

**KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES  
POLICIES AND PROCEDURES MANUAL**

**SECTION 3: BOARD GOVERNANCE**

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## **3.1 ROLES AND DUTIES OF BOARDS OF DIRECTORS**

**The duties of a Director are owed to the organization, to other Directors, the members, employees and creditors of the organization and to government bodies and the public.**

The role of the Board of Directors, trustees or any other governing body of a nonprofit organization is not unlike that of a board of a private profit making organization. The job of the latter is to tend to the well being of the corporation in the greatest long term interest of the stockholders.

In a similar sense, those who act for “stock holders” of a private non profit organization have a dual role:

“They are representative of the public beneficiaries whose interests the organization serves, and they are the policy making body and financial controllers of a legal and economic entity.”

Simply stated, the role of the governing body is to attend on a regular basis the questions of:

1. What is our Purpose?
2. What are the goals and objectives of the organization?
3. Are the decisions that are being made moving the organization closer to meeting the goals?
4. Are we using the public’s funds in an efficient, effective and responsible manner?
5. Are we being financially responsible?
6. Are we meeting all the public and government needs and requirements regarding availability of information in a form which accurately reflects our activities and financial position?
7. Are funds being misused or misappropriated?
8. Is the Board maturing or stagnating?

### **THE ROLE OF A DIRECTOR**

To be Director of a nonprofit organization, a person must fulfill certain qualifications such as age of majority, mental competency and citizenship. These requirements vary with the organization and the location.

Generally, the Directors are elected by the members of the organization on an annual basis or in agreement with the organizations bylaws. There can be a provision for an ex officio director. This means that someone is given the authority of a directorship by virtue of holding an official office, e.g. a past president, without being formally elected.

Directors are responsible for managing the affairs of the organization and applying the by-laws. It is the responsibility of the members to consider by-laws submitted to them by the Directors and either confirm or reject them.

#### **3.1.1. DUTIES OF A DIRECTOR**

##### **MANAGERIAL DUTY**

The Board of Directors has the sole responsibility for the management of the organization. This would include the supervising of management staff, providing guidance and policy development, and acquiring an adequate knowledge of the organization. The Directors must comply with the legal requirements such

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as: properly maintaining the books, records and minutes; enacting by-laws; ensuring the proper election of officers; and appointing an auditor.

### **FIDUCIARY DUTY**

A fiduciary is any person who maintains a position of trust. It is an obligation to act honestly, in good faith and in the best interest of the organization and to be loyal to the organization. Such a person must have the confidence and the support of the general public in order to do a proper job.

1. Honesty – This is an obligation placed on the director to disclose the entire truth and to avoid fraudulent transactions in matters pertaining to his/her office. Examples of a director's breach of the duty of honesty would be misuse of the organizations funds, misappropriation of organizations properties and improper loans to directors and/or staff.
2. Good Faith – The Director must pursue the best interest of the organization and good faith must be demonstrated in attaining this goal. This means that the Director may not pursue any "improper" purpose when acting on behalf of the corporation. A prudent Director will attempt to remain within the boundaries of his/her legitimate authority.
3. Loyalty – A Director must give undivided loyalty to the organization, which means that he/she agree to subordinate all personal interests to those of the organization.
4. Conflict of Interest – Although closely related to loyalty, conflict of interest is a more explicit requirement of a Director. Conflict of Interest can arise if a director contracts with the organization and uses his or her office to negotiate terms, which are unfair to the organization but are personally advantageous. Conflict could occur when a Director serves on two boards, which deal with each other. The Director owes a fiduciary duty to each board and must act in the best interest of each!!!! This may prove impossible and it would be wise for a Director to avoid such situations. If a Director finds that a conflict of interest may arise or has already arisen, a declaration of the conflict of interest must be made immediately and he/she must refrain from participating in any further discussion or decision making relating to the conflict.
5. Confidentiality – Fiduciary duty of confidentiality means that board members do not disclose or discuss anything that they might learn about Kids & Us clients, business affairs and discussions, financial or personal affairs or motivations outside of the board room.

\*This does not mean that a person cannot sit on more than one board. However, care must be taken not to favour one organization over the other and the best approach is to declare the conflict so that your impartiality will not only be guaranteed but also appear to be guaranteed.

It is not necessary for money to be involved in order for a conflict to occur. Any social or political gain may also violate the fiduciary duty. Direct or indirect benefits to relatives, friends and associates must be avoided. It is not necessarily enough to do the right thing; it must also be perceived by everyone that the right thing was done.

### **DUTY OF CARE**

Also required of Directors is a minimum standard of care in the performance of their activities on behalf of the organization. The standard test of care is what a "reasonably prudent person" would do under the same circumstances. The Director must act honestly, exercise some degree of skill and diligence and ensure that he/she acts within the authority authorized by the organization's constitution and bylaws.

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A professional who accepts the role of director faces a greater risk of liability than one who lacks specific expertise. A lawyer, for example, is required to provide competent legal advice to the board. In other matters over which he has no special expertise the professional is not required to attain a higher level of performance.

A Director who acts honestly and who has met the standards of conduct required by the fiduciary duty and standard of care duty is not responsible for errors of judgment that occur in performing a Director's duties.

### **DUTY OF DILIGENCE**

The duty of diligence means that a Director must become acquainted with all aspects of the organization including the transaction of business (usually by attending Board meetings), organizational policies and the delegation of tasks.

While an elected Director is not legally bound to attend meetings, he/she has a duty to stay informed of all events that transpire at the meetings. A large part of this can be obtained by reviewing the minutes and financial statements of the organization.

If a Director does not attend Board meetings it may be interpreted as a failure to exercise the proper degree of diligence. If errors in judgment are made by those present at the meeting an absent Director may be guilty of neglect because he/she was not present at the meeting, contributing as a normal Director would be expected to contribute and thus failing to influence the board to make the correct decision.

If a Director attends a meeting where an illegal act is planned, that Director is liable unless he/she immediately registers dissent. Liability can also occur if the director does not properly notify the members and other interested parties about the illegal act.

While Directors are responsible for the effective management of the organization, it is within their rights to delegate some of that responsibility to employees. The extent and nature of delegation rests on the test of what a "prudent person" would do in similar circumstances. Personal liability may result if delegated activities are inadequately supervised.

### **DUTY OF SKILL**

A Director is under no obligation to exercise skills which are beyond his/her level of competence. Directors are not liable for errors in judgment providing they can show that they have not violated any of the normal duties expected of them.

The level of skill of each Director will vary according to individual qualifications and expertise of that individual. However, if a director does possess specific expertise, he/she is required to use it in the interest of the organization's affairs.

### **DUTY OF PRUDENCE**

A prudent person exercises sound and practical judgment and is cautious and discreet in conduct. Therefore, a Director must act in a manner that is both practical and cautious with a view to anticipating the probable consequences of any course of action that the organization might take.

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## **DUTY OF CONTINUANCE**

A Director cannot necessarily avoid liability by resigning. A Director is responsible for acts already done or neglected while in office. In some situations, resignation by a Director with the intent to avoid liability could be a breach of duty in itself.

Resignation may violate the duties of care, diligence, prudence, loyalty and the best interest of the organization.

Even if the organization dissolves, liability continues during the winding-up process.

## **3.1.2. LIABILITY AND THE DIRECTOR**

The duties of a Director are owed to the organization itself, to other Directors, the members, employees, and creditors of the organization and to government bodies and the public. If a Director does not fulfill his/her duties any of the above may enforce their rights personally against the Director. All Directors should be aware of the potential liabilities of serving on a Board.

If the Board is incorporated, then it achieves most of the rights and obligations of an individual. It can enter into contracts, incur liabilities, borrow money, be sued, pay income taxes, hire employees, acquire assets, show profits, show losses, go bankrupt and all of the other activities which individuals conducting a business may do. When Directors are acting on behalf of an incorporated Board, care should be taken that all parties know that it is the Board which is conducting the business and not the individual director.

If the Directors are acting on behalf on an unincorporated Board, then the Directors will jointly and severally be held responsible for any resulting liabilities which may result. For most of the remainder of this discussion, we will assume that the board under discussion has been incorporated.

## **CONTRACTS**

When a contract is being signed by an incorporated business, it is the organization that is being contracted with – not the individual Directors. The Directors are merely acting as the agent. Care should be taken to ensure that all parties are aware that the Director is only an agent.

## **CRIMINAL LIABILITY**

Examples of violations under criminal law are conspiracy and fraud. Generally, if an organization is found guilty, any Director who authorized, permitted or allowed the offence to occur is also guilty.

## **PERSONAL LIABILITY UNDER THE VARIOUS ACTS**

A Director may be liable for up to six months' wages to employees and up to twelve months of accrued vacation pay. This situation usually arises when a bankruptcy has occurred and there are insufficient funds available within the organization to satisfy these requirements.

Legislation also specifies a Director's liability for not properly keeping the organization's books, failure to file proper documents and notices and making false statements in documents.

## **LIABILITY FOR INCOME TAX**

The Federal Income Tax Act imposes penalties on a Director who authorizes or allows an offence to occur. For example, all registered charities must maintain records to verify deductible donations. Failure to comply may result in a fine and/or a prison sentence. Further the loss of charitable

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exemptions through an action or inaction of a Director may result in personal liability since it is a duty of a Director to ensure that the legislative guidelines are complied with.

The Directors are also personally liable to pay employee deductions which have not been remitted to the government including any interest and/or penalties. This would likely arise only following a bankruptcy but could follow any investigation of the board's activities.

### **OTHER LEGISLATION**

Other laws under which a Director may be held liable include the Unemployment Insurance Act, Canada Pension Plan, Health Insurance Act, Canada Labour Code, and Worker's Compensation Act among others. The requirements of each must be met by the Directors of the organization. Generally, if a Director authorizes, assents to or participates in a particular activity (or inactivity) covered under specific legislation, that Director may be held liable.

### **DIRECTOR'S LIABILITY FOR ACTING BEYOND THE SCOPE OF AUTHORITY**

A Director must act strictly within his/her actual authority. If the Director acts beyond the authority, some legal protection may be lost and the risk of personal liability is greatly increased.

Liability can arise under two situations:

- a) actions that are beyond the authority of the organization itself, as stipulated in the objectives and by-laws.
- b) actions which are outside the Director's authority, but not that of the organization.

This liability is usually the result of a decision to alter an organization's activities to reflect the changing needs of the community, but neglecting to amend the goals, objectives and constitution and by-laws. This neglect exposes the Director to liability. To eliminate problems, an organization's objectives and by-laws should be drafted in the broadest terms possible and reviewed on a regular basis.

If a Director exceeds his/her authority, the risk of exposure to liability is a real possibility. The best way to avoid this situation is to know the limitations of the authority, which are part of the Director's position.

### **THE DIRECTOR AS TRUSTEE AND AGENT**

Directors may be considered as a trustee (a person who holds property, an interest or a power for the benefit of another) and/or an agent (someone who represents the interest of another) when managing the affairs of the organization.

If a Director is considered to be a trustee, the responsibilities, level of duty, standard of care and risk of liability are greatly increased. For most non-profit organizations this is not the case. If in doubt, you should receive professional advice before agreeing to become a Director of the organization.

#### **3.1.3. PROTECTION FROM LIABILITY**

In practical terms, the danger of a Director incurring liability is probably minimal but rising. The Director needs only exercise due care in the management of the organization in order to protect him/herself. However, the possibility of liability does exist, and it would be prudent for a Director to consider several measures available to further minimize the likelihood of attracting liability.

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## **INDEMNIFICATION**

Indemnification is the act of providing compensation for a loss. A Director is entitled to protection from personal loss resulting from the proper execution of his duties and responsibilities. This would not apply if the Director exceeded his/her authority, was willfully negligent or participated in illegal or criminal acts. However, it is possible that a Director guilty of negligence or inadvertent breach of duty may be entitled to indemnity when acting in good faith.

## **LIABILITY INSURANCE**

An organization or an individual Director can acquire liability insurance with the premiums paid for by the organization or by the individual Director. There may be a broad range of policies available, however, in recent years the cost of such policies have increased to a level that many organizations cannot afford them. As a result, Directors must rely on their own care and diligence in the performance of duties to reduce their risk of liability.

## **DISCLOSURE**

The best means of avoiding conflict of interest is to fully disclose any personal interests in specific matters or transactions that the organization becomes involved in. A declaration must be made at the Directors' meeting when the transaction is first considered.

Generally, if a Director notifies the organization and declines to participate in discussion and decision making on any matter concerning the particular contract, a Director will avoid any personal liability in a conflict of interest situation. While a Director cannot be excluded from a meeting of the Board except by by-law, prudence dictates that Directors exclude themselves from all transactions which may lead to or appear to lead to a conflict of interest.

## **MEMBERSHIP RATIFICATION**

Another way of protecting Directors from liability is through ratification of their acts by the members of the organization. Once an act is ratified by the members, the Board can use this endorsement to show that they were acting in good faith and making the same rational decision as other members of the organization would make in the same circumstances. All relevant information must be provided to the members to reduce the future liability of the Board members.

## **STEPS TO FOLLOW AS A DIRECTOR**

### **AT BOARD MEETINGS:**

1. Attend all board meetings.
2. Ensure that you receive and read, prior to the meetings, all documents on which voting will be anticipated.
3. Review with care all minutes of the meetings. Insist on correction of errors.
4. Keep your own notes at each meeting. It may be important to show that a particular course of action was considered and rejected. You are not liable for bad decisions, but you may be liable for inactivity.
5. Keep a notebook of all minutes and other important documents.
6. Insist on written legal opinions when necessary.
7. Insist on written professional opinions when necessary.
8. Insist that the minutes record any disclosure, dissent or refraining from voting by you and other members of the Board.
9. Vote against any disbursement if there is any question of the insolvency of the organization.
10. Resign from the Board, if you feel the organization's affairs are not being conducted in a

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proper, responsible and legal manner in accordance with the wishes of the general membership.

### **OTHER PROTECTIVE MEASURES**

1. Know the nature and extent of the organization's bylaws or constitution.
2. Ensure that internal controls are in place to oversee the finances and the execution of contracts.
3. Comply with the duty of confidentiality for all corporate information.
4. Take appropriate measures to avoid a conflict of interest.
5. Seek indemnification through bylaws and liability insurance where available.
6. Monitor the issue of tax receipts and ensure that their value is not inflated.
7. Ensure that committees report to the board and obtain board approval for their actions.

### **3.1.4. BOARD COMMITTEES**

The Corporation is operated by a volunteer Board of Directors, and may include committees such as; an Executive Committee, Personnel and Policy Committee, Program or Finance Committee. The committees are outlined below for your information. Committees make ongoing recommendations to the Board of Directors for approval at each Board meeting. All Board Committees may have at least; one Board Director, a staff support person and possibly other community members. The Executive Director attends all committee meetings.

### **EXECUTIVE COMMITTEE**

The Executive Committee is comprised of the President, Vice-president and the Secretary-Treasurer. This committee is able to represent the board as a whole when time does not permit the gathering of all board members.

### **PERSONNEL AND POLICY COMMITTEE**

The Personnel and Policy Committee over a number of years develops and approves childcare and organizational policies. Benefit packages would be put together by this committee, as well as all of the job descriptions and evaluation procedures. The Personnel and Policy Committee gives approval for the hiring of new staff and deals with individual personnel problems in each program. If there is a need to change policies, this committee must discuss it. The Executive Director may assume these duties, and will bring any changes, updates and revisions to the board table.

### **PROGRAM COMMITTEE**

The Program Committee monitors all childcare programs. At each meeting members go over the minutes from staff meetings held within all programs as well as any correspondence relating to individual programs, such as a licensing report for a childcare centre. They look at issues, make comments and give approval for new projects. For the most part, their objective is to monitor the quality of existing programs. The Programs Manager may assume these duties, and will bring updated reports to the board table.

### **FINANCE COMMITTEE**

The Finance Committee oversees the financial operations of the organization. They approve current budget lines and look at new sources of funding. The CFO will prepare the financial statements and present to the finance committee. The CFO is responsible for the financial operations.



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## **3.1.5 DUTIES OF THE OFFICERS OF THE CORPORATION**

### **PAST PRESIDENT (CHAIR)**

1. To provide historical perspective to the current Board of Directors and the current President.
2. To be available to provide advice and direction to the current Board of Directors and the current President.

### **PRESIDENT (CHAIR)**

1. To chair all meetings.
2. With the Executive Director, prepare an agenda and organize all meetings and dates.
3. To act as advisor to all committees.
4. To sign and approve minutes of meetings.
5. To act as chairperson of the personnel committee, or to preview any changes and updates proposed but the Executive Director.
6. To liaise with the landlord discussing rent, cleaning and insurance.
7. To become familiar with and enforce the bylaws of the organization.
8. To be chairperson of the nominating committee for the next year.
9. Signature is to be on file at the bank, to act as one of the signing officer.
10. To be available to assist as required by the chief managerial person.
11. To serve a two-year term in office, with the provision of extensions.
12. After their term(s) in office the president then takes on the role of Past President for the next president's term(s).
13. In the case of a tie vote, the president in addition to his/her original vote, shall have a second or casting vote.

### **VICE PRESIDENT (VICE CHAIR)**

1. To replace president if president is absent.
2. Signature on file at bank to act as signing officer.
3. Assist president.
4. Assume presidency at the completion of the former president's term.

**SECRETARY** If the corporation employs a full time financial officer this office may be combined with the office of Secretary.

1. To take or oversee the taking of minutes of executive and general meetings.
2. To prepare or oversee the preparation of copies of all minutes of all executive committee meetings and to ensure that they are distributed to each board member.
3. To prepare or oversee the preparation of two additional copies, one for filing and one to be posted for general members and public information.
4. To serve as secretary for a two-year term.

**TREASURER** If the corporation employs a full time financial officer this office may be combined with the office of Treasurer.

1. To conduct or oversee the routine banking procedures for the organization.
2. To maintain or oversee the maintenance of an adequate set of books to satisfy all regulatory bodies.
3. To report or oversee the reporting of all financial information to board members.
4. To pay or oversee the payment of all expenses and to ensure the retention of proper receipts.

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5. To ensure two signatures on all checks.
6. To ensure all income is deposited intact; to ensure that all bills are paid.
7. To ensure the preparation of financial statements as required.
8. To ensure the preparation of payroll and the remitting of deductions according to government legislation.
9. To ensure the handling of all necessary business with the agency accountant.
10. To ensure the preparation of appropriate charitable receipts.
11. To serve a two-year term in office and three months as consultant to a new treasurer.
12. Signature on file at Bank, to act as one of the signing officers.

### **3.1.6 POLICY MAKING**

The Corporation understands a policy is a rule that directs the actions of all people within our organization including directors, staff, volunteers and consumers. An effective policy applies to everyone, with no one in the organization being exempt. Policies help shape activities and provide a set of expectations for people to follow. At best, policies help us problem solve situations by giving us a base of fairness when dealing with individual situations.

The Corporation believes a sound policy process will involve all parties in the process of policy making and policy implementation. To this end, it is essential that every policy process begin with the identification of stakeholders – individuals and/or groups who will be affected by policy development.

To ensure that all parties understand the Corporation's philosophy concerning policy development, we have provided the following guidelines to policy development and decision making within our organization.

### **GUIDELINES TO POLICY MAKING PROCESSES**

1. Decide what is to be achieved by the process. What is the reason for the need for this policy? Initial discussions should be held by the Personnel and Policy Committee.
2. Identify the stakeholders who will be affected by the policy.
3. Inform the stakeholders of the reason for the process and provide a means of active participation for all stakeholders in the identification of important issues.
4. Explore all possible approaches to the final outcome, taking into consideration the individual stakeholder's important issues.
5. Develop a draft policy for discussion and approval of the Personnel and Policy Committee.
6. The final policy should be formally accepted by the Board of Directors.
7. The policy should then be included in the appropriate written document and clearly communicated to all stakeholders.

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## **3.2 BOARD OF DIRECTORS' BYLAWS**

### **Section 1 - General**

#### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Board" means the board of directors of the Corporation;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Chair" means the chair of the Board;

"Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

#### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

#### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

#### **1.05 Execution of Documents**

Licenses, contracts and engagements on behalf of the Corporation shall be signed by the President or Vice-President and by the Secretary-Treasurer, who shall affix the seal of the Corporation to such instruments as require the same.

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Contracts in the ordinary course of the Corporation operations may be entered into on behalf of the Corporation by the President, Executive Director, the Business Administrator, and the Secretary-Treasurer or by any other person authorized by the Board of Directors.

### **Section 2 - Directors**

#### **2.01 Composition**

The Board of Directors shall consist of between 8 and 12 Directors.

#### **2.02 Election and Term**

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting thereafter.

#### **2.03 Qualifications**

No person shall be eligible for appointment as a Director if:

- i. They are an employee of the Corporation; or
- ii. Their spouse, child, grandchild, parent, or sibling employed by the Corporation.

All Directors shall be at the time of their appointment or election a resident in the service area of the Corporation and at least eighteen (18) years of age.

At least 50% of the Directors of the Corporation shall be consumers of the services provided by the Corporation.

#### **2.04 Vacancies**

The office of a Director shall be vacated immediately:

- i. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- ii. if the Director dies or becomes bankrupt;
- iii. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- iv. if, at a meeting of the Members, the Members, by resolution approved by at least two-thirds of the Members, removes the Director before the expiration of the Director's term of office.

#### **2.05 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- ii. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- iii. a quorum of Directors may fill a vacancy among the Directors.

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### **2.06 Committees**

The Board shall establish a Finance Committee and such other committees as it deems necessary as follows:

- i. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated;
- ii. The membership of any committee established by the Board of Directors shall consist of at least one (1) Director;
- iii. The President shall be an ex-officio member of any committee but shall not be eligible to fulfill the composition required in Article 2.06 (ii);
- iv. Quorum for any committee shall be a majority of the membership save and except for the Finance Committee where quorum shall be a majority of the membership provided that two (2) Directors are in attendance; and
- v. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### **2.07 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- i. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- ii. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - a. considered reasonable by the Board;
  - b. approved by the Board for payment by resolution passed before such payment is made; and
  - c. in compliance with the conflict of interest provisions of the Act; and
- iii. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

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### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 Chair**

The President shall preside at Board meetings. In the absence of the President, the Vice-President shall preside at Board meetings. In the absence of both the President and the Vice-President, the Directors present shall choose one of their number to act as the Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Participation by Telephonic or Electronic Means**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

### **4.03 Borrowing**

The Board of Directors may from time to time:

- i. Borrow money on the credit of the Corporation not exceeding the amount of one hundred and twenty-five thousand dollars (\$125,000.00);
- ii. Issue, sell or pledge debt obligations of the Corporation;
- iii. Charge, hypothecate or pledge all on any currently acquired real or personal, moveable or immovable property of the Corporation including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The Board of Directors may from time to time, by resolution, delegate to the President and Secretary-Treasurer or to any two individuals (including the President or Secretary-Treasurer) each of whom is a Director or Officer of the Corporation all or any of the powers conferred on the Board of Directors by Article 4.03.

# **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors a President and may appoint any other person to be vice-president, and Secretary-Treasurer at its first meeting following the annual meeting of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- i. the Officer's successor being appointed,
- ii. the Officer's resignation, or
- iii. such Officer's death.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **5.04 Duties of the President**

The President shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

### **5.05 Duties of the President**

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the Secretary-Treasurer**

The Secretary-Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited 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 provided that they have:

- i. complied with the Act and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act

# **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

### **7.02 Charitable Corporations**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 8 - Members**

### **8.01 Members**

Membership in the Corporation shall consist of the parents of children receiving the services of the Corporation. These members shall not be entitled to vote at any meeting of the Members.

Non-service users may purchase a membership by paying any membership fee as set by the Board of Directors. Non-service user members shall be entitled to vote on matters of the Corporation sixty (60) days after paying any membership fee.

### **8.02 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, the member's child ceases to receive services of the Corporation, or such membership is otherwise terminated in accordance with the Act.

### **8.03 Disciplinary Act or Termination of Membership for Cause**

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- i. receipt of the agenda;



## **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

- ii. receipt of the minutes of the previous annual and subsequent special meetings;
- iii. consideration of the financial statements;
- iv. report of the auditor or person who has been appointed to conduct a review engagement;
- v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- vi. election of Directors; and
- vii. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

### **9.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.05 Chair of the Meeting**

The President shall be the chair of the Members' meeting; in the President's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- i. each Member shall be entitled to one vote at any meeting;
- ii. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- iii. an abstention shall not be considered a vote cast;

## **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

- iv. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- v. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- vi. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.07 Adjournments**

The chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES  
POLICIES AND PROCEDURES MANUAL**

**Section 11 – Dissolution**

**11.01 Dissolution**

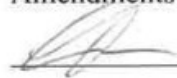
In the event of the dissolution of the Corporation, all remaining assets will be given to a registered Canadian Charity or another qualified donee as defined in by *Income Tax Act*, RSC 1985, c.1 (5<sup>th</sup> Supp.), as amended.

**Section 12 - Adoption and Amendment of By-laws**

12.01 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

Amendments passed by the Board of Directors, Enacted April 24, 2023

  
\_\_\_\_\_

President – Dane Nielsen

  
\_\_\_\_\_

Secretary – Amanda Kokas

# **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

## **Schedule A Position Description of the President**

### **Role Statement**

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the president.

### **Responsibilities**

#### **Agendas**

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of President. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

#### **Direction**

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

#### **Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

#### **Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

#### **Representation**

Serve as the Board's primary contact with the public.

#### **Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

#### **Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

#### **Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

#### **Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

#### **Committee Membership**

Serve as member on all Board committees.

# **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

## **Schedule B**

### **Position Description of the Secretary-Treasurer**

#### **Role Statement**

If appointed, the Secretary-Treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

##### **Custody of Funds**

The Secretary-Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Secretary-Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Secretary-Treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Mentorship**

Serve as a mentor to other Directors.

##### **Financial Statement**

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

##### **Document Management**

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

##### **Meetings**

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

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POLICIES AND PROCEDURES MANUAL**

**Schedule C  
Finance Committee Description**

The Finance Committee shall from time to time review the financial position of the Corporation and make recommendations to the Board of Directors concerning the finances of the Corporation, including the management of the Corporations capital funds and investments and the preparation of an annual budget, and approval of fundraising proposals.

**KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES  
POLICIES AND PROCEDURES MANUAL**

Section: <b>Board Governance</b>	Policy: <b>Legal Requirements</b>
Approved Date: Revision Date: July 18, 2018, February 2020	Policy Number: 3.3

**Policy**

The Organization will comply with the requirements of the Corporations Act to maintain in good standings its status as a Corporation with out Share Capital

The Organization will comply with the requirements of the Charitable Status Act to maintain in good standing its Charitable Tax status.

**Procedure**

**1. KEEPING INCORPORATION UP TO DATE AND LEGAL: FORM 1 NOTICE OF CHANGE**

After each Annual General Meeting, changes in the Board of Directors must be sent to the Companies Branch of the Ministry of Commercial and Consumer Relations. (This is completed and submitted by the auditors) A **Form 1** or Notice of Change must be completed and sent to Companies Branch within 10 days. If there are any other changes in the Board of Directors, officers or the corporation’s address before the next Annual General Meeting, another Form 1 should be completed and sent to the Companies Branch within 10 days of the changes.

Failure to submit changes to the Ministry of Commercial & Consumer Relations may result in the cancellation of the Letters patent and the dissolution of the corporation. Individual board members may be fined up to \$2,000 and corporations may be fined up to \$25,000 under the Corporations Information Act when reporting requirements are not met.

**2. FINANCIAL RECORDS**

Non-Profit childcare corporations must keep proper books of account and accounting records. Certified audits of financial records must be completed each year and be available for government inspection.

**3. MINUTES OF MEETINGS OF DIRECTORS**

The minutes are an official written record of member meetings and meetings of the Board of Directors. Non-profit organizations must keep a minute book, which includes the original minutes taken and approved. The minutes include decisions made at meetings through motions. Sometimes the motions are summarized in a separate **motion book** for easy reference. The motion book becomes an informal policy statement that is a valuable resource for staff and board members.

**4. RESOLUTIONS**

A **book of resolutions** contains the decisions made by the Board of Directors and approved by Annual General Meetings that change the by-laws of an organization. This is kept up-to-date by the Secretary of the Board of Directors or a designated staff person. Each entry includes the date of the meeting, the items amended, the purpose, and a quotation of the new or amended By-law. This should be signed in accordance with the By-laws.

## **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

By-laws are revised to incorporate resolutions and are signed by current directors who are signing officers. The original document should be kept on file.

**Special resolutions** are required to change the number of directors or the location of the head office of a non-profit organization. A special resolution is one passed by the directors and confirmed by at least two-thirds of the members at a general meeting.

### **5. REGISTER OF MEMBERS AND DIRECTORS**

Non-profit childcare centres must keep a register or list of the members of the organization and a register of the Board of Directors including names, addresses and dates of entering and leaving. The Board of Directors' register includes the date, the member became a director and the date the director ceased to be a member. The members' register includes the dates of admission and withdrawal.

### **6. CHARITABLE CORPORATION**

A non-profit childcare organization can be incorporated as a charitable corporation in Ontario. A charitable corporation can

- apply for approved corporation status under the Child Care and Early Years Act, 2014
- apply to the federal government to be a registered charity that can give official receipts for donations that can be used for a tax deduction by the donor and for sales tax exemption
- apply for grants to foundations that require a charitable status.

Non-profit childcare programs that are charitable corporations must have letters Patent under The Corporations Act, Part III that include objects and special provisions that define the charitable nature of the organization.

Charitable childcare programs must submit a copy of the annual audited financial statement, changes to the Letters Patent and changes to the board of directors to the Office of the Public Trust, in addition to the reporting requirements of the Ministry of Consumer and Commercial Relations.

### **7. PROVINCIAL LICENSE**

A provincial license to operate a childcare program is obtained from the Ministry of Education. A license is required for all childcare and education programs for more than five children under 10 years of age who are not siblings. Exceptions include public schools, separate schools, private school, and recreation programs run by the municipality and children's mental health centres. The Child Care and Early Years Act, 2014 includes requirements for program content, physical premises, equipment and furnishings, playground, staff, health, nutrition, funding and record keeping.

Application for a license to operate a childcare centre is made on the Child Care Licensing System (CCLS) through the Ontario ministry of Education. A program adviser from the Ministry inspects centres for initial licensing and annual renewals and provides guidance for new centres and those already in operation.

Effective October 1, 2017, any new license application must be accompanied by a current, less than 6 months before the application date, PRC (Police Record Check) for each current director and officer of the corporation, as indicated in the CCLS profile. Effective October 1, 2018 the MEDU will regularly collect current PRC's from all childcare licensees. The collection will be completed through uploading into CCLS Profile. If the Licensee is a corporation, a PRC must be provided for each current director



## **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

and officer of the corporation as indicated in the CCLS Profile. If a PRC other than a Vulnerable Sector Check (VSC) is provided, it must be accompanied with a letter to indicate that the individual will not be interacting with children in the child care program. To be “current” PRC must be less than 6 months old. If a PRC is more than 6 months old, but less than 5 years old an offence declaration must accompany the PRC and address the period since the day the PRC was performed and date of upload.

As of January 1, 2020 Licensees are required to provide a new valid PRC in CCLS every 5 years for each active person listed in their CCLS Profile.

Each childcare centre, which meets provincial requirements is licensed under the Child Care and Early Years Act and issued a regular license, valid for one year. This license must be posted where visible for families to see. If the requirements are not met, the program adviser will issue a time-limited provisional license, which will indicate the requirements not being met and the improvements necessary within the specified time frame.

The Board of Directors of Kids & Us, through the Programs Manager position receives a full report concerning all visits and conversations with the Ministry’s program advisers: copies of visit reports and any correspondence should be discussed as issues arise.

### **8. LEGISLATIVE ACTS RELEVANT TO THE GOVERNANCE AND OPERATION OF KIDS & US**

The following are the Provincial and Federal Acts under which Kids & Us operates and must adhere to as part of the legal requirements of our business.

#### **LEGISLATION**

Corporations Act, Part III

Child Care and Early Years Act

Health, Protection and  
Promotion Act

Fire Marshals Act

#### **LEGAL FRAMEWORK**

Legislates the incorporation of non-profit Childcare programs

- must hand in Form 1 Annual Notice of Board of Directors.

The Provincial (CCEYA, 2014) identifies the legislative requirements for obtaining and keeping a license to operate a childcare center or Home Care Program. The CCEYA also outlines the consequences to operators, which includes board of director members, if the CCEYA is contravened.

- Annual Inspection Report License Renewal
- Immunization records on file for inspection by Public Health Nurse

The Food Premises Regulations of this provincial legislation are applied to programs licensed under the CCEYA. Local Departments of Public Health are responsible for interpreting these regulations for childcare operations.

- Visits by Public Health Inspector Reports of visit on file.

The Fire Marshals Act is provincial legislation outlining requirement for local fire codes and fire safety. It is administered through the Ontario Fire Marshals office and the local fire chief and inspectors.

- All inspection reports of premises and monthly fire drill routine kept on file.

# **KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES POLICIES AND PROCEDURES MANUAL**

Child and Family  
Services Act

This Act provides a range of services for children and their families, including those who are victims or suspected victims of child abuse or neglect. It includes special reporting responsibilities for professionals, including child care staff.

Employment Standards  
Act

The current Employment Standards Act stipulates minimum terms in employment conditions including:

- minimum wages
- maximum hours of work
- Vacation pay
- Statutory Holidays
- Pregnancy, Paternity and other official Leave
- Termination of employment – notice requirements for individual termination. The notice provisions do not apply where a staff member has been dismissed for misconduct, poor work or willful neglect.

The Ontario Human  
Rights Code

The Ontario Human Rights Code protects against discrimination based on disabilities, age marital status, family status, sex, and sexual orientation, record of offences or citizenship unless there is reasonable or genuine disqualification based on the nature of the job. The Code also prohibits sexual harassment.

Workplace Safety and Insurance  
Board (WSIB)

The WSIB may provide compensation for employee injuries received while working. Childcare centres are not required to participate in WSIB. Kids & Us carries third party insurance coverage, that provides financial protection for employees.

Employment Insurance

The Employment Act provides for reduced income while not employed after a period of employment. All employers and employees are required to pay into this fund through mandatory payroll deductions.

Income Tax Act

The Federal Income Tax Act specifies employers' responsibilities to remit income tax deductions, EI. and C.P.P. deductions and employers' contributions to Revenue Canada each month.

**KIDS & US COMMUNITY CHILDCARE AND FAMILY EDUCATION CENTRES  
POLICIES AND PROCEDURES MANUAL**

Section: <b>Board Governance</b>	Policy: <b>Board Orientation Manual</b>
Approved Date: Revision Date: February 2020	Policy Number: 3.4

**Purpose**

To ensure all perspective and current Board members receive an adequate and structured orientation to the roles, responsibilities and accountability of Board Directors in the capacity of the Board as a whole and/or that of the individual Board member.

**Policy**

- 1.0 All new Board members will receive a “Board Approved” current Board Orientation Manual prior to starting as a member of the Board of Directors.
- 2.0 All new Board members will be required to have read and understood the Board Orientation Manual and signed off indicating such prior to commencing their participation on the Board.
- 3.0 All Board members will be provided the opportunity to discuss this orientation manual with the Board President or designate to obtain any necessary clarification prior to signing off on the process
- 4.0 All Board Members will complete and provide proof of the required Accessibility Training. (AODA and Kids & Us Policies and Procedures.)

**Procedure:**

- 1.0 Each new Board of Director will be required to sign a statement indicating that he/she has received, read and understood the Kids & Us Board of Directors Orientation Manual prior to starting on the Board. This form will be placed on their Volunteer Personal File with the agency.
- 2.0 The Board President or designate will review the Orientation Manual every two years bringing to the Board for approval any changes and/or additions required to the Orientation Manual to ensure it is current.
- 3.0 New Board members will receive an orientation to the Board of Directors by the Board President, or designate including a copy of the Board Orientation Manual prior to being elected to the Board of Directors.