Canadian Cancer Society, Manitoba Division

Board Policy Registry & Rules and Regulations

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Guiding Statements and Principles

Mission Statement
The Canadian Cancer Society is a national community-based organization of volunteers, whose mission is the eradication of cancer and the enhancement of the quality of life of people living with cancer.

Vision Statement
No Canadian fears cancer.

Values
Caring: We are passionate, considerate and empathetic toward colleagues and those individuals and families touched by cancer. We believe that all people should be treated with consideration and dignity. Our encouraging and supportive environment allows volunteers and staff to thrive, and contributes to our ability to advance our cause.

Courage: We value the determination and drive of our volunteers and staff to take bold steps to effect positive change. We recognize that such spirit requires a unique strength of character—an inherent quality found in the hearts and minds of people who champion the cancer cause.

Integrity: We are honest and ethical in all that we do, and engage in responsible decision-making that reflects the highest standards of conduct. This ensures that our credibility, leadership and use of donor dollars are never in question.

Progressive: We value our history of learning and our progressive culture of discovery as we strive for continuous improvement and development. We embrace a creative approach to finding solutions that are appropriate and consistent with the strategy, character and abilities of the organization. We value diversity and work hard to create a collaborative environment where we benefit from the cultural perspectives of others.

Guiding Principles
Accountable: We are committed to measuring, achieving and reporting results, and to using donor dollars wisely.

Transparent: We are committed to make that all processes and actions will be open to scrutiny and observation.

Informed: We are committed to making evidence based decisions and to being the trusted source of information for all Canadians.

Excellence: We are committed to focus on the people we serve and strive for excellence through evaluation and continuous improvement.

Responsive: We are committed to be accessible, flexible and transparent and to demonstrate a sense of urgency in our resolve and decision making.
Guiding Statements and Principles

Teamwork: We are committed to effective partnerships between volunteers and staff and we seek opportunities to form alliances with others to maximize the impact of our mission.

Respect: We are committed to respecting all individuals with whom we interact.

Responsible: We are committed to embracing our responsibilities: in fulfilling our mission we do not relieve governments of their responsibilities for health care, disease prevention, or research.
Information on Governance & Policy

What is Policy Governance®?

In 1995 the Canadian Cancer Society, Manitoba Division adopted the Policy Governance® model of organizational governance, which was developed by John Carver. Under Policy Governance®, a Board has three responsibilities or job products:

1. Linking the organization with its ownership.
2. Developing four types of governing policies that reflect the organization’s values:
   - Governance Process policies, which define how the Board will operate,
   - Board-Executive Director Relationship policies, which define the relationship between the Board and the Executive Director,
   - Ends policies, which specify what benefits the organization should provide, for whom, and at what cost, and
   - Executive Limitations policies, which define unacceptable staff behaviour.
3. Ensuring that the Executive Director or CEO (and through the CEO, all staff) comply with Board policy and achieve the Board-defined Ends.

In fulfilling these job responsibilities, Manitoba Division’s Board follows the ten principles of Policy Governance®, which are listed in the first section of the General Information section at the beginning of this registry.

If you are interested in additional information on Policy Governance® ask your library or book store for one of John Carver’s books.
What is the Board Policy Registry?

The Board Policy Registry is a record of all the policies that have been created and approved by Manitoba Division’s Board of Directors.

The registry is divided into six sections. The first, titled General Information, includes the organization’s Mission, Vision, and Guiding Principles. The last section presents the Division’s Rules and Regulations and each of the remaining five sections include the following policies in this order:

- National Board of Directors’ Division Limitation (DL) policies
- Governance Process (GP) policies
- Board-Executive Director Relationship (BE) policies
- Ends (E) policies
- Executive Limitations (EL) policies

How often is the Registry Updated?

Each year the Board reviews and may also amend its policies. As policies are amended, the Board registry is updated. The registry is a public document and the newest version is available on request and also distributed at the organization’s annual general meeting.
The Ten Principles of Policy Governance® Applied to the Canadian Cancer Society

Following is an explanation of Policy Governance® principles.

1. **Holding the Organization in Trust for Owners**
   
   **Principle:** The Board exists to hold the organization in trust on behalf of an identifiable “ownership”. For this reason, the Board’s primary relationship is with the “owners” rather than with staff.
   
   **Application to CCS:** The National Board, as the highest authority within the Canadian Cancer Society, exists to hold the organization in trust on behalf of all people living in Canada.

   Division Boards exist to hold their Divisions in trust on behalf of whatever ownership group Division Boards specify provided that their definitions do not conflict with the National Board’s trust on behalf of all people living in Canada.

2. **Speaking with One Voice**
   
   **Principle:** The Board speaks to the CEO with one voice through written Ends and Executive Limitations policies; the National Board does not create Board structures such as committees that interfere with that clarity of delegation.
   
   **Application to CCS:** The National Board speaks to the National President & CEO with one voice through written Ends and Executive Limitations policies. Because it has delegated accountability for some items to Division Boards, the National Board also speaks to Division Boards with one voice through written Ends and Division Limitations policies.

   The National Board does not create Board committees that interfere with the clarity of delegation either to the National President & CEO or to Division Boards. Similarly, the National Board does not create policies that require Division Executive Directors/CEOs to be accountable to the National President & CEO because that would interfere with the clarity of delegation between the National Board and Division Boards and between Division Boards and their Executive Directors/CEOs.

3. **Making Board Decisions through Policy**
   
   **Principle:** Board decisions are predominantly policy decisions and the Board creates policy in four categories: Ends, Limitations, Governance Process, and Board Relationship with those to whom it delegates.
   
   **Application to CCS:** Because the National Board has chosen to share some of its governing authority with Division Boards, two of the policy categories that one would see in a single level organization are sub-divided:

   - The Board’s Relationship policies, which in single level organizations are usually called Boards-CEO Relationship policies, have two components: 1) the National Board-National
President & CEO Relationship policies, and 2) the National Board-Division Board Relationship (NDR) policies.

- The Limitations policies also have two components – Executive Limitations (for the National President & CEO) and Division Board Limitations (for Division Boards).

4. **Formulating Policy by Defining Values from Broadest to More Narrow**

**Principle:** Policies come in “sizes”; the Board addresses larger values before addressing smaller values that are contained within the larger. When the Board reaches a sufficient level of policy detail, it delegates all further definition to someone else and accepts any reasonable interpretation of its policies that are made by that someone else. If the Board is not prepared to accept any reasonable interpretation it revises its policies to be more specific.

**Application to CCS:** When the National Board reaches a sufficient level of policy detail, it delegates all further definition either to the National President & CEO or to Division Boards. The National Board then accepts any reasonable interpretation of its policies made by the National President & CEO or Division Boards. According to an annual schedule, the National President & CEO and Division Boards submit monitoring reports demonstrating compliance the EL/DL policies and demonstrating progress toward Ends achievement.

In 2008-2009, all Divisions agreed to use a common set of DL interpretations so that their compliance reports provide consistent information using common reporting templates that document each Division Board’s declarations that it has performed specific actions, received specific reports, or implemented specific policies. The National President & CEO compiles his and the Divisions’ reports into a single report that provides the National Board with relevant, consistent information on compliance throughout the nation-wide organization.

5. **Defining and Delegating Rather than Reacting and Ratifying**

**Principle:** The Board should define and delegate, not react and ratify. The Board defines by identifying the “Ends” it wants the organization to accomplish; the Board delegates by setting limitations that specify unacceptable means. The Board does not “approve” event-specific decisions or “ratify” staff plans.

**Application to CCS:** The National Board identifies the Ends it expects from the organization as a whole. The National President & CEO accepts accountability for achieving that portion of Ends appropriate for National. Similarly, Division Boards accept accountability for achieving the Ends and under DL-1 (Responsibility for Shared Policy Governance) have the authority to add complementary Division Ends if necessary to respond to their operating environments.

The National Board identifies any means that are unacceptable for the President & CEO and Divisions in the Executive and Division Limitations policies and therefore does not “approve” specific means. The President & CEO and Division Boards are accountable for complying with their limitations.

A Division Board may choose to delegate to its Executive Director/CEO accountability for handling operations consistently with National Board Division Limitations and Ends policies:
Division Boards using Policy Governance will delegate this accountability through an Executive Limitation policy for their Executive Director/CEO.

Division Boards choosing not to use Policy Governance will delegate this accountability by some other means.

Even if a Division Board decides to make this delegation to its Executive Director/CEO, there are some Division Limitations policies that require Division Boards to take “hands-on action” and responsibility for these limitations cannot be delegated to an Executive Director/CEO. For example, DL-1.1 states that Division Boards shall not fail to require their president or chair to serve on the National Council – this responsibility cannot be delegated to an Executive Director/CEO.

6. Determining Ends as Key Board Role

**Principle:** The key role of the Board is determining “Ends” – What benefits the organization is to produce, who the benefits are for, and how much they are worth.

**Application to CCS:** The key role of the National Board is to determine Ends for the nation-wide organization.

As specified in DL-1 (Shared Policy Governance), the key role of Division Boards is to “adopt the National Ends and add complementary Division Ends if necessary to respond to the Division’s operating environment”. Then as specified in DL-4 (Business Planning, Budgeting, and Performance Reporting), Division Boards must ensure “that Division performance is regularly monitored against Ends” and that “reports of Division Ends performance” are submitted to the National Board each year.

7. Controlling Staff Means by Limiting

**Principle:** The Board controls staff means by limiting rather than prescribing. The resulting Limitations policies act as a “fence” within which staff may exercise their freedom and creativity. This fence is created using negative language.

**Application to CCS:** The National Board controls National Office staff means through Executive Limitations policies. The National Board controls Division Board means through Division Board Limitations policies.

The National Board states both sets of Limitations policies in the negative; for example, by using the phrase “shall not”. By clearly specifying means that are NOT acceptable, the National Board provides the National President & CEO and Division Boards with the freedom to find the most appropriate means.
8. **Designing Board Products and Processes**

**Principle:** The Board explicitly designs its own products and processes by clearly stating what it expects of itself – what value it will add to the organization, what structures it will use, and what code of conduct it will follow. In addition, the Board states how it will control its agenda, how it will link owners, and how it will evaluate itself.

**Application to CCS:** The National Board explicitly designs its own products and processes. Likewise, Division Boards using Policy Governance® explicitly design their own products and processes within any Division Limitations specified by the National Board. Division Boards that choose not to use Policy Governance® may use whatever method they wish to define their own processes provided they comply with Division Limitations.

9. **Linking with the Inside of the Organization**

**Principle:** The Board’s link to the inside of the organization is through the CEO. This link is both empowering and safe. The Board’s policies clearly state how the Board will delegate to the CEO and how it will monitor CEO performance. Together, the Board and CEO constitute a leadership team with both members having clearly differentiated roles that support and respect each other.

**Application to CCS:** The National Board’s link to the National Office’s operations is through the National President & CEO. The National Board’s policies clearly state how the Board will delegate to the National President & CEO; this delegation may include responsibility for coordinating certain nation-wide work. The Board’s policies also specify how it will monitor the National President & CEO’s performance.

The National Board has chosen to share its governance authority with Division Boards. As a result, the National Board, National President & CEO, and Division Boards constitute a leadership team with clearly differentiated roles that support and respect each other.

Just as the National Board’s link to the National Office is through the National President & CEO, its link to Divisions’ operations is through the Division Boards. Accordingly, the National Board’s policies clearly state the following:

- How it will delegate to the Division Boards; this may include the requirements for Division Boards and their Executive Directors/CEOs to work collaboratively with the National Office and other Divisions for certain nation-wide work, and
- How it will monitor Division Boards’ performance.

Division Executive Directors/CEOs are accountable only to their Division Boards. Therefore, Division Executive Directors/CEOs do not receive instruction from, and are not accountable to, the National President & CEO.

Division Boards that use Policy Governance® link to the inside of their own Division operations through their respective Executive Directors/CEOs. These Division Boards have policies that do the following:

- Specify how the Division Board delegates to its Executive Directors/CEO, and
- Specify how the Division Board monitors Executive Director/CEO performance.
In Divisions using Policy Governance®, the Board and Executive Director/CEO constitute a leadership team and have clearly differentiated roles that support and respect each other.

Division Boards that choose not to use Policy Governance® may use whatever methods they prefer to link to the inside of their Division’s operations.

10. **Monitoring Performance Based on Pre-stated Criteria**

   **Principle:** The Board rigorously monitors performance of the CEO and of any others to whom it delegates but only against criteria set out in policy.

   **Application to CCS:** The National Board rigorously monitors performance of the National President & CEO and of the Division Boards but only against criteria set out in Ends, Executive Limitations, or Division Board Limitations policies.

   Division Boards that use Policy Governance® rigorously monitor the performance of their respective Executive Directors/CEOs but only against criteria set out in their Division Ends and Executive Limitations policies.

   Division Boards that do not use Policy Governance® may monitor the performance of their Executive Directors/CEOs in whatever way they see fit. These Division Boards remain accountable to the National Board with respect to Ends and Division Limitations policies.

These principles have been abridged from *Carver Guide 1: Basic Principles of Policy Governance®.*
National Board’s Division Limitation Policies

The Canadian Cancer Society uses Shared Policy Governance to coordinate the work of the National Board of Directors and the ten division boards of directors.

Under this system, the division boards must comply with the National Board’s Division Limitation Policies. Manitoba Division’s Board has incorporated the DLs into the Governance Process (GP) and Executive Limitation (EL) policies that appear in later sections of this policy registry.

DL Global

Date approved by National Board: June 21, 2008    Date revised: June 18-19, 2011

Division Boards shall not

- Cause or allow any organizational practice within their Division that is unlawful, imprudent or in violation of the Canadian Cancer Society’s statute of incorporation, its Bylaws or National Board policies applicable to Divisions or that would be detrimental to the accomplishment of the Canadian Cancer Society’s nation-wide vision and mission.

- Fail to report in a timely manner any actual or anticipated non-compliance with any policy of the Board.
DL-1 Participation in Shared Policy Governance

Division Boards shall not fail to govern in a manner that

- Is consistent with the principles of shared policy governance,
- Respects the Ends,
- Enables nationwide work that supports Ends and Organizational Means,
- Protects the good name of the Canadian Cancer Society.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. Fail to require the Division president or chair to serve on the National Council.

2. Fail to require the Division executive director/CEO to participate with other executive directors/CEOs on the Executive Leadership Team (ELT), which leads and coordinates nationwide work including:* 
   2.1 Development of an annual plan for the whole organization including a research plan, that will achieve progress toward the Ends and ensure consistent revenue growth.
   2.2 Finalize and endorse an annual plan for the National Office, core programs, research, nationwide initiatives, and other work funded collectively by Divisions that will achieve progress toward the ends.
   2.3 Development of mutual agreement on further interpretation of Ends.
   2.4 Development of common frameworks related to core business functions including performance management, risk management, financial reporting, human resources, and ethical fundraising.
   2.5 Development of a schedule and format for submission of monitoring reports from the Division Boards.
   2.6 Find solutions to issues of nationwide importance.

(*Note: The DL monitoring report should refer to statement 2 only. Division Boards do not need to report on their compliance with statements 2.1 to 2.6.)

3. Fail to require the Division executive director/CEO to submit information to the National President & CEO as required for reporting to the National Board.

4. Fail to develop written Division-level governance policies (not necessarily Policy Governance®), including a code of conduct for the Division Board, that are consistent with those governing the National Board of Directors.

5. Fail to submit up to three nominations for the National Board membership as required by National Council.
6. Fail to adopt the National Ends and add complementary Division Ends if necessary to respond to the Division’s operating environment.

7. Fail to ensure that the Division’s public positions on cancer control or other matters are consistent with national positions.

8. Fail to ensure that the Division meets its financial commitments for the National Office, research, and nationwide work.

9. Fail to obtain input from the National President & CEO with respect to the Division executive director’s/CEO’s participation in ELT.
DL-2 Leadership

Date approved by National Board: June 21, 2008 Date revised by National Board: April 5, 2009

Division Boards shall not fail to empower, support and require the Division executive director/CEO to lead in their Divisions and as a member of ELT to:

- Engage and inspire.
- Create an environment for the organization to grow and succeed toward its willed future.
- Demonstrate the organization’s values and guiding principles.
- Achieve measurable progress toward the Ends.
DL-3 Research Portfolio

Date approved by National Board: June 21, 2008       Date revised by National Board: April 5, 2009

Division Boards shall not fail to:

1. Make a three-year rolling funding commitment to research.

2. Consult with the National President & CEO or designate if considering other cancer research investments to ensure consistency with the national strategic research plan and inform the National Board of anticipated and confirmed research investments.

3. Respond positively to requests from the National Board to participate in developing national strategic research plans.
DL-4 Business Planning, Budgeting and Performance Reporting

Date approved by National Board: June 21, 2008  Date revised by National Board: December 5, 2009  March 5, 2011

Division Boards shall not fail to ensure that progress towards achievement of Ends is planned and that progress and compliance with limitations are regularly monitored.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. Fail to operate with an annual business plan that is relevant to the achievement of Ends, protects fiscal soundness, builds organizational capability for future years, and includes a budget.

2. Fail to ensure that the Division performance is regularly monitored against Ends and Division limitations.

3. Fail to ensure that reports of Division Ends performance and compliance with all National Board policies are submitted to the National President & CEO in accordance with the agreed upon schedule and format for monitoring or at the National President & CEO’s request.

4. Fail to respond to a request to submit other information to the National President & CEO or to a National Board committee when the request has been authorized by the National Board.
   
   4.1 The Division Board can refuse to provide information when the request has not been authorized by the National Board and the Division Board can demonstrate that providing the information would require a material amount of staff time or a material amount of funds or be disruptive.

5. Fail to ensure that an external audit is conducted annually.
   
   5.1 Fail to inform the Division auditor that national financial policies apply to the Division and are the relevant standards for the audit.
   
   5.2 Fail to require the Division auditor to respond promptly to requests for information from the National President & CEO or the National auditor.

*Note: In October 2012 (board minutes, page 6), the national board approved the following motion:

“...the National Board of Directors approves that the guidelines for relative priorities for mission investments, to be achieved by each division in the next 3-5 years be within the following ranges:

   Programs: 40%-50%
   Advocacy: 5%-15%
   Research: 40%-50%”

A 3-year time period would be by 2015-16; a 5-year time period would be by 2017-2018.
Division Boards shall not fail to protect the financial condition of the Division.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. With respect to the actual, ongoing condition of the Division’s financial health, the Division Board shall not cause nor allow the development of fiscal jeopardy or material deviation of actual expenditures from Ends and Organizational Means priorities.
   
   1.1. Expend designated revenue for other than the purpose intended by the donor, funder, or partner (including other divisions, the National Board and National Office) that provided the revenue.
   
   1.2. Allow filing of government ordered payments, government ordered reports, and pension contributions to be inaccurate or overdue.
   
   1.3 Incur expense in any given fiscal year that exceeds revenues received or receivable or that reduces reserves below the level specified in the National policy without prior approval from the National Board.

2. With respect to the organization’s actual, ongoing financial condition the Division Board shall not fail to

   2.1 Provide the National Office with quarterly financial and variance reports in a format provided by the National Office consistent with DL-1, 1.4.

   2.2 Advise the National Board promptly of any material threat to the Division.

   2.3 Require the Division Executive Director/CEO to advise the National President & CEO promptly of any material threat to the Division.

3. Fail to have the same fiscal year as the National Office and to ensure that financial management is consistent with generally accepted accounting principles and consistent with the accounting policies and standards adopted by ELT consistent with DL-1, 1.4.

4. Fail to ensure that financial management permits nation-wide accountability reporting and meaningful composite reporting.

5. Make a one-time disbursement or enter into a long-term commitment for land, buildings or any other capital items for an amount exceeding $500,000 without prior approval of the National Board of Directors.

6. Fail to receive prior approval of the National Board of Directors to do any of the following:

   6.1 Borrow money upon the credit of the Society.

   6.2 Issue bonds, debentures, letters of credit or other securities of the Society.
6.3 Hypothecate, mortgage, charge or pledge any or all of the real or personal property of the Society or both.

6.4 Give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society and to secure such director or other person against loss by giving him or her a mortgage or charge upon the whole or any part of the real or personal property of the Society.

7. Fail to manage reserves according to the following guidelines:

7.1 Maintain an Operating Reserve at a minimum of 10% to 20% of total actual unrestricted expenditures as reported in the prior year’s audited financial statements or the current year’s budget that has been approved by the Division Board. Total actual unrestricted expenditures exclude government funded programs (provided the program would be discontinued should government funding end), lotteries, and the Division’s research contribution to National. The Operating Reserve may exceed 20% when a larger reserve is warranted based on an assessment of financial risk.

7.2 Secure prior National Board approval to reduce the Operating Reserve below 10% of the total actual unrestricted expenditures as defined in 7.1. The proposal to reduce the Operating Reserve below 10% must include a description of the proposed use of the funds and a plan to replenish Operating Reserves within a reasonable timeframe.

7.3 Maintain total Unrestricted and Internally Restricted Resources at a level that does not exceed 50% of the total actual unrestricted expenditures as defined in 7.1.
DL-6 Asset Protection

Date approved by National Board: June 21, 2008

Division Boards shall not allow the Division’s assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. Expose unnecessarily the organization, its Board or staff to claims of liability.

2. Fail to ensure that insurance coverage is in place to protect the insurable assets of the Division to limits and on such terms as is customary and reasonably available in the Canadian insurance marketplace in consultation with the organization’s insurance brokers or other professional advisors.
DL-7 Good Name and Public Image

Date approved by National Board: June 21, 2008       Date revised by National Board April 5, 2009
Sept. 25, 2010

Division Boards shall not cause or allow damage to the good name and public image of the Canadian Cancer Society nation-wide.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. Fail to ensure the consistency and integrity of the national brand.
   2.1 Fail to protect the integrity and meaning of the CCS logo and other proprietary Marks.
   2.2 Fail to ensure that the national standards for the use of CCS logo and proprietary Marks are followed.
   2.3 Permit the use of the CCS logo without a written agreement following a standard format that has been approved.

2. Fail to ensure that Divisions actively promote the Canadian Cancer Society.

3. Fail to require the Division Executive Director/CEO to notify the National President & CEO in a timely manner of any unauthorized or improper use of the CCS logo or proprietary Marks and any circumstance that has the potential to damage the good name and public image of the Canadian Cancer Society.

4. Permit any action that endangers the charitable status of CCS.

5. Fail to ensure that Divisions comply with Imagine Canada’s Ethical Fundraising and Financial Accountability Code.
DL-8 Investments

Date Approved by National Board: June 21, 2008

Division Boards shall not fail to, with respect to investment of funds, ensure that:

1. All investments comply with National Board approved Statements of Investment Policies and Procedures.
DL-9 Treatment of Staff and Volunteers

The CCS provides Canadians with compelling opportunities to volunteer and work.

With respect to the treatment of staff and volunteers, the Division Board shall not fail to ensure conditions that are fair, respectful, transparent, and consistent with the CCS values and guiding principles.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. Fail to act in a manner that current and potential staff view the Canadian Cancer Society as an employer of choice.

2. Allow the executive director/CEO to manage or engage any staff or volunteers contrary to the relevant national and provincial legislation.

3. Allow the executive director/CEO to operate without providing staff and leadership volunteers (and others at the Board’s discretion) with a secure external mechanism for anonymous and confidential reporting of alleged or suspected improper activities or gross negligence without fear of retaliation.

4. Allow any activity or behaviour by staff and volunteers that may bring the organization into disrepute or damage its public image and integrity.

5. Fail to require the executive director/CEO to hold staff to a code of conduct.

6. Fail to make the nation-wide pension plan and group benefits available to all regular full- and part-time employees and to temporary full- and part-time employees according to the terms of the pension and group benefits plans.
DL-10 Treatment of the Public

Date approved by National Board: June 21, 2008
Date revised by National Board: April 5, 2009
Sept. 24-25, 2011

The Division Board shall not fail to ensure conditions that are fair, respectful, transparent, and consistent with the CCS values and guiding principles.

Further, without limiting the scope of the above statement by the following list, the Division Board shall not allow the Division executive director/CEO to:

1. Fail to provide Canadians with a trusted voice and compelling opportunities to donate.
2. Limit access to materials and services based on inability to pay.
3. Fail to ensure access to services and products in French and English and other languages as appropriate to reasonably respond to regional, cultural, and linguistic diversity.
DL-11 Relationships with Partners

Date approved by National Board: June 21, 2008       Date revised by National Board: April 5, 2009

Sept. 24-25, 2011

Division Boards shall not fail to support national alliances at the Division level and develop appropriate partnerships to assist in achieving the Ends.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not permit their Division to:

1. Fail to provide Canadians with a trusted voice and compelling opportunities to partner.
2. Develop or continue collaborative relationships or joint programs with organizations whose principles or practices are incompatible with achievement of the Ends, contravene any CCS By-laws or other policies or positions and that may jeopardize CCS’s reputation.
3. Fail to ensure that a review process is in place to assess organizational risk related to proposed collaborative relationships and joint programs.
4. Fail to comply with a nationwide gift acceptance policy.
5. Fail to ensure that any CCS strategy is designed so that it does not assume governments’ responsibilities.
Division Boards shall not fail to protect the Division from risk and to accept shared risk management as a key responsibility.

Further, without limiting the scope of the above statement by the following list, Division Boards shall not:

1. Fail to report to the President & CEO and the National Board in a timely manner about risks that present a material threat to the Division.

2. Fail to ensure that the Division adopts the nationwide framework for Shared Risk Management (SRM), as revised from time to time to reflect best practices, including the SRM classification scheme, risk assessment rating scales, and evaluation and monitoring tools (or an equivalent framework mapped to the SRM).

3. Fail to ensure that the Division has completed the assessment of all risk categories using the established risk register and has developed and implemented strategies to mitigate risks.

4. Fail to ensure that the Division monitors high risks, and ensure that the Division risk register is presented at least once annually to the Division Board.

5. Fail to ensure that the resources required for addressing high risks are considered in the Division’s business planning and budget process.
Manitoba Division Board Policies
Governance Process Policies
The purpose of the Division Board, on behalf of all Manitobans, is to see to it that the Canadian Cancer Society, Manitoba Division operates to achieve its Ends and avoids unacceptable actions and situations.

The Board shall not

- Cause or allow any organizational practice within their Division that is unlawful, imprudent or in violation of the Canadian Cancer Society's statute of incorporation, its Bylaws or National Board policies applicable to Divisions or that would be detrimental to the accomplishment of the Canadian Cancer Society's nation-wide vision and mission.

- Fail to report in a timely manner any actual or anticipated non-compliance with any policy of the National Board.
GP-2 Board Style and Contribution

Policy approved by the Board on January 20, 2009

Revised by the Board: May 4, 2010
January 25, 2011
May 8, 2012

The National Board delegates to the Division Board its authority to govern in Manitoba.

The Division Board has adopted, and will operate in a manner that respects, the Canadian Cancer Society’s vision, values and guiding principles.

The Division Board will govern using a style consistent with the shared policy governance that exists between the Manitoba Division and the National Board.

This governance style emphasizes the following strengths:

- pro-active forward outward vision
- encouragement of diversity of viewpoints
- strategic leadership
- clear distinction of Board and staff roles, and
- collective decision-making

The Board demonstrates this style when it makes the following contributions to the organization:

1. Works collaboratively with the National Board consistent with the National Board’s Division Limitation Policies (DLs).
2. Ensures that the needs of Manitobans are considered within a National perspective.
3. Links the Manitoba Division and its ownership as outlined in the Governance Process policy, Ownership Linkage.
4. Develops policies that guide the Manitoba Divisions’ thinking and behaviour in the following areas:
   a) Governance Process Policies that describe how the Board conceives, carries out, and monitors its own tasks.
   b) Executive Limitations Policies that list the activities and decisions that are unacceptable and that leave all else to the discretion of the Executive Director.
   c) Board/Executive Director Relationship Policies that state how authority is delegated to the Executive Director, and its proper use monitored.
   d) Ends Policies that describe the organizations outcomes (impacts or benefits) to be achieved, for whom they will be achieved, and at what cost or relative priority.
5. Ensures Executive Director performance in achieving Ends and in complying with Executive Limitations.

6. Fosters a sense of group responsibility by monitoring the Board’s own performance relative to the National Division Limitation Policies and Manitoba Division’s Governance Process and Board/Executive Director Relationship Policies.
GP-3 Board Linkage with Ownership

Policy approved by the Board on September 30, 2005 Revised by the Board: November 24, 2009

The Canadian Cancer Society, Manitoba Division defines its moral owners (the ownership) as being all Manitobans.

The Board shall be accountable to, and act on behalf of, the ownership as a whole, rather than as an advocate for specific geographic areas, communities, or interest groups.

1. As representatives of the owners, Board Members are obligated to identify and understand what the owners want and need.

2. When making governance decisions, Board Members shall maintain a distinction between their own personal interests as customers of Manitoba Division’s services and their obligations to speak for and represent all owners.

3. The Board shall acknowledge diversity among the ownership and shall use a variety of methods to meet with, gather data about, gather input from, and otherwise interact with owners in a way that reflects this diversity.

As outlined in GP-8 Officers Responsibilities, the Vice Chair is responsible for ensuring 1) that an ownership linkage plan is developed with input from the Board, 2) that ownership linkage is discussed during the Board’s annual retreat, and 3) that a budget for ownership linkage is presented to the Board at the November Board meeting and subsequently included in the annual operating budget this is prepared by the Executive Director.
GP-4 Code of Conduct

Policy approved by the Board on June 9, 2009
Revised by the Board:
November 23, 2010
May 3, 2011
June 12, 2012

The Canadian Cancer Society enjoys the very highest reputation for honesty, integrity and the faithful
discharge of the public’s trust and confidence. The Society’s Board members have the highest onus on
them to honour this reputation and conduct themselves at all times in a manner which will enhance that
reputation and not detract from that public trust and confidence.

The Board obligates itself to conduct all of its affairs in the highest standards of ethical and businesslike
behaviour. Appropriate use of authority and decorum will be expected of all members when acting on
behalf of the Board and every member shall observe this Code of Conduct.

Global

1. Board members shall not
   • Cause or allow any organizational practice that is unlawful, imprudent or in violation of the
     Canadian Cancer Society's statute of incorporation, its Bylaws or Board policies or that would
     be detrimental to the accomplishment of the Canadian Cancer Society's nationwide vision and
     mission.
   • Fail to report in a timely manner any actual or anticipated non-compliance with any policy of
     the Board.

Loyalty and Accountability

2. Board members must be loyal to the ownership and unconflicted by loyalties to staff, other
   organizations, or any personal interests including interests as consumers of the organization’s
   programs and services.

3. Board members are accountable to exercise the powers and office honestly and in good faith.
   Board members shall exercise the degree of care, diligence, and skill that a reasonably prudent
   person would exercise in comparable circumstances.

4. Board members must avoid a conflict of interest with respect to their fiduciary responsibility. In this
   context, “conflict of interest” means:
   • an interest that would be likely to affect adversely a Board member’s judgment on behalf of, or
     loyalty to, the Society, or
   • an interest that a Board member might be prompted to prefer to the interest of the Society.
4.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

4.2 When the Board is to decide upon an issue about which a Board member has a conflict of interest, that Board member shall declare a conflict of interest and absent herself or himself without comment from not only the vote, but also from the deliberation.

4.3 Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment, he or she must take a leave of absence from the Board. If hired, he or she must first resign from the Board.

**Appropriateness**

5. Board members will all take responsibility for ensuring that the Board functions appropriately.

5.1 Board members are bound by Board requirements and by limits of the Board authority.

5.2 Board members will refer inquiries regarding operations to the Executive Director on a timely basis. The Executive Director will determine the appropriate course of action.

5.3 Individual Board members will not attempt to exercise individual authority over the organization except as explicitly set forth in Board Policies. Individual Board members’ interaction with the Executive Director or staff carries no authority or formal influence.

6. Board members acting in their capacity as Board members and representatives of the Society will treat all individuals fairly, equitably, and with decency and respect and will not engage in harassment of any sort.

7. Board members will be sensitive to and avoid any situation where a political contribution or activity might appear to be made on behalf of the Society or to obtain a benefit for the Society. Further, Board members should never use their position to compel other Board members or employees to make a political contribution or to influence any vote or political activity on the part of these members or employees.

8. Board members may have access to assets (technology, applications, networks, etc.) that are owned or provided by the Society. While these are provided for the Society’s business, there may be times when Board members connected to the Society’s systems want to access the Internet or use email for non-work related purposes such as internet banking, travel arrangements, and weather forecasts. Personal use of the Society’s assets is a privilege, not a right, and may be withdrawn at any time if it is abused.

Incidental personal use will be considered appropriate as long as:

- It is not contrary to any existing policies or the Code of Conduct.
- It does not interfere with the Society’s business.
- It does not interfere with productivity.
• It complies with all existing laws and regulations (internet use in other countries must comply with laws in that jurisdiction).
• It would be considered ethical and in good taste by any reasonable person.

9. Board members will cooperate with audits, tests or other investigations of issues within the Society, may not obstruct or delay such investigations, and may not discuss that a Board member or employee is under investigation without the Chair’s prior consent.

10. Board members will not attempt to retaliate or take adverse action against another Board member or an employee of the Society who provides information or assistance in an investigation.

Violations of this Code

11. In the event that

• Someone outside the Board alleges that a Board member has violated the Code of Conduct, the member shall be informed in writing and shall be allowed to present his/her views of such alleged breach to the Chair, or
• A Board member believes that he/she has or may have violated the Code of Conduct, the member shall advise the Chair on a timely basis, or
• A Board member believes that another Board member is not compliant with the Code then the Board member shall advise the Chair on a timely basis,

Then the Chair will investigate and follow the process outlined below:

11.1 Should the Chair conclude that the Code has not been violated, no further action will be taken.

11.2 Should the Chair conclude that the violation is minor, the Chair may take no further action or may advise the Board of the violation and that no further action is required.

11.3 Should the Chair conclude that the violation is more serious, the Chair will refer the matter to the Board for discussion and resolution. If not resolved by the Board, the Chair will refer the matter to Division Council. The Board member shall absent him/herself from any vote for or on resolution.

12. The Chair Elect will perform the above duties that would otherwise be conducted by the Chair in the event that

• The Chair is alleged to have violated the Code.
• The Chair believes that he/she may have violated the Code.
• The Chair is absent.
Conduct Related to Board Meetings

13. Board members shall strive to manage time effectively and agree to come prepared in advance for meetings. Board members will be familiar with the Board meeting materials, which are pre-circulated.

14. Board members missing two (2) consecutive Board meetings without communicating a valid reason prior to the meeting in writing or verbally to the Division Secretary (Executive Director) may be asked to resign.

15. The Board is committed to effective decision making and, once a decision has been made or position taken, all Board members will speak with one voice.

16. Board members shall respect each member’s contribution to the discussion and encourage each other to present their views. The sharing of observations or concerns should occur at the Board table.

   16.1 The Board will encourage and provide an atmosphere conducive to the expression of different viewpoints and perspectives since a broad range of ideas increases the potential for more informed and effective decisions.

   16.2 Board members will accept that the process may involve differences of opinion believing that it is only when all points of view are revealed that the best decision can be made. The Board will strive to achieve consensus.

   16.3 A consensus decision is one that is acceptable to all provided that a variety of points of view have been reasonably considered. Where this is not possible, necessary decisions will be made by majority vote.

   16.4 Should Board members have suggestions for board meeting agenda items or discussion topics, they will discuss them with the Chair or the Division Secretary (Executive Director) prior to the Board meeting.

17. While Board members may discuss specific Board business with each other outside Board meetings, they will respect the confidentiality of Board business and the importance of the Board as a whole discussing its business, reaching decisions as a collective that is responsible for the organization’s governance, and speaking with one voice.

Confidentiality and Representations to the Public

18. Board members shall respect the confidentiality of Board discussions and Board materials

19. Any information or materials revealed to or obtained by a Board member in the course of their role at the Society constitute the property of the Society. Upon request, members will return all confidential and proprietary property to the Society at the conclusion of their term or when otherwise requested to do so by the Chair.

20. Only the Chair, Executive Director, or persons delegated by them, may make public statements on policy matters or controversial issues related to Board work
21. While individual Board members may hold views contrary to the Society’s policies and position statements, Board members may not speak or actively work against such policies and positions.

**Expense Reimbursement**

22. The Board will refund expenses incurred by Board members for authorized attendance at events such as, but not limited to, National Board meetings, Division Board meetings, Board workshops, Board committee meetings (Executive and Audit), Division Council meetings, and ad hoc meetings.

**Board Members Serving as Operational Volunteers**

23. Individual Board members are encouraged to be operational volunteers, as well as governance volunteers. As operational volunteers they are then individually accountable through the normal departmental channels to the Executive Director. They are not representing the Board of Directors at the operational level. These volunteer opportunities are managed through the Executive Office.

24. When serving as operational volunteers, Board members must comply with the Code of Conduct. Notwithstanding statement 5.2, board members serving as operational volunteers may answer questions from the public about the service or program for which they are volunteering. They should refer questions about other aspects of the Division’s operations and all complaints to the Executive Director who will determine the appropriate course of action.

____________________  ____________________
Director, Manitoba Division  Date
GP-5 Board Relationship with Other Organizations

Policy approved by the Board on September 9, 2008   Revised by the Board: June 11, 2013

The Canadian Cancer Society provides Canadians with a trusted voice and compelling opportunities to partner.

The Board shall support national alliances at the Division level and develop appropriate partnerships to assist in achieving the Ends.

The Board shall identify other organizations with which it requires a good working relationship in order to achieve its Ends. The Board will establish mechanisms for maintaining open communication with these organizations.

1. The Board shall not permit the Division to:
   a) Develop or continue collaborative relationships or joint programs with organizations whose principles or practices are incompatible with achievement of the Ends, contravene any CCS By-laws or other policies or positions and that may jeopardize CCS's reputation.
   b) Fail to ensure that a review process is in place to assess organizational risk related to proposed collaborative relationships and joint programs.

2. The Board may consider the following mechanisms when reaching out to other organizations. Such mechanisms may include but are not limited to:
   a) Inviting representatives of the Boards of those organizations to Board meetings.
   b) Meeting jointly with other Boards on occasion.
   c) Requesting the Executive Director to establish linkages at a staff level, and to report on areas of mutual interest and activity.

3. The Board may wish to appoint representatives to other boards or advisory committees linked to other boards. The following guidelines will be considered as part of the decision making process:
   a) The Board will assess whether such representation is appropriate within the Board’s stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be discussed and agreed upon by the chair of the other board or advisory committee, the Society’s appointee, and the Division’s Chair.
   b) The Society’s appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
GP-6 Governance Action Plan

Policy approved by the Board on January 20, 2009  Revised by the Board:  September 27, 2011
February 28, 2012  March 19, 2013

To fulfill its responsibilities and function as a Policy Governance Board under the Society’s model of Shared Policy Governance, the Board shall do the following.

1. Establish Governance Process Policies that will serve as measurable standards against which the Board’s performance can be monitored and evaluated. Board monitoring will focus on the Board as a whole, not on Directors as individual Members.

2. Maintain control of its own agenda by developing an Annual Governance Action Plan (an annual schedule) during the first quarter of the Board’s term of office, which begins immediately following the annual meeting. The action plan will support the Board’s functioning as a Policy Governance Board under the Society’s model of Shared Policy Governance and include, but not be limited to, the following:

   a) A formal review of the Board’s adherence with GP-2 Board Style and Contribution and GP-4 Code of Conduct at the last or second to last Board meeting before the annual meeting.

   b) A formal review of the Board’s adherence with GP-3 Board Linkage with Ownership at the first Board meeting following the annual meeting.

   c) A formal review of the Board’s adherence with every other Governance Process policy at least once every three years.

   d) A review of the content of GP-4 Code of Conduct at the first Board meeting following the annual meeting.

   e) A review of the content of the remaining Governance Process policies and the Executive Limitation and Board-Executive Director Relationship policies on a three-year cycle. At the discretion of the Board, any policy can be monitored at any time. Content reviews are generally pre-board work performed by Board Members. The Chair will ask for volunteers and if necessary will assign Board Members based on their interest.
f) Time for monitoring the Executive Director’s compliance with Executive Limitations Policies. The Executive Director’s Monitoring reports will be provided to Board members and read by them prior to the Board meeting and discussion will occur only if reports show policy violations or do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated.

g) Board education related to the Division’s Ends and strategic priorities. Education may include but is not limited to consultation with the division’s ownership and presentations by third parties and relate to a variety of cancer-related topics including external factors such as demographics, cancer trends, research discoveries, public policy, and other cancer charities and groups.

h) Board education related to governance in recognition that continual updating of knowledge and awareness of new issues are vital to a Member’s contribution to the Board.
   i) New Board Members shall receive a complete orientation to ensure familiarity with the organization’s structure and issues, and the Board’s process of governance.
   ii) Candidates for Board Membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications, and the expectations of Board Members.
   iii) Board Members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

i) A review of the Division’s Ends as required to maintain alignment with the Society’s nationwide Ends.

j) A self-evaluation conducted under the leadership of the Chair. As a result of this evaluation, the Board will include in its Governance Action Plan specific goals and objectives for improvement of identified areas. The Board will utilize appropriate ways to evaluate its performance using specified performance criteria. Methodologies may include any or all of the following:
   i) External evaluation, i.e., paid consultant, fiscal audit
   ii) Peer evaluation, i.e., peer experts from community or other Divisions
   iii) Self-evaluation.

3. Delegate to the Chair the authority to fill in the details of the meeting content. The agenda is open, subject to Board Member input. The detailed agenda shall be prepared jointly by the Chair and the Executive Director. Potential agenda items shall be carefully screened to ensure that they relate to the Board’s job description, rather than simply reviewing staff activities. Screening questions shall include:
   a) Clarification as to whether the issue clearly belongs to the Board or the Executive Director.
   b) Identification of what category an issue relates to; for example, Ends, Executive Limitations, Governance Process, Board-Executive Director Relationship, and an allocation of time for each category.
c) Review of what the Board has already said in this category, and how the current issue is related. Has the Board already dealt with the issue? If so, in what way? Is the issue one level below current Board policy, or several levels lower? What is the broadest way to address this issue so that it is still “under” the Board policy that already exists?

4. Respond to the national board of directors’ or a third party authority’s requirement that the division board formally approve something that the division board has delegated to the Executive Director through an Executive Limitation policy by requiring the Executive Director to provide evidence to certify that he has complied with the relevant Executive Limitation policy. The Board will then approve the item with no discussion unless the board decides by a majority vote that discussion is required.
GP-7 Governance Responsibilities for Finance

Policy approved by the Board on March 13, 2007
Revised by the Board on June 9, 2009
Revised by the Board on January 26, 2010
Revised by the Board on September 27, 2011
Revised by the Board on November 22, 2011

Deleted by the board on March 19, 2013
(The essential provisions of GP-7 are addressed through other GPs and ELs)
GP-8 Officers’ Responsibilities

Policy approved by the Board on January 10, 2006  Revised by the Board: June 9, 2009
September 27, 2011  February 28, 2012

Officers of the Board are bound by Board decisions and by the limits of Board authority.

The Officers may meet as a group with the Executive Director for the purpose of Board work preparation, evaluation of the Executive Director, and in emergency situations, but may not act in place of the Board, except as the Board specifically delegates.

1. Chair’s Responsibilities (Rules and Regulations – Section 14)

a) The Division Chair will ensure the integrity of the Board’s process, including effectiveness of meetings and the Board’s adherence to its own policies. The Chair also leads the Board activities relative to board evaluation as described in GP-12 Governance Action Plan and serves as the Policy Governance champion.

b) The Division Chair will chair Board meetings, with all commonly accepted authority of that position (i.e. ruling, recognizing, etc.). Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board, not the Executive Director to decide.

Actions taken at the meeting will be by resolution pursuant to question asked upon motion made. Questions arising will be decided by a majority of votes upon a show of hands.

Each Director, including the Chair, will have one vote and in the case of an equality of votes the Chair, as chair, will not have a second or casting vote.

A declaration by the Chair that a resolution has been carried or has been lost will be conclusive evidence of the fact.

c) The Division Chair has the authority to make any reasonable interpretation of the Board’s Governance Process and Board-Executive Director Relationship policies.

d) The Division Chair has no authority to make decisions about the Board’s Ends and Executive Limitations policies. Therefore, the Chair has no authority to supervise or direct the Executive Director.

e) The Division Chair is the only Board Member authorized to speak for the Board to outside parties in announcing Board-stated positions.

f) The Division Chair may delegate some of his/her responsibilities but not his/her overall accountability.

g) The Division Chair serves as a member of the Division Council and of the National Council.
h) The Division Chair, with involvement of the Executive Director, shall ensure that a two-year personalized succession plan be developed for the Vice Chair.

i) The Division Chair shall approve all personal expense claims submitted by Board and/or Board Committee Members, with the exception of that of the Chair. The Division Chair shall, with regard to Board-approved Ownership Linkage activities/initiatives, approve the payment of invoices.

2. **Vice Chair’s Responsibilities** *(Rules and Regulations – Section 14)*
   
a) The Vice Chair will accept the office in the expectation that he/she may be called upon to succeed to the office of the Chair.

b) The Vice Chair will act in the absence of the Chair, mutatis mutandis, clothed with all authority of the Chair, when filling the role of the Chair.

c) The Vice Chair will perform such responsibilities as delegated to him/her by the Chair as part of the two year succession plan to the position of Chair.

d) The Vice Chair serves as a Member of the Division Council.

e) The Vice Chair shall ensure that an Ownership Linkage plan is developed with input from the Board. The Vice Chair shall lead Board discussions regarding Ownership Linkage when they occur. The Vice Chair shall submit a budget for Ownership Linkage to the Board at the November Board meeting. This information will be included in the Division’s budget presented in January to the Board Members.

f) The Vice Chair shall work with the Executive Director to ensure the implementation of the Ownership Linkage Plan and shall report regularly to the Board on the progress of the Plan.

3. **Secretary’s Responsibilities** *(Rules and Regulations – Section 15)*
   
a) The Secretary shall ensure that all Minutes of the Board of Directors and Executive Committee are accurately recorded and circulated.

b) The Secretary shall ensure that such correspondence that the Board of Directors requires is completed, and the Secretary shall be a signing officer of the Society.

4. **Chair of Audit’s Responsibilities** *(Rules and Regulations – Section 14)*
   
a) The Chair of Audit serves as Chair of the Audit Committee.

b) The Chair of Audit shall approve all expense claims submitted by the Chair.

5. **Past Chair’s Responsibilities** *(Rules and Regulations – Section 7)*
   
a) The Past Chair serves as Chair of the Division Council.
b) The Past Chair shall ensure that the functions of the Division Council are carried out consistent with the Rules and Regulations. Division Council is not considered a committee of the Board, but supports the governance functions of the Board of Directors. The Division Council is a separate entity described by the Rules and Regulations.

c) The Past Chair, on behalf of the Division Council, shall at the January Board meeting seek the advice of the Board regarding succession planning for the Division Board.

d) The Past Chair, on behalf of the Division Council, shall at the March Board meeting advise the Board of the status of the succession planning activities.

e) The Past Chair shall at each annual general meeting present the slate of Directors for the coming year.
A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board Members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

Judicious and sparing use of committees preserves the integrity of the Board. Committees shall never interfere with the wholeness of the Board.

1. Board committees may assist in creating policy alternatives for Board consideration.
2. Committees’ expectations and parameters will be specifically stated so as not to conflict with Executive Director authority.
3. Committees are not empowered to exercise authority over staff. They will not normally have direct dealings with current operations.
4. This policy applies only to committees which are formed by Board action, whether or not the committee includes non-Board Members. It does not apply to committees formed under the authority of the Executive Director or as a legal requirement.
5. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
6. The Board retains overall responsibility and authority to monitor organizational performance.
7. All committee members shall abide by the same Code of Conduct as governs the Board.
8. Except as defined in written Terms of Reference, no committee has authority to commit the funds or resources of the Canadian Cancer Society, Manitoba Division.
9. Committee expenses will be reimbursed in accordance with Board Policy, GP-12 Governance Action Plan.
10. The Executive Committee and the Audit Committee are the only standing committees of the Board of Directors (Reference: Rules and Regulations of Manitoba Division Sections 11, 12 & 13).
GP-10 Executive Committee Terms of Reference

Policy approved by the Board on March 15, 2004  Revised by the Board: September 27, 2011  March 20, 2012

Products

1. A decision on behalf of the Board, only in emergency situations when it is not feasible to convene a Board meeting.

2. Conduct pre-Board work to evaluate the Executive Director’s performance.

3. Conduct pre-board work on the Risk Register to

   3.1 Contribute a governance perspective to refine and maintain the Risk Register.

   3.2 Develop recommendations to the Board to mitigate governance risks.

   This work will not limit the Executive Directors’ responsibility for the Risk Register or the Board’s responsibilities under DL-14 Shared Risk Management.

Authority

The committee has the authority to act on behalf of the Board in emergency situations as described above, and must report its actions to the Board at the next regular Board meeting (Reference: Rules and Regulations of Manitoba Division Sections 11).

Composition

The Committee shall have the following members:

- Division Chair,
- the Division Past Chair,
- the Division Vice-Chair, and
- the Division Chair of Audit.

As specified in Section 10 of the division’s Rules and Regulations:

- the Executive Director and the Division Solicitor shall be invited and expected to attend as non-voting resources, and
- the Executive Assistant or other person designated by the Executive Director may also attend to keep a record of the meeting.
GP-11 Audit Committee Terms of Reference

Products

1. The Audit Committee through the Chair of Audit or designate, annually recommends the appointment of an auditor based on a review process that they oversee. This recommendation is made at the March Board meeting.

2. The Audit Committee through the Chair of Audit or designate, annually presents the audited financial statements and auditors report for board approval. This recommendation is made no later than the March Board meeting. The approved financial statements are also presented by the Chair of Audit or designate at the Annual General Meeting.

3. The Audit Committee conducts pre board work in January to assess Executive Director compliance with EL-4 Business Planning, Budgeting and Performance Reporting, statement 1. The Audit Committee may examine the documentation and/or ask the Executive Director to “walk them through” the business planning process. The Chair of Audit or designate will present the Audit Committees’ findings regarding compliance with EL-4 Business Planning, Budgeting and Performance Reporting statement 1 at the January Board meeting.

4. The Audit Committee conducts pre board work to review and discuss quarterly financial statements and reports with the Executive Director. This review and discussion should include actual, forecast, and budgeted results; explanation of variances from budget; and corrective actions to address negative variances to budget where required.

Authority

The Chair of the Audit or designate has authority to sign the letter of engagement, including fees, with the auditor on behalf of the Board, after the Board has appointed the auditor.

Composition

The committee is chaired by the Chair of Audit or designate with representatives from the Board of Directors and one or more from the community. At the September Board meeting there will be one Director appointed from the Board and there will be one or more community representatives appointed. The Chair is ex-officio on the Audit Committee.

Term of Office

The Chair of Audit is appointed annually at the Annual General Meeting. The Director from the Board is appointed in September and serves until the next Annual General Meeting. The community representative(s) can be appointed for a two year term, renewal once.
GP-12 Governance Action Plan

Policy approved by the Board on January 20, 2009
Revised by the Board on September 27, 2011
Revised by the Board on February 28, 2012
Deleted by the Board on March 19, 2013
(GP-12 replaced by an enhanced GP-6 that was renamed Governance Action Plan)
Recognizing that it is accountable to the CCS National Board to ensure that the Manitoba Division is operated consistently with all National Board policies applicable to Divisions, the Division Board will govern in a manner that

- Is consistent with the principles of shared policy governance,
- Respects the Ends,
- Enables nationwide work that supports Ends and Organizational Means,
- Protects the good name of the Canadian Cancer Society.

Further, without limiting the scope of the above statement by the following list, the Board shall:

1. Require the Division Chair to serve on the National Council.
2. Require the Division Executive Director to participate with other executive directors/CEOs on the Executive Leadership Team (ELT), which leads and coordinates nationwide work.
3. Empower, support, and require the Division Executive Director to lead in the division and as a member of ELT to:
   - Engage and inspire.
   - Create an environment for the organization to grow and succeed toward its willed future.
   - Demonstrate the organization’s values and guiding principles.
   - Achieve measurable progress toward the Ends.
4. Require the Division Executive Director to submit information to the National President & CEO as required for reporting to the National Board.
   4.1 Require the Division Executive Director to submit other information to the National President & CEO or to a National Board committee when the request has been authorized by the National Board except when the Division Board has refused to provide such information because the request has not been authorized by the National Board and the Division Board can demonstrate that providing the information would require a material amount of staff time or a material amount of funds or be disruptive.
5. Develop written Division-level governance policies (not necessarily Policy Governance®), including a code of conduct for the Division Board, that is consistent with those governing the National Board of Directors.

6. Submit up to three nominations for the National Board membership as required by National Council.

7. Adopt the National Ends and add complementary Division Ends if necessary to respond to the Division’s operating environment.

8. Take cancer control or other positions that are not contrary to national positions.

9. Obtain input from the National President & CEO with respect to the Division Executive Director’s participation in ELT.

10. Provide input to National Board decisions on strategic direction for the Canadian Cancer Society nation-wide.

11. Ensure that the National Chair is advised in a timely manner of any circumstance in the Division that has the potential to damage the good name and public image of the Canadian Cancer Society.

12. Advise the National Board promptly of any material threat to the Division.

13. Ensure that Division performance is regularly monitored against Ends and Division limitations.

14. Make a three-year rolling funding commitment to the Canadian Cancer Society Research Institute.

15. Respond positively to requests from the National Board to participate in developing national strategic research plans.
GP-14 Transportation and Travel Expenses

Policy approved by the Board on September 29, 2006

Revised by the Board on November 23, 2010

Revised by the Board on October 1, 2013

The Board will fund the expenses of Directors authorized to attend National Board meetings, Divisional Board meetings, Board workshops, Board Committee meetings (Executive & Audit), Division Council, and Ad hoc meetings.

Costs incurred when traveling at the expense of the Manitoba Division will be reimbursed as detailed on the following page. With the exception of mileage claims, original receipts are required for all expenses.

Transportation Expenses

1. The lowest return air fare reasonably available under the circumstances (not to include the extra cost of stop-overs en route, unless such stop-overs are related to Society business).

2. The lowest anticipated cost for ground transportation (taxi or limousine) to/from an airport and to/from meetings or events being attended on behalf of the division. If convenient directors may also use a shuttle bus or public transportation.

   OR

3. Private automobile when public or commercial transportation are not convenient or when it provides a net saving to the Society when compared with the lowest air fare reasonably available under the circumstances to and from the destination. The reimbursement rate for the use of private automobiles is based on the rate designated in the Human Resources Policy and Procedures Manual, in the section entitled Working Hours and Conditions - Employment Related Expenses.

Living Expenses

4. The Society pays living expenses such as hotel, meals, tips, etc. on the basis of actual out of pocket expenses. The maximum individual meal expense is based on the rate designated in the Human Resources Policy and Procedures Manual, in the section entitled Working Hours and Conditions – Employment Related Expenses. The maximum shall be appropriately reduced when meals are formally provided by the Society.

The Canadian Cancer Society requires that selected hotels not charge above the mid-point of the range. An effort should be made to secure the best deal regardless of the hotel classification.
5. The Canadian Cancer Society will NOT reimburse Directors for the following expenses:
   • Alcoholic beverages
   • Tobacco products
   • Laundry
   • Expenses incurred by family and friends
   • Movies


**Reimbursement Process**

7. The above stated limitations apply to all persons who incur expenses on behalf of the Canadian Cancer Society, Manitoba Division. The Executive Office will provide blank expense claim forms and process expense claims. In filling out expense claims, Directors must:
   
   7.1 Submit receipts for all claimed expenditures with the exception of mileage.
   
   7.2 Complete detail on the expense claim form.
   
   7.3 Forward expense claim forms to the Executive Office.
   
   7.4 On receiving expense claim forms, the staff will follow these procedures:
      • Secure the Chair’s or Chair of Audit’s signature as approval for Board and committee expenses.
      • Secure the Vice Chair’s or Chair of Audit’s signature as approval for the Chair’s expenses.
      • Review compliance with this policy and in cases on non-compliance, refuse or delay reimbursement.

8. Individuals may choose to be reimbursed for their expenses or to donate all or some of the claimed amount and receive a tax deductible receipt in return. If individuals choose to donate, they must indicate this in the space provided on the expense claim form.

**National Guidelines**

9. Directors traveling for National business will be bound by National Expense Guidelines for which there is a separate form to be completed for reimbursement. The National Office will provide a National expense claim form when individuals register to attend a National meeting/event. On request, the Executive Office will assist with this process.
BE-1 Delegation to the Executive Director

Policy approved by the Board on July 20, 1998  Revised by the Board: February 28, 2012
January 22, 2013

The Board directs only one employee, the Executive Director. As far as the Board is concerned all responsibility and authority for the organization is delegated through the Executive Director.

1. The Board will direct the Executive Director to achieve defined results, for defined recipients, at a defined cost, through the establishment of Ends policies.

2. The Board will limit the latitude the Executive Director may exercise in practices, methods, conduct and other means to and through the establishment of Executive Limitations policies.

3. As long as the Executive Director uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, he/she is authorized and required to establish all further policies, make all decisions, take all actions and develop all activities.

4. The Board may change its Ends and Executive Limitations policies. By so doing, the Board changes the latitude of choice given to the Executive Director, but so long as any particular policy is in place, the Board and its Members 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 individual client-identified data.

5. Only decisions of the Board acting as a body are binding upon the Executive Director.
   a) Decisions or instructions of individual Board Members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercises of authority.
   b) While Board Members or committees may request information or assistance without Board authorization, the Executive Director can refuse such requests that require – in the Executive Director’s judgment – a material amount of staff time or funds or is disruptive.

6. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Executive Director.
BE-2 Executive Director Job Description

Policy approved by the Board on October 25, 1999

Revised by the Board on February 28, 2012

As the Board’s single official link to the operating organization, the Executive Director’s performance is considered to be synonymous with organizational performance as a whole.

The Board will provide the Executive Director with a job description that respects the principle that the primary job contributions relate to performance in only two areas:

1. Organizational accomplishment of the provisions of Board policies on Ends.
2. Organizational operations within the boundaries of prudence and ethics established in Board policies on Executive Limitations.
BE-3 Monitoring Executive Director Performance

Policy approved by the Board on January 20, 2009   Revised by the Board: January 25, 2011
September 27, 2011
February 28, 2012

The Board believes that monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Ends and Executive Limitations. Any evaluation of the Executive Director’s performance, formal or informal, may be derived only from these monitoring data and from input provided by the National President & CEO regarding the Executive Director’s performance on ELT as required by DL-1 Participation in Shared Policy Governance.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.

   a) Board Members are expected to individually read and assess the Executive Director’s monitoring reports (Executive Limitations and Ends) in advance of the Board meeting. Board Members are asked to identify (a) any areas in which the Board Member is not satisfied that there is a reasonable interpretation, (b) any areas in which there is insufficient evidence of compliance.

   b) At a meeting the Chair will ask if anyone has concerns about either the reasonableness of interpretation or the adequacy of evidence. If anyone raises a concern, the Chair will ask if others share the concern. If a majority of the Board has a concern, then discuss briefly, and record in the Minutes the Board’s expectations for improved interpretation and/or evidence. If a majority of the Board does not share the concern, the Chair will ask for a motion to accept the monitoring report and move on.

2. A given policy may be monitored in one or more of three ways:

   a) Internal Report: Disclosure of compliance information to the Board from the Executive Director.

   b) External Report: Discovery of compliance information by a disinterested third party who is selected by, and reports directly to, the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party, unless the Board has previously indicated that party’s opinion to be the standard.

   c) Direct Board Inspections: Discovery of compliance information by the Board or its designate. This can be a Board inspection of activities, documents, or circumstances directed by the Board which allows a “prudent person” test of policy compliance. Such an inspection is only undertaken at the instruction of the Board, with the Executive Director’s knowledge.
3. Upon the choice of the Board, any policy can be monitored by any method, at any time. For regular monitoring, the schedule below will be followed.

<table>
<thead>
<tr>
<th>Ends Policies</th>
<th>Monitoring Method</th>
<th>Monitoring Frequency</th>
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<tbody>
<tr>
<td>Mission and Ends</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>(the Ends Report)</td>
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<tr>
<td>Charity of Choice</td>
<td>Internal report</td>
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<tr>
<th>Executive Limitation Policies</th>
<th>Monitoring Method</th>
<th>Monitoring Frequency</th>
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<tr>
<td>EL Global Limitation</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-1 Participation in Shared Policy Governance</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-2 Leadership</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-3 Research Portfolio</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-4 Business Planning, Budgeting and Performance Reporting</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-5 Financial Management</td>
<td>External audit</td>
<td>Annually</td>
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<tr>
<td>Statement 2.1 and 2.4</td>
<td>Internal report</td>
<td>Quarterly</td>
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<td>All other statements</td>
<td>Internal report</td>
<td>Annually</td>
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<td>EL-6 Asset Protection</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-7 Good Name and Public Image</td>
<td>Internal report</td>
<td>Annually</td>
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<td>EL-8 Investments</td>
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<td>EL-9 Treatment of Staff and Volunteers</td>
<td>Internal report</td>
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<td>EL-10 Treatment of the Public</td>
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<td>EL-12 Communication and Support to the Board</td>
<td>Internal report</td>
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<tr>
<td>EL-13 Emergency Executive Succession</td>
<td>Internal report</td>
<td>Annually</td>
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<tr>
<td>EL-14 Shared Risk Management</td>
<td>Internal report</td>
<td>Annually</td>
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4. The Board will conduct an annual formal evaluation of the Executive Director between June and October each year, based on achievement of the Board’s Ends policies and non-violations of its Executive Limitations policies. This formal evaluation will be conducted as a summative evaluation of previous regular monitoring data. The Executive Committee will conduct the pre board work and meet with the Executive Director prior to board discussions. The Executive Committee will
also seek written input from the National President & CEO with respect to the Executive Director’s participation in ELT as specified in DL-1. The Executive Committee will seek this input using the standard form provided by national.
**Mission and Ends**

Policy approved by the Board on January 20, 2009   Policy Revised by the Board on November 24, 2009

**Mission**

The Canadian Cancer Society is a national, community-based organization of volunteers whose mission is the eradication of cancer and the enhancement of the quality of life of people living with cancer.

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<td><strong>END 3</strong></td>
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<tr>
<td>Reduced cancer incidence rates for Canadians</td>
<td>Reduced cancer mortality rates for Canadians</td>
<td>Enhanced quality of life for Canadians living with and beyond cancer</td>
</tr>
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**Deliver**

1.1 Canadians reduce their risks of cancer and adopt healthy behaviours.

1.2 Public policy and programs make it easier to reduce cancer risks and implement prevention interventions.

1.3 Research generates knowledge about the causes of cancer, risk factors and behavioural change to improve cancer prevention.

**Demand**

2.1 Canadians participate in screening and early detection, and receive quality cancer care.

2.2 Public policy and programs make screening, early detection and quality cancer care available and accessible.

2.3 Research generates knowledge about cancer biology, screening, early detection, diagnosis and treatment to improve cancer care.

**Discover**

3.1 Canadians enhance their quality of life with and beyond cancer.

3.2 Public policy and programs make support for quality of life with and beyond cancer available and accessible.

3.3 Research generates knowledge about supportive care, survivorship and end of life care to enhance quality of life with and beyond cancer.

**CHARITY OF CHOICE**

Most impact, with Canadians, against cancers, for life.

Canadians choose the Society as their cancer charity – to donate, volunteer, and work.

Canadians trust that the Society is making the most impact in the fight against cancers.

Canadians know that the Society is the best investment in the fight against cancers.
Executive Limitations Policies
EL Global Limitation

Policy approved by the Board on September 9, 2008   Revised by the Board on May 3, 2011

The Executive Director shall not

- Cause or allow any organizational practice within the Division that is unlawful, imprudent or in violation of the Canadian Cancer Society’s statute of incorporation, its Bylaws, National Board policies applicable to Divisions or Division Board policies or that would be detrimental to the accomplishment of the Canadian Cancer Society's nation-wide vision and mission.

- Fail to report in a timely manner any actual or anticipated non-compliance with any policy of the National or Division Board.
EL-1 Participation in Shared Policy Governance

Policy approved by the Board on September 9, 2008 Revised by the Board June 9, 2009 September 25, 2012

The Executive Director shall not fail to support the Board and manage the Division in a manner that

- Is consistent with the principles of shared policy governance,
- Respects the Ends,
- Enables nationwide work that supports Ends and Organizational Means,
- Protects the good name of the Canadian Cancer Society.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to participate with other executive directors/CEOs on the Executive Leadership Team (ELT), which leads and coordinates nationwide work including:
   1.1 Development of an annual plan for the whole organization, including a research plan, that will achieve progress toward the Ends and ensure consistent revenue growth.
   1.2 Finalize and endorse an annual plan for the National Office, core programs, research, nationwide initiatives, and other work funded collectively by Divisions that will achieve progress toward the ends.
   1.3 Development of mutual agreement on further interpretation of Ends.
   1.4 Development of common frameworks related to core business functions including performance management, risk management, financial reporting, human resources, and ethical fundraising.
   1.5 Development of a schedule and format for submission of monitoring reports from the Division Boards.
   1.6 Find solutions to issues of nationwide importance.

(*Note re DL reporting: Division boards need to report on their compliance with statement 1 only, not on their compliance with statements 1.1 to 1.6.)

2. Fail to submit information to the National President & CEO as required for reporting to the National Board.

3. Fail to ensure that the Division’s public positions on cancer control or other matters are consistent with national positions.

4. Fail to ensure that the Division meets its financial commitments for the National Office, research, and nationwide work.
EL-2 Leadership
Policy approved by the Board on September 9, 2008  Revised by the Board on June 9, 2009

The Executive Director shall not fail to lead in the Division and as a member of ELT to:

- Engage and inspire.
- Create an environment for the organization to grow and succeed toward its willed future.
- Demonstrate the organization’s values and guiding principles.
- Achieve measurable progress toward the Ends.
EL-3 Research Portfolio

Policy approved by the Board on September 9, 2008 Revised by the Board on June 9, 2009

The Executive Director shall not fail to:

1. Consult with the President & CEO or designate if considering other cancer research investments to ensure consistency with the national strategic research plan and inform the National Board of anticipated and confirmed research investments.
The Executive Director shall not fail to ensure that progress towards achievement of Ends is planned and that progress and compliance with limitations are regularly monitored.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to operate with an annual business plan that is relevant to the achievement of Ends, complements nation-wide plans and strategies, protects fiscal soundness, builds organizational capability for future years, and includes a one-year budget presented in a quarterly format and budgets for years 2 and 3 in an annual format. The Executive Director shall not:

   1.1 Develop an annual business plan without seeking input from stakeholders and partners as appropriate, without demonstrating that the plan meets the organization’s Ends in one and three-year time intervals, and without considering internally available external environmental evidence or other lessons learned, key issues or goals, strategies, and a one and three-year budget.

   1.2 Fail to present the business plan to the Audit Committee so it may conduct pre-board work to assess compliance with EL-4.

   1.3 Fail to make a presentation on the business plan to the Board during the same meeting that the Board passes a motion of compliance that the business plan meets the criteria in EL-4.

   1.4 Cause or allow budgeting that:

      a) Does not include a plan that maintains the operating reserve at a level of 20% of total actual unrestricted expenditures as reported in the prior year’s audited financial statements or the current year budget that has been approved by the board as specified in EL-5 Financial Management.

      b) Fails to provide adequate funds for the Board’s direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, ownership linkage, and Board legal fees.

      c) Fails to address the National Canadian Cancer Society cost and revenue sharing allocation formulas and requirements.
2. Fail to ensure that the Division’s performance is regularly monitored against Ends and Division limitations and that reports on Division performance are submitted to the Board in accordance with the agreed upon schedule and format for monitoring.

3. Fail to ensure that reports of Division Ends performance and compliance with all National Board policies are submitted to the National President & CEO after they are approved by the Division Board, in accordance with the agreed upon schedule and format for monitoring or at the National President & CEO’s request.

4. Fail to respond to a request to submit other information to the National President & CEO or to a National Board committee when the request has been authorized by the National Board except when the Division Board has refused to provide such information as permitted under DL-4 statement 4.1.

5. Fail to ensure that an external audit is conducted annually.
   
   5.1 Fail to inform the Division auditor that national financial policies apply to the Division and are the relevant standards for the audit.

   5.2 Fail to require the Division auditor to respond promptly to requests for information from the National President & CEO or the National auditor.
EL-5 Financial Management

Policy approved by the Board on September 9, 2008 Revised by the Board: September 15, 2009
March 23, 2010
May 3, 2011
September 27, 2011
November 22, 2011
March 19, 2013

The Executive Director shall not fail to protect the financial condition of the Division.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. With respect to the actual, ongoing condition of the Division’s financial health, cause nor allow the development of fiscal jeopardy or material deviation of actual expenditures from Ends and Organizational Means priorities.
   1.1. Expend designated revenue for other than the purpose intended by the donor, funder, partner (including other divisions, the National Board and National Office), that provided the revenue.
   1.2. Allow filing of government ordered payments, government ordered reports, and pension contributions to be inaccurate or overdue.
   1.3. Incur expense in any given fiscal year that exceeds revenues received or receivable, or that reduces reserves below the level specified in the National policy of 10 to 20% of total actual unrestricted expenditures as reported in the prior year’s audited financial statements or the current year’s budget that has been approved by the Division Board, without prior approval from the Division Board and the National Board.
   1.4. Expend internally restricted reserves for purposes other than those intended by the Division Board.
   1.5. Allow the collection of receivables to be undertaken in an untimely manner.

2. With respect to the organization’s actual, ongoing financial condition the Executive Director shall not fail to:
   2.1. Provide the National Office with quarterly financial and variance reports in a format provided by the National Office consistent with DL-1.
   2.2. Advise the Division Board promptly of any material threat to the Division.
   2.3. Advise the National President & CEO promptly of any material threat to the Division.
2.4  Provide to the Board a quarterly monitoring report that includes the following:
   a)  Statement of Financial Position.
   b)  Statement of Operations for Operating Fund showing year-to-date results for
        the current and prior year, and the year-to-date and annual budgets.
   c)  A restricted fund statement.
   d)  Details on any partial or non-compliance with EL-5.

3.  Fail to have the same fiscal year as the National Office and to ensure that financial management is
    consistent with generally accepted accounting principles and consistent with the accounting
    policies and standards adopted by ELT consistent with DL-1, 2.4.

4.  Fail to ensure that financial management permits nation-wide accountability reporting and
    meaningful composite reporting.

5.  Make a one-time disbursement or enter into a long-term commitment for land, buildings or any
    other capital items for an amount exceeding $500,000 without prior approval of the Division
    Board and the National Board of Directors.
       5.1  Acquire, encumber or dispose of land or buildings or disburse funds for the purpose of
            directly or indirectly purchasing real property without prior approval of the Division
            Board.

6.  Fail to receive prior approval of the Division Board and the National Board of Directors to do any
    of the following:
       6.1  Borrow money upon the credit of the Society.
       6.2  Issue bonds, debentures, letters of credit or other securities of the Society.
       6.3  Hypothecate, mortgage, charge or pledge any or all of the real or personal property of the
            Society or both.
       6.4  Give indemnities to any director or other person who has undertaken or is about to undertake
            any liability on behalf of the Society and to secure such director or other person against loss
            by giving him or her a mortgage or charge upon the whole or any part of the real or personal
            property of the Society.

7.  Fail to maintain reserves according to the following guidelines:
       7.1  Operating Reserves at 20% of total actual unrestricted expenditures as reported in
            the prior year’s audited financial statements or the current year’s budget that has
            been approved by the board.
       7.2  Total Unrestricted and Internally Restricted Reserves not to exceed 50% of total actual
            unrestricted expenditures.
       7.3  Total actual unrestricted expenditures exclude government funded programs, lotteries, and
            the Division’s research contribution to National.
8. Make purchases or commitments without due consideration to quality, servicing, value for dollar, and opportunity for fair competition. In addition, the Executive Director shall not:

8.1 Make any capital acquisition or capital repair of $5,000 or greater without obtaining three comparative quotes.

8.2 Make any unplanned capital expenditure of greater than $50,000.

8.3 Enter into third party contracts, excluding employment related contracts, with a term in excess of five (5) years or with an annual commitment greater than $50,000 without prior approval of the Division Board.

8.4 Commit the Division to a payment period greater than the useful life of an asset.

9. Borrow from external sources unless:

9.1 The amount of the debt can be repaid by certain, otherwise unencumbered revenues within sixty (60) days and prior approval is obtained from the Division Board.

9.2 In the alternative, a financial advantage which is superior to cashing in existing investments may be obtained.

10. Cause or allow plant and equipment to be subjected to improper wear and tear or insufficient maintenance.
**EL-6 Asset Protection**

Policy approved by the Board on September 9, 2008

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

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Expose unnecessarily the organization, the National Board, the Division Board or staff to claims of liability.

2. Fail to ensure that insurance coverage is in place to protect the insurable assets of the Division to limits and on such terms as is customary and reasonably available in the Canadian insurance marketplace in consultation with the organization’s insurance brokers or other professional advisors.

   2.1 Fail to secure from the National CFO an appropriate documentation that confirms National has in place commercial general liability insurance coverage, Directors and Officers liability coverage insurance, and fidelity insurance coverage.

   2.2 Manage without a risk management process that:

   a) Identifies and interprets risks.

   b) Attempts to quantify the extent of exposure.

   c) Utilizes processes to mitigate risk.

   d) Continues to monitor exposure.
EL-7 Good Name and Public Image

Policy approved by the Board on September 9, 2008   Revised by the Board on June 9, 2009

The Executive Director shall not cause or allow damage to the good name and public image of the Canadian Cancer Society nation-wide.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to ensure the consistency and integrity of the national brand.
   1.1 Fail to protect the integrity and meaning of the CCS logo and other proprietary Marks.
   1.2 Fail to ensure that the national standards for the use of CCS logo and proprietary Marks are followed.
   1.3 Permit the use of the CCS logo without a written agreement following a standard format that has been approved.

2. Fail to ensure that the Division actively promotes the Canadian Cancer Society.
   2.1 Fail to make information regarding Board decisions available and easily accessible to the public and media.

3. Fail to notify the Division Board and then the National President & CEO in a timely manner of any unauthorized or improper use of the CCS logo or proprietary Marks and any circumstance that has the potential to damage the good name and public image of the Canadian Cancer Society.

4. Permit any action that endangers the charitable status of CCS.

5. Fail to ensure that the Division complies with Imagine Canada’s Ethical Fundraising and Financial Accountability Code.
EL-8 Investments
Policy approved by the Board on September 9, 2008 Revised by the Board on January 25, 2011

The Executive Director shall not fail to, with respect to investment of funds, ensure that:

1. All investments comply with National Board approved Statements of Investment Policies and Procedures.
EL-9 Treatment of Staff and Volunteers

Policy approved by the Board on September 9, 2008 Revised by the Board: June 9, 2009
September 15, 2009 January 25, 2011

The CCS provides Canadians with compelling opportunities to volunteer and work.

With respect to the treatment of staff and volunteers, the Executive Director shall not fail to ensure conditions that are fair, respectful, transparent, and consistent with the CCS values and guiding principles.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to act in a manner that current and potential staff view the Canadian Cancer Society as an employer of choice.
2. Fail to manage or engage any staff or volunteers contrary to the relevant national and provincial legislation.
3. Fail to operate without providing staff and leadership volunteers (and others at the Board’s discretion) with a secure external mechanism for anonymous and confidential reporting of alleged or suspected improper activities or gross negligence without fear of retaliation.
4. Allow any activity or behaviour by staff and volunteers that may bring the organization into disrepute or damage its public image and integrity.
5. Fail to comply with and hold staff to a code of conduct.
6. Fail to make the nation-wide pension plan and group benefits available to all regular full- and part-time employees and to temporary full- and part-time employees according to the terms of the pension and group benefits plans.
EL-10 Treatment of the Public

Policy approved by the Board on September 9, 2008  Revised by the Board:  June 9, 2009  November 22, 2011

The Executive Director shall not fail to ensure conditions that are fair, respectful, transparent, and consistent with the CCS values and guiding principles.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to provide Canadians with a trusted voice and compelling opportunities to donate.
2. Limit access to materials and services based on inability to pay.
3. Fail to ensure access to services and products in French and English and other languages as appropriate to respond reasonably to regional, cultural, and linguistic diversity.
4. Fail to ensure that client confidentiality is respected and maintained.
5. Fail to establish with clients a clear understanding of what may be expected and what may not be expected from the service offered.
6. Fail to provide an appeal process for those who believe they have not been accorded a reasonable interpretation of their rights under this policy.
EL-11 Relationships with Partners

Policy approved by the Board on September 9, 2008  Revised by the Board: June 9, 2009
May 3, 2011  November 22, 2011

The Executive Director shall not fail to support national alliances at the Division level and develop appropriate partnerships to assist in achieving the Ends.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to provide Canadians with a trusted voice and compelling opportunities to partner.

2. Develop or continue collaborative relationships or joint programs with organizations whose principles or practices are incompatible with achievement of the Ends, contravene any CCS By-laws or other policies or positions and that may jeopardize CCS's reputation.

3. Fail to ensure that a review process is in place to assess organizational risk related to proposed collaborative relationships and joint programs.

4. Fail to comply with a nationwide gift acceptance policy.

5. Fail to ensure that any CCS strategy is designed so that it does not assume governments’ responsibilities.
EL-12 Communication and Support to the Board

Policy approved by the Board on March 13, 2007

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

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not fail to:

1. Make available to the Board adequate information to support informed Board choices, including relevant statistical, demographic and other environmental scanning data, a representative range of staff and external points of view, alternative choices and their respective implications.

2. Submit the required monitoring data (Reference: BE-3 Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.

3. Advise the Board 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 behaviour which is detrimental to the work relationship between the Board and the Executive Director.

4. Ensure that information presented to the Board is timely, accurate, complete, and in a form that clearly differentiates between monitoring, decision-making, and general background information.

5. Provide a timely, secure mechanism for official Board, Officer or committee communications.

6. Provide information to the Board as a whole except (a) for fulfilling individual requests for information or (b) for responding to Officers or committees duly charged by the Board.

7. Supply for the Consent Agenda all items delegated to the Executive Director, yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining to the item(s).

8. Provide reasonable administrative support for Board activities.

9. Report in a timely manner actual or anticipated non-compliance with any policy of the Board.

10. Fail to advise the Division Board of any National initiatives that may have implications for Division Board policy.
To protect the Division from sudden loss of Executive Director and management services, the Executive Director shall not

1. Fail to ensure there is sufficient human resources capacity for the competent operation of the organization in the event of sudden loss of Executive Director services.

2. Fail to ensure there is sufficient human resources capacity for the competent operation of the organization in the event of sudden loss of the services provided by a Senior Director or a Strategic Advisor.

3. Fail to provide the Board with a report outlining how competent operation of the organization will be ensured in the event of sudden loss of the services provided by the Executive Director, a Senior Director or a Strategic Advisor. This report shall be provided to the board annually or more frequently if there are changes.
EL-14 Shared Risk Management

Policy approved by the Board on May 3, 2011

The Executive Director shall not fail to protect the Division from risk and to accept shared risk management as a key responsibility.

Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

1. Fail to report to the Board and then to the President & CEO and the National Board in a timely manner about risks that present a material threat to the Division.

2. Fail to ensure that the Division adopts the nationwide framework for Shared Risk Management (SRM), as revised from time to time to reflect best practices, including the SRM classification scheme, risk assessment rating scales, and evaluation and monitoring tools (or an equivalent framework mapped to the SRM).

3. Fail to ensure that the Division has completed the assessment of all risk categories using the established risk register and has developed and implemented strategies to mitigate risks.

4. Fail to ensure that the Division monitors high risks, and ensure that the Division risk register is presented at least once annually to the Division Board.

5. Fail to ensure that the resources required for addressing high risks are considered in the Division’s business planning and budget process.
Rules and Regulations

Incorporating the following facts as part of these Rules and Regulations:

A. The Canadian Cancer Society – Société Canadienne du Cancer (the “Society”), a charitable organization incorporated in 1938 under the laws of Canada, comprises a national community-based organization of volunteers whose mission is the eradication of cancer and the enhancement of the quality of life of people living with cancer.

B. The board of directors of the Society (the “National Board”) is authorized to establish divisions within Canada and to that end, there has been established a division of the Society in each of the ten provinces.

C. Manitoba is one of the first provinces to have dealt with the problem of cancer among its citizens. Legislation passed by the Manitoba Government in 1930 created the Manitoba Cancer Relief and Research Institute. Its mission was to provide radiotherapy service and to develop a registry system for cancer patients throughout the province.

D. Effective 1957, the Manitoba government reorganized the Manitoba Cancer Relief and Research Institute. As part of the reorganization, the Institute’s name was changed to that of the Manitoba Cancer Treatment and Research Foundation and the Government invited the Society to establish a division in Manitoba to take over the support of research, public education, patient services and fund-raising programs formerly carried out by the Institute.

E. The Society accepted the invitation and the first official meeting of the division of the Society that is Manitoba was held in December 1956. The Society allocated $30,000 to the Division to defray the costs of opening an office and hiring staff. The first campaign was conducted in 1957 and netted the Division $17,866. The first annual meeting was held in March of 1958 and ever since, the Division has enjoyed the confidence of the Society and the residents of Manitoba.

F. The By-laws of the Society specify that the Manitoba Division may pass rules and regulations to govern the conduct of its affairs, with effect upon the approval of the National Board.

there follows the Rules and Regulations of the Manitoba Division of the Society as passed by the Division and approved by the National Board:

1. Purpose

   The purpose of the Manitoba Division of the Society (the “Division”) is the mission of the Society, engaged through programs for the support of research, education, patient services, fund raising and influence on public policy. Except as otherwise permitted by the Society, those programs are conducted in and limited in scope to, Manitoba.
2. Conduct of Affairs

The Division is governed and operated in compliance with the By-laws of the Society and these Rules and Regulations. In case of conflict between these Rules and Regulations and the By-laws, the By-laws prevail.

3. Head Office

The head office of the Division shall be in the City of Winnipeg at the place in Winnipeg where the main offices are from time to time situated.

4. Supporters of the Division

Honorary Life Patrons of the Division and those individuals who in any calendar year hold a receipt for a donation or contribution made to the Society in such year and are resident in Manitoba constitute the ‘supporters of the Division’.

5. Fiscal Year: Annual Meeting

The fiscal year of the Division is that of the Society. An annual meeting of the supporters of the Division shall be held in each year at the head office of the Division or elsewhere within the Division on such date as the Division Board may determine, for the purpose of their receiving the reports of the Division Board, the auditor of the Division, the Division Council and the Executive Director of the Division relating to the immediately preceding fiscal year (the “Annual Meeting”). Notice of the Annual Meeting is given by publication of the time and place fixed for the holding of the meeting once in a newspaper published in Winnipeg at least ten days prior to the holding of the meeting and in such additional manner, if any, as may be decided by the Division Board. Minutes are to be kept of the meeting.
6. **Division Council: Composition**

There shall be a council of the Division consisting of 6 individuals resident in Manitoba, but not including any paid staff member of the Division or the Society. Its composition is as follows:

- The Division Past Chair
- The Division Chair
- The Division Vice-Chair

A director of the Division appointed from time to time by the Division Board from amongst their collective number.

Those 2 senior volunteer supporters of the Division appointed by the Division Past Chair and Division Chair. The appointment expires at the pleasure of the Division Past Chair and Division Chair. No such appointment may operate for more than three consecutive years.

(The “Division Council”) of whom 5 shall constitute a quorum for meetings.

7. **Division Council: Functions**

The Division Council in periodic meetings assembled shall perform the following functions:

- Election of the Division Board as required.
- Appointment of an individual to the Division Board for the remainder of the term of office of a director who resigns or is removed from office.
- Appointment of the Division Chair from amongst the directors of the Division... for a term commencing close of the Annual Meeting following upon the appointment and ending close of the third Annual Meeting of the Division following the appointment.
- Appointments of the Division Vice-Chair and the Division Chair of Audit from amongst the directors of the Division... for a term commencing close of the Annual Meeting following upon the appointment and ending close of the next Annual Meeting of the Division.
- Appointment of an independent public accountant or firm of such accountants as an auditor for the purpose of auditing and reporting upon the accounts of the Manitoba Division... for a term commencing close of the Annual Meeting of the Division following upon the appointment and ending close of the next Annual Meeting.
- Election of Honorary Life Patrons of the Division.
- Designation of individuals for other honours and awards.

and may perform the following functions:

- Extend the term of office of the Division Chair 1 year.
- Remove any director from office with cause; such removal to also operate to terminate any other office within the Division that the director may then hold or be entitled to hold and to appoint a director of the Division to that other office for the remainder of the term of the removed person.
The Division Past Chair or such other member of the Division Council as the Division Past Chair may designate shall chair Division Council meetings. The Division Secretary or such person as the Division Secretary may designate shall act as secretary to the Division Council, and shall keep a record of all meetings.

8. Division Board: Composition

There shall be a board of directors of the Division consisting of 12 individuals resident in Manitoba, but not including any paid staff member of the Division or the Society. Its composition is as follows:

**Ex-officio directors** (those certain officers of the Division who do not stand for election to the Division Board by reason that their office alone qualifies them for the Division Board) comprising:

- The Division Chair
- The Division Past Chair
- The Division Vice-Chair
- The Division Chair of Audit

**Elected directors comprising:**

Those 8 individuals divided into two classes of 4 and elected as a class in alternate years by the Division Council … for a term commencing close of the Annual Meeting following election and ending close of the third Annual Meeting following election. A retiring director is eligible for re-election if otherwise qualified but no director may be elected for more than three consecutive terms.

(the “Division Board”), of whom 7 shall constitute a quorum for meetings. The Division Board may ask a director to resign for cause and failing a resignation upon the ask, the Division Council in meeting assembled may remove the director from office.

9. Division Board: Functions

The Division Board in periodic meetings assembled – a minimum of 4 meetings from Annual Meeting to Annual Meeting – shall perform the following functions:

- Manage the affairs of the Division. Exercise of this function by the Division Board is management in the broad sense and includes establishing the rules and regulations of the Division (with the approval of the National Board), establishing Division policy, monitoring compliance with established policy, reviewing from time to time established policy, monitoring compliance with Division Board limitations imposed by the Society, and the hiring of an Executive Director charged with management of the Division.

- From time to time, constitute and disband committees of the Division Board as may be considered necessary or desirable to further the objectives of the Division.

The Executive Director and the solicitor for the Division shall be invited to and expected to attend Division Board meetings as non-voting resource personnel. The Executive Assistant or such other person as the Executive Director may designate may also attend and keep a record of the meeting.
10. Executive Committee: Composition

There shall be a standing committee of the Division Board called the ‘Executive Committee’ consisting of the Division Past Chair, the Division Chair, the Division Vice-Chair and the Division Chair of Audit. The Executive Director and the solicitor for the Division shall be invited to and expected to attend meetings as non-voting resource personnel. The Executive Assistant or such other person as the Executive Director may designate may also attend and keep a record of the meeting.

11. Executive Committee: Function

When the Division Board is not in session, the Executive Committee may exercise all powers of the Board other than to reverse or suspend the operation of, any resolution of the Board.

12. Audit Committee: Composition

There shall be a further standing committee of the Division Board called the ‘Audit Committee’ consisting of the Division Chair of Audit and one or more other member(s) of the Division Board and one or more third person(s) appointed by the Division Board. Such appointments shall be for one year commencing close of the Annual Meeting following the appointment and ending close of the next Annual Meeting.

13. Audit Committee: Function

The Audit Committee shall function in accordance with terms of reference approved by the Division Board as amended from time to time.

14. Division Chair, Division Vice-Chair and Division Chair of Audit

The Division Chair shall, when present, preside at the Annual Meeting and at all meetings of the Division Board and the Executive Committee and upon vacating office, assumes the office of Division Past Chair. In addition to duties assigned by the Division Board, the Division Chair may monitor the Executive Director for compliance with Division policy but has no authority to supervise or direct the Executive Director. During the absence or inability of the Division Chair, the duties and powers of the Division Chair may be exercised by the Division Vice-Chair and if the Division Vice-Chair exercises any such duty or power, the absence or inability of the Division Chair shall be presumed. The Division Chair of Audit shall chair the Audit Committee and shall carry out such other duties, if any, as may be assigned to the Division Chair of Audit by the Division Board.

15. Executive Director: Division Secretary

There shall be hired an Executive Director of the Division. The Executive Director is charged with the day-to-day management and control of the affairs of the Division and the integrity of the Division Board’s process. Day-to-day management and control include supervision of the coordination of programs and program materials and supervision and control of all employees and of the activities of program volunteers to ensure Division Board policies are properly interpreted and implemented. Integrity of the Division Board’s process comprises effectiveness of meetings and the Division Board’s adherence to its own policies and to Division Board limitations imposed by the Society. The Executive Director also holds the office of Division Secretary.
16. Signing Authority

The By-laws of the Society include Division signing authority provisions. See Appendix “A” to these Rules and Regulations for current extract from the By-laws.

17. For the Protection of Directors, Officers and Others

The By-laws of the Society include provisions affording members of the Division Council and Division Board, and officers of and others participating in the Division, protection. See Appendix “B” to these Rules and Regulations for applicable extract from the By-laws.

18. These Rules and Regulations

The Division Board may from time to time amend and restate or repeal these Rules and Regulations but no amendment and restatement or repeal is of any force until and may only be acted upon when, approved by the National Board.

19. Transitional Matters

The current rules and regulations are replaced by these Rules and Regulations, effective upon their approval by the National Board.

PASSED at Winnipeg, Manitoba January 25, 2011

Canadian Cancer Society, Manitoba Division

Name: Ian Proven
Title: Chair

Name: Mark A. McDonald
Title: Secretary

APPROVED at Montreal, Quebec, June 18-19, 2011

Canadian Cancer Society

Name: Elizabeth Newson
Title: Chair

Name: Peter Goodhand
Title: Secretary
Appendix A

Extract from the Canadian Cancer Society’s Bylaw No. 97

27. Signing Authorities

Subject to the requirements of subparagraphs 28 a), 28 b) and 31 b):

a) In this section, “Contracts” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, moveable or immoveable), agreements, contracts, instruments, releases, receipts and discharges for the payment of money or other obligations.

b) The National Board may direct the manner in which Contracts in general or any particular Contract or any class of Contract may or shall be executed on behalf of the Society. The corporate seal of the Society shall, when required, be affixed to a Contract in accordance with the National Board’s direction.

c) In the case of a Contract pertaining to a Division but which does not have affixed thereto the corporate seal of the Society, the board of directors of that Division shall establish the monetary levels of authority and any two persons designated (whether by name or by the holding of a designated office) by resolution of the board of directors of that Division may execute the Contract.

28. Financial

a) Borrowing of Money and Issue of Securities

The National Board may from time to time:

(i) borrow money upon the credit of the Society in such amounts and upon such terms as may be deemed necessary;

(ii) issue bonds, debentures, letters of credit or other securities of the Society for its lawful purposes, for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the National Board shall determine;

(iii) hypothecate, mortgage, charge or pledge any or all of the real or personal property of the Society or both to secure any such bonds, debentures or other securities or other securities or any money borrowed for the purposes of the Society;

(iv) give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society and to secure such Director or other person against loss by giving him or her a mortgage or charge upon the whole or any part of the real or personal property of the Society.”

b) Approval

The affirmative vote of two thirds (2/3) of the Directors present at a regularly constituted meeting of the National Board shall be required before approval can be given to any commitment pledging the credit of the Society or any of its Divisions in respect of the construction of buildings or purchase or lease in a single transaction or series of transactions constituting a single transaction, of real estate, buildings or any other items whatsoever of a capital nature with a value exceeding in the aggregate $500,000., whether for the Society or others.
31. **General**

b) **Purchase or Lease of Items of a Capital Nature**

Neither the Society nor any Division, District, Section, Unit, Sub-Unit, Branch, Office, Agency or other organizational subdivision of the Society shall disburse funds for the purpose of directly or indirectly purchasing or leasing, in a single transaction or series of transaction constituting a single transaction, real property, land, buildings or any other items whatsoever of a capital nature with a value exceeding in the aggregate $500,000, unless the approval of the National Board shall first have been obtained. For the purposes of this subparagraph 31(b), approval of the National Board may be obtained at a meeting of the National Board or of the Executive Committee or by oral or written (which shall include electronic or other telecommunications device) advice from a majority of the members of the National Board or of the Executive Committee.
Appendix B

Extract from the Canadian Cancer Society’s Bylaw No. 97

19. For The Protection of Directors, Officers and Others

a) No director or officer of the Society or former director or officer or any person who acts or has acted at the Society’s request as a director, officer, committee member or otherwise shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or any other act for conformity, or for any loss, damages or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society, or for any loss occasioned by any error or judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

b) To the maximum extent permitted by law, the Society shall indemnify and save harmless out of the funds of the Society, every director and officer of the Society, every former director and officer and every person who acts or has acted at the Society’s request as a director and officer, Committee member or otherwise, and his or her heirs, executors and administrators, and estate and effects, respectively, from and against all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, including the amount required to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative action suit or proceeding to which he or she is made a party by reason of being or having been a director or officer, Committee member or otherwise, of the Society or in respect of any act, deed matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, and shall indemnify each such person in respect of an action by or on behalf of the Society to procure a judgment in its favour to which he or she is made a party by reason of being made a director or officer, Committee member or otherwise of the Society, against all costs, charges and expenses reasonably incurred by him or her in connection with each action and against all other costs, charges and expenses reasonably incurred by him or her in connection with such action and against all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her wilful neglect or default.

c) For the purposes of this paragraph 19, all Society volunteers who serve or have served as (i) members of the Board or the Provincial Council of a Division; or (ii) officers of, or members of a duly constituted Committee of, a Division or any District, Section, Unit, Sub-Unit, Branch or other organizational subdivision of a Division, shall be deemed to be persons who act or have acted, as applicable, at a Society’s request as a director, officer, committee member or otherwise.