parties.

MONITORING PROCESS:

Annual report from the Auditor in August.

5.0 Code of Conduct

- At all times the CEO must act in an ethical, professional and business like manner. This includes proper use of authority and decorum in both group and individual behavior.
 - The CEO must work for the best interests of CCFN, acting honestly and in good faith. Where conflicts of interest arise, the CEO must declare such conflicts to the Chair and/or Board as a whole so that such conflicts can be managed.
 - The CEO Code of Conduct covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it establishes standards and principles that must guide the conduct of the CEO. This Code should also be provided to and followed by CCFN's staff, including consultants.
 - The CEO must follow the applicable laws, regulations, rules and regulatory orders of every jurisdiction in which CCFN operates. The CEO is charged with the responsibility to acquire appropriate knowledge of the requirements relating to his or her duties to enable him or her to recognize potential dangers and to know when to seek advice on specific compliance matters.
 - The CEO must be vigilant to protect CCFN's physical property as well as intangible assets, such as confidential information.
 - The CEO must avoid personal interest conflicts, actually or in appearance, with the interests of CCFN. A "conflict of interest" exists when a person's private interest interferes in any way with the interests of CCFN. A conflict situation can arise when the CEO or a CCFN employee takes actions or has interests that may make it difficult to perform his or her CCFN work objectively and effectively, or when the CEO or a member of his or her family, receives improper personal benefits as a result of the CEO's position with CCFN.
 - The CEO represents CCFN and, as such, must not misrepresent the products or services of CCFN or take any action that will impair the goodwill of the Corporation.
 - The CEO should endeavor to respect the rights of and deal fairly with CCFN members and other stakeholders, and must protect sensitive, confidential and proprietary information of CCFN and its members from disclosure to individuals who do not have a need to know. The CEO may not allow a third party to use or obtain such information, without prior approval of the Board.

6.0 Reporting Process

The CEO is accountable to the Board to deliver on the Strategic Plan of CCFN

Waiver of the Code of Business Conduct and Ethics: Any waiver of this Code may be made only by the Board of Directors and will be promptly disclosed as required by law.