

# **SASK****MUSIC**

## **Policy Guide**

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# **SaskMusic/ Saskatchewan Recording Industry Association**

**(SaskMusic and the Saskatchewan Recording Industry Association may be used interchangeably throughout this guide.)**

## **POLICY GUIDE**

### **VISION**

- We envision a future where Saskatchewan's music industry is vigorously healthy, progressive, and musically and culturally diverse;
- Where its value and quality is acknowledged with pride at home, and with acclaim beyond our borders;
- And where all benefit from Saskatchewan music.

### **MISSION**

SaskMusic stimulates growth and development in the Saskatchewan music industry through leadership, promotion, training, advocacy and partnership.

### **ASSOCIATION IDENTITY**

SaskMusic is a member-based, non-profit corporation representing the four components of the music and sound recording industries and community of Saskatchewan:

- **Creative** e.g. songwriters, lyricists, composers, creative writers/directors
- **Interpretive** e.g. musicians, vocalists, arrangers, conductors, producers
- **Technical** e.g. sound engineer, stage hand, tour support staff, studios, computer technologist
- **Administrative & Product Delivery** e.g. managers, promoters, lawyers, marketing directors, record labels, music publishers, accountants, retail, media, venues, multi-media, agents, film and video producers, media duplicators, graphic artists, publicists, photographers, and distributors.

### **BELIEFS**

- Saskatchewan's music industry has enormous creative talent;
- Music industry professionals are entitled to fair and equitable compensation;
- Music is an integral part of Saskatchewan's cultural identity;
- Saskatchewan's music industry has the capability to succeed on a global scale;
- The music industry is a major contributor to Saskatchewan's economic development.

## KEY STRATEGIC ACTIONS

- **Communications, Public Relations and Marketing:** to ensure that the promotion of the Saskatchewan music industry is effective in raising awareness of the talent and capacity of the industry locally, nationally and internationally.
- **Partnership Development and Management:** to ensure that current partnerships and key relationships remain strong and that SaskMusic actively strives to forge new and meaningful partnerships within the cultural sector, the private sector, and tourism sector.
- **Education, Professional Development and Training:** to ensure that Saskatchewan artists and music industry professionals have access to the tools and knowledge needed to assist them in succeeding in their career or business development.
- **Organizational Development and Management:** to ensure that the infrastructure and mechanisms for strong and focused organizational growth are in place.
- **Funding Development and Management:** to ensure that SaskMusic actively seeks to establish and secure the funding needed to realize the goals of the organization in sector development.

# **POLICY 1**

**POLICY TITLE:           GENERAL OPERATIONAL DIRECTIVES**

**POLICY TYPE:           OPERATIONAL (FOR BOARD, STAFF, AND CORPORATION)**

## **PURPOSE**

This policy outlines values, general operational practices, and safeguards for the governance and management of SaskMusic.

## **CONTEXT**

SaskMusic is a member-based, non-profit corporation representing the four components of the music and sound recording industries as defined under “Association Identity.” SaskMusic is a province-wide, inclusive, and democratic organization. As such, our membership expects the Board and staff to lead the corporation through effective management, ethical conduct, and careful consideration of the current needs of SaskMusic members. With respect to its ability to contribute to the provincial and national health of the industry, SaskMusic will maintain a position of high regard through its exemplary governance and management, programming, and fiscal prudence. SaskMusic Board, staff, and membership will carry out the mission of the corporation in a manner that reflects mutual respect and a sincere desire to serve not only its own members, but the people of Saskatchewan as well.

## **DIRECTIVES**

### **General**

The Board, CEO, and other staff are individually and collectively responsible for the effective and accountable management of SaskMusic. The CEO is responsible for the enforcement and application of this policy in the day-to-day operations of SaskMusic. Within their respective roles each of these parties will:

- follow the laws of Saskatchewan and Canada;
- manage the affairs of SaskMusic prudently and in accordance with accepted business practice; and
- carry out SaskMusic activities in a professional and ethical manner.

### **Specific**

- 1.1 All the activities of SaskMusic shall be carried out in a way that is safe, respectful, dignified, and protects confidentiality and privacy.
- 1.2 Dealings with Board members, staff, and volunteers shall be fair, dignified, and respectful of their roles within the organization.

- 1.3 Budgeting in any fiscal period or the remaining part of any fiscal period:
- shall be in accordance with Board directives on the financial management of SaskMusic;
  - shall be consistent with financial policies and priorities established by the Board; and
  - shall promote the sound fiscal position of SaskMusic and support the strategic plan.
- 1.4 Assets shall be protected and adequately maintained. At least one staff member, in addition to the CEO, shall be familiar with Board and CEO issues and processes.
- 1.5 Compensation and benefits for employees, consultants, contract workers, and volunteers shall be consistent with benefits provided by other cultural organizations in the province, subject to sound financial management of SaskMusic, and in keeping with SaskMusic's Personnel Policy (Appendix A).
- 1.6 The CEO shall provide accurate, considered, and complete information and advice to the Board in a timely manner.
- 1.7 The CEO shall have signing authority to enter SaskMusic into any and all contractual agreements provided that due diligence has been given to ensure the proposal is consistent with the financial policies and priorities that have been established by the Board. These contractual agreements shall include but are not limited to contracts with funding partners, government agencies, and corporate sponsors

## **POLICY 2**

**POLICY TITLE: MEMBERS' RIGHT TO PRIVACY AND CONFIDENTIALITY**

**POLICY TYPE: OPERATIONAL (FOR BOARD AND STAFF)**

### **PURPOSE**

This policy is established to protect the privacy of SaskMusic members and to assure the confidentiality of member information.

### **DIRECTIVES**

All the activities of SaskMusic shall be carried out in a way that is safe, respectful, dignified, and protects confidentiality and privacy.

Accordingly, SaskMusic shall:

- 2.1 solicit information only when there is a clear necessity;
- 2.2 use methods of collecting, reviewing, or storing client and member information that protect against improper access to the information;
- 2.3 provide procedural safeguards for the transmission of information;
- 2.4 provide members with clear information on what may be expected and what may not be expected from the service offered; and
- 2.5 inform members of this policy.

## **POLICY 3**

**POLICY TITLE:** PERSONNEL

**POLICY TYPE:** OPERATIONAL (FOR CEO)

### **PURPOSE**

This policy outlines a general framework for personnel management in SaskMusic. See Appendix A: Personnel Policy.

### **DIRECTIVES**

While the Board of SaskMusic is responsible for hiring and supervising the CEO, the CEO is responsible for hiring and supervising all other staff, and for acquainting the staff with their rights under SaskMusic's Personnel Policy. SaskMusic will comply with all provincial and federal legislation (Human Rights, Labour Standards, Revenue Canada, etc) in dealing with its employees. SaskMusic will keep on file current Labour Standards Regulations for the reference of the staff.

## **POLICY 4**

**POLICY TITLE:           BUDGETING**

**POLICY TYPE:           OPERATIONAL (FOR CEO)**

### **PURPOSE**

This policy outlines budgeting practices to be followed by the CEO.

### **DIRECTIVES**

#### **General**

The Board approves the proposed budget for funding sources, the annual working budget, and major expenditures that are not explicitly identified in the annual budget. Budgeting for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board directives or risk fiscal jeopardy.

Inasmuch as the budget provides a blueprint for the corporation's business plan for the upcoming year as presented by management and a guideline by which to assess cash flow throughout the year, the Board of Directors will approve a generalized budget prior to the commencement of the corporation's fiscal year. Decisions as to how the budget is implemented are then delegated to management and management is assessed against the general global budget.

#### **Specific**

The CEO will:

- 4.1 use best efforts to ensure that expenditures in any fiscal year do not exceed the revenues that are conservatively projected to be received in that period;
- 4.2 provide sufficient information to the Board on a quarterly basis to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- 4.3 not allow the working capital to drop below a safety reserve of less than 5% of gross revenue (once a reserve has been established);
- 4.4 reserve sufficient financial resources per annum for Board prerogatives, such as costs of fiscal audit, Board Development, and Board and committee meetings; and
- 4.5 ensure the fiscal viability of the corporation in future years and build the financial capacity required for SaskMusic to meet its strategic objectives.

## **POLICY 5**

**POLICY TITLE: FINANCIAL CONDITION**

**POLICY TYPE: OPERATIONAL (CEO)**

### **PURPOSE**

This policy outlines procedures to be followed by the CEO to protect the SaskMusic from financial risk, to ensure that financial systems are operating effectively, and that financial obligations are dealt with in a timely manner.

### **DIRECTIVES**

The CEO will ensure that SaskMusic has effective financial management systems and procedures in place, and that the financial affairs of the corporation are managed prudently. The CEO may not place the corporation in a position of fiscal jeopardy. The CEO will not allow a material deviation from the budget approved by the Board or financial policies approved by the Board. Accordingly, the CEO may not:

- 5.1 expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met;
- 5.2 place the corporation in debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days; or
- 5.3 use any long-term reserves without Board approval.

The CEO will:

- 5.4 settle payroll and debts in a timely manner;
- 5.5 assure that government-ordered payments and filings are accurate and on time;
- 5.6 follow accountability requirements of our granting agencies, the Non-Profit Corporations Act of Saskatchewan, or other relevant legislation; and
- 5.7 maintain internal controls to ensure the reliability, accuracy, and adequacy of financial recording.

## **POLICY 6**

**POLICY TITLE: ASSET PROTECTION**

**POLICY TYPE: OPERATIONAL (FOR CEO)**

### **PURPOSE**

The purpose of this policy is to provide direction to the CEO on the protection of the assets of SaskMusic.

### **DIRECTIVES**

The CEO will assure that assets are protected and adequately maintained. Assets will not be unnecessarily risked.

Accordingly, the CEO will:

- 6.1 insure against theft and casualty losses to at least replacement value minus the deductible amount, and against liability losses to Board members, staff, or the corporation itself in an amount greater than the average for comparable organizations;
- 6.2 assure that only bonded personnel have access to material amounts of funds;
- 6.3 protect organizational offices and equipment from improper wear and tear and ensure these assets are properly maintained;
- 6.4 ensure that the corporation, its Board, and staff are not unreasonably exposed to claims of liability;
- 6.5 protect intellectual property, information, and files from loss or significant damage; and
- 6.6 depreciate fixed assets over \$2500 through a straight-line method for leasehold improvements; 20% declining balance for furniture and equipment; and 30% declining balance for computers.

The CEO will not:

- 6.7 make any capital asset purchase, or commit the corporation to any expenditure which cannot be reasonably accommodated within the budget; or
- 6.8 make expenditures:
  - a. wherein normally prudent protection has not been given against conflict of interest;
  - b. that are over \$5000 without having obtained comparative prices and quality; or
  - c. that are over \$10,000 without approval of the Board; a stringent method of assuring the balance of long-term cost and quality of said expenditure will be expected;

- 6.9 invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than AA rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions;
- 6.10 receive, process, or disburse funds under controls which are insufficient to meet SaskMusic-appointed auditor's standards; or
- 6.11 acquire, encumber, or dispose of real estate unless directed to do so by the Board.

## **POLICY 7**

**POLICY TITLE: EMERGENCY SUCCESSION**

POLICY TYPE: OPERATIONAL (FOR CEO)

### **PURPOSE**

The purpose of this policy is to ensure continuity in the event that the CEO is unable to carry out his or her duties.

### **DIRECTIVE**

In order to protect the Board from sudden loss of chief executive services, the CEO will ensure that at least one other staff member is familiar with Board and chief executive issues and processes.

## **POLICY 8**

**POLICY TITLE:           COMPENSATION AND BENEFITS**

**POLICY TYPE:           OPERATIONAL (FOR CEO)**

### **PURPOSE**

The purpose of this policy is to ensure that employees of SaskMusic are fairly compensated for their labour; that benefits meet the needs of our employees.

### **DIRECTIVE**

Compensation and benefits for employees, consultants, contract workers, and volunteers shall be consistent with benefits provided by other cultural organizations in the province, subject to sound financial management of SaskMusic, and in keeping with SaskMusic's Personnel Policy (see Appendix A).

Accordingly, the CEO may not:

- 8.1     change his or her own compensation benefits;
- 8.2     promise or imply guaranteed employment;
- 8.3     establish compensation and benefits which:
  - a.    deviate materially from the geographic or professional market for the skills employed in the non-profit cultural sector;
  - b.    create obligations over a longer term than reserves can be safely projected and in all events subject to losses of revenue.
- 8.4     The CEO may not establish or change pension benefits so the pension provisions:
  - a.    cause unfunded liabilities to occur or in any way commit the corporation to benefits that incur unpredictable future costs;
  - b.    allow any employee to lose benefits already accrued from any foregoing plan;
  - c.    treat the CEO differently from other comparable key employees; or
  - d.    are instituted without prior assessment of these provisions by the Board.

## **POLICY 9**

**POLICY TITLE:           COMMUNICATION AND COUNSEL TO THE BOARD**

**POLICY TYPE:           OPERATIONAL (FOR CEO)**

### **PURPOSE**

The purpose of this policy is to promote good communication between the CEO and the Board, to assure that important matters are brought forward in a timely and effective manner, and to assure that the Board as a whole provides direction on these issues.

### **DIRECTIVE**

The CEO shall provide accurate, considered, and complete information and advice to the Board in a timely manner.

Accordingly, the CEO will:

- 9.1 ensure the Board is aware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established;
- 9.2 advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the CEO;
- 9.3 marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board choices;
- 9.4 present information to the Board in a clear and understandable format, and ensure the Board has appropriate reports and supporting materials in advance of Board meetings;
- 9.5 ensure that when necessary, administrative support is available to ensure effective Board and committee communication;
- 9.6 deal with the Board as a whole except when fulfilling individual requests for information or responding to officers or committees duly charged by the Board; and
- 9.7 report in a timely manner an actual or anticipated non-compliance with any policy of the Board.

## **POLICY 10**

**POLICY TITLE:**           **GOVERNANCE COMMITMENT**

**POLICY TYPE:**           **GOVERNANCE PROCESS (FOR THE BOARD)**

### **PURPOSE**

The purpose of this policy is to outline the Board's approach to maintaining the quality of its governance and to work toward a long-term vision.

### **DIRECTIVE**

The Board, on behalf of its members, guarantees the accountability of SaskMusic by assuring that;

- the Board follows a disciplined, well-defined long-term plan;
- it monitors and regularly reports on progress toward the corporation's goals;
- it effectively manages the resources of the corporation and protects its assets.

# **POLICY 11**

**POLICY TITLE:           GOVERNING STYLE**

**POLICY TYPE:           GOVERNANCE PROCESS**

## **PURPOSE**

The purpose of this policy is to provide general direction on the management of Board process, to encourage a culture of free debate within the Board, mutual respect, and ethical practice.

## **CONTEXT**

SaskMusic has several characteristics that affect the Board's governance style:

- It has been established to serve its own members. This results in different governance expectations and a closer identification between the membership and SaskMusic than exists in organizations that serve a broader audience (e.g. a theatre or art gallery).
- The proceeding increases the amount of scrutiny by those receiving our services.
- Former Board, committee, and staff members tend to be retained within our membership.
- Our Board members also receive SaskMusic services and represent a consumer interest.
- Board, staff, and volunteers are subject to general societal trends that increasingly put a premium on volunteer time.

One consequence of the above has resulted in a need to balance the Board's policy role with its role as a consumer group who has a first-hand understanding of members' needs. These roles are not mutually exclusive, but guidelines are needed to separate the function of Board member, committee member, volunteer, and expert consultant (albeit unpaid).

## **DIRECTIVE**

The Board will govern with an emphasis on strategic leadership, long-term vision, and a pro-active approach to addressing issues affecting the corporation. Full participation in discussion and a diversity of views is encouraged. Board processes will be governed by a respect for the distinction between formal Board roles, the role of individual members outside the context of Board meetings, and the roles of staff.

- 11.1 The Board will be responsible for excellence in governing. The Board will be an initiator of policy and will use the expertise of individual members to enhance the ability of the Board as a body. The Board will strive to reach decisions by consensus wherever possible.
- 11.2 Individual Board members have a responsibility to raise views or concerns held by any part of the membership on issues under discussion and to consider how the interests of any members might be affected.
- 11.3 As a matter of law, some Board members with professional credentials (e.g. accounting, law, or social work) are required to apply their expertise and professional codes of ethics in the Board decision-making process.

- 11.4 Once a consensus or a collective decision has been reached, the democratic process of the Board will be respected and supported by all members. Dissenting members may request that their concerns be recorded, but should not impede the implementation of the majority decision.
- 11.5 The Board's major policy focus will be on:
- a. the intended long term impacts of SaskMusic initiatives outside the day-to-day operations of the corporation, not on the administrative or programmatic means of attaining those effects; and
  - b. pressing issues with major impacts on members, for which no policy direction currently exists, or for which existing policy needs to be reconsidered.
- 11.6 The Board will ensure the compliance of its members with respect to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuity of governance capability.
- 11.7 Board members will fulfill the attendance requirements in the SaskMusic Bylaws. Board members who do not meet this requirement or other requirements specified in the Bylaws will cease to hold office.
- 11.8 Orientation will be provided for new members and the Board will periodically review its governance process.
- 11.9 The Board will review its decision-making process and effectiveness on an annual basis.
- 11.10 The Board will make available to the membership all minutes of their meetings.

## **POLICY 12**

**POLICY TITLE: BOARD JOB DESCRIPTION**

**POLICY TYPE: BOARD GOVERNANCE**

### **PURPOSE**

The purpose of this policy is to establish the Board role with respect to policy management, program governance, financial and personnel management, and advocacy.

### **DIRECTIVE**

The task of the Board is to represent the membership, to continuously develop the vision of the corporation, to ensure that the policies, operations and services of SaskMusic reflects the mission of the corporation, serve the interest of members, and are in keeping with the Bylaws of the corporation.

The Board of SaskMusic has five major functions: policy management, program governance, financial management, personnel management, and advocacy. These roles are carried out in a manner consistent with policies adopted by the Board, terms of reference for its committees, written agreements, the authorities and responsibilities assigned to staff through their job descriptions, and relevant directives of the Board.

### ***POLICY MANAGEMENT***

The Board of SaskMusic:

- 12.1 enacts and updates the SaskMusic Constitution and Bylaws, and ensures that required reports are submitted to the membership and to government;
- 12.2 establishes framework policies defining the SaskMusic Mission and Beliefs Statements.
- 12.3 establishes governance policies which will determine:
  - a. how the Board will govern and organize its work;
  - b. roles, responsibilities, and functions of the Board;
  - c. authority and responsibilities that have been delegated or assigned to committees or the CEO;
  - d. reporting relationships associated with the above.
- 12.4 establishes operational policies with respect to financial management, personnel, program development, and advocacy;
- 12.5 establishes policies on how the Board will resolve issues that are not included in the above framework, governance, and operational policies;
- 12.6 establishes the upcoming year's agenda before the end of the calendar year. The agenda will follow priorities set at the annual planning retreat; and

- 12.7 monitors and assures the quality of the Board policy process.

### **PROGRAM GOVERNANCE**

The Board of SaskMusic:

- 12.8 approves and implements a strategic planning cycle;
- 12.9 approves the annual budget and proposed budgets, including funds and other resources assigned to programs and services;
- 12.10 ensures that SaskMusic monitors and evaluates its programs and services;
- 12.11 may participate in evaluation and other research processes relating to programs; and
- 12.12 provides direction and advice to the CEO on major program issues.

### **FINANCIAL MANAGEMENT**

The Board of SaskMusic ensures that the corporation is managed with prudence and diligence, and in accordance with the purposes specified by funding sources. Day-to-day financial management is the responsibility of the CEO. The Board:

- 12.13 approves the budget and the financial reporting process;
- 12.14 monitors the revenues and expenditures of the corporation through reports provided to the Board by the CEO;
- 12.15 may oversee or participate in fundraising activities; and
- 12.16 ensures the CEO effectively manages and protects the assets of the corporation.

### **PERSONNEL MANAGEMENT**

The Board of SaskMusic:

- 12.17 approves Terms of Reference, appoints members, and assures the effective functioning of the Personnel Committee;
- 12.18 approves the Personnel Policy;
- 12.19 defines the roles, responsibilities, and functions of Board members and the CEO;
- 12.20 oversees the recruitment, selection, orientation, training, evaluation, and retirement of Board members;
- 12.21 oversees the recruitment, selection, training, evaluation and, if necessary, the separation or firing of the CEO. When the position is open, applications will be accepted from all interested parties, including those acting in an interim capacity for the association.

- 12.22 ensures personnel procedures for other staff, which fall under the authority of the CEO, are in place and are being implemented; and
- 12.23 ensures that the personnel practices of SaskMusic are in accordance with human rights and labour legislation.

### **ADVOCACY**

Advocacy activities of the corporation are carried out within the limits established in legislation for non-profit organizations. The Board of SaskMusic:

- 12.24 identifies priority issues requiring action by SaskMusic;
- 12.25 participates in activities that increase public awareness of the corporation and issues affecting our members;

## **POLICY 13**

**POLICY TITLE:           PRESIDENT'S ROLE**

**POLICY TYPE:           GOVERNANCE PROCESS**

### **PURPOSE**

The purpose of this policy is to establish the role and authority of the President.

### **DIRECTIVE**

The President assures the integrity of the Board's process and represents the Board to outside parties. The President is authorized to speak for the Board. The President may delegate this authority, but remains accountable for its use.

- 13.1 The President ensures that Board behavior is consistent with its own rules and those legitimately imposed upon it from outside the corporation.
  - a. The Board agenda and discussion will focus on those areas that fall within the Board's decision-making authority.
  - b. Deliberation will be fair, open and thorough, but also efficient, timely, orderly, and kept to the point.
- 13.2 The President is authorized to use any reasonable interpretation of Board policies in the exercise of his or her duties.
  - a. The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - b. The President may advise, but does not supervise the CEO.
- 13.3 The President will be expected to move into the (non-voting) advisory position of Past President following their term of office. In the event the outgoing President is unavailable, the Board shall have the option of appointing an individual in an advisory capacity, to assist in the transition.

## **POLICY 14**

**POLICY TITLE:           BOARD COMMITTEES**

**POLICY TYPE:           GOVERNANCE PROCESS**

### **PURPOSE**

The purpose of this policy is to outline the process for establishing Board committees, and authority of committees.

### **DIRECTIVE**

Board committees are established to support the work of the Board, to carry out functions that cannot be carried out effectively at the Board level. Board committees may advise, but may not direct the CEO or staff. Committee decisions will be strictly limited to the authority that has been delegated to it.

- 14.1    A Board member will chair all Board committees.
- 14.2    The Board will approve terms of reference and appoint the members of its committees.
- 14.3    Board committees report to the Board and will operate in a manner that is consistent with their terms of reference, SaskMusic policies, and Board directives.
- 14.4    Committees will be used sparingly and only when other methods have been deemed inadequate.
- 14.5    Committees may not speak for the Board except when given such authority for specific purposes and on a time-limited basis.

## **POLICY 15**

**POLICY TITLE:** COMMITTEE STRUCTURE

**POLICY TYPE:** GOVERNANCE PROCESS

### **PURPOSE**

The purpose of this policy is to identify Board committees and to document their terms of reference.

### **DIRECTIVE**

A committee is a Board committee only if its existence and charge come from the Board. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Committee members should be drawn from a representative range of the membership whenever possible. Terms of reference for Board committees will be attached to this document as they are approved (Appendix D).

15.1 Committees of the Board of SaskMusic may include:

- a. Standing Committees (Permanent)
  - Personnel Committee
  - Governance and Nominating Committee
  - Finance Committee
  - Conflict of Interest Committee
- b. Ad Hoc Committees
  - Terms of Reference for each ad hoc committee will be as established by the Board of Directors.

## **POLICY 16**

**POLICY TITLE: ANNUAL BOARD PLANNING CYCLE**

**POLICY TYPE: GOVERNANCE PROCESS**

### **PURPOSE**

The purpose of this policy is to establish the Board's planning cycle.

### **DIRECTIVE**

The Board will follow an annual agenda that assures sound management, ongoing planning, a regular review of SaskMusic operations and services, and a disciplined approach to addressing issues that affect the corporation and its members.

- 16.1 The cycle will conclude each year on August 31 in order that administrative budgeting can be based on accomplishing a one-year segment of the strategic plan. The approximate sequence for the Board planning cycle is as follows:

November: Annual General Meeting with membership; new Board elected.

December: Annual orientation for Board members; approve the Board agenda for the coming year; review governance policies, key result areas.

June: Approve draft budgets for the upcoming year; review annual core application(s) and governance check list. Personnel Committee completes the evaluation of the CEO and presents it to the Board.

October: Review of past year financials, improvement areas, progress toward strategic directions, establish priorities for coming year.

## **POLICY 17**

**POLICY TITLE: BOARD MEMBERS' CODE OF ETHICS**

**POLICY TYPE: GOVERNANCE PROCESS**

### **PURPOSE**

The purpose of this policy establishes procedures to ensure ethical conduct of Board members and to prevent a conflict of interest on the part of Board members in the course of their decision-making.

### **DIRECTIVE**

The Board commits itself and its members to ethical conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

- 17.1 When conducting SaskMusic business, members must represent SaskMusic in a manner which is unbiased by external or personal interests.
- 17.2 Members must avoid conflict of interest as outlined in SaskMusic Conflict of Interest Policy with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the corporation except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - b. When a Board member has an unavoidable conflict of interest regarding an issue under consideration by the Board, that member shall absent herself or himself without comment from the deliberation and the vote.
  - c. Board members must not use their positions to obtain staff positions in the corporation for themselves, family members, or close associates. Should a member desire employment, he or she must resign first. Exclusions are outlined in the Conflict of Interest Policy.
  - d. Board members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
- 17.3 Board members may not attempt to exercise individual authority over the corporation or staff except as explicitly set forth in Board policies or directives.
- 17.4 Board members will respect the confidentiality appropriate to issues of a sensitive nature.

## **POLICY 18**

**POLICY TITLE: BOARD MEMBERS' TRAVEL**

**POLICY TYPE: OPERATIONAL**

### **PURPOSE**

This policy facilitates the travel of board members to events at which they would assist in furthering the initiatives of SaskMusic, for example, music conferences.

### **DIRECTIVE**

Travel is to be done in an economical manner while allowing the director to perform at their best degree and maintain a professional presence.

- 18.1 All travel approval will be subject to the budget direction of the CEO.
- 18.2 When the entire board cannot attend an event, the Executive Committee shall decide who shall attend based on considerations including who is available, contributions the director can make to the specific event, cost of the director to attend, and providing (when feasible) the opportunity for directors to each have a turn at representing SaskMusic. The President or a representative from the Executive Council shall always be first consideration.
- 18.3 Directors may also bring a written request for travel to the Executive Committee, including description, benefits to SaskMusic, and a cost estimate.
- 18.4 Directors who have the ability to access alternate sources of funding (i.e. employer reimbursement, FACTOR grants) are expected to utilize these sources to offset costs to SaskMusic.
- 18.5 Directors who travel on behalf of SaskMusic are expected to maintain themselves with professionalism at all times, volunteer where needed, and attend as many functions as possible during the event. Upon conclusion of the event, directors shall submit a short written report to the board detailing their activities.
- 18.6 Directors shall refer to Appendix E: Expense Reimbursement Policy for direction on what expenses may be claimed.

## APPENDIX A - PERSONNEL POLICY

SaskMusic will conduct its business using the personnel policies enclosed in the SaskMusic Employee Manual, which is under the jurisdiction of the CEO. A copy of this manual shall be available to the Board.

## APPENDICES

# APPENDIX B - CONFLICT OF INTEREST POLICY

### PREAMBLE

The public trust held by the Board of Directors of SaskMusic demands a high standard of conduct. The management of the assets of a public trust must always be in the best interests of the institution. The Board of Directors are legally bound to act for the benefit of the institution and cannot put bias or personal interest ahead of the interest of the public trust for which they hold a fiduciary duty. This public trust is an extension of the trusteeship imposed by the Non-Profit Corporations Act of Saskatchewan.

The Board of Directors and employees of SaskMusic must avoid real and apparent conflict between their private interests and public duties so that public confidence can be maintained in the integrity of all SaskMusic activities. There are a small number of people available to work in the cultural community in Saskatchewan relative to the numbers of organizations and the resultant numbers of Board, staff and volunteer positions to be filled. The intense networking in the province increases the potential for conflict of interest.

### POLICY

SaskMusic maintains guidelines and procedures regarding real and apparent conflicts of interest for individuals who are Board, staff or committee members of SaskMusic in order to maintain high standards of ethical conduct with regard to their fiduciary responsibilities and to the public trust.

1. SaskMusic Board, committee and staff members shall declare any real or apparent conflicts of interest formally.
2. Board, committee and staff members shall not act in an official capacity (directly or indirectly) with regard to:
  - matters involving a personal benefit or financial interest which would result in the individual, or the individual's family member, receiving gain or advantage by reason of the individual's position or authority;
  - matters affecting an organization in which the individual has (or is negotiating) a financial interest, fiduciary responsibility or is employed.
3. Board, committee and staff members shall not:
  - divulge confidential information, or knowingly take advantage of, or benefit from such information.
4. Board members shall not:
  - be considered for staff positions while serving as a Director;
  - be considered for contract positions over \$2500 per year while serving as a Director. The Board must ratify any such contract in advance.
5. A committee member shall not:
  - be considered for a contract with that committee.
6. Spouses, partners and children of Board and SaskMusic staff members shall not:
  - be considered for contracts over \$2500 per year or staff positions.

**NOTES & EXCLUSIONS**

It is not the intent of this policy to unduly interfere with an individual's livelihood or artistic activity, therefore:

7. Full-time staff:
  - may submit to competitions, showcase opportunities and awards programs that are judged autonomously (e.g. Western Canadian Music Awards, Flatland Music Festival);
  - are not eligible to enter competitions, showcase opportunities or awards programs (either SaskMusic events or those run by affiliated agencies such as the Western Canadian Music Alliance) if they have been involved in jury selection for those events;
  - may not receive contract employment or hold two positions with SaskMusic.
  
8. Part-time staff:
  - may submit to competitions, showcase opportunities and awards programs that are judged autonomously (e.g. Western Canadian Music Awards, Flatland Music Festival);
  - are not eligible to enter competitions, showcase opportunities or awards programs (either SaskMusic events or those run by affiliated agencies) if they have been involved in jury selection for those events.
  
9. Contract staff, while under contract:
  - may submit to competitions, showcase opportunities and awards programs that are judged autonomously (e.g. Western Canadian Music Awards, Flatland Music Festival);
  - are not eligible to enter competitions, showcase opportunities or awards programs (either SaskMusic events or those run by affiliated agencies) if they have been involved in jury selection for those events.
  
10. Voting Board members:
  - may receive honoraria for presentations that are not Board-related at SaskMusic events;
  - may submit to competitions, showcase opportunities and awards programs that are judged autonomously (e.g. Western Canadian Music Awards, Flatland Music Festival);
  - are not eligible to enter competitions, showcase opportunities or awards programs (either SaskMusic events or those run by affiliated agencies) if they have been involved in jury selection for those events.
  
11. Committee members:
  - may receive honoraria for presentations that are not Committee-related at SaskMusic events;
  - may submit to competitions, showcase opportunities and awards programs that are judged autonomously (e.g. Western Canadian Music Awards, Flatland Music Festival);
  - are not eligible to enter competitions, showcase opportunities or awards programs (either SaskMusic events or those run by affiliated agencies) if they have been involved in jury selection for those events.
  
12. The CEO is an ex-officio, non-voting member of the Board of Directors. Other staff members may not sit on the Board or chair committees. In certain circumstances, staff members may serve as non-voting members on SaskMusic committees provided this service precludes any personal benefit accruing to them, save the regular approved compensation for volunteers.
  
13. SaskMusic Board members shall not sit on the Boards of SaskCulture or the Saskatchewan Arts Board.
  
14. Individuals employed by SaskCulture, the Saskatchewan Arts Board or Saskatchewan Lotteries whose work involves policies or programs aligned with the disposition of their agency's grant funds shall not be in a position involving the allocation of these funds within SaskMusic.

## **APPENDICES**

### **Resolving Conflicts**

15. The process by which a situation is addressed can be initiated either by an individual who feels that he or she is in conflict or a potential conflict situation, or by an individual or organization that has that perception of an individual.

### **Self Declaring**

- 16.1 It is the personal responsibility of the individual Board, committee or staff member to declare conflicts of interest. Upon election, appointment or employment, individuals must complete the SaskMusic Conflict of Interest Declaration and update this declaration yearly.
- 16.2 Any conflict of interest that arises at any time during the individual's tenure must be reported in writing to the SaskMusic Board of Directors.
- 16.3 If a conflict is declared, the affected individual shall refrain from taking part in the decision-making process as it pertains to the area of conflict and further, shall not in any way attempt to influence other decision-makers with regards to the matter of conflict.

### **Conflict Perceived by Others**

- 17.1 The individual or organization shall bring the perceived conflict in writing to the attention of the SaskMusic Board of Directors. The Board shall refer the perceived conflict to the Conflict of Interest Resolution Committee as outlined in Appendix D.
- 17.2 In the event that any of the persons serving on the Conflict of Interest Resolution Committee may be a party to the alleged conflict of interest, an alternate Board member shall be appointed by the Board of Directors to serve on the Conflict Resolution committee for the purposes of that respective complaint only. In the unlikely event that a sufficient number of alternative Board members are not available or eligible to serve, the entire Board, by way of a recorded vote, shall appoint a person(s) from outside of the Board to sit as a member(s) of the Conflict of Interest Resolution Committee for the purposes of that respective complaint only. This type of vote only shall require a majority vote equal or in excess of 75% of the then current Board members.

### **Resolution of Conflict**

- 18.1 The decision may be:
  - a) that no conflict exists and therefore no action is necessary;
  - b) that a conflict exists and the individual should resign from the position or the other activity that causes the conflict; or
  - c) that the conflict was of a minor nature and the only action that needs to be taken is to have the conflict recorded in the minutes.
- 18.2 The decision of the committee may be appealed within 15 days to the SaskMusic Board of Directors, but only on the basis that there are reasonable grounds to suggest that the committee did not consider relevant factors.
- 18.3 The decision of the committee shall not take effect until the appeal period is over. When an appeal is made, the decision resulting from the appeal shall be final and shall take effect immediately.

- 18.4 In keeping with the Bylaws of the Corporation, any Directors determined through a special resolution of the Board to be in a conflict of interest as outlined, without beforehand having declared such conflict, shall be immediately removed from the Board.
- 18.5 All declarations and decisions regarding conflicts of interest will be recorded in the minutes of the Board meetings.

**Tainted Decisions**

19. Where an individual in conflict has acted either by participating in the actual decision-making process or attempting to influence other decision-makers, SaskMusic may review and overturn any decisions made in these circumstances.

**Policy Renewal**

20. The Executive Committee of SaskMusic is responsible for the ongoing effectiveness of this policy and reviews it on a regular basis. Notwithstanding anything contained in this policy, the Board of Directors may, by a vote of the then-current Directors, grant exemptions or exceptions to any part of this policy if to do so would be in the best interests of SaskMusic.



## APPENDIX C - ANTI HARASSMENT POLICY

### 1. **Definition**

Defined as per section 2(1)(l) of The Occupational Health and Safety Act, 1993:

“Harassment” means any objectionable conduct, comment or display by a person that:

- (a) is directed at a work;
- (b) is made on the basis of race, creed, religion, colour, sex, sexual orientation, marital status, family status, disability, physical size or weight, age, nationality, ancestry or place of origin; and
- (c) constitutes a threat to the health or safety of the worker.

### 2. **Worker Right**

Every worker (hereinafter including volunteers) is entitled to a working environment that is free of harassment.

### 3. **Employer Obligation**

This employer will ensure that no worker is subjected to harassment at this place of employment.

### 4. **Worker Obligation**

No worker shall cause or participate in the harassment of another worker.

### 5. **Procedure For Dealing With Harassment Concerns**

All complaints will be taken seriously. The rights of all concerned will be respected. Workers are encouraged to use the following steps to address incidents of alleged harassment internally.

- (a) A worker who believes that he or she has been subjected to harassment is encouraged to first clearly and firmly make known to the alleged harasser that the harassment is objectionable and must stop.
- (b) Where this cannot be done, or is unsuccessful, the worker should report the alleged harassment to the CEO, the President, or to one of the members of the Personnel Committee as designated by the employer to receive complaints of harassment.
- (c) Once a person designated by the employer to receive complaints of harassment receives a complaint, that person shall immediately bring the complaint to the attention of the employer.
- (d) The employer will notify the alleged harasser of the complaint; provide the alleged harasser with information concerning the circumstances of the complaint; and undertake a confidential investigation.
- (e) Following the conclusion of the investigation, the employer will inform the complainant and the alleged harasser of the results of the investigation.

### 6. **Resolution and Corrective Action**

Where harassment has been substantiated, the employer will take appropriate corrective action to resolve the complaint. Where harassment has not been substantiated, no action will be taken against a worker who has made a complaint in good faith.

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### 7. **Confidentiality**

This employer will not disclose the identity of the worker or the circumstances of the complaint, except where disclosure is necessary for the purposes of investigating or taking disciplinary action in relation to the complaint, or where such disclosure is required by law.

### 8. **External Complaints**

Nothing in this policy prevents or discourages a worker from referring a harassment complaint to the Occupational Health and Safety Division under *The Occupational Health and Safety Act, 1993*; particularly sections 3 and 4; and *The Occupational Health and Safety Regulations, 1996*; particularly section 36. A worker may also file a complaint with the Saskatchewan Human Rights Commission under *The Saskatchewan Human Rights Code*, particularly sections 16, 17, 18 and 27. A worker retains the right to exercise any other legal avenues available.

## APPENDIX D – Terms of Reference for Committees

### PERSONNEL COMMITTEE

**Constitution:** The Personnel Committee is formally constituted within SaskMusic Policy 15 as a Standing Committee (permanent) of SaskMusic. These terms of reference are approved by the President.

**Membership:** This committee shall consist of three board members plus the President as an ex officio member. The President shall appoint the Chair, who will appoint the committee members. Quorum shall be two members, of whom at least one is the Committee Chair. A committee member who misses 2 consecutive meetings of the committee may be removed by the committee Chair.

**Frequency of Meetings:** Meetings shall be held as needed depending on the committee's current duties (updated and presented annually), but a minimum of four meetings are required per year to address the standing annual duties. Tentative meeting dates shall be set by committees at their first meetings when possible.

**Authority:** The Personnel Committee is authorized to act on behalf of the Board of Directors of SaskMusic and bring recommendations for approval to the Board regarding activities within these terms of reference (see duties).

**Purpose:** The purpose of the Personnel Committee is to enable the Board of Directors to fulfill their responsibilities as outlined in SaskMusic Policy 12 under *Personnel Management*, which states:

*The Board of SaskMusic:*

- 12.17 *approves Terms of Reference, appoints members, and assures the effective functioning of the Personnel Committee;*
- 12.18 *approves the Personnel Policy;*
- 12.19 *defines the roles, responsibilities, and functions of Board members and the CEO;*
- 12.20 *oversees the recruitment, selection, orientation, training, evaluation, and retirement of Board members;*
- 12.21 *oversees the recruitment, selection, training, evaluation and, if necessary, the separation or firing of the CEO. When the position is open, applications will be accepted from all interested parties, including those acting in an interim capacity for the association.*
- 12.22 *ensures personnel procedures for other staff, which fall under the authority of the CEO, are in place and are being implemented; and*
- 12.23 *ensures that the personnel practices of SaskMusic are in accordance with human rights and labour legislation.*

#### **Duties:**

Regarding the CEO

- Facilitate the search, evaluation of applications and filling of the position of CEO

## APPENDICES

Regarding the Board of Directors

- Ensure that board vacancies are filled if they become vacant throughout the year
- Recruit new members prior to the AGM

**Reporting Procedures:** The minutes of all meetings of the committee must be formally recorded and submitted to the Secretary prior to or at the board meeting where the committee presents their meeting report. The Secretary will ensure that these minutes are properly filed in the annual meeting minutes binder.

## FINANCE COMMITTEE

**Constitution:** The Finance Committee is currently listed within SaskMusic Policy 15 as a Standing Committee (permanent) of SaskMusic. These terms of reference are approved by the President.

**Membership:** This committee shall consist of three board members plus the Board President as an ex officio member. The Chair is the Treasurer, who will appoint the committee members. Quorum shall be two members of whom at least one is the Committee Chair. A committee member who misses 2 consecutive meetings of the committee may be removed by the committee Chair.

**Frequency of Meetings:** Meetings shall be held as needed depending on the committee's current duties (updated and presented annually) but a minimum of four meetings are required per year to address the standing annual duties. Tentative meeting dates shall be set by committees at their first meetings when possible.

**Authority:** The Finance Committee is authorized to act on behalf of the Board of Directors of SaskMusic and report to the Board regarding activities within these terms of reference (see duties).

**Purpose:** The purpose of the Finance Committee is to enable the Board of Directors to fulfill their responsibilities as outlined in SaskMusic Policy 12 under *Financial Management* which states:

*The Board of SaskMusic ensures that the corporation is managed with prudence and diligence, and in accordance with the purposes specified by funding sources. Day to day financial management is the responsibility of the CEO. The Board:*

*12.13 approves the budget and the financial reporting process;*

*12.14 monitors the revenues and expenditures of the corporation through reports provided to the Board by the CEO;*

*12.16 ensures the CEO effectively manages and protects the assets of the corporation.*

This committee, in addition to the Treasurer's responsibilities, is committed to the financial security of SaskMusic and works in concert with the staff on sourcing additional funding opportunities for the organization including but not exclusive to donation programs, development of charitable status or a SaskMusic Foundation or planned giving program.

### Duties:

- Monitor year-to-date expenditures to ensure compliance with the Budget approved by the Board of Directors;
- Make recommendations to the Board of Directors of any significant amendments to the approved budget necessary to meet the directives of the Board;
- Assist the CEO and appointed Auditors in the preparation of the annual audited Financial statements.

**Reporting Procedures:** The minutes of all meetings of the committee must be formally recorded and submitted to the Secretary prior to or at the board meeting where the committee presents their meeting report. The Secretary will ensure that these minutes are properly filed in the annual meeting minutes binder.

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### CONFLICT OF INTEREST RESOLUTION COMMITTEE

**Constitution:** The Conflict of Interest Resolution Committee is currently listed within SaskMusic Policy 15 as a permanent Committee of SaskMusic. These terms of reference are approved by the President.

**Membership:** This committee shall consist of the Chairs of the other Permanent Committees of the Board of Directors members plus the President as an ex officio member. The Chair of this committee will be appointed by the committee members at their first meeting. Quorum shall be two members, of whom at least one is the Committee Chair.

**Frequency and Process of Meetings:** Meetings shall be held as needed depending on the committee's current duties (updated and presented annually). This committee will consider all evidence presented respecting the complaint and will provide all parties to the dispute the opportunity to be heard as speedily as possible but within thirty (30) days of the complaint and will render a written decision within five (5) days of the respective meeting.

**Authority:** The Conflict of Interest Resolution Committee is authorized to act on behalf of the Board of Directors of SaskMusic and bring recommendations to the Board regarding activities within these terms of reference (see duties).

**Purpose:** The purpose of the Conflict of Interest Committee is to enable the Board of Directors to fulfill their responsibilities as outlined in SaskMusic Policy 12 under *Policy Management* which states:

*The Board of SaskMusic:*

*12.5 establishes policies on how the Board will resolve issues that are not included in the above framework, governance, and operational policies;*

**Duties:**

- To resolve all Conflict of Interest allegations in a fair, reasonable and transparent manner. while acting in accordance with all then current privacy legislation applicable within the province of Saskatchewan and the country of Canada.
- Refer to Appendix D: Conflict of Interest for elaboration.

**Reporting Procedures:** The minutes of all meetings of the committee must be formally recorded and submitted to the Secretary prior to/or at the board meeting where the committee presents their meeting report. The Secretary will ensure that these minutes are properly filed in the annual meeting minutes binder.

## GOVERNANCE AND NOMINATING COMMITTEE

**Constitution:** The Governance and Nominating Committee is currently listed within SaskMusic Policy 15 as a Permanent Committee of SaskMusic. These terms of reference are approved by the President.

**Membership:** This committee shall consist of three board members plus the President as an ex officio member. The Chair of this committee will be appointed by the committee members at their first meeting. Quorum shall be two members, of whom at least one is the Committee Chair.

**Frequency of Meetings:** Meetings shall be held as needed depending on the committee's current duties (updated and presented annually) but a minimum of two meetings are required per year to address the standing annual duties. Tentative meeting dates shall be set by committees at their first meetings when possible. A committee member who misses 2 consecutive meetings of the committee may be removed by the committee Chair.

**Authority:** The Governance and Nominating Committee is authorized to act on behalf of the Board of Directors of SaskMusic and bring recommendations to the Board regarding activities within these terms of reference (see duties).

**Purpose:** The purpose of the Governance and Nominating Committee is to enable the Board of Directors to fulfill their responsibilities as outlined in SaskMusic Policy 12 under *Policy Management* that states:

*The Board of SaskMusic:*

12.2 *establishes framework policies defining the SaskMusic Mission and Beliefs Statements.*

12.3 *establishes governance policies which will determine:*

- a. *how the Board will govern and organize its work;*
- b. *roles, responsibilities, and functions of the Board;*
- c. *authority and responsibilities that have been delegated or assigned to committees or the CEO;*
- d. *reporting relationships associated with the above;*

12.4 *establishes operational policies with respect to financial management, personnel, program development, and advocacy;*

12.5 *establishes policies on how the Board will resolve issues that are not included in the above framework, governance, and operational policies;*

12.7 *monitors and assures the quality of the Board policy process.*

### **Duties:**

- To review, with the assistance of the Personnel Committee, current HR policies;
- To alert the board and tag outdated or missing policies as they come to the attention of the staff and board;
- Assure that policy updating is addressed in an ongoing and timely manner;
- Upon request of the CEO, assist in reviewing policies affecting the staff.

**Reporting Procedures:** The minutes of all meetings of the committee must be formally recorded and submitted to the Secretary prior to/or at the board meeting where the committee presents their meeting report. The Secretary will ensure that these minutes are properly filed in the annual meeting minutes binder.

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### APPENDIX E – Guidelines

#### EXPENSE REIMBURSEMENT POLICY

**Purpose:** This policy directs the reimbursement of board members who incur costs while completing activities on behalf of SaskMusic. These will usually be incurred while the board member is attending a conference/event as a SaskMusic representative (see Policy 18).

The recovery of out-of-pocket expenditures is achieved through the submission of a properly completed, approved and supported Expense Claim Sheet. It is expected that other purchase options like Direct Billing and Corporate Credit Card be used whenever possible before resorting to the use of personal resources.

**Directive:** All claims must be reasonable and reflect prudence, good judgment, due diligence to reasonable economy and be defensible to a reasonable and impartial observer.

The rule for expense claim approval is "one-over-one". All reimbursement claims must be signed by the claimant and approved by a senior person who is on an organizational level above that of the claimant and will normally be the person to whom the claimant reports. (i.e. CEO will approve staff claims, Board/Chair will approve CEO claims, CEO/Chair will approve board claims)

An expense claim alone cannot be used to purchase capital items over \$1000 in value. Such items must be purchased accompanied by a Purchase Order, or a Corporate Credit Card.

**Supporting Documentation:** For travel, the purpose of the trip, the persons, places or organization visited, and the dates of the visit must be shown.

For entertainment, the purpose of the expense, the name of the group or the names of the individuals on whose behalf the charges are being incurred, the number of persons covered by the charge and the actual cost must be shown.

Receipts must be attached to support expense claim items e.g. air ticket stubs, detailed hotel bill, meal receipts or other proof of payment and documents or explanations to support and verify all expenditures claimed. Credit card receipt slips alone are not valid receipts for these types of expenditures and will not be reimbursed.

#### ALLOWABLE EXPENSES

##### Transportation

- Reimbursement of transportation costs should be reasonable and defensible. The lowest logical cost should be balanced with the most efficient route, taking into consideration specific travel requirements.
- For ground transportation, private automobiles may be used for personal convenience/preference, however board will not be required to use their personal automobiles for SaskMusic purposes. i.e. A rental vehicle must be provided if a board member is asked to shuttle other board members. The reimbursement rates for driving/gas are listed on the current SaskMusic Expense claim sheet. Exception: transportation to attend regular board meetings is the onus of the individual board members, and will not be provided nor reimbursed if the Board meeting is held in the Board member's city of residence.
- Note that private automobiles used for SaskMusic business are not covered by the SaskMusic insurance policy. It is preferred that board use a rental vehicle for business use as all insurance coverage is then covered by the rental agency and SaskMusic.

- Taxi fares related to SaskMusic business are allowable expenses. Where available, hotel transportation should be used to and from the airport. A receipt is required for taxi fares and other ground transportation costs.

### **Accommodation and Meals**

- Board should obtain the most favourable room rates at hotels. Reimbursement for accommodation will be limited to reasonable single occupancy rates, as per receipts.
- Per Diem Allowance - An allowance by meal or a composite daily allowance may be claimed. The per diem allowance must be adjusted where meals are included in transportation charges, in conference registration fees, etc. The per diem rates currently in effect are listed on the SaskMusic Expense claim sheet. Individuals may not claim per diem allowances for another individual.

### **Reimbursable Cost Examples**

- Automobile Rentals: Vehicle rental costs will be reimbursed as per receipts.
- Taxi/Ground Transportation: Reasonable expenditures will be reimbursed and receipts must be provided.
- Registration Fees: Expenditures for conference registration, workshop registration, etc. will be reimbursed as per receipts.
- Telephone/Fax: Long distance toll charges or fax related to business calls only will be reimbursed and should be shown separately.
- Sundry: Miscellaneous expenditures for conference proceedings, books, etc. will be reimbursed as per receipts and should be itemized.
- Promotion/Entertainment: The cost of meals and refreshments for a guest or a visitor of SaskMusic. Reasonable costs of gifts, SaskMusic apparel and merchandise, flowers, guest admissions to theatre/concert performances, etc. may also be included in entertainment expenses. Reasonable gratuities for services (maximum 15%) may be claimed, unless claiming a per diem, in which case gratuities are included.
- Parking: Parking expenses related to out-of-office business are allowable expenses.
- Traffic Fines: Parking and other traffic fines are not allowable expenses.
- Daily Errand rate: Board can claim a daily errand rate for SaskMusic activities which are not related to attendance at a regular board meeting. (i.e. shopping for the office or SaskMusic events, airport pickups and drop off.)

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### EMAIL COMMUNICATION GUIDELINES

**Purpose:** A policy governing electronic communications use by the Board of Directors.

**Directive:**

1. All communications by Board or staff members either internally or externally must comply at all times with the Code of Ethics outlined in Policy 17 herein. Emails should be prepared as carefully as a letter on company letterhead and not treated as informal communications.
2. For time-sensitive matters and in a judicious manner, Board motions may be voted upon electronically by current sitting Board members in accordance with the following criteria:
  - If 1/3 of the current sitting Board members object to an electronic vote on any motion, the vote must be postponed until the next scheduled face-to-face meeting of the Board.
  - The CEO shall compile the results of any and all electronic votes and shall present the results to the President for distribution to the Board.
  - Any motion passed by electronic voting shall be effective immediately (unless otherwise determined by the wording of the specific motion), but shall require ratification at the next physical meeting of the Board of Directors to continue in effect.
  - Calls for electronic votes **MUST** be sent to all current members of the Board.
  - Motions respecting annual budget approval, hiring or termination of the CEO, or the dissolution of SaskMusic shall **NOT** be voted upon electronically.
3. All and all notices (including but not limited to notices of meetings) and requests for electronic voting as required to be sent to the Board shall be deemed to be received if sent to the then-current electronic address provided to SaskMusic by each respective Board member. It is the obligation of each Board member to keep the CEO apprised of any changes or amendments to their respective electronic addresses.