



Governance Policies and Procedures
January 14, 2026

Table of Contents

CCA Governance Policy Definitions	3
ENDS Policies	5
E – 01 - Vision, Mission, Values and Principles	5
E – 02 - ENDS	7
Governance Process Policies	9
GP – 01 - Global Governing Process.....	9
GP – 02 - Governing Style.....	10
GP – 03 - Board Role/Job Contributions	12
GP – 04 - Directors' Code of Conduct.....	13
GP – 05 - Board Chair Role.....	16
GP – 06 - Executive Position Descriptions	18
GP – 07 - Board Committees	21
GP – 08 - Recruitment Committee Terms of Reference.....	22
GP – 09 - Governance Committee Terms of Reference	23
GP – 10 - Finance Committee Terms of Reference	24
GP – 11 - Executive Director Compensation Committee Terms of Reference	26
GP – 12 - Orientation of New Directors	27
GP – 13 - Quality Improvement of the Board	29
GP – 14 - Board Engagement with Owners and Strategic Alliances	31
GP – 15 - Board Annual Agenda Planning	32
GP – 16 - In Camera Sessions	34
GP – 17 - Consent Agendas	36
GP – 18 - Ownership Linkage Committee Terms of Reference	37

Board-Executive Director Relationship Policies	38
BEDR – 01 - Global Board-Executive Director Relationship	38
BEDR – 02 - Unity of Control	39
BEDR – 03 - Accountability of the Executive Director	40
BEDR – 04 - Delegation to the Executive Director.....	41
BEDR – 06 - Monitoring Executive Director Performance.....	42
BEDR – 07 - Executive Director Compensation	44
BEDR - 08 – Executive Director Absence	45
BEDR – 09 – Staff Complaints Against the Executive Director	48
Executive Limitation Policies.....	49
EL – 01 – General Executive Constraint.....	49
EL – 02 – Treatment of Human Resources	50
EL – 03 – Treatment of Interested and Participating Organizations (POs)	51
EL – 04 – Communication and Support to the Board	52
EL – 05 – Temporary Executive Director Vacancy	54
EL – 06 - Financial Condition	55
EL – 07 - Asset Control and Protection.....	57
EL – 08 - Financial Planning.....	58
EL – 09 - Compensation and Benefits.....	59
BOD-100 In-Camera Board Meeting Log.....	60
BOD-101 CCA Board Calendar Template.....	61
BOD-102 - Executive Director Job Description.....	64
BOD-103 Executive Director Compensation Framework.....	67
BOD-104 Board of Directors Annual Evaluation	0

CCA Governance Policy Definitions

Assets: those tangible and intangible items required for sustainable operation including but not limited to money, building, equipment, software, intellectual property and reputation.

Complaint: a communication alleging the direct or indirect involvement of the Executive Director in workplace harassment, workplace sexual harassment, workplace violence or wrongdoing, submitted by personnel or others.

Conflict of Interest: To have a conflict of interest is to be in a position to use information, influence and/or resources of CCA for personal benefit, for insurance against personal loss, or for the benefit of other organizations to the detriment of CCA. The personal interest of a Board/Committee member shall also include the personal interest of the Board/Committee member's parents, spouse/partner and children. It is important to note that a "conflict of interest" exists if a board decision could be, or could appear to be, influenced. It is not necessary that influence takes place.

Confidential Information: Information deemed to be confidential includes: business information that is not public information about CCA Participating Organizations, personal information about PO or CCA board members, reviewers and employees; information about CCA's affairs, the disclosure of which might be adverse to the interests of CCA (e.g., information about CCA's internal operations, financial affairs, business dealings and legal matters). Board meeting minutes are confidential to the Board and may only be distributed further with the permission of the Board.

Contingencies: Items to be deemed as contingencies include staff severance (this could include pay out or layoff notice in lieu of payment - ie work through all or some of the notice period), contractual obligations (eg utilities, computer etc), and lease/rental agreements.

Members: Members of the corporation as outlined in the CCA bylaws, which are the elected Board of Directors.

Ownership: The Moral Owners of CCA are the Participating Organizations and health and service sector associations

Participating Organizations (POs): Organizations that have signed an agreement with CCA to participate in the Accreditation Program or other CCA Services.

Perquisite: A privilege, gain or profit incidental to regular salary or wages, especially one expected or promised.

Personnel: refers to the paid employees (other than the Executive Director), independent contractors, reviewers, and volunteers of CCA.

Vexatious: causing or tending to cause annoyance, frustration or worry

Workplace Harassment: engaging in a course of vexatious comment or conduct against a staff by a stranger, client, student, Director or staff of CCA, staff from another organization, CCA business contact, volunteer, supervisor, intimate partner or family member, in the workplace that is known or ought reasonably to be known to be unwelcome. This includes but is not limited to:

- a) Acts of harassment under the Ontario Human Rights Code, where the harassment is based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, disability, age, marital status, family status or record of offenses.
- b) Sexual harassment which includes:
 - i. Engaging in a course of vexatious comment or conduct against a staff in the workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought to reasonably be known to be unwelcome, or
 - ii. Making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the staff and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.
- c) Psychological or personal harassment, which is humiliating, intimidating or abusive behaviour, including but not limited to:
 - i. Malicious or intimidating gestures or actions, including breaking or throwing things;
 - ii. Threats, coercion and bullying;
 - iii. Verbal assault or aggression including yelling and screaming;
 - iv. Taunting or ostracizing;
 - v. Threatened physical assault;
 - vi. Humiliation, insults, rudeness;
 - vii. Gossip or slander;
 - viii. Social isolation;
 - ix. Personal attack on a person's private life and/or personal attributes;
 - x. Excessive criticism;
 - xi. Over-monitoring of work; and,
 - xii. Withholding information or job responsibilities.

Workplace harassment does not include any reasonable action taken by the Executive Director or a manager related to the management and direction of staff.

Work-related violence:

- The exercise of physical force by a person against personnel, in a workplace, that causes or could cause physical injury to the person
- An attempt to exercise physical force against a person, in a workplace, that could cause physical injury to the person
- A statement or behavior that it is reasonable for personnel to interpret as a threat to exercise physical force against the person, in a workplace, that could cause physical injury to the person.

Wrongdoing:

- A violation or suspected violation of any federal or provincial Act or regulation.
- Improper or fraudulent financial reporting or accounting practices.
- Unethical business conduct in contravention of CCA's policies.
- Conduct or practices that present a danger to the health, safety or well-being of CCA personnel or third parties.
- Conduct or practices that present a danger to the reputation or financial health of CCA.



Section	ENDS Policies
No.	E - 01
Title	E - 01 - Vision, Mission, Values and Principles
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	February 22, 2017 November 27, 2019 July 6, 2022
Date Reviewed	November 27, 2019 December 2, 2020 May 3, 2023 May 1, 2024 January 14, 2026

1. **The vision of CCA is** working together to strengthen community-centred health and social services for all.
2. **The mission of CCA is to** assure quality and continuous improvement through the provision of excellence and leadership in community accreditation services.
3. **The values of CCA include:**
 - 3.1. Continuous Learning and Improvement: We pursue continuous learning and improvement towards excellence and innovation.
 - 3.2. Meaningful Collaboration: We inclusively engage the diverse organizations we serve, as well as other CCA stakeholders, in dialogue to shape our mission, goals and services.
 - 3.3. Inclusion and Equity: We value the diverse contributions of our stakeholders and strive to promote inclusive environments and elimination of systemic barriers to equity.
 - 3.4. Responsible Stewardship: We manage CCA resources ethically, transparently and responsibly, in order to ensure its sustainability.
 - 3.5. Accountability: We hold ourselves accountable for the quality of our work and the achievement of established outcomes that are aligned with our values.
4. **Principles underpinning the CCA Accreditation Program include:**
 - 4.1. Objective and fair accreditation practices applied with sufficient flexibility to recognize the unique circumstances of organizations being reviewed;
 - 4.2. Standards that are challenging and achievable by diverse organization types and sizes;
 - 4.2.1. a drive to improve outcomes for and with people and communities served;
 - 4.2.2. a focus on people and communities served; respect for their dignity and diversity;
 - 4.2.3. a strength-based approach to service delivery, recognizing the social and physical environments that impact people's well-being and health;
 - 4.2.4. a commitment to equity and to actively addressing barriers to service;
 - 4.2.5. integration of continuous learning, improvement and innovation;
 - 4.2.6. decision making that is evidence informed;
 - 4.2.7. safe services and work settings;
 - 4.2.8. efficient use of resources to achieve outcomes;
 - 4.2.9. social and ethical responsibility;
 - 4.2.10. accountability and transparency.

- 4.3. Standards that balance fostering quality improvement/learning/creativity and risk management;
- 4.4. Clear and transparent accreditation expectations;
- 4.5. Recognition of strengths and successes of organizations in addition to areas for development;
- 4.6. Facilitation of value-added learning and ongoing quality improvement.



Section	ENDS Policies
No.	E - 02
Title	E - 02 - ENDS
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019 July 6, 2022 January 7, 2025
Date Reviewed	March 22, 2017 November 27, 2019 December 2, 2020 May 3, 2023 May 1, 2024 January 7, 2025

Mega END:

Community-based health and social service organizations in Canada are elevated and continuously improved

Sub-ENDS:

1. Participating Organizations have equitable access to high-quality accreditation services, including evidence-based standards for governance, leadership, operations and programs.
2. Participating Organizations sustain and advance continuous improvement and knowledge in organizational and programmatic leading practices and quality improvement.
 - 2.1. Participating Organizations gain increased knowledge in organizational health, leading practices in service delivery, and quality improvement.



Section	Governance Process Policies
No.	GP - 01
Title	GP - 01 - Global Governing Process
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	February 22, 2017 November 27, 2019
Date Reviewed	September 27, 2017 November 27, 2019 December 1, 2021 February 1, 2023 February 7, 2024 January 14, 2026

The Board will ensure that CCA achieves Ends consistent with the objects in its Letters Patent, By-laws, Mission, Vision and Values. The Board shall comply with all federal, provincial and regional legislation and regulations governing CCA's corporate structure and operations. The Board will ensure that governance practices are aligned with CCA's commitment to equity, diversity, inclusion, and anti-oppression.



Section	Governance Process
No.	GP - 02
Title	GP - 02 - Governing Style
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	February 22, 2017 November 27, 2019 February 7, 2024
Date Reviewed	September 27, 2017 November 27, 2019 December 1, 2021 February 1, 2023 February 7, 2024 January 14, 2026

The Board of CCA will approach its work in a manner that emphasizes outward vision of the future, rather than an internal preoccupation; encourages a diversity of and tolerance for a variety of viewpoints; commits to obtaining input and feedback from its members; focuses on strategic leadership rather than administrative detail; maintains a clear distinction of Board and Executive Director roles; and, acts proactively, rather than reactively.

In this spirit, the Board will:

1. serve the interests and needs of the moral owners;
2. focus primarily on long-term results the organization intends to create for its moral owners, not on the administrative or programmatic means of attaining these results;
3. be accountable to its moral owners for competent, conscientious and effective accomplishment of its obligations; it will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment;
4. direct, inspire and control the organization through the establishment of board policy, and as such be an initiator of relevant board policy, not merely a reactor to staff initiatives;
5. cultivate a sense of group responsibility and teamwork through the appreciation and use of individuals' strengths and capacities to enhance the board's collective work;
6. monitor and regularly discuss the Board's own governance process and performance with a view to ensure continuous growth/development/improvement; continual Board development will include orientation of new members in the Board's adopted governance process, commitment to anti-oppression and periodic Board discussion of process improvement.
7. work from an anti-oppressive approach that encourages respect, tolerance, diversity and equality, consistent with national, provincial, and territorial human rights legislation in particular:
 - 7.1. take an anti-oppressive approach embedding anti-oppression in all aspects of its governance policies, processes and practices;
 - 7.2. increasing access, participation, equity, inclusiveness and social justice by eliminating systemic barriers to full participation;

- 7.3. promoting positive relations and attitudinal change by creating a climate where discriminatory or oppressive behaviours are not tolerated;
- 7.4. fostering an organization that is inclusive and reflective of its owners consistent with the national and provincial Human Rights legislation;
8. monitor and review the board's process and performance; self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Executive Director Relationship categories;
9. allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling group obligations.



Section	Governance Process
No.	GP - 03
Title	GP - 03 - Board Role/Job Contributions
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	February 22, 2017 November 27, 2019 December 1, 2021 July 3, 2024
Date Reviewed	September 27, 2017 November 27, 2019 December 1, 2021 February 1, 2023 July 3, 2024 January 14, 2026

The job of the Board is to make certain contributions that lead the organization towards the desired performance and ensure that such performance occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. Furthermore, board members, both individually and collectively, bring with them skills, expertise, knowledge, relationships and political connections that, when appropriate, may be considered as assets to the organization and a resource to the Executive Director.

Consequently, the contributions of the Board include:

1. Establishing a link between the organization and its partner Associations, Participating Organizations and community interest holders;
2. Writing governance policies that address the areas listed below, reviewing those policies for compliance and suitability at minimum every 2 years and revising and/or approving as needed:
 - 2.1 Ends: What benefits, for which people, at what cost. Organizational products, effects, benefits, outcomes, recipients and their relative worth (what good, for which needs, at what cost).
 - 2.2 Governance Process: Specification of how the Board conceives, carries out, monitors and evaluates its own task.
 - 2.3 Board-Executive Director Relationship: How power is delegated, and its proper use monitored.
 - 2.4 Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which lies the acceptable arena of executive activity, decisions and organizational circumstance.
3. Recruiting new Board members to fill upcoming vacancies.
4. Annually appointing up to five signing officers
5. Hiring the Executive Director and assuring, through monitoring and evaluation, the Executive Director performance;



Section	Governance Process Policies
No.	GP – 04
Title	GP – 04 - Directors' Code of Conduct
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	June 20, 2014 February 22, 2017 September 27, 2017 May 18, 2018 November 27, 2019 June 5, 2024
Date Reviewed	July 12, 2019 June 27, 2018 November 27, 2019 June 7, 2023 June 5, 2024 January 14, 2026

The Board commits itself and its members to ethical, anti-oppressive, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as board members consistent with the CCA's Mission, Vision, Values and Principles. Annually, each CCA Board member is expected to sign a declaration agreeing to comply with this Code of Conduct.

1. Directors must represent unconflicted loyalty to the interests of the CCA. This accountability supersedes any conflicting loyalty that includes, but is not limited to, personal interest, advocacy, volunteer activities, business activities, as well as membership on other boards or personnel. This accountability supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Directors are accountable to exercise the powers and discharge their duties honestly, with transparency, integrity and in good faith. Directors shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If a Director does not express dissent about a board motion/decision, either at the board meeting or within seven days of receiving the minutes of a meeting they did not attend, it is assumed that they approved of the board decision (as per Canadian Not-for-Profit Corporations Act).
3. Directors will uphold the values of the organization consistent with expectations under the organization's policies and legislation. Conduct that is inconsistent with the CCA's mission, vision, values and principles may be grounds for removal of a director.
4. Directors must avoid any conflict of interest with respect to their financial and fiduciary responsibilities.
 - 4.1. There must be no self-dealing or any conduct of private business or personal services between any Director and the organization, except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - 4.2. Directors must not use their positions to obtain for themselves, family members or close associates, employment within the organization.
 - 4.3. No one shall be considered for a paid position in the organization while remaining as a member of the board.

- 4.4. Directors, their family members, and business associates are prohibited from entering into any contract or transaction with CCA, except as explicitly set forth in board policy, unless:
 - 4.4.1 The contract or transaction results from a fair bidding process; and
 - 4.4.2 The Director has declared the conflict of interest; and
 - 4.4.3 The Director has withdrawn from all board and CCA discussions and deliberations relating to the contract or transaction and refrained from voting on the matter.
- 4.5 If an unavoidable conflict of interest occurs, the Director involved shall absent themselves from all deliberation and decision making regarding the issue.

5. Should a Director perceive a conflict of interest they shall immediately declare the perceived conflict to the Board. The Board shall determine how to resolve the conflict.
6. Harassment will not be tolerated.
7. Directors may not exercise individual authority over the organization, the Executive Director or staff except as explicitly set forth in Board policies.
 - 7.1. Directors' interaction with the Executive Director or staff must recognize the lack of authority of any individual Director or group of Directors, other than as set out below:
 - Directors shall not engage in direct communication with CCA staff about CCA operational matters;
 - Board Meetings: Where CCA staff participate in board meetings at the invitation of the Executive Director, Directors may ask questions relating to the subject matter of such participation. Questions beyond such subject matter shall be directed to the Chairperson, who may refer the question to the Executive Director. The Chairperson may also defer a response based on their responsibility to ensure the effectiveness of the meeting. Directors wishing additional information after the meeting should direct questions to the Chairperson.
 - Committee Meetings: The Chair of a Board Committee may communicate directly with the member(s) of CCA staff assigned to support the work of the Committee (the "Staff Liaison"). Communications between a Committee Chair and the Staff Liaison shall be limited to the administration of the Committee, and the Executive Director should be included in all correspondence between the Committee Chair and the Staff Liaison. Other Board Committee members should not communicate directly with the Staff Liaison unless the administration of the Committee so requires.
 - 7.2. Directors' interaction with the public, media including social media, organizations being accredited, or other entities must recognize the same limitation and the similar inability of any Director to speak on behalf of the Board or CCA.
 - 7.3. Directors will make no judgments of the Executive Director or staff performance, except for participation in board deliberation about whether the Executive Director has made a reasonable interpretation of a policy or when Executive Director performance is being assessed against explicit board policies through the monitoring process.
 - 7.4. Directors shall not facilitate or encourage direct communication from staff who are attempting to bypass administration. The Director shall encourage the staff to utilize reporting lines within the administration to bring their concerns to the Board.
8. Directors are expected to take personal responsibility for the accomplishment of board tasks and duties. This may include, but is not limited to, attendance, declaration of conflict of interest and participation in Board activities.

9. Directors shall be familiar with the incorporating documents, by-laws, regulations, and policies and procedures of the Board, as well as the proper conduct of a meeting, so that board work can be accomplished in an efficient, effective and knowledgeable manner.
10. Directors shall participate in any board educational training that will assist them with fulfilling their responsibilities.
11. Directors shall come prepared for Board discussions and deliberation.
12. Directors shall attend meetings adhering to the CCA's Bylaws, policies and procedures.
13. Directors shall respect the confidentiality appropriate to all Confidential Information, as defined above, to which they become privy as a function of their role as a CCA Director. This obligation extends beyond the end of the tenure of board members.
14. When an individual Director is acting in the role of a resource or asset to the organization, direction will be taken from the Executive Director. However, this cannot be in violation of any board policy.
15. A Director who is alleged to have violated the Code of Conduct will be informed in writing and shall be allowed the opportunity to present their views at the next board meeting. The Director(s) alleging violation shall be identified. Once each party's views are presented, they will absent themselves from the meeting and the remaining Directors shall decide what will be done by a majority vote. However, as per By Law Clause 5.8, if the Board chooses to remove a Director, it must be done by the affirmative vote of at least two thirds (2/3) of directors in office at the time of the duly constituted meeting of the board called to consider this matter.



Section	Governance Process Policies
No.	GP – 05
Title	GP – 05 - Board Chair Role
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	August 21, 2014 November 27, 2019 June 5, 2024
Date Reviewed	July 12, 2019 November 8, 2017 February 22, 2017 February 2, 2016 November 27, 2019 June 7, 2023 June 5, 2024

The role of the Board Chair is, primarily, to ensure the integrity of the board's process and, secondarily, to provide occasional representation of the Board to outside parties. The Chair is the only Director authorized to speak for the Board, other than in rare and specifically authorized instances.

1. The role of the Chair is to make certain the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. The Board Chair needs to be familiar with Robert's Rules of Order and how they apply, as needed.
 - 1.1. Meeting discussion content will only be those issues that, according to board policy, clearly belong to the board to decide, not the Executive Director.
 - 1.2. Generative discussions by the Board regarding the areas within their purview, will be encouraged and facilitated by the Chair.
 - 1.3. Information that is neither for monitoring performance nor for board decisions will be avoided or minimized.
 - 1.4. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - 1.5. Roberts' Rules are observed, except where the board has superseded them.
 - 1.6. Directors Code of Conduct is adhered to.
2. The authority of the Chair consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of board policies on Governance Process and on the Board- Executive Director Relationship.
 - 2.1. The Chair is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 2.2. The Chair ensures that the Board fulfils its fiduciary duties, including prudent use of assets, adherence to laws and regulations, and advancing the organization's mission.

- 2.3. The Chair shall facilitate balanced participation inclusive of diverse voices.
- 2.4. The Chair shall address conflicts of interest and promote transparency.
- 2.5. The Chair has no authority to make decisions beyond policies created by the board. The Chair has no authority to supervise or direct the Executive Director, unless delegated by the Board.
- 2.6. If the Chair acts outside the prescribed authority, it is the responsibility of the Board to monitor and correct such actions.
3. The Chair may represent the Board to outside parties either in simply announcing Board-stated positions or in stating Chair decisions and interpretations within the area delegated to them (Governance Process and Board-Executive Director Relationship policy areas, consistent with Board policies therein).
4. The Chair with the Secretary or other officers appointed by the Board for this purpose shall sign all by-laws, special resolutions and membership agreements.
5. The Directors may give other duties and powers to the Chair from time to time.



Section	Governance Process Policies
No.	GP - 06
Title	GP - 06 - Executive Position Descriptions
Approval date	May 30, 2018
Approved by	Board of Directors
Dates of revision	November 27, 2019 December 1, 2021 July 3, 2024
Date Reviewed	May 30, 2018 November 27, 2019 December 1, 2021 June 7, 2023 July 3, 2024

This policy is to support Policy GOV-06 Board Chair Role by providing job descriptions for the executive positions of the Board including Chair, Vice Chair and Secretary Treasurer; and to provide guidance to the Governance Committee in reviewing candidates for executive positions.

1. Board Chair

- 1.1. Qualifications and Functional Knowledge: In the normal course, the Board Chair will have fulfilled the position of Vice Chair prior to appointment as Chair. In any event, the Board Chair must be a Director with the following qualifications and functional knowledge:
 - previous board governance experience
 - minimum of 3-5 years in a leadership role within business, government, philanthropy, or the non-profit sector
 - experience with the Policy Governance Model
 - strong communication skills (written and verbal) including public speaking skills
- 1.2. Responsibilities: In addition to the general responsibilities of all directors, the Board Chair:
 - is willing and able to commit approximately 120-140 hours per year, including meeting preparation, chairing board meetings, performing/overseeing committee work, attending board and CCA events, participating in board development and training, representing the Board and CCA in advocacy and other initiatives.
 - upholds the requirements of Board Governance Policy GOV-05 Role of the Chair, embracing the principles of board holism, strategic thinking, effective decision-making, active monitoring and community representation.
 - ensures that the Board adheres to CCA Bylaws, board policies and procedures, and applicable legislation.
 - mentors and coaches the Vice Chair, and other directors to provide for succession planning.
 - is available and willing to respond to organizational demands in a timely manner
 - works collaboratively with the Executive Director or other designated staff to support the Board
 - raises any board concerns with the Executive Director as required
 - leads the Board and encourages the board's role in strategic planning
 - addresses any code of conduct issues, as per policy
 - is a signing officer of CCA
 - receives and sends correspondence on behalf of the Board
 - participate in the Executive Director Performance appraisal process

1.3. Competencies/Attributes: To effectively carry out this role, the Board Chair should have the following competencies and attributes:

- exhibits political and diplomacy skills, and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- personal integrity and credibility, and a commitment to the value and improvement of the accreditation process
- be approachable and responsive

2. Vice Chair

2.1. Qualifications and Functional Knowledge: The Vice Chair must be a Director with the following qualifications and functional knowledge:

- minimum of one year's experience as a Board Member
- strong communicator with public speaking ability
- previous Board experience.

2.2. Responsibilities: In addition to the general responsibilities of all directors, the Vice Chair:

- is willing and able to commit a minimum of 80-100 hours per year including attending board meetings, participating on board committees, attending Board and CCA events, and participating in Board development and training
- will support the Chair in ensuring that the Board adheres to CCA Bylaws, board policies and procedures, and applicable legislation
- is willing and able to assume the role of board chair at the end of the chair's term
- participates in the Executive Director Performance appraisal process
- is a signing officer of CCA
- performs Board Chair responsibilities in the absence of the Chair and chairs at least one board meeting in a year
- is willing and available to shadow the Chair in their public role as needed

2.3. Competencies/Attributes: To effectively carry out this role, the Board Vice Chair should have the following competencies and attributes:

- capacity to develop required skills and knowledge to assume the role of the Chair
- motivation and commitment to learn
- willingness to be mentored and coached, open to feedback

3. Board Secretary-Treasurer

3.1. Qualifications and Functional Knowledge: The Board Secretary-Treasurer must be a director with the following qualifications and functional knowledge:

- familiarity with and proficiency in reviewing and understanding not-for-profit financial statements and legislation impacting their financial operations
- financial audit experience
- previous board experience

3.2. Responsibilities: In addition to the general responsibilities of all directors, the Board Secretary-Treasurer:

- is willing and able to commit a minimum of 40-60 hours per year including attending board meetings, participating on board committees, attending board and CCA events board development and training, and other special meetings as required

- chairing the Board Audit and Finance Committee
- presenting the audited annual financial statements to the members at the AGM
- providing advice and support to the Executive Director or designate on behalf of the Board as required
- ensuring development and review of Board financial policies and procedures as required
- is a signing officer of CCA
- mentoring the incoming Secretary-Treasurer

3.3. Competencies/Attributes To effectively carry out this role, the Board Secretary-Treasurer should have the following competencies and attributes:

- understanding of risk management and the role it plays in financial governance
- diligent and detail-oriented
- communication skills and ability to translate complex financial data/statements into understandable information



Section	Governance Process Policies
No.	GP – 07
Title	GP – 07 - Board Committees
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	February 27, 2019 November 27, 2019
Date Reviewed	November 27, 2019 December 2, 2020 November 2, 2022 November 1, 2023

This policy applies only to committees that are formed by board action. It does not apply to committees formed under the authority of the Executive Director. The Board will establish a structure that enables the Board to get its job done.

1. Standing Committees will be used sparingly, and ad hoc committees may be struck for specific purposes and only when needed.
2. The Board will appoint directors to the Standing Committees of the Board, as per their Terms of Reference.
3. All committees are responsible to the Board.
4. The chair of each committee will be a member of the Board of Directors, chosen by the committee.
5. The functions of the chair of a committee will include the following:
 - 5.1. Ensure that the meeting is chaired in a fair and efficient manner, including starting and adjourning meetings on time.
 - 5.2. Ensure that the minutes of the meeting reflect the decisions made.
 - 5.3. Ensure the committee develops a work plan.
 - 5.4. Provide an opportunity for all committee members to participate in the discussions of the meeting.
 - 5.5. Encourage diversity of opinion and creativity among committee members.
6. Each committee will have well-defined, written terms of reference, developed by the Board, consistent with the By-Laws where applicable, prior to implementation. The terms of reference will address the following:
 - 6.1. Mandate/purpose;
 - 6.2. accountability and authority;
 - 6.3. decision-making process;
 - 6.4. number of members and term;
 - 6.5. composition/membership;
 - 6.6. scope/responsibilities/tasks.



Section	Governance Process Policies
No.	GP - 08
Title	GP - 08 - Recruitment Committee Terms of Reference
Approval date	October 28, 2025
Approved by	Board of Directors
Dates of revision	n/a
Date Reviewed	October 28, 2025

In addition to the terms outlined in GP – 07 Board Committees, the Recruitment Committee will be guided by the following:

1. **Mandate:** To lead the recruitment and nomination processes for Board positions, ensuring alignment with CCA's values, strategic direction, and governance needs. The Committee is responsible for identifying, screening, and recommending candidates for election to the Board.
2. **Term:** One-year renewable term with no limitations on renewal
3. **Composition:** Members are appointed by the Board according to the following:
 - 3.1. Include 3-5 Directors, appointed by the Board;
 - 3.2. One member shall act as Chair, selected by the Committee at its first meeting;
 - 3.3. Executive Director acts as non-voting ex-officio member;
 - 3.4. Quorum shall be majority of the Committee members;
4. **Responsibilities/Tasks:**
 - 4.1. Review policies and practices governing board recruitment and nomination processes.
 - 4.2. Review and assess the current and future composition needs of the Board (skills, diversity, geography, representation).
 - 4.3. Develop and implement recruitment plans aligned with those needs.
 - 4.4. Promote and advertise board opportunities as appropriate.
 - 4.5. Develop and apply fair, transparent screening and interview processes.
 - 4.6. Recommend a slate of qualified candidates to the Board for review and endorsement.
 - 4.7. Maintain confidentiality and integrity throughout the recruitment process.
 - 4.8. Ensure that candidates are aware of board responsibilities and expectations.
 - 4.9. Support transition planning for outgoing Directors.
 - 4.10. Review the effectiveness of its recruitment process annually.



Section	Governance Process Policies
No.	GP - 09
Title	GP - 09 - Governance Committee Terms of Reference
Approval date	October 28, 2025
Approved by	Board of Directors
Dates of revision	November 2, 2022 May 7, 2025 October 28, 2025
Date Reviewed	November 27, 2019 December 2, 2020 November 2, 2022 November 1, 2023 May 7, 2025 October 28, 2025

In addition to the terms outlined in GP – 07 Board Committees, the Governance Committee will be guided by the following:

- 1. Mandate:** To advise and assist the Board to fulfill its responsibilities in the following areas:
 - Establishing and refining board governance structure and processes
 - Evaluating Board and Board Committee effectiveness
 - Orientation and education of Board members
 - Such other responsibilities as are assigned by the Board
- 2. Term:** One-year renewable term with no limitations on renewal
- 3. Composition:** Members are appointed by the Board according to the following:
 - 3.1. Includes a minimum of four (4) members including the Chair;
 - 3.2. Chaired by the Board Chair
 - 3.3. Executive Director acts as non-voting ex-officio member;
 - 3.4. Quorum shall be majority of the members.
4. The Committee may request outside resources to assist with its work.
- 5. Responsibilities/Tasks:**
 - 5.1. Review by-laws and governance policies and practices and recommend changes as needed.
 - 5.2. Develop or gather board self-evaluation tools for Board approval, to include evaluation of Board performance, individual Director performance, performance of the Chair, and performance of committees.
 - 5.3. As the result of evaluations, make recommendations to the Board for board process improvement and professional development for the Board as a whole.
 - 5.4. Develop and recommend to the Board education priorities (e.g., CCA governance model, legislation, CCA-relevant sectors, advancing strategic priorities, etc.).
 - 5.5. Design orientation processes for new board members and ensure implementation.
 - 5.6. Evaluate the work of the Governance Committee on an annual basis and create a workplan for the coming year that will be integrated into the Board's workplan.



Section	Governance Process Policies
No.	GP - 10
Title	GP - 10 - Finance Committee Terms of Reference
Approval date	October 28, 2025
Approved by	Board of Directors
Dates of revision	November 2, 2022 January 10, 2024 October 28, 2025
Date Reviewed	November 27, 2019 December 2, 2020 November 2, 2022 January 10, 2024 October 28, 2025

In addition to the terms outlined in GP – 07 Board Committees, the Finance Committee will be guided by the following:

1. **Mandate:** To provide support in fulfilling the Board's work in regard to financial monitoring of the organization, including Board financial education, External financial Audit, Board Direct inspection and Executive Director Compensation recommendation.

2. Responsibilities

2.1. Board Direct Inspection

- Monitor quarterly statements and annual budget for evidence of compliance with board policy.
- Monitor restrictions imposed by funders on certain assets or expenses.
- Monitor compliance with respect to the organization's remittance of payments.
- Ensure government reporting and other legislative requirements are completed.
- Safeguarding the organization's assets, by ensuring proper insurance coverage and other risk mitigants are in place.
- Review purchases, commitments, or contracts exceeding \$10,000 and make recommendations to the Board regarding approval.

2.2. Board Financial Knowledge

- Identifying the Board's training needs with regards to reading, monitoring and understanding organization financial statements and compliance with board policy.
- Make recommendations to the Governance Committee regarding the Board's financial education plan, which may include finding an external provider to conduct training or conducting the education as a committee if they possess the financial expertise to do so.

2.3. Annual External Audit

- Review the findings of the audit with the external auditor and make recommendations to the Board on the approval of the audited financial statements
- Review the auditors' Management Letter and make any necessary recommendations to the Board

- Consider the appointment, re-appointment or removal of the external auditor and oversee the selection process for a new auditor where required, making recommendations to the Board
- Review and make recommendations to the Board concerning auditors' remuneration

2.4. Executive Director Compensation

- To advise the Board on ensuring competitive compensation for the position of Executive Director that offers the ability to attract and retain a highly qualified Executive Director.
- Annually review the Bank of Canada Inflation Calculator to determine the extent to which the grid base salary should be adjusted, if applicable to recognize the Consumer Price Index;
- Annually review the Executive Director's most recent Salary Grid, benefits and all other Executive Director compensation to ensure it reflects the current data and policy target(s) and present a summary of its findings and a recommendation to the Board of Directors. The recommendation may include proposed changes to the salary grid, benefits and any other compensation if required.
- Every four years gather and analyze benchmarked data from surveys such as from the Canadian Society of Association Executives and prepare a summary that includes a comparison between the total compensation of the Executive Director and the survey data.

2.5. Policy Oversight

- Drafting, reviewing and making recommendations to the Governance Committee regarding any governance policies that address financial issues.

- 3. Frequency of Meetings:** The Committee will meet at a frequency required to complete its mandate on an annual basis. The Committee may be requested to have extra meetings upon special request of the Executive Director or the Board.
- 4. Membership and Term:** Membership will include a minimum of three directors, one of whom must be the Secretary/Treasurer who will be the Chair. The term is 2 (two) years. The Executive Director, Administrative Assistant and senior financial officer are non-voting members of the committee and support the committee's work. The Committee may request outside resources to assist with its work, as needed and approved.
- 5. Decision-Making:** 50% plus 1 vote required on decisions and recommendations for the Board.
- 6. Minutes of meetings** and reports will be retained by the Executive Director and made available to the board and committee members on request.
- 7. Accountability and Authority:** Committee reports to the Board will be completed by the Committee chair, at regular intervals and contain the following:
 - 7.1 a statement of the board-level issues under consideration;
 - 7.2 recommendations to the Board on any matter referred from the Board.
8. The Committee shall annually review its Terms of Reference and recommend to the Board any amendments.



Section	Governance Process Policies
No.	GP - 11
Title	GP - 11 - Executive Director Compensation Committee Terms of Reference
Approval date	July 3, 2024
Approved by	Board of Directors
Dates of revision	
Date Reviewed	July 3, 2024

In addition to the terms outlined in GP-07 Board Committees and BEDR-08 Determining Executive Director Compensation, the Executive Director Compensation Committee will be guided by the following:

- Mandate:** To advise the Board on ensuring competitive compensation for the position of Executive Director that offers the ability to attract and retain a highly qualified Executive Director.
- Accountability and Authority:** Makes recommendations to the Board for approval.
- Decision making process:** 50% plus 1 vote on decisions and recommendations for the CCA Board.
- Term:** One-year renewable term with no limitations on renewal.
- Frequency of Meetings:** The Committee will meet at a frequency determined by the Committee at the start of the Board year.
- Composition:** Members are appointed by the Board according to the following:
 - 6.1. Chaired by a director; and,
 - 6.2. Should have a minimum of three (3) members including the Chair.
- The Committee will be supported by the Executive Assistant. The Committee may request outside resources to assist with its work, as needed and approved.
- Responsibilities/Tasks:**
 - 8.1. Annually review the Bank of Canada Inflation Calculator to determine the extent to which the grid base salary should be adjusted, if applicable to recognize the Consumer Price Index;
 - 8.2. Annually review the Executive Director Salary Grid, benefits and all other Executive Director compensation to ensure it reflects the current data and policy target(s) and present a summary of its findings and a recommendation to the Board of Directors. The recommendation may include proposed changes to the salary grid, benefits and any other compensation if required.
 - 8.3. Every four years gather and analyze benchmarked data from surveys such as from the Canadian Society of Association Executives and prepare a summary that includes a comparison between the total compensation of the Executive Director and the survey data.
 - 8.4. Annually review its Terms of Reference and recommend any amendments to the Board.



Section	Governance Process Policies
No.	GP – 12
Title	GP – 12 - Orientation of New Directors
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 2, 2022
Date Reviewed	November 27, 2019 April 7, 2021 November 2, 2022 November 1, 2023 January 14, 2026

The orientation of new directors is a process and not a single event. The Board will ensure that a new director, either elected or appointed, receives initial orientation and training to undertake their responsibilities prior to attending their first board meeting and as part of the process, new directors will be paired with a mentor.

1. New directors will receive access to the CCA Governance Policies and be required to participate in a board orientation session that, at a minimum, addresses the following topics:

1.1. Governance Framework

- 1.1.1. policy governance: overview;
- 1.1.2. governing documents: by-laws; board policies.
- 1.1.3. Equity, diversity and inclusion, which includes cultural safety and inclusive leadership

1.2. Roles and Responsibilities

- 1.2.1. functions and responsibilities of the Board of Directors (eg financial stewardship);
- 1.2.2. liabilities of boards.

1.3. Governance Process

- 1.3.1. governance structure;
- 1.3.2. meetings: schedule and protocols;
- 1.3.3. copies of recent annual reports and minutes of board meetings covering the prior year;
- 1.3.4. conflict of interest;
- 1.3.5. parliamentary procedure.

1.4. Organizational Profile

- 1.4.1. Mission, vision, values and guiding principles;
- 1.4.2. overview of CCA programs and services.
- 1.4.3. Strategic Directions

1.5. Accountability

- 1.5.1. members of the organization;
- 1.5.2. Executive Director.

2. The orientation session will be presented by the Board and supported by the Executive Director and other individuals as needed.

3. New directors will be assigned a mentor who is another director who has been on the Board for at least one year, and preferably longer. The mentoring relationship is important and should be based in a genuine, collegial relationship between mentor and mentee. To ensure that the mentorship relationship is successful, the following are guidelines and suggestions.
 - 3.1. Role of Mentor: Make an active offer of help to your mentee by proactively connecting with your mentee pre and post board meetings. You may be able to explain context and history to the new director in a way that will help them be more confident in their participation in the meeting.
 - 3.2. Role of Mentee: Be forthcoming with questions and any struggles you are experiencing. It is important to be knowledgeable about the values, strategies and mission of CCA and obtain clarification from your mentor as needed. Take the time to prepare by reading board materials and forwarding questions to your mentor as needed.
4. New directors will sign appropriate documentation with respect to the orientation checklist, confidentiality, accountability and commitment.



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Section	Governance Process Policies
No.	GP - 13
Title	GP - 13 - Quality Improvement of the Board
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	June 9, 2021
Date Reviewed	November 27, 2019 June 9, 2021 November 2, 2022 November 1, 2023

The Board, as a group, commits to continuous improvement of its activities and functions in order to fulfill its Mission, Vision and Values.

Notwithstanding the generality of the foregoing:

1. The Board will allocate time and resources to reflect on its composition, relationships, skills, processes and work.
2. The Board will regularly develop a training and education plan based on meeting evaluations, annual board evaluation and exit interviews.
3. The Board will offer an exit interview with any board member who has resigned or completed their term in office. In such cases a report will be presented to the Board for discussion and recommendations.
4. Investment in Governance
 - 4.1. The Board will invest in its governance capacity in order to fulfill the CCA's Mission, Vision and Values as outlined below.
 - 4.1.1. The Board will implement the procedures for recruitment, selection, orientation and development of new Board members. This will include developing an outreach strategy to ensure Board representation that is diverse and inclusive of equity seeking and racialized communities.
 - 4.1.2. Outside monitoring assistance will be arranged to enable the Board to exercise appropriate control over organizational performance. This includes, but is not limited to, fiscal audit.
 - 4.1.3. To ensure the Board is able to listen to its owners, viewpoints and values, it will develop outreach mechanisms and communication strategies.
 - 4.1.4. The Board will establish and be accountable for an annual budget to support governance functions, including the reasonable costs associated with:
 - 4.1.4.1. Board and Board committee member attendance at board and board committee meetings and/or conferences;
 - 4.1.4.2. enhancing the Board's governance function;
 - 4.1.4.3. continuing education and development of directors;

- 4.1.4.4. focus groups, surveys and other appropriate methods to ensure the Board's ability to listen to owner viewpoints and values.
- 4.1.4.5. The Board will establish Governance Process policies and an annual board planning cycle against which the board's performance can be evaluated.
- 4.1.4.6. The Board will implement an annual self-evaluation process under the leadership of the Governance Committee and determine strategies to strengthen governance.
- 4.1.4.7. The Board will monitor adherence to its Governance Process Policies, at a minimum, in accordance with the Governance Process Compliance Schedule. Modifications are made based on monitoring information.



Section	Governance Process Policies
No.	GP – 14
Title	GP – 14 - Board Engagement with Owners and Strategic Alliances
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019
Date Reviewed	July 12, 2019 November 27, 2019 July 5, 2023

The Board will engage with key stakeholders including owners and strategic alliances to advance the interests of CCA. Short- and long-term objectives will be included in annual planning processes.

1. Board Engagement with Owners

- 1.1. The Board shall be accountable for the organization to its owners as a whole and not as individual associations or organizations.
- 1.2. While the Board values diversity in the Membership and POs, the Board will act in the best interest of the CCA as a whole. The Board will not be instructed by the interests of any subgroups of the Members or POs.
 - 1.2.1. When making governance decisions, Board members shall maintain a distinction between their personal interests as "customers" of the organization's services and their obligation to speak for others as a representative of the "owners" as a whole. As representatives of the stakeholders, the Board is obligated to identify and act on what the stakeholders want and need.
 - 1.2.2. Interaction with the Member Associations and POs will ensure that diverse perspectives will be considered as decisions are made.
 - 1.2.3. The Board shall identify and respect diverse perspectives by gathering data primarily through surveys, committee reports and Members' or POs' meetings.
 - 1.2.4. The Board will ensure that Members and POs are kept informed about key areas of the work of the Board.

2. Board Strategic Alliances

- 2.1. Although the Board recognizes that its primary relationship is with its Members and POs, it is also cognizant of the fact that CCA exists within a larger community of organizations and associations. In order to enhance its role, the Board shall make every effort to establish positive working relationships with other organizations. Specifically:

- 2.1.1. The Board shall work to establish relationships and open communications with other organizations. This may be accomplished through joint meetings with other boards, inviting representatives of other boards to Board meetings, attendance at annual general meetings or joint training.
 - 2.1.2. The Board shall annually identify key organizations and stakeholders with which the Board may actively collaborate with to advance the mission of CCA and the work of the Board.



Section	Governance Process Policies
No.	GP – 15
Title	GP – 15 - Board Annual Agenda Planning
Approval date	May 30, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019 July 3, 2024 May 7, 2025
Date Reviewed	July 12, 2019 November 27, 2019 July 5, 2023 July 3, 2024 May 7, 2025

1. The Board's annual agenda plan provides a structured framework to guide Board activities throughout the year, ensuring alignment with CCA's mission, strategic priorities, and legislative, program, and service obligations. This policy establishes a planning process that facilitates informed decision-making, accountability, and Board development, while fostering continuous governance improvement.
 - 1.1. Planning will be based on executing a one-year segment of the Board's long-term mission, incorporating key governance activities such as strategic oversight, policy review, financial stewardship, and Board development. The annual cycle will conclude with the AGM and restart with the first meeting following the AGM. The Board of Directors will assess the accomplishments of the previous year's plan and develop a new agenda plan for the upcoming year, which will be documented in the [CCA Board Calendar](#) (BOD 101).
 - 1.2. The Board, through the Governance Committee, shall ensure implementation of its annual plan through the development of an annual agenda that includes, but is not limited to:
 - 1.2.1. gathering input from key contributors (e.g. Participating Organizations, regulatory bodies, funders, community groups and/or associations, and beneficiaries);
 - 1.2.2. education related to the evaluation and development of ENDS;
 - 1.2.3. a timely review of ENDS, such that the Executive Director can develop an operational and financial plan;
 - 1.2.4. education and development related to governance;
 - 1.2.5. regular oversight and evaluation of Board performance, including annual self, Board, and committee assessments;
 - 1.2.6. monitoring of Executive Director performance, including annual performance reviews, strategic alignment assessments, and risk management reporting;
 - 1.2.7. reviewing and revising board-approved policies according to the review cycle.
 - 1.3. Based on the annual agenda plan, the board delegates to the Chair the authority to develop and finalize meeting agendas. Any Director may propose agenda items through the Chair for consideration. The Chair shall collaborate with the Executive Director in setting meeting agendas while ensuring that all potential agenda items are carefully screened to fall within the Board's purview.
 - 1.4. The Board's annual planning sequence shall be structured to ensure a strategic and

effective governance cycle. The sequence derived from this process for the Board planning year is as follows:

- Board orientation, completed at or prior to the first Board meeting;
- Setting of the Board's Annual Agenda Plan;
- AGM preparation;
- Director recruitment and Board succession planning;
- Annual review of Board and Committee effectiveness;
- Engagement strategy review to evaluate the Board's effectiveness in engaging with key contributors
- Evaluation of the Board's accomplishment of its annual agenda plan;
- Annual General Meeting (AGM).

This sequence ensures that the Board remains focused on continuous governance improvement, strategic alignment, and accountability throughout the year.



Section	Governance Process Policies
No.	GP - 16
Title	GP - 16 - In Camera Sessions
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019 May 7, 2025
Date Reviewed	November 27, 2019 March 1, 2023 February 7, 2024 May 7, 2025

DEFINITION

In-camera: The portion of the meeting that is confidential to Board Directors and the Executive Director (unless its subject matter requires non-attendance of the Executive Director).

1. The Board of Directors may utilize the mechanism of in-camera sessions in their meetings to address topics considered to be sensitive in nature.
 - 1.1 Examples of when to move in-camera may include but are not limited to: personal matters about an identifiable individual; any matter related to the behavior of a Board or Committee member; any matter related to a complaint that would involve disclosure of any particulars of the complaint; litigation or potential litigation.
 - 1.2 In camera sessions may preclude attendance of the Executive Director where discussions include such items as: terms of employment, compensation or disciplinary action of the Executive Director, or the Board deems (through resolution) the confidential nature of the discussion is not served by the Executive Director's presence.
2. The in-camera topic(s) to be discussed by the Board of Directors will be specified on the meeting agenda (e.g. legal issue, ED compensation).
3. A motion is made by the Board Chair to move in-camera. The motion shall include the reason for moving in-camera. The approved motion, as well as the time the Board moved in-camera, must be recorded in the regular board meeting minutes.
 - 3.1 Once the motion passes, any attendees without a right of attendance (e.g. staff) will leave the meeting.
4. A recording secretary is selected. As per By-law 8.2(c), "the Secretary of the Corporation shall attend and be the secretary of all meetings of the Board and Board Committees or shall delegate such responsibility and oversee the completion of such responsibility".
5. Motions created during in-camera sessions must be read out and voted on when the regular Board Meeting reconvenes. These motions must be recorded in the regular Board meeting minutes.
 - 5.1 The Board is required to report in the regular Board Meeting minutes that: a motion was made to go in-camera, a motion was made to resume the Regular Board meeting or the time of adjournment, and any motions that resulted from the in-camera session.
6. All associated documents are collected and destroyed.

7. In-camera minutes and one copy of associated documents are to be securely maintained by the Secretary, as part of official board documentation. A records management process for in-camera minutes will be followed. Specifically:

- Access to the electronic in-camera Board minutes is restricted to the Secretary and the Board Chair, for the purpose of saving documents.
- All in-camera board minutes are logged on the In-Camera Board Meeting Log (BOD 100) by date.
- The In-Camera Board Meeting Log (BOD 100) will be managed and kept up to date by the Secretary.
- Any Board member with Right of Attendance to the meeting, as per By-law 7.11 (whether they attended or not), has the right to review the electronic file.
- Access to the file for review requires approval from the Board Chair. Review of such documents shall require a file viewing mechanism (such as screen sharing), as no copies may be made or shared, unless necessary to provide them to legal counsel for review.
- The person approved to access a document for review is required to sign the In-Camera Board Meeting Log (BOD 100) to confirm they have the authorization to review the document.
- Once the individual is finished reviewing the document, the Secretary will ensure the document is once again securely stored.

7.1. The minute taker will produce a set of minutes to be reviewed and approved at the next official meeting of the Board during an in-camera session.



Section	Governance Process Policies
No.	GP – 17
Title	GP – 17 - Consent Agendas
Approval date	December 11, 2013
Approved by	Board of Directors
Dates of revision	November 27, 2019 May 1, 2024 May 7, 2025
Date Reviewed	November 27, 2019 March 1, 2023 May 1, 2024 May 7, 2025

A consent agenda will be implemented at board meetings to streamline decision-making by expediting the approval of routine and non-controversial matters. This process enhances meeting efficiency, allowing the Board to focus on strategic discussions, governance priorities, and substantive issues requiring deliberation. The use of a consent agenda ensures that routine matters are handled effectively while maintaining transparency and accountability in decision-making.

1. Consent agenda items should meet the following criteria:
 - Routine financial, legal, or administrative matters that require Board approval but do not require discussion (e.g. meeting minutes, financial reports, routine policy updates).
 - Previously discussed or recurring items that have been unanimously recommended by a Board Committee.
 - Informational reports provided for Board awareness without requiring action or debate.
 - Operational matters that align with previously approved Board decisions and policies.
2. Directors are responsible for thoroughly reviewing consent agenda items and associated documents before the meeting. If a Director has clarifying questions, they should ask prior to the call for removal of items from the Consent Agenda. However, any Director may request the removal of an item for separate discussion to ensure informed decision-making.
3. Before calling for approval of the consent agenda, the Chair will ask if any Director wishes to remove an item for separate consideration. If an item is removed, the Chair, in consultation with the Board, will determine whether it will be discussed immediately or scheduled for a later point in the meeting. Removed items will be addressed through regular discussion and decision-making processes.
4. The meeting minutes shall clearly document all items approved in one motion through the consent agenda. If an item is removed, the minutes shall reflect the reason for removal and any subsequent discussion or decision



Section	Governance Process Policies
No.	GP - 18
Title	GP - 18 - Ownership Linkage Committee Terms of Reference
Approval date	October 28, 2025
Approved by	Board of Directors
Dates Reviewed	
Dates of revision	October 28, 2025

In addition to the terms outlined in GP – 07 Board Committees, the Ownership Linkage Committee will be guided by the following:

6. **Mandate:** To make recommendations to the Board regarding effective linkage activities with CCA's moral ownership. Recommendations will be made through a plan that includes various methods to give and receive information from the ownership, which will help inform the Ends policies. Engagement activities will be evaluated to inform and improve future ownership linkage activities.
7. **Authority:** The Committee has authority as specifically set out in this policy or as delegated by the Board.
 - 7.1. The committee can make recommendations on resources of training the Board may need to complete its work.
8. **Term:** One-year renewable term with no limitations on renewal
9. **Composition:** Members are appointed by the Board according to the following:
 - 9.1. Include a minimum of three (3) members;
 - 9.2. Executive Director acts as non-voting ex-officio member;
 - 9.3. The Committee may request outside resources to assist with their work.
10. **Decision-making:** At least 50% of members shall constitute a quorum.

11. Responsibilities/Tasks:

- 11.1. Oversee the development of the linkage plan for the next board year for recommendation to the Board
- 11.2. Ensure directors have the needed support to complete the linkage plan.
- 11.3. Present a summary of engagement feedback from Owners to the Board
- 11.4. Update the linkage plan by August of each year based on board priorities.
- 11.5. Get feedback from participants on how to improve linkage activities.
- 11.6. Ensure ownership linkage plan has specific steps to ensure Equity, Diversity and inclusion.



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Section	Board-Executive Director Relationship Policies
No.	BEDR - 01
Title	BEDR - 01 - Global Board-Executive Director Relationship
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	March 1, 2023
Date Reviewed	July 12, 2019 November 27, 2019 March 1, 2023 February 7, 2024

The Board's sole official connection to the operational organization, its achievements and conduct will be through the Executive Director, unless prior approval by the Executive Director has been provided.



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Section	Board-Executive Director Relationship Policies
No.	BEDR - 02
Title	BEDR - 02 - Unity of Control
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019
Date Reviewed	July 12, 2019 November 27, 2019 February 1, 2023 February 7, 2024

Only officially passed motions of the Board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual directors, officers or committees are not binding on the Executive Director, except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of directors or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.
3. Only the Board acting as a body can employ, terminate, discipline or change the conditions of employment of the Executive Director.



Section	Board-Executive Director Relationship Policies
No.	BEDR - 03
Title	BEDR - 03 - Accountability of the Executive Director
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	March 1, 2023
Date Reviewed	July 12, 2019 November 27, 2019 April 19, 2022 March 1, 2023 February 7, 2024

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director, unless approved by the Executive Director in advance.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
3. The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board Ends and compliance with Executive Limitations will be viewed as successful Executive Director performance.

Therefore, the Executive Director's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.



Section	Board-Executive Director Relationship Policies
No.	BEDR - 04
Title	BEDR - 04 - Delegation to the Executive Director
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019
Date Reviewed	July 12, 2019 November 27, 2019 April 19, 2022 February 7, 2024

The Board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the Executive Director to achieve certain results, for certain clients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But, as long as any particular policy is in place, the Board will respect and support the Executive Director's choices. This does not prevent the Board from obtaining information from the Executive Director about the delegated areas, except for confidential data.



Section	Board-Executive Director Relationship Policies
No.	BEDR - 06
Title	BEDR - 06 - Monitoring Executive Director Performance
Approval date	April 18, 2012
Approved by	Board of Directors
Dates of revision	November 27, 2019
Date Reviewed	July 12, 2019 November 27, 2019 May 3, 2023 January 14, 2026

Systematic and rigorous monitoring of the Executive Director job performance will be against the expected Executive Director job outputs: organizational accomplishment of Ends, organizational operation within the boundaries established in Executive Limitations and achievement of performance goals.

1. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled and to ensure Executive Director performance.
2. Any given policy may be monitored in one or more of three ways:
 - 2.1. Internal report: disclosure of performance data by the Executive Director on Board-stated criteria that are sufficiently clear, unbiased, and representative to cause a Board majority to be confident that a reasonable interpretation of Board policy has been achieved.
 - 2.1.1. "Clear" means that the data is not submerged in unnecessary incidental information or worded unclearly.
 - 2.1.2. "Unbiased" means that the integrity of the data must be demonstrable.
 - 2.1.3. "Representative" means that data is provided to monitor the complete criterion, not just a part of it or a single implication of it.
 - 2.2. External report: discovery of compliance information by an impartial, external auditor who is appointed by the Members (concerning a financial audit that must be undertaken with the Executive Director's knowledge).
 - 2.3. Board audit: discovery of compliance information by a director, a committee or the Board as a whole. Such an audit is only undertaken at the instruction of the Board and with the Executive Director's knowledge.
3. A formal evaluation of the Executive Director by the Board will occur at least every two years based on the achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by accumulating the regular monitoring data provided during the two years and the Board's recorded acceptance or non-acceptance of the reports and identifying performance trends evidenced by that data.
4. In order to monitor accomplishment of Ends, the Board shall require the Executive Director to report on the accomplishment of the annual plan to the Board at the first board meeting of the operating year. This plan will articulate specific measurable outcomes in a format to be determined by the Board. This plan will outline the organization's direction in accomplishing the Ends.

- 5 In addition, the Board shall identify, at the beginning of the evaluation period and in conjunction with the Executive Director, a set of performance expectations that will provide emphasis for the next evaluation and will inform the Executive Director at that time of the means of the evaluation to be used.



Section	Board-Executive Director Relationship Policies
No.	BEDR - 07
Title	BEDR - 07 - Executive Director Compensation
Approval date	June 29, 2016
Approved by	Board of Directors
Dates of revision	November 27, 2019 May 1, 2024 May 7, 2025
Date Reviewed	July 12, 2019 November 27, 2019 December 7, 2022 May 1, 2024 May 7, 2025

The CCA Board of Directors is responsible to employ skilled and experienced leadership. Executive Compensation is designed to attract, motivate, and retain a highly qualified and accountable Executive Director (ED).

ED compensation will follow the Objective, Strategy, Guiding Principles, and Comparator Selection criteria as set out in the Executive Director Compensation Framework (BOD 102). Total Compensation will be inclusive of cash compensation, insured and funded benefits, and perquisites.

On an annual basis, the Executive Director Compensation Committee shall be struck to:

1. Annually review the Bank of Canada Inflation Calculator to determine the extent to which the ED salary should be adjusted as per the applicable salary range within the framework's wage grid, to recognize the Consumer Price Index;
2. Annually review the Executive Director Salary Grid, including total compensation to ensure it reflects current data and compensation targets outlined in the framework and present a summary of its findings and a recommendation for ED compensation to the Board of Directors. The recommendation may include proposed changes to the salary grid, benefits and any other compensation, as required;
3. Every four years gather and analyze benchmarked data from comparator sectors and related organizations within which market comparisons should be completed as outlined in the ED Compensation Framework. A summary shall be prepared and presented to the Board of Directors outlining how CCA's Executive Director total compensation compares to the analyzed market data, including recommendations for adjustments, if any.



Section	Board-Executive Director Relationship Policies
No.	BEDR - 08
Title	BEDR - 08 - Executive Director Absence
Approval date	April 18, 2012 and June 29, 2016
Approved by	Board of Directors
Dates of revision	November 27, 2019 June 9, 2021 May 1, 2024
Date Reviewed	November 27, 2019 April 7, 2021 November 2, 2022 November 1, 2023 May 1, 2024

The Board will ensure the continuity of operations through planning for anticipated and unanticipated short-term, long-term or permanent leaves of absence of the Executive Director. The Board is solely responsible for the recruitment and appointment of the Executive Director.

1. Planned Short-term leave or absence of Executive Director
 - 1.1. Whenever the Executive Director is away on planned holidays or leaves that are under one month long, they shall assign responsibilities for coverage of key duties, as may be needed, to appropriate staff, and have a written and current plan of action in place should a situation requiring urgent attention arise. The Executive Director will inform the Board Chair of the plan.
2. Planned Temporary Long-Term absence/leave of Executive Director
 - 2.1 If the Executive Director's leave is planned to be longer than one month, an Acting Executive Director (or two individuals sharing the Executive Director's responsibilities) shall be appointed by the Board. The Executive Director shall make a recommendation to the Board Chair about the best coverage in their absence.
 - 2.1.1 The person(s) appointed as Acting Executive Director shall have the full authority for decision making and independent action as the regular Executive Director with two exceptions: changes to the management structure and personnel, and changes to the organization's strategic plan and organizational performance management plan require board approval.
3. Emergency/Unanticipated Absence of Executive Director
 - 3.1. The Board will ensure there is an up-to-date written plan in place, which is reviewed at minimum annually, in the event of the unanticipated temporary or permanent absence of the Executive Director. In addition, the Board and Executive Director actively plan for the succession of the Executive Director position at least every two years. The Board will proceed as follows in the event of the unanticipated temporary or permanent absence of the Executive Director:
 - 3.1.1 The Board Chair will be contacted within 24 hours or as soon as a staff or director is aware that the Executive Director will be absent for an unanticipated period of time or permanently.
 - 3.1.2 The Chair will confirm the situation with the Executive Director (or with their family member) as is possible.
 - 3.1.3 If the emergency/unanticipated absence is confirmed, the Chair will immediately notify directors of the situation. The Board of Directors

authorizes the Governance Committee/delegate to implement the terms of the Emergency Absence Plan developed by the Executive Director (as per the Executive Limitation Policy EL 07 Emergency Executive Director Succession).

- 3.1.4 As soon as feasible, the Governance Committee/delegate will meet with the person(s) identified to provide emergency coverage for the Executive Director to develop a mitigation plan.
- 3.1.5 The Emergency Absence Plan shall be reported at the next board meeting and may be updated as needed, as time progresses. The Board may decide to revise the plan.
- 3.1.6 The Board will have responsibility for monitoring the work of the Acting Executive Director according to the Emergency Absence Plan. The Board will also be alert to the special support needs of the individual(s) in this temporary leadership role.
- 3.1.7 The Board shall ensure communication takes place with key stakeholders concerning plans for the Acting Executive Director role as follows:
 - 3.1.7.1 with staff as soon as possible;
 - 3.1.7.2 with other stakeholders (see Section 5) as may be needed depending on the length of time the Executive Director is expected to be absent.

4. Planned Resignation of Executive Director

- 4.1. Upon the Executive Director informing the Chair of their plans, the Chair will inform other directors and an ad hoc board committee will be struck to oversee the transition process.
- 4.2. The Transition Planning and Hiring Committee shall:
 - 4.2.1. Develop a timeline for the executive search strategy and a communications plan. The Board is responsible for communicating to stakeholders about the Executive Director's resignation and hiring process.
 - 4.2.2. Meet with the outgoing Executive Director to identify key transition issues and jointly develop strategies for managing them, in particular related to governance matters. The committee shall also expect that the Executive Director will apprise them of plans for managing the transition concerning operational matters. The Committee will report to the Board concerning plans being put in place.
 - 4.2.3. Facilitate a Board review of CCA's strategic goals. This review should be completed in a timely manner in order to contribute towards identifying the key skills, qualities, and competencies of a new Executive Director.
 - 4.2.4. Review and revise the current Executive Director job description and salary range and recommend these for approval to the Board.
 - 4.2.5. Conduct the executive search providing regular updates to the board and staff about the selection and hiring process. The Committee may decide to engage a consultant, Search Committee, or Recruitment Firm to support the hiring process.
 - 4.2.6. Recommend the successful candidate to the Board. The Board shall vote to approve the final candidate to be offered the position and make the appointment.
- 4.3. Once the new Executive Director is appointed, the committee will ensure that a transition plan is developed with the outgoing Executive Director and confirm what role the outgoing Executive Director will play, if any.

5. Communications with Stakeholders

CCA Stakeholders that should be informed concerning the status of the Executive Director (or Acting Executive Director) role if there are any changes are as follows:

- CCA staff
- CCA reviewers
- participating organizations
- member associations
- other key organizations with which we are liaising on a more regular basis, such as Imagine Canada, ~~some~~ key suppliers, legal counsel and auditors

The timing (urgency) and the detail of the communication that takes place shall vary depending on the type of stakeholder. CCA staff will need to have more timely and fuller communication concerning any temporary change to the Executive Director role, whereas member associations and participating organizations may not need to be informed about shorter absences or in as much detail.



Section	Board – Executive Director Relationship Policies
No.	BEDR - 09
Title	BEDR - 09 - Staff Complaints Against the Executive Director
Approval date	May 30, 2018
Approved by	Board of Directors
Dates of revision	February 1, 2023
Date Reviewed	November 27, 2019 November 30, 2022 December 13, 2022 February 1, 2023 June 5, 2024

1. Staff may bring forth complaints about the Executive Director in writing to the Board through the Chair of the Board, unless the Chair is part of the concern in which case it will go to the Secretary.
2. Upon receipt of a complaint, the Chair or Secretary shall follow the policy for investigation and resolution as laid out in the Operational Policy HR-602, *Complaints Involving the Executive Director*.
3. Unless appointed as an investigator, no director shall communicate with the Executive Director or any personnel about or in connection with a complaint, either during the investigation or thereafter.



Section	Executive Limitation Policies
No.	EL - 01
Title	EL - 01 - General Executive Constraint
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 June 7, 2023 July 2, 2025

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is illegal, imprudent or in violation of commonly accepted business practice, professional ethics and CCA values.



Section	Executive Limitation Policies
No.	EL- 02
Title	EL - 02 - Treatment of Human Resources
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	July 2, 2025
Date Reviewed	December 2, 2020 December 1, 2021 November 30, 2022 May 3, 2023 July 2, 2025

The Executive Director shall not cause or allow conditions for staff or volunteers that are unsafe, unclear, disrespectful or unfair.

Accordingly, the Executive Director shall not:

1. Operate without written human resource policies and procedures that at minimum clarify expectations and working conditions, provide for effective handling of complaints, and protect against unfair treatment or other wrongful conditions.
 - 1.1 Operate without policies and procedures are in place to prevent workers from exposure to work related violence or harassment.
2. Allow staff to be uninformed of complaint procedures, nor prevent staff from escalating complaints to the Board when internal processes have been exhausted or when the complaint concerns the Executive Director.
3. Allow any form of discrimination or retaliation against staff for expressing ethical concerns, dissent, or for initiating or participating in a complaint process, including those that involve or are escalated to the Board.
4. Allow staff to be unaware of Executive Director's interpretation of their protections under this policy.



Section	Executive Limitation Policies
No.	EL - 03
Title	EL - 03 - Treatment of Interested and Participating Organizations (POs)
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	July 2, 2025
Date Reviewed	November 27, 2019 December 2, 2020 December 1, 2021 May 3, 2023 July 2, 2025

The Executive Director shall not cause or allow conditions, procedures or decisions with respect to interactions with organizations that are unsafe or disrespectful or not committed to the values of CCA.

Accordingly, the Executive Director shall not:

1. Permit untimely responses to PO requests;
2. Request information from POs for which there is not a clear necessity;
3. Operate without seeking PO input on initiatives that affect them directly
4. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
5. Operate without providing opportunities for POs and interested organizations to evaluate the services CCA provides to them;
6. Operate without a complaint process.



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Section	Executive Limitation Policies
No.	EL - 04
Title	EL - 04 - Communication and Support to the Board
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 April 7, 2021 November 1, 2023 July 2, 2025 January 14, 2026

The Executive Director shall not permit the Board to be uninformed or unsupported in its work. Accordingly, the Executive Director shall not:

1. Allow the Board to be without adequate information to support informed Board decisions, including relevant statistical, demographic and other environmental scanning data including a representative range of staff and external points of view, alternative options and their respective implications.
2. Neglect to submit required monitoring data to the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
3. Permit the board to be uninformed of anticipated adverse media coverage, actual or pending legal action against the organization, material external and internal events or changes that particularly cause risk to the organization.
4. Permit Board Members to be uninformed of established guidelines for communications when they represent the organization in the community.
5. Allow the Board to be unaware if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director Relationship, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
6. Present information to the Board that is not timely, accurate, complete or clearly organized to distinguish between monitoring, decision making and background information.
7. Allow the Board to operate without a timely, secure mechanism for official Board, officer or committee communications.
8. Communicate with the Board as a whole except for fulfilling individual requests for information; or for responding to officers or committees duly charged by the Board.

9. Neglect to supply consent agenda items delegated to the Executive Director that are required by law or contract to be approved by the board, along with the monitoring assurance pertaining to the item(s).
10. Allow the Board to be without reasonable administrative support for board activities, which includes, but is not limited to accurate, timely and professional minute-taking services; support for the Board Chair; confidential handling of Board information and a secure and confidential storage space for Board documentation.
11. Allow the Board to be unaware of any actual or anticipated non-compliance with any policy of the Board regardless of the Board's monitoring schedule.



Section	Executive Limitation Policies
No.	EL - 05
Title	EL - 05 - Temporary Executive Director Vacancy
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	November 27, 2019 May 1, 2024 July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 February 1, 2023 May 1, 2024 July 2, 2025

To ensure the continued and competent operation of the organization in the event of a sudden and unplanned absence of the Executive Director, the ED shall not operate without:

1. A written plan for coverage is in place, and
2. At least one other staff member is informed and up to date on Board and ED-related matters.



Section	Executive Limitation Policies
No.	EL - 06
Title	EL - 06 - Financial Condition
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	February 27, 2019 November 27, 2019 March 5, 2025 July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 May 3 2023 March 5, 2025 July 2, 2025 January 14, 2026

With respect to the actual, ongoing and financial condition of the CCA the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in the Ends policies or the Strategic Plan.

Accordingly, the Executive Director shall not:

1. expend more funds than have been received in the fiscal year to date, unless the debt can be repaid by certain, otherwise unencumbered revenues within 90 days;
2. operate without an internally restricted reserve fund for contingencies of a minimum of three months of operating expenditures which can only be accessed with board approval;
 - a. hold the reserves in financial instruments that are high-risk and non-liquid. Any interest from the reserve funds will be rolled into the principal;
3. fail to maintain a protected cash position equivalent to the amount of Deferred Revenue Fees;
4. allow debts to be paid later than their due dates;
 - a. carry any balance on a credit card that accrues interest or is not paid within the non-interest-bearing time.
5. Allow accounts receivables to remain uncollected beyond 90 days without documented collection efforts.
6. allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
7. allow the accrual of any employee benefits such as sick time, lieu time or vacation time that would cause an imprudent liability;
8. use credit cards or agency funds for anything other than business-related expenses;
9. allow spending limits on all credit cards to exceed a combined total of \$30,000;

10. make a single purchase, commitment, or contract greater than \$10,000 without Board approval. Splitting orders to avoid this limit is not acceptable.



Section	Executive Limitation Policies
No.	EL - 07
Title	EL - 07 - Asset Control and Protection
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 October 28, 2020 November 14, 2022 May 3 2023 July 2, 2025

The Executive Director shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, the Executive Director shall not:

1. allow the organization to be uninsured against theft and casualty losses at less than 80% replacement value;
2. subject plant and equipment to improper wear and tear or insufficient maintenance or modernization;
3. unnecessarily expose the organization, its board or staff to claims of liability;
4. allow the organization to be uninsured against liability losses to directors, staff or the organization itself;
5. allow intellectual property, information and files to be unprotected from loss and significant damage
6. allow uninsured personnel access to funds;
7. endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.
8. receive, process or disburse funds under controls insufficient to meet the Members-appointed auditor's standards and safeguard the funds
9. invest or hold funds which:
 - 9.1.1. are not denominated in Canadian dollars,
 - 9.1.2. have a maturity period of longer than one year
 - 9.1.3. are not fully guaranteed by the Canadian Deposit Insurance Corporation, the Government of Canada or a Canadian Province.
10. acquire, encumber or dispose of real property;
11. operate without internal controls that monitor spending limits on staff that are approved by the Executive Director
12. allow any individual purchase or expenditure to be made that are inconsistent with the Approved Spending Authority Schedule as follows:

Individual Procurement/Purchasing	Delegated Purchasing Authority
Up to \$10,000	Two Signing Officers
\$10,001 and over	Two Signing Officers (one must be a Director)



Section	Executive Limitation Policies - Governance Policies
No.	EL - 08
Title	EL - 08 - Financial Planning
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	February 27, 2019 November 27, 2019 July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 May 3 2023 July 2, 2025

Financial Planning for any fiscal period or the remaining part of any fiscal period shall not: deviate materially from board priorities including Mission, Values, Ends or Strategic Plan in the allocation of resources or risk fiscal jeopardy or long-term sustainability or fail to show a generally acceptable level of foresight.

The Executive Director shall not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the Executive Limitations policy entitled "Financial Condition & Activities".
2. Contains too little detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails;
3. Omits financial projections based on long-term, forward-looking plans, including disclosure of planning assumptions;
4. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, unless explicitly approved by the Board; currently, the Board considers a 5% variance to be conservative;
5. Reduces the current assets at any time to less than twice current liabilities;
6. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.
7. The Executive Director shall not operate without providing sufficient resources for the Board's direct use during the year as determined annually by the Board. This may include resources for Board development, Board planning, Board and committee meetings, Board legal fees and ownership linkage activities.



Section	Executive Limitation Policies - Governance Policies
No.	EL - 09
Title	EL - 09 - Compensation and Benefits
Approval date	July 2, 2025
Approved by	Board of Directors
Dates of revision	July 2, 2025
Date Reviewed	July 12, 2019 November 27, 2019 February 17, 2022 March 1, 2023 July 2, 2025

With respect to employment, compensation and benefits to staff, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Executive Director shall not:

1. change their own compensation and benefits except as benefits are consistent with a package for all employees;
2. promise or imply guaranteed long-term employment;
3. establish current compensation and benefits that:
 - 3.1. deviate materially from the geographic or professional market for the skills employed;
 - 3.2. create obligations that cannot be considered reasonably sustainable within current revenue projections.
 - 3.3. provide less than some basic level of benefits to all full time permanent employees,;
4. establish deferred or long-term compensation and benefits which:
 - 4.1. cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs;
 - 4.2. allow any employee to lose benefits already earned.



Section	Appendices
No.	BOD-100
Title	BOD-100 In-Camera Board Meeting Log
Approval date	May 7, 2025
Approved by	Board of Directors
Dates of revision	
Date Reviewed	May 7, 2025

In-Camera Board Meeting Log

Date and Time of Archive/Access	Date of In-Camera Minutes Being Accessed	Reason for Archive/Access		Name of Person Archiving/Accessing In-Camera Minutes	Confirmation of Request by Board Secretary for Destruction of all other copies/related documents	Signature of Person Archiving/Accessing In-Camera Minutes
		Archiving in-camera minutes	Approved access to in-camera minutes			
e.g. January 10, 2024	January 8, 2024	X		Jane Smith, Secretary	<input checked="" type="checkbox"/>	Jane Smith
December 17, 2024	November 6, 2024	X		Linda Soucie-Saunders, Secretary-Treasurer	<input type="checkbox"/>	
January 13, 2025	January 7, 2025	X		Linda Soucie-Saunders, Secretary-Treasurer	<input checked="" type="checkbox"/>	
					<input type="checkbox"/>	
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Section	Appendices
No.	BOD-101
Title	BOD-101 CCA Board Calendar Template
Approval date	June 4, 2025
Approved by	Board of Directors
Dates of revision	
Date Reviewed	June 4, 2025

BOD 101: CCA Board Calendar – TEMPLATE

MM YYYY - MM YYYY

Date	Time	Location	Major Board Meeting Agenda Items	GP & EL Monitoring
September DD, YYYY	START – END each day	Virtual or In-person (list location)	<p>Board Meeting</p> <ul style="list-style-type: none">• Committee Assignment• Director Mentor/Mentee Assignment• Monitoring<ul style="list-style-type: none">◦ GP & EL Monitoring Reports◦ Executive Director (ED) Report <p>Board Orientation - Standing Items</p> <ul style="list-style-type: none">• Getting to know each other• Orientation to key Governance Policies<ul style="list-style-type: none">◦ Ends Policies (E-01, E-02, E-03)◦ GP-03 Board Role/Job Contributions◦ GP-04 Directors' Code of Conduct• Strategic Plan Review• Education: Financial Literacy and Responsibilities for Governors	<ul style="list-style-type: none">• GP Monitoring<ul style="list-style-type: none">◦ GP #-NAME• EL Monitoring<ul style="list-style-type: none">◦ EL ## Name
November DD, YYYY	START – END each day	Virtual or In-person (list location)	<ul style="list-style-type: none">• Inclusivity Agreements• Education: <i>to be determined</i>• Governance and Finance Committee Workplans• Board Development Plan• Board Engagement Plan• Monitoring<ul style="list-style-type: none">◦ Q1/Q2 Risk Management Report◦ Q1/Q2 Strategic Direction Progress Report◦ Q1/Q2 Financial Statements◦ GP & EL Monitoring Reports◦ ED Report	<ul style="list-style-type: none">• GP Monitoring<ul style="list-style-type: none">◦ GP #-NAME• EL Monitoring<ul style="list-style-type: none">◦ EL ## Name

Date	Time	Location	Major Board Meeting Agenda Items	GP & EL Monitoring
			ard Skills Matrix and Succession Planning Survey released in Nov.	
January DD, YYYY	START – END each day	Virtual or In-person (list location)	<ul style="list-style-type: none"> • Inclusivity Agreements • Education: <i>to be determined</i> • Board Skill Matrix and Succession Planning Report • Reporting <ul style="list-style-type: none"> ◦ Q3 Risk Management Report ◦ GP & EL Monitoring Reports ◦ ED Report 	<ul style="list-style-type: none"> • GP Monitoring <ul style="list-style-type: none"> ◦ GP ##-NAME • EL Monitoring <ul style="list-style-type: none"> ◦ EL ## Name
March DD, YYYY	START – END each day	Virtual or In-person (list location)	<ul style="list-style-type: none"> • Inclusivity Agreements • Education: <i>to be determined</i> • Monitoring <ul style="list-style-type: none"> ◦ Q3 Strategic Direction Progress Report ◦ Q3 Financial Statements and YE Projections ◦ GP & EL Monitoring Reports ◦ ED Report • YYYY/YY Budget approval 	<ul style="list-style-type: none"> • GP Monitoring <ul style="list-style-type: none"> ◦ GP ##-NAME • EL Monitoring <ul style="list-style-type: none"> ◦ EL ## Name
May DD, YYYY	START – END each day	Virtual or In-person (list location)	<ul style="list-style-type: none"> • Inclusivity Agreements • Education: <i>to be determined</i> • Monitoring <ul style="list-style-type: none"> ◦ Year-end (YE) Draft Unaudited Financial Statements ◦ YE Strategic Direction Progress Report ◦ YE Risk Management Report ◦ GP & EL Monitoring Reports ◦ ED Report <p>Annual Board Self-Evaluation released in May.</p>	<ul style="list-style-type: none"> • GP Monitoring <ul style="list-style-type: none"> ◦ GP ##-NAME • EL Monitoring <ul style="list-style-type: none"> ◦ EL ## Name
June DD, YYYY	START – END each day	Virtual or In-person (list location)	<ul style="list-style-type: none"> • Inclusivity Agreements • Audit Report Approval • New Director Candidate Recommendations • By-law Change Recommendations • Monitoring <ul style="list-style-type: none"> ◦ GP & EL Monitoring Reports ◦ ED Report • Annual Board Self-Evaluation Report 	<ul style="list-style-type: none"> • GP Monitoring <ul style="list-style-type: none"> ◦ GP ##-NAME • EL Monitoring <ul style="list-style-type: none"> ◦ EL ## Name
July DD, YYYY	START – END each day	Virtual or In-person (list location)	<p>Annual General Meeting</p> <ul style="list-style-type: none"> • Election of new Directors • Chairperson and ED Report • Treasurer's Report • Bylaw Changes 	

Date	Time	Location	Major Board Meeting Agenda Items	GP & EL Monitoring
			Post-AGM meeting of the new Board <ul style="list-style-type: none"> • Review of Board Inclusivity Agreements • Election of Officers • YYYY/YY Board Calendar • Introduction to Committees • Introduction to Director Mentorship 	



Section	Appendices
No.	-BOD-102
Title	BOD-102 - Executive Director Job Description
Approval date	November 27, 2019
Approved by	Board of Directors
Dates of revision	November 27, 2019
Date Reviewed	November 27, 2019 May 3, 2023 June 5, 2024 January 14, 2026

As the Board's single official link to the operating organization (BEDR – 03 – Accountability of the Executive Director), the Executive Director is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board (BEDR – 04 – Delegation for the Executive Director).

1. Position Summary:

The Executive Director is responsible for leading the CCA's operations as we seek to realize the vision, mission, values and strategic directions set by the Board. In this crucial role, the Executive Director provides key executive services including leadership, management oversight, operational control and direction for CCA employees, volunteers and students. Concurrently, the Executive Director will provide ongoing support for the board's governance role, represent CCA within the broader community and promote CCA's services across Canada.

2. Qualifications, Skills, Knowledge and Experience

The Executive Director shall at minimum shall:

- Possess a master's level degree from an accredited university in human services, health administration, or business or an undergraduate degree combined with significant experience in leadership, management and governance.
- Have a minimum five (5) years management experience, including financial planning, human resource management, risk management and quality improvement.
- Be able to work a flexible schedule that will from time to time include travel, working evenings and weekends.
- Be passionately committed to the mission, values and services of CCA.

Further, the Executive Director will also possess the following capacities including:

- Sound knowledge and experience with the not-for-profit human services sector and the role accreditation plays in relation to quality.
- Good understanding of quality improvement and accreditation and the role this plays in organizational excellence.
- Understanding of board governance using a policy governance approach
- Exceptional communication skills, both written and verbal.
- Well-developed interpersonal skills and ability to lead projects and teams of people.
- Knowledge and experience with communications and marketing including social media
- Ability to establish and maintain productive cross-organizational relationships with boards, government and community agencies.

- Good analysis, problem solving and execution skills
- Highly developed project management skills including familiarity with various related tools and resources available
- Strong information system skills and comfort working in a virtual environment
- The ability to work in both French and English (Bilingual) is considered an important asset.

3. Key Responsibilities and Job Duties

- 3.1. Lead CCA operations, as directed and authorized by the board, including the management and oversight of the following key corporate functions:
 - 3.1.1. Programs and Services
 - 3.1.2. Finances
 - 3.1.3. Human Resources
 - 3.1.4. Policies and Procedures
 - 3.1.5. Risk Management
 - 3.1.6. Quality Improvement
 - 3.1.7. Communications and Marketing
 - 3.1.8. Information Technology
- 3.2. Ensure CCA programs and services are achieving the intended outcomes as articulated in the Mission and board Policy while ensuring CCA provides excellent customer service to all partners and participating organizations.
- 3.3. Ensure that CCA is providing a high-quality accreditation program according to CCA values and principles, and that it is operated in a prudent, ethical, business-like and legal manner.
- 3.4. Manage the financial resources of CCA according to board policy ensuring all practice follow accepted accounting principles and prevailing legislation. This includes managing both the financial planning (budgeting) and financial condition of the organization and providing regular reports to the board.
- 3.5. Manage the human resource needs of CCA through the proactive recruiting, hiring, supervising, disciplining, developing, and retaining of competent people as employees and reviewers.
- 3.6. Advance peoples' talent and nurture people's capability to deliver quality services.
- 3.7. Develop a workplace culture of learning and improvement that is productive, inclusive, healthy and safe work environment in keeping with relevant legislation and CCA values, specifically with respect to equity, diversity and inclusion.
- 3.8. Work collaboratively with the board to develop CCA's Strategic Plan .
- 3.9. Execute this plan ensuring it is current, appropriately resourced, monitored and reported on.
- 3.10. Develop, implement and evaluate an operational plan that is aligned with the board stated outcomes and policies, the annual budget and strategic directions.
- 3.11. Develop, implement, review and revise all operational policies necessary to operate, protect and sustain the organization according to Board policy at a minimum of every 2 years.
- 3.12. Implement, monitor and report on CCA's quality improvement program ensuring that quality improvement is integrated into the organizational culture and the annual business cycle.

- 3.13. Review the organization's risk management program that identifies, assesses, manages, and mitigates the risks associated with operating the organization with respect to finances, assets, human resources, information technology and reputation, at a minimum quarterly.
- 3.14. Ensure that a comprehensive, secure and confidential system of corporate, human resources, financial, and accreditation service records is developed and maintained.
- 3.15. Manage all business intelligence and intellectual property in a manner that supports and protects CCA currently and in the future.
- 3.16. Develop, implement, review and revise communication and marketing plans to ensure sustainability of CCA.
- 3.17. Develop collaborative and strategic relationships with funders, community organizations, institutions and the community at large that will support CCA's work and enhance its' sustainability.
- 3.18. Provide resources, support, communication and counsel to the Board of Directors to support their governance responsibilities.
- 3.19. Perform other related duties and responsibilities that the Board from time-to-time requires and assigns.



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Section	Appendices
No.	BOD-103
Title	BOD-103 Executive Director Compensation Framework
Approval date	May 7, 2025
Approved by	Board of Directors
Dates of revision	
Date Reviewed	May 7, 2025

Executive Director Compensation Framework

Objective: To provide competitive compensation based on the market practices and organizational performance, while recognizing individual performance against defined goals.

Strategy: The CCA Board of Directors takes seriously its responsibility to employ skilled and experienced leadership. Our Executive Compensation is designed to attract, motivate, and retain highly qualified and accountable executive leadership and align their efforts to support the achievement of CCA's strategic plan and its objectives, along with operational goals. Our executive recruitment and compensation strategy is centered on finding the most competent person for the job, with salary comparable to similar positions in the identified comparator sector.

Guiding Principles: Total Compensation, including cash compensation, insured and funded benefits, and perquisites will:

- enable CCA to attract, motivate and retain high caliber leadership
- remain competitive with identified comparator sectors and organizations
- be communicated clearly, and applied consistently
- be reviewed annually to ensure it reflects current data and policy targets, as per GP-11 Executive Director Compensation Committee Terms of Reference

Comparator Selection: CCA will identify the sector and related organizations within which to complete a market comparison of executive compensation. The comparator organizations must be comparable to CCA with respect to three or more of the following factors:

- The type of operations the organization engages in
- The industries within which the organization competes for executives
- The scope of responsibilities of the organization's executive
- The location of the organization
- The size of the organization

The following data addresses each of the comparator selections. Data from the briefing note, prepared by CCA's Executive Director can be/has been referenced throughout this document (see Briefing Note prepared September 2024).

- *Type of operations:*
 - CCA is an accreditation body and while not a formal regulatory body, it provides a professional service and exercises a degree of authority over the participating organizations it accredits. This provides some alignment with the Canadian Society of Association Executives (CSAE), although CCA is not an association and does not do advocacy work, research, produce papers, and/or offer collective membership- type

benefits to participating organizations. Should CCA become more involved in system-wide advocacy on behalf of PO's, it could be considered in greater alignment. There is a second association type for CSAE that has been highlighted for Special/Common Interest individuals/organizations (see briefing note).

- Another comparator option provided was to the sectors in which CCA Participating Organizations belong. CCA compared its own staff wages to these sectors with the rationale that they hoped to draw interest from individuals who have working knowledge of the sectors. This is also a reasonable consideration in relation to executive compensation, as an Executive Director with keen understanding of these sectors will be able to lead, identify opportunities, and grow the accreditation program according to sector needs.
- *Industries* within which CCA would compete for Executives:
 - In alignment with the point made in the comparator selection “Type”, an Executive Director will likely be drawn from sectors familiar with accreditation in general and/or have experience with CCA specifically. In looking at the breakdown of sectors that accredited organizations represent, a majority (28%) represents Community-Based Primary Health, with the next most represented by Community-Based Support and Social Services (18%), Counseling (12%), Mental Health and Addictions (10%), Youth Justice (5%), and finally Credit Counseling (1%).
 - While CCA is a national organization, the majority of its Participating Organizations are located in Ontario (204/209)
- The *scope of responsibilities* of CCA’s Executive Director:
 - Top Executive position (ED or CEO). Accountable for the results and overall direction of the agency. Directs the efforts of CCA staff and is the only employee of the Board of Directors.
- The *location* of the organization:
 - CCA is located in the GTA. Comparator agencies are located in various Ontario locations; the GTA maintains the highest cost of living.
- The *size* of the organization: CCA’s total revenue is \$1,145,500. It has 7 employees and spends a total of \$598,686 on compensation annually (with \$123k of that to its ED). One of the noted difficulties in determining comparators is taking into account the difference in size of the agency/staff/budget between CCA and other sector organizations. CCA’s ‘size’ is comparatively much smaller than most organizations offered as comparator options. The only other small-sized organization provided is Family Services Ontario, which is much smaller than CCA.

Other key considerations for an Accreditation Body wage grid:

- **Years of Experience:** Includes leadership experience in accreditation, quality improvement, and regulatory sectors. Previous ED/CEO experience
- **FLS requirement:** consideration of the value/requirement of FLS executive considering CCA offers FL accreditation services.
- **Volunteer Reviewers:** CCA manages approximately 139 volunteer reviewers. Although the number of paid staff is very low, the accreditation program is facilitated through volunteer reviewers.
- **Additional Benefits:** benefits include insured and funded benefits and perquisites: see briefing note Sept 2024.

Wage grid example: 2% has been applied to the following wage grid at each step (between Max salary in one step and Min salary in the next) as this is the minimum increase between steps. An additional COL increase as per review of Annual Average Consumer Price Index may also be applied within the salary range. Note: *the full amount of COL increase may not be affordable; amount applied to be recommended to the Board by the Compensation Committee as per GP-11.*

Level	Years of Experience	Salary Range	Additional Benefits
1	0-2 years	\$120-\$123k	4 weeks' vacation, HOOPP pension, 12 sick, 2 floats, 5 PD days and \$1500, \$500 wellness allowance*
2	3-5 years	\$125-\$135k	5 weeks' vacation, HOOPP pension, 12 sick, 2 floats, 6 PD days and \$2000, \$1000 wellness allowance
3	6-8 years	\$137-\$147k	6 weeks' vacation, HOOPP pension, 12 sick, 2 floats, 7 PD days and \$2500, \$1000 wellness allowance
4	9+ years	\$149-\$159	7 weeks' vacation, HOOPP pension, 12 sick, 2 floats, 8 PD days and \$3000, \$1500 wellness allowance

Other benefits include health, dental, life, accidental death and dismemberment, and LTD insurance benefits. CCA pays 100% of the premiums, with the exception for LTD and life insurance benefits which is paid 100% by the employee.

*Ontario Non-Profit Network defines workplace wellness as "any health promotion related activity or organizational policy designed to support healthy behavior among employees, and to improve health outcomes". In support of the Executive Director's wellness, this fund is provided as applied to activities and purchases related to health promotion.



Section	Appendices
No.	BOD-104
Title	BOD-104 Board of Directors Annual Evaluation
Approval date	May 7, 2025
Approved by	Board of Directors
Dates of revision	
Date Reviewed	May 7, 2025

Board of Directors Annual Evaluation

Evaluating Board of Director performance is the process of determining whether the Board's responsibilities are being achieved efficiently and effectively. Performance evaluation helps ensure that standards are maintained and the organization is capable of long-term viability and credibility. Evaluation provides the opportunity to ensure the Board has the knowledge, skills and capability to add value to the organization.

The following CCA Board self-evaluation is completed on an annual basis:

Strategic Mindset	Strongly Disagree	Disagree	Agree	Strongly Agree
CCA has clear Mission, Vision and Values that are future-oriented, relevant, and reflect CCA's role as a leader in accreditation.				
CCA's mission is clearly understood by Board members and used as a standard against which decisions are made.				
CCA has a one-year operational business plan and a three to five-year strategic plan or a set of clear long-range goals and priorities that guide decision making.				
The Board effectively monitors operating performance against strategic goals. This includes outcome and financial performance, quality, compliance, and risk management.				
The Board engages in strategic discussions about the role of accreditation in strengthening governance and quality across accredited organizations.				

Comments:

Governance Through Policy	Strongly Disagree	Disagree	Agree	Strongly Agree
Board Direction is clearly outlined in governance policies that are reviewed periodically for relevance and reflect governance best practice.				
The results of the annual financial audit are timely, clear, and directive. Audit results are reviewed to verify the integrity of internal control systems and action plans are developed for gaps.				
The amount of time spent by the Board on strategic issues, emerging risks, and policy is adequate.				
The Board keeps abreast of relevant trends and events to have a sufficient understanding of the environment in which CCA operates.				
Directors are prompted to recognize and declare actual and perceived conflicts of interest to address them appropriately.				
The Board ensures succession planning processes are in place for the Board, Board Officers, and the Executive Director.				

Comments:

Board Structure	Strongly Disagree	Disagree	Agree	Strongly Agree
Board structure and composition is appropriate to meet the interests of CCA and is consistent with Board by-laws.				
The Board has a recruitment and succession strategy that ensures diverse skills and expertise in governance, accreditation, and sector knowledge.				
An adequate and timely orientation process is in place for new Board members that clearly addresses roles, responsibilities, legal obligations, and organizational mandate.				
Board packages are useful, timely, and comprehensive; allowing for adequate preparation to make informed decisions.				
There is sufficient time during meetings for the discussion of substantive issues. Meeting minutes reflect the discussion and decisions made.				
The Committees of the Board effectively carry out their mandate and contribute to overall Board effectiveness.				

Comments:

Board Culture	Strongly Disagree	Disagree	Agree	Strongly Agree
The Board understands its role and responsibilities and has a work plan to guide its work.				
Board members contribute to CCA's thought leadership by staying informed on accreditation trends and emerging governance practices.				
Business is conducted in a positive and forward-thinking manner, that is accepting of different perspectives.				
Members come prepared and ask insightful questions prior to making decisions. Members support the decisions that are made and speak with one voice.				
Conflicts between members are effectively resolved. There is a sense of teamwork and cohesion among board members.				
There is a plan, informed by the board self-evaluation, for director education and board development to learn about governance best practices, fiduciary responsibilities, and the sectors and organizations CCA supports				

Comments:

Relationship with Executive Director (ED)	Strongly Disagree	Disagree	Agree	Strongly Agree
There is a clear understanding of where the Board's role ends and the ED's begins.				
There is an open and two-way communication between the Board and the ED built on a relationship of mutual trust and respect.				
The Board trusts the judgement of the ED.				
The relationship between the Board and ED strikes the right balance between challenge and mutuality.				
The Board provides direction to the ED by setting new policies or clarifying existing ones. The ED updates the Board on interpretation of policies and the extent to which they are being implemented/in compliance.				
Formal criteria and a process to evaluate the ED are in place.				
The Board has formally evaluated the ED within the past 12 months.				

Comments:

Self- Assessment	Strongly Disagree	Disagree	Agree	Strongly Agree
I am familiar with CCA' mission and vision, strategic plan, by-laws, and Board policies. I am aware of what is expected of me and have a good understanding of my role as Director.				
I stay informed about issues relevant to our mission and bring information to the attention of the Board.				
I read the minutes, reports, and other materials in advance of meetings.				
I actively encourage other Board members to express their opinions at meetings. When I have a different opinion than the majority, I raise it, but do so in a constructive way. I support Board decisions once they are made, even if I do not agree with them.				
I have a good record of meeting attendance at both Board and Committee meetings.				
I think, speak, and act independently in relation to decisions the Board must make and maintain the confidentiality of all Board decisions.				
I am engaged in Board discussion and ask probing and informed questions that focus on policy and strategy, rather than on operational tactics/details.				
I facilitate and encourage change when it could improve Board processes.				
I leave most Board meetings feeling my time has been used productively.				
I promote the work of CCA in our community whenever I have a chance to do so.				

Comments:

1. Identify areas that you feel are of particular strength for the Board.
2. What areas require the Board's immediate attention during the next 12 months to improve its effectiveness?
3. How can the Board's performance be improved longer term? Identify areas of focus beyond 12 months.
4. Are you satisfied with the Board's meeting arrangements (i.e. frequency, timing, duration, venue, format)? Are there any structural barriers that prevent you from participating fully?
5. Do you have any suggestions for the Board's committee structure or the work that is done by (each of) the committees? Are there any committees missing that could add to the Board's effectiveness?