



the alliance for healthy food & farming

Organizational Governance

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TABLE OF CONTENTS

TABLE OF CONTENTS

SUSTAIN ONTARIO

Vision, Mission, Guiding Principles and Roles

Vision

Mission

Guiding Principles

Roles

MEMBERSHIP

ASSOCIATE MEMBERS

NETWORKS AND WORKING GROUPS

TAKING A POSITION, LOGO USE AND OFFERING SUPPORT

BOARD STRUCTURE

Board Composition

Officers

President / Chair

Vice President / Vice Chair

Treasurer

Secretary

Executive Director

Board Committees

Finance and Audit Committee

Governance and Recruitment Committee

BOARD GOVERNANCE

Authority and Accountability

Specific Responsibilities of the Board

Specific Responsibilities of Individual Directors

BOARD OPERATIONS

Meetings

Decision-Making Process

In-Camera Meetings

Director Attendance

Conflict Resolution

Code of Conduct

Conflict of Interest Policy

Definition of Conflict of Interest:

Principles for Dealing With Conflict of Interest:

Examples of Conflict Of Interest On The Part Of a Director:

Director Expenses

BOARD DEVELOPMENT AND RETENTION

Recruitment and Screening of New Directors

Renewal of Returning Directors

Orientation of New Members

Consent to Serve

APPENDICES

SUSTAIN ONTARIO

Sustain Ontario is a province-wide, cross-sectoral alliance that promotes healthy food and farming. The structure and mandate of Sustain Ontario are defined by the Corporations Act of Ontario, any special purposes legislation governing its mandate, the Letters Patent, the bylaws, and these governance policies enacted under the authority of the bylaws.

Sustain Ontario was incorporated on June 26, 2015 as a Corporation Without Share Capital under the Corporations Act of Ontario, Ontario Corporation Number: 1905731. Sustain Ontario became a registered business with Canada Revenue Agency on July 9, 2015 under the Income Tax Act of Canada, Business Number: 81428 0601 RT0001. The letters patent are attached in APPENDIX A. Our objects are: To facilitate networking and collaboration in the sustainable food and farming sector. To advance education and inform policy that supports sustainable food and farming. The original Sustain Ontario bylaws (APPENDIX B) were enacted on June 26, 2015.

This Governance Policy Document was initially approved August 28, 2016. It shall be reviewed annually by the Governance and Recruitment Committee of the Board, who will recommend changes to the Board, who may accept or reject these changes and will then approve this policy for the following year.

Vision, Mission, Guiding Principles and Roles

Vision

We envision food and farming systems throughout the province that are productive, equitable, and sustainable and that support the health and wellbeing of all people in Ontario.

Mission

Sustain Ontario's mission is to provide coordinated support for productive, equitable and sustainable food and farming systems that support the health and wellbeing of all people in Ontario, through collaborative action.

Guiding Principles

- The diversity and collaborative nature of Sustain Ontario is a source of strength
- Sustain Ontario operates on a Membership-driven model
- Sustain Ontario accomplishes its mission through coordinating its members

Roles

Together, we work to:

- Provide opportunities for Members to share their experiences, knowledge and ideas to support our collective mission,
- Convene members to bridge differences, share diverse viewpoints and take collaborative action
- Turn policy ideas into concrete action through research, writing, strategy development and effective advocacy with a credible, province-wide, base of support.
- Engage with the whole sector to find areas of mutual benefit and opportunities for

collaboration.

MEMBERSHIP

MEMBERS of Sustain Ontario come from diverse sectors of food and farming and have a common aim of working towards food systems in Ontario that reflect Sustain Ontario's vision. Members support the work of Sustain Ontario by sharing their ideas, perspectives, and energy to advance Sustain Ontario's mission. Members vote on all items raised at the Annual General Meeting or other meetings of members, including the election of the Board of Directors, as per the organization's Bylaws.

Membership is open to food and/or farming non-profit organizations and businesses that are owned by Ontarians or that have substantial activity in Ontario. In addition, as provided for in our Bylaws, "each Director of the Corporation who, by virtue of being duly elected or appointed as a Director of the Corporation is automatically admitted a Member of the Corporation upon such election or appointment."

Members must sign a pledge to the following statement:

"We commit to working collaboratively with diverse groups from across the province to help create productive, equitable and sustainable food and farming systems that support the health and wellbeing of all people in Ontario."

Members pay an annual Membership fee to support Sustain Ontario activities. The membership fees due varies depending on the annual budget or gross revenue of each organization, group or business. Membership is approved by resolution or motion of the Board.

Annual Budget or Gross Revenue of Member Organization	Annual Contribution	Bring Food Home Conference Registrations at "Member Rate"
Budget under \$250,000*	\$100	1
Budget under \$500,000	\$250	Up to 3
Budget under \$1,000,000	\$500	Up to 6
Budget over \$1,000,000	\$1000	Up to 12

*Reduced rates may be available for organizations in special financial circumstances (e.g., purely voluntary organizations with no paid staff). Please contact the offices of Sustain Ontario to request consideration.

ASSOCIATE MEMBERS

Individuals, or organizations who do not meet the criteria for membership, may become Associate Members, by making an annual contribution. They receive all benefits of membership, other than voting rights. Associate Members are non-voting members of the corporation, and thus do not have a vote at the Annual General Meeting or other meetings of the Members, though they may attend them.

Note: Throughout the remainder of this document, except when reference is made to voting, the term Member shall also include Associate Members.

NETWORKS AND WORKING GROUPS

Much of Sustain Ontario's work is accomplished through Members participating in Networks and Working Groups.

NETWORKS are self-organizing groups that coalesce around a common interest and serve primarily as hubs for information sharing. Collaboration within any given network can result in formation of a Working Group for more focused action on a given topic.

WORKING GROUPS are self-organizing teams led by interested and engaged leaders. Working Groups are made up of Members who come together to take collaborative action on a particular topic relevant to Sustain Ontario's mission.

A Director from the Board, or the Executive Director, should be selected to act as a liaison between each Network or Working Group and Board of Directors. The liaison will serve as a way to keep updated on the direction and progress of the network to ensure Sustain Ontario's Board of Directors is well-informed and can make decisions to effectively support the work of the Networks.

Networks and Working Groups:

- develop their own terms of reference and action plans;
- decide who has the organizational capacity to be a financial lead if funding is required;
- elect a Chair or Co-Chairs; and
- provide an annual report to the board, one month prior to the AGM.

They may have as their purpose or purposes any activity that falls within the scope of Sustain Ontario's Vision, Mission and Roles, and must have regard to its Guiding Principles and Current Strategic Priorities. All contracting rights and financial obligations will be the sole responsibility of Sustain Ontario. A Network or Working Group will select its name to reflect its unique focus area (e.g. Municipal Food Policy). While external stakeholders may occasionally be invited to take a role, participants in Networks and Working Groups are required to be Members of Sustain Ontario.

Sustain Ontario staff will ensure that Network and Working Group members are made aware of these policies, at least annually.

TAKING A POSITION, LOGO USE AND OFFERING SUPPORT

In general, Sustain Ontario does not take policy positions as an organization. We take this stance to recognize the diversity of our membership and to be able to offer a safe space for discussion of policy alternatives. When participating in external consultations, we will promote our mission, and vision, draw on the expertise of our members, Networks and Working Groups and serve as a conduit to transfer knowledge and information between the consulting bodies and our membership.

Sustain Ontario accomplishes much of its work by convening Networks and Working Groups to tackle particular issues. Such groups may draft position papers related to the topic they are convened to investigate. In these cases, the group would represent itself as a Sustain Ontario network and could submit its letter on Sustain Ontario letterhead, or use the SO logo, but must stipulate that the views it espouses do not necessarily represent the views of all Sustain Ontario's members, merely those members of the network or working group who are actual signatories to the document. External requests for letters of support will similarly be forwarded to the relevant Network or Working Group, for response.

Sustain Ontario's logo can be used in the following situations:

- Reports produced or actively collaborated on by Sustain Ontario, our Networks or Working Groups;
- Meetings hosted or co-hosted by Sustain Ontario or Sustain Ontario Networks or Working Groups, or that we have sponsored;
- Sustain Ontario letters, or other similar communications as stipulated above;
- Any internally produced communications or promotional materials.

Additionally, Sustain Ontario will make available space for anyone with research, policy papers, or other similar documents to promote their own work on our resource sharing library, the Food Initiatives Greenhouse.

BOARD STRUCTURE

Board Composition

The Board of Directors is comprised of individuals from voting members of Sustain Ontario. The number of Directors is set annually at the AGM. The composition of the Board is intended to reflect geographic diversity, diversity within the food value chain, and also diversity of skill sets necessary for effective operation of the organization.

Directors are requested to commit to a two year term of office, with potential for renewal for a maximum of six years. Exceptions to this can and should be made in order to ensure that no more than one third of sitting Directors turn over at the end of any given period. The full slate of new and returning Directors is elected annually at the Annual General Meeting of Sustain Ontario's Members.

Officers

The elected officers of Sustain Ontario are the President, Vice-President, Treasurer and Secretary. Officers are elected annually from among the Board members at the Annual General Meeting of Sustain Ontario's Members.

President / Chair

The role of the President is to ensure the integrity of the Board's processes. The President is the only Director authorized to speak for Sustain Ontario, unless this is specifically delegated to another Director.

- The President presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively.
- The President will set the agendas for meetings of the Board with input from the Directors of the Board and with the assistance of the Executive Director.
- The President will plan the conduct and timing of Board meetings in conjunction with the Executive Director and will Chair meetings of the Board, and Membership.
- The President will ensure that the Board is properly informed about the operations of Sustain Ontario and has the information and opportunity necessary to come to decisions on matters within its purview.
- The President will be the Board's primary liaison with the Executive Director.
- The President will act as public and media spokesperson for the Board and Corporation.
- The President must have at least one year prior experience on the Board.
- The President may, in practice, be referred to as the Chair.

Vice President / Vice Chair

In addition to assuming the duties of the President during his/her absence, the Vice President shall perform other duties prescribed from time to time by the Board,

coincident to the office. As a part of Sustain Ontario Board succession planning, the succession of the Vice-President to the position of President will be expected. The Vice President may, in practice, be referred to as the Vice Chair.

Treasurer

The Treasurer shall monitor the financial activities of Sustain Ontario; ensure that complete and accurate records are kept of all of Sustain Ontario's financial matters in accordance with generally accepted accounting practices; act as a signing authority for Sustain Ontario as approved in the Bylaws or by resolution of the Board; provide the Board, quarterly or as otherwise required, a report of all financial transactions and of the financial position of Sustain Ontario; recommend a competent auditor to be appointed annually; and, collaborate with the auditor and Executive Director in review and presentation of annual audited financial statements.

Secretary

The Secretary shall ensure that all secretarial functions are performed for the Board, and that records are kept of all proceedings and transactions. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of Sustain Ontario. He/She shall:

- Oversee the keeping of records of meetings, policies, Membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- Ensure that copies of minutes and agendas are circulated to Directors prior to each meeting.
- Maintain, or ensure the maintenance of, the files and records of Sustain Ontario to be passed on to future officers and ensure the security and confidentiality of all such files and records.

Executive Director

The Executive Director is appointed by the Board, and shall have full power to manage and direct the business and affairs of the Corporation, subject to the direction and authority of the Board. The Executive Director shall implement the decisions of the Board of Directors. The Executive Director shall give to Directors all information they may reasonably require regarding the affairs of the Corporation. The Executive Director shall be accountable to the Board of Directors, attend meetings of the Board when asked, report to the President/Chair of the Board between meetings, and perform all duties and responsibilities assigned to him or her by the Board of Directors, including acting as a spokesperson for the Corporation, and liaison between the Board of Directors and other staff. The Executive Director shall attend meetings of the Board of Directors as a guest, in an ex-officio, non-voting role.

Board Committees

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the Executive Director to allocate resources in support of committee activities. The Board appoints committee members annually for one-year terms (or longer, as the Board sees fit from time to time).

The bylaws of Sustain Ontario state that "The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board."

A committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of Sustain Ontario's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and if requested by the Board, make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

A Director of the Board shall Chair all committees. Standing committees are typically composed of Directors, though the Board has the option to invite other Members to sit on such committees to add expertise, and to involve more of the Membership in the work of Sustain Ontario, and to serve as a means of recruiting, orienting and screening prospective candidates for the Board. The President of Sustain Ontario or their designate and the Executive Director are ex-officio members of all standing committees.

At present, the following standing committees have been empowered by the Board:

- Finance and Audit Committee
- Governance and Recruitment Committee

Ad hoc committees may be established by the Board from time to time to carry out certain tasks or make recommendations to the Board on specific issues (e.g., Fund Development, Membership, Bring Food Home Conference Coordination).

Finance and Audit Committee

The Board Treasurer chairs the Finance Committee, which includes the Executive Director as an ex officio non-voting member. The Board appoints other Directors to the committee annually. The Finance Committee is responsible for generally overseeing and ensuring the development and approval of the annual budget including:

- Reviewing revenue forecasts and expenditure plans presented by management;
- Making recommendations to the Board for approval of an annual budget;
- Monitoring actual revenues and expenditures against the budget forecast and recommending to the Board any adjustments that it deems necessary;
- Reviewing the annual audited financial statements with the auditor;
- Making recommendations for Board approval on policies and procedures for the investment and management of Sustain Ontario's funds.

Governance and Recruitment Committee

The President or their designate chairs the Governance and Recruitment Committee, which includes the Executive Director as an ex officio, non-voting member. The Board appoints other Directors to the committee annually. The Governance and Recruitment Committee is responsible for generally overseeing the recruitment, onboarding and succession planning of the Board, as well as the policies and procedures governing Board operations. This includes

- Reviewing this Governance Policy document annually, and recommending revisions to the Board for approval;
- Reviewing current Board composition for desired composition and representation;
- Development of plans and processes for recruiting and orienting new Directors;
- Conducting annual recruitment processes to fill gaps in current Directorship and to ensure succession of Directors and Officers;
- Recommending a slate of Directors to the Board for ultimate presentation to the Members at the Annual General Meeting.

BOARD GOVERNANCE

Authority and Accountability

The Board as a whole is responsible to the Membership for the operation of Sustain Ontario. The Board is also accountable, in a more general sense, to exercise good stewardship of Sustain Ontario on behalf of the trust placed in it by members, the general public, staff, volunteers and other stakeholders.

Individual Directors are elected under the authority of the Bylaws and are responsible to the Members of Sustain Ontario who elect them. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.

The Board will account to Sustain Ontario's Members, through annual and periodic reports on the activities and finances of Sustain Ontario.

Specific Responsibilities of the Board

- Oversee development and approval of a long-term strategic plan and approve annual budgets and operating plans;
- Define and/or safeguard the organizational mission, the values and operating principles within which it expects Sustain Ontario to be administered, and to review these periodically;
- Govern Sustain Ontario through broad policies and planning objectives approved by the Board, formulated with the Executive Director and staff, and reviewed periodically;
- Monitor and evaluate the performance of the organization in relation to these objectives and core values;
- Select and support an Executive Director to whom the responsibility for administration of Sustain Ontario is delegated;
- Review and evaluate regularly the performance of the Executive Director on the basis of a specific job description and approved objectives;
- Seek and secure sufficient resources for Sustain Ontario to finance its programs adequately, including active engagement and leadership in fundraising activities, personal solicitation of donations and sponsorships;
- Ensure prudent and proper management of Sustain Ontario's resources including:
 - understanding the financial condition and identifying signs of financial distress proactively;
 - Setting, monitoring and updating internal controls, and finance policies;
 - insuring against risk;
 - submitting required government documentation on a timely basis;
 - ensuring government remittances are made on a timely basis;
 - managing investments safely;
 - selecting and monitoring an independent, qualified auditor;
- Establish the core values in which Sustain Ontario's human resources will be managed

- and periodically monitor key human resource performance indicators;
- Approve and periodically review personnel policies within which human resources will be managed;
- Establish guidelines within which management may negotiate pay and benefits agreements
- Regularly review Sustain Ontario's services to ensure that they are consistent with the purpose of Sustain Ontario and that its programs are effective and relevant to community needs;
- Represent Sustain Ontario and its programs to the community;
- Periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance annually at the same time that it reviews the performance of the Executive Director and shall take any steps for improvement in its governance practices suggested by such review.

Specific Responsibilities of Individual Directors

Each Director is expected to be an active participant on the Board. In addition to participating in the major duties of the Board outlined above, Directors are responsible to exercise due diligence in the performance of their duties. Directors are elected and serve on the Board as individuals. While Directors may themselves be representatives of organizations that are Members of Sustain Ontario, they do not represent those organizations, per se, on the Board. Directors of the Board will be accountable to all of Sustain Ontario's Members equally, and collectively. They are responsible to:

- Be informed of the articles of incorporation and legislation under which Sustain Ontario exists, its Bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a Director.
- Keep generally informed about the activities of Sustain Ontario and the community, and general trends in the business in which it operates.
- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.
- Exercise responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner;
- Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts.
- Ask the Directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the Membership.
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies; and
- Abide by the Code of Conduct (see below).
- Participation in the evaluation of the Board.

BOARD OPERATIONS

Meetings

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held approximately once every two months either at or near Sustain Ontario's headquarters, or more commonly via teleconferencing.

Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

Decision-Making Process

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board is present, a quorum being 50% of current Directors. A quorum is required for the transaction of any business of Sustain Ontario. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of, Directors can support, prior to a vote. Where disagreements continue to exist, dissenting Directors may request that their objections be recorded in the minutes. A favourable vote of a majority of the Directors present, regardless of abstentions, is required for approval (a majority of those casting votes).

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. This Governance Policy, will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors, or committees of Directors, is as valid and effective as if passed at a meeting of Directors or committee of Directors duly called, constituted and held for that purpose.

In-Camera Meetings

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e. Member, Director or employee)
- Acquisition or sale of land
- Labour relations or employee negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the *Personal Information Protection and Electronic Documents Act (PIPEDA)*

- Matters of personal conflict between Directors as outlined in this governance policy
- Any other matters which, in the public discussion thereof, the Board, by a two thirds (2/3) majority vote, determines would be prejudicial to the interests of Sustain Ontario or its Members.

Director Attendance

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Directors who are absent, without excuse, from three consecutive meetings are automatically considered to have resigned their position. In the event such a Director wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

Conflict Resolution

Directors are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Directors are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills.

However, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities. The Board President is responsible for managing such conflicts. A neutral Director or third party should be selected if the Board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture, etc.

Code of Conduct

Directors are expected to comply with this Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. Directors of the organization will at all times conduct themselves in a manner that:

- Supports the objectives of Sustain Ontario;
- Serves the overall best interests of Sustain Ontario rather than any particular constituency;
- Brings credibility and good will to Sustain Ontario;
- Respects principles of fair play and due process;
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances;
- Respects and gives fair consideration to diverse and opposing viewpoints;
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of Sustain Ontario;
- Demonstrates good faith, prudent judgement, honesty, transparency and

- openness in their activities on behalf of Sustain Ontario;
- Ensures that the financial affairs of Sustain Ontario are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship;
- Avoids real or perceived conflicts of interest, as outlined in the Conflict of Interest Policy;
- Conforms with the Bylaws and policies approved by the Board, in particular this Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies; and
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of Sustain Ontario's business.

Conflict of Interest Policy

Members of the Board of Directors shall act at all times in the best interests of Sustain Ontario rather than particular interests or constituencies. This means setting aside personal self-interest, or the interest of any Member organization they normally represent, and performing their duties in transaction of the affairs of Sustain Ontario in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No Director shall directly or indirectly receive any profit from his/her position. Directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a Director are considered to also be the pecuniary interests of the Director.

Definition of Conflict of Interest:

- Directors are considered to be in a "conflict of interest" whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
- A conflict of interest may be "real", "potential" or "perceived"; the same duty to disclose applies to each.
- Full disclosure in itself, does not remove a conflict of interest.

Principles for Dealing With Conflict of Interest:

- The Director must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.
- If the Director is not certain he/she is in a conflict of interest position, the matter may be brought before the President, Executive Committee or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for

- clarification, first with the Director and, if still unresolved, with the Board President.
- The Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
 - The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

Examples of Conflict Of Interest On The Part Of a Director:

- Any circumstance that may result in a personal or financial benefit to a Director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to Sustain Ontario, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- Personal interests which conflict with the interests of clients or are otherwise adverse to the interests of Sustain Ontario;
- Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with Sustain Ontario;
- Being a member of the Board or staff of another organization which might have material interests that conflict with the interests of Sustain Ontario or its clients; and, dealing with matters on one Board which might materially affect the other Board;
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the Director;
- Individuals who serve as Directors on the same Board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

Director Expenses

Directors are entitled to be reimbursed for expenses incurred during activities required to carry out their duties on behalf of Sustain Ontario. Such reimbursement will be in accordance with Sustain Ontario Finance Policies.

BOARD DEVELOPMENT AND RETENTION

Recruitment and Screening of New Directors

The Governance and Recruitment Committee will, as Director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. The Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board or Members of Sustain Ontario in a manner consistent with the Bylaws and these policies. The Committee will maintain a file of all interested candidates who have been so reviewed.

Renewal of Returning Directors

The Governance and Recruitment Committee may, at their discretion, re-nominate any sitting Director, to retain their office, within the term limits specified above and inline with the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board.

Orientation of New Members

New Directors shall receive a thorough orientation to their position within one month of becoming a Director of the Board. Each new Director shall also be assigned a more experienced Director as a "buddy" or guide to help integrate the new Director and answer any questions he or she may have about Board procedures. Orientation includes but is not limited to:

- The history, vision, mission and purpose
- Bylaws and Governance policy
- An overview of funding sources
- An overview of key policy areas and copies of policy to study
- Role, structure and functions of the Board
- Director Oath of Office & Confidentiality Agreement, Code of Conduct and Conflict of Interest policies
- Procedural guidelines for Board meetings
- Procedures for Director expenses
- A tour of Sustain Ontario office and introduction to key staff

Consent to Serve

The Directors shall each sign the following Consent to Serve Letter.

I, insert name, hereby:

- consent to being elected and to acting as Director of Sustain Ontario, such consent to take effect upon election by Members at AGM and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a Director of Sustain Ontario;
- declare that I am at least eighteen (18) years of age;
- declare that I am not an undischarged bankrupt and have the power under the law of contract;
- acknowledge and declare that I am a Member in good standing of the corporation;
- consent to the holding of meetings of Directors or of committees of Directors by means such as in-person, telephone, web-based, electronic or other communication facilities, that permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously; and
- confirm that I am aware of the requirements under law to file and maintain information regarding Directors and officers with applicable government ministries and authorities, and I consent to your collection, use and, disclosure by such filing of personal information about me.

I further declare that as a Director of Sustain Ontario, in carrying out my duties, I will:

- Exercise all of the powers of my office and fulfil my responsibilities in good faith and in the best interest of Sustain Ontario;
- Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner;
- Respect and support Sustain Ontario's By-laws, policies, Code of Conduct and decisions of the Board and Membership;
- Keep confidential all information that I learn about Members, clients, personnel, and any other matters specifically determined by Board motion to be matters of confidence including matters dealt with during in-camera meetings of the Board;
- Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of Sustain Ontario;
- Abide by the Code of Conduct outlined in the Sustain Ontario Governance policy
- Abide by the Conflict of Interest policy of Sustain Ontario;
- Immediately resign my position as Director of Sustain Ontario in the event that I, or my colleagues on the Board, conclude that I have breached these terms.

Signature:

Date:

APPENDICES

APPENDIX A -- The Letters Patent

APPENDIX B -- Sustain Ontario Bylaws

In addition to the appendices noted above, Sustain Ontario has the following documents in place for the organization:

- Reviewed Financial Statements
- Current Organizational Model (TBD)
- Board Committees and Terms of Reference (TBD)
- Finance Policies
- Personnel Policies
- Strategic / Annual Operating Plan
- Board Matrix