



**BOARD OF DIRECTORS POLICIES
UPDATED AS OF JANUARY 29, 2019**

TABLE OF CONTENTS

POLICY #1: DIRECTORS' CODE OF CONDUCT.....	1
POLICY #2: CONFIDENTIALITY.....	9
POLICY #3: ROLE OF THE BOARD	10
POLICY #4: BOARD MEMBER ACKNOWLEDGMENT.....	12
POLICY #5: BOARD CHAIR RESPONSIBILITIES.....	14
POLICY #6: COMPENSATION OF BOARD MEMBERS	15
POLICY #7: BOARD SELF-ASSESSMENT	17
POLICY #8: BOARD MEMBER ORIENTATION.....	18
POLICY #9: CHIEF EXECUTIVE PERFORMANCE EVALUATION.....	19
POLICY #10: CHIEF EXECUTIVE COMPENSATION.....	20
POLICY #11: CHIEF EXECUTIVE SUCCESSION	21
POLICY #12: FINANCIAL CONTROLS.....	22
POLICY #13: CASH INVESTMENTS	24
POLICY #14: INTERNALLY RESTRICTED RESERVE	25
POLICY #15: RESPONSIBILITY FOR HUMAN RESOURCES.....	26
POLICY #16: BULLYING & HARASSMENT	27
POLICY #17: CRISIS COMMUNICATIONS.....	28
POLICY #18: STANDING COMMITTEE TERMS OF REFERENCE.....	29
POLICY #19: STANDING COMMITTEE ORIENTATION	35

POLICY #1: DIRECTORS' CODE OF CONDUCT

Introduction

As a non-profit organization at the forefront of health and safety in the motion picture and performing arts industry, Actsafe Safety Association (“**Actsafe**”) is committed to high standards of ethics and integrity. Actsafe’s stakeholders support Actsafe because they trust the Directors to be good stewards of their resources and to uphold rigorous standards of conduct. This Code of Conduct (the “**Code**”) provides guidance to Directors regarding their obligations with respect to conflicts of interest and confidentiality.

This Code is not exhaustive. No articulation of policies, guidelines and procedures can anticipate all situations. This Code applies to all Directors of Actsafe and, where stated, to the chief executive. The provisions of the Code are in addition to, and not in substitution for, any Director’s obligation to Actsafe imposed by common law, equity or statute.

If a Director requires clarification with respect to any provision of this Code, such Director should seek the advice of the Board Chair. When necessary, the Board may seek legal advice in assessing and managing conflicts of interest. This Code:

- reviews Directors’ duties;
- explains conflict of interest and identifies potential conflicts of interest specific to Actsafe and those of a general nature;
- provides guidance to Directors with respect to matters of conflict of interest and confidentiality; and
- provides a Form of Declaration for Directors to sign to confirm their agreement to comply with the Code.

Definitions

In this Code:

“**Private interest**” means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Director or any of their associates;

“**Associate**” means:

- a Director’s close relative, including the Director’s spouse, son or daughter or any other relative who has the same home as the Director;
- a Director’s employer;
- an individual with whom a Director is connected by frequent or close association;

- a corporation of which the Director beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation;
- a trust or estate in which the Director has a substantial beneficial interest or for which the Director serves as trustee;
- other entities where the Director serves on the board; and
- other community organizations in which the Director participates.

Duties

Actsafes Directors' duties include the following:

Duty of Loyalty – Directors must act honestly, in good faith and in the best interests of Actsafe.¹ In placing the interests of Actsafe ahead of their own personal or business interests, Directors must:

- be honest in their dealings with Actsafe and with others on behalf of Actsafe;
- avoid situations where they could profit at the expense of Actsafe, appropriate a business opportunity of Actsafe or otherwise put themselves in a position of conflict between their own private interests and the best interests of Actsafe;
- avoid speaking against or undermining any decision of the Board, regardless of whether the Director agrees with or voted for that decision;
- avoid engaging in activity or speaking publicly on matters where this could be perceived as an official act or representation of Actsafe unless specifically authorized to do so by Actsafe.

Duty of Care – Directors owe a duty of care to Actsafe and must exercise the degree of diligence and skill of a reasonably prudent person.²

Duty of Confidentiality – Directors must not divulge confidential information that they receive as a Director to anyone other than persons who are authorized to receive the information. The duty to maintain information in confidence continues after a Director ceases to be a Director.

Duty to Disclose – Directors have a duty of continuing disclosure.³ If a Director becomes aware of a matter which they have a duty to disclose or report under this Code, the Director must advise the Board Chair as soon as is reasonably practicable.

¹ *Societies Act*, s. 53(1)(a).

² *Societies Act*, s. 53(1)(b).

³ *Societies Act*, s. 56.

Duty of Compliance – Directors will comply with all applicable laws and regulations and with Actsafe’s Bylaws and policies adopted by the Board from time to time, including this Code. No Director will commit or condone an illegal act or instruct another Director to do so. All Directors are expected to follow the spirit as well as the letter of the law.

Duty of Knowledge – Directors must familiarize themselves with the relevant legislation applicable to Actsafe and to Directors and to satisfy themselves that appropriate safeguards are in place to assure compliance with that legislation.

Conflict of Interest

A conflict of interest is a situation in which the private interests of a Director conflict, potentially conflict or appear to conflict directly or indirectly with their duties to Actsafe, including their duty to act in the best interests of Actsafe. For clarity:

- An **actual conflict of interest** exists where a Director exercises an official power or performs an official duty, at the same time knowing that, in exercise of such performance, there is the opportunity to further a private interest.
- A **potential conflict of interest** exists where there is some private interest that could influence the performance of a Director’s duty or function or the exercise of power, provided that they have not yet exercised that duty or function.
- A **perceived conflict of interest** exists where an informed individual might reasonably hold the apprehension that a conflict of interest exists on the part of the Director.

Actsafe’s primary and strongest defence against conflicts of interest is a strategy of avoidance. By creating systems and processes that, as a matter of practice, avoid actual, potential or perceived conflicts of interest, Actsafe can most effectively reduce the risks associated with conflicts of interest.

Each Director, regardless of the way in which they were elected or appointed, has a responsibility first and foremost to the welfare of Actsafe. Except for systemic conflicts discussed below, every Director should avoid any situation in which there is an actual, potential, or perceived conflict of interest, which could interfere with the Director’s judgment in making decisions in Actsafe’s best interests.

Potential Conflicts of Interest Relating to Certain Elected Directors

The structure of the Board (as set out in the Bylaws⁴) provides that the Board is primarily composed of individuals who are representatives of the workers or employers in the motion picture industry and the performing arts industry. As such, certain conflicts that may arise from time to time are deemed to be acceptable and should not require the Director to be excluded from the discussion or voting. On the other hand, there will be situations where the conflicts are significant enough that certain Directors must be excluded from discussion or voting.

Conflict of interest situations that involve such representative elected directors will generally fall into one of the following categories.

- **Constituency Membership.** In situations where a Director has an interest in a matter or issue under consideration that is shared in common with a substantial section of the constituency of which they are a member and/or who elected or appointed them to the Board, the Director will not be taken to have a conflict of interest for the purpose of this Code and is expected to participate in the discussion and voting. An example of such a conflict includes Board discussions on Actsafe's budget.
- **Duty to the Constituency.** In situations where duties of a Director to the constituency that elected them conflict with such Director's duty to Actsafe, and the conflict of interest is of a significant, ongoing nature, such Director must resign from the Board.
- **One-off.** In situations where a conflict arises that is not regularly recurring, conflicts can be managed under a well-defined protocol that requires the Director to disclose the conflict and refrain from participating in the discussion or voting. An example of such a conflict includes Board discussions and decisions directly affecting a specific employer in the motion picture industry.

General Conflict of Interest Situations

The following examples have been developed to provide guidance to the Directors in areas where actual, potential or perceived conflicts of interest or other ethical issues may arise. They do not constitute an exhaustive list.

Corporate Opportunity

⁴ Actsafe Bylaws, s. 5.2.



No Director should receive personal financial benefit through the use or misuse of confidential information in relation to the business of Actsafe. Examples of situations that could contravene this policy are:

- taking advantage, for personal gain, of a business opportunity known because of one's position with Actsafe;
- speculating in any commodity or real estate that is or is likely to be acquired or required by Actsafe; or
- conducting any private business activity from or by using any Actsafe asset for personal purposes, unless expressly authorized to do so, in writing.

Investment Activity

Directors may not, directly or indirectly through associates, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the performance of their duties with Actsafe that could affect the value of such interest.

Entertainment, Gifts and Benefits

In this discussion, "gifts or benefits" include cash, preferred loans, securities or secret commissions and "entertainment" includes invitations to attend events or functions, or to take part in excursions.

It is essential that all those who do business with Actsafe have access to Actsafe on equal terms. Directors should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that does business with Actsafe. Similarly, no Director may offer entertainment, gifts or benefits in order to secure preferential treatment for Actsafe.

A Director may only accept gifts, entertainment and benefits if the value does not exceed \$150 and such gifts, entertainment and benefits are in the normal exchanges common to business relationships. The following criteria should guide Directors' judgment:

- the gift, entertainment or benefit would be considered by the business community to be within the bounds of propriety taking into account all the circumstances of the occasion;
- the exchange does not nor is it expected to create an obligation; it occurs infrequently; and
- it could be justified on an Actsafe expense statement if the Director offered rather than received it.



Full and immediate disclosure of borderline situations will always be taken as good-faith compliance with this Code.

Non-Profit Associations and Professional Associations

From time to time, a Director may reach a position of leadership in a non-profit or professional association where they may be viewed as a spokesperson for that group. In such situations, the Director should take reasonable steps to ensure that when speaking on behalf of that association they are not seen as a spokesperson of Actsafe.

Use of Actsafe Property

Directors must not misappropriate Actsafe assets for personal use.

Directors are entrusted with the care, management and cost-effective use of Actsafe's property, including the use of Actsafe's name, and should not make use of these resources for their own personal benefit or purposes.

Directors should ensure that any Actsafe property assigned to them for business purposes is maintained in good condition, and should be able to account for such property.

Protocol for Addressing Conflicts of Interest

A Director has an obligation to declare a conflict of interest at the earliest possible time, and, in any event, prior to discussion or decision of an issue.⁵ Upon declaration of a conflict, the person recording the meeting's proceedings notes the declaration and the Director must:

- refrain from further participation in any activities involved with the matter; and
- absent themselves from the proceedings during discussion or voting on that particular matter, contract or arrangement.

Where a Director is unsure of whether they are in conflict, that Director should raise the potential conflict with the Board, and the Board determines whether or not a conflict of interest exists.⁶ The Director with the potential conflict does not vote. The Director absents themselves during discussion and voting by the remaining Directors. Before doing so, the Director may give the Board a statement on their opinion of whether a conflict exists. The Director may be asked to return only to answer questions and clarify matters pertaining to the potential conflict.

⁵ Where possible, conflicts should be declared before a Director receives written materials relevant to the matter. In this case, the conflict should be declared in writing to the Board Chair.

⁶ The Board may seek advice from legal counsel in assessing conflicts.

A Director who perceives another Director to be in conflict should identify the potential conflict to the Board at the first opportunity. The Board determines by majority vote whether or not a conflict exists, and the person with the potential conflict does not vote.

Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that the Director's involvement has, or could be perceived⁷ to have influenced the decision, the Board must re-examine the matter and may rescind, vary or confirm its decision.

Confidential Information

A Director should at all times maintain the confidentiality of all confidential information and all records of Actsafe, and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.

Similarly, Directors may not use confidential information obtained through their association with Actsafe to further their private interests or the private interests of their associates.

Annual Declaration

Directors are required to annually complete the Form of Declaration set out below to acknowledge that they have read, and understand, the Code.

Responsible:	Board of Directors
Date of approval of original policy:	June 3, 2014
Date of approval of last amendment to policy:	January 29, 2019

⁷ An example of a situation where a Director has or could be perceived to have influenced a decision is where the Director expressed their views to the other Directors on the matter in question.



FORM OF ANNUAL DECLARATION FOR DIRECTORS

I have read and understood the Code of Conduct. This Statement discloses information as of the date written below.

A direct or indirect conflict with my duty as a Director of Actsafe may arise because:

N/A

-or-

(insert relevant information here)

I, the undersigned, declare that:

Other than disclosed above, I do not have any relationships or interests that could compromise, or be perceived to compromise, my ability to exercise judgment with a view to the best interests of Actsafe.

I have read and considered this Code and agree to conduct myself in accordance with the Code.

I agree to promptly provide an updated Declaration annually or as may be required by changed circumstances.

Signature

Name

Date



POLICY #2: CONFIDENTIALITY

As Actsafe is a health and safety organization, confidentiality is a basic element of the operation of Actsafe. To protect the confidentiality of stakeholders, employees and the organization, Directors may not discuss information concerning Actsafe business or other employees with anyone except when necessary for the purpose of daily business.

Directors will keep industry member information and disclosures confidential. Directors will give access to information to only those authorized personnel directly responsible for services to the members. Directors will exercise care to ensure that unauthorized individuals do not overhear discussion of confidential information and that information is not communicated which could lead to the identification of industry members. At all times, Directors will consider protection of industry member confidentiality.

Directors and the chief executive of Actsafe understand and agree that during their service or employment they may obtain information and documents which are confidential, privileged or proprietary in nature and which must be kept confidential both during and after their term of service or employment. As such, Directors and the chief executive are required to return any such documents containing privileged or confidential information at the time of the termination of employment or expiration of service. Breaches of confidential information may result in termination or removal from the position of Director or chief executive.

Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #3: ROLE OF THE BOARD

The board of Actsafe is responsible for overseeing the mission and purpose of the organization. Its duties include participation in planning and making policy decisions, ensuring the financing of plan and decisions and monitoring organizational performance. The board also presents the organization's image to the community and solicits its support in achieving Actsafe's goals.

Responsibilities

The Board:

- Approves the organization's mission and review management's performance in achieving it;
- Annually reviews and approves or evaluates the organization's strategic or business plan;
- Annually reviews and approves the organization's funding plans;
- Annually reviews and approves the organization's budget;
- Approves major policies.

Organization

The Board:

- Elects, monitors, appraises, advises, stimulates, supports, rewards, and, if deemed necessary or desirable, changes chief executive;
- Regularly discusses with the chief executive matters that are of concern to that person or to the board;
- Annually approves the performance review of the chief executive and establishes compensation;
- Ensures that management and board succession is properly planned;
- Ensures that the organizational strength and employee base can substantiate long-range goals;
- Annually review she performance of the board (including its composition, organization, and responsibilities) and takes steps to improve its performance.

Operations

The Board:

- Reviews results achieved by management as compared with the organization's mission and strategic or business plans;
- Takes measures to be certain that the financial structure of the organization will adequately support its current needs and long-range strategy;
- Provides candid and constructive criticism, advice, and comments;



- Approves major actions of the organization such as capital expenditures on all projects over authorized limits and major changes in programs and services.

Audit

The Board:

- Ensures that the board and its committees are adequately informed of the financial condition of the organization and its operations through reports or any appropriate method;
- Ensures that published reports properly reflect the operating results and financial condition of the organization;
- Ensures that management has established appropriate conflict of interest, personnel and operational policies and is diligent in its administration and enforcement of those policies;
- Appoints independent auditors subject to approval by board members;
- Conducts internal audits as deemed necessary;
- Reviews compliance with relevant material laws affecting the organization and its programs and operations.

Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019



POLICY #4: BOARD MEMBER ACKNOWLEDGMENT

Upon appointment or election to the Board, and periodically thereafter, Directors will acknowledge their commitment and responsibilities as follows.

FORM OF ACKNOWLEDGEMENT

As a board member of Actsafe, I am committed and dedicated to the mission of Actsafe, as it may change from time to time, and I pledge to help carry out this mission. I understand that my duties and responsibilities include the following:

- With my fellow board members, I have responsibility for financial matters for Actsafe. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget.
- With my fellow board members, I have legal responsibilities in my role as Director for Actsafe. My obligations include declaring conflicts of interest and maintaining confidentiality as required.
- I have moral responsibilities for the health and well-being of Actsafe.
- I have read the bylaws and board policies of Actsafe, and I understand I am responsible to ensure those bylaws and board policies are maintained and updated. I will oversee the implementation of bylaws and board policies.
- I will actively promote Actsafe, encourage and support its staff, and work in concert and in good faith with other members of the board and members of standing committees.
- I will attend board meetings, be available for phone consultation, and may sit on standing committees.

If I am not able to meet my obligations as a board member, I will offer my resignation. I offer my trust to the other Directors to carry out the above agreements to the best of my ability.

Signature

Name

Date

Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #5: BOARD CHAIR RESPONSIBILITIES

The responsibility of the board chair is, primarily, to ensure the integrity of the board’s process. The chair is the spokesperson for the board itself, other than in specifically authorized instances when others fill that role. The chair ensures that the board operates within its own rules and those legitimately imposed upon it from outside. Business meetings will focus on policy clearly belonging to the board, not the staff. The chair has no authority to make policy decisions for the board, but is expected to help the chief executive interpret board policy.

Responsibilities

The Chair:

- Provides leadership to the board;
- Chairs meetings of board of directors, and other bodies as necessary, respecting the views members and, as applicable, other stakeholders;
- Actively builds consensus among directors, members and, as applicable, other stakeholders;
- Ensures board goals and objectives are met;
- Maintains neutrality in dealings with members and as applicable, other stakeholders;
- Ensures there is a process of evaluation for the chief executive, board members and the board as a whole.

Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019



POLICY #6: COMPENSATION OF BOARD MEMBERS

Directors may be entitled to remuneration for acting as a Director in accordance with this policy. A Director may also be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society

Board members are entitled to remuneration when their service on the Board is on a volunteer basis. If a Board member is being compensated by their employer for their service on the Board, as may be the case with some representative Directors, they are not entitled to remuneration.

Furthermore, any board member may waive all or any portion of their compensation during their term of office, by a written waiver filed with the chief executive. The waiver may be filed any time after the director's election.

Remuneration is considered compensation and will be disclosed in Actsafe's audited annual financial statements and may be subject to withholding tax.

Remuneration Rates

The chair of the board may receive compensation as follows:

- Meeting preparation: \$300 per month
- Board and standing committee meeting attendance: \$200 per meeting

All other Board members may receive compensation as follows:

- Meeting preparation: \$100 per board meeting
- Board and standing committee meeting attendance: \$150 per meeting

For services provided outside of board or standing committee meetings, to avoid a conflict-of-interest situation between an individual board member and Actsafe, the following procedure will be observed:

If the board member is asked or volunteers to perform a service in their capacity as a board member, the board member will not charge or be reimbursed for the service. If the board member is requested by the organization to perform a service or provide a product to the organization, competitive bids will be sought and/or comparable valuation determined. If the contract is awarded by a vote of the disinterested directors, the board member will be paid accordingly for the service or product.



Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #7: BOARD SELF-ASSESSMENT

The Board is committed to assessing its own performance as a board in order to identify its strengths and areas in which it may improve its functioning. Board self-assessments will be conducted on even numbered year, alternating with Standing Committee self-assessments on odd numbered years.

The purpose of the board self-assessment is to identify those areas of board functions that are working well and those that may need improvement. The board self-assessment speaks to the board as a whole, not to individual members. It is the evaluation process of the overall effectiveness of the board as a decision-making group.

Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #8: BOARD MEMBER ORIENTATION

Recognizing that orientation is the first step in the development of a capable and engaged board member, Actsafe will ensure that new members of the board receive an orientation prior to their first board meeting.

Orientation benefits the board as a team by providing an official launch for new partnerships and relationships. Orientation is intended to be: an initiation to board service; an introduction to the organization, its mission, and programs; clarification of future time and financial demands; an opportunity to get to know other team members; and a chance to form an educated foundation for the coming years on the board.

In addition, as part of the orientation plan, new directors may be matched with a current director who will serve as their board mentor.

Board orientations will contain, but not be limited to, the following components:

- Introduction to board and staff;
- Introduction to board mentor, if any;
- Review by board member(s) of Mission, Vision, Values;
- Financial overview including current financial statements and annual budget and most recent Annual Report;
- Presentations by board member(s) on board roles, bylaws, and policies;
- Presentation by WorkSafeBC representative on WorkSafeBC’s role and the relationship between Actsafe and WorkSafeBC;
- Presentation by staff on strategic plan, operations plan, services, and programs
- Presentation on indemnification & risks to business;
- Signing of necessary forms and declarations as required by by-laws, policies or the BC Societies Act.

Responsible:	Board of Directors and chief executive
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019



POLICY #9: CHIEF EXECUTIVE PERFORMANCE EVALUATION

The board monitors the chief executive to ensure that they are competent and effective, including conducting an annual review and appraisal of the chief executive’s performance.

The annual goals and objectives will be mutually discussed and agreed upon, and will serve as the basis for performance evaluations. Objectives and goals for the upcoming year will be set as soon as possible each fiscal year, and in any event within the first 90 days of the fiscal year, and will serve as the basis for performance evaluations.

The board and chief executive should mutually agree on the process of formal performance reviews. The primary purpose of performance evaluations is to help the chief executive perform more effectively. Compensation may be discussed but is not the primary purpose for conducting the evaluation.

The review will be conducted annually as soon as possible after the end of the fiscal year, and in any event not later than 60 days after the end of the fiscal year.

Responsible:	Board Chair
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #10: CHIEF EXECUTIVE COMPENSATION

Actsafe’s primary objective is to provide a total compensation opportunity consistent with market-based compensation practices for individuals possessing the experience and skills needed to lead Actsafe in collaborating with B.C.’s motion picture and performing arts industries to provide innovative, accessible health and safety training and resources.

The organization’s executive compensation program is designed to:

- Encourage the attraction and retention of capable executives;
- Provide a reasonable total compensation package, including benefits, for an organization of similar scale and nature;
- Reinforce the goals of the organization by supporting teamwork and collaboration;
- Balance the need to be competitive with the limits of available financial resources; and
- Ensure that the program complies with provincial and federal legislation.

The board will consider annual pay raises including cost of living adjustments, if any, in the context of overall performance, compensation history, and any other elements of compensation granted in such year.

The board retains the authority to establish compensation guidelines; however, the work of the board may be delegated to a compensation workgroup or committee, which will make recommendations to the board.

Responsible:	Board of Directors
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019



POLICY #11: CHIEF EXECUTIVE SUCCESSION

There are two types of chief executive transitions and, although they share some key elements, they differ in the challenges they present to the board and in how they are implemented. One is the planned transition in which the chief executive notifies the board of intent to leave, enough in advance to allow the board and the organization to prepare. The second is a sudden departure, whether by sudden change in circumstances, illness, death, or termination by the board.

In either case, the organization needs to be prepared.

Annually, as part of the chief executive performance evaluation, the chief executive discusses their succession plan with the Board Chair. The Chair, through this discussion, advises the Board of Directors of the procedure in the event of a sudden departure in order to ensure organizational stability until a new chief executive is appointed.

In addition, the chief executive and board will work together to ensure the organization always has in place:

- An up-to-date chief executive position description;
- A current strategic and operating plan;
- An operating budget that includes adequate salary and benefits to attract a competent successor; and
- Knowledge of best practices in executive recruitment.

Responsible:	Board of Directors and Chief Executive
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #12: FINANCIAL CONTROLS

Budget Process and Implementation

The board of Actsafe will approve an annual operating budget for each fiscal year that projects income and expenses and provides for programs and support services as outlined in the work plan for the year. The Treasurer will be responsible for reviewing and recommending the annual operating and (if applicable) capital budget to the board for approval. The board will approve the annual budget prior to the start of the fiscal year.

The board authorizes the chief executive to manage the organization in accordance with the approved annual operating budget. Programmatic or operational changes that may have a significant impact on the annual budget will be brought to the Board for discussion and may lead to a budget revision or budget variance approval.

Cheque-signing Authority

- The board chair, vice-chair, treasurer, and chief executive are authorized to sign cheques. Additional signing authorities may be approved by a motion of the board.
- Cheques up to \$4,999 require one signature.
- Cheques \$5,000 and over require two signatures.
- The chief executive cannot sign cheques to themselves. Cheques to the chief executive must be signed by an authorized Board member(s), one or two depending on the amount of the cheque.

Banking

Actsafe will maintain its accounts in financial institutions that are approved by the board. Cash reserves or surplus funds will be invested in accordance with the investment policy established by the board.

Quarterly Review

Financial forecasts will be reviewed quarterly by the treasurer and presented to the board.

Borrowing Funds

It is the policy of the board that any borrowing of funds by Actsafe will only be done with prior board approval.

Loans

No loans may be made to any member of the board, to the chief executive, or to any employee of the organization. In exceptional circumstances, the chief executive may approve a payroll advance to an employee under the following conditions:

- That it be less than \$1,000;
- That it be repaid through payroll withholding;
- That it be documented in writing including time for repayment;
- That the written terms provide that the full amount plus interest, if any, becomes due immediately repayable without need for demand by the organization upon termination of employment and will be set off against any amount payable to the employee.

The chief executive is not eligible for a payroll advance.

Mitigation of Risk

Actsafes annually reviews its insurance coverage to ensure the safeguarding of its human, financial, and physical assets. Actsafes maintains necessary policies to insure the organization against General Liability, Indemnification, and Errors and Omissions. In addition, management is responsible for ensuring the prompt and regular fulfillment of statutory and regulatory obligations, which include but are not limited to Canada Revenue Agency, Employment Standards and Occupational Health and Safety.

Responsible:	Board of Directors, Treasurer and Chief Executive
Date of approval of original policy:	January 20, 2012
Date of approval of last amendment to policy:	January 29, 2019

POLICY #13: CASH INVESTMENTS

The objective of Actsafe’s investment policy is to, where possible, invest idle funds and surpluses from self-generated revenue. (Self-generated is all revenue that is collected through fee-based activities such as training programs, consulting services, equipment rentals, merchandise sales, event revenues, private sponsorships, investments, and all other revenue apart from the annual funding provided by WorkSafeBC.) Any such investments will be made with consideration for three overarching principles:

- The preservation of capital;
- Liquidity;
- As high a total rate of return on investments as is consistent with prudent investment risk.

Prudent investment risk is defined as risk free or guaranteed return, and of minimal duration.

Specific decisions will be made by the chief executive and the treasurer, in consideration of the priorities identified above.

In the event of a surplus of WorkSafeBC funding in any given year, defined as when total operational expenses are less than the total WorkSafeBC funding amount for that year, such surplus will be invested with additional restrictions as per Policy #14: Internally Restricted Reserve.

Responsible:	Treasurer and Chief Executive
Date of approval of original policy:	January 20, 2012
Date of approval of last amendment to policy:	January 29, 2019



POLICY #14: INTERNALLY RESTRICTED RESERVE

Actsafe, in a contractual agreement with WorkSafeBC, has established an internally restricted reserve from surplus funding received from WorkSafeBC.

As per the terms of the WorkSafeBC funding agreement, the maximum amount held in this restricted reserve will be limited to the equivalent of three (3) months of Actsafe’s the total WorkSafeBC funding provide of funding of the most current year.

Any use of the restricted reserve for investments will be risk free or guaranteed return, and of minimal duration and in alignment with Policy #13: Cash Investments.

In the event Actsafe ceases operations, the costs associated with winding down the operations will be funded by the Reserve Fund. Prior to any winding down activities, Actsafe will submit to WorkSafeBC a winding down proposal with an itemized budget and timeline to cease operations. If further funding is required to pay for the costs of winding down the operations, then WorkSafeBC, upon review and approval of the winding down proposal, will fund any additional winding down costs. Examples of costs of winding down operations include penalty costs associated with early termination of office leases and employees’ severance pay as required by law for terminating employment. Any unused funding associated with winding down will be considered Surplus Funds and returned to WorkSafeBC within thirty (30) days after the winding down is completed.

Responsible:	Board of Directors
Date of approval of original policy:	January 20, 2012
Date of approval of last amendment to policy:	January 29, 2019



POLICY #15: RESPONSIBILITY FOR HUMAN RESOURCES

Actsafes values a respectful and professional human resources environment which inspires and engages staff towards the fulfillment of Actsafes mission.

The board is responsible for hiring, supervising and evaluating the performance of the chief executive; additionally, the board is responsible for setting and evaluating the compensation of the chief executive as per Policy #15: Chief Executive Compensation.

The chief executive is responsible for hiring, supervising, monitoring and evaluating the performance of the paid, volunteer and contract staff; additionally, the chief executive is responsible for setting and evaluating the compensation of the paid employees. Individual and total staff compensation is reviewed by the board annually during the annual budget presentation and approval process.

Responsible:	Board of Directors and chief executive
Date of approval of original policy:	March 7, 2012
Date of approval of last amendment to policy:	January 29, 2019



POLICY #16: BULLYING & HARASSMENT

As Actsafe is a health and safety organization, the Board is committed to promoting a harassment-free environment within Actsafe, clarifying individual responsibilities to stop harassment, and presenting recourses and procedures to be followed in situations where harassment is present.

Actsafe has adopted a human resources policy entitled “Anti-violence, Harassment, Psychological Harassment and Sexual Harassment Policy - Administration Guideline” (the “**Guideline**”). The Board will work with the chief executive to review and revise the Guideline periodically to ensure that it continues to meet best practices for addressing workplace wellness in this area.

The provisions of the Guideline apply to all interactions among the Board of Directors and Standing Committees, as well as to their respective interactions with the chief executive, staff and volunteers. If any instance arises in which any of the foregoing believe that a violation of the Guideline has occurred, then the Guideline will be considered to be a Board Policy and its procedures followed to address and resolve such instance.

Responsible:	Board of Directors and Chief Executive
Date of approval of original policy:	December 16, 2011
Date of approval of last amendment to policy:	January 29, 2019



POLICY #17: CRISIS COMMUNICATIONS

Actsafesafe is committed to using transparency and disclosure as the preferred strategy for preventing or minimizing crises.

No one is authorized to speak to the news media in a crisis without clearance from the chief executive; if the chief executive is unavailable, the Board chair becomes responsible for authorizing communications, in conjunction with the Communications Manager.

The Communications Manager is responsible for developing crisis communication strategies. Final approval of these strategies will rest with the chief executive and/or the Board chair.

When crises erupt, the chief executive and Communications Manager will verify information about the crisis, assess the severity of the crisis, and communicate with the board and key stakeholders as quickly as possible. Determination of which stakeholders are key will be determined by analysis of the issue at hand. Stakeholder communications will include who should speak for Actsafesafe, distribution of verified information and steps being taken by the organization and/or the Board.

Responsible:	Board of Directors
Date of approval of original policy:	December 16 2011
Date of approval of last amendment to policy:	January 29, 2019

POLICY #18: STANDING COMMITTEE TERMS OF REFERENCE

Pursuant to Actsafe’s bylaws⁸, the Board has struck two standing committees, the Motion Picture Standing Committee (“**MPSC**”) and the Performing Arts Standing Committee (“**PASC**”) and together with the MPSC, the “**Standing Committees**”). The purpose of each Standing Committee is to provide strategic advice and non-binding recommendations to the Board and staff.

The Standing Committees offer broad vision and guidance to the Board and staff, give voice to Actsafe’s member needs, and identify priorities for Actsafe programs. The Standing Committees are an important avenue for Actsafe’s outreach, providing significant collective reach to the communities we serve, as well as bringing collective intelligence and intellectual resources to Actsafe. In considering the Standing Committees’ recommendations, the Board takes into consideration the following:

- Actsafe is a member-driven organization and the Board values the input of Actsafe’s members;
- the Board strives to act on the recommendations of the Standing Committees, with consideration of the ideas, intent and desire of the Standing Committee Members and their consensus-based recommendations; and
- the Board, through its balanced composition and structure, is committed to fairness and transparency in making decisions based on Standing Committee recommendations.

Standing Committee Size and Composition

Actsafe’s Standing Committees are composed of: (1) individuals, if the individual is an individual member of Actsafe; and (2) individuals who are delegates identified by member organizations to sit on a Standing Committee as worker or employer representatives (collectively, “**Standing Committee Members**” and each, a “**Standing Committee Member**”). To ensure that the Board and staff have the benefit of the views of Actsafe’s membership, diverse groups from each sector will be represented including unions, associations, corporations and industry stakeholders.

Each Standing Committee will be comprised of a minimum of 10 and a maximum of 25 Standing Committee Members, as may be determined from time to time by the Board. Actsafe members (individuals and organizations) are invited to join the MPSC or the PASC, as the case may be, by the Board.

⁸ Bylaws, s. 6.7



Each member organization will provide written notice to Actsafe's chief executive specifying the names of the individuals who will participate as the primary or alternate Standing Committee Member at MPSC or PASC meetings, as the case may be, on behalf of such Actsafe member organization.

The Board Chair is a non-voting member of each Standing Committee, *ex officio*. Actsafe Board members are encouraged to attend all Standing Committee meetings.

From time to time, the Chair of a Standing Committee may determine that the Standing Committee may require special assistance on a particular issue from an advisor. Advisors are industry specialists who are invited to participate in a Standing Committee meeting to bring specific expertise to a particular issue.

WorkSafeBC is entitled to designate one or more individuals who will attend each Standing Committee meeting as an observer.

Responsibilities of Standing Committee Members

Standing Committee Members are expected to bring their knowledge and perspective to each MPSC or PASC meeting, as the case may be. At each meeting, Standing Committee Members review information, discuss issues, and provide advice and recommendations within their areas of expertise.

Standing Committee Members are expected to participate in Actsafe's orientation process, as determined by the Chair of the Standing Committee.

Compensation

Standing Committee members are entitled to remuneration when their service on the Committee is on a volunteer basis. If a Board member is being compensated by their employer for their service on the Committee, as may be the case with representatives of member organizations, they are not entitled to remuneration.

Furthermore, any committee member may waive all or any portion of their compensation by a written waiver filed with the chief executive. The waiver may be filed any time during their membership on the standing committee

Remuneration is considered compensation and will be disclosed in Actsafe's audited annual financial statements and may be subject to withholding tax.

The remuneration amount will be set by the Board and adjusted from time-to-time as necessary. The amount is considered compensation for time and reasonable expenses (i.e. parking, transportation, etc.) related to attendance at the meetings. There will be



no other compensation for time and expenses without the prior approval of Actsafe's chief executive.

Standing Committee Members must sign in and indicate their request for a per diem at each Standing Committee meeting attended.

Conflict of Interest

Standing Committee Members have an obligation to conduct business within guidelines that prohibit actual, potential or perceived conflicts of interest. An actual, potential or perceived conflict of interest occurs when a Standing Committee Member is in a position to influence a decision that may result in personal gain.

No presumption of a conflict is created by the mere existence of a relationship with outside organizations. However, if a Standing Committee Member perceives themselves to be in an actual, potential or perceived conflict of interest, it is imperative that they disclose to the Standing Committee Chair or Board Chair as soon as possible, so that safeguards can be established to protect all parties.

For services provided outside of Standing Committee meetings, in order to avoid a conflict-of-interest situation between a Standing Committee Member and Actsafe, the following procedure will be observed:

- If the Standing Committee Member is asked or volunteers to perform a service in their capacity as a Standing Committee Member, the Standing Committee Member will not charge or be reimbursed for the service.
- If the Standing Committee Member (or the Actsafe member organization to which they belong) is requested by Actsafe to perform a service or provide a product to Actsafe, competitive bids will be sought and/or comparable valuation determined. If the contract is awarded, the Standing Committee Member (or the Actsafe member organization to which they belong) will be paid accordingly for the service or product.

Standard of Care and Diligence

Each Standing Committee Member is expected to:

- exercise due diligence and reasonable care in carrying out their responsibilities;
- become familiar with the business of Actsafe;
- prepare thoroughly for each Standing Committee meeting;
- attend meetings;
- participate actively in meetings;
- become familiar with deliberations and decisions as soon as possible after any missed meetings; and
- devote sufficient time to Standing Committee matters, including orientation.

Standing Committee Meeting Practices

Chair

Actsafes chief executive will chair all Standing Committee meetings. The Standing Committee Chair is responsible for:

- Scheduling meetings and notifying Standing Committee Members of meeting dates;
- Developing the meeting agenda and information packages;
- Exercising their discretion in inviting advisors or other guests to attend meetings, when required;
- Chairing Standing Committee meetings and ensuring there is an orderly, robust dialogue;
- Ensuring minutes are taken, reviewed and approved, in order that there be a clear record of advice and recommendations; and
- Reporting to the Board at the next meeting following each Standing Committee meeting.

Meeting Agenda

Meeting agendas are approved by the Standing Committee Chair. The meeting agendas and information packages will be distributed to all Standing Committee Members of the applicable Standing Committee at least five days prior to the meeting date.

If a Standing Committee Member wishes the MPSC or PASC, as the case may be, to consider a particular topic at its next meeting, such member must submit a written proposal to the Standing Committee Chair no later than 10 business days prior to the scheduled meeting date. The Standing Committee Chair will determine, at their sole discretion, whether or not to include the proposal in the meeting agenda.

Meeting Schedule

The Standing Committees meet a minimum of four times per year, with additional meetings related to ad hoc work groups or specific issues set from time to time.

Quorum and Participation in Meetings

Quorum is the majority of the MPSC or PASC, as the case may be. An MPSC or PASC meeting may be held by means of a conference telephone call or other means by which all the Standing Committee Members agree to participate in that manner and those participating can hear each other. A Standing Committee Member participating in a meeting in such a manner is deemed to be present at the meeting.

Discussion and Decision Making

Standing Committee discussions can be complex, as many factors enter into topics related to health and safety. Standing Committee Members are expected to bring industry related health and safety issues to the table, or to request in advance of the meeting that topics be added to the agenda. Discussion is expected to be full, open and respectful. If necessary, it is the role of the Chair to remind Standing Committee Members to treat the opinions of others with respect, while ensuring full discussion.

In recognition that Actsafe's Standing Committees do not have equal representation (in terms of numbers) from employer and worker organizations, each Standing Committee will strive to make decisions regarding specific recommendations to be made to the Board and Actsafe staff by consensus, not by vote. Consensus for this purpose is interpreted as broad unanimity, general or widespread agreement amongst Standing Committee Members. The following guiding principles will be used by the Standing Committee Chair to determine if consensus has been reached:

"Each Standing Committee Member can say:

- I believe that others understand my point of view.
- I believe that I understand the point of view of others.
- Whether or not I prefer this recommendation, I support it and will not undermine it because it was arrived at openly and fairly and is the best recommendation coming from this Standing Committee at this time."

Issues Channel

If a committee member is unhappy with the functioning, governance or overall decision making of the committee and is uncomfortable discussing their concerns with the committee directly, those issues should be escalated to the attention of Actsafe's Board through the representative Director who represents their constituency.

Evaluation

Actsafe is committed to assessing its own performance as an organization; the Standing Committees, as a critical aspect of Actsafe's operations will assess their performance in order to identify strengths and areas in which their functioning may be improved. Standing Committee self-evaluations speak to the work of the committee as a whole and the support provided by staff. It does not address the work of individual Standing Committee Members.

All Standing Committee Members are expected to participate in the evaluation process. Evaluation results will be brought back to the Standing Committee for discussion.



Short evaluations are generally conducted at the end of every standing committee meeting and a comprehensive self-assessment survey will be conducted every other year, alternating with Board self-assessments

Communications

The Standing Committee Chair is the spokesperson for each Standing Committee. The approved minutes of each meeting and periodic communiqués issued by Actsafe are the official communications with respect to each Standing Committee’s work.

Standing Committee Members are expected to report back to their stakeholders on Standing Committee advice, recommendations and initiatives (as reflected in the approved minutes and communiqués), and to promote health and safety. The Standing Committee Chair is not expected to communicate regularly with more than one individual at each Actsafe member organization.

Responsible:	Chief Executive and Board Chair
Date of approval of original policy:	April 12, 2013
Date of approval of last amendment to policy:	January 29, 2019

POLICY #19: STANDING COMMITTEE ORIENTATION

Recognizing that orientation is the first step in the development of a capable and engaged standing committee, Actsafe will ensure that new members of standing committees receive a formal orientation prior to their first meeting. Actsafe will strive to ensure that new standing committee advisors also receive a formal orientation.

Orientation benefits the standing committee by providing an official launch for new partnerships and relationships. Orientation is intended to be: an initiation to standing committee membership; an introduction to the organization, its mission, and programs; clarification of future time and financial demands; an opportunity to get to know other members or advisors; and a chance to form an educated foundation for the coming years of service.

Standing Committee orientations will contain, but not be limited to, the following components:

- Introduction to the organization;
- Review of the current strategic plan;
- Presentations on standing committee terms of reference;
- Presentation on WorkSafeBC’s role and the relationship between Actsafe and WorkSafeBC;
- Presentation Actsafe’s programs and services; and
- Confirmation of Representative Director as first point of contact for questions and concerns related to committee norms and governance.

Responsible:	Board of Directors and Chief Executive
Date of approval of original policy:	December 16 2011
Date of approval of last amendment to policy:	January 29, 2019