



**Policy Section 1: GOVERNANCE**

**Policy #: 1.4**

**Policy: Board Succession Plan**

**Revision: Rev 5**

**Approval: August 10, 2022**

**1. Purpose:**

- 1.1 To provide direction to The Flower Cart Board of Directors in the multiple aspects of Board Succession. (This policy consolidates information stated in related By-Laws, Policies, and other documents. It is intended to inform the Board and provide a focal point for Board Succession matters).

**2. Definitions:**

**3. Detailed Policy Statement:**

- 3.1 The Board will ensure that effective measures are in place to enable its work, Board committee work and the work of the Chief Executive Officer to proceed in an uninterrupted manner. (Chief Executive Officer Succession is dealt with separately in Policy 3.3 – Chief Executive Officer Succession Plan).
- 3.2 The Board will ensure that the actual service of its Directors is consistent with the provisions of By-Laws 4.4 and 5.3.
- 3.3 The Board will implement a recruiting plan to address the on-going requirement for new Directors with the requisite skills, knowledge, and experience to advance The Flower Cart mission and attendant strategic goals.
- 3.4 The Board will ensure that a development and training process is in place for its Directors that fosters good governance and a thorough understanding of roles and responsibilities, both as a body and individually.
- 3.5 This policy serves as a risk management tool for The Flower Cart and its Board of Directors.

**4. Implementation:**

- 4.1 Directors:

- 4.1.1 Any member of the Society in good standing is eligible to be elected as a Director of the Society. Unless otherwise determined by general or special meeting, the number of Directors is not less than nine or more than fifteen.
- 4.1.1 The composition of the Board of Directors reflects the diversity of the population of Kings County.
- 4.1.2 Directors are elected from amongst their number at each Annual General Meeting (AGM) of the Society.
- 4.1.3 Directors are elected for an initial three-year term, with a maximum of two additional two-year terms (for a total of seven years).
- 4.1.4 Director terms are arranged on a staggered basis and no Director may serve more than three consecutive terms of service.
- 4.1.5 Directors who have served the maximum number of consecutive terms are not eligible for re-election for a period of no less than two years following the end of their final term.
- 4.1.6 When unique circumstances warrant and it is deemed to be in the best interest of the Society, at the discretion of the Board, an Officer may be elected to another additional term.
- 4.1.7 The Board of Directors may fill a vacancy created on the Board for the remaining portion of the vacant term, from among the members of the Society.
- 4.1.8 Start date refers to the original start date of the Director. (Board of Directors Contact List).

#### 4.2 Officers of the Board:

- 4.2.1 The Officers of the Board are the Chairperson, the Vice-Chairperson, the Treasurer, and the Secretary. Appropriate offices may be combined.
- 4.2.2 The Directors elect the Officers from amongst their number.
- 4.2.3 An Officer serves a two-year term or until their successor is elected. Officers may be elected for one additional consecutive term (for a total of four years).
- 4.2.4 The Board may fill vacancies of Officers from among its number to serve until after the next Annual General Meeting at which the Directors are elected. See By-Law 5.4 for more details.

- 4.2.5 The Board Chairperson acts as the day-to-day interface with the Chief Executive Officer on behalf of the Board and will Chair the Chief Executive Officer Performance Review Committee.
- 4.2.6 The Vice-Chairperson assumes the Chair of the Policy and By-Law Committee.
- 4.2.7 The Treasurer assumes the Chair of the Budget and Finance Committee.
- 4.2.8 The Secretary is responsible for the preparation and custody of all books and records.
- 4.2.9 The Board Chairperson appoints Committee Chairpersons.
- 4.2.10 In the event the Board Chairperson is unable to fulfill their duties for an extended period, the Vice-Chairperson will assume those duties until the incumbent returns, or a new Board Chairperson is elected.

#### 4.3 Board Recruitment

- 4.3.1 The Board, through the Nominating Committee, identifies those Directors who will not return the following year and will need to be replaced.
- 4.3.2 The Board, through the Nominating Committee, will develop a list of skills and other areas of expertise needed by the Board to enable more effective governance and to further The Flower Cart's strategic goals.
- 4.3.3 The Board, through the Nominating Committee, will identify general areas of expertise that lend themselves to a focussed recruiting process.
- 4.3.4 The Board, through the Nominating Committee, in conjunction with other Directors of the Board, will identify individuals who satisfy recruitment criteria and who may be approached to discuss Board membership.
- 4.3.5 The Board, through the Nominating Committee, will develop a procedure for engaging with potential Board Directors.

#### 4.4 Board Development:

- 4.4.1 The Board provides ongoing education regarding its role as a governance body and to assist Directors in understanding their individual roles. Development may also include a broad range of issues that create a greater awareness of human services, social enterprise, government programs, etc.
- 4.4.2 Board training may take place during Board meetings or in special sessions convened for that purpose. Board training should be frequent enough to ensure it is effective and meets the overall objectives of Board development.

Special training sessions should be indicated in the Board Calendar well in advance.

- 4.4.3 The Board monitors and periodically discusses its own processes, progress and performance using The Strategic Plan as the principal point of reference and other useful monitoring tools.
- 4.4.4 The Board provides a timely, structured orientation to new Board Directors focussed primarily on Flower Cart operations. Matters of policy, Board duties, strategic planning, financials, etc. will also be briefed as part of the on-going investment in new Directors through Board development.
- 4.4.5 Guests/Observers: The Chairperson may invite a guest/observer to report on any matter of interest to the Board.

## **5. Applicability:**

- 5.1 Board of Directors and
- 5.2 Chief Executive Officer

## **6. Policy Authority:**

- 6.1 Board of Directors

## **7. Related Policies, Procedures and Documents:**

- 7.1 Policy 1.1 – Statement of Governance Style
- 7.2 Policy 1.4.1 – Procedure for Recruiting Prospective Directors
- 7.3 Policy 1.4.2 – Board of Directors Skills Self Assessment and Checklist
- 7.4 Policy 1.4.3 – Board Screening Policy
- 7.5 Policy 1.5 – Board Self Evaluation Policy
- 7.6 Policy 1.5.1 – Board Self- Evaluation Questionnaire
- 7.7 Policy 1.6 – Risk Management Policy
- 7.8 Policy 2.1 – General Duties of the Board of Directors
- 7.9 Policy 2.6.1 – Terms of Reference Nominating Committee
- 7.10 Policy 2.6.2 – Terms of Reference Chief Executive Officer's Performance Evaluation Committee

- 7.11 Policy 2.7 – Job Descriptions for Officers of the Board
- 7.12 Policy 2.7.1 – Job Description Board Chairperson
- 7.13 Policy 2.7.2 – Job Description Board Vice-Chairperson
- 7.14 Policy 2.7.3 – Job Description Board Treasurer
- 7.15 Policy 2.7.4 – Job Description Board Secretary
- 7.16 Policy 3.3 – Chief Executive Officer Succession Plan
- 7.17 Policy 3.3.1 – Procedure for Hiring the Chief Executive Officer
- 7.18 Board Calendar
- 7.19 The Flower Cart By-Laws
- 7.20 The Flower Cart Risk Management Plan
- 7.21 The Flower Cart Strategic Plan

**8. Record of Amendments:**

<b>Revision #</b>	<b>Summary of Revision</b>	<b>Date Approved</b>
Rev 0	Original Issue	April 27, 2010
Rev 1	Revised	September 25, 2012
Rev 2	Revised and Consolidated	May 26, 2018
Rev 3	Reviewed and Updated	April 27, 2021
Rev 4	Revised and Updated	October 26, 2021
Rev 5	Changed Executive Director to Chief Executive Officer	August 10, 2022