



Serving Bruce Grey Huron Perth

By-law Manual

December 2011

Four County Labour Market Planning Board

Vision

A skilled workforce with meaningful job opportunities and quality employment in a sustainable and prosperous economy

Mission

The Four County Labour Market Planning Board plans and promotes local labour market strategies to meet the challenges of a changing economy.

Mandate

The Four County Labour Market Planning Board plays a leadership role in the development of innovative labour market strategies by:

- Providing reliable research;
- Identifying employment trends;
- Targeting workforce opportunities;
- Promoting skills development; and,
- Raising public awareness of workforce issues

The Board accomplishes its mandate by working collaboratively with business, workforce and community organizations to plan and initiate projects and programs that address the specific needs of workforce development in Bruce, Grey, Huron and Perth counties.

"Planning to keep you working"

TABLE OF CONTENTS

1. ORGANIZATIONAL STRUCTURE.....	4
Name of the Organization.....	4
Organizational Chart.....	4
1.1 Composition and Selection Process	5
1.2 Exceptional Circumstance Clause.....	5
1.3 Structure	5
1.4 Executive Committee	6
1.5 Ad Hoc Committees	6
1.6 Planning and Finance Committee	6
1.7 Communications Committee.....	6
1.8 Roles and Responsibilities	7
1.8.1 Co-Chairs.....	7
1.8.2 Treasurer.....	7
1.8.3 Secretary.....	7
1.8.4 Board Members.....	7
1.8.5 Representatives.....	8
1.8.6 Staff	8
1.8.7 Executive Director	9
2. ACCOUNTABILITY FRAMEWORK.....	10
3. CORPORATE BY-LAWS.....	11
3.1 Definitions and Interpretations.....	11
3.1.1 Definitions.....	11
3.1.2 Ordinary Meaning.....	12
3.1.3 Plural and Gender.....	12
3.1.4 Provincial and Federal Laws.....	12
3.1.5 Revoked by-law	12
3.2 Execution of Instruments	12
3.2.1 Signatories.....	12
3.2.2 Corporate Seal.....	13
3.3 Head Office	13
3.4 Finance and Audit	13
3.4.1 Fiscal Year.....	13
3.4.2 Financial Institution	13
3.4.3 Accounting Procedures	13
3.4.4 Borrowing of Money.....	13
3.4.5 Appointment of Auditor.....	14
3.4.6 Auditor General and Provincial Auditor	14

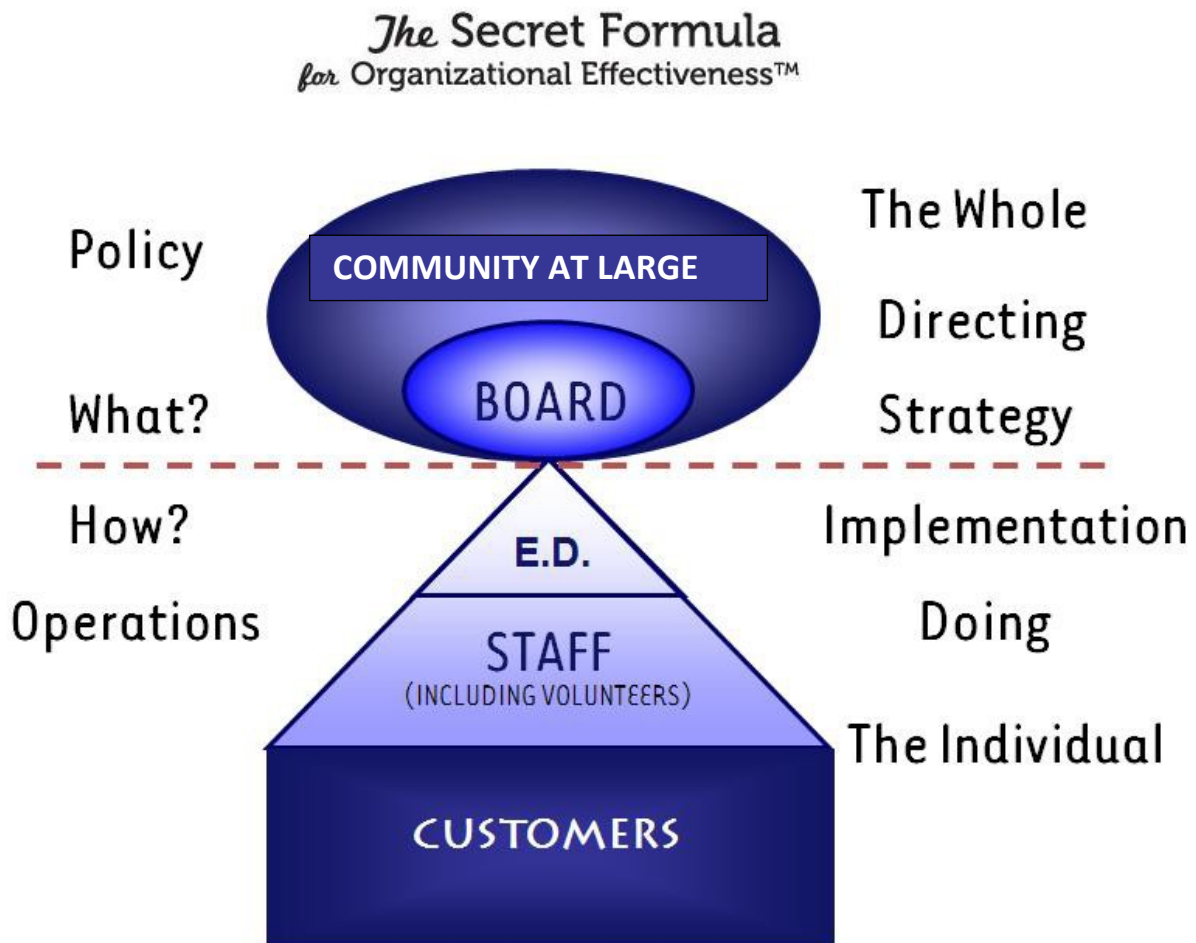
3.5	Directors.....	14
3.5.1	Directors.....	14
3.5.2	Delegation of Power of Duties.....	14
3.5.3	Appointment of Directors.....	14
3.5.4	Qualifications.....	14
3.5.5	Remuneration.....	14
3.5.6	Terms of Office.....	15
3.5.7	Failure to Appoint.....	15
3.5.8	Removal.....	15
3.5.9	Vacation of Office.....	15
3.5.10	Vacancies.....	15
3.6.	Officers	16
3.6.1	Officers Defined.....	16
3.6.2	Co-Chairs.....	16
3.6.3	Treasurer.....	16
3.6.4	Secretary.....	17
3.6.5	Executive Director.....	17
3.7	Committees of the Board.....	17
3.8	Meetings of the Board of Directors.....	17
3.8.1	Minutes.....	17
3.8.2	Calling of Board Meetings.....	17
3.8.3	Special Meetings.....	18
3.8.4	Procedure and Quorum for Directors' Meetings.....	18
3.8.5	Annual General Meetings.....	18
3.9	Amendment of the By-Laws and Standing Policies	19
3.10	Indemnification of Directors.....	19
3.11	Conflict of Interest.....	19
3.12	Human Rights Policy.....	19
3.13	Confidentiality of Information.....	19
3.14	Dissolution of the Board.....	20
4.	DIRECTOR'S CORPORATE RESPONSIBILITIES.....	21
4.1	Director's Authority and Responsibility.....	21
4.2	Measures for Effective Board Governance	22
4.3	Director Knowledge of Policies and By-Laws.....	22
4.4	Director Obligations to the Board	22
4.5	Liability and Accountability.....	23
4.6	Commitment and Involvement	24
4.7	Relationship with Management and Staff.....	24
4.8	Libel and Slander.....	24
4.9	Director Responsibility to the Community.....	24
5.	REPEALED BY-LAWS.....	26

1. ORGANIZATIONAL STRUCTURE

NAME OF THE ORGANIZATION

The name of our organization shall be the Four County Labour Market Planning Board.

ORGANIZATIONAL CHART



Compliments of STRIVE!

1.1 COMPOSITION AND SELECTION PROCESS

The composition of the Board will reflect the local labour market. We will seek to maintain a balance of business and labour representatives and others which may include, but are not limited to, Directors representing women, persons with disabilities, visible minorities, youth, educators and trainers and Aboriginal Peoples. The Board will operate with a minimum of 8 and a maximum of 14 Board Directors.

The foregoing By-law Number 1.1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 1st day of March 2013.

The Board will seek directors who are representative of the community including business groups, labour councils, and other sectors representative of our community. We will seek to ensure a geographical, gender-balanced and representational Board. The Board may also accept letters of interest from other organizations whose mandate and mission align with those of the Board.

The foregoing By-law Number 1.1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.2 EXCEPTIONAL CIRCUMSTANCE CLAUSE

If the Board falls below the minimum number of members it will continue to operate as long as quorum is met. Quorum is established where at least 50% +1 of the minimum or current number of voting seats are present (vacant seats of the minimum are counted as part of quorum requirements).

Enacted as By-law Number 1.2 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.3 STRUCTURE

The Four County Labour Market Planning Board has developed an operating framework for how it will function. The operating framework involves a number of components: the structure of the Board (who does what); operating principles (how we do it); legal responsibilities and liability and operating policies (what are our limits).

Ad Hoc Committees will be established as necessary.

The Board may, from time to time, appoint and discharge Committees consisting of any number of Directors and Members, and change their personnel and mandate.

Members appointed to Committees from time to time may be community members with specific information or expertise in the subject relevance of the said Committee.

The Board may accept a nomination from the committee but the final decision to appoint the chair shall rest with the Board.

The foregoing By-law Number 1.3 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.4 EXECUTIVE COMMITTEE

The foregoing By-law Number 1.4 as enacted by the directors of the Corporation is hereby repealed by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.5 AD HOC COMMITTEES

Ad Hoc committees shall inform the Board of Directors at every Board Meeting what affairs have been addressed and will ensure that the actions of the Committee are ratified by the full Board at the next Board meeting.

Enacted as By-law Number 1.5 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

Any Ad Hoc committee will be chaired by a member(s) of the Board, as selected by the Board members. Not all members of an Ad Hoc committee need to be Board members. A non-Board member may not be a Chair or Co-Chair of the committee.

The foregoing By-law Number 1.5 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 6th day of December 2012.

1.6 PLANNING AND FINANCE COMMITTEE

The foregoing By-law Number 1.6 as enacted by the directors of the Corporation is hereby repealed by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.7 COMMUNICATIONS COMMITTEE

The foregoing By-law Number 1.7 as enacted by the directors of the Corporation is hereby repealed by the unanimous affirmative vote of all Members entitled to vote at a meeting of

the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.8 ROLES AND RESPONSIBILITIES

1.8.1 CO-CHAIRS

The Co-Chairs are a key element of the Planning Board and shall be signing officers for the Corporation. Co-Chairs must be constantly aware of the need to develop leaders who can eventually serve in the position of Co-Chair. By-law 3.6.2 refers to the Co-Chairs positions.

The primary responsibilities of the Co-Chairs include:

1. Providing leadership and guidance to the Planning Board;
2. Working cooperatively with the Directors of the Planning Board;
3. Effectively representing the Board as well as the area as a whole;
4. Convening and Chairing Board of Directors' meetings;
5. Ensuring that all Directors are informed and comply with the Planning Board's by-laws dealing with conflict of interest; and leading Board development.

1.8.2 TREASURER

The Treasurer shall be a signing Officer for the Corporation. The Treasurer assists other Board Members to understand the fiscal policies, financial reports and fiscal responsibilities of the Board of Directors. By-law 3.6.3 refers to the appointment and the role of the Treasurer.

1.8.3 SECRETARY

The Secretary shall be a signing Officer for the Corporation. The Secretary assists other Board Members to understand the internal and external communication systems within the Board. By-law 3.6.4 refers to the appointment and role of the Secretary.

1.8.4 BOARD MEMBERS

In accordance with the mandate of the Four County Labour Market Planning Board, Members shall provide advice to the Ministry of Training, Colleges & Universities on the planning, development and delivery of working age adult education and training programs and services in the Planning Board region.

Members shall support the development of partnerships in accordance with our vision and mission. Members shall provide advice to our strategic partners to support the development of a sustainable labour market in the Planning Board region.

Members shall deliberate impartially on any issues, which come to the attention of the Four County Labour Market Planning Board.

Every Member of the Planning Board, or Member of a body of the Planning Board, shall respect matters of a confidential nature brought before the Board or body and shall not provide unauthorized information on these matters to the media, the public or others.

Each Member shall act in the best interest of the health and well-being of the residents of the region served by the Planning Board. No Member shall conduct him/herself as a representative of any professional, socio-economic, cultural, geographic, or other constituency.

All Members shall respect the decisions made by the Four County Labour Market Planning Board through duly observed process.

The foregoing By-law Number 1.8.4 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.8.5 REPRESENTATIVES

The Planning Board has the right and responsibility to appoint non-voting advisory Members to the Board to ensure that all three levels of government and appropriate Non-Governmental Organizations are formally involved in the Board's function.

1.8.6 STAFF

The foregoing By-law Number 1.8.6 as enacted by the directors of the Corporation is hereby repealed by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

1.8.7 EXECUTIVE DIRECTOR

The Executive Director is employed by the Board to manage day-to-day operations, staff and volunteers in accordance with the Board By-laws and Policies.

The foregoing By-law Number 1.8.7 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

2. ACCOUNTABILITY FRAMEWORK

<p>Corporation</p>	<p>To exercise diligence in performance of duty as a Director of a corporation by:</p> <ul style="list-style-type: none"> ▪ Participating in all Board Meetings ▪ Declaring any conflict of interest ▪ Complying with the goals and objects of the Corporation ▪ Meeting all fiduciary responsibilities 	<p>Mechanisms:</p> <ul style="list-style-type: none"> ▪ Corporations Act and Regulations ▪ Letters Patent and By- laws
<p>Planning Board Areas</p>	<p>To ensure that its work is results oriented and benefits the entire Planning Board area by:</p> <ul style="list-style-type: none"> ▪ By regular community consultations resulting in a labour market report and partnership activity ▪ Observing and promoting the principles of equity and access ▪ Representing community interests in decision making 	<p>Mechanisms:</p> <ul style="list-style-type: none"> ▪ Public Annual Meetings ▪ Communications strategy ▪ Wide distribution of Board publications ▪ Publication of an annual labour market report ▪ Consultations with community organization and partner groups
<p>Sponsor</p>	<p>To ensure the effective administration and operation of the Planning Board by:</p> <ul style="list-style-type: none"> ▪ Establishing and maintaining sound operating principles and practices 	<p>Mechanisms:</p> <ul style="list-style-type: none"> ▪ Acts and regulations ▪ Annual operational plans ▪ Annual Reports and audited financial statements ▪ Evaluations ▪ Annual contracts

3. CORPORATE BY-LAWS

3.1 DEFINITIONS AND INTERPRETATIONS

3.1.1 DEFINITIONS

“Act” means the Ontario Corporation Act, R.S.O., 1990, C.38

“Board” means the Board of Directors of the Four County Labour Market Planning Board.

“By-Laws” means this by-law and all other by-laws of the Corporation from time to time in force and affect.

“Consensus” means general agreement of Directors on matters coming before all meetings of the Board, or its Committees for decision. General agreement shall be determined by the Co-Chairs and declared accordingly of it.

“Corporation” or **“Planning Board”** means the Four County Labour Market Planning Board.

The foregoing By-law Number 3.1.1 “Corporation” or “Planning Board” as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

“Director” means one of the Board of Directors of the Corporation representing a Labour Market Partner Group and entitled to (1) vote at all meetings of the Directors of the Corporation.

“Disability” means

- (a) any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the generality of the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device;
- (b) a condition of mental impairment or a developmental disability;
- (c) a learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language;
- (d) a mental disorder; or

(e) an injury or disability for which benefits were claimed or received under the insurance plan established under the Workplace Safety and Insurance Act, 1997; (“handicap”)

“**Local Board**” means a Board Designated by the Ontario Ministry of Training, Colleges & Universities (MTCU).

“**May and Shall**” The word “may” shall be construed as permissive and the word “shall”, shall be construed in the imperative.

“**Officers**” mean the Directors appointed to the positions of Co-Chairs, Treasurer, Secretary or any other official with specific authority, and/or delegated powers or duties.

“**Sponsors**” shall mean, individually or collectively, as the context requires, the Ontario Ministry of Training, Colleges & Universities or their Successors.

3.1.2 ORDINARY MEANING

Words used in the by-laws have ordinary meanings unless a word has been given a particular meaning in Sub-section 3.1.1.

3.1.3 PLURAL AND GENDER

Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders and vice versa.

3.1.4 PROVINCIAL AND FEDERAL LAWS

The Four County Labour Market Planning Board, Board of Directors shall be guided and governed by the applicable provincial and federal laws.

3.1.5 REVOKED BY-LAW

Upon enactment of a new by-law, the previous by-law is revoked.

3.2 EXECUTION OF INSTRUMENTS

3.2.1 SIGNATORIES

Deeds, transfers, assignments, contracts, obligations and other instruments in

writing requiring the signature of the Four County Labour Market Planning Board may be signed on behalf of the organization by any two of the following:

- either or both Co-Chairs; or
- the Treasurer; or
- the Secretary; or
- the Executive Director.

3.2.2 CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Four County Labour Market Planning Board. Any signing Officer may affix the corporate seal to any instrument requiring the same.

3.3 HEAD OFFICE

The Head Office of the Corporation shall be located in the region served by the Four County Labour Market Planning Board. This includes the counties of Bruce, Grey, Huron and Perth.

3.4 FINANCE AND AUDIT

3.4.1 FISCAL YEAR

The Board's fiscal year begins April 1 in each year and ends March 31 in the following year unless otherwise ordered by the Board.

3.4.2 FINANCIAL INSTITUTION

The Board shall select a single financial institution and create one or more accounts and pass resolutions necessary for the Board's banking functions. The Board may delegate the Board's banking function to Officers/Employees.

3.4.3 ACCOUNTING PROCEDURES

Financial and accounting procedures by the Board shall follow generally accepted accounting principles in a manner consistent with sound business practices.

3.4.4 BORROWING OF MONEY

From time to time, the Board may authorize the borrowing of money or the establishment of a line of credit for current operating expenses.

3.4.5 APPOINTMENT OF AUDITOR

The Members shall at each annual general meeting appoint an auditor to audit the accounts for the Board for report to the Members at the next annual meeting. The appointment shall be for one (1) year or until the next general meeting.

3.4.6 AUDITOR GENERAL AND PROVINCIAL AUDITOR

The Auditor of the Board, the Treasurer, and Board Staff shall, on request, cooperate fully with the Auditor General of Canada and the Provincial Auditor in respect of security of the financial affairs of the Board.

3.5 DIRECTORS

3.5.1 DIRECTORS

Directors of the Four County Labour Market Planning Board shall be comprised of Directors elected at any board meeting.

3.5.2 DELEGATION OF POWER OF DUTIES

REPEALED

3.5.3 APPOINTMENT OF DIRECTORS

Directors shall be those individuals nominated in accordance with the Composition and Selection Process and Sections 3.5.4 and appointed by the Board of Directors.

3.5.4 QUALIFICATIONS

All Directors must be:

- (a) a Canadian citizen or a landed immigrant, and
- (b) eighteen (18) years of age or older, and
- (c) a principle resident of the area served by the Board, or
- (d) must be employed within the area served by the Board.

Directors cannot be an un-discharged bankrupt.

3.5.5 REMUNERATION

From time to time the Board may set a policy on remuneration and set the allowable expenses for the Board within the guidelines of the sponsors. Please refer to the Planning Board Orientation Manual for further details.

3.5.6 TERMS OF OFFICE

No Director shall serve more than three (3) consecutive terms. Following the expiry of the initial terms of the Inaugural Board, all Directors shall serve for three years to facilitate the renewal and replacement of Directors. In the event that a Director is elected or appointed to fill a vacancy in the Board of Directors, such Director shall be elected or appointed for the unfinished term of the Director.

3.5.7 FAILURE TO APPOINT

Failure to nominate or appoint any Members of the Board in accordance with Section 3.5.1, Section 3.5.3 and Section 3.5.4 does not make invalid the appointment of any other Director or the transaction of any business by the Board.

3.5.8 REMOVAL

Labour Market Partner Groups that have nominated Directors may recommend removal and replacement of their Directors. Only the Board of Directors may terminate the office of any Director.

3.5.9 VACATION OF OFFICE

A Member of the Board ceases to hold office if the person:

- (a) resigns as a Director of the Board by delivering a written resignation from the Board;
- (b) does not participate in three (3) consecutive Board Meetings without just cause; or
- (c) becomes bankrupt; or
- (d) is removed for breach of confidentiality, unresolved conflict of interest, or serious breach of the Directors duty; and
- (e) is removed by a decision of the Board of Directors.

3.5.10 VACANCIES

Any vacancy on the Board that occurs shall be filled in accordance with this by-law. Directors will recruit members to the Board, endeavouring to balance gender, geography and sector representation.

- (a) Directors shall actively recruit potential candidates from within the board's geographic communities.
- (b) Ads may be placed in local newspapers in geographic areas lacking representation on the Board, specifying sector representation to fill vacancies.
- (c) Until a replacement is nominated, the remaining Directors may continue to exercise their powers as long as a quorum exists.

3.6. OFFICERS

The Officers will operate the affairs of the Board between regular Board meetings subject to the policies of the Board.

3.6.1 OFFICERS DEFINED

The Officers of the Corporations include:

- (a) the Co-Chairs;
- (b) the Treasurer;
- (c) the Secretary;
- (d) the Executive Director.

The foregoing By-law Number 3.6.1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

3.6.2 CO-CHAIRS

- (a) The Board will select and confirm two candidates, from their Directors, as Co-Chairs at the Annual General Meeting.
- (b) Each of the Co-Chairs will serve as Co-Chair for a term of one (1) year. Co-Chairs are not limited in the number of terms they may serve as Co-Chairs.
- (c) A Majority of the Directors may recommend that the Board terminate the term of a Co-Chair, if deemed by consensus; they are no longer fulfilling the requirements of the role and appoint an interim Co-Chair
- (d) The Co-Chairs will, by consensus, determine how responsibilities and the chairing of meetings will be shared between the Co-Chairs.
- (e) Pursuant to Section 289 (1) of the Act, the Directors are required to elect a President from among them. All duties of the President position shall be shared between the Co-Chairs.

3.6.3 TREASURER

The Board will appoint the Treasurer from among its Members. The Treasurer will be responsible for ensuring that accurate, proper accounts and accounting records are maintained. These records will be kept at a specific, secure, and accessible location known to all Board Members and officials.

3.6.4 SECRETARY

The Board will appoint the Secretary from among its Directors. The Secretary will be responsible for the maintenance of minutes of all meetings of the Board of Directors; copies of its Letters Patent, Supplementary Letters Patent, By-laws and notice of all regular, general, annual or special meetings.

3.6.5 EXECUTIVE DIRECTOR

The Executive Director is a signing authority according to by-law 3.2.1.

Enacted as By-law Number 3.6.5 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

3.7 COMMITTEES OF THE BOARD

The Board may, from time to time, appoint and discharge Ad Hoc Committees consisting of any number of Directors and change their personnel and mandate.

Wherever possible, Committees shall:

- (a) be representative of the Four County Labour Market Planning Board's geography;
- (b) be gender balanced;

3.8 MEETINGS OF THE BOARD OF DIRECTORS

In addition to the Annual General Meeting, Director's meetings shall be held at least quarterly. These meetings will be open to the public. The Directors may hold meetings by telephone, electronic or other telecommunication facilities.

3.8.1 MINUTES

The Board shall require the recording of minutes of all meetings of the corporation.

3.8.2 CALLING OF BOARD MEETINGS

- (a) Meetings of the Directors shall be held at such time and at such place in the Board area that the Co-Chairpersons may determine.
- (b) Notice of any meeting shall be given by hand delivery, mail, telegraph, telephone or electronic communications not less than seven (7) days before the meeting is to be held.
- (c) The accidental omission to give any notice to any Director or the non- receipt of any notice by a Director, or any error in any notice not affecting the substance of the notice shall not invalidate any action at any meeting held pursuant to such notice.

3.8.3 SPECIAL MEETINGS

Special meetings may be held at the call of the Co-Chairs or by 50% of the Board of Directors.

3.8.4 PROCEDURE AND QUORUM FOR DIRECTORS' MEETINGS

- (a) Quorum is established when there is equivalent to at least 50% +1 of voting seats (vacant seats are counted as part of quorum requirements);
- (b) If quorum is lost at a meeting, no further decisions can be made except for:
 - 1) schedule the next meeting
 - 2) adjourn the meeting
- (c) The Director representing persons with disabilities may be represented by an observer. The observer may take part in the discussions leading up to the decision making process.
- (d) A Director participating by speakerphone will be considered present.

The foregoing By-law Number 3.8.4 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 8th day of December 2011.

3.8.5 ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held within 12 months immediately following fiscal year end. Annual General Meetings shall be open to nominating organizations and to the general public of the Planning Board area.

At every Annual General Meeting of Directors, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Directors may consider and transact any business either special or general at any meeting of the Directors.

Notice of the Annual General Meetings shall also be provided to partner organizations in writing 60 days in advance of the meeting date. Public notice of Annual General Meetings shall also be provided to the general public in the Board area with no less than 30 days' notice.

The foregoing By-law Number 3.8.5 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of the Members duly called and regularly held and at which a quorum was present on the 25th day of May 2011.

3.9 AMENDMENT OF THE BY-LAWS AND STANDING POLICIES

Subject to the Act, the by-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted at a general meeting of the Members duly called for that purpose. The By-laws and Standing Policies may be amended at any regular meeting of the Board provided that the text of the proposed amendment has been sent out or mailed to the Directors at least twenty-one (21) days before the meeting date. By-law changes shall be ratified at the next Annual or General Meeting.

3.10 INDEMNIFICATION OF DIRECTORS

Every Director and Officer of a company, and his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the company, given at any meeting of the shareholders, from time to time and at all times, be indemnified and saved harmless out of the funds of the company, from and against,

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

3.11 CONFLICT OF INTEREST

The Four County Labour Market Planning Board shall have a Conflict of Interest Policy.

3.12 HUMAN RIGHTS POLICY

The Board shall adhere to the Ontario Human Rights Code.

3.13 CONFIDENTIALITY OF INFORMATION

All Directors and Employees are required to maintain confidentiality of materials and information under deliberation, in accordance with policies and guidelines established by the Board.

3.14 DISSOLUTION OF THE BOARD

Upon dissolution of the Board, certain assets of the Corporation received from its sponsors must be distributed in accordance with the contract, but its remaining assets, after payment of all liabilities, must be distributed to charitable organizations which carry on their work solely in Ontario.

4. DIRECTOR'S CORPORATE RESPONSIBILITIES

The Four County Labour Market Planning Board is a corporation under the provisions of the Corporations Act, R.S.O. 1980, Chapter 95. As a corporation, it has no power to act on its own; it can only act through its Directors or through others to whom the directors have delegated responsibility.

4.1 DIRECTOR'S AUTHORITY AND RESPONSIBILITY

By law, individual Members of a corporation are exempt from personal liability for the debts, obligations or acts of the corporation so long as those individuals do not contravene the provisions of the Act incorporating them. This is an important restriction that every Director should keep in mind. In today's world, people are quite willing and able to take legal action if they feel that they have been misled or wronged in some way. If Directors were to authorize action that is outside the corporation's legal authority, the Directors themselves could ultimately be held liable for any loss or damage, which is incurred.

Directors must exercise their responsibilities skillfully, with care and diligence, in good faith, and with a view to advance the mission of the corporation. Directors are responsible for preserving the assets of the corporation. This is called fiduciary duty. This duty is to the corporation, not to the government funding agency or individuals or creditors of the corporation. The law has developed a "standard of care" to judge whether or not the Director's duty has been breached. The standard of care for a non-profit corporation is a "subjective standard". The Director must exercise a standard of care, which may reasonably be expected of persons having the same knowledge and experience. In other words, it is a sliding scale depending on the individual knowledge, skill and experience of the Director.

The sponsors will provide sufficient liability insurance to cover the Board of Directors. In addition, the Directors have included a by-law (By-law 3.10) indemnifying the Officers and Directors from any actions, demands, lawsuits or proceedings, which may arise during their term as Directors. Neither liability insurance nor an indemnification by-law will protect the Director from willful acts, misconduct, fraud, dishonesty or any other flagrant misuse of authority.

Statutory liability can be imposed by federal or provincial law, for omissions or failure of the corporation. These liabilities can be imposed under the Corporations Act, Bankruptcy Act, Corporations Information Act, Income Tax Act, the Retail Sales Tax and the Goods and Services Tax Act. The Board of Directors should seek clarification of these with a lawyer to avoid any difficulties.

4.2 MEASURES FOR EFFECTIVE BOARD GOVERNANCE

- Attending all Board of Directors' meetings;
- Educating yourself on the business affairs of the corporation;
- Reading all financial statements;
- Reviewing any information supplied prior to meetings; Ensuring compliance with the Four County Labour Market Planning Board's goals and the objects of the corporation;
- Noting in the minutes all Director opposition to corporate actions;
- Recording all conflicts of interest and ensuring Board policy is strictly followed;
- Retaining Board of Directors' responsibilities at the Board level (i.e. appropriate delegation to Staff);
- Ensuring corporate record keeping is up-to-date and accurate;
- Including a by-law that indemnifies Directors and Officers;
- Insisting the corporation seek professional advice when required;
- Ensuring a timely audit is prepared; and
- Resigning if you cannot perform your role.

4.3 DIRECTOR KNOWLEDGE OF POLICIES AND BY-LAWS

The role of the Four County Labour Market Planning Board of Directors is to guide the corporation. The Board must guide the Four County Labour Market Planning Board in such a way that the organization achieves its goals and fulfills its mandate. As such, a Director's key responsibility is policy formulation. In order to deal effectively with policy issues before the Board, Directors should be familiar with the policies and by-laws of the Four County Labour Market Planning Board. The Director Manual lists the policies of the Four County Labour Market Planning Board and Directors should be familiar with its contents. Additionally, Directors should be familiar with the Four County Labour Market Planning Board's By-laws, which detail the mechanics of how policy is to be developed and implemented and provide guidance on the appropriate conduct of Four County Labour Market Planning Board Directors. Directors must be aware of and abide by the Director's Code of Ethics as well as the Conflict of Interest Policy.

4.4 DIRECTOR OBLIGATIONS TO THE BOARD

Four County Labour Market Planning Board Directors are entrusted with the setting of policy parameters of the corporation. As such, a Director, in performing his or her duties, must act with the utmost good faith. All the funds and property of the Four County Labour Market Planning Board are the responsibility of the Directors, as trustees, to administer. It is therefore very important that each Director keep in mind the limitations of his/her authority, both for the good of the organization and for the personal financial security of the Director.

Every Director must recognize the limits of his/her individual authority. No one Director can claim to speak for the entire Board unless the Board has authorized him or her to do so. If a Director ignores this limitation and does not qualify his or her remarks by stating that he/she is not speaking on behalf of the Board of Directors, the Director may end up personally liable to anyone who takes action under the assumption that the Director's statements represent the position of the Four County Labour Market Planning Board.

Between elections, Directors have the power and authority (subject to the Corporations Act, By-laws, and laws of general application) to manage the affairs of the Four County Labour Market Planning Board in the way they see fit, even if their views conflict with those of the sponsor.

4.5 LIABILITY AND ACCOUNTABILITY

Sometimes, when things start to go wrong, Directors think that resignation is the way out. However, resignation does not remove potential liability from a Director who has taken part in actions or decisions that were deemed inappropriate. A Director cannot delegate his or her authority to other Directors or sit back and let other Directors make decisions and then try to avoid the blame, should liability occur, on the basis that he or she did not participate in the actual decision. Every Member of the Board of Directors has a duty to participate in the activities of the Board and, likewise, every Director to share equal responsibility for the actions and decisions of the Board.

Four County Labour Market Planning Board Directors have a duty of loyalty to the organization. As such, it is improper for a Director to publicly take a position, which goes against the official position of the Board of Directors. Any Director whose personal views contradict those of the Board must not claim to speak on behalf of the Four County Labour Market Planning Board either in public or to the media. It is very easy for a Director to find himself or herself in a position where it is hard not to make a comment. The media are not asking questions just for interest – they are after a story. Comments which are made in haste or which can be taken out of context can be damaging to the reputation of the Director and to the entire organization.

Every Director has a legal responsibility to act honestly and truthfully with fellow Directors. For the Board to be effective its decisions must be based on the collective wisdom of all Directors and, as such, it is important for all Directors to provide input into issues before the Board. However, once the Board reaches a decision, individual Directors should not publicly speak against it.

A Director, in managing the affairs and business of the corporation, must act with a certain level of care. (Directors are required to) exercise the care, diligence, and skill of a reasonably prudent person in comparable circumstances. In other words, a Director is expected to act as someone of his or her knowledge or experience would act. A Director is not required to devote continuous attention to the affairs of the corporation. Indeed Directors are often simply unable to familiarize themselves with all of the corporation's activities.

Nevertheless, a Director is expected to uphold a certain level of care in carrying out the duties associated with the position. The corporation or any of its Members can bring legal action against any Director(s) who falls below the requisite standard of care.” (Manitoba: Community Legal Education Association.)

4.6 COMMITMENT AND INVOLVEMENT

Attendance at Board meetings is indicative of one’s commitment to the organization and to the community. Once elected, a Director has the legal right to attend all Board meetings and to participate in the management of the Board of Directors. The only exception, of course, is where a Director is personally involved in the matter coming before the Board. If that happens, the Director should declare his or her interest in the issue and refrain from participating or voting on the matter. Any such personal interest should be made clear to the Co-Chairs and noted in the minutes of the proceedings both to protect the Director and to protect the integrity of the Board’s decision on that matter.

4.7 RELATIONSHIP WITH MANAGEMENT AND STAFF

Under normal circumstances Board-Staff communication would be through the Executive Director. An exception to this would be any situation that is outlined as part of the conflict resolution process (i.e. the final step). In order to make the most appropriate policy decisions the Board would solicit advice from the Executive Director, which may include consultation with staff. Staff does not have voting privileges and the Board of Directors has sole responsibility for any decisions it makes.

4.8 LIBEL AND SLANDER

All Four County Labour Market Planning Board Directors should understand the laws of defamation (i.e. libel and slander). The laws of defamation are designed to restrict individuals from making damaging comments about others. Damages awarded for defamatory statements can be large and any Director who makes defamatory comments risks damaging his or her own reputation and the reputation of the Four County Labour Market Planning Board.

4.9 DIRECTOR RESPONSIBILITY TO THE COMMUNITY

The Four County Labour Market Planning Board Directors have two principal duties:

- 1) setting policy for the Four County Labour Market Planning Board, and
- 2) representing the interest of the community at large as it relates to labour market planning and development.

The Four County Labour Market Planning Board Directors have a fundamental responsibility to establish and maintain close communications with the community. This includes:

- Awareness of current training issues and concerns of the constituency.
- Awareness of organizations, agencies and groups throughout the region that serve.
- Attending key events and meetings of such organizations and communicating the Mission and Mandate of the Four County Labour Market Planning Board.
- Identifying and developing future potential leaders through mentorship and training opportunities.
- Ensuring that appropriate contacts and processes are maintained to facilitate the appointment of future Directors to the Four County Labour Market Planning Board.

5. REPEALED BY-LAWS

5.2 Delegation of Power of Duties

9. Decision Making (amended 2011), found in Governance Manual, 2011

Organizational Structure: Executive Committee

Organizational Structure: Planning and Finance Committee

Organizational Structure: Communications Committee

Organizational Structure: Staff