Canadian Association of
Professional Immigration Consultants

L'Association Canadienne des
Conseillers Professionnels en Immigration

BOARD POLICY
Based on the provisions of CAPIC By-law and Board Policies
AMENDED BY THE BOARD OF DIRECTORS ON [APRIL 18, 2024]

In this policy, reference to the "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 and the Regulations thereto, as may be amended from time to time.

General Duties of the Board of Directors

1. In addition to the duties imposed on the Board of Directors by the Articles, the By-law, CAPIC policies and applicable laws, the following are the general duties of the Board of Directors:

Planning and Governance

(a) oversee the development and approval of a long-term corporate plan and approve annual budgets and operating plans;

(b) define and safeguard the organizational mission and vision of CAPIC, the corporate values and operating principles within which it expects the Corporation to be administered and to review these periodically;

(c) govern the Corporation through vision, mission, core goals, and planning objectives approved by the Board, formulated with the Chief Executive Officer and staff, and reviewed periodically;

Chief Executive Officer

(a) select and oversee a Chief Executive Officer to whom the responsibility for administration of the Corporation is delegated;

(b) review and evaluate regularly the performance of the Chief Executive Officer on the basis of a specific job description and approved corporate objectives;

Finances and Other Resources

(a) seek and secure sufficient resources for the Corporation to finance its programs adequately;

(b) account to the Members for the services of the Corporation and expenditures of funds;

(c) ensure prudent and proper management of the Corporation's resources;

(d) establish the general corporate values framework within which the Corporation's human resources will be managed and periodically monitor key human resource performance indicators;

(e) approve and periodically review personnel policies within which human resources

will be managed;

(f) establish guidelines within which management may negotiate pay and benefits agreements with staff;

General

(a) regularly review the Corporation's services to ensure that they are consistent with the mission, vision and core goals of the Corporation and that its programs are effective and relevant to Member needs;

(b) provide continuity for the Corporation and opportunities for Member participation;

(c) represent the Corporation and its programs through collaboration with stakeholders and the community;

(d) serve as an advocate for Member services and excellence;

(e) represent the geographical distribution of the Membership; and

(f) participate in corporate governance training when offered by the Corporation.

Each Director is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board as outlined above, the Directors are responsible to exercise care and diligence in the performance of their duties. All Directors are responsible to:

(a) be informed of the Articles, By-law, the legislation under which the Corporation exists, as well as the mission, values, code of conduct and policies of the Corporation;

(b) keep generally informed about the activities of the Corporation, the community, and general trends in the business in which it operates; and

(c) attend meetings regularly, serve on board committees and contribute from personal, professional and life experience to the work of the Board.

Director Conduct

Directors must exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances. Directors must adhere to any policy regarding Director conduct that may from time to time be implemented by the Board. Directors must:

(d) offer their personal perspectives and opinions on issues that are the subject of discussion and decision;

(e) voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;

(f) maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts;

(g) ask the Directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the Members;

(h) know and respect the distinction in the roles of the Board and management consistent with the principles underlying these governance policies; and

(i) exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's By-law and Board policies.

Officers

The Board may appoint such Officers as determined by the Board.

(j) **Nomination of Officers and Voting Procedures**. The Governance and Nominating Committee will present to the Board a recommendation for the nomination and election of candidates as Officers. Additional nominations may be made from the floor by any director provided that the director so nominated consents to such nomination either in person or in writing at the time of such nomination. Voting will, unless waived by all directors in attendance at such meeting, be by ballot of those directors present. Two scrutineers will be appointed by the chair of the meeting who will be responsible for the counting of ballots.

(k) **Qualifications.**

(i) The Chair of the Board and the Vice-Chair of the Board shall be members from different regions.

(ii) If possible, the Chair of the Board shall have a minimum of two years of experience as a Director or shall have equivalent experience (as determined by the Board), and shall have a minimum of two years of prior experience as a chair of a standing committee of the Board or shall have equivalent experience (as determined by the Board). Moreover, the Board Chair shall be, and have been for at least five consecutive prior years, a Registered Member or an Honorary Registered Member and a Member in Good Standing of the Corporation. If no directors on the Board are able to satisfy these criteria, then the Board may elect from among themselves a Board Chair who the Board determines is best qualified to fill this position.

(iii) The term of the Board Chair shall be one year, subject to two additional one-year renewal terms (for a total cumulative duration of three years).

(iv) No person shall be eligible for the position of Board Chair after serving three years as Board Chair. After serving three years as Board Chair, a person shall again be eligible for the position of Board Chair after a period of six years.

(v) No person shall be eligible for the position of Board Chair if such person is a defendant in any ongoing litigation which is of a nature that could raise substantial concerns regarding such person's honesty, trustworthiness, competency or capacity to serve as Board Chair.

(vi) An Officer shall not previously have been removed as an Officer by the Directors.

(l) **Terms of Office.** Except as otherwise provided in this policy, Officers appointed by the Board shall hold office for one year from the date of appointment, as determined by the Board at the time of appointment of the officer, or until their successors are appointed in their place.

(m) **Vacancies.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

(i) the officer's successor being appointed;

(ii) the officer's resignation;

such officer ceasing to be a director (if a necessary qualification of appointment terminates); or

(iii) such officer's death.

If the office of any officer of the Corporation shall become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

(n) **Remuneration of Officers**. The remuneration of all Officers shall be determined from time to time by resolution of the Board. All Officers of the Board shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's respective duties.

(o) **Duties of Officers May be Delegated**. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer for the time being.

(p) **Powers and Duties**. All Officers shall, if so authorized, sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incidental to their respective offices and such possess such other powers and duties as may from time to time be assigned to them by the Board. The duties of the Officers shall include:

(i) Chair. The Chair of the Board shall perform the following duties:

A. serve on the Human Resources and Compensation Committee;

B. preside, when present, at all meetings of the Board and of the Members as the chair of such meetings;

C. be charged with the representation of the Corporation and the supervision of its affairs and operations;

in the absence of a Chief Executive Officer, make executive decisions for the Corporation, provided that such decisions are ratified by a majority of Directors attending at the following Board meeting or by written resolution;

D. be an *ex officio* Member of all committees of the Corporation and be chair of the Human Resources and Compensation Committee;

E. ensure that all orders and resolutions of the Board are carried into effect;

F. in the absence of a Chief Executive Officer or upon the request from Chief Executive Officer, provide directions to carry out orders and resolutions of the Board;

G. ensure that each director performs his or her duties as per the designated portfolio;

immediately after the Chair's election to such office, together with the Board, shall establish the objectives and strategies of the Corporation and generate for each fiscal year an annual detailed operational plan including a budget;

H. ensure the implementation of the annual budget as approved by the Board;

I. ensure proper financial and administrative allocation of resources and controls for the deliverance of the operational plan of the Corporation; and

review and evaluate the performance of the Chief Executive Officer based on the job description and corporate objectives as determined by the Board from time to time.

Vice-Chair. The Vice-Chair of the Board shall perform the following duties:

assist the Chair in all his or her duties;

J. in the absence, or inability or refusal to act, of the Chair, be vested with all powers and perform all the duties of the Chair; and

K. perform such other duties as may from time to time be assigned to him or her by the Board.

(ii) Secretary. The Secretary of the Corporation shall perform the following duties:

A. be the chair of the Governance and Nomination Committee;

B. give or cause to be given notices for all meetings of the Board or committees of directors, if any, and Members when directed to do so;

C. have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers of the Corporation including, without limitation, the registers of past and present Members of the Corporation and the registers of past and present directors and Officers; and

D. perform such other duties as may from time to time be assigned to him or her by the Board.

(iii) Treasurer. The Treasurer of the Corporation shall perform the following duties:

A. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation, shall deliver an annual report at the Annual General Meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors.

B. The Treasurer is elected at the first Board Meeting after the Annual General Meeting to hold office for a one-year term.

C. Manages, the Board's review of, and action related to, the Board's financial responsibilities.

D. Works with the Chief Executive Officer to ensure that appropriate financial reports are made available to the Board on a timely basis.

E. Assists the Chief Executive Officer in preparing the annual budget and presenting the budget to the Board for approval.

F. Works with the Audit and Finance Committee and the Chief Executive Officer to develop Fiscal Policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization.

G. Works with the Board and the Chief Executive Officer to develop long-term financial strategies.

H. Keeps currently informed of legal, regulatory and sector developments relating to the Board's financial responsibilities.

Committees

The Board may establish committees from time to time and may determine the duties of such committees. Unless otherwise provided in the By-law, the Board shall appoint committee members by majority vote.

2. The Chair and the Vice-Chair of each Committee shall be members from different regions.

3. The term of each Committee Chair shall not be more than 3 (three) years.

Pursuant to the By-law, the Standing Committees of the Board shall be:

(a) the Human Resources and Compensation Committee;

(b) the Governance and Nomination Committee;

(c) the Audit and Finance Committee; and

(d) the Membership Services Committee,

(e) the Education and Training Committee;

and the duties of such committees shall be as set out in the By-law and as otherwise further defined by the Board.

In addition to the foregoing, the Board shall establish the following committees and such other committees as the Board shall determine:

(f) the Lobbying Committee;

(g) the Policy Committee;

(h) the Past Chair Council; and

(i) Special Committees, being committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

4. Committee members may be appointed and removed by resolution of the Board.

5. Committee General Duties and Powers

(a) Each committee shall operate in accordance with the current Mandate and Charter established by the Board in respect of each committee.

(b) Each committee chairperson shall present a yearly report to the Board summarizing the activities of the committee over the previous year and its

objectives for the upcoming year in accordance with the committee's Mandate and Charter.

(c) Committee members shall receive no remuneration for serving as such but are entitled to reimbursement of reasonable expenses incurred in the exercise of their duties, as determined by the Board.

(d) All committees shall deliver an annual budget to the Board at the beginning of each fiscal year, for approval by the Board.

(e) Subject to the Act and the By-law, the Board may delegate to any committee comprised entirely of Directors any of the powers of the Board other than the following powers:

to submit to the members any question or matter requiring the approval of Members;

to fill a vacancy among the Directors or in the office of auditor or appoint additional Directors;

(i) to issue debt obligations except as authorized by the Directors;

(ii) to approve any financial statements;

(iii) to adopt, amend or repeal the By-law; or

to establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

(f) <u>Mandate of the Lobbying Committee</u>

(i) The Lobbying Committee shall consist of at least five (5) Committee members who are approved by the Board, with a Board member serving as the Chair of the Committee; and other members shall be selected by the Board from different regions to reflect CAPIC's representation in different geographical areas of Canada.

(ii) At all meetings of the committee, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair shall not have a second or casting vote. A tied vote is a failed vote.

The Lobbying Committee shall be responsible for:
Developing CAPIC's recognition and visibility in the political arena and advancing CAPIC's long term political objectives.

A. Upholding CAPIC's political high-level lobbying efforts including foundational matters pertinent to the profession.

Facilitating discussions with the Prime Minister's Office (PMO), cabinet ministers, and members of Parliament at the federal level and their provincial and municipal counterparts, when required.

Identifying and lobbying with government agencies, the media and the public, the regulator of immigration consultants, and other stakeholders, on issues pertaining to immigration and public policy, which affect CAPIC's members.

Advancing CAPIC's long-term political objectives.

(g) Mandate of the Policy Committee

(i) The Policy Committee shall consist of at least five (5) Committee members who are approved by the Board, with a Board member serving as the Chair of the Committee; and other members shall be selected by the Board to reflect CAPIC's representation in different geographical areas of Canada.

(ii) At all meetings of the committee, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair shall not have a second or casting vote. A tied vote is a failed vote.

The Policy Committee shall be responsible for:

A. Overseeing CAPIC's annual policy calendar.

B. Ensuring CAPIC's representation at all meetings with relevant stakeholders and federal and provincial government agencies and bringing forth relevant issues by advocating and promoting members' concerns.

Organizing and coordinating mid to high-level bureaucratic policy meetings at the municipal, provincial, and federal levels, and ensuring appropriate CAPIC representation at any meeting created to address specific circumstances.

C. Monitoring immigration programs and immigration issues for change and transparency, and developing proposals, suggestions, and reports on the issues related to the affairs of members of the Corporation.

D. Review, consider, and critique the various acts, regulations, memorandums, policies, proposals, and other instruments of the municipal, provincial, and federal parties that conduct or may

conduct activities that do or may affect the affairs of the members of the Corporation or the Corporation itself.

(h) Mandate of the Past Chair Council

The Past Chair shall be the person who held the position and completed his or her full two-year term of Chair immediately before the person who currently holds the position of Chair.

The Past Chair Council shall be comprised of each Past Chair who has fully completed his or her full two-year term as Chair and who was not removed from office.

The immediate Past Chair shall be the chairperson of the Past Chair Council. In the absence of the immediate Past Chair, the Past Chair Council may determine a chairperson by a majority vote. At all meetings of the committee, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair shall not have a second or casting vote. A tied vote is a failed vote.

(i) Past Chair. The Past Chair of the Board shall perform the following duties:

advise and assist the Current Chair and the Board generally on all matters which are presented to the Past Chair;

assist the Current Chair in formulating objectives, generating strategic and operation plans;

at the option of the Past Chair, serve on the Human Resources and Compensation Committee; and

A. perform such other duties as may from time to time be assigned to him or her by the Current Chair and the Board.

The purpose of the Past Chair Council is to leverage the Past Chairs' expertise and networks for the benefit of the Corporation and to foster continuity within the Corporation. The Past Chair Council shall have no power to direct the Corporation or otherwise.

(ii) The Past Chair Council shall:
advise and assist the Chair;

upon the request of the Chair, recommend solutions, contacts, goals and priorities of the Corporation;

A. inform the Chair of issues important for the Corporation's operation and goals, such as threats and opportunities; and

upon the request of the Chair, assist the Chair with senior executive projects.

(i) Special Committees

The Board may, from time to time, appoint any special committee as it deems necessary or appropriate. The chairperson of each special committee shall be a Director Past Chair or ex-

director of the Corporation appointed by the Board. The other committee members shall be appointed by the chairperson of the committee, with the approval of the Board, and may be Directors, Officers, or any other Member.

(i) Each special committee may formulate its own rules of procedure, subject to such regulations or directions as may be implemented from time to time by the Board.

The Board may fix any remuneration for Committee members who are not also Directors of the Corporation.

(ii) The mandate of a special committee shall expire upon completion of the tasks assigned to it.