

## SECTION 2 – ORGANIZATIONAL STRUCTURE

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## SECTION 2 – ORGANIZATIONAL STRUCTURE

### 2.01 Organizational Structure

The Board of Directors shall accomplish its work through the development of policies and through participation on sub-committees. It is the responsibility of Management to implement the policies developed by the Board of Directors. Employees are the responsibility of the General Manager.

### 2.02 Board of Directors of CFDCPL

#### 1. Board Composition

- a. The Directors of CFDCPL will be its only members. CFDCPL will have a minimum of three (3) directors and the maximum number will be the number of active members of the Board of Directors.
- b. There are no membership dues.
- c. CFDCPL strives to ensure that there is gender equality when recruiting members for the Board of Directors.
- d. In our community there is not as much diversity as you would find in the urban centres. We do encourage diversity and seek directors that give a good representation of our region.
- e. There is not a visible francophone community within our communities but promotion of francophone programs will be available on our website to ensure all citizens that we will assist all within our capacity.
- f. Directors will represent the following sectors of the community:
  - i. Agriculture
  - ii. Forestry
  - iii. Petroleum
  - iv. Business
  - v. Education
  - vi. Government Agencies

The choice of the community sectors can be changed at the discretion of the board; however, no single class of membership shall exceed one-third of the whole.

- g. Each geographic area within the designated boundaries of CFDCPL will be represented.

Every effort will be made to ensure that the Board of Directors represents each area. In any case, it will be the responsibility of the General Manager to ensure that each geographic area is adequately serviced by CFDCPL.

- h. As Directors of a non-profit corporation, Directors will serve without pay.
- i. Reasonable expenses incurred by the Directors in the course of carrying out their duties will be reimbursed in accordance with the Federal Government's travel allowance schedule.

Reasonable expenses include:

- i. meals, accommodation and transportation where travel is required to attend meetings or to carry out other CFDCPL business
- ii. incidental expenses where required to attend meetings or to carry out other CFDCPL business
- iii. receipts must accompany travel expense claim where applicable
- iv. where practical, travel and accommodation will be shared to reduce expenses

## 2. Board Elections and Renewal

- a. Directors will be elected at the annual general meeting for two-year terms.
- b. Elections will be held annually with one half of all Directors being elected every year to allow for director experience to carry over from one year to the next.
- c. Maximum tenure of Directors is nine years from the date of first election by members.
- d. The Board of Directors of CFDCPL has until March 31, 2016 to implement the policies above.

## 3. Board Responsibilities

- a. Developing policy
- b. Hiring the General Manager
- c. Adopting annual and longer term plans and budgets
- d. Setting wage and benefit levels
- e. Hearing disciplinary appeals
- f. Appointing committees and directors of subsidiary bodies
- g. Providing a continuing liaison with the community and government agencies

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## 4. Board Meetings

- a. Regular Meetings
  - i. There will be a maximum of twelve (12) regular meetings per year.
  - ii. A quorum for the committee shall be 50% of active members.
  - iii. Meetings will be open to the entire membership except when an in-camera session is officially announced by the Chair.
  - iv. Guests and staff will be allowed to attend at the discretion of the Chair.
- b. Agendas
  - i. Any Director may request additions or deletions to the agenda.
  - ii. Whenever possible, material related to the agenda will be given to the board in advance of the meeting.
  - iii. Only those issues exclusive to the Board's responsibility will consume Board time.
- c. Attendance
  - i. Directors will attend all board meetings, unless previously excused from attending.
  - ii. Any Director absent from three (3) regularly scheduled meetings without prior notice will be requested, in writing, to confirm his/her willingness to remain on the Board.
  - iii. Directors may request, in writing, a leave of absence; this leave shall be granted at the discretion of the Board.

## 2.03 Officers

### 1. Appointment

- a. Officers will be elected from among the Directors at the annual general meeting for a one-year term, except the Secretary Treasurer, who will be elected for a two year term.
- b. Positions include:
  - i. Past Chairperson – one year term
  - ii. Vice Chairperson – one year term
  - iii. Chairperson – one year term
  - iv. Secretary/Treasurer – two year term

In the interest of providing a workable succession for the officer roles, it is expected that the individual elected to the vice-chairperson position has committed to succeeding into the chairperson and past chairperson roles in the next two consecutive years.

- c. As with directorships, these positions are non-remunerative.

- d. Officers will be required to act as official signatories.

## **2. Past Chairperson**

Duties and responsibilities:

- a. Assist new Chairperson in their duties and responsibilities and ex-officio on committees

## **3. Chairperson**

Duties and Responsibilities:

- a. Presides at all meetings of the Directors and members unless unable to attend
- b. Ensures that proper minutes are kept of the proceedings.
- c. Notifies the Vice-Chairperson in advance should he or she be required to act in the Chairperson's place.
- d. Liaise with sub-committee chairs and General Manager to keep apprised of the progress of actions decided upon at meetings or items that should be added to the upcoming meeting's agenda.
- e. May also be called upon to act on behalf of the Board as an advisor to the General Manager regarding policy implementation and in a public relations capacity.
- f. Chairperson will assume the role of Past Chairperson until the next annual meeting.

## **4. Vice-Chairperson**

Duties and Responsibilities:

- a. The Vice-Chairperson shall take on the duties of the Chairperson in his or her absence.
- b. The Vice-Chairperson will assume the role of Chairperson at the following annual meeting.

## **5. Secretary/Treasurer**

Duties and Responsibilities:

- a. Shall give, or cause to be given, notices for all meetings of the Board or committees when directed to do so.
- b. Shall have charge of the minute books of the Corporation.
- c. Ensures that proper accounting records are kept for the corporation's financial transactions.
- d. Keeps the Board apprised of the Corporation's financial position.

## **2.04 Sub-Committees**

### **1. Committee Membership Criteria**

- a. Members are appointed by the Board, based on recommendations received from the committee Chairperson.
- b. A replacement, appointed by the Board, will serve the remaining term if a vacancy occurs.
- c. All sub-committees are accountable to the Board.
- d. Additional committees will be appointed by the Board, as needed, with their mandate, scope and terms of reference clearly specified.

### **2. Committee Responsibilities**

- a. Ensures that minutes of all meetings are kept.
- b. Reports to the Board on a monthly basis.

### **3. Standing Committees**

- a. Loans Committee
- b. SE Committee
- c. Personnel Committee

### **4. Loans Committee**

- a. Membership
  - i. Comprised of a minimum of three (3) members, at least three (3) of whom are Directors of CFDCPL.
  - ii. Members are chosen for their business acumen and experience, as well as their fair-mindedness, understanding of the community and availability for committee meetings.
  - iii. The General Manager will be an ex-officio member of the committee.
  - iv. A quorum for the committee shall be three (3) members, two (2) of which must be Board members.
  
- b. Responsibilities
  - i. Administers the investment activities of the Corporation.
  - ii. Reviews and either approve or declines loan applications and any requests for amendments to loan agreements.
  - iii. Reviews delinquent accounts and makes decisions on plans of action for collections procedures. These decisions are final and not subject to approval by the CFDCPL Board.
  - iv. Reports investment fund activities to the Board on a monthly basis.
  - v. Reviews policy, philosophy and goals established by the Board for consistency and effectiveness.
  - vi. Makes recommendations to the Board for changes to policy, philosophy and goals.

## **5. Self-Employment Program Committee**

- a. Membership
  - i. Consists of at least five (5) members
  - ii. Members are chosen for their ability to represent the community, their understanding of small business and their fair-mindedness.
  - iii. The General Manager, Business Analyst and a representative from Canada Employment Centres are considered ex-officio members.
  - iv. A quorum shall be three (3) members.
  
- b. Responsibilities
  - i. Monitors the SE Program
  - ii. Sets discretionary selection criteria
  - iii. Develops and monitors plans and budgets
  - iv. Contracts trainers
  - v. Selects program participants
  - vi. Recommends suspension or termination of a client

## **6. Personnel Committee**

- a. Responsibilities

- i. Develops and monitors personnel policies and practices.
- ii. Makes recommendations to the Board for change when necessary.
- iii. Will assist General Manager in new hire selections prior to hiring.
- iv. Develops hiring/termination procedures for staff positions.
- v. Conducts annual performance evaluations of the General Manager.
- vi. Assists the General Manager with grievances when requested.

## **2.05 Peace Liard Ventures Corporation (PLVC)**

This corporation is the wholly owned subsidiary of CFDCPL and was the original investment corporation of the BDC before that function was amalgamated under the non-profit society. Some security documents are still held in the name of PLVC, so it is kept in good standing to allow for eventual complete transition. Technically, PLVC holds no assets or liabilities in its own right as ownership in these has been transferred to CFDCPL.

## **2.06 Professional Services to be Contracted**

1. An auditor will be appointed at the annual general meeting to serve for the upcoming year.
2. CFDCPL will utilize the services of a lawyer and an accountant on a fee-for-service basis.
3. Other professional services will be hired as required.

## **2.07 Employees of CFDCPL**

CFDCPL is a small organization with a great deal of flexibility required of its staff members. Therefore, it is expected that all employees will assist in any way to ensure the smooth operation of the organization.

Staff positions include but are not limited to:

- a. General Manager
- b. Loans Administrator
- c. Self-Employment Program Manager
- d. Finance Administrator
- e. Office Administrator
- f. Communications / Special Projects Coordinator

## **2.08 Confidentiality**

### **1. General Policy**

All Directors, officers, committee members, employers and contractors must adhere to the CFDCPL Privacy Policies and Procedures Manual;

- a. Includes all Directors, officers, committee members, employees and contractors of CFDCPL
- b. Confidential information may only be shared with others within the organization as required to carry out the work of the Corporation
- c. Confidentiality not only applies during one's involvement with CFDCPL, but after leaving the Corporation as well

### **2. Aspects of the organization governed by confidentiality**

- a. Any information, processes or data that comes to light through work with CFDCPL of a business or personal nature regarding clients, program participants, Corporation employees, Directors or committee members.
- b. No client files or personnel records shall be made available to anyone outside the organization.
- c. No reports shall be made on anyone except to the extent required by credit bureau membership, funding agencies, legitimate personnel references or by special approval of the General Manager.

### **3. Care and handling of confidential information**

- a. Store confidential information in locked files when not in use
- b. Avoid displaying confidential data where it can be easily observed
- c. All confidential records must be disposed of through shredding

## **2.09 Conflict of Interest**

## 1. General Policy

- a. Directors, officers, committee members and employees of the Corporation shall be required to familiarize themselves with CFDCPL's bylaws (Section 12), regulations, policies and contracts.
- b. Above-mentioned individuals should not place themselves in a position where they are under obligation to any person who might benefit from special consideration or favor on their part or seek to gain special treatment from them in any way.
- c. Directors, officers, committee members or employees of the Corporation should not have a monetary or other interest that could conflict or appear to conflict in any manner with the discharge of their duties and responsibilities.
- d. Where this is the case, or where this may appear to be the case, the individual involved may neither act on behalf of CFDCPL nor serve in a decision-making capacity regarding the situation in question, except after full disclosure to the Board and subject to the Board's approval.