

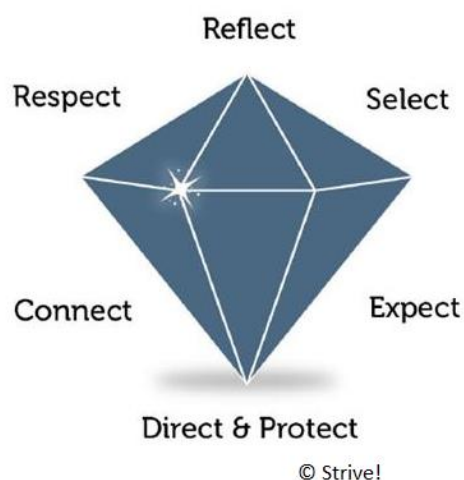
Policy Name: **GOVERNANCE MODEL**

Type: Governance - Process
 Date Revised: November 9, 2021
 Supersedes: November 7, 2017
 Originally Issued: May 5, 2010

1. POLICY: Governance Model for RisingOaks Early Learning

- 1.1. The Board of Directors of RisingOaks Early Learning Ontario (hereafter referred to as 'RisingOaks') is responsible to determine the Governance Model to be used within the organization. A governance model outlines the policies and practices for how the Board of Directors will direct the organization and how the Board interacts with management.
- 1.2. RisingOaks' Board of Directors believes in the following governance principles:
 - a. There is a strong and clear Vision, Mission and strategic direction for the organization that is understood by the Board of Directors, management, employees and other RisingOaks stakeholders.
 - b. The Board of Directors is comprised of qualified individuals who can work well together and who can add value to the organization by virtue of their experience and background in and outside of the organization.
 - c. The Board of Directors makes informed decisions in the best interests of the organization as a whole, in keeping with sound business principles and respectful of the organization's culture.
 - d. There is a clear understanding by the Board of Directors and management of the distinct roles and responsibilities of each.
 - e. There is excellent communication between RisingOaks and its stakeholders.
- 1.3. To further clarify the governance roles and practices used at RisingOaks, the Board of Directors has adopted the *Governance Excellent Model* as the formal governance model for RisingOaks.
- 1.4. The responsibilities, terms and conditions for the Board, its directors and officers, and Board committees and task groups will be detailed in Terms of Reference and position descriptions.
- 1.5. Ad hoc sub-committees and task groups will be formed by the Board as required to complete the governance work of the Board.

Governance Excellence Model



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- 1.6. Operational/advisory partnerships, committees, task groups and teams will be formed on the approval of the CEO as required to support his/her work. The Terms of Reference for such committees, task groups and/or teams will be shared for information purposes with the Governance committee of the Board.
- 1.7. RisingOaks' governance model will be reviewed in conjunction with the strategic planning cycle as determined by the Board.
- 1.8. The Board provides the direction for RisingOaks through the mission, values, beliefs, guiding principles and the strategic plan.

2. DEFINITIONS

- 2.1. Ad Hoc:
 - Deals with a specific issue presently under consideration: *a committee formed ad hoc to deal with the issue*
- 2.2. Governance Model:
 - a coherent set of policies and practices related to governance

3. ATTACHMENTS:

- 3.1. Governance Structure Chart
- 3.2. Governance Excellence Model: Overview
- 3.3. *Governance Backgrounder: We all have a role to play*

4. RELATED DOCUMENTS:

- 4.1. General Executive Constraints policy and procedures
- 4.2. Board-CEO Relations policy and procedures

5. APPROVALS:

Chief Executive Officer - CEO

Date

Chair, Board of Directors

Date

Policy Reference: **GOVERNANCE MODEL**

Date Revised: November 9, 2021

Supersedes: March 4, 2014

Originally Issued: May 5, 2010

1. PROCEDURES: Governance

- 1.1. The vision, mission, values, beliefs, guiding principles and the strategic plan are developed by the Board in consultation with the CEO and key stakeholders with significant interest in RisingOaks' short-term and long-term objectives. These key documents are reviewed at minimum on a 5-year cycle.
- 1.2. The Board uses committees and task groups to perform board work (i.e., governance) and audit the performance of the Board, its committees, the CEO and RisingOaks as an organization.
- 1.3. The CEO attends all Board and committee meetings per the applicable terms of reference.

2. PROCEDURES: Operations

- 2.1. The CEO is the most senior staff and leads, directs and manages the staff.
- 2.2. Staff carry out the day-to-day operations of RisingOaks and are accountable to the CEO. The CEO is accountable to the Board.
- 2.3. Based on identified strategic priorities and any other Board directives, the CEO will manage the development, implementation and evaluation of work to achieve the priorities and goals.
- 2.4. Operational/advisory partnerships, committees, task groups and teams consist of staff and/or interested individuals who work in partnership to achieve specific goals established in the operational plan.
 - A director who sits as a member of an operational team or in an advisory capacity to the CEO does so as an individual – not as a Director.

3. RESOURCE:

- 3.1. *The Imperfect Board Member*, by Jim Brown

4. APPROVALS:

Chief Executive Officer - CEO

Date

Chair, Board of Directors

Date

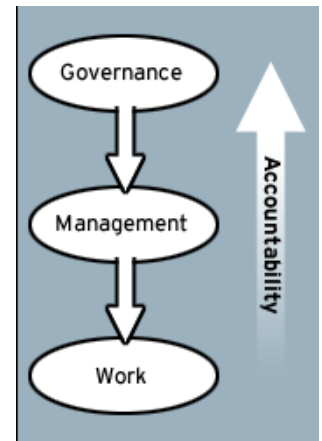
RisingOaks Early Learning (hereafter referred to as “RisingOaks”) has adopted the Governance Excellence Model developed by Strive! Brought to life in the book, *The Imperfect Board Member*, by Jim Brown of Strive! the Governance Excellence Model illustrates the keys for boards to do their part in making their organizations successful. Shown as a diamond – a GEM – it has six facets or areas of responsibility. There are disciplines associated with each area of responsibility and these disciplines capture the essence of the board's work.

That being said, it is important for directors, management and other stakeholders to understand the role that each plays in making RisingOaks a success.

We all Have a Role to Play

According to Canada’s *Institute on Governance*¹, there are three different roles that are necessary for an organization to fulfill its Mission. They are: governance, management and work.

- **Governance** is about the strategic decision-making that shapes the organization and its work. It’s also about being ultimately accountable for the work and actions of the organization. The Board of Directors will fill this role.
- **Management** is the link between governance and work. It involves the organization of tasks, people, relationships and technology needed to get the job done. The Chief Executive Officer (CEO), in partnership with his or her management team, will fill this role; overseeing the planning and evaluation of the work.
- **Work** is about performing the daily tasks that move us towards fulfilling our Mission. Front-line and administration staff will work together to carry out these basic functions.



¹ Adapted from: *Lessons from Case Studies On Twenty Canadian Non-profits, Final Report*, Mel Gill, Institute On Governance, April 23, 2001

Governance

The Board of Directors: *focuses on the “big picture”.*

Board Directors are members of RisingOaks with a significant interest in the organization’s Mission. The Board speaks with one voice. As a whole entity, the Board has authority and responsibility that individual directors do not.

The Board is accountable to the members and shall fulfill the governance role. Only the Board can establish governing policy to provide direction for the organization. To do this, it takes into account the Vision, Mission, values, beliefs and guiding principles and the objects under which RisingOaks was incorporated.

The Board will also focus on strategic planning and consider how it can best achieve organization goals while using resources wisely. It will monitor the performance of the organization as a

whole, but will *not* be involved in management (the day-to-day operations). Instead, it will focus on the “bigger picture” of organizational achievement.

The board will consist of the following officers: Chair, Vice Chair, Secretary, Treasurer and CEO. The officers shall have the authority as set out in RisingOaks’ By-laws and governance policies.

Board Committees: *contribute expertise and advise the Board.*

The Board will also use standing and other committees (each chaired by a Board director) to monitor and audit their own performance as well as that of the CEO and the organization as a whole. The nominating, finance & audit and governance committees are standing committees of the Board.

Chief Executive Officer (CEO): *acts as the link between the Board and the management team.*

The CEO will have full entitlement to attend and participate in all meetings and discussions and will act as a full partner with the Board in setting direction and policy-making. The CEO is responsible for ensuring that direction given by the Board is communicated to the management team.

Operations

Leadership Team: *direct the work to achieve the direction provided by the Board.*

The leadership team - consisting of two senior leaders (CEO and director of operations) and the centre supervisors, will fill the management role and will oversee the development, implementation and evaluation of work to achieve the priorities and goals set out by the Board. Leadership team members are accountable to the CEO who is responsible for day-to-day operations and management. The CEO, in turn, is accountable to the Board of Directors.

Members and other interested individuals may be requested by the CEO to act as advisers to the leadership team, helping them to ensure that the culture, values and interests of RisingOaks’ members, as well as legislated requirements, are clearly understood and addressed.

Front-line and Administration Staff: *work together to carry out day-to-day tasks.*

Under the direction of their supervisors, staff implement RisingOaks’ programs/curriculum and carry out the day-to-day tasks that will move us, step by step, towards achieving the goals established by the Board.

