



GLASSWORKS
COOPERATIVE

Affordable - Sustainable - Community

Owen Sound Glassworks Development Co-operative Inc.

Board Policies


Updates April 23, 2025 v2

Passed by the Board of Directors on May 8, 2025

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Ends Policies

Affordable home ownership in attainable mixed-income, net-zero communities	
Category: Ends Policies	Policy Serial #: END-Policy1-V1
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- ❖ This End relates to Aim 1 of and will be overseen by the Development Circle.
- ❖ The Development Circle will be made up of up to 5 Members, 3 of which must be Board Directors.
- ❖ Glassworks Co-operative facilitates the development of affordable homeownership and other housing in sustainable neighbourhoods **by** securing land and working with partners with housing development expertise and aligned values. All projects will:
 - a) Provide a pathway to affordable home ownership (+60% units serving annual household incomes of \$35,000 - \$85,000)
 - b) Be high performance (low maintenance, energy and water consumption costs optimized).

- c) Be designed with climate resilience (designed to last 100+ years and withstand and remain robust in the face of changing and intensifying weather and natural disasters).
 - d) Embed Cohousing principles (shared space, commons, thriving smaller communities, ways of organizing the community).
 - e) Incorporate accessibility into a significant portion of the site, commons and private homes.
 - f) Consider and embed other usage and functions including protection of the land, regenerative agriculture, social enterprises and employment.
- ❖ The first housing project has been dubbed the Glassworks Village. Glassworks Village is a development initiative of Owen Sound Glassworks Co-operative Inc. intended to provide affordable housing options and a pathway to home ownership for people of all ages and different means. Glassworks Village, the Co-operative's first development, will be a walkable, mixed-use, community-oriented neighborhood with well-designed, sustainable, energy efficient buildings and shared green spaces.


Glassworks Village directly addresses the housing crisis and economic development needs of Owen Sound. Its mixed-use strategy which includes financially accessible, high-performance housing, employment opportunities and social enterprise, as well as cutting edge urban agricultural models will enable critical social, economic and environmental elements of the region's goals.

Glassworks Village, located at 1919 26th St E, Owen Sound, ON N4K 5N3, is planned as the Co-operative's first housing initiative.

Economic Development Projects	
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- ❖ This End relates to Aim 2 and will be delivered upon by the Executive Director and a Circle or Circles made up of Directors and Members.
- ❖ Develop and operate economic development projects **by** planning, developing and investing in a Social Enterprise Employment Hub, events, and training programs.
- ❖ The first Economic Development Project proposed is an Economic Development Hub located at the southern portion of the Glassworks Village site located at 1919 26th St. E, Owen Sound, ON N4K5N3

Environmental Programs	
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- ❖ This End relates to Aim 3 and will be delivered upon by the Executive Director and a Circle or Circles made up of Directors and Members.

- ❖ Initiating environmental programs by working with local partners and securing sustainable revenue streams through membership in the co-op, the housing development process and economic activities.

Governance Process Policies

Vision, Mission and Aims	
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1.1 Vision, Mission, and Aims

The strategy and policies of the Owen Sound Glassworks Development Co-operative will be directed toward realizing its vision, mission, and aims.

1.1.1 Glassworks Vision

Owen Sound Glassworks Development Co-operative is shaping a future where people of all ages and different means can learn, work, and live with shared values and amenities in an attainable, net-zero community.

1.1.2 Glassworks Mission

We are making this vision tangible by facilitating an attainable mixed-income, net-zero community with a range of affordable housing models, economic development projects, and environmental programs.

1.1.2 Glassworks Aim (the products and services that realize its mission, shall be to [statement of aim])

The aims of the Organization are to:

1. Facilitate the development of affordable home homeownership in attainable, sustainable, mixed-income, net-zero neighbourhoods **by** securing land and working with partners with housing development expertise and aligned values.
2. Develop and operate economic development projects **by** planning, developing and investing in a Social Enterprise Employment Hub, events and training.
3. Initiating environmental programs **by** working with local partners and securing sustainable revenue streams through membership in the co-op, the housing development process and economic activities.


1.1.3 Values

- Sustainability
- Affordability
- Community

1.2 Governance

The Owen Sound Glassworks Development Co-operative shall be governed according to the principles of sociocratic governance as specified in Policy 2, Sociocratic Governance.

Sociocratic Governance	
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2.1 Definition

Sociocratic governance shall be defined as a method of governance that delegates policy making to all levels of the organization and establishes equivalence between its members within their domain of responsibility.

2.2 Benefits

The principles and methods of sociocratic governance develop:

- a. Strong leadership and clear delegation;
- b. Self-governance, self-organization, and cooperation;
- c. The ability to apply scientific theory and methods; and
- d. Responsibility for continuing professional development.

2.3 Governing Principles

Three principles are essential to sociocratic governance:

2.3.1 The Principle of Consent

Consent governs policy decision-making. Except as required by law and as otherwise stated in these bylaws, policy decisions shall be made with the consent of those they directly affect. Consent shall be defined as having "no reasoned objections" and as further defined in Policies 5.2, Consent and 4.2, Limitations of Consent. Policy decisions are defined in Policy 5.3, Definition of Policy.

2.3.2 The Principle of Circles

The Owen Sound Glassworks Development Co-operative shall govern itself through a circular hierarchy of semi-autonomous, self-organizing circles that are


responsible for policy decisions within their domain. Circles and the circular hierarchy are further defined and described in Policy 3 Governance Structure.

2.3.3 The Principle of Double-Links

In the hierarchical structure of circles, a lower circle shall be double-linked to the next higher circle by the operations leader and one or more representatives of the lower circle as described in Policies 3, Governance Structure and 4.2, Circle Officers.

2.3.4 The Principle of Consent Elections

Except as required by law, circle members shall elect people to functions and tasks by consent as described in Policy 2.1 Election Process.

Governance Structure	
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3.1 A Circular Hierarchy of Circles

The governance of the Organization shall be structured as a circular hierarchy formed by double linked, semi-autonomous circles that reflect the operations of the organization. A circular hierarchy shall be defined as one in which each circle by means of representative participation in the next higher circle must consent to the policy decisions that affect its domain. Circles are thus linked in an apparently linear hierarchy

but policy decision-making forms a feedback loop with each circle occupying a place in the loop.

3.2 Circle Definition

A circle includes every person with a common aim who has a significant role in the operations of a department or unit of the Organization. Circle members meet to make policy decisions within their domain of responsibility. Circle responsibilities are further defined in Policies 5.1, Domain of Decision-making, and 4, Circle Governance.

3.3 Circle Limitations

No circle's policies shall conflict with the law, these policies, the principles and methods of sociocratic governance as defined in these bylaws, or the policies of other circles.

3.4 Circle Membership

3.4.1 Definition

Except for the Board of Directors as defined in Policy 6 Board of Directors, a circle shall include all members of the organization who have significant roles in the circle's operations, whether they are paid or volunteer staff. Each circle shall define "significant roles" and shall be as inclusive as possible while ensuring (1) the stable functioning of the circle and (2) the ability of its members to deliberate with a consistent membership.

3.4.2 Consent to Members

Circle members shall have the right to consent to new members.

3.4.3 Equivalence

Within the circle meeting, the principle of consent shall be used to ensure that all circle members are equivalent in decision-making.

3.4.4 Size

Circles shall be of a size that allows inclusive and efficient deliberations, generally no larger than 40 members with 20 being the optimal maximum.

3.5 Board of Directors or Top Circle

The Board of Directors shall be identical to the Top Circle, the highest circle in a sociocratically governed organization. Except as required by law or as otherwise stated

in these bylaws the board shall function according to the provisions of Policy 4 Circle Governance, and be subject to any provisions of these bylaws and all the Organization's rules and regulations.

Board-specific requirements for composition, powers, and responsibilities as required by the Province of Ontario are specified in Policy 5.6 Decisions of the Board of Directors, and Policy 6, Board of Directors.

3.6 General Management Circle

The general management or coordinating circle shall manage the operations of the Organization within the limits set by the Board. It shall consist of the managing director, and the operations leader and one or more representatives from each department circle.

3.7 Department Circles

Each department circle shall consist of the operations leader and members of the department circle and, if it has responsibility for other circles, the operations leaders and at least one representative of those circles.


3.8 Further Subdivision

The hierarchical pattern established in Policies 3.2–3.3, shall be repeated throughout the Organization.

3.9 Circle Names

Circle names are for illustration only and may be changed as desired and appropriate as long as the hierarchical chain of leadership, representation, and delegation is clear.

Circle Governance	
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4.1 Circle Responsibilities

Each Circle, within the limits set by the next higher Circle, shall:

- a. Determine and control its own policies to achieve its aim as defined by the next higher circle
- b. Assign the leading, doing, and measuring of circle roles and responsibilities to its own members to achieve its aim and execute its own policies
- c. Maintain a record keeping system of policy decisions and other information as specified in Policy 4.4 Circle Record Keeping
- d. Assume responsibility for the professional development of the circle and its members
- e. Elect one or more representatives from its members to serve as the circle's representative(s) to the next higher circle
- f. Decide how to allocate the resources included in its budget, including the hiring and firing of personnel
- g. Create lower circles as it determines appropriate, assigning an aim and allocating part of its resources to those circles
- h. With the participation of the representative(s) of that circle, elect the operations leader of the next lower circle,
- i. Decide whether lower circles shall be subdivided, combined, or dissolved

4.2 Limitations of Consent

The principle of consent shall not apply to all circle members in two classes of circle decisions:

4.2.1 Circle Elimination or Redefinition

The operations leader and representative(s) of the lower circle may participate in any discussion of dissolution or restructuring of their circle but their consent shall not be required for the higher circle to make a decision.

4.2.2 Personnel Decisions

A circle member or members about whom decisions are being made may participate in any discussions but shall be excluded from participation in consent decisions related to their own benefits of employment, compensation, or service.

4.3 Circle Officers

Except for the board of directors as defined in Policy 6.4, Executive Officers, each circle shall have the following officers:

1. **Operations Leader:** The operations leader shall be elected by the next higher circle to manage the day-to-day operations within the lower circle's domain. The operations leader shall be a member of both the higher and lower circles but shall not serve as the representative of the lower circle.
2. **Facilitator:** A facilitator shall be elected by each circle to conduct circle meetings, provide leadership in decision-making, and ensure that the circle is functioning according to the principles and methods of sociocratic governance.
3. **Executive Secretary:** Each circle shall elect an administrative secretary to manage the affairs of the circle and perform tasks related to its functioning:
 - a. Arranging and announcing circle meetings: Preparing the agenda in consultation with the facilitator and operations leader, and other circle members
 - b. Distributing study materials and proposals
 - c. Taking and distributing minutes
 - d. Performing any other tasks assigned by the circle
4. **Logbook Keeper:** A logbook keeper shall be elected by the circle to maintain the circle logbook as defined in Policy 4.4, Circle Record Keeping. Depending on the size of the circle and the complexity of its work, the office of the logbook keeper may be combined with that of the administrative secretary.
5. **Representative(s):** One or more representatives, other than the operations leader, shall be elected by the circle to participate in the next higher circle. The circle representative(s) participates as a full member in both the lower and higher circles but cannot be the same person as the operations leader. Otherwise, any member may fill more than one office and offices may be combined.

4.3 Circle Meetings


All circles shall meet at least annually to review their policies, evaluate their effectiveness, adopt new policies if necessary, and review development plans and progress.

4.4 Circle Record Keeping

Each circle shall create and maintain a logbook that includes but is not limited to:

- a. Organization's vision, mission, and aim statements
- b. Organization's bylaws, rules, and procedures
- c. Organization's strategic plan
- d. Diagram of the Organization's circle structure
- e. Budgets of both the Organization and the circle
- f. Circle aims
- g. Circle policy decisions and meeting notes
- h. Circle development plans
- i. Individual members' aims, roles and responsibilities, and development plans
- j. Any other documents that record the business of the Circle

Circle members shall have a copy or easy access to a copy of the circle logbook. Circle members shall maintain their personal logbook with their aims, roles and responsibilities, development plans, and any other documents related to their individual roles and responsibilities as circle members.

Decision Making	
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5.1 Aim and Domain of Decision-Making

A circle's aim shall be determined by the next higher circle and defines the circle's domain of responsibility. In order to accomplish their aim, circles shall be responsible for making the policy decisions governing operations within their domain.

5.2 Consent

The principle of consent shall be applied to all circle decisions. Objections to a proposed decision must be:

1. Based on the decision's adverse effect on the circle member's ability to fulfill their roles and responsibilities in achieving the aim of the circle, and
2. Reasoned, meaning that reasons for the objection must be explained clearly enough for the objection to be resolved.

For all or some decisions, other methods of decision-making can be used by the circle if the decision is made by consent and like all policy decisions reviewed on a regular basis.

5.3 Definition of Policy

Policy decisions govern the day-to-day operations activities of the Organization and include, but are not limited to:

- a. Setting aims
- b. Defining the scope of work
- c. Designing the work process
- d. Allocating resources
- e. Delegating functions and tasks
- f. Evaluating group and individual performance
- g. Determining compensation
- h. Planning professional development

5.4 Operations Decisions

Day-to-day operations in a circle's domain shall be governed by the circle's policy decisions and directed by the operations leader. A circle shall establish policies that

determine which methods of decision-making will govern operations decisions. These methods may include autocratic decisions by the operations leader.

5.5 Operations Decisions without a Policy

If a necessary operations decision is not covered by an existing policy, the operations leader shall make the decision and request that it be reviewed at the next circle meeting or at a special circle meeting called for this purpose as described in Policy 8. Meetings.

The operations leader, or other person acting as an operations leader, shall determine at his or her sole discretion that such a decision is necessary.

5.6 Decisions of the Board of Directors

Decisions of the board shall also be made by consent, and consent, as a higher standard than majority vote, shall be considered satisfaction of the legal requirement that board decisions be made by majority vote of the directors present and eligible to vote.

5.7 Failure to Reach Consent


If after all options have been exhausted, a circle, other than the board, cannot achieve consent on a proposed action, the decision shall be referred to the next higher circle.

If after all options have been exhausted, the board cannot achieve consent on a proposed action, the decision shall be referred to the appropriate expert director, and if necessary, that director's organization.

5.8 Proxies

The right to participate in decision-making or any other action of any circle, including the board, may not be delegated or exercised by proxy unless required by law.

Board Directors Duties	
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6.1 Authority

Within the requirements of the laws of Ontario, the board, as the top circle of the Organization, shall manage and direct the business of the Organization with full power to engage in any lawful act unless otherwise limited by these bylaws.

6.2 Responsibilities

The board is responsible for ensuring that the Organization, as a Non-profit Multi Stakeholder Co-operative without share capital, is acting in accordance with the public trust and any laws that govern co-operative corporations. Other responsibilities include, but are not limited to:

- a. Setting and overseeing the execution of a strategic plan,
- b. Ensuring fiscal responsibility,
- c. Maintaining long-term viability,
- d. Generating new ideas and directions, and
- e. Maintaining connections with external persons, organizations, agencies, and any other bodies necessary to the development and functioning of the Organization.

6.3 Composition

The Board shall include:

- a. The managing director (the chief executive officer)
- b. One or more representatives of the general management circle
- c. Three or more expert directors as defined in § 6.5 Expert Directors
- d. Other directors as determined by the board

6.4 Executive Officers

6.4.1 Number and Titles

As required by law, the board shall elect from its members a minimum of three executive officers: a president, executive secretary, and treasurer. In accordance with the law and at its own discretion, the board may use other names to designate the executive officers.

6.4.2 President

The President provides leadership and coordination for the co-op and ensures that its governance and operations align with legal, organizational, and sociocratic principles. The President's responsibilities include:

1. Leadership and Coordination

- a. Provides overall leadership to the co-op
- b. Coordinates the work of the board, circles, members and staff
- c. Ensures the board functions effectively as a sociocratic circle, including supporting ongoing board development and adherence to Policy 4: Circle Governance
- d. Ensures the board complies with the law, the Articles of Incorporation, these bylaws, sociocratic methods, and their own decisions

2. Representation and Communication

- a. Represents the co-op to the outside world unless another representative is appointed by the board for a specific event or purpose
- b. Acts as the co-op's representative in ongoing dealings with staff, unless this role is delegated
- c. Serves as or designates a public spokesperson for the co-op
- d. Reports on board activities at every members' meeting

3. Meetings and Decision-Making

- a. Chairs board meetings unless the board assigns this responsibility to another person
- b. Follows and upholds decisions made by the board and members

4. Authority and Delegation

- a. Executes instruments requiring signature on behalf of the co-op.
- b. Performs duties of other executive officers if they are unable or unwilling to act, as directed by the board or as outlined in the bylaws.
- c. Performs any other duties necessary to the role or as assigned by the board.

6.4.2 Vice-President

The vice-president performs the president's duties in the absence of the president and generally works with the president in carrying out the president's duties. The president and vice-president review their roles regularly to make sure that they are carrying out all their responsibilities.

6.4.3 Executive Secretary

The Executive Secretary ensures that the Co-op's legal, procedural, and record-keeping obligations are fulfilled. This role may be filled by a Director, staff member, or consultant. While routine secretarial tasks may be delegated to staff, a manager, or a consultant, the Executive Secretary retains overall responsibility for ensuring all duties are properly carried out and legal requirements are met.

1. Governance Support and Meeting Administration

- a. Provide, or ensure the provision of, all required notices for board and members' meetings
- b. Provide necessary documents for board and members' meetings
- c. Ensure the minutes of board and members' meetings are properly recorded and maintained, including;
 - i. All motions and results are accurately documents
 - ii. Reports, resolutions, and other meeting materials are attached or included
 - iii. Minutes are signed by two signing officers and inserted into the minute book
 - iv. The minute book is kept current
 - v. Minutes are distributed before the next meeting

2. Records and Compliance

- a. Assume responsibility for corporate and board circle records
- b. Ensure all necessary corporate filings are completed with government authorities
- c. Arrange for a copy of all new by-laws and policies to be given to members promptly after confirmation
- d. Maintain custody of the co-op's seal (if any), and affix it to documents as authorized by the board or the president

3. Oversight of Delegated Duties

- a. Be familiar with secretarial tasks assigned to staff, the manager, or a consultant
- b. Report to the board if delegated secretarial tasks are not being adequately performed
- c. Carry out any secretarial duties not assigned to others

4. Sociocratic Responsibilities

- a. Perform the functions of an executive secretary as specific for all circles under Policy 6.4.3 Executive Secretary
- b. Support the board circle's operations in alignment with sociocratic principles

5. Additional Duties

- a. Perform the duties of the President if the President is unable or unwilling to do so, as stated in the bylaws or at the direction of the board. Carry out other duties as may be assigned by the board or the President.

6.4.5 Treasurer

The Treasurer is responsible for overseeing the financial integrity, transparency, and accountability of the co-op. While day-to-day financial management may be delegated to staff, a manager, or a consultant, the Treasurer maintains ultimate oversight and ensures that financial practices align with the co-op's bylaws, sociocratic principles, and applicable legal standards.

1. Financial Oversight and Stewardship

- a. Oversee the financial affairs of the co-op
- b. Have custody of all funds and securities until responsibility is otherwise delegated
- c. Establish or ensure the establishment of appropriate financial records, accounting systems, and internal controls
- d. Ensure the judicious and transparent use of the co-op's financial resources

2. Budgeting, Reporting and Analysis

- a. Work with staff to prepare annual and capital budgets, and present them to the board
- b. Review and approve monthly bank reconciliations prepared by staff; sign reconciliation statements and report any concerns to the board
- c. Prepare or ensure the preparation of financial reports, fundraising plans, and analysis for the board, finance circle, and members
- d. Make financial records accessible and transparent as required under sociocratic governance

3. Collaboration with Staff and Consultants

- a. Monitor the performance of staff, manager, or consultants responsible for day-to-day financial tasks
- b. Report to the board and the finance circle if those tasks are not being adequately performed or if financial issues arise
- c. Work with staff to implement and monitor internal financial controls

4. Audit and Compliance

- a. Act as the co-op's primary representative in dealings with the auditor beyond routine staff responsibilities
- b. Receive and review the auditor's management report as soon as it is available, report to the board on its findings, and coordinate implementation of recommendations

5. Banking and Signing Authority

- a. Sign cheques on behalf of the co-op, when available, along with one other authorized signing officer

6. Cross-Coverage and Additional Duties

- a. Perform the duties of the Executive Secretary if that person is unable or unwilling to act
- b. Carry out any other duties as assigned by board

6.5 Expert Directors

Directors shall be sought out that support the Vision, Mission and Aims of the co-operative and who can provide expertise in specific areas serving as independent connections to the community, social, financial, governmental, and sociocratic environment.

6.5.1 Other Expert Directors

To the extent possible, other areas of expertise shall include:

1. The application and teaching of the principles and methods of sociocracy
2. Education of the public on issues related to governance
3. Financial management of non-profit organizations
4. Fundraising and development
5. Legal affairs
6. Social and environmental concerns.

Expert directors may have more than one designated area of expertise as determined by the board. Expert directors are full members of the board and participate fully in decision-making and the affairs of the board.

6.6 Accountability

Each director shall exercise independent judgment in good faith and in the best interests of the organization with the care of an ordinarily prudent person under similar circumstances.

6.7 Compensation

With the exception of the managing director, the general management circle representatives if employed by the organization, and any expert directors who are

otherwise providing contracted professional services to the organization, directors shall not receive compensation for their services, although they may be reimbursed for ordinary and necessary expenses incurred in fulfilling their responsibilities.


6.8 Conflict of Interest and Confidentiality

Each director shall sign and the secretary shall retain or cause to be retained in the files of the organization a copy of the conflict of interest and confidentiality policy.

6.9 Transparency

Whenever possible, the board shall ensure compliance with the practice of sociocratic organizations to make records of all transactions transparent and available to the members, staff, and other interested parties.


In order to address a reasoned objection to any information being classified confidential, the board shall establish policies providing for examination that protects the information and makes it available for review.

Global Governance Process	
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7.1 Global Governance Process

The purpose of the board, on behalf of the membership and supportive Ontarians, is to see to it that the co-operative:

1. Achieves an appropriate results for appropriate persons at an appropriate cost (as specified in Board Ends policies), and
2. Avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).

Governing Style	
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8.1 Governing Style

The board will govern lawfully, observing the principles of Sociocracy and the Policy Governance model (see Sociocracy for All and John Carver's resources), with and emphasis on:


1. Outward vision rather than an internal preoccupation,
2. Encouragement of diversity in viewpoints,
3. Strategic leadership more than administrative detail,
4. Clear distinction of board, Executive Director roles,
5. Collective rather than individual decisions,
6. Future rather than past or present, and

7. Proactivity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling group obligations.
6. The board will monitor and discuss the board's process and progress at each meeting. The board will assess its performance annually at the Annual General Meeting using a self-monitoring survey and a report by the Executive Director.

Board Job Description	
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9.1 Board Job Description

Specific job outputs of the board, as an informed agent of the membership are those that ensure appropriate organizational performance.

Accordingly, the board will provide:

1. Authoritative linkage between the membership and the operational organization.
2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
 - a. Ends: Organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.
 - d. Board-Management Delegation: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
3. Assurance of successful organizational performance on Ends and Executive Limitations.

Cost of Governance	
Category: Governance Process Policies	Policy Serial #: GPP-Policy10-V1


Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

10.1 Cost of Governance

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, financial audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - a. At the beginning of their term, Directors are required to submit an estimate of the cost of their travel and expenses for attending two meetings per year. The estimate will be based on their inability to cover costs. If Directors can cover their own costs, then the extra money in the budget will be carried forward to the following year's reserve.
3. The board will establish the cost of the governance budget for the next fiscal year during the month of January. Items in the budget will include:
 - a. Training for directors
 - b. Attendance to conferences, workshops and meetings

- c. Third party monitoring of organizational performance
- d. Financial audit
- e. Lawyer fees
- f. Surveys
- g. Focus groups
- h. Opinion analysis
- i. Meeting costs

Financial Management	
Category: Governance Process Policies	Policy Serial #: GPP-Policy11-V1
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Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

11.1 Financial Year

The financial year (fiscal year) of the co-op ends on October 31st. The board can change the financial year.

11.2 Major Commitments

The Board will rely upon competent professional advice when paying expenses ensuring timely payment of bills and risk management in line with their fiduciary responsibility to the Members and Lenders.

The Board will report to the membership on progress and financial status no less than every two months.

11.3 Indemnification

11.3.1 Obligation to indemnify

The co-op will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by the Co-op Act.

11.3.2 Insurance

The board of directors may purchase insurance to cover this liability, subject to reasonable limitations and deductibles.

11.4 Audit and Finance Circle

11.4.1 Composition

The Circle will include the Treasurer, President, Vice President, Executive Director, Auditor and at least one other Director. Non-Directors who are Members may also be invited to serve on the Circle.

11.4.2 Meetings

The Circle will meet at least quarterly, with additional meetings as needed.

11.4.3 Responsibilities

The Circle will oversee monthly financial reporting, monitor accounting procedures, recommend the auditor, prepare annual budgets in line with the strategic plan, and work with the auditors to audit financial statements.

11.5 Accounting Procedures

11.5.1 Day to Day Accounting

Day-to-Day Accounting will be managed by the administrative support staff/bookkeeper under the supervision of the Lead Staff Person/Consultant

11.5.2 Basis of Accounting

Accrual basis, where revenue and expenses are recorded when earned or incurred.

11.5.3 Expense Approval

Expenses must be approved by the Executive Director before being recorded. Expenditures in excess of \$2,500 must be approved by the Treasurer and President.

11.5.4 Bank Reconciliation

Bank statements are reviewed and reconciled within one week of receipt.

11.5.5 Monthly Books

The Books will be closed at the end of each month and filed electronically and on paper.

11.6 Financial Reporting

11.6.1 Monthly Reports

Monthly reports will be prepared and shared with the Board of Directors by the Executive Director to the Finance Circle at least 4 days before the monthly Board meeting

11.6.2 Year-End Financial Statements

Statements will be prepared within 30 days and audited within 90 days after the fiscal year-end.

11.7 Budgeting

11.7.1 Annual Budget

The annual budget based upon the Board's strategic plan will be prepared by the Finance Circle, approved by the Board and presented to the Members for approval.

11.7.2 Budget Review

Statements will be prepared within 30 days and audited within 90 days after the fiscal year-end.

11.8 Internal Controls

11.8.1 Separation of Duties


The Financial Circle and Board will ensure that no single individual has control over all aspects of financial transactions.

11.8.2 Internal Audits

The Finance Circle will ensure compliance with the co-operative's financial policies.

11.8.3 Whistleblower Policy

Members, staff, consultants and Board Directors can report financial misconduct anonymously. Reports will be investigated promptly and thoroughly by the Finance Circle in co-operation with the Board.

Staffing	
Category: Governance Process Policies	Policy Serial #: GPP-Policy12-V1
Date of Adoption: May 8, 2025	
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Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

12.1 Staffing the Co-op

The board is responsible for co-op staffing and consultants. This includes:

1. Recommending amounts for staffing and consultants in the budget presented to the members
2. Arranging contracts with consultants, service companies or others or hiring employees
3. Negotiating management contracts, fees, salary and employment terms, as applicable
4. Making sure there is an adequate contract for all consulting and staffing services including a description of duties, responsibilities and authority; and
5. Making sure that consultants and staff are properly educated and trained regarding co-operatives and Glassworks Co-op in particular.

12.2 Dealing with Staff

12.2.1 Board Responsibility

The board is the final authority for the co-op in relation to consultants and staff. This includes:

1. Dealing with consultants and service companies
2. Supervising the manager
3. Reviewing performance of consultants, managers and employed staff at least annually
4. Considering increases in fees or salaries when desirable
5. Dealing with complaints and problems relating to consultants, managers and employed staff, and
6. Terminating consulting, management and staffing contracts when needed.

12.3 Confidentiality and Conflict of Interest Agreement

The board must make sure that all contracts for staffing include an agreement that the staff will follow the confidentiality and conflict of interest requirements of this policy. This could be in employment contracts or contracts with property management or service companies or other contracts. The board must arrange for all staff to sign a Confidentiality and Conflict of Interest Agreement when they become staff. A signed copy must be kept with staff contracts. The Agreement must be the one in Schedule B, or it can be part of an employment, management or other contract as long as it says the same basic things.

12.4 Consultant and Staff Information

12.4.1 Confidential Consultant and Staff Information

The co-op will respect the right of consultants and staff to privacy in their relations with the co-op and in personal information. Confidential consultant and staff information includes fees, salaries, contracts, records of reviews and complaints, personal information and personal health information.

12.4.2 Access to Confidential Staff Information

The board can have access to confidential staff information as necessary to make any decisions about consultants and staff. Individual directors can have access only as authorized by the board. They must keep the information confidential. The general membership cannot have access.

12.4.3 Review by New Directors

Directors must have all significant information about the co-op's contracts and obligations in order to do their job. Within thirty days after they are elected or

appointed, each new director should review all the co-op's consultant contracts, employment contracts, management contracts, staff salaries, benefit payments, fees and related materials.

12.4.4 Detailed Review by New Officers

The officers that are mainly responsible for staff need to have more detailed knowledge of staff information. Within thirty days after they are elected, the president, the treasurer and any other officer designated by the board, will review the complete co-op file on all consultants and staff. If there are any active complaints or other issues outstanding when they are elected, the retiring officers will give them all relevant information.

12.4.5 Backup Copies

The board must ensure that complete copies of all consulting and staffing contracts and important documents relating to consultants and staffing are sent to the co-op's lawyer or auditor.


The board or staff will prepare and maintain a list of all passwords, e-mail addresses and similar electronic data and ensure that a copy is given to the co-op's lawyer or auditor.

12.4.6 Consultant and Staff Authority

Consulting and Staffing contracts can give spending and signing authority to staff members. This includes employment contracts and property management contracts. When the board approves the staffing contract, it is also approving the spending and signing authority stated in it and no additional approval is needed unless approval of the members is required.

Executive Limitations Policies

Confidential Information	
Category: Executive Limitations	Policy Serial #: GL-Policy1-V1
Date of Adoption: May 8, 2025	

Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

1.1 Co-op Confidentiality Policy

The co-op has information about co-op members and the members themselves deal with and control that information while carrying out duties for the co-op. The co-op's policy is to protect that information and only use or disclose it as necessary or appropriate. The rules in this part of the By-law are to outline co-op systems to do this. They apply in addition to all legal and government requirements.

1.2 Kinds of Information

1.2.1 Confidential Information

Confidential information is:

- a. Personal information
- b. Confidential co-op information, and
- c. Confidential staff information

1.2.2 Personal Information

Personal information is information about an individual. The information can be recorded on paper, electronically or in other ways. It also includes information that has not been recorded in writing. Personal information may be known to other people and not confidential. That does not affect the co-op's duty to treat it under the personal information rules in this policy.

1.2.3 Confidential Co-op Information

Confidential co-op information is information about the co-op or co-op business which should be kept confidential to protect the co-op.

1.2.4 Confidential Staff Information

Confidential staff information is confidential information about co-op staff. It includes property management fees, staff salary and benefits except as presented in a general way in the co-op budget. It also includes property management and individual staff contracts.

1.3 Basic Rules

The following basic rules govern how the co-op deals with personal information. They are subject to all government and legal requirements and the other parts of this policy.

1.3.1 Personal Information

- a. The Co-op will only collect personal information that is needed for the co-op's operations.
- b. Personal information will only be kept as long as it is legally needed or still relevant.
- c. Members and staff have a right to see personal information about them that the co-op has and to correct any errors.

1.3.2 All Confidential Information

- a. Confidential information will only be shown to people on a need-to-know basis or as permitted or required by government and legal requirements or co-op by-laws.
- b. Confidential information will be used and stored in a way that protects confidentiality.

1.4 Limiting Collection

The co-op will only collect personal information that is necessary to perform the co-op's functions under the co-op by-laws and government requirements. This can include:

1. Credit, reference and other information for new applicants, members applying for an internal move and applicants for long-term guest status
2. Reference and other information about applicants for work at the co-op
3. Information about possible breaches of co-op by-laws
4. Information about performance by co-op staff

1.5 Limiting Disclosure

1.5.1 Board of Directors Decides on Confidentiality

If there is any doubt, the board of directors will decide whether any information is confidential and whether confidential information should be disclosed.

1.5.2 Obligations apply to everyone and do not end

All co-op members and staff must follow the requirements of this By-law about disclosing confidential information. It does not matter how anyone got the confidential information. It could be by serving on the board or a Circle, by a statement at a members' meeting or even by accident. The requirements of this By-law continue to apply even after someone no longer has the position under which they got the information or even after they are no longer members or co-op staff.

1.5.3 Breaking obligations

Unauthorized disclosure of confidential information is serious and could be grounds for removal from the board of directors, termination of employment without notice or other legal actions. In deciding what to do about any unauthorized disclosure, the board will consider factors like the sensitivity of the confidential information, how often it was disclosed and who received it.

1.6 Access to Personal Files and Accounts

1.6.1 Right to See File

Members have the right to see their own personal files and financial accounts during co-op office hours. Members may have to make an appointment.

1.6.2 Notes and copies

Members who look at their files can take notes. They can make photocopies of materials in the file. They must pay any photocopying charge normally charged by the co-op for personal photocopies. Staff may decide to make the photocopies for them.

1.6.3 Exclusions

Letters to and from the co-op's lawyers about a member, complaints or investigations relating to a member, confidential board minutes related to a member and similar things are not part of a member's personal file. These may be kept in a separate legal file. The same applies to electronic information. If there is any issue about whether a member can see these items, the co-op will get legal advice.

1.6.4 Written statements by members

Members can put written statements in their files.

1.6.5 Errors

If a member believes that there is a factual or other error in their personal file or accounts, staff should try to correct the problem. If the member is still not


satisfied, the member can make a complaint under Article 23 (Confidential Information Complaints).

1.6.6 Staff access to member files

Co-op staff can see members' personal files only as necessary to perform their duties for the co-op. Directors and Circle members can see members' personal files only as authorized by a board decision or as presented at a board meeting by staff (such as considering prior history of arrears or complaints when necessary).


1.7 Staff Access to Personnel Files

Co-op staff will have the right to see their personnel files as stated in their contracts with the co-op. Access that is not dealt with in a staff contract will be decided by the board. The board will be guided by the principles applicable to members' access in this Article.

Global Executive Constraint	
Category: Executive Limitations	Policy Serial #: EL-Policy2-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

2.1 Global Executive Constraints

The Executive Director shall not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.


Treatment of Members and Clients	
Category: Executive Limitations	Policy Serial #: EL-Policy3-V1
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Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

3.1 Treatment of Members and Clients

With respect to interactions with members and clients or those applying to be members or clients, the Executive Director shall not cause or allow conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.

The Executive Director will not:

1. Elicit, collect, transmit or store information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
3. Fail to operate facilities with appropriate accessibility and privacy.
4. Fail to establish with members and clients a clear understanding of what may be expected and what may not be expected from the service offered.
5. Fail to inform members and clients of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

Treatment of Staff	
Category: Executive Limitations	Policy Serial #: EL-Policy4-V1
Date of Adoption: May 8, 2025	
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Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan


4.1 Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

The Executive Director will not:

1. Operate without written personal rules that
 - a. clarify rules for staff
 - b. provide for effective handling of grievances, and
 - c. protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons
2. Retaliate against any staff member for non-disruptive expression of dissent
3. Fail to acquaint staff with the CEO's interpretation of their protections under this policy
4. Allow staff (paid and volunteer) to be unprepared to deal with emergency situations

Financial Planning and Budgeting	
Category: Executive Limitations	Policy Serial #: EL-Policy5-V1

Date of Adoption: May 8, 2025	
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Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

5.1 Financial Planning/Budgeting

The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi year plan.

The Executive Director will not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in the board policy Financial Condition and Activities
2. Omit timely and credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions
3. Provide less money for board operations during the year than is set forth in the Cost of Governance policy

Financial Condition and Activities	
Category: Executive Limitations	Policy Serial #: EL-Policy6-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	

Considerations for next review:

**Board secretary's
affirmation of official board
action adopting this policy:**

Signature:




Printed Name: Francis Corrigan

6.1 Financial Condition and Activities

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

The Executive Director will not:

1. Expend more funds than have been received in the fiscal year to date unless the board's debt guideline (below) is met
2. Allow cash flow to drop below a three-months cash reserve without permission from the board. (Require a quarterly report until achieved with the goal of a stable three-month cash reserve by March 2026).
3. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days without board resolution.
4. Use any long-term reserves without board resolution.
5. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.
 - a. Budget tracking of inter-fund shifting across accounts identifies any liabilities of fund shifting.
 - b. This is acceptable because shifts do not create liability and provide key benefits.
6. Fail to settle payroll and debts in a timely manner.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
8. Make a single purchase or commitment of greater than \$2,500, without board approval. Splitting orders to avoid this limit is not acceptable.
9. Acquire, encumber, or dispose of real estate.
10. Fail to aggressively pursue receivable after a reasonable grace period.

Emergency Executive Director Succession	
Category: Executive Limitations	Policy Serial #: EL-Policy7-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

7.1 Emergency Executive Director Succession

In order to protect the board from sudden loss of Executive Director services, the Executive Director shall not permit there to be fewer than two other Directors of staff sufficiently familiar with board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.

Asset Protection	
Category: Executive Limitations	Policy Serial #: EL-Policy8-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	

**Board secretary's
affirmation of official board
action adopting this policy:**

Signature:



Printed Name: Francis Corrigan


8.1 Asset Protection

The Executive Director shall not cause or allow corporate assets to be unprotected, in-adequately maintained, or unnecessarily risked.

The Executive Director will not:

1. Fail to adequately ensure against theft and casualty and against liability losses to board members, staff, and the organization itself
2. Allow unbonded personnel access to corporate funds without written permission from the Lead Staff or Consultant. This includes but is not limited to:
 - a. Credit card use
 - b. Cash withdrawals
 - c. Writing cheques
 - d. Access to online banking
 - e. Event revenue
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board, or staff to claims of liability.
5. Make any purchase:
 - a. Wherein normally prudent protection has not been given against conflict of interest;
 - b. Of more than \$20,000 without having obtained comparative prices and quality;
 - c. Of more than \$20,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria
6. Fail to protect intellectual property, information, and files from loss or significant damage
7. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
8. Compromise the independence of the board's audit or other external monitoring or advice, such as by engaging parties already chosen by the board as consultants or advisers.

9. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
11. Change the organization's name or substantially alter its identity in the community.
12. Create or purchase any subsidiary corporation without board approval.

Compensation and Benefits	
Category: Executive Limitations	Policy Serial #: EL-Policy9-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan


9.1 Compensation and Benefits

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

The Executive Director shall not:

1. Change the Executive Director's own compensation;
2. Change the Executive Director's benefits, except as those benefits are consistent with a package for all other employees;

3. Promise or imply permanent or guaranteed employment that is not consistent with the formal hiring practices of the co-operative, as outlined in the human resource policy;
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in any event subject to losses in revenue.
5. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed;
6. Establish or change benefits so as to cause unpredictable or inequitable situations, including those that:
 - a. Incur unfunded liabilities.
 - b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage employee retention are not prohibited.
 - c. Allow any employee to lose benefits already accrued from any foregoing plan.
 - d. Treat the Executive Director differently from other key employees unless stipulated differently in the Executive Director's compensation package.

Communication and Support to the Board	
Category: Executive Limitations	Policy Serial #: EL-Policy10-V1
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Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

10.1 Communication and Support to the Board


The Executive Director shall not cause or allow the board to be uninformed or unsupported in its work.

The Executive Director will note:

1. Neglect to submit sufficient monitoring data required by the board in Board-Management Delegation policy Monitoring Executive Director Performance in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored, and including Executive Director interpretations consistent with Board-Management Delegation policy Delegation to the Executive Director, as well as relevant data.
2. Clarification regarding interpretation and data. The Executive Director will not:
 - a. Provide interpretations that do not clearly and sufficiently describe the policy as understood by the Executive Director
 - b. Provide data that does not clearly and concisely support fulfillment of the policy task. Refer to chapter 8 of "Reinventing Your Board" by John Carver.
3. Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the board regardless of the board's monitoring schedule.
4. Allow the board to be without decision information required periodically, or in an emergency by the board, or let the board be unaware of relevant trends.
5. Let the board be unaware of any significant incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.
6. Allow the board to be unaware that its action and activities are not in compliance with the board governance policy.
7. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
8. Allow the board to be without a workable mechanism for official board, officer, or committee communications.
9. Deal with the board in a way that favours or privileges certain board members over others, except when:
 - a. Fulfilling individual requests for information or
 - b. Responding to officers or committees duly changed by the board.
10. Fail to submit to the board a consent agenda containing items delegated to the Executive Director yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information
11. Allow the Board to be unaware of any actual or anticipated non-compliance with professional, legal or accounting advice with regard to association activities,

operations or special projects involving third party negotiations. Advice from the Board members shall be included, whether commissioned or offered gratuitously.


Board-Management Delegation Policies

Global Board-Management Delegation	
Category: Board-Management Delegation Policies	Policy Serial #: BMD-Policy1-V1
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Date for next review: January 1, 2026	
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1.1 Board's sole official connection to the operational organization

The board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled Executive Director.


Unity of Control	
Category: Board-Management Delegation Policies	Policy Serial #: BMD-Policy2-V1
Date of Adoption: May 8, 2025	

Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

2.1 Only officially passed motions of the board are binding of the Executive Director.

2.2 Decisions or instructions of individual board members, officers, or circles are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.

2.3 In the case of board members or circles 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 or consultant time or funds, or are disruptive.

Accountability of the Executive Director	
Category: Board-Management Delegation Policies	Policy Serial #: BMD-Policy3-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's	Signature: 


affirmation of official board action adopting this policy:	Printed Name: Francis Corrigan
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3.1 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.

3.2 The board will never give instructions to persons who report directly or indirectly to the Executive Director.

3.3 The board will not evaluate, either formally or informally, any staff other than the Executive Director.

3.4 The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed means will be viewed as successful Executive Director performance.

Delegation to the Executive Director	
Category: Board-Management Delegation Policies	Policy Serial #: BMD-Policy4-V1
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Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

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


4.2 The board will develop policies instructing the Executive Director and Circles to achieve specific results, for specified recipients, 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. All issues that are not ends issues as defined here are means issues.

4.3 The board will develop policies that limit the latitude the Executive Director and Circles may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The board will never prescribe organizational means delegated to the Executive Director or Circles.

1. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
2. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the Executive Director to the board's satisfaction.

4.4 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 in line with the organization's Vision, Mission, Aims and Values. Such decisions of the Executive Director shall have full force and authority as if decided by the board.

4.5 The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board, Executive Director and Circle domains. By doing so, the board changes the latitude of choice given to the Executive Director and Circles. As long as any particular delegation is in place, the board will respect and support the Executive Director and Circle's choice(s).

Monitoring Executive Director and Circle Performance	
Category: Board-Management Delegation Policies	Policy Serial #: BMD-Policy5-V1
Date of Adoption: May 8, 2025	
Date for next review: January 1, 2026	
Considerations for next review:	
Board secretary's affirmation of official board action adopting this policy:	Signature:  Printed Name: Francis Corrigan

5.1 Systematic and rigorous monitoring of Executive Director and Circle performance accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

5.2 Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring information.

5.3 The board will acquire monitoring information by one or more of three methods.

1. By internal report, in which the Executive Director or Circle discloses interpretations and compliance information to the board.
2. By external report, in which an external, disinterested third party selected by the board assesses compliance with board policies.
3. By direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.