

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 Lead Executive;
- Regularly discusses with the Lead Executive matters that are of concern to that person or to the board;
- Annually approves the performance review of the Lead 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 #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.

Each member organization will provide written notice to Actsafe's Lead 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.

⁸ Bylaws, s. 6.7

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 Lead 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 Lead 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

Actsafe's Lead 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:	Lead 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 Lead Executive
Date of approval of original policy:	December 16 2011
Date of approval of last amendment to policy:	January 29, 2019