



Director Policies & Procedures

of the

ONTARIO ONSITE WASTEWATER ASSOCIATION

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1.0 DIRECTOR JOB DESCRIPTION

The Board of Directors acts as the responsible governance body operating the Ontario Onsite Wastewater Association (OOWA) on behalf of the members of the association such that:

1. OOWA fulfills its mission as outlined in its Strategic Plan.
2. OOWA fulfills the specific obligations detailed in its Strategic Plan.
3. OOWA supports ethos of the association as expressed in the association's Values and in the Codes of Conduct for both Members and Directors.

Directors of the association have both collective responsibilities and individual accountabilities.

1.1 COLLECTIVE RESPONSIBILITIES

The collective responsibilities of the members of Board of Directors are:

1.1.1 PLANNING AND PERFORMANCE

1. Approve policies, which are consistent with the Strategic Plan.
2. Ensure responsibilities outlined in the Strategic Plan are met.
3. Determine the vision and mission of OOWA and approve its philosophy of management.
4. Annually review and update an ongoing strategic planning framework for OOWA and ensure that all decisions are made in accordance with the plan.
5. Monitor and evaluate plans, programs, and standards to ensure that they meet the priorities, goals, and policies of OOWA and approve appropriate resources to achieve these objectives.
6. Strive for continuous improvement and foster the concept of lifelong learning.
7. Approve an operational strategy for OOWA encompassing programs, human resources and financial plans.
8. Ensure the existence of a corporate information system which allows OOWA to make informed decisions.
9. Ensure the existence of succession policies and manage the process.
10. Provide an annual report to the OOWA membership.
11. Prompt the implementation of an annual membership survey for BOD effectiveness followed by a review of the results to identify necessary action for improvement.

1.1.2 DELEGATION OF POWERS AND PRIVILEGES

1. Recruit, select, and evaluate the staff who may report to the Board.
2. Ensure the establishment of an appropriate management organization and structure to promote appropriate decentralized wastewater strategies in Ontario communities.
3. Ensure the development of an operating plan that executes the strategic plan and the needs of the members served.

1.1.3 RESOURCE MANAGEMENT

1. Ensure that policies, procedures, and controls are established which ensure the financial stability and viability of OOWA.
2. Approve annual and multi-year operating and capital budgets.
3. Ensure the appointment of an independent auditor.

1.1.4 THE BOARD'S PRACTICES

1. Recruit, develop and support members of the Board of Directors.
2. Develop and maintain on the part of members of the Board of Directors a level of understanding of OOWA activities, and the Board's role responsibilities and governance issues.
3. Establish a board operating structure (e.g. committees, executive).
4. Establish procedures for conducting the business of the Board.
5. Ensure that there is an ongoing mechanism to evaluate the Board's performance.

1.1.5 EXTERNAL RELATIONSHIPS

1. Strive to understand and support the wastewater servicing needs and expectations of the residents of Ontario.
2. Ensure that OOWA maintains respectful, supportive and mutually beneficial relationships with membership.
3. Ensure that OOWA maintains harmonious relationships with all levels of government, allied organizations and other stakeholders.
4. Ensure that the members and all stakeholders are well informed about OOWA and its plans and activities.

1.2 INDIVIDUAL ACCOUNTABILITIES

The individual accountabilities of the members of the Board of Directors are:

1. To act honestly and in good faith and in the best interests of OOWA and the public.

2. To respect the confidentiality of matters brought before the Board.
3. To regularly attend scheduled Board meetings.
4. To attend and participate in Board education events.
5. To review and understand the by-laws, board policies, and the roles and responsibilities of Directors and management in the leadership of OOWA.
6. To prepare for all meetings.
7. To actively participate in discussions.
8. To not undermine final decisions of the Board by accepting and respecting the decision-making process and the role of each Director within it.
9. To declare any conflict of interest in fact or in appearance.
10. To actively participate on Board Committees and attend regular meeting of Committees to which he/she is named.
11. To attend and participate in as many OOWA events as possible.
12. To promote OOWA.

Should concerns be raised regarding an individual's non-fulfillment of the accountabilities listed above, the leadership of the association are obligated to engage the individual about those concerns.

2.0 DIRECTOR CODE OF CONDUCT AND CONFLICT OF INTEREST PROCEDURES

2.1 BACKGROUND

In most situations, personal values and honesty will guide decisions and actions. As well, individuals must give consideration as to how their actions as Directors may affect the integrity and credibility of the Board of Directors (the "Board") of Ontario Onsite Wastewater Association (OOWA) as a whole.

A Code of Conduct in Section 2.3 (the "Code") has been developed to articulate and sustain a governance and corporate culture that reflects the association's principles and values, and to ensure that Directors have a full understanding of these principles and values.

The Conflict of Interest Procedures in Section 2.4 provide a workable process for identifying, minimizing and resolving conflicts of interest so that Directors can discharge their responsibilities effectively while maintaining their independence and integrity.

It is acknowledged that no articulation of policies, guidelines, and procedures to govern conduct or conflicts of interest can anticipate all situations.

When in doubt about any aspect of the applicability of the Code or the Conflict of Interest Procedures, Directors are encouraged to make appropriate inquiries with the Chair of the Governance Committee, the President, or the Executive Committee. If necessary and if a doubt should remain, legal advice should be sought if desired.

2.2 ADHERENCE STANDARDS

OOWA is determined to behave as a responsible association and OOWA strives to be seen as a responsible association. Compliance with the Code of Conduct and Conflict of Interest Procedures for Directors is a condition of continued responsible service.

Failure of a Director to comply with the Code and the Conflict of Interest Procedures, or any aspect thereof, will result in sanctions. Sanctions may include recommendation by the Chairperson of removal from the Board depending on the failure to comply.

Directors are required to review and certify compliance with the Code and the Conflict of Interest Procedures.

2.3 CODE OF CONDUCT

The fundamental relationship between a Director and OOWA is trust. Essential to trust is a commitment to honesty and integrity.

Board members are obligated to always act in the best interest of OOWA. This obligation requires that any Board member in the performance of Board duties seek only the furtherance of the OOWA mission. At all times, Board members are prohibited from using their Board membership or the OOWA name or property for private profit or benefit. Confidentiality is expected of OOWA directors and each should sign the Confidentiality and Standard of Care Agreement (Appendix A).

The term "conflict of interest" refers to situations in which financial or other personal considerations may compromise, or have the appearance of compromising, a Board member's professional judgment in administration, management, instruction, or other professional activities.

This means:

1. "Conflicts of interest" include situations where financial gain or personal considerations may have a bearing on a decision made by the Board as well as situations where Board members or immediate or extended family members of Board members have a close active association with a program or institution being promoted and supported by OOWA. Close, active association includes, but is not limited to:
 - ownership of control of the program or institution being considered;

- current or past employment as a staff member or consultant by the institution or program being considered; and
 - current or past discussion or negotiation of employment with the institution or program.
2. Board members should neither solicit nor accept gratuities, favors, or anything of monetary value. This is not intended to preclude bona-fide fund raising-activities.
 3. A potential conflict of interest on the part of Board members or immediate or extended family members of Board members on any matter must be disclosed to other members and made a matter of record when the potential interest is discovered and brought to the Board's attention.
 4. A Board member with a potential conflict of interest on any matter will not vote or discuss the matter without the express approval from the majority of the remaining members of the Board. The minutes of the meeting will reflect the disclosure. The Board will determine voting eligibility. A quorum will be determined by the number of Board members present not the number of Board members eligible to vote. Voting will be done by paper ballot.

2.4 CONFLICT OF INTEREST PROCEDURES

When a perceived conflict of interest is disclosed to a Board member outside of a Board meeting:

- the Board member must present a written statement of the perceived conflict of interest at the next scheduled Board meeting;
- the Board will determine any potential conflict of interest; and,
- the Board will decide if a plan of action is needed and if so develop the plan.

When a perceived conflict of interest is disclosed to a Board member during a Board meeting:

- the Board member with a potential conflict of interest will verbally disclose the conflict and then the Board will discuss the matter in greater detail to determine if a conflict exists;
- the minutes of the meeting will reflect the disclosure; the Board will determine voting eligibility and a quorum will be determined by the number of Board members present not the number of Board members eligible to vote; and,
- the Board will decide if a plan of action is needed and if so develop the plan.

All Board members may avoid a conflict of interest situation by:

- focusing on the vision and mission of OOWA and working toward collaboration;
- applying data to make decisions based on public assessment;

- keeping a consistent process for selection of programs, allocating funds, and making decisions;
- serving the Board as a whole rather than any special interest group or constituency;
- avoiding the appearance of a conflict of interest and disclosing any potential conflicts to the Board in a timely fashion;
- maintaining independence and objectivity with a sense of fairness, ethics, and personal integrity; and,
- never accepting (or offering) favors or gifts from (or to) anyone who does business with OOWA.

REFERENCES

There are no sources in the current document.

GLOSSARY OF TERMS

Appendix A
Confidentiality and Standard of Care Agreement

CONFIDENTIALITY AND STANDARD OF CARE AGREEMENT

1. I, _____, acknowledge that as a director and member of the Ontario Onsite Wastewater Association ("OOWA"), I will receive confidential or proprietary information relating to the business and affairs of OOWA or of its customers, clients, affiliates, partners, directors, officers, members or suppliers ("Confidential Information"); I recognize the competitive value and proprietary nature of such Confidential Information and the losses and damages that could result to OOWA if such Confidential Information were to be disclosed without appropriate restrictions; and I solemnly swear or affirm that I will not communicate, disclose or make available any such Confidential Information to any person who is not legally entitled to receive it.
2. I solemnly swear or affirm that I will, when reporting to my respective employer concerning OOWA, will report information about OOWA that is publicly available or discussed (e.g. not discussions in caucus).
3. I also swear or affirm that, except as authorized by law or paragraph two (2) above, I will not allow any person to inspect or have access to any documents that belong to, or are in the possession of OOWA, that relate to the business and affairs of OOWA or of its customers, clients, affiliates, partners, directors, officers, members or suppliers.
4. I further swear and agree that I will, upon the request of OOWA at any time including upon my resignation as a director and/or member in OOWA, return to OOWA all of the Confidential Information, and all copies, summaries, extracts and other reproductions and notes of the contents or parts thereof provided to or produced by me.
5. I also undertake as a director and/or member of OOWA to:
 - a) act honestly and in good faith with a view to the best interests of OOWA; and
 - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Signature

Date

Witness

Date

Appendix B

Document History & Version Control

DOCUMENT HISTORY & VERSION CONTROL

Date	Document Name, Version	Description	Authors	Approved By, Date
Unknown	2016 Director Policy and Procedures Version 2016-08	Unknown	Governance Committee	Board of Directors 2016-09-28
2016-06-19	Director Policy and Procedures_V.2017-06-19	Remove "insert appropriate..." from Glossary of Terms; add revisions table; change document name.	Governance Committee	Approval not required.