

# Wesley Urban Ministries ("Wesley")

## Terms of Reference

### Board of Directors

Approved by the Board of Directors on June 26, 2013

#### **MANDATE**

The Board of Directors has the responsibility of setting the strategic direction of **Wesley Urban Ministries Inc. ("Wesley")** and establishing appropriate governance and risk management strategies to ensure delivery of the strategic objectives and outcomes, promotion of the Wesley's Mission, protection of assets, and sustainable long term growth and viability. It must conduct the affairs of the organization in accordance with approved policies and by-laws and uphold Wesley's values. The Board delegates responsibility for general management and supervision of the affairs and operations of the organization to the Executive Director. The Board supervises and evaluates the Executive Director's execution of Board approved strategies and plans.

#### **RESPONSIBILITIES**

The following are required responsibilities of the Board of Directors to ensure the successful governance of the organization.

##### **1. Strategic Planning**

- On a regular basis work with the Executive Director to ensure Wesley's mission, vision and values are still appropriate and to establish the strategies and goals to be achieved in the upcoming period
- Review and approve strategic objectives, annual operating plans and annual budget as submitted by management in line with the strategic direction and goals

##### **2. Risk Management/Internal Control Framework**

- Review all the risks to which Wesley is subject and ensure an appropriate risk management strategy is in place to manage and mitigate risks
- Review the organization's internal control framework, performance reporting, policies and procedures and ensure there is a system for the regular review of the effectiveness of its internal controls
- Protect the assets and property and ensure that they are used to deliver the Wesley's strategic objectives, including approved Investment Policy
- Evaluate exposure to Director and officer liability issues and consider steps to minimize such risks. Ensure adequate insurance coverage

- Ensure no individual board member receives any compensation, gifts or personal benefit from their position on the Board of Directors, outside of that which is allowed by law.
- Review and approve asset acquisitions, divestitures and strategic partnerships and alliances or any other material transaction not in the ordinary course of business.
- Ensure Wesley is in compliance with all applicable laws, regulations, reporting and contractual requirements by monitoring the systems and procedures management has established. The Board should have reporting mechanisms in place to ensure management has complied with applicable legislation

### **3. Executive Director Recruitment, Selection and Performance**

- Oversight of Executive Director recruitment, selection, objective setting, performance and compensation review, and succession planning.
- Knowledgeable of the senior management team and ensure that the Executive Director has appropriate processes in place to develop staff leadership at all levels of the organization.

### **4. Monitoring**

- Ensure Wesley complies with its governing documents, objects and purpose as defined in its incorporating documents and By-laws.
- Review performance of Wesley against the approved strategic plan and budget and monitor deviations from these plans
- Provide advice to the Executive Director as appropriate and take a critical role in assessing and challenging, where appropriate, recommendation and proposals from the Executive Director
- Ensure the Board of Directors actively monitors public policy for risk and opportunity related to Wesley's mission and strategic plan.
- Review the performance of Wesley's investments and of the Investment policy.

### **5. Governance**

- Establish and oversee an appropriate and transparent process for the selection of the Board Chair.
- Approve a governance philosophy and define governance principles that require a corporate culture of ethical behaviour, accountability, transparency and open communication.
- Clearly define and review annually the Board's purpose, duties and responsibilities in an overarching mandate
- Establish appropriate board policies such as Conflict of Interest and Confidentiality and Privacy Policy and ensure individual director compliance

- Establish independence standards for directors and annually determine the independence of each director in accordance with these standards
- Ensure the organization undergoes a legal review of its by-laws every three years
- Exercise special care when investing or borrowing funds and ensure management has complied with appropriate financial and investment policies and any other legal requirements
- Ensure Wesley has a whistleblowing policy and procedures to allow confidential reporting
- Uphold and apply the principles of equity and diversity and ensure that Wesley is fair and open to all sections of the community in all its activities
- Recommend to the annual meeting of members for their approval the audited Financial Statements and appointment of the external auditors.

#### **6. Board Committees**

- Establish appropriate committees of the Board. Review and approve committee mandates, composition and annual work plans
- Ensure each committee reports its results back to the board at least on an annual basis

#### **7. Director Development and Evaluation**

- Ensure an appropriate recruitment strategy for new board members, an orientation program for all new board members and a professional development strategy
- Review and assess board performance and individual director performance on an annual basis

#### **8. Financial Development/Resource Development**

- Ensure the Board of Directors understands the financial development program and Wesley's philanthropic culture
- Assist in the raising of annual, capital and endowed funds

#### **9. External Relationships**

- Ensure that an appropriate policy for external relationships is established to clarify the role of Board members. While the Executive Director acts as the prime 'face' and spokesperson of Wesley, from time to time Board members will be called upon to play an external role with members, the sector and other stakeholders.