



**ARCHITECTURAL CONSERVANCY
OF ONTARIO**

**GOVERNANCE HANDBOOK
(BOARD OF DIRECTORS' HANDBOOK)**

Update Approved April 17, 2021



Architectural Conservancy of Ontario

1. Welcome to the Architectural Conservancy of Ontario Board of Directors

This orientation package aims to provide a high-level overview of some important information for you as a Board member of Architectural Conservancy of Ontario (ACO). This information is especially useful for new members of the Board, but it also serves as a refresher for returning members. It will:

- Outline the relationship between Architectural Conservancy of Ontario Board and its network of Branches (local committees);
- Give an overview of your responsibilities as a Board member of Architectural Conservancy of Ontario;
- Provide a list of relevant policies, procedures, and legislation
- Outline the mission, vision and current programs of Architectural Conservancy of Ontario

If you have questions, please do not hesitate to contact the Chief Operating Officer (COO) or the Chair of the ACO Board (Chair). Do not contact staff directly unless advised to do so by the COO.

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1.1 Mission

The Architectural Conservancy of Ontario uses education and advocacy to encourage the conservation and re-use of structures, districts and landscapes of architectural and historic and cultural significance to inspire and benefit Ontarians.

1.2 History

The Architectural Conservancy of Ontario (ACO) was founded in 1933 by University of Toronto Architecture Professor Eric Arthur. Professor Arthur was a distinguished architectural historian and critic. He is also known as the author of the seminal book on Toronto architecture, *Toronto No Mean City*.

The founding of ACO in 1933 was sparked by the saving of Barnum House near Grafton, now owned and operated by Ontario Heritage Trust. Dr. Eric Arthur came across Barnum House in 1933 and, alarmed for its safety, purchased it for \$4,000.00. In 1940, ACO acquired Barnum House from Eric Arthur and restored it throughout the 1940s and 1950s. In 1982, Barnum House became an historic property of the Province of Ontario, operated by the Ontario Heritage Trust. Barnum House is used by the ACO Cobourg and Northumberland Branch for its meetings.

ACO has helped save hundreds of buildings all across Ontario, and raised awareness of the importance of preserving Ontario's provincial, municipal, and community heritage. The first organization to do such work, ACO pressed for heritage legislation and funding in Ontario, and has been followed in the field by such outstanding organizations as the Ontario Heritage Trust, Community Heritage Ontario, and the Canadian Association of Heritage Professionals.

The Corporation owns and operates Victoria Jubilee Hall in Walkerton and the Sheave Tower in Cambridge. It leases and operates the Caretaker's Cottage in Port Hope, and was involved with other partners in the restoration of the Town Hall in Meaford and the historic Port Hope railway station. Though ACO owns properties as a means to save them, the work of ACO primarily resides in offering support to advocates campaigning for the preservation of heritage sites through programs offering preservation advice to municipalities and heritage property owners.

1.3 Legal Status and Governing Legislation

Architectural Conservancy of Ontario is a registered charity with the Charities Directorate of the Canada Revenue Agency, and a not-for-profit corporation (Ontario). ACO's activities are carried out by a province-wide network of Branches and Members. The Canada Revenue Agency publishes a toolbox for directors, officers and volunteers to help them understand the requirements and obligations of maintaining charitable status <https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/operating-a-registered-charity/toolbox-directors-officers-volunteers.html>. Also see Appendix C.

The Provincial entity is ACO's only corporate entity. Execution of deeds, transfers, assignments, contracts, obligations and other instruments or material commitments in writing requiring execution by the ACO corporate entity may be signed by any two of its Officers or Directors in accordance with the approval process and protocols outlined in the ACO Finance Policy.

ACO's activities must comply many federal and provincial Acts. Those Acts more frequently governing ACO's administration are highlighted:

Anti-terrorism Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/a-11.7/index.html>



Canada Business Corporations Act <https://laws-lois.justice.gc.ca/eng/acts/c-44/>

Canada Not-for-Profit Corporations Act <https://laws.justice.gc.ca/eng/acts/c-7.75/>

Canada Pension Plan Act <https://laws-lois.justice.gc.ca/eng/acts/c-8/index.html>

Corporations Act (Ontario) <https://www.ontario.ca/laws/statute/90c38>

Charitable Gifts Act (Ontario) <https://www.ontario.ca/laws/statute/90c08>

Charities Accounting Act (Ontario) <https://www.ontario.ca/laws/statute/90c10>

Competition Act (Canada) <https://laws.justice.gc.ca/eng/acts/C-34/index.html>

Customs Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/c-52.6/>

Employer Health Tax Act (Ontario) <https://www.ontario.ca/laws/statute/90e11>

Environmental Protection Act (Ontario) <https://www.ontario.ca/laws/statute/90e19>

Excise Tax Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/e-15/>

Employment Insurance Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/e-5.6/>

Freedom of Information and Protection of Privacy Act <https://www.ontario.ca/laws/statute/90f31>

Health Insurance Act (Ontario) <https://www.ontario.ca/laws/statute/90h06>

Human Rights Code (Ontario) <https://www.ontario.ca/laws/statute/90h19>

Income Tax Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/i-3.3/>

Income Tax Act (Ontario) <https://www.ontario.ca/laws/statute/90i02>

Insurance Act (Ontario) <https://www.ontario.ca/laws/statute/90t23>

Loan and Trust Corporations Act (Ontario) <https://www.ontario.ca/laws/statute/90l25>

Municipal Freedom of Information and Protection of Privacy Act (Ontario)
<https://www.ontario.ca/laws/statute/90m56>

Not-for-Profit Corporations Act (Ontario) <https://www.ontario.ca/laws/statute/10n15>

Occupational Health and Safety Act (Ontario) <https://www.ontario.ca/laws/statute/90o01>

Ontario Employment Standards Act <https://www.ontario.ca/laws/statute/00e41>

Pay Equity Act (Ontario) <https://www.ontario.ca/laws/statute/90p07>

Personal Health Information Protection Act (Ontario) <https://www.ontario.ca/laws/statute/04p03>

Personal Information Protection and Electronic Documents Act (Canada)
<https://laws-lois.justice.gc.ca/ENG/ACTS/P-8.6/index.html>

Privacy Act (Canada) <https://laws-lois.justice.gc.ca/ENG/ACTS/P-21/index.html>

Securities Act (Ontario) <https://www.ontario.ca/laws/statute/90s05>

Trustee Act (Ontario) <https://www.ontario.ca/laws/statute/90t23>



Workplace Safety and Insurance Act (Ontario) <https://www.ontario.ca/laws/statute/97w16>

Our heritage preservation activities are facilitated by:

<https://www.ontario.ca/laws/statute/90o18> , the Planning Act,

<https://www.ontario.ca/laws/statute/90p13>, the Municipal Act

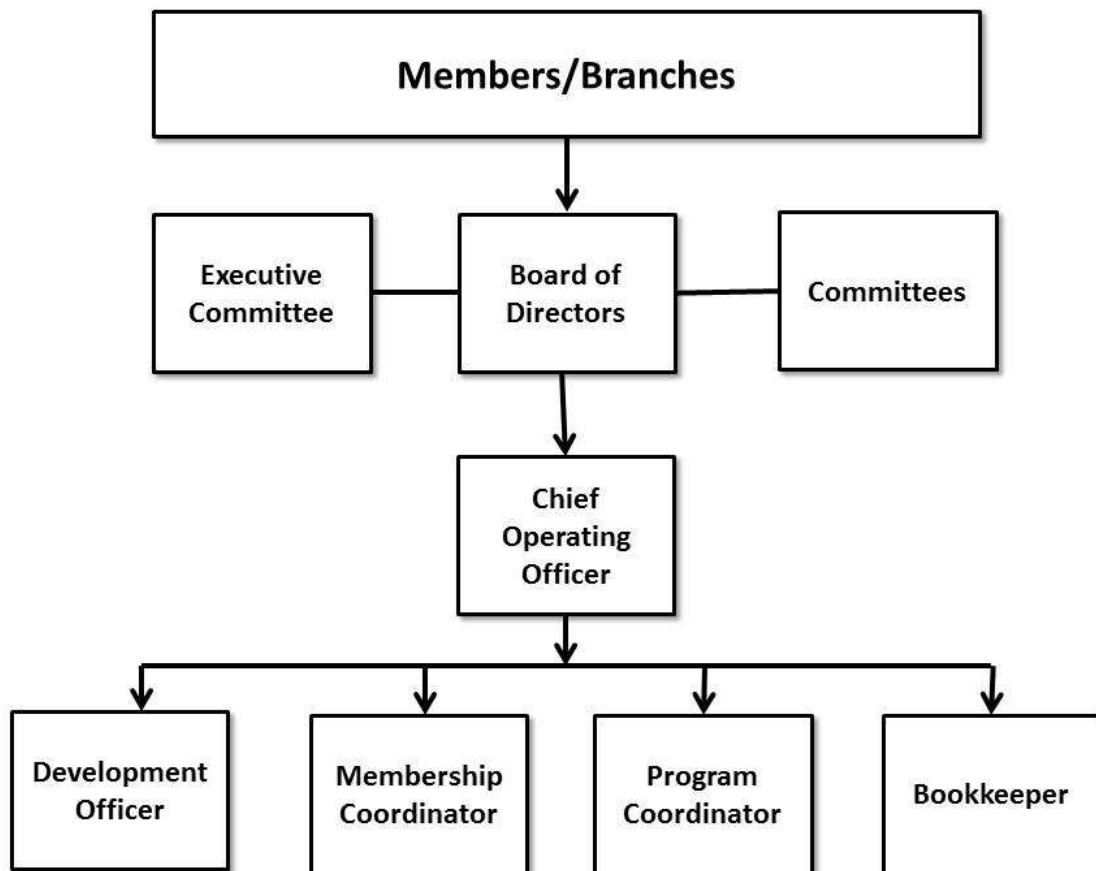
<https://www.ontario.ca/laws/statute/01m25> and the Provincial Policy Statement,

<https://www.ontario.ca/document/provincial-policy-statement-2014>

Canadian Environmental Protection Act <https://laws-lois.justice.gc.ca/eng/acts/c-15.31/>

1.4 Organization

Since its founding in 1933 the Architectural Conservancy of Ontario has evolved to facilitate local action backed by the strength of a province-wide organization. This not-for-profit charitable organization operates through a province-wide network of local branches linked together electronically through a small coordinating office in Toronto, managed by staff, and governed by an Executive and Board of Directors as illustrated in the following diagram:



Board of Directors - The ACO Board of Directors consists of:

- **Elected Directors:** individuals elected by the Members to the roles of Chair, Vice-chair, Treasurer, Corporate Secretary and Directors-at-large. ACO’s Bylaw allow for up to 11 elected directors.



- **Unelected Branch Directors** consisting of representatives of recognized Branches.

Board Committees – Board Committee members can include both Board members and outside experts.

Branch – Branches are the representative of the organization at the local level. ACO branches are groups of Members concerned about heritage preservation in their own area. Usually they are defined by region or municipality. Branches do not constitute a separate legal entity. As such, they have a responsibility to uphold the reputation, and financial accountability of the ACO corporate organization. Branches must maintain accurate financial and donor records, schedule local events, select a representative to serve as an ACO Board Director, follow good governance practices and have a minimum of 3 Members.

Executive Committee – The Executive Committee of the Board is composed of the Elected Directors (Chair, Vice-Chair, Corporate Secretary, Treasurer and Directors-at-Large) and the Past Chair.

Members – A member of the organization who has paid their annual dues

Staff

Position	Name	Committee Liaison	
Chief Operating Officer	Will Coukell	All	Full-time
Development Officer	Devorah Miller	ACORN Editorial, Awards	Part-time
Membership Coordinator	Tai So		Part-time
Program Coordinator	Alex MacKinnon	Policy	Part-time
Bookkeeper	Marie May	Finance & Audit	Contract

1.5. Governance and ACO Policies

ACO’s activities are also governed by its policies:

- Bylaw (2018) approved by its membership <https://acontario.ca/files/res/42/ACO%20By-law%202018.pdf>
- Finance Policy reviewed by the Finance Committee and approved by the Board <https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=Finance+Policies.pdf>
- Donations Acceptance Policy reviewed by the Finance Committee and approved by the Board <https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=Donation+Policies+and+Processes+FINAL.pdf>
- Human Resources Policy reviewed by the Human Resources Committee and approved by the Board <https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=HR+policy+Manual+CURRENT.pdf>
- Conflict-of-Interest Policy reviewed by the Executive Committee and approved by the Board



<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=ACO+Council+Conflict+of+Interest+Policy+-Final.pdf>

- Communications Policy reviewed by the Executive Committee and approved by the Board
<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=ACO+Communications+Policy+-Final.pdf>
- Principal Values and Code of Conduct reviewed by the Executive Committee and approved by the Board:
<https://www.dropbox.com/home/2020%20Board%20Meetings%20and%20Documents/Board%20documents%20general/Policies%20etc?preview=ACO+Principal+Values+and+Code+of+Conduct+-Amended+April+18+2020+-Final+Final.pdf>
- Emergency Leadership Transition Policy reviewed by the Human Resources Committee and approved by the Board
<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=Draft+Emergency+Leadership++Transition+Policy.pdf>
- Investment Policy- Discussion Draft
<https://www.dropbox.com/home/2020%20Board%20Meetings%20and%20Documents/Board%20documents%20general/Policies%20etc?preview=ACO+Investment+Policy+-discussion+Draft+June+2020.pdf>
- ACO Guidelines for Board Minutes reviewed by the Executive Committee and approved by the Board:
<https://www.dropbox.com/home/2020%20Board%20Meetings%20and%20Documents/Board%20documents%20general/Policies%20etc?preview=Guidelines+for+Board+Minutes-Final+April+2020.pdf>
- Branch Handbook
<https://www.dropbox.com/s/43jgcchbgdhey19/ACO%20Branch%20Handbook%20June%202015%20.pdf?dl=0>

2. Board

2.1 Board Composition

The number of board members in a given year may vary according to the expertise needs of the Corporation, the number of Branches and in accordance with the requirements of the Act or the Letters Patent, as the case may be. The Board is authorized to allocate the number of positions accordingly as per the ACO Bylaw Article 2.1

2.2 Board Appointment

The Elected Directors who form the Executive Committee are elected by ACO Members at the Annual General Meeting. Where a vacancy arises, the Governance and Nominating Committee may recommend approval of an interim appointment of an Elected Director to the Board.

Branch Representatives are appointed by ACO Branches. Typically, the representative will serve for a one-year term, unless the Branch has a different specification under its own guidelines. If the Branch wishes to



change their representative to the ACO Board, the ACO Corporate Office must be informed of the change at least 30 days in advance of a meeting. As Board members are legally liable, the names must be changed with the government and on our insurance policy.

To qualify for appointment to the ACO Board of Directors each Director candidate shall:

- be a voting Member of the Corporation at the time of her or his election or appointment
- be at the date of, or become within ten (10) days after, their election, and thereafter remain throughout their term, a Member of the Corporation;
- be at least eighteen (18) years of age; and
- not be an undischarged bankrupt nor a mentally incompetent person.

2.3 Term of Appointment

Each Elected Director shall be elected by the Members to hold office for a two-year term and shall be eligible for re-election by the annual meeting of members for a maximum of three consecutive terms. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

2.4 Leaves of Absence and Resignations

Board Members can submit a request to the Architectural Conservancy of Ontario Board to take a leave of absence for an extended period of time. Depending on the duration and the board's requirements, the Board may fill the vacancy on a temporary or permanent basis.

To take a leave of absence, you must notify the Chief Operating Officer and the Architectural Conservancy of Ontario Board in writing. If you choose to resign from the Board, you must notify both the COO and the ACO Board's Chair in writing as soon as possible and state the date your resignation will take effect.

As per ACO Bylaw Article 2.5, the office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) if the Director, or the Member of which he or she is the authorized representative, becomes bankrupt or suspends payments or compromises with either the Director's creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of a judicial court or otherwise, or the existence of such Member is terminated for any reason whatsoever;
- (c) if the Director is found to be mentally incompetent, or is found to be incapable of managing property by a court or under Ontario law;
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
- (e) if the Director is in violation of the Corporation's Principal Values and Code of Conduct and/or Board Conflict of Interest Policy; or



(f) on the death of the Director.

2.5 Board Recruitment Process:

Board Competency Gap Analysis - Recruitment for new **elected board members** (members of the Executive Committee) is based on an assessment of the gap between:

1. The Board's assessment and ranking of future board competency needs. Such as:
 - What skills and experience will we need as a board to make decisions within the next three years?
 - What personal attributes will aid our decisions e.g. collaboration, diversity
 - Data gathered by an on-line survey tool (3 minutes) and
2. Current Board Self-assessment of its skills and experience
 - Data gathered by an on-line survey tool (3 minutes)

Although this process is applied to recruitment of elected board members (Executive Committee), the gap analysis is shared with the whole board and ACO branches are encouraged to make use of the information.

Recruiting Sources: depending on skills and experience needs ads are placed on-line with for example: Volunteer Toronto, Institute of Corporate Directors, Board Match, Ontario Not-for-profit Network, Institute of Chartered Accountants etc.

Vetting Process:

- Resume review
- Interview with board Chair, Chair of Governance and Nominating Committee
- Reference check
- Interview with key staff members

Committee Membership: Although, it is not a precondition of election to the ACO Board, prospective board members are encouraged to join an ACO standing committee prior to appointment. This participation helps both the individual and the Board to assess whether there is a "good fit".

2.6 Board Orientation:

All ACO Board members (both elected and ex-officio) will be offered the opportunity for an orientation to the board either on-line or in-person. (website link will be provided soon) ACO Branch Executives are also encouraged to attend or view a board orientation.

2.7 Board Powers and Responsibilities:

The Board may direct and set policy, establish committees, authorize spending, establish budgets, hire and dismiss personnel, delegate responsibilities and otherwise direct the operations of ACO.

As per ACO's Bylaw (Article 2.6), Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings and other



property, movable or immovable, real or personal, or any right or interest therein owned by ACO, for such consideration and upon such terms and conditions as they may deem advisable, so long as each Director does so with a view to the best interests of ACO.

The Board of Directors has overall responsibility for managing or supervising the management of the activities and affairs of Architectural Conservancy of Ontario. Often the Board delegates responsibility or receives advice from its Committees. Responsibilities include, but are not limited to:

- **Appointment of Leadership Team (and Succession Planning):** The Architectural Conservancy of Ontario Board is responsible for identifying and appointing the Chief Operating Officer.
- **Evaluation of Performance:** The Architectural Conservancy of Ontario Board is responsible for approving and implementing a process for evaluation the Chief Operating Officer's annual performance. Consistent with this responsibility the Board through its Human Resource Committee will establish and communicate annual performance expectations, goals and objectives for the COO and monitor progress against those expectations. The Board will provide periodic feedback to the COO and Staff with respect to performance. In addition, the Board will at least annually review its own performance and consider possible improvements to its processes;
- **Compensation Matters:** The Architectural Conservancy of Ontario Board approves the compensation of the COO on recommendation of the Human Resources Committee. The Board also approves the compensation of Architectural Conservancy of Ontario staff on recommendation of the COO;
- **Strategic Planning:** A key responsibility of the Board is approving the strategic planning process and developing, in collaboration with Staff, a long-term strategic plan and short-term tactical plan for achieving Architectural Conservancy of Ontario's strategic objectives;
- **Financial Oversight and Stewardship:** The Architectural Conservancy of Ontario Board reviews the budget, quarterly financial reports and approves the audited annual financial statements on the recommendation of the Finance and Audit Committee of the Board. The board also oversees financial and related internal controls through the Finance and Audit Committee of the Board. The Board also ensures that any privately donated funds received are applied to the specific purpose designated by the donor. Additionally, the Board is also responsible for review of the external auditor's performance and recommending the annual appointment of the external auditor by the members at the Annual General Meeting (AGM);
- **Oversight of Program Administration and Performance:** The Architectural Conservancy of Ontario Board oversees program administration by receiving staff reports, committee reports from Board Committee Representatives and branch reports from Branch appointed board members. The Board also regularly reviews and approves ACO policies and procedures on the recommendation (where applicable) of the committee overseeing the implementation and compliance of the policy. Board members are expected to assist in the implementation of the strategic and tactical plans for the organization, as needed. The Board is also responsible for defining the standards or metrics by which the performance of Architectural Conservancy of Ontario programs will be evaluated including compliance.
- **Risk Oversight:** The Architectural Conservancy of Ontario Board is responsible for overseeing the management of future uncertainties (risk events) that might influence the organization's achievement of



objectives. The board in consultation with staff determines the likelihood and unacceptable level of impact of identified risk events. The strategic and tactical plans approved by the Board consider risk events that the regular reports by the COO and the Board Committee representatives monitor. In addition, Board members approve major or out of the ordinary course actions or transactions presented to the Board by staff to manage risks;

- **Duty of Care:** Board members have a responsibility to attend board meetings either in person or electronically. Directors are expected to stay informed about matters relating to ACO, prepare themselves for meetings by reviewing reports and minutes of previous meetings and to provide comments and ask questions about reports and topics addressed in Board meetings. Additionally, Board members have a responsibility to provide advice from a local perspective regarding heritage issues to ACO;
- **Regulatory Compliance:** Board members have a responsibility to oversee regulatory compliance and ensure that the Corporation has policies and processes in place promote and monitor compliance;
- **Promotion of Architectural Conservancy of Ontario:** Board members are expected to act as ambassadors for the organization by attending ACO programming;
- **Donors:** Board members are expected to make a personally significant financial contribution to Architectural Conservancy of Ontario for each fiscal year of the Board Member's term;
- **Conduct and Integrity:** Directors are expected to get to know other Board members and ACO staff in order to maintain a friendly and collaborative working relationship that both promotes the organization's ethical values, and helps to make ACO a great place to work. The Board also approves policies relating to conflict of interest, conduct and ethics that apply to the organization's members and activities;
- **Board Composition and Effectiveness:** With the guidance of the Governance and Nominating Committee, the Architectural Conservancy of Ontario Board regularly assesses its current and future skill and experience needs to guide future board nominations and achieve achievement of Architectural Conservancy of Ontario's objectives. In addition, the Board will assess its own effectiveness and processes at least annually.

2.8 Board Legal Responsibilities: Fiduciary Duty and Duty-of-Care

Board members should be aware that, even though they act as volunteers, they have duties and liabilities imposed on them by law by virtue of their positions as directors (Ontario Business Corporations Act and Ontario Not-for-Profit Corporations Act). Most importantly, in exercising their powers and discharging their duties, board members have a fiduciary (loyalty) duty to act honestly and in good faith with a view to the best interests of ACO. Additionally, Board members have a duty-of-care that requires them to exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances when making decisions and fulfilling their responsibilities as board members.

2.9 Avoiding Conflicts-of-Interest

ACO Board Members are expected to comply with the Board Conflict of Interest Policy. Descriptions and examples of actual, potential, and perceived conflicts of interest to be avoided are included in this Policy.



In summary, a conflict of interest occurs when your personal interest or obligation may influence your decision making or performance on behalf of ACO. Board members must avoid situations where their personal interests' conflict with their duties to ACO. This includes situations in which you, or your spouse, children or other relatives or associates, could directly or indirectly benefit personally from a contract with ACO or from your knowledge of or ability to influence decisions for the organization. You are prohibited from receiving special treatment not generally available to the public, including preferential pricing that may be offered to you by a party seeking to do business with ACO.

As required by legislation, a Director who believes they have an actual, perceived or potential conflict of interest is required to disclose that conflict to the Board and refrain from voting or influencing the Board's decision on the matter. In some instances, it is preferable for the Director to absent themselves from that part of the meeting.

2.10 Confidentiality

One component of a board members' fiduciary obligation is a duty to maintain the confidentiality of information that they acquire by virtue of their position. Sometimes in a board meeting confidential information is disclosed (e.g. a conflict-of-interest disclosure, a personal viewpoint or strategic information). The Board's decision-making ability is enhanced by open and candid discussion of issues concerning ACO; Board confidentiality supports this process. Thus, the proceedings and deliberations of the board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

2.11 Director Compliance and Consent Form

Prior to assuming a position on the ACO board or to becoming a member of an ACO branch executive, incumbents will be asked to sign a form attesting that you have read and understood the following documents:

- ACO Bylaw (2018)
- ACO Conflict-of-Interest Policy
- ACO Principal Values and Code-of-Conduct
- ACO Communications Policy
- ACO Board Handbook

2.12 Protection of Directors and Officers

Directors face a range of legal exposures in respect of their association with and fiduciary duty to ACO. Directors are at risk of liability should they fail in their fiduciary duty to ACO and they may also face liability arising from a number of other sources. Thus, ACO is responsible for holding Directors and Officers Liability Insurance and for renewing the insurance policy annually. Directors are urged to review and understand the insurance policy and consider what liabilities they may potentially have as they fulfill their role. The Chartered Professional Accountants (CPA) publication, "20 Questions Directors of Not-for-Profit Organizations Should Ask About Directors' and Officers' Liability Indemnification and Insurance" is a



resource available for review at: <https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance/publications/20-questions-for-nfp-directors-on-risk-management>

ACO's Not for Profit Organization Liability Policy with Chubb Canada helps protect directors & officers and the organization from lawsuits by donors, recipients of ACO services or other not-for-profit organizations for misrepresentation, breach of duty and errors associated with the management actions and decisions of its executives. (Directors & Officers and Entity Liability). It also helps protect ACO and its executives and employees against suits for wrongful dismissal, discrimination, harassment, or retaliation. (Employment Practices Liability). Fiduciary Liability insurance helps protect ACO, its benefit plans and its fiduciaries (parties which have entrusted ACO to look after their best interests) from lawsuits relating to the administration of welfare benefit and retirement pension plans.

3. Board Executive and Executive Committee

The appointment of Board Officers is approved by the Members of ACO at the Annual General Meeting.

The Board Executive consists of four officers ("Officers"), the Chair, Past Chair, Vice Chair, Secretary and Treasurer are approved annually by the Members at the AGM. Ideally, the Executive is composed of individuals who have been on the Board for at least one year. The Board Executive members are also signing officers of the organization.

3.1 Role and Responsibilities of the Board Chair

The Board Chair plays an instrumental role in:

- Stewardship of human, financial and property resources of ACO by facilitating effective Board and Management decision-making and through the use of processes and controls;
- Aligning ACO Board and Committee actions with the core objectives and strategic direction of ACO;
- Fostering a productive relationship with Management based on partnership and accountability;
- Serving as a spokesperson for the ACO Board and membership;
- Fostering an environment where the ACO's Board governance practices are recognized for being thoughtful, and reflective of the needs of the organization and its stakeholders.

Key Responsibilities of the Board Chair

- **Strategic Direction and Implementation Plans:** The Board Chair has a key role in arranging and planning for the Board's annual strategic planning session and the implementation of such plans in association with the COO;
- **Board Effectiveness:** The Board Chair has a key role in presiding over ACO Board meetings, setting the Board agenda, using the time and resources of the Board wisely, that there is maximum support for decisions of the ACO Board and that its decisions are effectively communicated and implemented. This role includes building consensus among Directors to facilitate decisions and ensuring that all views are considered during the decision-making process, and referring new issues to the appropriate Committee for investigation or follow-up;



- **Constructive Relationship with the Chief Operating Officer:** The relationship between the COO and the Board Chair is of critical importance to the success of ACO and to achieving organizational objectives. The Board Chair facilitates the relationship through regular meetings with the COO, and members of management designated by the COO with the objective of maintaining a strong transparent working relationship with the COO.
- **Board Competencies and Composition:** The Board Chair works with the ACO Board to ensure identification of desired ACO Board skills and competencies and to ensure an effective board nominating process leading to an ACO Board, which combines expertise and teamwork. As a member of the Governance and Nominating Committee (GNC), the Board Chair provides advice to the GNC on future leadership roles;
- **Stakeholder Communications:** In accordance with the ACO Communications Policy the Board Chair may play a role as the spokesperson for the organization
<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=ACO+Communications+Policy-+Final.pdf>;
- **Governance Effectiveness:** The Board Chair may play a key role in the timely review and updating of Board Policies and Bylaw in consultation with Board Committees, the Board of ACO and the COO;
- **Director Performance:** The Board Chair works with the ACO Board to promote meeting efficiency and with individual directors on individual director performance and related Board performance. This may include facilitating board member self-assessments;
- **Leadership:** The Board Chair advances and articulates the vision of the Board and its objectives and speaks on behalf of the Board with respect to its decisions;
- **Review of Management Performance:** Working with the Human Resources Committee, the Board Chair assists in the annual performance reviews of the COO;
- **Compliance with Applicable Laws and ACO Policies:** The Board Chair plays a key role in ensuring that ACO complies with both applicable laws and reporting requirements, and that the ACO Board, Branches, Members and volunteers follow ACO Policies.

3.2 Role and Responsibility of the Past Chair

The Past Chair is the Chair of the Governance and Nominating Committee and a member of the Executive Committee. In that role the Past Chair's responsibilities include:

- **Leadership Succession:** Identifying Board skill and experience gaps and identifying future candidates for Elected Director and Committee positions;
- **Governance:** Facilitating review of the ACO Bylaw, Conflict-of Interest Policy, Code of Ethics, Code of Conduct, Communications Policy and Governance and Nominating Committee terms



of reference.

3.3 Role and Responsibility of the Vice-Chair

The Vice-Chair assists the Chair. The Vice-Chair may or may not be asked to stand for the role of Chair when the current Chair's term ends.

3.4 Role and Responsibility of the Corporate Secretary

The Corporate Secretary is responsible for overseeing documentation of Board meetings, and decisions as well as the dissemination and archiving of those records. The Secretary does this by:

- Signing board and AGM minutes after reviewing minutes of board meetings and the annual general meeting, and ensuring their accuracy, and availability;
- In collaboration with the COO, ensure that proper notification is given for Board meetings, the annual general meeting of members and special meetings of the Board;
- In collaboration with the COO, ensuring that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include articles of incorporation, lists of directors, board and committee meeting minutes financial reports, and other official records; and
- Acting as one of two signing officers for the organization if required.

3.5 Role and Responsibility of the Treasurer

The Treasurer is responsible for overseeing the stewardship of ACO's financial assets and the regular financial reporting. The Treasurer does this by:

- Chairing the ACO Finance and Audit Committee (FAC);
- Leading review FAC terms of reference, ACO Finance Policy, and ACO Donations Acceptance Policy
- Being knowledgeable about controls and processes for prudent management of funds (e.g. who has access to the organization's funds, outstanding liabilities, and overseeing cash management);
- Collaborating with the COO and FAC to develop the annual budget as well as comparing the actual revenues and expenses incurred against the budget;
- Overseeing the development of and compliance with ACO's financial policies and procedures;
- Overseeing investment strategy and compliance with Investment Policy;
- Collaborating with the COO and FAC to ensure the organization's financial stability on a quarterly basis and reports on changes to the draft budget to the Board on a quarterly basis.
- Regularly informing the Board of key financial events, trends, concerns, and assessments of fiscal health;
- Overseeing completion of required financial reporting forms/reports, and making these available to the Board and membership;
- Reviewing the annual audited financial statements with the COO, FAC and external auditor and reporting the audit results to the members at the Annual General Meeting;



- Collaborating with the COO to complete the financial reporting required of the organization's public funders and institutional donors (e.g. Ontario Ministry of Heritage, Sport, Tourism, and Cultural Industries)
- Acting as one of two signing officers for the organization; and
- In collaboration with the COO and FAC, performing financial evaluations as required such as unusual capital expenditures, staff salaries, lease agreements, insurance policies, banking changes and investments.

4. Staff

Although it is the Board that has overall responsibility for managing or supervising the management of the activities and affairs of ACO, staff, under the direction of the COO, has responsibility for day-to-day operations and implementing the strategic plan. Job descriptions can be found in Appendix E of this Handbook.

5. Board and Executive Committee Meetings

5.1 Frequency

Board and Executive Committee meetings are held quarterly (8 meetings in total); Meetings consist of reporting and discussions of pertinent issues. The Board and the Executive Committee receive Dropbox access to the agenda, the minutes of the previous meeting and documents to review normally 10 days in advance of the meeting date.

5.2 Quorum

A quorum of six (6) is required at each board of Directors meeting. Quorum for committee meetings is a majority, more than fifty-percent of members

5.3 Board Member Attendance and Meeting Preparation

ACO Board members are expected to prepare for and annually attend quarterly (4) board meetings, and the Annual General Meeting as well as the Board's Strategic Planning Session. Meeting attendance can be in person or by conference call. Board members are also expected to send their regrets if they are unable to attend a meeting and to give notice if they expect to arrive late. Typically, if a board or executive committee meeting is held near a meal time, light refreshments are offered.

If a board member fails to attend, in person or by conferencing, three meetings within the year, they may be asked to resign from the Board.

5.4 Procedure for Board Decisions

The ACO Board is a group of decision-makers tasked with oversight of the organization and making decisions that provide strategic value. Day-to-day and operational decisions are typically made by the COO and the Staff. Examples of Board decisions might include policies, significant changes to Board or staff structure, un-budgeted expenses that exceed \$1,000(source: Finance Policy), approval of financial statements and the budget and heritage advocacy strategy.

To make an official decision, a Board member is required to make a "motion to approve" followed by a second Board member who "seconds the motion". The Chair then gauges support for the decision by asking all board members present if they "are in favour" or if there are "objections" or "abstainers" to the



decision. Motions are recorded in the minutes. A board member who strongly objects to a decision may ask to have their “objection” noted in the minutes. A board member who declares a conflict-of-interest for the decision does not vote. If the change appears as a motion, it must be moved and seconded as above. No seconder is required for a motion to adjourn.

5.5 Confidentiality of Board Discussions

Although board decisions are minuted and available for review, the board discussions are considered confidential.

5.6 In Camera Sessions

An in-camera board session or meeting (sometimes called an executive session) is held when directors meet without management or any other non-board member present. Non-members of the Board may be invited by the Board to be present. Matters discussed at an in-camera board meeting are confidential and not reported in the Board Minutes, although it is a good practice to record in camera decisions separately.

As a matter of good governance, ACO Board agendas regularly allocate time for an in-camera discussion towards the end of each meeting. Even though in-camera sessions are included as an agenda item for each meeting, the Board is not required to hold in-camera discussions each time. Rather, the practice is intended to provide the directors with the opportunity to discuss those confidential matters where disclosure to non-board members might be prejudicial to an individual or the organization. Examples of topics for in-camera discussion might include: internal problems, Board performance, succession planning and COO performance and compensation.

5.7 Meeting Evaluation

Time is usually allocated at the end of both Executive Committee and Board meetings for assessment of the meeting. Board members will be asked to consider:

- Did you receive appropriate materials, in a timely manner to inform your decision-making?
- Was sufficient time allotted for discussion?
- Was there evidence of biased decision-making e.g. group think?
- Was everyone able to voice their opinions?

6. Committees

Committees are the structures that ACO uses to achieve its strategic objectives. Members of the Executive Committee are encouraged to join a Committee to facilitate reporting and sharing of information. Where specialized competencies are required, a Committee may recruit a member from outside the ACO membership. Most ACO Committees have Terms of Reference that are reviewed annually.

6.1 Executive Committee

The Executive Committee of the Board is composed of the Elected Directors (Chair, Vice-Chair, Corporate Secretary, Treasurer and Directors-at-Large) and the Past Chair. It meets quarterly or as needed. The Executive Committee oversees strategic issues and assists the Chair with the preparation of Board Meeting Agendas and decision implementation.

The Executive Committee reviews policies and mandates and recommends Board approval.



6.2 Finance and Audit Committee

The purpose of the Finance and Audit Committee (FAC) is to lead the stewardship and oversight of Architectural Conservancy of Ontario's (ACO) financial resources and assets. The FAC Terms of Reference can be accessed with this link:

<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=Finance+and+Audit+Committee+Charter+-v+LT+final.pdf>

As a committee of the Provincial Council (Board), the Committee is responsible for assisting the Board in fulfilling its oversight responsibilities by:

- Ensuring that the organization is meeting its fiscal obligations and developing financial resources to execute its strategic plan.
- Reviewing and monitoring the annual budget;
- Reviewing internal controls and financial statements;
- Reviewing and monitoring of Branch financial reporting;
- Reviewing compliance with legal and regulatory requirements as they relate to ACO's financial statements;
- Reviewing external auditor's qualification, independence and performance; and,
- Reviewing policies: Finance Policy, Donations Acceptance Policy and Investment Policy.

6.3 Human Resources Committee

The Human Resources Committee (HRC) assists the ACO Board with:

- ensuring the organization has an effective organizational structure and competitive human resources and compensation policies and practices;
- ensuring the organization meets all laws and regulations governing an employment relationship;
- ensuring appropriate processes are in place for the selection, evaluation, compensation, and succession of staff;
- evaluating and determining compensation for the Chief Operating Officer;
- monitoring organizational culture indicators and goals, and
- such other related initiatives as may be necessary or desirable to enhance staff performance.

The Human Resources Committee Terms of Reference can be viewed at:

<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=ACO+Human+Resources+Committee+Terms+of+Reference+v4.pdf>

Governance and Nominating Committee

The Governance and Nominating Committee (Committee) assists the ACO Board and its Executive Committee in meeting its fiduciary oversight and related obligations in relation to governance matters. The Committee:

- Ensures that the Executive Committee composition supports ACO Board's planning and decision-making responsibilities;



- Enables Executive Committee efficiency and effectiveness;
- Promotes ACO Board and Executive Committee efficiency and effectiveness; and
- Oversees governance issues and recommends changes to related policies.

The Governance and Nominating Committee Terms of Reference can be viewed at:

<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=ACO+Governance+and+Nominating+Committee+Terms+of+Reference+Final!.pdf>

6.5 Policy Committee (Program Committee)

The Policy Committee assists the ACO Chair, Executive and Board by providing advice and recommendations on policies and issues of interest to ACO, and strategies and actions to respond to them. The Committee's mandate is to identify, analyze and prepare responses to provincial government policy and program initiatives and to developing issues of province-wide importance.

The Policy Committee's Terms of Reference can be viewed at the following link:

<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=ACO+Policy+Committee+Terms+of+Reference+v4.pdf>

6.6 Awards Committee (Program Committee)

The Awards Committee oversees the planning for ACO's annual awards and the presentation event. The Committee selects a jury of experts to review the submissions for awards.

ACO recognizes and supports excellence in the heritage community through our annual Heritage Awards. These awards honour and celebrate the people who have made significant achievements in heritage preservation in the previous year. They recognize the work of professionals, groups and individuals in their work to preserve community heritage, including advocacy, restoration, adaptive reuse, landscape heritage, and craftsmanship.

6.7 Conference Committee (Program Committee)

ACO annually teams with Community Heritage Ontario and the Ontario Association of Heritage Professionals to organize the Ontario Heritage Conference. The Committee suggests topics and speakers for the conference and liaises with conference partners.

6.8 ACORN Editorial Committee (Program Committee)

The ACORN Editorial Committee is composed of ACO members and staff. They are responsible for determining the theme of ACO's semi-annual publication, ACORN, selecting articles and photographs, establishing editorial standards and soliciting advertising for this publication.

6.9 Preservation Works! Committee (Program Committee)

The Preservation Works! Committee provides expert advice on conservation and heritage projects across Ontario. The Committee's roster of highly skilled professionals provides a range of services to promote the preservation of at-risk buildings and natural sites. Since 1972, ACO has connected communities in need of preservation advice with a variety of professionals, including restoration architects, engineers, lawyers, archaeologists, landscape architects and historians.



Requests for service can include an overview of building conditions, structural soundness, evaluation of architectural and historical merit, approaches to repair, upgrading and restoration, and advice on reuse.

ACO provides a brief preliminary report that can be effectively used to avoid demolition, forewarn of structural or architectural problems, or suggest an appropriate preservation strategy and gain public support. The service is provided at a nominal cost and is delivered within six weeks of the request.

6.10 NextGen (Program Committee)

Architectural Conservancy Ontario's NextGen program recognizes the need for a centralized heritage and sustainability group that is designed to meet the unique needs of students and emerging professionals, who are interested in the field of built heritage and cultural landscapes.

The NextGen group's goal is to provide opportunities for: hands-on learning; social engagement both in person and through social media; participation in the ACO's annual conference and awards ceremony; publishing work; recognizing outstanding individuals; networking within the ACO and other related organizations in the field.

Since 2011, NextGen has implemented a series of initiatives to meet our goals: Ontario Heritage Conference sponsorships, NextGen Awards Program, pub nights, lectures, building tours, design charrettes, ACO Awards dinner sponsorship, and the NextGen Job Shadow Program during Heritage Week.

6.11 Government and Community Relations Committee

The Government and Community Relations Committee provides recommendations regarding government relations, strategies and actions to the Board of Directors. It is the group that implements advocacy policy decisions made at the Board level

6.12 Ad Hoc Committees

The Chair may determine that a temporary committee is required to complete a project such as a Bylaw review, or to deal with a specific issue such as Ontario Place.

7. Branches

ACO Branches are committees of the Board at the local level. They are groups of Members concerned about heritage preservation in their own area as well as provincially. Usually they are defined by region or municipality. **Branches do not constitute a separate legal entity.** As such, they have a responsibility to uphold the reputation, and financial accountability of the ACO corporate organization. ACO's Branch Handbook (see Dropbox) describes the requirements for establishing and maintaining *qualified Branch* status and Associate Branch status. The following is a summary of that information.

An **Associate Branch** [not approved at time of writing] is a group of Members committed to the objects of the organization, who do not want to set-up and maintain the administrative requirements of a qualified ACO Branch. An Associate Branch may be a group of concerned Members focused on saving a particular heritage building or cultural landscape in their community at a given time. Associate Branches do not have a representative on the Board of ACO and they do not have financial and administrative reporting requirements. By contrast, **Qualified Branches** must maintain accurate financial and donor records, schedule local events, select a representative to serve as an ACO Board Director, follow good governance



practices and have a minimum of three Members.

7.1 Qualified Branch Objects or Purpose

A qualified Branch shall, within its regional limits, promote the heritage objects of the Corporation and shall support the Corporation in the furtherance of provincial projects.

7.2 Branch Financial Operations

A qualified Branch shall have the right to raise funds for local administrative expenses and projects provided that the Branch is capable of appropriately recording and reporting its financial transactions and demonstrating accountability and stewardship of those funds. The Branch Handbook and the Corporation's policies describe required operational procedures.

7.3 Branch Representative on ACO Board of Directors

Each qualified Branch shall be entitled to elect or appoint a Branch Representative to sit as a voting (Ex-officio) member of the Corporation's Board of Directors.

7.4 Branch Activities

All Branches are expected to comply with the guidelines outlined in this Handbook, the Branch Handbook (pending) and the Corporation's Conflict-of-Interest Policy, Code of Ethics and Code of Conduct, Donations Acceptance Policy, Communications and other Corporate Policies identified in this Handbook.

7.5 Termination of Branch Status

The Corporation's Board of Directors may approve a resolution to wind down or terminate the status of an established qualified branch under the following conditions:

- Branch membership, consisting of members in good standing, declines below three (3) individuals;
- Branch members wish to change their affiliation to the Corporation's membership and no longer hold Branch memberships;
- Branch members fail to comply with the Corporation's Conflict of Interest Policy, Code-of-Ethics and Code of Conduct and other policies identified in the Governance Handbook.
- A Branch fails, in the assessment of the Corporation's Board to demonstrate a reasonable standard of financial accountability and stewardship of the Corporation's assets.

8. Review

This Handbook is a living document that can be updated at any time with the approval of the ACO Executive Committee and the ACO board of Directors. At a minimum the document should be reviewed annually.

9. History

Effective Date: February 15, 2020

Approval Dates: February 15, 2020, August 22, 2020, April 17, 2021

Next Review Date: Winter 2021 or as requested by the Governance and Nominating Committee



Appendices

A. Summary of Strategic Plan

Link to Strategic Plan:

<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20documents%20general/Policies%20etc?preview=Strategic+Plan+draft+final.pdf>

B. Financial Statements

Link to Financial Statements: https://www.acontario.ca/show_res.php?r_id=57

C. Checklist for Charities- Canada Revenue Agency

<https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/operating-a-registered-charity/toolbox-directors-officers-volunteers.html>.

D. Glossary of Terms

E. Staff Job Descriptions:

Link to be provided by COO

F. ACO Risk Profile Summary

<https://www.dropbox.com/home/ACO/ACO%20Council%20documents%202018/Board%20Meeting%20April%202013%202019?preview=ACO+Risk+Profile++April-2019.pdf>



D. Glossary of Terms

ACO means the Architectural Conservancy of Ontario Inc.

Act means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

Agency Agreement is a legal contract creating a fiduciary relationship. ACO creates agency agreements to enable other groups committed to ACO's objectives to fundraise for local heritage preservation for a specified period of time.

AGM means the Annual General Meeting of Members of ACO

Associate Branch a branch of ACO with at least three members committed to ACO's objects, who agree to follow ACO's policies, and whose establishment was approved by the Board of Directors. An Associate Branch does not have the financial reporting requirements of a qualified branch. However, an Associate Branch is eligible to contract an Agency Agreement with ACO;

Board means the board of directors of the Corporation. Previously called Provincial Council;

Branch means a branch of the Corporation, representing a region of Ontario as determined and whose establishment was approved by the Board of Directors. The branch could be a Qualified Branch or an Associate Branch;

Branch Handbook a document pending at this writing which will give guidance to ACO Branches

Bylaw means the ACO Bylaw (including the schedules) and all other bylaws of the Corporation as amended and which are, from time to time, in force;

Chair means the elected chair of the Board;

Committee means a committee formed by the ACO Board of Directors. It could be a Standing Committee (permanent) or Ad-hoc Committee (temporary)

Conflict-of-Interest A conflict-of-interest occurs when a personal interest or obligation may influence an individual's decision making or performance on behalf of ACO. See ACO's Conflict of Interest Policy

COO means Chief Operating Officer of ACO

Corporation means ACO, the Architectural Conservancy of Ontario Inc.

CPA means Chartered Professional Accountant

Director means an individual occupying the position of director of the Corporation. Previously called member of the Provincial Council;

Duty-of-Care a duty of care is a legal obligation which is imposed on an individual requiring adherence to a standard of reasonable care while performing any acts that could foreseeably harm others.

Elected Director individuals elected by the ACO Members to the roles of Chair, Vice-chair, Treasurer, Corporate Secretary and Directors-at-large.

Ex-officio Director is a member of the ACO board of directors who is a member by virtue of holding an



executive office role in an ACO Branch (Branch Representative)

Executive Committee an ACO Committee composed of Elected Directors (Chair, Vice-chair, Treasurer, Corporate Secretary and Directors-at-large).

External Auditor is a qualified auditor appointed by the membership who performs an audit or review of ACO's financial condition (both corporation and branches) in accordance with recognized accounting practices and Acts

Fiduciary Duty is the obligation or duty of loyalty to the organization.

Financial Statements reports prepared by ACO's external auditors summarizing the financial condition of the corporation at a specified date.

FAC means the Finance and Audit Committee of the ACO Board

GNC means the Governance and Nominating Committee of the ACO Board

Governance Handbook means this document approved by the Board of Directors, detailing the roles and responsibilities of the Directors, Committees and Branches;

HRC means the Human Resources Committee of the ACO Board

Letters Patent means the letters patent of incorporation of the Corporation, as from time to time amended;

Meeting of Members means an annual or general or special general meeting of Members;

Member means a member of the Corporation;

Members means the collective membership of the Corporation;

Officer means an officer of the Corporation: Chair, Past Chair, Vice-Chair, Corporate Secretary, and Treasurer;

Qualified Branch means a branch of ACO, approved by the ACO Board of Directors that agrees to meet administrative and financial reporting requirements;

Risk means a future uncertainty that could influence the achievement of ACO's objectives positively or negatively.

Special Resolution means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

Staff means the employees of ACO namely the Chief Operating Officer, Development Officer, Membership Coordinator, Program Coordinator, and contracted Bookkeeper.

Work Plan is the plan or chart that the Board of Directors and committees reference to guide annual achievement of ACO's objectives and completion of their portion of the strategic plan, e.g., the Finance and Audit Committee works from Finance work plan. The work plan aligns meeting agendas with objectives and goals.