



Naval Reserve Association of Canada

Board Policy Manual

Updated June 4, 2024

Preamble

This Policy manual is for **Board policies only** and the Policies contained herein are subject to the Association By-Laws. In the event of conflict between any of the policies and the By-Law, the By-Law provision(s) shall apply. This was approved by the board at its meeting on March 14, 2023.

Table Of Contents

A. Governance Policy Framework	7
1. Principles Of Governance and Board Accountability	7
2. Roles And Responsibilities of the Board	8
a) Roles of the Board	8
(1) Policy Formulation.....	8
(2) Decision-Making.....	8
(3) Monitoring	8
b) Responsibilities of the Board:	8
(1) Strategic Direction.....	8
(2) Excellent Leadership and Management Performance.....	9
(3) Financial and Organizational Viability	9
(4) Program Quality and Effectiveness	9
(5) Board Effectiveness	9
(6) Build Relationships.....	10
3. Roles And Responsibilities of Individual Directors	10
a) Fiduciary Duty and Duty of Care	10
b) Exercise of Authority	11

c) Confidentiality	11
d) Conflict of Interest.....	11
e) Teamwork	11
f) Policy Solidarity.....	11
g) Representation.....	11
h) Formal Dissent.....	11
i) Attendance.....	12
j) Time Commitment.....	12
k) Participation	12
l) Competencies	12
m) Professional Development	12
n) Evaluation	12
4. Director's Declaration	12
5. Guidelines For the Selection of Directors.....	13
a) Directors	13
(1) Overarching Principle:.....	13
(2) Profile of a Director	13
b) Board Profile	14
(1) Senior level business management.	14
(2) Strategic planning.	14
6. Board Size and Composition	14
a) Board Size	14
7. Board Standing And Ad Hoc Committees	15
a) Establishment of Committees	15
b) Standing Committees.....	15
(1) Executive Committee.	15
(2) Finance Committee.....	15
(3) Governance and Nominating Committee.	15
(4) Membership and Recruitment Committee.....	15
(5) Communications Committee.	15

(6)	Events and Awards Committee	15
(7)	UNTD Archives Committee.	15
(8)	NRAC History and Archives Committee.....	15
(9)	Supports and Benefits Committee.....	15
(10)	NavRes Liaison Committee.....	16
c)	Board Standing Committee Principles	16
(1)	Relationship between the Board and Board Committees.....	16
(3)	Mandate of Board Standing Committees	16
(4)	Membership	17
8.	Position Description For Board Chair	17
a)	Role Statement	17
b)	Responsibilities	18
c)	Skills, Attributes and Experience	19
d)	Term	19
9.	Position Description for the Board Vice Chairs.....	20
a)	Role Statement	20
b)	Responsibilities	20
c)	Skills, Attributes and Experience	20
d)	Term	21
10.	Position Description of the Treasurer	21
a)	Role Statement	21
b)	Responsibilities	21
c)	Skills, attributes and experience	22
d)	Term	22
11.	Position Description of the Secretary.....	22
a)	Role Statement	22
b)	Responsibilities	22
c)	Skills, attributes and experience	23
d)	Term	23
12.	Position Description for a Committee Chair	23

a) Role Statement	23
b) Responsibilities	23
c) Skills, Attributes and Experience	24
d) Term	24
13. Executive Committee Terms of Reference	25
a) Role	25
b) Membership	25
c) Accountability and Reporting Relationship.....	26
d) Quorum.....	26
e) Meeting Schedule	26
14. Governance and Nominating Committee Terms of Reference	26
a) Role	26
b) Committee Responsibilities.....	26
c) Membership	27
d) Accountability and Reporting Relationship.....	27
e) Quorum.....	27
f) Meeting Schedule	28
15. Finance Committee Terms of Reference.....	28
a) Role	28
b) Committee Responsibilities.....	28
c) Additional Responsibilities	29
d) Membership and Voting	29
e) Accountability and Reporting Relationship.....	29
f) Spending Limits	29
g) Quorum.....	29
h) Meeting Schedule	30
16. Membership and Recruitment Committee Terms of Reference ...	30
a) Role	30
b) Committee Responsibilities.....	30
c) Accountability and Reporting Relationship.....	30

17.	Communications Committee Terms of Reference	31
18.	UNTD Archives Committee Terms of Reference	31
19.	The NRAC History and Archives Committee	31
20.	NavRes Liaison Committee Terms of Reference.....	31
21.	Events & Awards Committee Terms of Reference	32
	a) The Committee's responsibility with respect to Events:	32
	b) Events Policy:	32
	c) The Committee's responsibility with respect to Donations and Awards:	32
	d) Donations Policy:	32
22.	Supports and Benefits Committee Terms of Reference.....	33
23.	Advocacy	33
24.	Code Of Ethics	34
	a) Conduct of the Board of Directors and Officers	34
	b) PART A – Business Conflicts.....	34
	c) PART B – Relationship Bias	34
	d) Disclosure Procedure.....	34
B.	Governance Processes	35
1.	Nominations For Board Directors.....	35
2.	Nominations Process For Board Officers	36
	a) Selection Process:	36
3.	Board Goals and Work Plan	36
4.	Resignation / Removal Of A Director	37
	a) Resignation of a Director	37
	b) Vacation of Office of a Director	37
	c) Approval of the Membership	38
	d) Post-Service	38
5.	Review Of Board Policies	38

6. Communications	39
7. Authority to Bind the Corporation	39
C. Association Membership.....	40
A. Annex A - Director's Declaration	41
B. Annex B - Disclosure of Conflict of Interest.....	42

A. Governance Policy Framework

1. Principles Of Governance and Board Accountability

- (i) The Naval Reserve Association of Canada (Association) is a body corporate and politic incorporated under the laws of Canada Not-for-profit Corporations Act, SC 209 chapter 23 and regulations, to serve active and retired members of the Canadian Naval Reserve.
- (ii) The Board of Directors (Board) governs and manages the Association in accordance with governing legislation, By-Laws, and governance policies.
- (iii) The Board adheres to a model of good governance through which it provides strategic leadership and direction by establishing policies and strategic goals, making governance decisions, and monitoring performance.
- (iv) The Board acts at all times in the best interests of the Association, having regard for its fiduciary responsibilities and its accountabilities to the membership.
- (v) The Board maintains an environment based on values as approved by the Board and strives for a consensual approach to decision making, based on evidence and best practice, while respecting and valuing dissenting views.
- (vi) The Board is accountable to its members for:
 - Ongoing connection with the membership on all matters to enhance connections between the Association and its members and among its members.
 - Developing and executing events that advance the interests of the membership.
 - Communicating with regard to the on-going activities of the Association through its website, publications and through social media including Facebook.
 - Operating and updating the NavalReserveAssociationofCanada.ca Website.
 - Maintaining a strong focus on continuous improvement with regard to the present and future of the Association.
 - Maintaining and enhancing external relationships with related organizations.

- (vii) Board meetings will be conducted in English. Official materials from the Board will be produced in English. If the Board has to respond to public enquiries made in French, the Board's answer shall be submitted in French. Over time, communications from the Board shall strive to reflect both official languages of Canada.

2. Roles And Responsibilities of the Board

The Board shall fulfill the following roles and responsibilities.

a) Roles of the Board

(1) Policy Formulation

Establish policies to provide guidance to those empowered with the responsibility to lead and manage Association operations.

(2) Decision-Making

On matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that advance the Association goals.

(3) Monitoring

Monitor and assess outcomes of approved projects.

b) Responsibilities of the Board:

The Board fulfills the following responsibilities, either directly, or through delegation to its Board Committees, which report to and are accountable to the Board.

(1) Strategic Direction

- (i) Establish and periodically review the Association's vision, mission, and core values.
- (ii) Promote effective collaboration between the Board and membership of the Association in the achievement of the Association's vision, mission and core values and/or other policy and planning initiatives.
- (iii) Monitor corporate performance regularly against the approved corporate plan and annual budget.

(2) Excellent Leadership and Management Performance

- (i) Delegate responsibility, authority to individuals assigned to carry out various tasks assigned by the Board.
- (ii) Hold accountable officers, committees and those Directors assigned projects by the Board.
- (iii) Ensure compliance with the By-Laws of the Association and the responsibilities under the Canada Not-for-profit Corporations Act and regulations.
- (iv) Provide for the orderly succession of the Chair/President, corporate officers and committee chairs.

(3) Financial and Organizational Viability

- (i) Review and approve the annual operating budget and monitor financial performance against the budget and any established performance indicators.
- (ii) Review financial and organizational risks and risk mitigation plans regularly.
- (iii) Approve an investment policy and monitor compliance.
- (iv) Review periodically financial reports and approve the annual financial statement.
- (v) Annually review and set membership fees.

(4) Program Quality and Effectiveness

- (i) Review appointments and reappointments of all leadership positions.
- (ii) Ensure that there is a process to address ethical issues arising within the Association.

(5) Board Effectiveness

- (i) Ensure regular communication within the Board and ensure Committee and project chairs report regularly to the board.
- (ii) Recruit Directors and, where appropriate, non-Director members of Board Committees who are skilled, experienced, and committed to the Association.

- (iii) Establish a plan for the succession of Directors and Officers.
- (iv) Establish goals and planning for the Board and its committees and ensure that the Board receives timely appropriate information to ensure informed policy formulation and decision making.
- (v) Periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board.

(6) Build Relationships

- (i) Build and maintain good relationships and communications with the Royal Canadian Navy (RCN), the Naval Reserve Command team, Naval Reserve Divisions (NRDs), the Naval Association of Canada (NAC), and other related organizations that are relevant to the membership of the Association.
- (ii) Maintain open and transparent communication, cooperation with the Association members and where appropriate, the broader public.

3. Roles And Responsibilities of Individual Directors

a) Fiduciary Duty and Duty of Care

- (i) Every Director, in exercising his or her powers and discharging his or her duties to the Association shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (ii) Every Director shall comply with the Canada Not-for-profit Corporations Act and the Association By-Laws.
- (iii) In instances where the interests of Directors conflict with those of the Association, Directors must act in the best interests of the Association, commensurate with their duties as a responsible corporate Director.
- (iv) Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.
- (v) A Director does not represent the specific interests of any constituency or group.

b) Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies. A Director respects the responsibilities delegated by the Board to individual members.

c) Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board and all committees, keeping in mind that unauthorized statements could adversely affect the interests of the Association.

d) Conflict of Interest

A Director complies with the Association's Board of Directors Conflict of Interest policies and the Declaration of Interest as prescribed in Board Policies A-1-4 and A-1-6.

e) Teamwork

A Director works positively, cooperatively, congenially, and respectfully with all members of the Board of Directors in the performance of his/her duties.

f) Policy Solidarity

The official spokesperson for the Board is the Chair. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair.

g) Representation

A Director is expected to represent the Board, when requested, in activities within the Association and in external activities with other organizations.

h) Formal Dissent

A Director is deemed to have agreed with the decisions and policies of the Board, whether they are present at or absent from a Board meeting, unless he/she formally records a dissenting view with the Board Secretary. While an absent Director may formally record a dissenting view prior to the approval of the minutes at the next meeting, this does not change the decision reached by the Board.

i) Attendance

A Director is generally expected to attend all Board meetings including Board retreats and assigned Standing or Ad Hoc committee meetings in person or by electronic means. All Directors are expected to serve on at least one Board Standing Committee and to represent the Board when requested.

j) Time Commitment

A Director is expected to commit adequate time in preparation for and attendance at Board meetings, assigned Committee meetings and events.

k) Participation

A Director comes prepared to meetings (of both Board and its Committees) and events, asks informed questions, and makes a constructive contribution to discussions.

l) Competencies

A Director actively contributes specific expertise and skills which will inform Board discussion and decisions. However, individual Directors, unless otherwise authorized by the Board, do not provide professional advice to the Board.

m) Professional Development

A Director takes advantage of opportunities to be educated and informed about the Board and key issues related to the Association through participation in initial orientation and ongoing Board activity.

n) Evaluation

A Director participates in the evaluation of the performance of the Board as a whole and of their performance as a Director.

4. Director's Declaration

A Board Director will execute a Director's Declaration in the form **in Annex A** immediately upon becoming a Board Director.

5. Guidelines For the Selection of Directors

a) Directors

(1) Overarching Principle:

The Board and its Committees should have members that collectively possess a range of specific skills and expertise needed for the Board to fulfill its governance roles and responsibilities and possess the time necessary to fulfill their responsibilities to the Association.

(2) Profile of a Director

The generic qualities and personal attributes expected of all Directors include:

- (i) commitment to the mission of the Association.
- (ii) an Ordinary member of the Association.
- (iii) an appreciation of the diverse needs of the communities served by the Association.
- (iv) experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors.
- (v) enthusiasm for the role and its demands.
- (vi) personal and professional integrity, wisdom, and judgment.
- (vii) ability to work positively, cooperatively, and respectfully and communicate effectively as a member of the team with other members of the Board.
- (viii) ability to provide wise counsel and ask relevant questions at a strategic level.
- (ix) ability and willingness to commit the necessary time to prepare for and participate in Board orientation and continuing education, Board meetings, committee meetings, retreats, and selected educational and promotional events.
- (x) commitment to comply with the conflict-of-interest policies.
- (xi) ability and willingness to represent the Association as required and be an ambassador.

b) Board Profile

Beyond the generic qualities and personal attributes expected of all Directors as outlined in the Profile of a Director, the members of the Board will collectively strive to possess a range of specific skills, expertise, and experience from among the following:

(1) Senior level business management.

(2) Strategic planning.

- (i) leadership.
- (ii) diversity.
- (iii) change management in complex organizations.
- (iv) financial expertise, literacy, and analysis.
- (v) governance.
- (vi) human resource management.
- (vii) law.
- (viii) marketing and communications.
- (ix) risk management.

6. Board Size and Composition

a) Board Size

- (i) The Composition of the Board of Directors shall consist of a minimum of 3 Directors and a maximum of 20.
- (ii) Directors are elected at the third annual meeting of the Association from their initial election. Directors shall be elected on a staggered basis commencing in May 2023.
- (iii) The Board should consist of a maximum 20 members with appropriate coverage from the following regions:
 - BC and the Yukon
 - Alberta
 - Saskatchewan and the NWT
 - Manitoba and Nunavut

- Ontario
 - Quebec
 - The Maritimes
 - Newfoundland and Labrador
- (iv) While regional coverage is important, it is of primary importance that Board membership reflects competence, diversity and a willingness to perform.

7. Board Standing And Ad Hoc Committees

Association By-Law # 1 (section 6.05) provides for Board committees. This Policy is intended to supplement the By-Law provisions.

a) Establishment of Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (i) Standing committees, being those committees whose duties are normally continuous; and
- (ii) Ad hoc committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

b) Standing Committees

The following **Standing Committees** shall include:

- (1) Executive Committee.
- (2) Finance Committee.
- (3) Governance and Nominating Committee.
- (4) Membership and Recruitment Committee.
- (5) Communications Committee.
- (6) Events and Awards Committee
- (7) UNTD Archives Committee.
- (8) NRAC History and Archives Committee.
- (9) Supports and Benefits Committee

c) Board Standing Committee Principles

The functions, duties, responsibilities, and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board. For greater certainty, the Board may delegate any of its powers to a committee comprised entirely of Directors.

(1) Relationship between the Board and Board Committees

- (i) The Board will determine the duties of each committee. The Board will approve terms of reference and membership of the Board committees annually on the recommendation of the Governance and Nominating Committee at the first regular meeting following the annual meeting.
- (ii) The Board will monitor the performance of its Board committees at each regular Board meeting through a summary written report and a verbal report by the committee chair related to specific recommendations of the Board committee for approval by the Board.
- (iii) The terms of reference for Board committees will be reviewed annually by the respective committee, which will make recommendations to the Governance and Nominating Committee for revisions as appropriate.
- (iv) Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
- (v) Unless otherwise specified, Board committees may not commit or bind the Association to any course of action and no decision of a committee is binding on the Board until approved or ratified by the Board.
- (vi) Unless otherwise authorized to do so, a Board committee may not engage independent legal counsel or consulting advice without prior Board approval.

(3) Mandate of Board Standing Committees

- (i) The number and type of committees should support the Board in fulfilling its defined responsibilities and maximizing the participation of individual Directors.
- (ii) Ensure the Board as a whole has “ownership” of the work that is done on its behalf by committees, task groups, etc.

- (iii) Association By-Law #1 Section 6.05 provides for the establishment of Board Committees; The terms of reference for Board Standing Committees including membership are defined in the Board Policy Manual.
- (iv) Board Standing Committees should establish annual goals, work plans and deliverables for Board approval.
- (v) Standing Committees may, with the approval of the Board, create sub-committees that are responsible to and report to the respective Standing Committee.
- (vi) The Board, through the Governance and Nominating Committee should conduct a periodic review of Board Standing and Special Committees to ensure the continuing relevance of their mandate and membership.

(4) Membership

- (i) The responsibility for participation on Board Standing Committees and other committees should be balanced among all Directors.
- (ii) All Directors should be expected to serve on at least one Board Standing or Ad Hoc or other special Committee.
- (iii) The majority of the members of the Executive Committee and the Governance and Nominating Committee shall be members of the Board of Directors. Otherwise, and except for the Executive Committee, membership does not have to be limited to members of the Board of Directors.
- (iv) The Chair, Vice-Chairs and members of Board Standing Committees are appointed annually by the Board on the recommendation of the Governance and Nominating Committee, following a canvass of Directors for their interests and preferences.
- (v) All members of Board Standing Committees will be considered voting members of the committee, unless otherwise designated.

8. Position Description For Board Chair

This Policy is intended to supplement By-Law # 1 (Section 9) related to the Board Chair.

a) Role Statement

- (i) The Board Chair shall be the President of the Association.

- (ii) The Board Chair, working collaboratively with the Board, provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties.
- (iii) The Board Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Board members.
- (iv) The Board Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.
- (v) The Board Chair shall assume the duties and serve as the President of the Association in accordance with S7.02a of the By-Law #1.

b) Responsibilities

In accordance with By-Law # 1 (Section 9.2), the responsibilities of the Board Chair are:

- (i) Chair: Preside at meetings of the Board of Directors and the AGM.
- (ii) Agendas: Establish agendas that are aligned with the Board's roles and responsibilities and preside over meetings of the Board. Ensure that meetings are effective and efficient. Ensure that a schedule of Board meetings is prepared annually.
- (iii) Direction: Serve as the Board's central point of official communication with the Board. Develop the standards and format for reporting by Board Committees that will ensure that the Board has appropriate information to make informed decisions.
- (iv) Performance Appraisal: Lead the Board in monitoring and evaluating the performance of the Board.
- (v) Committee membership: Serve as an ex-officio member of all Board Standing Committees.
- (vi) Representation: Ensure that the Board is appropriately represented at organizational functions, other official functions and to the public at-large.
- (vii) Communication: Serve as spokesperson for the Board and may from time-to-time delegate authority to one or more Directors or Committees to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

- (viii) Reporting: Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.
- (ix) Board Conduct: Set a high standard for Board conduct and enforce policies and By-Laws regarding Board member conduct.
- (x) Mentorship: Serve as a mentor to other Board members. Ensure that all members of the Board contribute fully. Address issues associated with underperformance of individual Directors.
- (xi) Succession Planning: Ensure succession planning occurs for the Board of Directors.
- (xii) Other Matters: Such other matters as the Board may from time to time determine.

c) Skills, Attributes and Experience

The Chair will demonstrate the following skills, attributes and experience:

- (i) All the personal attributes required of a Board Director (Board Policy A-5).
- (ii) Leadership skills.
- (iii) Strategic and facilitation skills.
- (iv) Ability to effectively influence and build consensus within the Board.
- (v) Ability to establish a trusted advisor relationship with Board members.
- (vi) Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role.
- (vii) Ability to communicate effectively with the Board, members and the wider community.
- (viii) Record of achievement in one or several areas of skills and expertise required within the Board.

d) Term

The Chair shall be elected by the Board of Directors on the recommendation of the Governance and Nominations Committee for a term with of up to three years with the option to renew for additional terms.

9. Position Description for the Board Vice Chairs

This Policy is intended to supplement the By-Law #1 related to the Vice-Presidents.

a) Role Statement

- (i) The Board Vice Presidents shall be the 1st and 2nd Vice Presidents of the Association.
- (ii) The Vice Chairs shall be appointed by the Board of Directors and report to the Board of Directors.
- (iii) The Board Vice Chairs work collaboratively with the Board Chair in fulfilling their responsibilities.
- (iv) The 1st Vice-Chair, who shall also serve as 1st Vice-President shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.
- (v) The 2nd Vice Chair, who shall also serve as the 2nd Vice-President shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair or the 1st Vice-Chair and perform any other duties assigned by the Chair or the Board.

b) Responsibilities

In accordance with By-Law # 1, the responsibilities of the Vice-Chairs are:

- (i) Board Chair Substitute: Assume the duties of the Board Chair in the Chair's absence or disability, as requested by the Chair, including representing the Board and the organization at official functions and to the public at-large.
- (ii) Board Conduct: Maintain a high standard for Board conduct and uphold policies and By-Laws regarding Board member conduct.
- (iii) Committee membership: Serve as the Chair of a Committee and as a member of other Board Committees as determined annually.
- (iv) Mentorship: Serve as a mentor to other Board members.

c) Skills, Attributes and Experience

The Vice-Chairs will demonstrate the following skills, attributes and experience:

- (i) All the personal attributes required of a Board Director; (Board Policy A-5).
- (ii) Leadership skills.

- (iii) Strategic and facilitation skills.
- (iv) Ability to effectively influence and build consensus within the Board.
- (v) Ability to establish trusted advisor relationship with the Chair, and other Board members.
- (vi) Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role.
- (vii) Ability to communicate effectively with the Board, parents and alumni and the wider community.
- (viii) Record of achievement in one or several areas of skills and expertise required within the Board.

d) Term

The Vice-Chairs will be elected by the Board of Directors on the recommendation of the Governance and Nominations Committee for a term of up to three years with the option to renew for additional terms.

10. Position Description of the Treasurer

This Policy is intended to supplement the By-Law # 1 related to the Treasurer.

a) Role Statement

The Treasurer is a Director and works collaboratively with the Board Chair. The Treasurer will be appointed by the Board of Directors and reports to the Board of Directors.

b) Responsibilities

In accordance with By-Law # 1, the responsibilities of the Treasurer are:

- (i) **Reporting Requirements:** Keep up to date all financial reporting requirements.
- (ii) **Auditor:** Annually recommend the appointment of an Auditor.
- (iii) **Mentorship:** Serve as a mentor to other Directors.
- (iv) **Committee Membership:** The Treasurer will serve as Chair of the Finance Committee.

- (v) **Finance Committee:** Establish agendas preside over meetings of the Committee and fulfill the other responsibilities of a Committee Chair as per the Position Description of a Committee Chair.
- (vi) **Financial Statements:** Present to the Board of Directors at every Board meeting and to the membership at the annual general meeting, the standard financial statements of the Association.

c) Skills, attributes and experience

The Treasurer will demonstrate the following personal qualities, skills and experience:

- (i) All of the personal attributes required of a Board Director; (Association Board Policy A-5).
- (ii) Leadership Experience in finance and/or accountancy
- (iii) Ability to chair a meeting such that decisions are made in a manner that is respectful and efficient.
- (iv) Willingness and ability to commit time to the Board and committee responsibilities of Treasurer.
- (v) Work cooperatively with the Auditor appointed by the Board to undertake the annual audit.

d) Term

The Treasurer will be elected by the Board of Directors on the recommendation of the Governance and Nominations Committee for term of up to three years with the option to renew for additional terms.

11. Position Description of the Secretary

This Policy is intended to supplement the By-Law # 1 related to the Board Secretary.

a) Role Statement

The Secretary works collaboratively with the Board Chair and corporate legal counsel. The Secretary will be appointed by the Board of Directors and reports to the Board of Directors.

b) Responsibilities

In accordance with By-Law # 1

- (i) The Secretary shall carry out the duties of the secretary of the Association generally and shall attend or cause a recording secretary to attend all meetings of the members, Board, and committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose.
- (ii) The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the By-Laws or the Board.

c) Skills, attributes and experience

The Secretary will demonstrate the following personal qualities, skills and experience:

- (i) The personal attributes required of a Board Director; (Board Policy A-5)
- (ii) Leadership skills.
- (iii) Ability to chair a meeting such that decisions are made in a manner that is respectful and efficient.
- (iv) Willingness and ability to commit time to the Board and committee responsibilities of Secretary.

d) Term

The Secretary will be elected by the Board of Directors on the recommendation of the Governance and Nominations Committee for term of up to three years with the option to renew for additional terms.

12. Position Description for a Committee Chair

a) Role Statement

A Committee Chair, working collaboratively with the Chair of the Board provides leadership to the committee. The Committee Chair ensures that the terms of reference of the committee are followed. The Committee Chair effectively manages issues to promote effective dialogue and decision making.

b) Responsibilities

- (i) **Agendas and Meetings.** Establish agendas and preside over meetings of the committee.

- (ii) **Leadership.** Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of all issues. Ensure a fair discussion, especially when differences and conflicting opinions arise.
- (iii) **Expertise.** Serve as a leader within the Board on the matters addressed in the committee's terms of reference.
- (iv) **Advise Board Chair.** Advise the Board Chair on the key issues addressed by the committee.
- (v) **Report to the Board.** Prepare a report for the Board and where appropriate recommendations for consideration by the Board of Directors at each Board meeting.
- (vi) **Mentorship.** Serve as a mentor to committee members and develop a succession plan for the Chair.

c) Skills, Attributes and Experience

A Committee Chair will demonstrate the following personal qualities, skills and experience:

- (i) Be a member of the Board of Directors.
- (ii) All of the personal attributes required of a Director; (Board Policy A-5).
- (iii) Interest and experience related to the work of the committee.
- (iv) Ability to chair a meeting such that decisions are made in a manner that is respectful and efficient.
- (v) Willingness and ability to commit time to the responsibilities of the Committee Chair.

d) Term

Except for the Chair of the Association, who shall be the Board Chair and Chair of the Executive Committee, Committee Chairs shall normally be appointed annually by the Board of Directors on the recommendation of the Governance and Nominating Committee.

13. Executive Committee Terms of Reference

a) Role

- (i) The Association Executive Committee supports the Board in fulfilling its responsibilities for oversight of excellent leadership and management and organizational viability through:
- (ii) The provision of guidance and direction of major issues between Board meetings, where appropriate and shall report all actions to the board for approval.
- (iii) The exercise of the full powers of the Board in all matters of urgency, when a special Board meeting is not practical, reporting every action at the next Board meeting.
- (iv) Receive and review from the other Board Standing Committees and senior management any material risks identified while fulfilling their responsibilities.
- (v) Perform such other tasks that may be assigned or directed to the Committee by the Board or as outlined in the By-Laws or requested by the Board.
- (vi) Have the ability to appoint any sub-committee to carry out any responsibilities assigned to the Executive Committee. The sub-committees will report to the Executive Committee.

b) Membership

The Executive Committee membership shall be as follows:

- (i) The Chair of the Board who shall serve as chair.
- (ii) The First Vice-Chair.
- (iii) The Second Vice-Chair.
- (iv) The Treasurer.
- (v) The Secretary
- (vi) The Chair of Governance and Nominating Committee.

The Executive Committee may from time to time invite individuals to attend meetings to provide advice and assistance.

c) Accountability and Reporting Relationship

The Executive Committee is accountable to and reports to the Board.

d) Quorum

At least three members of the Executive Committee shall be present to constitute a quorum.

e) Meeting Schedule

The Executive Committee will meet a minimum of three times per year between January and December and at the call of the Chair.

14. Governance and Nominating Committee Terms of Reference

a) Role

The Governance and Nominating Committee supports the Board in fulfilling its responsibilities to ensure Board effectiveness through periodic review of the governance structure, the functioning of the Board and the various committees. In addition, the Governance and Nominating Committee shall identify and recommend individuals for Board membership in accordance with A-5 the Guidelines for the Selection of Directors.

b) Committee Responsibilities

The Committee shall:

- (i) Monitor activities related to board governance for compliance with the relevant legislation and regulations and By-Laws.
- (ii) Recommend a transparent nominations process for Board and Committee membership in accordance with the Guidelines for Selection of Directors.
- (iii) Ensure that Board succession plans are being addressed at the Board, Committee and officer levels.
- (iv) Manage the annual Nominations process for the selection of Directors, Officers and Committee Chairs.
- (v) Support a governance culture of collaboration, respect, openness, learning, trust and accountability.

- (vi) Recommend governance improvements to the Board.
- (vii) Review annually and recommend improvements to the roles, mandates and governance performance of the Board and the Board committees, including the objectives, measures and targets achieved and results of various meeting evaluations.
- (viii) Develop and maintain a matrix that provides an overview of the profile of skills, expertise and performance of all Directors and identify the specific skills and expertise required to fill the annual slate.
- (ix) Review Board policies on an annual basis in the context of advancing ‘good governance’.
- (x) Submit an annual report to the Board summarizing the Governance And Nominating Committee’s activities during the year.
- (xi) Advise on any other matters that may be assigned or directed to the Committee by the Board.

c) Membership

The Governance and Nominating Committee shall consist of the following:

- (i) At least three elected Directors, one of whom shall serve as Chair and one of whom shall serve as Vice-Chair, all of whom should have some background in private or public governance issues which might include a legal or accounting background or position on a board of directors.
- (ii) One or more Directors or non-Directors as recommended by the Governance and Nominating Committee, may be added to the committee provided the committee shall maintain a majority of Directors.
- (iii) The Chair of the Association is an ex-officio member.

d) Accountability and Reporting Relationship

The Governance and Nominating Committee is accountable to and reports to the Board.

e) Quorum

A quorum shall consist of a majority of the members of the Committee.

f) Meeting Schedule

The Governance and Nominating Committee shall meet a minimum of three times during the calendar year, at the call of the Chair.

15. Finance Committee Terms of Reference

a) Role

Finance Committee provides support to the Board by recommending fiscal resource policies and the allocation of the Association's resources, providing oversight of the financial performance, and for reviewing and advising the Board of the financial status and the financial risks to which the Association is exposed.

b) Committee Responsibilities

- (i) Review and recommend to the Board annually for approval, the budget assumptions and strategies.
- (ii) Recommend the appointment of Auditors for the Association.
- (iii) Review interim financial performance and position on a timely basis and report to the Board accordingly.
- (iv) Review and approve the Association's financial policies as appropriate and recommend approval to the Board. Review Board policies on an annual basis, including but not restricted to:
 - Financial Statements
 - Financial Instruments Policy
 - Fraud Policy
 - Banking and Credit Card Policy

Note: We currently do not have the above policies

- (v) Review the Operations Budget
- (vi) Manage and provide updates on the performance of investment instruments.
- (vii) Review and provide an annual report on the types, amounts and premiums for Directors & Officers Liability insurance.
- (viii) Review and report regularly to the Board on financial matters and as requested.

- (ix) May appoint any sub-committee to carry out any responsibilities assigned to the Committee. The sub-committees will report to the Finance Committee.
- (x) Advise the Executive Committee of any material risks arising from the Committee's responsibilities.
- (xi) Advise on any other matters that may be assigned or directed to the Committee by the Board.

c) Additional Responsibilities

Perform an annual review of Committee performance and submit an Annual Report to the Board.

d) Membership and Voting

The Committee shall consist of:

- (i) the Treasurer of the Board, who shall serve as Chair.
- (ii) at least three other Directors, one of whom shall serve as Vice-Chair and preferably, one of whom shall have corporate or professional financial experience.
- (iii) One or more Directors or non-Directors with financial experience, as recommended by the Governance and Nominating Committee, may be added to the committee provided the committee shall maintain a majority of Directors.

e) Accountability and Reporting Relationship

The Finance Committee is accountable to and reports to the Board.

f) Spending Limits

Expenditures do not require further approval if contained in a Board-approved budget. Individual administrative expenses up to \$250 may be authorized by the Treasurer. Expenses between \$250 and \$500 may be approved by both the President and the Treasurer. The Executive Committee by majority vote may authorize expenditures up to \$1,000.

All other expenditures require Board approval.

g) Quorum

At least three members shall constitute a quorum, provided that the majority of these members are elected Directors

h) Meeting Schedule

The Finance Committee shall meet at least three times per calendar year at the call of the Chair.

16. Membership and Recruitment Committee Terms of Reference

a) Role

The Membership and Recruitment Committee is responsible to the NRAC Board of Directors and cooperates with other committees as required to provide advice and counsel as well as active leadership on matters of membership, recruitment, and retention.

b) Committee Responsibilities

- (i) Recommend means for increasing NRAC's membership base, especially among underrepresented groups including retired officers and non-commission members.
- (ii) Identify the needs of members and recommend the development of services to meet those needs.
- (iii) Recommend ways in which to make prospective and current members aware of the resources, services, and membership benefits of NRAC.
- (iv) Develop ways to acknowledge new members and to encourage participation in NRAC activities including conducting welcoming activities via the committee's Key Contact program.
- (v) Identify Non-member Needs and Perceptions by gathering information on and analyzing non-members' needs and perceptions of NRAC and recommend ways in which to meet these needs to attract non-members to join NRAC.
- (vi) Accountability and Reporting Relationship

c) Accountability and Reporting Relationship

The Membership and Recruitment Committee is accountable to and reports to the Board.

17. Communications Committee Terms of Reference

A cohesive communications strategy will ensure the messages that are issued in NRAC's Newsletter, Web Site, email bulletins, etc are consistent with NRAC's mission and goals and that there is sufficient depth of volunteer resources to perpetuate NRAC's communications strategy. To this end, the Board has established a Communications Committee. The Communications Committee will publish Connexions, maintain the Web Site and issue bulletins as appropriate.

18. UNTD Archives Committee Terms of Reference

The UNTD Archives Committee will gather and collate material relating to the UNTD Program and will maintain a database of all participants, public elements of which database are published on the Association web site as the UNTD Nominal List. The committee will:

- (i) Actively solicit material.
- (ii) Gather material in one place or, where not practical, document its location.
- (iii) Identify a perpetual repository(ies) for both physical and digital material.
- (iv) Liaise with the Musée naval de Québec, the official Naval Reserve museum.

The establishment of this Committee recognizes the foundational role of the UNTD Association in the establishment of NRAC and of the historical importance of the UNTD program in the recruitment and training of officers for the RCN and RCNR.

19. The NRAC History and Archives Committee

This Committee will identify and gather material relating to the establishment and evolution of the Canadian Naval Reserve in support and in collaboration with the Musée naval de Québec and the various Naval Museums in Canada.

20. NavRes Liaison Committee Terms of Reference

The Naval Reserve Liaison Committee is the Association's link to the Naval Reserve by interacting with the Naval Reserve Command Team, the Naval Reserve Board, NRD Commanding Officers and where appropriate the RCN Command. It provides guidance to all other committees of the Association on their relationship with the Naval Reserve.

21. Events & Awards Committee Terms of Reference

a) The Committee's responsibility with respect to **Events**:

- (i) To promote local, regional and national events to encourage the cohesion of members and in support of the Canadian Naval Reserve and its activities.
- (ii) To annually review this policy to ensure it remains appropriate as the Association evolves.
- (iii) To scrutinize all requests for funding support of events in accordance with the policy and submit recommendations to the Board.

While most events will be self-funding, grants or loans may be considered subject to program and budget approval.

b) Events Policy:

- (i) Normally be self-funding.
- (ii) Be consistent with the mission of the Association.
- (iii) Be approved by the Board of Directors.
- (iv) Include a publicly visible acknowledgement of NRAC support.
- (v) Come from credible individuals with a connection to NRAC.
- (vi) Be possible from existing NRAC reserve funds or can be budgeted for a particular year.
- (vii) Not require any long-term commitment.

c) The Committee's responsibility with respect to **Donations and Awards**:

- (i) To annually review the policy to ensure it remains appropriate as the Association evolves.
- (ii) To scrutinize all requests for donations or awards in accordance with the policy and submit a recommendation to the Board.

d) Donations Policy:

- (i) Be consistent with the mission of the Association.
- (ii) Be approved by the Board of Directors.

- (iii) Produce a long-lasting publicly accessible artifact or Award that supports/memorializes an aspect of the RCN, including the RCNR and its predecessor and successor organizations, and its sailors and veterans.
- (iv) Produce a long-lasting publicly accessible artifact or Award that supports Canadian Maritime interests.
- (v) Include a publicly visible acknowledgement of NRAC support.
- (vi) Come from a recognized organization, or from credible individuals with a connection to the RCN or NRAC.
- (vii) Be supported by other organizations or maritime businesses or attract same if NRAC contributed funds.
- (viii) Produce a one-time artifact or Award unique to its regional placement.
- (ix) Be possible from existing NRAC reserve funds or can be budgeted for a particular year.
- (x) Not require any long-term commitment.

22. Supports and Benefits Committee Terms of Reference

As the only national association of reservists, we endeavour to assist our members with awareness of and accessing the supports and benefits to which they are entitled as veterans, primarily through Veterans Affairs Canada (VAC). This Committee will engage with VAC, the Royal Canadian Legion, other veterans' organizations and like-minded reserve associations to meet this responsibility.

23. Advocacy

The Association is not politically active and while it does not include organised advocacy in its mandate, it is recognised that the vast expertise and experience of the membership may be called upon from time to time in support of the broader interest on increasing awareness of the legacy, challenges and opportunities of Naval Reserve service in Canada. In these cases, any positions expressed will seek to be consistent with the Association and Board best principles of excellence, effectiveness and the maintenance of good relationships with the Naval Reserve, RCN and sister associations such as NAC.

24. Code Of Ethics

a) Conduct of the Board of Directors and Officers

The Board shall manage or supervise the management of the business and affairs of the Association. In doing so, a Director or Officer shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

b) PART A – Business Conflicts

Each Director or officer shall at all times comply with the provisions of The Canada Not - for-profit Corporations Act and By-Law # 1 regarding conflict of interest with respect to any contract or transaction, whether made or proposed, to the Association if the Director or Officer:

- is a party to the contract or transaction;
- is a Director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- has a material interest in a party to the contract or transaction.

c) PART B – Relationship Bias

Each Director or officer shall annually disclose to the Board any relationship that he or she may have with the Association that could reasonably give rise to a perception of bias. Such relationships would include, without limitation, an employee of any governmental body or agency or any other relationship or circumstance that could reasonably give rise to a perception of bias as from time to time determined by the Board.

d) Disclosure Procedure

- (i) The disclosure of a relationship bias by a Director or Officer shall not prevent such person from participating in the discussion and vote on any matter.
- (ii) Any disclosure of relationship bias shall be made in writing at the time of appointment as a Director or officer and shall thereafter be updated on an annual basis at the time of the first regular meeting of the Board that occurs after the annual general meeting. The disclosure shall be in accordance with Annex B - Disclosure of Conflict of Interest.
- (iii) The Chair shall annually circulate to the Board a summary of all relationship biases disclosed by the Directors and officers.

B. Governance Processes

1. Nominations For Board Directors

The nominations process sets out a systematic, transparent, accountable and fair process by which the Board, with the advice and assistance of the Governance and Nominating Committee, will recommend a slate of candidates to the membership of the Association at the Annual General Meeting.

Each year, prior to the Annual General Meeting of the membership, the Governance and Nominating Committee will:

- (i) Canvas the Board of Directors of the Association to determine the interest of individual board members in standing for election at the next Annual General Meeting and obtain expressions of interest in being considered for the positions of Chair, 1st and 2nd Vice-Chairs, Treasurer, Secretary, or Committee Chair.
- (ii) Determine the number of vacancies for the position of Director at the time of the Annual General meeting.
- (iii) Using the Guidelines for the Selection of Directors and utilizing the Governance and Nominating Committee Matrix with an overview of the profile of skills and expertise of incumbent Directors, identify the specific skills and expertise that will be required to fill the vacancies. Where an incumbent Director is seeking re-election, in addition to the foregoing criteria, the Governance and Nominating Committee will take into consideration that individual's performance as a Director and the contribution that he/she has made to the Association.
- (iv) Provide notification of vacancies on the Board and the list of incumbent Directors seeking re-election to the members of the Board.
- (v) The Governance and Nominating Committee shall invite formal applications by interested individuals on a standard application, which will be submitted to the Secretary. The Governance and Nominating Committee shall evaluate the candidates against the criteria set out in the Guidelines for the Selection of Directors. Applicants who do not meet the guidelines will be advised of their ineligibility to serve as a Director.
- (vi) Any member of the Governance and Nominating Committee who is seeking the role of Chair of the Association shall not participate in the Nomination process.

- (vii) The Governance and Nominating Committee shall develop a short-list of candidates for the available positions and may where appropriate interview the candidates.
- (viii) Recommend to the Board, a slate of candidates for Director. Subject to the Board's approval, the slate will be recommended to the members for election at the Annual General Meeting.

2. Nominations Process For Board Officers

- (i) The selection process for Board officers will be a systematic, transparent, accountable and fair process.
- (ii) The Governance and Nominating Committee is responsible for ongoing succession planning for leadership on the Board and the recommendation of a slate of officers including the Chair, 1st and 2nd Vice-Chair, Treasurer and Secretary.

a) Selection Process:

The following process will be undertaken by the Governance and Nominating Committee:

- (i) The Governance and Nominating Committee will assess potential candidates, having regard for the position description and qualifications for the officers and committee chairs. shall prepare a slate of officers.
- (ii) In the event there is competition for the position of Board Chair, the Governance and Nominating Committee shall provide a list of the candidates to the Board for a vote by secret ballot at the first Board meeting following each Annual General Meeting.
- (iii) The Governance and Nominating Committee shall on the completion of the Chair selection process, complete and present a slate of officers and Committee Chairs for consideration and approval of the Board as soon as practicable.

3. Board Goals and Work Plan

- (i) On an annual basis, the Board of Directors will establish goals for the Board consistent with the Strategic Plan which are a priority for the Board in the coming year. The Board goals will be reflected in the directions for the Board Standing and Ad Hoc Committees and the Board work plan. The Board will

review its progress toward the achievement of the annual Board goals on a quarterly basis.

- (ii) Following the AGM, the Standing Committees provide to the Board their proposed goals and work plan for consideration at the first board meeting following the AGM.
- (iii) The Board will also establish an annual work plan for the Board which addresses the following key areas of Board Roles and Responsibilities:
 - Establish Strategic Direction
 - Provide for Excellent Leadership and Management
 - Monitor Quality and Effectiveness
 - Ensure Financial and Organizational Viability
 - Ensure Board Effectiveness
 - Build and Maintain Positive Relationships
- (iv) The Board will evaluate its success in the achievement of its work plan at the first meeting of the Board of Directors following the Annual General Meeting.

4. Resignation / Removal Of A Director

a) Resignation of a Director

A Director may resign his/her office by delivering a written resignation to the Secretary. The resignation will be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later.

b) Vacation of Office of a Director

In accordance with By-Law # 1, the office of a Director will automatically be vacated if a Director:

- (i) Resigns the office by delivering a written resignation to the Secretary of the Association.
- (ii) Fails in any fiscal year to attend at least half the Board meetings and the other Directors shall not have resolved within three months of the end of such fiscal year that such Director should remain in Office; or
- (iii) Is removed by special resolution in accordance with By-Law #1.

- (iv) Under extreme circumstances and in highly unusual circumstances it may become necessary to recommend to the Board the removal of a Director from the Board.
- (v) The Governance and Nominating Committee is responsible for recommending the removal of a Director to the Board based on the foregoing reasons. Before making a recommendation to the Board, the Governance and Nominating Committee will follow the following procedures:
 - 1. The Director in question will be treated fairly and with respect.
 - 2. The Director will be given notice of applicable reason for removal.
 - 3. The Director will be given the opportunity to respond (for example, attendance can improve, conflict of interest can be examined, and questions of conduct can be reviewed).
 - 4. The Director will be notified of the final consideration and the recommendation to the Board.

c) Approval of the Membership

The Board on approving the recommendation of the Governance and Nominating Committee shall make a recommendation to Members.

d) Post-Service

Upon retirement, resignation, vacation or removal from the Board, a Director must:

- (i) securely destroy or return all confidential material relating to the association.
- (ii) return any manuals or other material (e.g. letterhead, business cards, access cards etc.) that may be re-used by another Director; and
- (iii) Return any equipment owned by the Association that is in the possession of the Director.
- (iv) The Secretary will use all reasonable methods to ensure that all such equipment and materials are returned or securely destroyed.

5. Review Of Board Policies

- (i) In keeping with best practices in governance, the Governance and Nominating Committee will annually review Board policies for relevance, and

to ensure compliance with the By-Laws and applicable laws and will make recommendations to the Board for revisions as required.

- (ii) Annually, the Governance and Nominating Committee shall ask each Board Standing Committee to review its policies for appropriateness, detail and whether there should be changes to Board policies impacting their committee. Each Board Standing Committee will develop a review schedule and report any suggested changes to the Governance and Nominating Committee.
- (iii) There should be a full policy review by the Governance and Nominating Committee at least every three years.
- (iv) All new policies will be reviewed by the Governance and Nominating Committee prior to recommendation to the Board.
- (v) The Secretary will be responsible for ensuring that all Board policies are reviewed and revised consistent with Board approval.

6. Communications

- (i) The Board will comply with its obligations on consultation and communications with its membership and its related organizations.
- (ii) The Board will respond in a timely manner to public inquiries, complaints and concerns about its activities and operations.
- (iii) The Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Association to make statements to the news media or public about matters that the Chair determines appropriate for disclosure. No Director will be a spokesperson for the Board unless specifically delegated by the Chair.
- (iv) The Board will ensure that the Association develops policies and processes as required to ensure effective ongoing communication and positive relationships between the Association and its related organizations.

7. Authority to Bind the Corporation

The signing officers of the Corporation, are the person(s) holding the position of President, Treasurer and Secretary of the Corporation. Any one of them may sign cheques, financial documents, contracts, and deal directly with any financial institution with whom the Corporation maintains accounts regarding the operations of such accounts.

C. Association Membership

There is no restriction on who can become a member of the Association. While benefits of membership will naturally accrue to active and retired membership of the Canadian Naval Reserve, all who support the mission of the Association are welcome to join. All members are welcome at all events and meetings and are included in all general communications.

Ordinary members – are dues paying. This is the only category of member that may hold office and is entitled to vote in committees and at the Annual General Meeting.

Passive members – are active or retired members of the Canadian Naval Reserve who wish to be connected to the Association and to receive periodic mailings, but who choose not to be actively engaged in the affairs of the Association.

Associate members – are others who support the mission of the Association, who wish to be connected to the Association and to receive periodic mailings. On payment of dues, they become Ordinary members.

Honorary members – are those who have been recognized by the Association for exemplary service to the Navy. Honorary members have all the rights and privileges of Ordinary members but pay no dues for life.

Dues for Ordinary Members are set from time to time by the Board of Directors.

A. Annex A - Director's Declaration



NAVAL RESERVE ASSOCIATION OF CANADA

To: Naval Reserve Association of Canada

I hereby consent to act as a Director of the Association.

As a Director I acknowledge and accept that:

- The Board of Directors as a whole is accountable in accordance with the "Principles of Governance and Board Accountability" as expressed in the Board Policy Manual (BPM).
- I agree to comply with the Association By-Laws and Board policies and those that may be amended from time to time.
- I will comply with the performance expectations as stated in the "Roles and Responsibilities of the Board of Directors" and the "Roles and Responsibilities of Individual Directors" in the Board Policy Manual.
- I do not have a conflict of interest which would prevent me from serving as a member of the Board and I also undertake to advise the Secretary should any conflict arise pursuant to Conflict of Interest provisions in By-Law #1.
- I hereby consent pursuant to the provisions of By-Law # 1 in accordance with S 4.05 to the holding of meetings of the Board of Directors or of any Committee of the Board of Directors by means of such telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- I confirm that I am able and have the means to attend meetings promptly.
- I undertake to advise the Secretary in writing of any change of address as soon as possible after such change.
- I will immediately advise the Secretary if I am unable to perform my duties and responsibilities as a Director and/or advise the respective Committee Chair if I am unable to perform my duties and responsibilities as a member of a Committee.

Dated: _____ Name: _____

Address: _____

Signature: _____

B. Annex B - Disclosure of Conflict of Interest



NAVAL RESERVE ASSOCIATION OF CANADA

To: Naval Reserve Association of Canada

I confirm, as of the date below, I am involved with the following organization(s) which might give rise to or be perceived to give rise to a possible conflict of interest.

Organization	Nature of Involvement (Owner, Investor, Director/Officer, Executive/employee, consultant/advisor, partner or family member has involvement)
1)	
2)	
3)	
4)	
5)	

Following is the nature of a potential conflict of interest not described above:

Dated: _____ Name: _____

Address: _____

Signature: _____

Change Log

Date	Section	Change
27-Feb-23	All	Standardize "By-Laws"
	All	Capitalize "Director/s"
	Preamble	Moved Table of Contents title to follow preamble
	A	Added title, "Governance Policy Framework"
	1-A-1	Change "Communications" to "Communicating" under board accountability
	1-A-2	Under "Program Quality and Effectiveness" change "arising at Association" to "arising within the Association"
	1-A-4	Moved title, "Director's Declaration" before "NAVAL RESERVE ASSOCIATION OF CANADA"
	1-A-4	Change penultimate bullet from "I am able to have the means" to "I am able and have the means"
	1-A-4	Applied jiggerey-pokery to get declaration on one page
	1-A-7	Added titles for "Establishment of Committees" and "Standing Committees" to fit pattern
	All	Standardized bullets
	All	Standardized numbering and replaced some numbering with bullets.
	1-B-4	Assume " RESIGNATION / REMOVAL OF A DIRECTOR " should be 1-B-4
	1-B-5	Changed title from "Policy Manual" to "Board Policy"
	1-B-6	As above
	All	Moved page number to right margin where less inclined to get too close to page text, and added total pages.
3-Mar-23	All	Replaced all red text (other than notes) with black

Date	Section	Change
	All	Changed text in the body of paragraphs from UPPER CASE to Title Case. Eg. GOVERNANCE AND NOMINATING COMMITTEE and removed duplicate references thereto.
	1-A-1	Policy regarding English/French added to the bottom of this section
		Bullet point after the third paragraph is subsumed into the paragraph
		Under “Excellent Leadership”, replaced “Provide for Chair/President, corporate officers and Committee Chairs succession.” With “Provide for the orderly succession of the Chair/President, corporate officers and committee chairs.”
	1-A-2	Revised “Build Relationships” paragraph à la JB
	1-A-6	Replaced section on regional representation
	1-A-7	<p>Removed the paragraph from the “Membership section” section requiring a majority of directors on committees and reworded the (renumbered) paragraph 3.</p> <ul style="list-style-type: none"> i) The majority of Board Standing Committee members shall, unless otherwise approved by the Board, be elected Directors. ii) Committee membership, except for the Executive Committee, does not have to be limited to members of the Board of Directors. <p>Becomes</p> <p>3. The majority of the members of the Executive Committee and the Governance and Nominating Committee shall be members of the Board of Directors. Otherwise, and except for the Executive Committee, membership does not have to be limited to members of the Board of Directors.</p>
		Removed duplicated GNC title in para 1

Date	Section	Change
	1-A-8, 1-A-9	Chair's and Vice-Chair's terms - Replaced "for a three year term" with "for a term of up to three years with"
	1-A-9	Chair's Role Statement – rewritten to align with the wording of the Chair's Role Statement so that the language and style are consistent.
	1-A-10 1-A-11	Added "Term" for Treasurer and Secretary to match Chairs
	1-A-12	Added "normally" to annual appointment of Committee Chairs and deleted note to EC
	1-A-15	Replaced FC with "Finance Committee"
	1-B-1	Added "DIRECTORS" to title
	para 6	Removed "assessment" from "shall not participate in the Nomination assessment process."
	All	Removed several references to "governor"
June 11, 2023	Title	Removed "Draft for Discussion". Policy has been approved by the Board.
	Preamble	Added "This was approved by the board at its meeting on March 14, 2023."
	All	Removed all references to UNTD and replaced either with Naval Reserve Association of Canada, or Association
	All	Numbering styles slightly revised; two lines removed from footer
January 2, 2024	5.a)(2)(ii)	Replaced "served in the Naval Reserve" with "an Ordinary member of the Association"
	6.a)(iv)	Deleted "at this stage in the Association's recommissioning,"
	7.b)(7)	Added Events & Awards Committee and Transitions Committee
	7.b)(4)	Should be Membership and Recruitment Committee
	15. f)	Added Spending limits

Date	Section	Change
	C	Added new section to deal with membership categories.
March 11, 2024	20	Updated Events & Donations Terms of Reference
	17	Edited Communication Cttee TOR to remove Clearihue's name
March 14, 2024	18	Replaced Archives Committee with UNTD Archives Committee and revised TOR
	19	Added NRAC History and Archives Committee
	22	Removed Transitions Committee
	22	Added Supports and Benefits Committee
	23	Added paragraph on Advocacy (moving Code of Ethics to 24)
April 27, 2024	2.a) ii	Delete – redundant
	2.a) iv	Becomes 2.a) iii – delete “If there is a competition for Board Chair,”
May 30, 2024	B.7	Added section passed at Board meeting, May 27 to authorize signing officers.
June 4, 2024	A. 4	Director's Declaration moved to Annex A
	A.24 (e)	Disclosure of Conflict of Interest moved to Annex B