

## CANADIAN ASSOCIATION OF PROFESSIONAL IMMIGRATION CONSULTANTS

### Board Policy

**Amended as per Board Resolution 2017-08-23**

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-laws, 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.
2. 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-laws, 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 committees and contribute from personal, professional and life experience to the work of the Board.

#### Director Conduct

3. 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:
- (a) offer their personal perspectives and opinions on issues that are the subject of discussion and decision;
  - (b) voice, clearly and explicitly at the time a decision is being taken, any opposition

- to a decision being considered by the Board;
- (c) 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;
  - (d) 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;
  - (e) know and respect the distinction in the roles of the Board and management consistent with the principles underlying these governance policies; and
  - (f) exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's By-laws and policies.

### **Officers**

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

(a) **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.

(b) **Qualifications:**

- (i) If possible, the President of the Corporation shall have a minimum of two years of experience on the Board, the OPIC board, the AICC board, or shall have equivalent experience (as determined by the Board), and shall have a minimum of one year of prior experience on the Executive Committee. If no directors on the Board are able to satisfy this criteria, then the Board may elect from among themselves a President who the Board determines is best qualified to fill this position. The term of the President shall be two years, subject to two additional one-year renewal terms (for a total cumulative duration of four years).
- (ii) No person shall be eligible for the position of President after serving four years as President. After serving four years as President, a person shall be again be eligible for the position of President after a period of six years.

- (iii) An Officer shall not previously have been removed as an Officer by the Directors.
- (c) **Terms of Office:** Except as otherwise provided in these By-Laws, Officers appointed by the Board shall hold office for one or two years 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.
- (d) **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;
  - (iii) such officer ceasing to be a director (if a necessary qualification of appointment); or
  - (iv) such officer's death.

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

- (e) **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.
- (f) **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.
- (g) **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) President. The President shall perform the following duties:
    - A. serve on the Executive 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;
- D. 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;
- E. be an *ex officio* Member of all committees of the Corporation and be chair of the Executive Committee;
- F. ensure that all orders and resolutions of the Board are carried into effect;
- G. 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;
- H. ensure that each director performs his or her duties as per the designated portfolio;
- I. immediately after the President'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;
- J. ensure the implementation of the annual budget as approved by the Board;
- K. ensure proper financial and administrative allocation of resources and controls for the deliverance of the operational plan of the Corporation; and
- L. 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.

(ii) Vice-President. The vice-President of the Corporation shall perform the following duties:

- A. assist the President in all his or her duties;
- B. serve on the Executive Committee;

- C. in the absence, or inability or refusal to act, of the President, be vested with all powers and perform all the duties of the President; and
- D. perform such other duties as may from time to time be assigned to him or her by the Board.

(iii) Secretary. The Secretary shall perform the following duties:

- A. serve on the Executive Committee;
- B. be the chair of the Governance and Nomination Committee;
- C. 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;
- D. 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 register of past and present Members of the Corporation and the registers of past and present directors and Officers; and
- E. perform such other duties as may from time to time be assigned to him or her by the Board.

(iv) Treasurer. The Treasurer 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 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 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**

- 5. The Board may establish committees from time to time and may determine the duties of such committees. Unless otherwise provided in the By-laws, the Board shall appoint committee members by majority vote.
- 6. Pursuant to the By-laws, the standing committees of the Board shall be:
  - (a) the Executive 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-laws and as otherwise further defined by the Board.
- 7. In addition to the foregoing, the Board shall establish the following committees and such other committees as the Board shall determine:
  - (a) the Lobbying and Policy Committee;
  - (b) the Past President Council; and
  - (c) Special Committees, being committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- 8. Committee members may be appointed and removed by resolution of the Board.
- 9. **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-laws, the Board may delegate to any committee comprised entirely of Directors any of the powers of the Board other than the following powers:
  - (i) to submit to the members any question or matter requiring the approval of Members;
  - (ii) to fill a vacancy among the Directors or in the office of auditor or appoint additional Directors;
  - (iii) to issue debt obligations except as authorized by the Directors;
  - (iv) to approve any financial statements;
  - (v) to adopt, amend or repeal the By-laws; or
  - (vi) to establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.
- (f) Mandate of the Policy and Lobbying Committee
  - (i) The Policy and Lobbying Committee shall be comprised of one representative of each Chapter chosen by the Board together with one Director of the Corporation who shall be the chairperson.
  - (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.
  - (iii) The Policy and Lobbying Committee shall consist of the following sub-committees, provided that such sub-committees may be further subdivided and the Policy and Lobbying Committee may form such other sub-committees as it deems appropriate:
    - A. the Regulatory Issues Sub-Committee;
    - B. the Inland Immigration Issues Sub-Committee; and
    - C. the Overseas Immigration Issues Sub-Committee.

- (iv) The Policy and Lobbying Committee shall:
- A. recommend to the Board goals and priorities for the committee;
  - B. organize and plan and in cooperation with the Membership Services Committee to implement strategies for delivering messages on the Corporation's positions on a variety of issues developed by the Policy and Lobbying Committee;
  - C. monitor, review, consider and critic the various acts, regulations, memorandum, policies, proposals and other instruments of the various parties that conduct or may conduct activities that do or may affect the affairs of the Members of the Corporation or the Corporation itself;
  - D. develop the Corporation's recognition and visibility;
  - E. develop proposals, suggestions and reports on the issues related to the affairs of members of the Corporation to contribute to policy development in areas that affect the affairs of the Members of the Corporation;
  - F. identify, lobby and communicate with federal, provincial or municipal government agencies and media on matters which affect the Members, as determined by the Policy and Lobbying Committee;
  - G. lobby and communicate with the body designated by the minister under the Act as the regulator of immigration consultants, Members, other stakeholders and the public on issues pertaining to immigration and public policy; and
  - H. lobby and develop communication and relations with all levels of government on matters which affect the Members, as determined by the Policy and Lobbying Committee.

(g) Mandate of the Past President Council

- (i) The past-President shall be the person who held the position and completed his or her full two year term of President immediately before the person who currently holds the position of President.
- (ii) The Past President Council shall be comprised of each past president of the Board who has fully completed his or her full two-year term as President and who was not removed from office.

- (iii) The immediate Past President shall be the chairperson of the Past President Council. In the absence of the immediate Past President, the Past President 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.
- (iv) Past-President. The past-President of the Corporation shall perform the following duties:
  - A. advise and assist the President and the Board generally on all matters which are presented to the past-President;
  - B. assist the President in formulating objectives, generating strategic and operation plans;
  - C. at the option of the past-President, serve on the Executive Committee; and
  - D. perform such other duties as may from time to time be assigned to him or her by the President and the Board.
- (v) The purpose of the Past President Council is to leverage the Past Presidents' expertise and networks for the benefit of the Corporation and to foster continuity within the Corporation. The Past President Council shall have no power to direct the Corporation or otherwise.
- (vi) The Past President Council shall:
  - A. advise and assist the President;
  - B. upon the request of the President, recommend solutions, contacts, goals and priorities of the Corporation;
  - C. inform the President of issues important for the Corporation's operation and goals, such as threats and opportunities; and
  - D. upon the request of the President, assist the President with senior executive projects.
- (h) Special Committees
  - (i) 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 president 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.

- (ii) 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.
- (iii) The Board may fix any remuneration for Committee members who are not also Directors of the Corporation.
- (iv) The mandate of a special committee shall expire upon completion of the tasks assigned to it.