



Pender Island Child Care Society

Board of Directors Handbook

Revised by Carmen Oleskevich, Winter 2011

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1. Welcome

Welcome! This Handbook was created to help you be a successful Board Member for the Pender Island Child Care Society. New Board Members can sometimes feel overwhelmed, and the purpose of this handbook is to give you a start in understanding your role, your Society, and the guiding philosophy of our team. Please read through this entire Handbook as it will help you in participating fully in the group discussions at our monthly meetings and give you the basics behind our committees. We aim to have Board Members and staff working together with a common purpose: to offer high quality programs to the children of Pender Islands. Thank you for volunteering to be a Board Member.

2. Brief history of Pender Island Child Care Society

The Pender Island Child Care Society (“PICCS”) is a non-profit society and was incorporated on Sept. 25, 1995. The Society was started by a group of local parents who wanted to offer further child care on Pender and we’ve been growing ever since. Our volunteer Board of Directors governs the Society, which means that Board Members are the bottom line on decisions. Our headquarters are the Dragonfly Child Care and Family Resource Centre, located beside the Pender Islands Elementary/Secondary School, under an operating license with School District #64,. We use the building space on school grounds for a monthly fee (to cover custodial and maintenance services) for 10 months per year, thus we work closely with the school staff.

PICCS has two areas of operation: the Dragonfly Child Care Centre and the Family Resource Centre. Both operations occur mostly in the Dragonfly Centre. The Centre is managed by an employed Manager and several part-time and on-call employees. We have two government licenses to operate child care services: an Occasional Care License (ages 18 mo to 5 yrs) and an Out of School Care License (ages 5 to 12 yrs). We offer on average 5-7 child care sessions per week, 3 hrs per session, with approx. 25-40 children registered in the Dragonfly Centre.

In 2004-05, a large flood in the Centre caused a temporary relocation to another room within the school for several months. In 2006, the outdoor play area was greatly improved with new play structures. In 2005, PICCS undertook greater responsibilities and expanded to offer children and family programs to the Pender Island community. Through various government and local grants, PICCS organizes, funds and employs staff for several programs for children and families including HOP, Dad ‘n Me Breakfasts, Parents & Babes, Parent Education, and others, which are held in the Dragonfly Centre or off-site.

The main source of revenue for PICCS has been child care fees, the annual registration fee of \$20 per family, provincial government grants, local grants (Nu-to-U, Lions, etc.), and Success-by-Six grants. Our main expenses include employee wages and benefits, operating costs (custodial, insurance, telephone), supplies (games, toys, food), and administrative fees. In some years we have depended heavily on fundraising, while more

recently operating costs have been covered by grants. As a non-profit society, all profit monies are to be returned to the Society for improvements.

3. PICCS Statement of Principles, Constitution & Bylaws

Statement of Principles

The mission of PICCS is to provide high-quality, affordable child care and other programs that foster the emotional, social, cognitive and physical development of children, as well as family resource activities that involve and support parents. These programs enhance the lives of children and families and provide a caring and vital community service. As a Board, we work to further the goals of PICCS in accordance with our mission statement.

The philosophy of PICCS is that children learn best in a nurturing environment where there is time for both planned and child-directed activities, indoor and outdoor play, and active and quiet times. Children are entitled to be respected as unique individuals, to have their feelings heard and acknowledged, and to be provided with opportunities to develop and be happy together.

Parents are entitled to be involved in a meaningful way in their family's child care experience, and to rely on quality care for their children while they are involved in work, educational, and other commitments or personal fulfillment.

In addition, Board members are expected to comply with the general terms governing all PICCS members, including: to demonstrate honesty and integrity in the performance of their duties; and to obey all applicable laws (in particular those protecting child welfare).

Membership in PICCS is open to anyone who pays the annual registration/membership fee or who is an elected Board Member. To conduct the business of the Society, each member shall have one vote.

Constitution & Bylaws (see Appendix)

4. Confidentiality Policy

All persons, and that means you as a Board Member, who have done any paid or volunteer work for the Pender Island Child Care Society (PICCS) will not disclose any information about:

- ❖ a child or adult who has received services from PICCS;
- ❖ another person who has worked or volunteered for PICCS; or
- ❖ the internal communications, records and practices of PICCS,

unless compelled to do so by their work responsibilities, legal responsibilities or professional ethics. The above information is considered confidential, in particular

where its disclosure could be prejudicial to any person or organization. The duty not to disclose is especially important in a small community, and continues after a person's engagement with PICCS ends. This includes information in past and present records/files on children and staff, and "in camera" board meetings.

Some examples of situations where disclosure of confidential information is authorized are:

- appropriate communications with parents about their own child, or with the person who is authorized in writing to pick up the child;
- communications with other PICCS employees, contractors or volunteers that are necessary to fulfill duties and responsibilities, or necessary for the appropriate functioning of the Society or its Board;
- communications with child welfare or other legal authorities about a child in need of protection, or about another person in potential physical harm;
- communications authorized by a written release from the person to whom the confidential information relates.

Authority to handle and release confidential information will be determined by the Manager, or by the Board Chairperson in the Manager's absence.

Employees or volunteers (including Board members) with questions about disclosing information that may be confidential should consult with the Manager before any disclosure. This is particularly important in situations involving a child who may be in need of protection, or in other cases where conflict has added heightened emotions to the situation, and/or when email communications are involved.

Confidential information will be stored in secure locations when not in use, and out of general view at all other times.

Breaches of the foregoing confidentiality provisions may incur legal penalties under B.C.'s Personal Information and Privacy Act.

Board Members, employees, contractors or volunteers who breach confidentiality provisions will be subject to potential termination of their relationship with PICCS.

5. General responsibilities of a board member

Our primary concerns are the children enrolled in PICCS programs and the employees. Our actions and decisions must keep these priorities in mind.

The Society Act requires that we have a Board of Directors which carries out the work of the Society and acts as the governing body. Our Board sets the organization's direction and policies, including its financial, program, and personnel policies. Our Board generally appoints committees to make recommendations, but final decision-making always rests with the whole board. Ultimately our Board has the final legal authority and responsibility for the conduct of the Society. We are accountable to the Society's members and must comply with the legal requirements set out in legislation.

As a volunteer Board Member, you are not paid for your activities on behalf of PICCS, but you may be reimbursed for some expenses while conducting business on behalf of the organization.

In addition, we ask Board Members to make specific commitments to the following areas:

Cooperation:

- Board Members come with varying degrees of expertise and different styles.
- A Board works best when its members are making a cooperative effort and working with a common purpose.
- The goals and objectives of PICCS and its programs should be paramount in the minds of the Board Members.

Competence: a working knowledge of the following is important:

- PICCS legal status, principles, and history
- the financial status, sources of revenue, financial history and outlook for the future
- PICCS child care programs and the administration of the programs

Continuity:

- Board Members should strive for minimum 2-year term, with half of the members changing each year.
- All resigning Board Members should commit themselves to ensuring a smooth transition when changes are required

Board Members can find copies of many important documents in the Dragonfly Centre office, including copies of employee contracts and legal agreements; a copy of the child care license and a description of the child care programs; a copy of the *Child Care Licensing Regulation*; and our organizational policies and procedures.

6. Board Meetings

This is where it all happens! Our board meetings are the key part for making decisions and all members, including parents, employees, and Board Members, are welcome. The PICCS Board meets once per month and has an annual general meeting in the spring of each year. Board members are expected to attend and participate in regular meetings. Eligibility to be on the Board is open to parents of children enrolled at Dragonfly Centre and to members of the Pender Islands community with an interest or experience in childcare and support the organization's goals. We require a minimum of 3 Board Members to pass a motion, to comply with our bylaws.

Purpose of meetings

- information sharing
- updates on the child care centre and the community programs
- financial updates
- discussing and making decisions on new proposals, and delegating work
- ensuring all activities are consistent with the organization's purpose and mission
- planning for the future and identifying new opportunities

To get the most from the meeting:

- Prepare yourself for meetings in advance by reading the agenda, previous month's minutes, and any reports.
- Forward apologies to the Chairperson if you are unable to attend.
- Listen to the speakers.
- Learn from other people.
- Speak up when you have something to say.
- Ask questions if you are unclear or unsure.
- Consider all the options and share your views.
- Abide by decisions which are taken, whether you agree with them or not.

Decision making

There are two common methods of making decisions:

1. By consensus - which means we bring ideas forward, we discuss them in an open and non-threatening way, and we reach a decision we can all agree upon. PICCS has a strong commitment to this method.
2. By taking a vote.

Regardless of how decisions are taken, all committee members should be clear about exactly what has been decided and decisions should be clearly recorded in the minutes.

- ❖ Don't forget, each Board Member has a contribution to make to effective meetings.

Decision making is much more effective if the Board establishes not only what is to be done but also how and when it will be done and by whom.

There are situations where it is sensible to delegate the power to make day to day decisions to the Facility Manager or to a working group which the Board has agreed to.

7. Executive positions

Executive positions include the Chairperson, Vice-Chairperson, Treasurer, and Secretary. The nominations for these positions are voted upon annually at the Annual General Meeting, are open to all Board Members, and an information binder is available for each position. All Board members have the title of “Director”.

Brief Overview

Chairperson

- providing leadership to the Board of Directors; representing PICCS in the community;
- key contact person for the Manager and for Board Members;
- overseeing key committees such as personnel and finance;
- scheduling, presiding over, and preparing the agenda for regular meetings

Vice chairperson

- assists the Chairperson;
- in the Chairperson's absence, chairing Board meetings;
- participating on the Personnel and other committees;

Treasurer

- maintains an overview of the organization's finances;
- meeting monthly with the Manager and other staff to monitoring revenue and expense disbursements; ensuring accurate records
- presenting the financial statement and recommendations at monthly Board meetings;

Secretary

- recording minutes, resolutions and attendance at monthly Board meetings;
- emailing minutes to Dragonfly office for filing in the Minute Book;
- updating Board member contact information.

Directors

- Participate in and lead various special committees (i.e. Fundraising)
- Research and pursue projects recommended by the Board including fundraising events, recruitment of new members, promotional/advertisement materials, etc.

Information about Committees

- Personnel Committee: staff hiring, annual performance reviews, considers grievances from and against staff.
- Finance Committee: analyze areas of concern to the board, review proposed budgets, monitor monthly financial reports, make recommendations to changes

in revenue and expenses, help to set salaries/benefits, and review annual financial reports.

- Health & Safety Committee: does an annual review of the facility safety checklist and responds to requests and concerns.

8. The Board and the Employees

The Board of Directors of PICCS is the employer and ultimate supervisor all staff, contractors, and volunteers working within our children's programs under the auspices of PICCS.

- Good working relations and cooperation between the Board and staff are essential for Dragonfly to function.
- Good relations require a partnership, respectful management, and common commitments to child care programs.
- Our Board strives to define our volunteer roles and understand the role and responsibilities of the employees, as outlined in various employee job descriptions.
- Experienced and qualified staff are intimately familiar with the day-to-day running of the programs and can provide the Board with valuable input for decision-making.
- Board members try to keep the big picture in mind and leave the daily operations to the people we have hired to do the job.

The Manager is the key liaison between the child care programs and the Board. The Manager assists us through reports, attending monthly meetings, providing information for budgets, and keeping account of expenditures. As well, the Manager oversees the daily operations, building a staff team, and orienting and supervising staff.

Our line of authority is simple:

- the Chairperson is the primary contact person for the Manager
- Board Members will first contact the Chairperson or Vice-Chairperson regarding all issues and requests concerning the Manager and employees. We operate in this way as our Manager cannot respond to 5 or 6 "bosses" on a wide variety of issues.

PICCS employees, contractors and volunteers are entitled to a working environment that values and respects their skills and commitment to childcare, and that demonstrates this respect in communications and policies. Board members can familiarize themselves with employee contract documents by reading through the Employee Binder that contains reference material. Our Board has the serious responsibility to suspend or terminate an employee where they have been charged with an offence that in the Board's opinion renders the employee unsuitable to perform their duties, or where the Board otherwise considers that the employee's presence threatens the welfare of children.

9. Legal Issues and Liability

Board members could be held legally responsible if they do not manage the affairs of PICCS and its programs with a reasonable degree of care, diligence, and skill, or if they fail to act in PICCS best interests.

We have a duty to the non-profit society, and are legally responsible for deciding policy and overall management of our programs. We must act honestly, in good faith, in the best interests of our Society, and exercise care, diligence, and the skill of a reasonably prudent person. Board members sometimes may act mistakenly, but honestly and in good faith.

A Board Member could be found liable for such things as negligence, breach of duty or trust, and incurring debt without Board approval. Liability means that a person or organization is found responsible for an act or event and must usually pay financial compensation to anyone who is injured or suffers a loss due to the act. The injured party must prove within reason that the injury resulted from the action or negligence of PICCS. The best way to minimize the chance of Board Members being sued for loss, damage or injury that may result during PICCS activities is to ensure that each and every Board Member understands and does their duties diligently and consistently. We carry Directors' and Officers' Liability Insurance to protect individual Board Members from personal liability if there is a lawsuit. But this insurance does not cover activities such as fraud, gaining personal profit, dishonesty, and a breach of your duties by doing something directly against the interests of the Society. If we are threatened with legal action, we will seek professional legal advice immediately from a lawyer with the expertise we require.

Board members must disclose any conflict of interest to the board and should refrain from voting on any motion related to the specific issue.

PICCS Board Members and Staff have a legal duty to report child abuse and neglect concerns under the *Child, Family, and Community Services Act*.

For further information, the INFORM Guide 2006 in our Dragonfly Office has an extended chapter on legal issues and liability as related to child care situations.

10. Appendix: Constitution and By-laws

“SOCIETIES ACT”
Constitution and By-laws
of the
Pender Island Child Care Society

CONSTITUTION

Article I – NAME

The name of the Society is “Pender Island Child Care Society” and the Society shall hereafter be referred to as the “Society”.

Article II – OBJECT

1. To operate and promote non-profit programs for the care and education of children up to and including the age of 12 years, on Pender Island, as allowed by the Provincial Laws and Regulations.
2. To enable child care groups to share resources and information.
3. To educate the general public as to the importance of child care.
4. To implement child care programs which complement existing school-based educational programs and nurture the emotional and psychological development of children.
5. The Society shall be carried on without purpose of gain for its members, and any programs or other accretions in the Society shall be used in promoting its objects.

Article III- OPERATIONS

The operations of the Society are to be chiefly conducted on Pender Island in the Province of British Columbia. This provision is unalterable.

Article IV – DISSOLUTION

In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be transferred to such organization or organizations promoting child care or to the Province of British Columbia, as may be determined by the members of the Society at the time of winding up or dissolution and if and so far as effects cannot be given to the foregoing provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in the Paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized as such under the provisions of the “Income Tax Act” of Canada from time to time in effect. This provision is unalterable.

BY-LAWS

By-law I – MEMBERSHIP

1. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members in accordance with these By-laws and, in either case, have not ceased to be members.
2. A person may apply to the Directors for membership in the Society and upon acceptance by the Directors shall be a member.
3. A member in good standing is one who has paid applicable fees and complies with the Constitution and By-laws of the Society or any Provincial Laws and Regulations of Federal Laws and Regulations.

By-law II – FEES

Membership fees and membership dues shall be fixed from time to time by the Board of Directors.

By-law III – WITHDRAWAL AND EXPULSION

1. Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing to that effect and upon receipt by the Board of Directors of such written notice, or on a later specified date in such notice, the member concerned shall cease to be a member of the Society.
2. A member shall also cease to be a member of the Society if:
 - i) written charges are laid by 3 members, and
 - ii) the Board of Directors establishes a special committee of 3 to investigate the charges and report their documented, written findings within 30 days to the Board of Directors.
 - iii) The Board of Directors then studies the report and if there is a majority vote of two-thirds of the Board present to proceed, written notice is sent to the member charged

- seven days before a meeting of the members of the Society. At the meeting of the members, the Board of Directors makes its recommendations to the membership.
- iv) If the members' vote is three-quarters of the members present in favour of expelling the member, the member is expelled.
 - v) The member charged has the right to speak in his or her behalf at the meeting of the members of the Society and the Special Committee meeting.
 - vi) Unless all foregoing provisions of By-law III, Clause 2 are complied with, the charges against the member are deemed dismissed.

By-law IV – MEETINGS OF THE SOCIETY

1. The annual meeting of the Society shall be held each year, in such time and place as determined by the Board of Directors.
2. Written notice of the annual general meeting and any other meeting of the members of the Society shall be mailed and received or handed to a member at least 14 days before such an annual meeting or other meeting provided that notice shall be given to every member of the Society.
3. Other meetings of the Society shall be held at such time and places as may be determined from time to time by the Board of Directors. In addition, 10% or more of the members of the Society may, at any time by notice in writing specifying the purpose, require the Board of Directors to call a meeting of the Society, and the Board of Directors shall thereupon call a meeting of the Society.
4. A quorum for the transaction of business at any meeting of the members of the Society shall be not less than one-third of the total members or three of the members of the Society.
5. Each member shall have one vote.
6. The procedure at any meeting shall follow the agenda.

By-law V – BOARD OF DIRECTORS

1. The affairs of the Society shall be managed by a Board of Directors of not less than three. The first Board of Directors of the Society shall be the subscribers to the Constitution and By-laws. At each annual meeting, the Board of Directors shall be elected by the members. Each Director shall hold office until the next annual meeting, after she/he has been elected or appointed as aforesaid or until her/his successors shall have been duly elected and qualified. Members of the Board of Directors shall be eligible for re-election. The election may be a show of hands by the members present, unless a ballot is demanded by a member.
2. The qualifications for a Director shall be coincident with qualifications for membership in the Society. A Director shall cease to be a Director at the time she/he ceases to be a member of the Society.
3. If any member of the Board of Directors shall resign her/his office, the Directors may declare her/his office vacated.
4. Vacancies on the Board of Directors, however caused, may be filled by the Directors from among the members of the Society, if the Directors see fit to do so, until such vacancies shall be filled at a meeting of the members of the Society.
5. A Director may be removed from office by special resolution of the members and another Director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.

By-law VI – MEETINGS AND DUTIES OF THE BOARD OF DIRECTORS

1. Meetings of the Board of Directors shall be called by the Chairperson of the Board of Directors or by any other 2 Directors at such time and place as those persons calling the meeting see fit, provided that reasonable notice be given.
2. A 60% majority of the Directors shall form a quorum for the transaction of business. No formal notice of a meeting shall be necessary if all Directors are present or if those absent have signified their consent to the meeting being held in their absence.
3. Questions arising at any meeting of the Board of Directors shall be decided by a 50% majority vote of those present. Any 2 Directors may require that a decision be referred to the members of the Society.
4. A resolution in writing, signed by all Directors personally, shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
5. The Board of Directors shall be composed of a Chairperson, a Treasurer, a Secretary and such other officers to perform such duties and have such powers as is deemed necessary by the members of the Society at the annual meeting or other meeting of the members of the Society.
6. The Chairperson is the chief executive officer of the Society. The Chairperson shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.
7. The Treasurer shall keep an accurate account of all monies received and disbursed on behalf of the Society and her/his accounts shall be open to all members of the Society.

8. The Secretary shall keep reasonable record of the affairs and correspondence of the Society, and specifically, minutes of all meetings of the Board of Directors and of the annual meeting of the Society.
9. The management and the administration of the affairs of the Society shall be vested in the Board of Directors. In addition to the powers and authority given by the By-laws or otherwise expressly confirmed upon them, the Board of Directors may exercise all such powers of the Society and do all such acts on its behalf as are noted by the Societies Act or any of these By-laws or any resolution passed at a meeting of all members or a special meeting.
10. Each Director shall have access to all transactions of the Board of Directors and shall be prepared to report on such matters to the membership of the Society however exercising discretion regarding personal confidences of members, children, and employees.

By-law VII – BORROWING POWERS

No money shall be borrowed by the Society without the sanction of a special resolution of a three-quarter majority vote of the members present at a meeting of the Society, providing always that no debenture shall be issued without the sanction of a three-quarters Special Resolution of the Society.

By-law VIII – AUDITS AND ACCOUNTS

1. This part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
3. At each general meeting, the Society shall appoint an auditor to hold office until she or he is re-elected or her/his successor is elected at the next general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be promptly informed in writing of appointment or removal.
6. No Director and no employee of the Society shall be auditor.
7. The auditor may attend general meetings.

By-law IX – RESOLUTIONS AND AMENDMENTS

1. Notice to amend any By-law or to introduce a new one shall be given in writing at a meeting of the Society previous to the meeting at which the amendment is to be considered, or circulated fourteen (14) days in advance of the meeting at which it is intended to be considered.
2. The By-laws of the Society may be amended at any meeting of the members of the Society by a special resolution adopted by a three-quarters majority vote of the members present at the meeting of the Society.
3. Any resolution or motion shall be deemed passed, if a simple majority (51%) of the members present vote in favour of such a resolution or motion.
4. The Board of Directors may, at the initiative of a meeting of the members of the Society, make arrangements for a mail ballot for the passing of special resolutions, including amendments of the By-laws and the election of Directors. All members entitled to vote will have the opportunity to participate in the process. A time limit of 21 days will be given for mailing out and receiving back of the ballots.

By-law X – BOOKS AND RECORDS

1. The Board of Directors shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept.
2. The books and records of the Society shall be open to inspection by the members of the Society at all reasonable times at the office of the Society.

By-law XI – BRANCH SOCIETIES

At any annual meeting or any other meeting of the members of the Society the members may, by resolution, set up a branch society consistent with the Societies Act.

By-law XII – SEAL

The common seal of the Society shall be in the control of the Board of Directors and the responsibility for its custody and use shall be determined by the Directors so long as it shall be affixed only in the presence of two (2) or more Directors. Chairperson Binder