ONTARIO COUNCIL

Women Leading Change

ONTARIO COUNCIL BOARD

ADMINISTRATIVE POLICIES AND PROCEDURES BOOK

2026

This Policy and Procedures book is meant for the CFUW Ontario Council Board, to establish a set of policies to which the Board can adhere in order to ensure smooth and consistent functioning of the Board.

This Policy Manual is to be reviewed every 2 years (biennium). Reviewers and review dates appear here:

Reviewed By:	Date:

Contents

FORWARD

This Ontario Council Board Administrative Policy and Procedures Book has been developed to store policies and procedures built by CFUW Ontario Council (OC) to aid in the smooth operation of the Council in matters of governance and administration. This document, in conjunction with CFUW Ontario Council's Bylaw and Letters Patent, serve to guide the Board members in their dealings with each other, the OC member Clubs and CFUW National.

CFUW Ontario Council was founded in 1978 and incorporated in 2009. Ontario Council is a voluntary, self-funded, non-profit women's organization governed by a 12 - 15 member Board. It is affiliated with, but not specifically a member of CFUW (National, legally known as the Canadian Federation of University Women). Ontario Council's members are the CFUW Clubs of Ontario and any Ontario women's club which espouses the values of Ontario Council. Its members seek to improve public policy in education, the status of women and girls, environment, human rights, peace, and justice.

CFUW Ontario Council uses the following definition of woman: a woman or person who identifies as a woman (from CFUW Bylaws).

Note that OC Member Clubs do not have to be a member of CFUW (National) to be a member of CFUW Ontario Council. Non CFUW member Clubs do not have to follow the naming policy set by CFUW (National).

OUR PURPOSE

CFUW Ontario Council:

1. Advocates for the advancement of the status of women, human rights and the common good, specifically in Ontario, but also at a national level when the rights of Ontarians are felt to be compromised by national policies or actions.
2. Promotes cooperation, communication, networking, support and understanding among women.
3. Promotes high standards of education, lifelong learning and advanced study and research by women.
4. Encourages and enables women to apply their knowledge and skills in leadership and decision-making in all aspects of their lives.

Ontario Council educates, advocates and acts in the following ways:

Education:

- Delivers Speakers Series and workshop programs
- Promotes life-long learning through study and interest groups
- Prepares policy documents though a network of expert policy advisors

Advocacy:

- Communicates with provincial authorities consistent with Ontario Council policy on matters of importance to Ontario Council and its Member Clubs
- Assists clubs to help make their voices and concerns heard both provincially and nationally
- Develops relationships with like-minded partners to expand our support and influence
- Works with Member Clubs to develop Resolutions upon which Ontario member Clubs may act

Action:

- Promotes community action and collaborations across the OC Clubs to raise Member Club profiles
- Provides Member Club support through seminars, Speakers Series, toolkits and financial incentives
- Prepares action-based documents, letters and toolkits to enhance Club Resolutions/issues
- Participates in public affairs
- Assists with and promotes its efforts and Club efforts through social media/technology

THE ROLE OF THE CFUW ONTARIO COUNCIL BOARD

The CFUW Ontario Council Board is responsible in four key areas:

1. To periodically review CFUW Ontario Council's purpose and direction based on the needs and desires of the OC Clubs:
    a. vision and values
    b. mission and philosophy
    c. strategic planning
    d. programs and services
    e. evaluation
2. To ensure the financial health of the organization while maintaining dues which do not burden the finances of the Ontario Council Clubs

3. To direct organizational operations
    a. responsible for ensuring that the organization and its directors are in compliance with its legal requirements
    b. responsible for ensuring that the board works effectively
4. To develop, maintain and encourage close relationships with Ontario Council Clubs
    a. respond to changing needs/concerns of the Clubs
    b. find new ways to meet Club needs
    c. encourage and maintain OC Club solidarity

THE GENERAL ROLE OF INDIVIDUAL CFUW COUNCIL BOARD MEMBERS

Individual Ontario Council Board members are responsible for the following:

1. Attend Board meetings.
2. Read the Board meeting package prior to Board meetings
    a. Minutes
    b. Reports
    c. Financial information
    d. Other documents as necessary
3. Prepare for and participate in the discussions and deliberations of the Board.
4. Be familiar with the organization's purpose, objectives, goals, and programs.
5. Ensure the organization’s viability and reputation is first and foremost, act in good faith, and in the best interests of the organization.
6. Ensure that the organization is fulfilling the requirements of the following:
    a. The Ontario Not-for-Profit Corporation Act (ONCA), The Canada Revenue Agency and any other federal, provincial and municipal legislation affecting the corporation.
    b. The CFUW Ontario Council Bylaw.
7. Avoid any conflict of interest or any appearance of personal gain; Board Members cannot personally profit from the privilege of being on the Board.
8. Notify CFUW OC President of significant issues of concern.
9. Keep all confidential information confidential.
10. Carry out any duties assigned by the Board of Directors.
11. Attend the Speakers Series events and annual AGM.
12. Promote CFUW Ontario Council through community networking, events etc.

Notes:

In the event of a discrepancy between the policies herein and an Ontario Council Bylaw, the Bylaw is assumed to take precedence.

The following are considered interchangeable throughout this document: Ontario Council, CFUW Ontario Council, the Council, the Corporation and OC.

'National' refers to the national board and office of CFUW.

Member Club and Club member are **NOT** interchangeable. The OC Club is considered the member of Ontario Council. Club members are those women who belong to any of Ontario Council's Clubs.

RD refers to the OC Regional Director.

The pronoun 'they' replaces 'she' in order to ensure inclusivity.

This document has been compiled from numerous OC documents, OC's Bylaw, other organisations' documents and information from expert websites and will be considered the most current OC Board Policy and Procedures Book unless this document refers to other documents through a hyperlink or the document has been updated and the date recorded on the cover page of this document.

1.0 Policies

1.1 Accessibility

Policy:

Under the law, Ontario Council has a duty to facilitate the implementation of the Accessibility for Ontarians with Disabilities Act 2005 (AODA), and Ontario Regulation 429/07 (Accessibility Standards for Customer Service).

Procedure:

To see the full text of CFUW Ontario Council's Accessibility Customer Service Policy (2011-2012), click here.

1.2 Annual General Meeting (AGM)

Policy:

The Board of Directors of CFUW Ontario Council shall convene annually a general meeting of its members in accordance with its Bylaws and governing legislation (known as the AGM).

Procedure:

1. The AGM shall be held on a day and at a place within Ontario fixed by the Board.

2. Any member Club, upon request, shall be provided, not less than twenty-one (21) days before the AGM, with a copy of the approved financial statements, accountant's report or review engagement report and other financial information required by the Bylaw or articles.

3. In odd numbered years (e.g. 2025) the AGM will be held virtually, that is through an electronic meeting platform such as, but not limited to, Zoom. In even numbered years (e.g. 2026), the AGM shall be held in-person with a CFUW Member Club as the host.

4. Each Club shall designate one of its individual members in good standing as its voting delegate and shall notify CFUW Ontario Council of the name of its voting delegate prior to the start of an annual or special general meeting. Each voting delegate has a single vote.

5. Clubs unable to have a voting delegate at the AGM shall be entitled to vote by proxy by completing an Assignment of Club Delegate form (Appendix 3). These forms must be submitted by email to the OC AGM Credentials Chair on or before a date set by the OC Board.

6. OC Board members are also voting members at the AGM. Each Board member holds a single vote.

7. Board Directors will not be allowed to vote by proxy if they are unable to attend the AGM.

8. The business transacted at the AGM shall include:
    a. Receipt of the agenda
    b. Receipt of minutes of the previous annual and subsequent special meetings
    c. Consideration of the financial statements for the year ended March 31, with the

accountant's report thereon

d. Appointment of the accountant for the coming year
e. Election of Directors, if required
f. Consideration and approval of Ontario Council Policy (Resolutions) for advocacy related activity, if any
g. Consideration and approval of any Article or Bylaw amendments, if any
h. Such other or special business as may be set out in the notice of meeting

9. The AGM agenda shall include, but is not limited to:
   a. Minutes of the previous AGM
   b. Annual Report
   c. Auditor's Report/Finance and Business Report
   d. Election of Board of Directors or individual Directors (in even numbered years or if required due to a vacant position)
   e. Appointment of Auditors
   f. Amendments to the Bylaw
   g. Resolutions
   h. Adjournment

10. The President of the OC Board chairs the AGM unless they designate another Board member.

11. Persons Entitled to be Present: The only persons entitled to attend a Members' meeting are the Members (i.e. Clubs), the Board Members, accountants of the Corporation and others who are entitled or required under any provision of the Act (Ontario Not-for-profit Corporations Act) or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting.

12. The following persons are also entitled to attend Members' Meetings as observers:
    a. individual members of CFUW Ontario Council Clubs,
    b. individual members of CFUW Clubs outside of Ontario (if invited)

13. The minutes of each AGM will be approved at the next AGM.

1.2.1 Hosting an AGM

Policy:

In even numbered years, a CFUW OC Club will host the in-person OC AGM. The in-person AGM shall rotate amongst the regions (east, west, central, etc.).

Procedure:

1. The RDs are responsible for speaking to their Clubs to ascertain which Clubs would entertain hosting an in-person AGM 18 months prior to the biennial year in which the in-person AGM would be held.

2. Guidelines regarding the hosting of an in-person AGM are found in a separate document located here.

1.3 Archives: Documentation Management and Storage

Policy:

Board meeting agendas and minutes, Annual Reports, Business and Finance Booklets, Club membership numbers, Advocacy documents (letters, toolkits, etc.), guidelines, Board Administrative Policies and Procedures Book, Resolutions/Policies, OC Club Award winners, Bylaw and Letters Patent, OC Newsletters, other financial documents and all other documents of importance shall be housed in an electronic drive for storage and archiving purposes. This drive will be established in August of 2025 and will store the above information for the 2024/2025 OC year and onwards to provide the Board with the latest records, organised by function and by year.

Procedure:

1. The OC Secretary, Treasurer, Advocacy Chair, Communications Chair and President will be responsible for maintaining the electronic drive and adding relevant documents to the drive.

2. Sections of the drive will be, by year: Administration, Board Meetings (agendas and minutes), Finance, Advocacy, Newsletters, Adopted Resolutions, Other. Some of these documents will also appear on the website under Club Resources.

3. The name of the document's originator and date shall appear on the document for traceability purposes.

4. Documents held in the drive will be in PDF or other permanent, non-editable formats.

5. The electronic drive will be password protected. The password will be changed yearly, immediately following the AGM.

6. All current OC Board members will have access to the electronic drive through the password which will be sent to them following the AGM. Original documents, and therefore editable documents, can be obtained from the document originator.

7. Access by other OC members will be granted, if appropriate, through permission attained from the President.

1.4 Awards and Acknowledgements

Policy:

Awards shall be given to Clubs yearly at the AGM for the following: Carolyn Day Award, Recruitment, and Retention. Other awards may be given after development of purpose and guidelines for selection and after consultation with the OC Board.

Recruitment and Retention awards shall carry no monetary value.

OC Board members who serve four (4) consecutive two (2) year terms should be acknowledged for their contribution to Ontario Council and the Board. Acknowledgement shall be made in the form of a certificate and, if budget permits, a small token of appreciation of no more than $25.00.

Procedure:

Carolyn Day Award (Environment)

1. A call for applications for the Carolyn Day Award for projects related to the environment and climate change shall be made to Clubs beginning in January with a due date of no later than April 15th, yearly.

2. A cash award of $300.00 (which may be increased from time to time) shall be provided to the winner of the Carolyn Day Award.

3. Honourable mentions for the Carolyn Day Award will receive no cash award unless otherwise decided by the OC Board.

4. The Advocacy Chair or the Chair of Environment and Climate Change will be responsible for the application form, guidelines for selection and adjudication of applications. They will strike a subcommittee of no more than four (4) OC Board members, including herself, to evaluate applications. The 'winner' must be approved by the OC Board.

5. The Carolyn Day Award winner will be announced at the AGM and will be sent/given both a Certificate (see Appendix 1) prepared by the OC Secretary and a cheque prepared by the OC Treasurer.

Recruitment and Retention Awards

1. The Membership Chair, along with the Treasurer who collects the member numbers for the purpose of dues and insurance, will be responsible for the compilation of Clubs with increases in total membership numbers and/or new members and stable membership numbers.

2. The Clubs with membership increases will be announced in the Annual Report/Business Booklet and at the AGM. The OC Secretary will produce the certificates which will be sent/given out at the AGM (see Appendix 2).

3. Clubs with decreasing numbers will be flagged for review by the RD and President for possible intervention.

Acknowledgements

1. The OC Secretary will keep track of the number of terms served for each OC Board Member and alert the President to members 'terming out' in the following year.

2. Members who serve for eight (8) consecutive years (or four terms) on the Ontario Council Board (or more in the event that their position cannot be filled and they agree to stay on until it is filled) will receive a certificate of appreciation signed by the OC President. In the case of an outgoing President, the certificate should be signed by the incoming President.

3. Certificates will be prepared by the OC Secretary and sent/presented at the AGM.

4. A personal note of thanks should be sent by the President to Board members timing out during her tenure.

5. If a nominal gift is also being given, it can be sent/presented at the AGM. Such a gift should be purchased by the OC Secretary, who would be reimbursed.

1.5 Board Onboarding and Orientation

Policy:

The OC Board is committed to appropriate onboarding methods and orientation of its Board members.

Procedure:

1. The OC President and OC Secretary ensure that new Board members are provided with the resources and information necessary for them to fulfill their roles and responsibilities as OC Board members. (In years where the Secretary and President change, it is especially important for the person leaving the role to provide the appropriate documentation to her successor.)

2. Orientation of new members begins immediately following the in-person AGM at which new Board members' positions are approved. The Board will hold its Crossover/Board Retreat over the day following the conclusion of the in-person AGM. Members from the previous Board and new Board will meet to discuss the path forward for the following biennium.

3. In odd numbered years (mid biennium), the President and Secretary will ensure that new Board members receive the appropriate orientation and background information.

   Note: For the purposes of tracking terms, anyone appointed to a Board position at a time other than the AGM will be deemed to start their term at the end of that year (that is, that partial term does not count towards a full 4 terms).

4. Information related to their role and Board Policies and Procedures will be provided electronically.

5. Orientation continues on an ongoing basis for the first six (6) months.

6. Login credentials for the online OC electronic storage will be provided following the AGM where all Board documents will be available for review.

7. Board orientation includes, but is not limited to:
   a. OC's mission, vision and values
   b. Approach to governance including roles and responsibilities of the Board
   c. Fiduciary responsibilities
   d. Expectations of Board members, including conduct, time

commitment, liability, duties, and responsibilities

e. OC Bylaw, letters patent, governance policies and procedures including committee roles and responsibilities
f. OC Strategic Plan
g. Relationship to CFUW National

1.6 Board Retreats and Biennial Board Changeover

Policy:

Ontario Council holds a one-day in-person Board Retreat annually to further camaraderie amongst the group, allow for meaningful discussion on issues of importance, share ideas to further the work of the Council, and identify challenges and solutions regarding the OC Clubs and Council.

In years where there is an in-person AGM, this Retreat will occur immediately following the AGM at the site of the AGM (or nearby). This Retreat will be used to onboard new Board members and will be attended by both incoming and outgoing Board members.

In years where the AGM is virtual, the Retreat will be held in early June. The site and date will be at the discretion of the President.

Procedure:

1. The OC President is charged with organising the Retreat. They may be supported by the OC Secretary and Treasurer.

2. In years where there is an in-person AGM, the OC President will work with the Local Arrangements Committee (LAC) for the AGM to secure extended time on hotel rooms and meeting rooms for the Retreat at the AGM location. In years where the Retreat is not attached to the AGM, the President will identify a location and secure the hotel and meeting rooms needed.

3. The hotel rooms will be paid for by the Board member and reimbursed by the Council at the going rate (see Financial Policies). The meeting room, lunch and breaks will be paid for by OC.

4. The OC President will determine the agenda with the input of the Board members.

5. In crossover years, incoming and outgoing members shall be paired for part of the day to allow for information exchange regarding the position.

6. Onboarding/crossover documents will be sent by the OC Secretary to the candidates for the Board positions in advance of the AGM.

7. All Board members remaining on the Board and new Board members will be provided with the new password annually for the electronic drive immediately following the AGM.

1.7 Code of Conduct

Guiding Principle

All members of CFUW Ontario Council are valued and treated with respect and dignity.

A diversity of opinion is welcome, and no one should ever fear feeling embarrassed, offended or humiliated.

All Board members, OC Clubs and Club members are expected to uphold this principle.

(At this time please refer to National Respectful Treatment Policy here)

1.8 Communications Strategy, Official Spokesperson, General Communications and Social Media Policy

Ontario Council's Communications Strategy is designed to help support the OC Clubs and CFUW National in achieving their strategic plans and to communicate with internal and external stakeholders. It supports promotion of the organization's reputation and brand awareness, sharing information with people and organizations of interest, and demonstrating accountability and transparency to its members.

1.8.1 Communications Strategy

Policy:

Ontario Council shall develop and adhere to its own Communications Strategy.

Through the CFUW VP Ontario/ OC President, the OC Board will be briefed on CFUW National's Communications Strategy, as needed, which, in part, can be incorporated into Ontario Council's Communication Strategy.

Procedure:

1. The Communications Strategy will be the responsibility of the Communications Chair along with three other members of the Board.

2. The Communications Strategy development shall be undertaken every two years in September (even numbered years) and approved by the Board at the October meeting.

3. Parts or the whole of the National Communications Strategy may be used in the development of the OC Communications Strategy, if deemed appropriate.

4. The Communications Strategy will cover the newsletter, website, social media, messaging and branding. It will be important to communicate with the Advocacy Chair to determine the advocacy direction of OC, as well as any tagline changes.

1.8.2 Official Spokesperson

Policy:

The OC President is the official spokesperson for CFUW Ontario Council, including interviews with the media and press unless delegated to another Board member. The President will collaborate with Board members prior to making any official statements or communicating with the media or press, whenever possible.

Procedure:

1. In the absence of the President, an approved delegate will assume the role of official spokesperson.

2. The OC President will respond to any queries or letters directed to the OC Board, on behalf of the Board.

3. Unless approved, individual members of the board will not respond to media inquiries but will refer them to the appropriate spokesperson. If a member of the Board violates this policy, the Board of Directors will collectively determine the most appropriate action.

1.8.3 General Communications

Policy:

All Ontario Council Board internal and external communication must be respectful and non-discriminatory in nature.

Individual members' names will not be referenced in any Ontario Council email or eblast communications or social media, with the exception of Ontario Council Board members with their explicit permission.

CFUW OC is a non-partisan organization. As a non-partisan organization, CFUW Ontario Council and its Clubs cannot support, oppose, endorse, campaign for, or donate to any party or candidate. If a CFUW OC member is engaged in campaign activities, it *must* be as an individual, fully removed from Club spaces and their role with CFUW.

All OC advocacy correspondence to any level of government or to partner organizations requires the signature of the OC President, unless waived by the President.

All documents, articles, etc. aimed for consumption by OC Clubs should be approved by the President.

OC will not use social platforms which allow or support racist, hate or misogynistic speech and encourages its member Clubs to adopt the same stance.

Procedure:

1. OC uses the following publication vehicles when communicating with OC Clubs:
    a. Eblasts
    b. Emails to presidents, treasurers and advocacy chairs
    c. OC Newsletter

   d. Social media
   e. Special Reports
   f. Personal communications (telephone, etc.)
   g. Teleconferences, electronic platforms
   h. OC website

2. When any member of any of the OC Advocacy Committees contemplates an action, it will be discussed with the Advocacy Chair/Committee.

3. When action is taken, the Board is informed, then pertinent information is placed via the most relevant publication vehicles.

4. Upon occasion, National requests that information be passed on to relevant Club members through the Councils. The OC President will direct such information to specific recipients to whom it is relevant if necessary.

5. The Communications Chair is responsible for fielding enquiries from Info@cfuwontcouncil.org and passing them on to the appropriate OC Board member.

6. Advocacy accounts for the larger proportion of official emails to government. Advocacy topics could arise from Clubs, Committees (Advocacy, Education, Legislation, Status of Women and Human Rights, Environment) and/or the National Office. All correspondence, requests for information and briefs will be undertaken with the knowledge of the other Advocacy Committee members and will be signed by the President.

7. Regarding communication with the government (including letters and emails, brief and public consultation comments, petitions, meetings, presentations to the Ontario Legislation Standing Committee, etc.), preparation is undertaken by the 'lead', a member of the OC Advocacy Committee, an Ontario Council policy advisor or an OC Club member. The basic structure of the communication is:
   a. Action request
   b. Background
   c. Resources

8. With briefs, the structure will be:
   a. Background
   b. "Ontario Council recommends"
   c. Resources

9. When warranted, copies of correspondence should be sent to other members of government, for example Opposition critics, partners, etc.

10. All correspondence should be copied to all Board members (can be attached to the Board meeting agenda) and placed on relevant OC communication delivery vehicles and appropriately filed.

11. Board members wishing to send information to Clubs must have the information approved by the Communications Chair.

12. The Communications Chair will be responsible for forwarding the above information to the appropriate Social Media person, if using.

1.8.4 Social Media Policy

Social media integrates technology, social interaction, and content creation to collaboratively connect online information. Through social media, people or groups can create, organize, edit, comment on, combine, and share content. Social media tools put everyone on an equal basis and allow user interaction.

Policy:

In keeping with OC's values, social media content created by OC and its Board must be respectful and non-partisan, must support the work of OC and its Clubs, must maintain the good reputation of OC, cannot spread false information, and cannot make unsubstantiated allegations.

The appearance of any social media used by OC and its Board must conform to OC branding.

OC's use of social media platforms must not contribute to or support platforms which allow or condone racist, misogynous, libelous rhetoric or hate speech and must conform to the principles of EDI (equity, diversity and inclusion).

OC shall have at least one Social Media contact, and if necessary, one for each form of social media used.

Procedure:

1. Administrators of CFUW OC's social media accounts shall:

a. Follow the terms of service specific to each social media account
b. Respect laws for publishing that which is proprietary and copyrighted
c. Post only that which reflects the purposes, goals and policies of CFUW OC
d. Only content suitable for community members of all ages, free from profanity, gossip, innuendo or potentially libellous comments, shall be posted.

2. *C*ommunication shall be in a respectful manner following generally accepted online etiquette.

3. No response shall be given to aggressive or provocative comments received from the public, especially those from dubious sources.

4. The accuracy of all information shall be verified before posting it. Any errors shall be immediately corrected.

5. Administrators of the website, newsletter and social media accounts shall be in regular contact with each other to share information and ensure consistency in the organization's message cross all platforms.

6. Website and Social Media Administrators should annually review the terms of service for the platform that they are using and comply with all terms.

7. Link to, rather than quote, news and event sources.

8. Avoid copyright infringement by diligently checking the terms of copyright.

9. The OC Social Media policy will be reviewed bi-annually.

10. Photos of members may be published, with no tagging and no last names. As well, photos should be GPS disabled. Sending photos to the Communications Chair is considered to grant permission for photos to be included on the CFUW OC website or social media platforms.

11. CFUW OC assumes that clubs have complied and are only sharing photos of members who have agreed previously to allow their photos to be shared.

12. CFUW OC Privacy Policy shall be followed.

For a more thorough review of OC's Social Media Policy specifically as it relates to Clubs, click here.

1.9 Conflict of Interest

Policy:

OC Board members and Board committee members shall ensure their service does not present an actual, potential, apparent or perceived conflict of interest. The purpose of this Policy is to protect the interests of the OC from any actual, potential or apparent or perceived conflicts of interest and all directors and Board committee members must familiarize themselves with, and adhere, to the principles and rules set out in this policy and procedure.

No Board member or Board committee member shall directly or indirectly receive any profit or benefit from their position. Board members or Board committee members shall not receive any remuneration for acting as such but may be reimbursed for "out-of-pocket" expenses properly incurred when acting upon the business of OC upon proof of such expenses.

Procedure:

1. For the purposes of this Policy, a "**Conflict of Interest**" arises when a Board member or Board committee member:

    a. Is a party to any contract or transaction or proposed contract or transaction with OC
    b. Has a direct or indirect interest in or with any person, corporation, business or other entity which has a business or other relationship, or potential business or other relationship with OC, or that is party to any contract or transaction or proposed contract or transaction with OC
    c. Benefits or may potentially benefit, directly or indirectly, as a result of OC policy changes
    d. Takes or may potentially take advantage of policy, program or contractual initiatives in a way which Club members are not able to perceive or anticipate
    e. Allows or may allow a person close to the director to benefit, directly or indirectly, as a result of the Board member's activities on the Board of Directors
    f. Is otherwise engaged or involved with outside interests or activities that interfere or compete with the interests of OC, or may potentially do so
    g. Receives or may receive privileged or confidential information,

influence or resources from OC that is or may be used to benefit themselves, a relative, friend, business associate or other personal interest

h. Has knowledge of a private economic or other interest that is sufficient to influence the exercise of his or her duties and responsibilities; or
i. Otherwise has divided loyalties or has an interest that may conflict with the Board member or Committee member's ability to act in good faith and in the best interest of OC

2. At the time of appointment, if aware, Directors must declare in writing any possible Conflicts of Interest or interests that might give rise to a Conflict of Interest to the OC President. This conflict will be reviewed by the Board and recorded in minutes.

3. On an ongoing and continual basis, a Board member or Board committee member who has an actual, potential or perceived Conflict of Interest (the "**Interested Person**") shall, as soon as possible after becoming aware that there may be an actual, potential or perceived Conflict of Interest, bring the situation to the attention of the Board President. The Interested Person shall also, as soon as possible after the commencement of any meeting of the Board at which the matter involving the potential Conflict of Interest is first considered, disclose and declare the actual, potential or perceived Conflict of Interest. If the actual, potential or perceived Conflict of Interest arises after the matter is first considered by the Board, the Interested Person shall disclose and declare such actual, potential or perceived Conflict of Interest at the first meeting of the Board after such actual, potential or perceived Conflict of Interest arises. Such disclosure and declaration shall be recorded in the minutes of the meeting.

4. After the disclosure of an actual, potential or perceived Conflict of Interest to the Board by an Interested Person or other person, the members of the Board, other than the Interested Person, shall determine whether an actual, potential or perceived Conflict of Interest exists. Upon the request of the Board, the Interested Person shall disclose all material facts to the Board in order to assist the Board in making such determination. The Interested Person shall remove themselves from the Board meeting while the determination is made by the Board. The discussion and determination shall be recorded in the minutes of the meeting.

5. Upon the determination by the Board that an actual, potential or perceived Conflict of Interest exists, the Interested Person may not take part in any

discussion of, or voting in relation to, the subject matter to which the actual, potential or perceived Conflict of Interest relates and will be required to retire for the portion of any meeting while discussion of the subject takes place. The Interested Person shall not otherwise attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the actual, potential or perceived Conflict of Interest.

6. In addition, upon the determination that an actual, potential or perceived Conflict of Interest exists with respect to any proposed transaction or arrangement, the Board, may appoint an independent committee or person to review such transaction or arrangement and to provide a report to the Board for the purposes of assisting the Board in making its determination whether any proposed transaction or arrangement that relates to the actual, potential or perceived Conflict of Interest is in the best interest of the OC and fair and reasonable. The discussions and determination shall be recorded in the minutes of the meeting.

7. Each Board member and Board committee member is expected to report to the Board any suspected failure to disclose an actual, potential or perceived Conflict of Interest by any Interested Party.

Violations of Conflict of Interest Policy:

8. If the Board has reasonable cause to believe that an Interested Person has failed to disclose an actual, potential or perceived Conflict of Interest, upon becoming aware of the conflict, the OC President, with approval of the Board, shall advise the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

9. If, after hearing the Interested Person's response and after making further investigation as the Board determines is warranted by the circumstances, the Board determines that the Interested Person has failed to disclose an actual, potential or perceived Conflict of Interest, it shall take appropriate action which may include the removal of the Interested Party from the Board.

1.10 Consent Agenda[1]

Policy:

Consent agendas are a tool used by boards to efficiently deal with routine and/or non-controversial matters in their business meetings.

The OC Board and its Standing Committees can use consent agendas to streamline meeting procedures by collecting routine and/or non-controversial items which do not require further discussion, debate or explanation into a group whereby all are passed with a single motion and vote.

Procedure:

1. It is customary to send each Board/Committee Member (as the case may be), in advance of a meeting, a meeting agenda with a request for additional items of discussion and an indication of the items to be considered under each heading, which are:
    a. Decision items (if any) and discussion items
    b. Consent agenda items
    c. 'Information items'

2. 'Information items' are similar to consent agenda items in that they are not intended for discussion, however they are accounted for in meeting agendas separate from consent agenda items as such items are non-actionable.

3. The OC President, in consultation with Committee Chairs, may place items on a consent agenda.

4. All documentation associated with items on a consent agenda must be provided to meeting participants in advance so that they can still make an informed vote on all grouped items.

5. Meeting participants must be given an opportunity to ask simple clarifying questions, and have them answered, before the vote on a consent agenda.

6. A Member may request that an item on a consent agenda be removed, following which such item must be restored to the ordinary process for consideration on the regular agenda.

7. It is recommended that a request for removal be shared with the OC President (or Chair) in advance of the meeting, where possible, to ensure sufficient time and resources are available for said discussion.

8. Consent agenda items are approved en masse by one vote of the OC Board and are separately recorded in the minutes of the meeting.

9. Examples of items that could be Included on a Consent Agenda include:
    a. Approval of the Minutes
    b. Final approval of proposals or reports that the Board has been dealing with for some time and all members are familiar with the implications.
    c. Routine matters such as appointments to committees or appointments requiring Board confirmation.
    d. Non-controversial issues, matters or items that do not require debate or deliberations.
    e. Items previously discussed for which the Board has come to a consensus, but that still need an official vote.

1. https://www.gsa.ualberta.ca/en/governance/media-library/documents/member-zone/board-principle-documents/guidance-for-the-use-of-consent-agendas.pdf

1.11 Fall/Spring Gatherings

Policy:

Member Clubs in each OC Region are encouraged by their RD to hold a Fall or Spring Gathering to which all Club members from the Region are invited (by the Host Club). This Gathering is to promote camaraderie amongst Regional Clubs, provide education on a topic of the Host Club's choice and showcase the Host Club and their community.

Procedure:

1. The RD is charged with speaking to all Clubs in her Region to determine if there is interest in holding a Fall or Spring Gathering.

2. A Gathering follows a similar procedure to an AGM, albeit with much less involvement by Ontario Council and no overnight guest management.

3. Up-front financial support is available from OC. See Finances 1.12.2 for more information.

1.12 Financial Policies

1.12.1 Membership Dues and Liability Insurance Levy

Policy:

Ontario Council currently carries out the business of the organisation from dues collected from Clubs based on the number of members each Club has.

Directors and Officers Insurance protects CFUW OC Club Board members and Club scholarship trustees from being sued in the course of their duties of the Club's operation. Limit of coverage is $2 million.

Ontario Council also purchases Commercial General Liability (CGL) insurance which covers all CFUW individual members and the Clubs. Also known as Third-party Liability Coverage, the policy indemnifies/protects venue owners and CFUW members from being sued when injury or damages occur on the owner's property.

This policy provides coverage up to $5 million per occurrence for bodily injury and property damage, and a medical expense limit up to $25 thousand per any one person/any one accident.

Procedure:

1. The dues amount has been set as $5.50 per member (2025). Any increase in dues must be warranted based on the needs of Ontario Council. An increase in dues would require approval of the membership.

2. OC dues are calculated on the number of regular and life members per Club as of December 31st of the current fiscal year.

3. Clubs do not pay OC dues for specially designated members (previously called honorary members), dual members who pay OC dues through another Club or student members.

4. A levy is made annually on all Clubs to cover the premium for the Liability insurance and Directors and Officers insurance carried by OC on behalf of the Ontario Clubs. This levy currently (2025) is $0.75 per Club member.

5. The levy for insurance is calculated on the number of regular, special designates (honorary), student, dual members or members who hold multiple memberships and life members as of December 31st of the current fiscal year.

6. The dues and insurance levy are to be paid on or before February 7th of the current fiscal year.

7. In a year when the amount levied is less than the actual amount of the insurance premium, the shortfall will be paid by OC.

1.12.2 Gatherings

Policy:

Ontario Council encourages OC Clubs to undertake Fall or Spring Gatherings to foster inter Club relationships and raise the profile of Clubs amongst their peers. OC provides financial support and incentives to Clubs which host these.

Procedure:

1. Gatherings are budgeted on a cost recovery basis.

2. The registration price of a regional Gathering should include the cost of the venue, the food, speakers' honoraria and travel and publicity material.

3. The budget, prepared by the Host Club for a Gathering, is reviewed and approved by the Regional Director (RD), OC Treasurer and President of Ontario Council prior to the event.

4. The Host Club can receive an advance up to $300 for their start-up expenses, if requested, after approval of the budget.

5. Where a club experiences a deficit, OC covers the deficit. Where a club realizes a surplus, that amount is paid to OC.

6. Financial statements are forwarded to the OC Treasurer within 30 days of the event, along with the repayment of any advance, any surplus realized and any request for repayment of a deficit.

7. OC pays registration fees and travel expenses for the OC President and the Host Club's RD to attend a Gathering. All others are responsible for their own expenses.

8. If the National President, RD from another Region, or other CFUW member is invited to make a presentation, their registration fee is waived.

9. The Host Club will receive a $200 grant from OC after financial statements, repayment of any advance and any surplus realized, have been received by the OC Treasurer.

1.12.3 Ontario Council In-Person Annual General Meeting (AGM)

Policy:

Ontario Council is committed to financially supporting the in-person AGM at a specific (and budgeted) level.

Procedure:

1. The in-person AGM is budgeted on a cost recovery basis.
2. The OC President and the OC executive review and approve the draft budget.
3. OC will provide a monetary advance to a maximum of $3,500 to the Local Arrangements Committee (LAC).
4. The original advance and any surplus will be paid to OC.
5. OC will cover a deficit.
6. A financial statement is forwarded to the OC Treasurer within 60 days of the AGM.
7. OC covers the cost of printing the annual report as per the OC Budget.
8. Members of the LAC will only be charged for their meals.
9. OC will pay for travel and accommodation expenses (as per policy) plus early registration for the Ontario Council Board members and OC Past President. OC will cover costs for any Board meeting held adjacent to the AGM. OC will also cover the costs of a Leadership Event held for all Clubs at the AGM.
10. The Parliamentarian is paid an honorarium by OC. Her registration is also paid by OC.
11. The host club will receive $250 in recognition for hosting the AGM.
12. OC may consider payment of registration for the National President to attend the OC AGM.

13. More information on how to host an AGM appears here.

1.12.4 Ontario Council Special Event/Project Advance (Loan) (for revenue generating event or project)

Policy:

Ontario Council is committed to supporting Clubs holding special events which will increase their visibility amongst their members and the public.

Procedure:

1. When funds permit, OC will provide a monetary advance to local clubs for a special event or project which is intended to produce revenue or raise funds. Examples of eligible applications would include any fundraiser (regardless of the beneficiary of the funds), such as raffles, book sales, house tours, luncheons, or any event where admission is charged or project where items are sold.

2. Clubs seeking a monetary advance from OC for special event/project will submit a budget together with a written request to their Regional Director, which will then be considered for approval by the OC Board.

3. The maximum amount to be advanced in relation to any event/project is $500.

4. The advance (loan) must be returned to OC within 30 days of the event or completion of the project.

5. A club will be advanced funds only once in a three-year period.

1.12.5 Ontario Council Special Event/Project Grant (for non-revenue generating event or project)

Policy:

Ontario Council is committed to supporting Clubs holding special events which will increase their visibility amongst their members and the public.

Procedure:

1. A club or group of clubs may submit a request for a grant to assist in the organization of a non-revenue generating event or project such as an All Candidates Meeting, public

forum, or informational project, either internal or external. These grants may be applied to new/ongoing advocacy projects.

2. Clubs seeking a grant from OC for an event/project will submit a budget, together with a written request to their Regional Director and OC Board. The request will be considered by the OC Board, subject to the availability of funds. See form here.

3. A request may be made by a particular Club only once in each three-year period.

4. The maximum amount of each grant is $500.

1.12.6 Ontario Council Special Event/Project Grant – Membership (for non-revenue generating event or project)

Policy:

Ontario Council is committed to healthy Clubs through the recruitment and retention of new Club members.

Procedure:

1. A club or group of clubs may submit a request for a grant to assist in the organization of a non-revenue generating activity which will enable membership recruitment and aid in raising the club's profile of CFUW such as creating professional materials, marketing or advertising.

2. Clubs seeking a grant from OC for an event/project will submit a budget, together with a written request to their Regional Director and to the OC Board. The request will be considered by the OC Board, subject to the availability of funds.

3. A request may be made only once in each three-year period.

4. The maximum amount of each grant is $300.

1.12.7 In-Person AGM Delegate Support for Small Clubs

Policy:

Attendance at OC AGMs is important for Clubs in order that they may exercise their democratic voting rights and have a say in the running of the OC.

For the in-person OC AGMs, OC supports smaller Club attendance through financial support of the Club.

Procedure:

1. Clubs with a membership of 60 or fewer regular and life members who send a delegate to the OC AGM can apply to receive a grant equal to their OC membership dues for the past year. Applications for support must be submitted to the OC Treasurer after the AGM and before November 1st, using the form here.

1.12.8 Reimbursement for Ontario Council Expenses

Policy:

Ontario Council supports its Board members while conducting OC business, such as but not limited to, attending Club milestone anniversary events, Club AGMS, fall/spring gatherings, in-person OC AGM and Board Retreats/crossover meetings.

Procedure:

1. A per kilometre rate is paid to Board members while on OC business. This rate is reviewed yearly and set by the OC Board. The amount is communicated to the Board members at the beginning of the year and appears on the OC Expense Sheet.

2. Other chargeable expenses included are:
   a. Parking and toll charges while on OC business
   b. Photocopying, postage, and other administrative costs of the position
   c. Early registration, travel and a per diem of 50% of a double occupancy room for the OC AGM and the crossover meeting.
   d. Travel assistance for RDs to a national AGM may be provided if funds permit

3. An OC CFUW member who has been designated by the OC Board as an official representative to a meeting or conference is reimbursed in the same manner as an OC Board member.

1.12.9 Ontario Council Expense Claims and CFUW National Expense Claims

Policy:

OC Board members must complete the appropriate expense form when submitting expenses.

Only the RDs and the VP Ontario can submit expenses to National.

Procedure:

1. The OC Expense Form (Appendix 3), with receipts attached, should be sent to the OC Treasurer for reimbursement.

2. Expenses associated solely with OC events are to be paid by Ontario Council. Examples of such expenses are:
    a. Fall/Spring Gatherings: RD & OC President registration fees
    b. Milestone anniversaries event attendance for OC Clubs
    c. Other travel and parking while on OC business
    d. OC AGM meeting: early registration fees, accommodations, travel for all Board members

3. RDs and VP Ontario must use the National Expense form for defined National business.

4. Regional Directors are to submit the National Expense form to the OC President who will send it to National. Examples of such expenses are:
    a. Club visits (mileage, accommodation)
    b. Registration fee and travel for national AGM

1.13 Governance, Nominations, Recruitment and Succession

1.13.1 Governance

Policy:

From time-to-time, as required, as dictated by the Member Clubs or as a result of changes to National bylaws and articles, the OC Bylaw will be reviewed and changes made. The OC Bylaw was overhauled in 2022 to be ONCA compliant. An additional review in 2024 produced mainly cosmetic changes.

Procedure:

1. When a review of the OC Bylaw is considered necessary, the Governance Standing Committee will be charged with its undertaking. The Chair of the Committee will be selected by the President.

2. A review should automatically be undertaken every 5 years to ensure compliance.

3. Changes to the Bylaw, with the exception of grammar, must be approved by the OC Membership at the AGM. Changes require a two-thirds vote.

4. Proposed Bylaw amendments and amendments to the amendments from Member Clubs must be received by the President by the dates set by the Board in the year of the Annual General Meeting at which the vote is to be taken **as per the CFUW Ontario Council Policies**.

1.13.2 Nominations, Recruitment and Succession

Policy:

Strong leadership is the hallmark of Ontario Council. Board Directors are recruited from OC Member Clubs to fill vacant positions.

The OC Board plans the succession and recruitment of new Board members to reflect the diversity of members in OC Clubs, and to ensure the range of knowledge, skills and experience needed to govern effectively, through a Nominations Committee.

Procedure:

Formation of the Nominations Committee

1. A Nominations Committee will be struck by the President 1 year in advance of the next Biennium to search for candidates to fill upcoming vacant Board positions. The President will appoint the Chair, who should be an impartial third party to the Board.

2. The current President cannot sit on the Nominations Committee.

3. The Nominations Committee Chair must be a member in good standing with her Club.

4. The Chair may recruit up to four (4) CFUW members to sit on the Committee. Members of the Committee should not be running for a position on Ontario Council but may be a Council Member who has termed out or who has not termed out but is staying in their position for a second term.

Nominees

5. Nominees and members of the Board shall be individuals in good standing of a CFUW Ontario Council Club.

6. Each nominee for a Board position shall be nominated by her Club.

7. The nominee for President must have served at least one (1) term on the Ontario Council Board or in a leadership position with CFUW Ontario Council.

8. The nominee for Regional Director must reside in the region they represent, have CFUW leadership experience and shall be nominated and elected by the Clubs in that region.

9. The nominee for Treasurer must have a strong working background in finance and accounting.

10. The nominee for Secretary should have experience in board management and record keeping.

11. The nominee for Communications Chair should have experience in verbal, written and electronic communications, newsletters and online mailing list management.

12. The nominees for Advocacy, Legislation, Education and Status of Women and Human Rights Chairs should have experience in CFUW advocacy and in government relations.

Nominations Notice to Clubs

13. The Nominations Committee will announce the positions open on Ontario Council in the January Ontario Council Newsletter.

14. Information on all candidates for all positions will be published in the OC Newsletter and on the OC website within five business days of the close of nominations. Candidate profiles and positions will remain on the website until after the election has been held.

15. Absolutely no campaigning will be allowed – neither from the candidates nor any club supporting a particular candidate.

1.13.3 Nominating Committee Responsibilities

1. The Secretary will provide the Nominations Committee Chair with the information as to which positions will be vacant at the end of the biennium based on those Directors who will have served four consecutive terms and have thus termed out and those who have served two consecutive terms in a position.

2. The Nominations Committee shall conduct a search for all Board positions which will be vacant at the end of the Biennium. Current members of the Board who have not termed out may be nominated for a position preferred by them, as determined in discussions with the Nominations Chair/Committee, except for positions in which they will have served two terms.

3. The Nominations Chair and Committee will seek and/or solicit qualified candidates to fill the vacant positions.

4. The Nominations Committee will ensure that the nominations material and forms are updated and available.

5. The call for Nominations will go in the January OC Newsletter and every newsletter thereafter until closing of the Nominations period. The positions available will be noted in the Newsletter. The opening and closing dates for nominations as determined by the Nominating Committee will be included in the announcements.

6. The Nominations Committee will advise each potential candidate regarding the expectations of Directors, the role description, any special qualifications and the Nominations Form and Application Form (Appendix 4) and to whom applications should be sent.

7. If the submitted nomination forms do not yield enough qualified candidates to fill the vacancies, the Nominations Committee will extend the deadline and seek additional candidates.

8. Members of the Board of Directors and Regional Directors may submit prospective candidates' names to the Nominations Committee for consideration.

9. The applicants' forms and qualifications will be reviewed by the Nominations Committee (this may involve discussion with the President and other Board members) which will forward the final slate of nominees to the Board for approval by April 15th.

1.13.4 Nominations from the Floor

1. Any member of a CFUW Club is eligible to be nominated from the floor, so long as they meet the eligibility requirements of the office for which they are being nominated and are members in good standing.

2. Potential candidates who are nominated by a Club but do not forward application forms to the nominating committee by established deadlines and potential candidates who are nominated by a Club after the established deadlines may be nominated from the floor of the AGM.

3. At an AGM, a Club's voting delegate or a voting delegate who is carrying a Club's proxy may nominate a candidate from the floor on behalf of a Club.

1.13.5 General Information for Candidates

1. All nominees running for positions on the OC Board must be elected by the OC members (i.e. Clubs) at the AGM or a special meeting of the members. RDs are elected by only the Clubs in their Region.

2. When there is more than one candidate for a Director position the candidate receiving the largest number of votes at the AGM shall be declared elected.

3. All Board Directors shall be elected for a two (2) year term by ordinary motion at a CFUW Ontario Council AGM.

4. Directors may serve four consecutive terms (that is a total of eight years) on the OC Board, with a maximum of two consecutive terms in one position, or until the next annual meeting, or until their successors are elected or appointed.

5. As per the OC Bylaws: A vacancy on the Board, except for a Regional Director vacancy, shall be filled as follows:

    a. A quorum of Directors may fill a vacancy among the Directors by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
    b. If a quorum of Directors does not exist, there must be an election by the Members to fill the vacancy at a special meeting of the Members.
    c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

6. Regional Directors are elected by a group of members that have an exclusive right to elect the director. A Regional Director vacancy shall be filled by the Members eligible to vote for that Regional Director position.

7. Where there is a vacancy or vacancies in the Board of Directors, the remaining directors may exercise all the powers of the Board so long as quorum of the Board remains in office.

1.14 In Camera Sessions

Policy:

There are times when discussions during Ontario Council Board and Committee meetings must be kept confidential. Such discussions shall be held in an 'in-camera' session, as in-camera sessions restrict the normal information reported to the Board, their use should be limited to those occasions when they are necessary.

In-camera sessions should be considered where the following subject matter is to be discussed (the following list is not intended to be an exhaustive list, and other factors may be considered):

- Matters about any identifiable individual, including board members of OC
- Commercially sensitive business matters, including matters subject to confidentiality agreements with third parties
- Litigation or potential litigation
- The receiving of advice that is subject to privilege, including communications necessary for that purpose
- Other extenuating circumstances which may arise from time-to-time

Procedure:

1. A request for an in-camera session by a Board/Committee member should be sent to the President, or in the case of a committee, to the President and Committee Chair prior to the meeting.

2. The President/Chair would determine in advance of the meeting whether the request is appropriate, and which board members should/should not be in attendance.

3. This information is communicated to the individual requesting the in-camera session and to participants and those board members excluded prior to the meeting.

4. The in-camera session would be identified on the draft agenda when it is distributed.

5. The President/Chair would also determine in advance whether the recording of the in-camera session should be conducted by the Secretary or by another attending board member.

6. The President/Chair would also approve requests to view the in-camera minutes.

7. The first item of business in any in-camera session will also include asking participants if there are any conflicts of interest and, if identified, the board member

would be excused from the meeting.

8. Should any board or committee member request an in-camera session that has not been previously discussed with the committee and/or board chair, the board or committee will make a motion to move in-camera.

9. The first item of business shall be a confirmation that the subject matter meets the criteria for in-camera sessions. If the subject matter does not meet the criteria, the in-camera session will be terminated. The second item of business shall be to determine if any attendees should be identified as having a conflict of interest or informed of the need to leave the meeting in the interest of confidentiality.

10. Decisions made in an in-camera session and, when appropriate, the factors considered in determining to hold a discussion in-camera, will be recorded in separate minutes. The President/Chair is responsible for ensuring that an appropriate record of the discussion is kept and will delegate a recorder if the Secretary is not participating in the session.

11. In-camera minutes will record who was in attendance, decisions made, and a recommendation to move out-of-camera. For completed subjects, the President/Chair will be responsible to bring recommendations/decisions forward from the in-camera session to the out-of-camera session for approval and recording in regular minutes. For ongoing in-camera sessions, the President/Chair will report the generic subject matter without detail to the board or committee.

12. Minutes of an in-camera session will be received, reviewed, and approved by the in-camera meeting participants by email prior to the next board meeting. This approval will be noted in the minutes by the designated recorder. Approved in-camera minutes and any materials considered as part of the in-camera meeting will be filed separately from regular board and committee minutes by the Secretary. These minutes and materials will not be published on any external or internal website.

13. Access to in-camera minutes is limited to the participants of the in-camera meeting or government agency as required by law. Any other requests for access to in-camera minutes should be directed to the President. The President will seek consensus on the request at the next regular board meeting if required.

1.15 Ontario Council and CFUW National Relations (VP Ontario, RDs)

As noted, CFUW Ontario Council is affiliated with but not a member of CFUW (National). Ontario Council is an incorporated entity (2009) and as such it has its own bylaws which cannot be superseded by other organisations' bylaws.

OC works collaboratively with CFUW (National) through specific National Board membership (i.e. through the VP Ontario), through participation on National committees, through various communications channels and through its RDs.

Use of National's policies (for example, the Respectful Treatment Policy) is encouraged by National and OC shares its policies with National from time to time or upon request.

Policy:

The Ontario Council Board maintains a collegial relationship with National and participates on the National Board through the VP Ontario and membership in National Board Committees. OC shares its OC Newsletter with National, along with its policies and procedures and advocacy material, when asked.

OC supports the purpose, values and mission of CFUW National.

OC uses National policies, procedures, advocacy and membership material when appropriate.

OC's RDs also liaise with the National Board through the RD Chair (National) and through the VP Ontario (**which is currently under review – Fall 2025**).

Procedure:

1. It is recommended that the OC President sit as the VP Ontario (through application, nomination and approval at the National AGM), however, these two positions can be separated, if warranted.

2. Through the VP Ontario, OC participates in National decisions and policy development which affect Ontario and the rest of country through a voting membership on the CFUW Board. The VP Ontario may apply to sit on any National Committee that is available to her.

3. The VP Ontario attends all National Board meetings and such extra meetings that from time-to-time are added (such as Board Drop-Ins, member webinars, Meet and Greets, etc.).

4. The VP Ontario will report those issues of importance discussed at National Board meetings (and National Committee meetings) to the OC Board. They will share National Board Agendas and Board Minutes with the OC Board for information purposes.

5. The VP Ontario will share her quarterly reports to the National Board with the OC Board.

6. OC RDs will meet with the CFUW RD Chair (a currently non-voting National Board position) and other regions' RDs as arranged by the RD Chair, to exchange Club successes, challenges and best practices. Information gleaned at these RD meetings will be shared with the OC Board through the RD National Committee's agenda and meeting Minutes. OC RDs may wish to add additional information when relevant at OC Board meetings.

7. OC RDs will share their required National goals and National reports with the VP Ontario, OC President and OC Board.

8. OC RDs meet three times per year with the OC President. The RDs' meeting agenda is set by the President in conjunction with the RDs. These meetings will also inform the VP Ontario.

9. The Communications Chair will send all regular and special edition newsletters to National for their publication and use.

10. The Communications Chair will send invitations to OC's Speakers Series to all National Board members.

11. The Communications Chair will 'like' and 'share' appropriate National Facebook and other social media posts.

2.0 Board Meetings, Committee Meetings and Committee Composition

2.1 Regular Board Meetings

1. For the 2025-2026 year, regular meetings of the Board take place the second Thursday of each month at 6 p.m., except for June, July, August, and December.

2. Board meetings shall not exceed two hours unless an extension is requested and approved by the members attending.

3. The number of Board meetings in the year may be reduced, as voted by the Board. The regular date and time may also be changed if required and approved by the Board.

4. Board meetings are held virtually by Zoom, using an OC Board member's personal Zoom account or OC's Zoom account. An invitation with the link to the Zoom meeting will be sent by the President one (1) week in advance of the meeting along with the draft agenda. The agenda will be finalised and resent on the Tuesday preceding the meeting. Additional items may be added to the agenda at the beginning of the Board meeting, if necessary.

5. A Board member who is unable to attend is expected to notify the President by email prior to the start of the meeting.

6. Quorum for Board meetings is one half of the current Board members plus one.

7. Votes on motions take place by consensus or by individual votes, as required. The Consent Agenda may include motions and Board members are made aware of any options included in the Consent agenda.

8. The OC Board President has the right to vote.

9. OC Board meetings follow the most recent version of Robert's Rules of Order.

10. The Secretary prepares a draft of the meeting minutes and sends them to the Board for review within one week of the Board meeting. The Secretary may use the Zoom AI function to aid in the recall of points made but AI notes cannot be used as minutes.

11. At each regular meeting of the OC Board, draft minutes of the previous Board meeting are provided for approval by the Board.

12. Any Board member may make a motion requesting that the minutes be amended to correct any inaccuracy or omission. Minutes are not amended if the amendment alters or affects in a material way the actual decision made by the Board.

13. Upon approval of any minutes, the minutes are placed in the electronic drive.

14. Information discussed and motions considered or passed in any OC Board meeting are considered confidential to the Board unless permission to disclose information is granted by the President.

2.2 Board Committee Meetings

1. Frequency, times and dates for meetings of the OC Standing Committees are set by the Chair of the Committee. Whenever possible, these dates shall be posted for Board member information.

2. OC Committee meetings are held by Zoom. It is preferable to use a personal Zoom account or OC's Zoom account to hold OC Committee meetings.

3. Minutes of the OC Committee meetings are kept by the Committee Chair and filed in the electronic drive following the meeting.

4. AI notes may be used to supplement minutes but cannot be used as minutes.

5. Motions passed in OC Committee meetings are brought forward to the next OC Board meeting for information and/or ratification immediately following the Committee meeting.

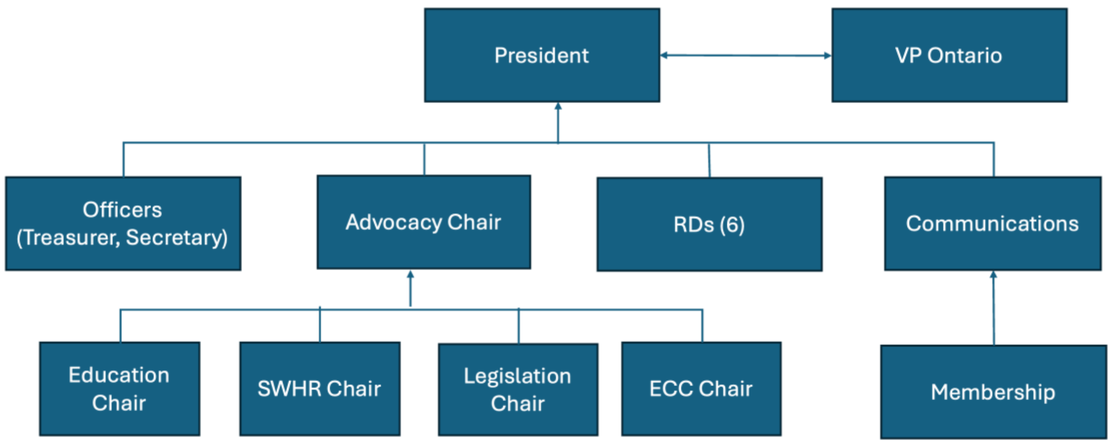
2.3 Committee Composition

1. OC Standing Committees comprise members of the OC Board and OC Club members in good standing. The members may include:
   a. Committee Chair (voting)
   b. At least two OC Board members (voting)
   c. Up to three OC Club members (voting)
   d. OC President (ex officio voting)
   e. Subject experts on an 'as-needed' basis for advice and direction (non-voting)

2. OC Club members sitting on any OC Committee must be approved by the Board.

3.0 Roles and Responsibilities

Organogram Showing Role Relationships



3.1 Universal Board Member Responsibilities

While each Director holds a specific portfolio, certain core responsibilities apply to every member of the CFUW Ontario Council Board. These expectations ensure the legal, ethical, and operational integrity of the organization.

Fiduciary & Ethical Conduct

- **Standards of Behavior:** Maintain a high standard of professional conduct, acting with honesty, integrity, and in the best interests of the Ontario Council at all times.
- **Compliance:** Uphold and enforce the Bylaws, Policies and Procedures of CFUW Ontario Council.
- **Confidentiality:** Exercise discretion regarding internal Board deliberations and protect the privacy of member information.
- **Duty of Care:** Prepare for and participate actively in decision-making, ensuring that all actions align with the Council's purpose and mandate.

Attendance & Participation

- **Board Meetings:** Attend all regularly scheduled Board meetings (typically monthly except for June, July and December) and any ad hoc meetings called by the President.
- **Annual General Meeting (AGM):** Attend the OC AGM to represent the Board, present reports, and engage with the membership.
- **Attend Board Retreats and/or Cross-Over meetings**: Held immediately following the AGM in years when the AGM is held in person and in June in years when the AGM is virtual.
- **Committee Meetings:** Attend Standing or Ad Hoc Committee meetings as required by your specific role or as requested by the President.
- **Speaker Series:** Support and attend the OC Speaker Series events to foster engagement and stay informed on advocacy priorities.

Communication & Mentorship

- **Reporting:** Submit timely and accurate reports on portfolio activities for Board meetings and the Annual Report.
- **Collaboration:** Work cooperatively with other Directors, Regional Directors (RDs), and CFUW National counterparts to achieve organizational goals.
- **Succession & Mentorship:** Serve as a mentor to new Directors. Upon the conclusion of a term, ensure a smooth transition by providing all relevant files, records, and guidance to the successor.
- **Representation:** Act as an ambassador for the Ontario Council when visiting Clubs or attending external events.

Administrative Diligence

- **Record Keeping:** Maintain organized and accessible records of all work related to the portfolio.
- **Financial Stewardship:** Follow all financial policies regarding expense claims, budgeting, and the use of Council funds.
- **Continuous Improvement:** Contribute to the development and implementation of the annual Board Work Plan and Strategic Plan.

All Board members are required to sign a Code of Conduct Form (see Appendix 5).

3.2 Advocacy Standing Committees & Chairs

Advocacy Committee Mandate

The Advocacy Committee serves as the primary forum for Ontario Council (OC) members engaged in provincial advocacy. The committee is responsible for developing and communicating all advocacy-related activities, ensuring all deliverables receive Board approval prior to implementation.

The committee's work focuses on the status of women, human rights, and the common good, aligning with the mandates of both CFUW Ontario Council and CFUW National.

Advocacy Committee Composition

- **Core Members:** Advocacy Chair and Standing Committee Chairs for:
  - Education,
  - Status of Women and Human Rights,
  - Legislation, and
  - Environment & Climate Change.
- **Ex-Officio Members:** OC President and Communications Chair.
- **Advisors:** Policy advisors or other OC members may be invited as required.
- **Meetings:** A minimum of three times per year, or as deemed necessary.

3.2.1 The Advocacy Chair: Role Statement

The Advocacy Chair coordinates the advocacy efforts of Ontario Council in collaboration with the Committee members. This includes managing communications with CFUW Ontario Clubs and drafting official correspondence for the OC President's signature.

The Chair is responsible for ensuring all advocacy activities uphold the organization's Bylaws and policies.

Key Responsibilities

Leadership & Governance

1. **Board Representation:** Serve as a Director on the Ontario Council Board and, when possible, as a member of the National Advocacy Committee.
2. **Compliance:** Lead advocacy initiatives to ensure they align with CFUW Ontario Council purposes and policies.

Operational Coordination & Events

3. **Speaker Series Leadership:** Manage the annual Speaker Series in collaboration with the Chairs of Education, Status of Women and Human Rights, Legislation, and ECC.
4. **Legislative Review:** Monitor relevant policies and legislation; draft briefs, letters, and position papers as needed.
5. **Budgetary Input:** Consult with the Board to provide input for the province's annual pre-budget process.

Club Support & Advocacy Promotion

6. **Direct Club Support:** Support Clubs and their members with local advocacy activities, specifically those following from Resolutions passed at Annual General Meetings (AGMs).
7. **Promotion of Participation:** Actively promote and encourage participation from OC Clubs and individual members in relevant provincial advocacy issues.
8. **Resolutions Management:** Coordinate the review of Resolution intents and work with proposing clubs to prepare Resolutions for the AGM; oversee post-AGM follow-up actions.
9. **Information Dissemination:** Coordinate with Regional Directors and the Board to share advocacy materials, significance dates, and events via newsletters and social media.

Summary of Authority

The Advocacy Chair operates as the central hub for provincial action, ensuring that OC Clubs are supported, informed, and engaged. They shall perform all duties outlined above and any additional tasks as assigned by the Board of Directors.

Advocacy Timetable

Phase	Core Objectives	Key Deliverables & Actions
Q1: Post-AGM (May – Aug)	**Strategy & Priority Setting**	Participate in Crossover Meeting. With rest of Board, determine the theme for the biennium. Convene Advocacy Committee to set yearly priorities. Select and schedule topics for the Speaker Series. Recruit/appoint Policy Advisors and committee members as needed.

Phase	Core Objectives	Key Deliverables & Actions
		Review website, social media, and NGO partnerships.
Q2: Kickoff (Sept – Nov)	**Resource Development**	Launch membership survey (if on 4-year cycle). Draft/distribute follow-up materials for AGM Resolutions.
Q3: Active Advocacy (Sept – May)	**Monitoring & Tracking**	Create/update Advocacy Toolkits (President's letters, templates). Manage Speaker Series sessions – October November February (March) Prepare articles for inclusion in (monthly) Newsletter. Track government actions and legislative sessions. Execute campaigns (briefs, letters, meetings with MPPs). *Election Years:* Distribute Candidate Toolkit and questions.
Q4: Conclusion (March – April)	**Reporting & AGM Prep**	Prepare Advocacy Annual Report for the membership. Assist Board in organizing virtual or in-person AGM. Prepare transition materials for the incoming committee (biannually).

3.2.2 Education Standing Committee & Chair – Academic and Pedagogy Specialist Committee & Specialist Support

The Education Chair may recruit members from the Board or OC Clubs to form an Education Committee. Additionally, the Chair may invite Policy Specialists to committee meetings to provide expert testimony or technical guidance on Ontario's educational framework.

Key Responsibilities

Focus: Specifically monitors advocacy issues related to the Ontario education system school board policies and provincial learning standards.

1. **Speaker Series:** Identify, recruit, and arrange expert speakers for the OC Speaker Series focusing on educational policy, curriculum, and funding.
2. **Advocacy & Policy:** Monitor provincial education legislation and review governmental positions; evaluate the impact of provincial funding and curriculum changes on women and students.
3. **Legislative Review and Writing:** Track provincial education policies and coordinate advocacy activities that align with OC's mission. Responsible for drafting formal briefs and letters to provincial legislators on matters of education (for approval by Advocacy Committee and President's signature).
4. **Partnerships:** Develop partnerships with other nonpartisan organisations involved in education to strengthen OC advocacy initiatives in this area.
5. **Communication:** Provide education-related action alerts and newsletter content to engage the membership on education issues; disseminate resources and contribute educational updates to the OC Newsletter.

3.2.3 Environment and Climate Change (ECC) Standing Committee & Chair – Ecology and Sustainability Specialist

Committee & Specialist Support

The ECC Chair is authorized to establish an ECC Committee comprised of members from the Board or local clubs. The Chair is encouraged to consult with Policy Specialists to ensure advocacy is based on the latest environmental data and provincial climate regulations.

Key Responsibilities

1. **Speaker Series:** Source and coordinate guest speakers for the OC Speaker Series to educate members on climate change, sustainability, and environmental protection.
2. **Advocacy & Policy:** Monitor provincial environment and climate change legislation and review governmental positions.
3. **Legislative Review and Writing:** Track provincial environmental policies and coordinate advocacy activities that align with OC's mission. Responsible for drafting formal briefs and letters to provincial legislators on matters of environment and climate change (for approval by Advocacy Committee and President's signature).
4. **Partnerships:** Develop partnerships with other nonpartisan organisations involved in environment and climate change to strengthen OC advocacy initiatives in this area.
5. **Communication:** Provide climate-related action alerts and resources and newsletter content to engage the membership on environmental issues.

3.2.4 Legislation Standing Committee & Chair – Legal and Regulatory Specialist

Committee & Specialist Support

The Legislation Chair may form a Legislation Committee to assist with the technical review of bills. The Chair may also engage Policy Specialists (such as legal or governance experts) to help interpret the implications of new provincial laws or regulatory changes.

Key Responsibilities

1. **Speaker Series:** Identify and arrange speakers for the OC Speaker Series who can provide insight into the legislative process or the impact of specific Ontario bills.
2. **Advocacy & Policy**: Review related policies and governmental positions; provide the Board with analysis of emerging legislation relevant to OC's mission.
3. **Legislative Review and Writing:** Track provincial environmental policies and coordinate advocacy activities that align with OC's mission. Responsible for drafting formal briefs and letters to provincial legislators (for approval by Advocacy Committee and President's signature).
4. **Communication:** Share legislative updates and help clubs understand how to navigate provincial political channels.

3.2.5 Status of Women and Human Rights (SWHR) Standing Committee & Chair – Rights and Equity Specialist

Committee & Specialist Support

The SWHR Chair may recruit a Status of Women and Human Rights Committee from the membership. To ensure advocacy is informed by lived experience and legal standards, the Chair may invite Policy Specialists in human rights or gender equity to participate in committee meetings.

Key Responsibilities

1. **Speaker Series:** Secure high-profile speakers for the OC Speaker Series to address topics such as gender-based violence, pay equity, and social justice.
2. **Advocacy and Policy:** Monitor human rights legislation and coordinate with the Advocacy Committee on initiatives that advance the status of women in Ontario.
3. **Legislative Review and Writing:** Track provincial environmental policies and coordinate advocacy activities that align with OC's mission. Responsible for drafting formal briefs and letters to provincial legislators on matters of human rights and gender equity (for approval by Advocacy Committee and President's signature).
4. **Partnerships:** Develop partnerships with other nonpartisan organisations involved in human rights and gender equity to strengthen OC advocacy initiatives in this area.

5. **Communication:** Provide human rights and gender equity alerts and resources and newsletter content to engage the membership on human rights and gender equity.

Universal Governance Rule

For all the above roles, if a committee is not formed, the Chair may act independently to fulfill these responsibilities. All Chairs remain standing members of the Advocacy Committee and report to the Board of Directors.

3.3 Communications Standing Committee & Chair

Committee Mandate

The Communications Committee (if formed) works collaboratively with the Board to design and implement a coordinated communications strategy for Ontario Council (OC). The committee's primary goal is to enhance the quality of relationships within the organization, encourage club engagement, and raise the public profile of the OC and its members.

Committee Composition

- **Chair:** The Communications Chair serves as a member of the Ontario Council Board.
- **Members:** Recruited from the Board or OC Clubs; names are presented by the Chair to the President and then to the Board for approval.
- **Structure Note:** If a committee is not filled, the Communications Chair may fulfill all responsibilities independently.

The Communications Chair: Role Statement

The Communications Chair is responsible for the overall output and integrity of OC communications. This includes selecting appropriate tools and platforms to improve organizational outreach.

The Chair maintains high standards of Board conduct and ensures all digital and print communications uphold the organization's policies and Bylaws.

Key Responsibilities

Strategy & Governance

1. **Strategic Planning:** In dialogue with the Board, develop and maintain a comprehensive OC Communications strategy for Board approval.
2. **Platform Management:** Assess, negotiate, and maintain yearly subscriptions or contracts for communications platforms; recommend alternatives as technology evolves.
3. **Policy Advising:** Advise the Board on emerging communication trends and issues to assist in policy development.
4. **Reporting:** Submit a comprehensive Annual Report.

Content & Distribution

5. **OC Newsletter:** Manage the design, timetable, and distribution of 8–10 yearly editions, utilizing submissions from Board members and Clubs (approved by the President).

6. **Digital Outreach:** Coordinate e-blasts, special edition newsletters, and official social media posts for the Council, President, Advocacy Chair, and other Board members.
7. **Partner Engagement:** Share relevant social media content from CFUW National, local OC Clubs, and like-minded partner organizations.

Technical Operations & Events

8. **Event Logistics:** Set up and manage registration, virtual platforms (e.g., Zoom), and recordings for the Speaker Series, seminars, and the Virtual AGM.
9. **Website Management:** Regularly update and maintain the OC website to ensure information remains current.

Data & Archives

10. Maintain databases for all communication vehicles.
11. Track and report statistics (website traffic, social media engagement, and event attendance).
12. Manage archives for newsletters and event recordings (now placed on private YouTube channel).

Summary of Authority

The Communications Chair serves as an **ex-officio member of the Advocacy Committee** and is required to attend the OC AGM and all Board meetings. They may also carry out additional duties as assigned by the Board of Directors.

3.4 President

Role Mandate

The President provides strategic leadership to the Board of Directors, ensuring the integrity of the Board's processes and representing the Ontario Council (OC) to external parties. The President coordinates all Board activities to fulfill governance responsibilities and facilitates cooperative relationships among the Directors.

As the primary presiding officer, the President ensures that the Board addresses all matters within its mandate and maintains a high standard of conduct. In addition to provincial duties, the President **may** serve as the Regional Vice President on CFUW National Board to maintain a strong link between levels of the organization.

Key Responsibilities

Governance & Board Leadership

1. **Meeting Management:** Establish agendas aligned with annual goals, preside over Board meetings, and ensure meetings are efficient for both governance and operational work.
2. **Strategic Work Plan:** Ensure the development and implementation of an annual Board work plan that includes measurable goals and a commitment to continuous improvement.
3. **Governance Reporting:** Report regularly to the Board on issues relevant to its governance and operational responsibilities.
4. **Policy Enforcement:** Set a high standard for Board conduct and enforce all policies and Bylaws regarding the conduct of Directors and Members.
5. **Ex-Officio Status:** Serve as an ex-officio member of all Board committees, providing input and guidance as required.

Board Development & Succession

6. **Mentorship & Performance:** Serve as a mentor to Directors, ensuring all members contribute fully and addressing any issues regarding individual underperformance.
7. **Orientation:** Present an orientation program to new Board members at the start of each term (or upon the appointment of a new Director) covering duties, schedules, and responsibilities.
8. **Succession Planning:** Lead the identification of prospective candidates and ensure a robust succession plan is in place for future Board terms (through a Nomination Committee).

Communication & Representation

9. **Public Relations:** Serve as the Board's primary contact with the public and outside parties.
10. **Internal Messaging:** Prepare official messaging for the OC newsletter and draft the Annual Report for the membership.
11. **Member Engagement:** Make every effort to attend Club activities and member events where possible to foster organizational unity.

Meeting Schedule & Authority

The Board meets at least four times annually via electronic platforms. In years featuring in-person Speaker Series events or an in-person AGM, the President will convene an in-person Board meeting immediately before or after the event to facilitate camaraderie and fellowship among Directors.

The President may delegate the chairing of meetings to a designate as necessary and carries out any additional duties as assigned by the Board of Directors.

3.5 Membership Chair

Role Mandate

The Membership Chair coordinates the growth, sustainability, and recruitment strategies of CFUW Ontario Council (OC) Clubs. While the Clubs themselves are the official members of the OC, the Chair focuses on supporting the recruitment and retention of individual Club members. This involves researching best practices to engage a diverse demographic of women—spanning all ages and educational backgrounds—whose goals align with CFUW.

The Chair monitors the overall health of existing Clubs, identifies opportunities for new Club development, and encourages active participation in OC events. As a member of the OC Board, the Chair maintains high standards of conduct and ensures all activities uphold organization Bylaws. When possible, the Chair also serves as a member of the CFUW National Membership Committee to ensure provincial and national alignment.

Key Responsibilities

Strategy & Development

1. **Action Planning:** Develop a comprehensive annual action plan for membership recruitment and retention and submit an Annual Report to the Board.
2. **Policy & Procedure:** Lead the development of membership policies and procedures designed to support, recognize, and expand OC Clubs.
3. **Strategic Growth:** Identify potential areas for new Club development and actively encourage existing Clubs to participate in Ontario Council events.

Club Support & Resources

4. **Resource Creation:** Research and develop practical tools and "best practice" guides for Clubs to use in their local recruitment, retention, and outreach efforts.
5. **Consultation:** Act as the primary resource for the Board, RDs, and Clubs regarding membership trends and the formation of prospective Clubs.
6. **National Representation:** Participate as a member of the National Membership Committee and bring ideas from National to OC.
7. **Health Monitoring:** In conjunction with Regional Directors (RDs), report regularly to the Board on general membership matters, including an overview of Club membership numbers and retention statistics.

Recognition & Awards

8. **Awards Selection:** Determine the recipients of Special Awards (member and project recognition) to be presented at the OC AGM.
9. **AGM Presentation:** Coordinate the presentation of all membership awards at the AGM, collaborating with the OC Secretary who produces the certificates.

Summary of Authority

The Membership Chair serves as a member of the Ontario Council Board and is required to attend the OC AGM, the OC Speaker Series, and all Board meetings. The Chair operates independently in collaboration with the RDs and may carry out additional duties as assigned by the Board of Directors.

3.6 Regional Director (RD)

Role Mandate

The Regional Director serves as the primary liaison between the Ontario Council (OC) Board and the member Clubs within their specific region. This role is a vital dual-representation position: the RD brings regional perspectives and concerns to the Board table while simultaneously communicating Board decisions and provincial initiatives back to the Clubs.

The RD is responsible for monitoring the organizational health of their assigned Clubs, facilitating regional collaboration, and identifying opportunities for membership growth and leadership development.

Key Responsibilities

Club Liaison & Support

1. **Regular Outreach:** Maintain consistent communication (monthly or bimonthly except June - July) with Club Presidents and executives via email and digital platforms.
2. **Regional Gatherings:** Act as the primary advisor and resource link for Clubs hosting Fall or Spring Regional Gatherings (see Section 1.12.2).
3. **Data Management:** Maintain an accurate record of key Club executives (Presidents, Treasurers, and Advocacy Chairs) to ensure the OC Board has current contact data.
4. **Issue Resolution:** Identify unique challenges within regional Clubs and collaborate with the Board or fellow RDs to provide solutions and support.

Membership & Organizational Health

5. **Club Monitoring:** Track membership trends and the general "health" of regional Clubs; identify potential areas for the development of new Clubs.
6. **Public Profile:** Assist Clubs in strategies to increase their local membership and improve their public profile within their respective communities.
7. **Promotion:** Actively promote OC advocacy goals, the Speaker Series, and provincial committee opportunities to Club members.

Financial & Administrative Coordination

8. **Dues Compliance:** Partner with the OC Treasurer to ensure regional Clubs submit their annual dues, insurance levies, and required documentation on time.
9. **Reporting:** Prepare an annual year-end report detailing the status, participation, and special projects of regional Clubs for inclusion in the OC and National Annual Reports.
10. **Financial Tracking:** Manage and file expense reports for OC-related travel and business to the Treasurer in accordance with financial policies.

Regional Governance

11. **RD Quarterly Meetings:** In addition to standard Board meetings, RDs participate in dedicated Regional Director quarterly sessions to share best practices and coordinate provincial outreach.
12. **Club Milestones:** Represent the Ontario Council Board at Club visits for significant anniversaries or milestones whenever possible.

Summary of Authority

The Regional Director is a voting member of the OC Board. They work in close partnership with the Membership Chair and the Treasurer to ensure the stability and growth of the provincial federation.

Note: The RD has responsibilities to National CFUW including participation in the RD Standing Committee. Please refer to the National RD Role Description in the national website for more information.

OC Regional Director Workplan (2025/2026 Example); Exact Dates to be Inserted Each Year

As an Ontario Council RD, you are often the conduit for information/reminder information from OC to Clubs as well as information from the Clubs to OC. **You also have communication responsibilities outlined by National which will not be included herein.**

Information exchange is a two-way process so please bring any issues/needs from Clubs to OC in a timely fashion.

The Role Responsibilities for the OC RD position can be found in the Ontario Council Administrative Policies and Procedures Book.

Responsibilities	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	As needed
Attend OC Executive Meetings	x	11th	9th	13th		8th	12th	12th	9th	7th			
Prepare Region Reports for OC Exec meetings (verbal or written if unable to attend Board meeting)													
East		x				x							
Central			x				x						
North				x				x					
Huron				x					x				
South			x				x						
West		x						x					
Attend OC RD Meetings		22nd			15th			16th					
Liaise with Club Presidents/Leadership													

Zoom*		x	x	x	x	x	x	x	x	x			
Email*	x	x	x				x						
In-person*													x
Fall/Spring Gatherings													
Discuss which Clubs may wish to hold one for the Region								x	x	x			x
Support Club holding Gathering through advertising to other Clubs, idea generation (topic, speakers), funding reminders, etc.													x
Finance													
Dues Reminders						x	x						
Insurance Information to Clubs													
Where to find information/who to contact	x	x											
Resolutions													
Determine if any Clubs are submitting to OC: Intentions Due, First Draft Due, Final version Due			x	x	x	x	x						
Encourage OC Resolution Review								x					
Grants/Awards													
Remind/encourage application for Carolyn Day Award (Environment)							x	x					
Remind re Small Club grants to in-person AGM							x	x					
Other (see finance policies)													x
OC AGM													
1 ½ to 2 years before in-person AGM provide Clubs with AGM Guidelines Booklet and solicit interest for hosting in-person AGM													September 2026
Prepare Report on Region's Activities									x				

	for OC Annual Report												
	Reinforce Club reasons to attend								x	x			
	Attend AGM and preparatory meetings (mandatory attendance at Voting workshop)									x			
	For in-person AGMs only, carry Club proxies, if necessary									x			
Responsibilities		Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	June	July	As needed

What to Cover in Zoom Meetings

- Introductions of Clubs to each other
- What each Club is working on so they may share with each other
- Reminders for OC Events (Speakers Series, Seminars) (also email reminders)
- Determine Clubs' needs (governance, membership (new members and retention), respectful treatment, reporting information, Dues dates, advocacy challenges/campaigns)
- Link Clubs to other Clubs through attendance at virtual speakers, problem solving
- Grants that are available from OC and National (also emails)
- When Dues must be in along with Club membership numbers (February for OC) (also emails)
- Insurance information (where to find it, who to contact)
- Reinforce resolution process (OC may have a seminar)
- Reinforce why to attend AGM with voting delegate (also emails)

Many RDs hold meetings with different leadership members – for example the first meeting could be only presidents/Leadership teams and VPs. Another could be just Advocacy Chairs. Another could be Membership Chairs.

OC encourages you to use our appropriate executive members to speak at these meetings (e.g. Advocacy Chair at Advocacy meetings).

When to Use Emails to Club Executives and What to Cover

- Introductions to you (and other OC executive members) in August
- Specific information transmission (in addition to information imparted at Zoom meetings as reinforcement), such as Speakers Series information, Presidents New Years Party, seminar information, holiday wishes, dues dates for OC, member numbers, Newsletters to be sent to RD, Communications and President

- OC sometimes conducts surveys – we often need help from RDs to ensure they are received and filled out
- Where to find insurance information for Club general meetings, special events
- Club Resources on website (what can be found there)

When and Why Personal Attendance at a Club Meeting is Important

OC encourages you to visit at least **one** Club general meeting every year

- Fall/Spring Gathering
- Club is celebrating a specific milestone (anniversary, usually) with a special event
- Club AGM
- Help with a specific issue
- To get the lay of the land
- If a Club is having a special speaker you are interested in
- Club has a special event (like a garden tour, special fund-raising event)

Club visits strengthen Club links to Ontario Council, encourage inter-Club exchange, provide the RD with additional information about the Club and generally bring a sense of belonging to both the Club and the RD.

3.7 Secretary

Role Mandate

The Secretary works collaboratively with the President to ensure the Board fulfills its fiduciary and legal responsibilities. As a voting member of the Board and a designated Signing Officer of the Corporation, the Secretary is responsible for the integrity of corporate records, legal filings, and internal documentation.

The Secretary serves as a key liaison for board communications and sits as a member of the Finance Committee to provide oversight on financial and administrative policies.

Key Responsibilities

Corporate Governance & Compliance

1. **Legal Filings:** In coordination with the Treasurer, ensure all reports are filed as required by law. This includes filing the annual T2 Tax return with Revenue Canada and maintaining current records with the Ontario Business Registry.
2. **Records Custody:** Maintain custody of all Minute books, registers, legal documents, and the corporate seal, ensuring they are preserved in accordance with provincial law. Note that the Minute Book has moved to electronic storage to be maintained by the Secretary.
3. **Policy Maintenance:** Work with the Executive to ensure the Constitution, Bylaws, and Financial Policies are updated, accessible and archived correctly.
4. **Reporting Schedule:** Prepare and maintain a list of meeting report due dates for Board approval.

Documentation & Minutes

5. **Meeting Records:** Ensure the accurate recording of Minutes for all Board and AGM meetings, including ad hoc sessions. * *Note:* AI tools may be used to assist in drafting, but the Secretary must verify all AI-generated content against personal notes for accuracy.
6. **Archives:** Maintain and circulate all finalized Minutes and revisions. Records are currently archived via Dropbox and a secure external drive.
7. **Notice of Meetings:** Provide formal notice of all Board and Committee meetings as required by the Bylaws.

Administrative & Club Liaison

8. **Roster Management:** Maintain a current roster of Member Clubs, including their email addresses and incorporation information.
9. **Board Contact List:** Collect and distribute the internal OC Board contact directory.

10. **Correspondence:** Manage Board correspondence and respond to inquiries from Clubs and members. All formal correspondence must be prepared for the President's signature.

Operational Logistics (In-Person Events)

11. **Venue Liaison:** For in-person Speaker Series events, serve as the liaison for venues to coordinate room setups and catering.
12. **Financial Coordination:** Work with the Treasurer to manage attendee numbers and process payments for event venues.

Committee & Finance Involvement

13. **Finance Committee:** Participate in the Finance Committee and consult on financial issues as required.
14. **Meeting Attendance:** Attend all meetings of the Board and, upon request, Board committee meetings.

Delegation & Authority

Certain administrative tasks (such as roster maintenance or AGM notices) may be delegated in coordination with the Communications Chair. The Secretary shall perform all duties outlined above and any additional tasks as identified by the President or the Board of Directors.

OC Secretary's Annual Work Plan

Phase	Core Focus	Key Deliverables & Actions
Q1: Kickoff & Logistics (May – Aug)	**Onboarding & Event Setup**	Facilitate mentorship and information transfer for incoming Secretary (if applicable). Liaise with Standing Chairs on Speaker Series in-person event requirements. Secure venues and caterers for in-person Speakers Series event (October in odd-numbered years). Circulate draft Minutes from the previous AGM for review. Finalize and prepare motion to approve AGM Minutes at the first Board meeting of the year. Archive AGM Minutes.
Q2: Ongoing Operational Support (Sept – Aptil)	**Event Execution & Records**	Manage on-site logistics and catering for in-person Speaker Series events (in odd numbered years).

Phase	Core Focus	Key Deliverables & Actions
		Maintain and update the Club Roster and Board contact lists. Record and distribute Minutes for all Board meetings. Archive all committee reports and internal correspondence.
Q3: AGM Preparation (Dec – Feb)	**Governance & Budgeting**	Work with the **Finance Committee** to review upcoming budgetary requirements. Draft the Secretary's portion of the Annual Report. Prepare the list of Board report due dates for the spring cycle.
Q4: The AGM Cycle (March – April)	**Compliance & Recognition**	Ensure legal notice and registration arrangements for the AGM are in place. **Awards:** Collect info on Club Anniversaries/Advocacy awards and prepare certificates. **Legal:** Finalize T2 Tax return and Ontario Business Registry updates with the Treasurer. Secure all corporate documents.

3.8 Treasurer

Role Mandate

The Treasurer provides the financial expertise necessary to ensure the Ontario Council (OC) meets its fiduciary responsibilities. Working collaboratively with the President, the Treasurer manages the custody of funds, financial reporting, and risk management through insurance oversight.

The Treasurer is a voting member of the Board, chairs the Finance Committee, and acts as a mentor to both Board Directors and OC Club Treasurers. The financial year for the Council is **April 1st to March 31st**.

Key Responsibilities

Custody of Funds & Banking

1. **Asset Management:** Maintain custody of all funds and securities. Keep full and accurate accounts of all assets, liabilities, receipts, and disbursements.
2. **Deposits & Investments:** Deposit all monies and securities in the name of the Corporation at Board-designated chartered banks or trust companies. Renew and cash GICs as required.
3. **Disbursements:** Pay all expenses for the Board and organization after approval by the President. Render an accounting of all transactions and a financial position statement at regular Board meetings.

Insurance & Risk Management

4. **Policy Renewal:** Obtain quotes and work with brokers to renew liability, Directors', and Officers' insurance before termination dates.
5. **Club Support:** Respond to insurance queries from Clubs, provide specific liability certificates as requested, and maintain the "Insurance Fact Sheet" on the OC website.

Governance & Financial Oversight

6. **Budgeting:** Strike and Chair the Finance Committee. Prepare the annual budget to reflect all activities (Speaker Series, AGM, and Board meetings).
7. **Financial Policy:** Update the Financial Policies document as required and ensure all organizational activities comply with these policies throughout the year.
8. **Grant & Loan Management:** Review Club applications for Loans and Grants. Ensure terms are met (repayments, budgets, and reports) and maintain a three-year record to ensure equitable distribution.

Legal & Year-End Compliance

9. **Audit/Review:** Forward all books, year-end statements, and working papers to the accountant for review in April.
10. **AGM Reporting:** Present the Board-approved financial statements and the Accountant's Compilation Engagement Report to the membership at the AGM.
11. **Corporate Filings:** Along with the Secretary, ensure all corporate government requirements are met, including the T2 Tax Return (CRA) and Ontario Business Registry updates.

Operational Logistics (In-Person Speaker Series, Board Retreats and Crossover Meetings)

12. In years featuring an in-person Speaker Series, the Treasurer is responsible for:
    a. **Registrations:** Along with the Communications Chair, receive and record registrations, issue receipts, and manage the registration desk on the day of the event.
    b. **Travel Subsidies:** Issue cheques to Clubs requesting travel subsidies.
    c. **On-Site Management:** Provide a cash float and receipt book; pay requested items before leaving the venue on the day of the meeting.
    d. **Reporting:** Provide attendee numbers to the Board (7 days prior) and final breakfast/lunch/dinner counts to the Secretary.

Meeting Attendance

The Treasurer is required to attend:

- All Board meetings.
- All Speaker Series meetings.
- The Annual General Meeting (AGM) in May.

Summary of Authority

The Treasurer maintains accurate, timely financial records using appropriate software and performs all duties as directed by the President or the Board of Directors.

OC Treasurer's Annual Work Plan

Phase	Core Focus	Key Deliverables & Actions
Q1: The Year-End & AGM (April – May)	**Compliance & Reporting**	**Biennium Year 1:** Update bank signing authorities, order cheques, and renew GICs. Finalize financial statements and forward books to the accountant. **AGM (May):** Present statements, accountant's report, and current budget. **Insurance:** Pay premiums and monitor Certificates of Insurance.
Q2: Maintenance (June – Aug)	**Operations**	Process expense claims and bills as received. Monitor cash flow and banking during the quieter summer months. Issue Furthest and Small Club AGM Grants and other AGM grants as requested post-AGM (applications must be received by November). Present quarterly financial statements to Board (Sept., Dec., March, June)
Q3: Outreach & Billing (Sept – Dec)	**Resource Management**	Manage expenses for the **Speaker Series** (recording, receipts, and deposits (in-person Speakers Series only)). Develop an updated contact list for all Club Treasurers. **Billing Prep:** Prepare club invoices for annual dues and insurance levies.
Q4: Revenue & Closing (Jan – March)	**Collection & Audit Prep**	**January:** Distribute invoices for annual dues and insurance. **February:** Record payments; coordinate with RDs and the President to follow up on outstanding dues. With President and Secretary, develop draft Budget for following year to be presented in **March** for Board input and approval by Board in **April**. **March:** Present 9-month financial update; call for all final expense claims. **March 31:** Close the books for the fiscal year-end and forward books to the accountant.

Strategic Financial Notes

- **The RD Partnership:** February is a critical month for collaboration. Using the Regional Directors to help collect outstanding dues ensures the Treasurer doesn't have to act as the sole "enforcer," maintaining a supportive relationship with the Clubs

Appendix 1 - Carolyn Day Award Certificate

Appendix 2 Recruitment and Retention Award Certificates

Appendix 3 Assignment of Club Delegate form

https://cfuwontcouncil.org/wp-content/uploads/2025/04/2025-04-09-Assignment-of-delegate.-OC-AGM-Fillable-for-PDF-version.pdf

Appendix 4 Nominations Form and Application Form for OC Board Positions

https://cfuwontcouncil.org/wp-content/uploads/2026/01/2026-01-04-OC-Nomination-Form-2026-2028.pdf cfuw ONTARIO COUNCIL Women Leading Change

Appendix 5 CFUW Ontario Council Board of Directors: Code of Conduct & Commitment Statement

Term of Office: 20___ – 20___

As a member of the Board of Directors of the CFUW Ontario Council, I recognize that I have a fiduciary and legal obligation to act in the best interests of the organization and its member Clubs. By signing this document, I agree to uphold the following standards of conduct and commitment:

1. Duty of Loyalty and Integrity

- I will act with honesty and in good faith, ensuring my decisions are based on the best interests of the Ontario Council, rather than personal interest or the interest of any specific Club or outside party.
- I will support the decisions of the Board once they have been voted upon, even if my personal position differed during the discussion.

2. Compliance with Governance

- I will remain familiar with and adhere to the CFUW Ontario Council Bylaws, and Administrative Policies.
- I will uphold the "Universal Board Member Responsibilities" as outlined in the Ontario Council Board Administrative Policies and Procedures Book (Section 3.0).

3. Confidentiality and Privacy

- I will maintain the confidentiality of all "in-camera" Board discussions and proprietary information.
- I will respect the privacy of our membership data and ensure it is used only for authorized Council purposes.

4. Professionalism and Respect

- I will foster a collaborative and respectful environment, treating fellow Directors and members with dignity.
- I will act as an ambassador for the Council, representing the organization professionally in all internal and external communications.

5. Conflict of Interest

- I will immediately disclose any potential or actual conflicts of interest regarding any matter before the Board and recuse myself from voting or influencing such matters as required by policy.

6. Commitment to Participation

- I commit to attending all scheduled Board meetings, the Annual General Meeting, and the Speaker Series, barring unforeseen circumstances.
- I will arrive prepared, having reviewed all necessary reports and materials.

Acknowledgment and Sign-Off

I, ____ (Print Name), holding the position of ____ , have read, understood, and agree to abide by the CFUW Ontario Council Board Code of Conduct. I understand that a breach of this code may result in a request for my resignation or removal from the Board in accordance with the Bylaws.

Signature: ____

Date: ____

Administrative Note for the Secretary

- *This signed document should be collected at the first Board meeting of the biennium (the May transition meeting).*
- *The Secretary shall maintain a file of all signed Code of Conduct sheets for the duration of the term.*