

THE AGENCY FOR CO-OPERATIVE HOUSING

POLICY MANUAL

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1.2.2: Role of the Individual Director

REVIEW CYCLE:

1 Year

AUTHORITY:

Board of Directors

DUE FOR NEXT REVIEW:

June 2012

SUBJECT:

Board of Directors Charter

PURPOSE OF THE AGENCY

The Agency for Co-operative Housing is an accountable, non-governmental organization formed to administer co-operative housing programs on behalf of the federal government and, as the opportunity arises, other clients.

ROLE OF THE BOARD

The Board of Directors ensures that the Agency fulfils its mandate and performs its obligations under all agreements with government clients. The Board sees to it that the Agency is effectively organized and is managed with due regard for the value of transparency. The Board is the steward of the Agency's commitment to providing excellent service to its legal clients and program clients alike.

ACCOUNTABILITY

The Board is accountable to

- the public and the governments on whose behalf the Agency provides services;
- the Agency's Member, the Co-operative Housing Federation of Canada, representing the interests of the Canadian co-operative housing movement.

DUTIES AND RESPONSIBILITIES

The Board exercises all powers not specifically given to the Member in the *Canada Cooperatives Act*. The Board delegates to staff the task of deciding how to carry out the Board's decisions, except where client agreements restrict the Board's power to delegate.

In addition to the specific powers set out in By-law No. 1, the Board has the following duties:

1. To be good stewards

The Board is responsible for preserving the trust of the co-operative housing movement, government clients and the public through effective stewardship of the Agency's resources. It establishes the Agency's mission, vision and values, reviewing them regularly with senior management, and puts policies in place that ensure the Agency's effective governance.

The Board approves the Agency's legal agreements with Canada Mortgage and Housing Corporation (CMHC) and any other government clients before they become final and monitors the performance of the agreements.

The Board makes certain that effective business processes are in place to enable the Agency to meet its obligations to government and program clients. The Board receives and reviews regular reports from senior management on the Agency's performance of agreements and the status of the portfolio under administration. The Board approves changes to the risk-management model used in administering the programs, after appropriate consultation with CMHC.

2. To plan for the effective operation and financial health of the Agency

The Board ensures that the Agency plans realistically for its needs in the short, medium and long term, keeping abreast of relevant information through environmental scanning. The Board approves strategic priorities, annual performance indicators and budgets consistent with them, and receives the Agency's annual reports to CMHC. The Board ensures that the Agency has effective internal controls and information-management systems in place and that it complies with applicable statutes and regulations.

The Board identifies the business risks facing the Agency and ensures that effective processes are in place to manage them.

3. To provide the Agency with excellent human resources

The Board chooses highly qualified persons to serve as officers and on board committees, in accordance with each committee's charter. Directors take part in appropriate continuing-education activities, with a formal orientation being a requirement for all new directors.

The Board ensures that the Agency has an effective senior management team in place and selects, evaluates and, if necessary, terminates the chief executive officer (CEO). The Board approves compensation policies and coaches the CEO and the management team, as required.

The Board upholds the Agency's practice of inclusivity and embrace of diversity. Within the Agency and on the Board, a person's opportunities are limited only by their ability and the commitment they demonstrate. The Board treats seriously its responsibility for succession planning, identifying the requirements of key board and management positions and the names of persons who can fill them over the longer term, or temporarily, as need be.

4. To keep the Agency focused on superior client service

The Board ensures that the Agency remains faithful to its client-service focus. The Board fulfils this responsibility by imparting an understanding that eagerness to serve, to foster good relations and to solve problems is an essential employment qualification for management, staff and outside contractors. The Board monitors the quality of service the Agency delivers to clients and takes appropriate measures to keep the Agency's operations transparent and its services accessible.

5. To represent the Agency

In governing the Agency, the Board communicates on the Agency's behalf with a variety of publics, including government officials and representatives of co-operative housing organizations. It does so in concert with the senior management of the Agency, through such vehicles as the annual report and selected meetings and presentations.

6. To evaluate the effectiveness of the Agency

The Board receives evaluations of the Agency undertaken from time to time by CMHC or a third party, reviews findings from periodic financial and compliance audits, and seeks to address these findings fully.

Once each year, members of the Board assess their collective performance as directors and that of board committees, using a process adopted for this purpose by the Board.

7. To ensure that the Agency acts with integrity and with attention to its best interests

The Board makes sure that the Agency carries on business in a diligent, competent and ethical way. The Board conducts itself with integrity, openness, respect and honesty in all relationships, dealings and transactions, living by the letter and spirit of the policies it adopts and the Agency's mission, vision and values.

Directors are expected to comport themselves at all times in a manner appropriate to their role as stewards, ensuring that they do not embarrass the Agency or bring into disrepute its good name or that of its clients.

The Board encourages the resolution of conflicts, supporting strategies that allow the Agency, Board, staff, clients, government and other stakeholders to resolve disputes in a civilized and even-handed manner.