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INTRODUCTION

Ragged Edge Community Network Society (RECN) was formed in response to a need expressed by North Island community members who live in remote, unserved and underserved areas and the BC government that saw that high-speed Internet service was important to rural communities. Incorporated in 1995 under the British Columbia Society Act, this community-controlled non-profit Society works to provide rural and remote local businesses and residences on the North Island with an opportunity to access fast, reliable **HIGH SPEED WIRELESS INTERNET** on Northern Vancouver Island.

Ragged Edge Community Network Society (RECN) is directed by volunteers who are members of the society and subscribers to RECN services.

The Board consists of a minimum of five and a maximum of nine volunteer members that reflect the broad scope of subscribers within the area.

PURPOSE OF MANUAL

This manual is designed to provide guidelines to the Board and operations of Ragged Edge Community Network Society. It is intended that this manual be reviewed every three years with changes authorized by the Board of Ragged Edge Community Network Society at that time.

Mission:

Ragged Edge Community Network Society works to provide rural and remote local businesses and residences with an opportunity to access fast, reliable **HIGH SPEED WIRELESS INTERNET** on northern Vancouver Island.

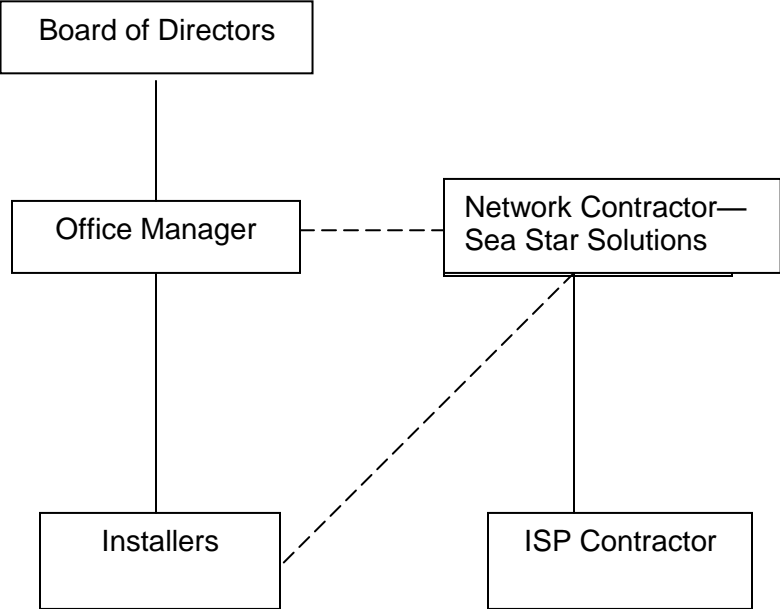
This mission is achieved by creating partnerships for infrastructure funding and hosting of equipment.

Our mandate includes:

Goals:

To provide affordable High-Speed Internet access to businesses and residences in otherwise unserved and underserved areas of northern Vancouver Island.

ORGANIZATIONAL CHART



BOARD MEMBER JOB DESCRIPTION

Each Board member is fully responsible for the activities of the organization. Board members foster open and respectful discussion of all issues before the Board and seek the broadest possible support on all decisions. Once the Board makes a decision, all members of the Board support the decision and speak with one voice to the staff and the community. The Board seeks to have a broad and inclusive reflection of the community at the Board level.

TIME COMMITMENT REQUIRED

- a) Two year term.
- b) Attend the annual general meeting and any special general meeting of the members
- c) Attend at least 75% of the regularly scheduled Board meetings and the annual planning meetings

Individual Board Member Responsibilities

- Attend all Board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies and programs.
- Review the agenda and supporting materials prior to Board and committee meetings.
- Keep Board discussions confidential.
- Keep up with community trends in order to respond in a timely manner.
- Become aware of changing needs in the Ragged Edge Community Network Society
- Be committed to fair, open and transparent processes
- Serve on committees or task forces and offer to take on special assignments.
- Develop Board policies and ensure that they are adhered to.
- Approve annual budget.
- Ensure resources are allocated to meet RECN priorities.
- Inform the public about the organization.
- Keep up-to-date on developments in the organization's field.
- Suggest possible eligible nominees to the Board who can make significant contributions to the work of the Board and the organization.
- Follow conflict of interest and confidentiality policies.
- Refrain from making special requests of the staff.
- Assist the Board in carrying out its fiduciary responsibilities.
- Maintain continuity and stability.
- Hire and annually assess the Office Manager.
- Long-term planning.
- Approve budgets and control finances.

Board Member characteristics to consider:

- Capacity to listen, think clearly and creatively with individuals and groups.
- Willingness to prepare for and attend meetings, ask questions and take responsibility, contribute and open doors in the community.
- Ability to develop certain skills, such as governance experience, read and understand financial statements, learn more about various RECN programs, ability to work with groups.
- Possession of honesty, tolerance of differing views, integrity, community-building skills, concerns for RECN development and a sense of humor.
- Willingness to assist Ragged Edge Community Network Society achieve its mission and goals and better the organization into the future.

RAGGED EDGE COMMUNITY NETWORK SOCIETY - BOARD OF DIRECTORS - TERMS OF REFERENCE

Number and Composition: The Board shall not be less than 5 members and a maximum of nine with a quorum consisting of more than 50% of the members of the Board. Board members shall be at least 19 years of age, the age of majority in British Columbia.

Board positions will strive to be representative of the geographic areas that Ragged Edge Community Network Society serves where possible. Board member positions would be available for:

Coal Harbour
Holberg
Hyde Creek
Quatsino
Quatsino First Nation
Sointula
Zeballos

Plus two additional seats for members at large for a total of nine seats. In the event that a community seat is not filled, the seat would remain vacant until the next election.

Board positions will be two year terms no more than 50% of filled positions may terminate in the same year.

Management Resource: Ragged Edge Community Network Society Office Manager and contractor Sea Star Solutions Ltd.

Chair Selection: To be elected by Board members at the Annual General Election Day by secret ballot

Chair Responsibilities:

- Assists in achieving RECN's Mission Statement
- Facilitates Board meetings
- Provides leadership to the Board
- Acts as a liaison between Board and Management
- Addresses the Annual General Meeting
- Is primary spokesperson for the Board to media at large
- Is a signing authority on behalf of the Board for financial and legal purposes and will make themselves available to perform this duty.

Vice- Chair Responsibilities:

- Fulfills Chair position in the absence of a Chair
- Is a signing authority on behalf of the Board for financial and legal purposes and will make themselves available to perform this duty.

Secretary Responsibilities:

- Ensures preparation and maintenance of meeting minutes

- Review/monitors and verifies accuracy of minutes and ensures circulation to Board members
- Is a signing authority on behalf of the Board for financial and legal purposes and will make themselves available to perform this duty.
- Ensures the annual filing of the Annual Society Report is completed.

Treasurer Responsibilities

- Ability to read/understand/interpret financial statements
- Assists the General Manager with financial record keeping duties as required and acts as a resource for the General Manager.
- Chairs finance committee meetings
- Is a signing authority on behalf of the Board for financial and legal purposes and will make themselves available to perform this duty.
- Ensures presentation of financial statements to Board on an annual basis
- Calls the motion for appointment of auditor at the AGM

Board Member Responsibilities

- Attend all Board and committee meetings
- Stay informed of the organization's mission services, policies and programs
- Review agendas and Board materials prior to Board meetings
- Keep Board business confidential
- Keep informed of community trends
- Serve on committees or task forces
- Develop Board policy and see that it is adhered to
- Approve the annual budgets and control finances
- Ensure resources are allocated to meet RECN priorities
- Inform public about the organization
- Assist in Board succession planning by bringing potential Board candidates forward
- Follow conflict-of-interest and confidentiality policies
- Assist the Board in carrying out its fiduciary responsibilities
- Hire and annually assess the Office Manager
- Strategic planning

Meetings: At the call of the Chair and one Annual General Meeting.

Purpose of the Board:

- To establish the organization's direction
- To ensure the financial health of Ragged Edge Community Network Society
- To ensure the organization has sufficient and appropriate human resources
- To ensure effective community relations
- To ensure legal and fiduciary responsibilities are fulfilled

Records and Reporting:

Meeting agenda

Meeting minutes

Annual Strategic plan

Staff Reports

Annual Budgets and financial report

Audited financial statement

Annual RECN Report

Authority: The Board is the final authority over committees, staff and Board expenditures.

ROLE OF COMMITTEES

Purpose:

Board Committees are Board mandated and are intended to help the Board do its work and are generally not intended to overlap with staff functions in program or operational activities. The work of the Board is to set the overall direction and develop policy to set parameters on how the vision and mission are achieved.

Project Steering Committees are intended to provide the Office Manager and staff with additional input from the Board and/or the community to support the staff in program planning. The Board or the Office Manager may mandate them. Care needs to be taken not to overstep the role of the Office Manager, which is to collaborate with the Board in setting direction as well as developing proposals and implementing programs in keeping with the Board approved direction.

Types of Board Committees

Board Committees fall into one of two categories:

- Standing Committees, which have a perpetual life for ongoing Board tasks
- Project Steering Committees, which have a time limited mandate attached to a specific Board task. (E.g.: Board Manual Committee)

Duties of Committees

Each Board Committee must have specific Board approved Terms of Reference. They must keep a record of their meetings; maintain a current list of members and report to the Board through their Chair.

Each Board approved Project Steering Committee must have specific Board approved Terms of Reference. They must keep a record of their meetings; maintain a current list of members and report to the Board through their Board representative. Any documents or work produced by Committees, Project Steering Committees will remain the property of Ragged Edge Community Network Society.

Authority and Limitations

Board Committees report to the Board as a whole and must request Board approval for any decisions. They have no decision-making authority except what is explicitly included in their Board approved terms of reference.

Membership of Committees

In addition to their regular Committee meetings, committee members attend the Annual General Meeting and the Annual Strategic Planning Session. All committee members are entitled to vote at these and other general committee meetings.

A member of the Board of Directors chairs or vice-chairs each committee, and each is required to have a certain number of Directors on the committee.

Committees have a minimum of three members.

Membership should be considered on diversity of experience and background. Members are to be aware of the purpose of Ragged Edge.

A member must be prepared to commit considerable volunteer time to Ragged Edge Community Network Society duties in order to fulfill the planning, implementation and evaluation activities required for successful programming. Further, members are expected to make efforts to encourage effective communication with the subscribers of Ragged Edge Community Network.

Board Members are elected to the Board annually at the Annual General Voting Day depending on the expiration of their term.

Frequency of Committee Meetings

Each Board committee must determine the frequency of meetings in order to accomplish their mandate.

Each Board mandated project steering committee will determine the frequency of its meetings in order to achieve their Board mandates.

Staff Support and Budgets

The Office Manager is an automatic support person for any standing committee and may delegate this function to other staff members if acceptable to the committee. Staff support is provided for routine committee activities such as assistance in the preparation of agenda, notification of meetings, requests for information, and the preparation and circulation of committee minutes.

The Office Manager is an automatic support person for any Project Steering Committee and may delegate this function to other staff members if acceptable to the committee. Staff support is provided for routine committee activities such as assistance in the preparation of the agenda, notification of meetings, requests for information, and the preparation and circulation of committee minutes.

ROLE OF THE OFFICE MANAGER

Office Manager Job Description

Core Function

The Office Manager is accountable for the day-to-day management of the business of the Ragged Edge Community Network Society and its programs and initiatives. In addition, the Office Manager assists the Board of Directors in program and policy development and implementation, and in community relations with partners and the community at large.

Accountability

The Office Manager reports directly to the Ragged Edge Community Network Society Board of Directors.

Details of Function

Administration of the Organization:

- Telephone reception
- Receive and assist clients
- Public and Privacy Information
- Data entry – maintain data base
- Office Administration
- Filing system maintenance
- Equipment Inventory maintenance
- Liaise with Network System Administrator and network equipment installers as required.
- Processing, scheduling and follow-up of service requests.
- Other duties as assigned

Organizational Management including:

- Writing, reviewing, and monitoring contracts on behalf of the Society
- Maintenance of Society visions and the application to take the vision into a reality on a daily basis.
- Ensure compliance with Employment Standards Act, WCB, Workplace Safety and other regulations that may apply.
- Adherence to Policies and Procedures ratified by the Society and implementation of policies and procedures as required.
- Maintenance of relationships with clients, government agencies and communities.

Financial Management:

- Bookkeeping
 - Accounts Receivable, including billing
 - Receive, record and deposit payments
 - Bank Deposits
 - Accounts Payable
 - Liaise with Society Treasurer

- Reports as required
- Maintain records
- Some payroll as required
- Sales Tax reporting
- Assistance with preparation of the annual budget.
- Administration of annual budget.
- Ensure the completion of the annual Tax Return and other government required documents.

Liaise and work with Board of Directors including:

- Report society activities, preparing reports, and supplying pertinent information to the Society board.
- Attend Society meetings, take and transcribe minutes of Society, maintain records
- Prepare Society meeting packages, scheduling, and attendance confirmation.
- Keep the Ragged Edge Community Network Society Chairperson aware of any concerns, issues, changes, or organizational needs.
- Complete any required legal documents regarding the Society.

OFFICE MANAGER'S AUTHORITY AND LIMITATIONS

The following outlines the authority and limitations of the Office Manager. Limitations are based on the general principles of ethics and prudence. Any area of authority not envisioned as described below will require that the Office Manager consult the Board before acting.

Specific duties of the Office Manager's position are outlined in the Office Manager's job description.

The Office Manager is the link between the Board and the staff and as such has primary authority and responsibility for advancing the organization toward its vision and ensuring that it does so within prescribed policy. The Office Manager is expected to ensure that all his/her actions are ethical, prudent and professional. The Office Manager has the authority to implement the strategic plan and Board approved programs, directs the operation of the organization and is responsible to the Board for all related activities. In doing so the Office Manager must ensure that:

1. Activity is within the Board-approved vision; mission, values, end results and annual outcomes, and all activities are within Board-approved policies.
2. The Board is advised of any adverse effect that might be produced by these policies
3. Explicit Board approval is received to deviate from these policies when anticipated or report to the Board if there is any deviation from compliance to these policies
4. Compliance with the bylaws of the organization as well as all applicable legislation, regulations and contractual obligations

5. The integrity and liability of the Board is protected at all times and the Board is informed of any risk to its integrity or liability
6. The organization's conflict of interest policies are adhered to

Membership

The Office Manager has the responsibility to support the Board in its duties pertaining to membership of the organization.

1. Maintain a list of the membership
2. Provide the list of the membership for voting purposes to elect the Board of Directors on the annual voting day.

Communications

The Office Manager has the responsibility to ensure that the organization's communications plan, as approved by the Board of Directors, is implemented. The Office Manager has the authority and responsibility for ensuring communications with the media, government, funders, partners, clients and the general public, with integrity and in keeping with Board policies and delegate as appropriate.

Human Resources

The Office Manager has the authority and responsibility for the recruitment, training, supervision, evaluation, compensation, positive morale and termination of all staff. In doing so, the Office Manager must ensure that compensation ranges are within budgetary requirements as well as any new staff positions, and that all appropriate legislation and regulations are followed.

Finances

The Office Manager is responsible for managing and monitoring the financial performance of the organization, for ensuring that policies are followed, and for ensuring that all financial obligations of the organization are met. As such the Office Manager has the authority to make expenditures on all Board approved budgets and for financial management.

Programs and Operations

The Office Manager has the responsibility to ensure that all operations and program activities strive for excellence and are conducted in an effective and efficient manner. All operations and programs must be within the Board-approved direction (vision, mission, values, end results strategies and outcomes) and they must be managed in an ethical, prudent and professional manner in compliance with Board policy.

MONITORING THE OFFICE MANAGER'S PERFORMANCE

Monitoring the Office Manager's performance is substantially the same as monitoring organizational performance against the achievement of the Board approval direction and compliance with Board approved policies.

1. The purpose of monitoring is to determine the degree to which Board approved direction and policies are being fulfilled. Information that does not fit within these areas should not be considered in the monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given issue may be monitored in one or more of two ways:
 - a) **Individual, Committee or the Board as a whole:** Disclosure of compliance information to the Board from the Office Manager. This is a Board inspection of documents, activities or circumstances directed by the Board, which allows a "prudent person" test of direction and policy compliance
 - b) **External Report:** Discovery of compliance information by an independent, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess Office Manager's performance only against the direction and policies of the Board. This discovery takes place where it is a well-established practice and approved by the Board.
3. Upon the choice of the Board, any issue can be monitored by any method at any time. For regular monitoring, however, the achievement of the end results and outcomes will be done annually and each area of policy will be classified by the Board for the frequency and method of monitoring required.

OFFICE MANAGER COMPENSATION

The Board of Directors is responsible for establishing the Office Manager's compensation.

OFFICE MANAGER EVALUATION

The Board will conduct an evaluation of the Office Manager on an annual basis. The evaluation may include input from Board members, staff and partners and will focus on the achievement of the Board approved direction and compliance with policy. It will also review working relationships with the Board, staff and partners.

Any evaluation of the Office Manager's performance, formal or informal, should only be based on these areas and should only include other expectations if they have been specifically and formally expressed by the Board as a whole to the Office Manager in advance.

KEY STAKEHOLDERS	AREAS OF RESPONSIBILITY FOR BOARD	AREAS OF RESPONSIBILITY FOR MANAGER
Board of Directors	Organizing the Board Electing officers Establishing committees Recruiting qualified candidates to fill Board vacancies Evaluating Board performance Maintaining Board discipline Orienting new Board members Setting training and development plans	Providing information to assist Board decision-making Implies the key role that management plays in achieving an effective Board through leadership and a positive attitude to teamwork
Stakeholders	Facilitating two-way communication between Board and stakeholders Identifying stakeholder needs and reporting on the Board's stewardship Boards represent stakeholders in a trustee capacity and must adhere to fiduciary duties Fulfill the fiduciary duty, acting with loyalty and good faith for the benefit of your organization	Identifying, managing the design, and provision of financial and other services that satisfy the needs of stakeholders as consumers or services
Human Resources	Selecting the Office Manager Establishing objectives of Office Manager Evaluating performance of Office Manager Allowing scope for personal development Establishing management compensation	Recruiting Training Developing Organizing Leading Promoting Coaching Recognizing and rewarding employees so that an effective staff complement is achieved
Community	Establishing corporate standards that are compatible with the values and social beliefs of the people in the trading area Focusing on community needs	Marketing and maintaining positive public and stakeholder relations by developing an image of the organization as a sound, responsive community organization
Financial Resources	Establishing policies and monitoring the business operations for soundness and stability by analyzing the seven critical areas: equity, liquidity, profitability, growth, matching, risk exposure, and productivity	Managing the financial sustainability of Ragged Edge. Ensuring clients' needs can be met Maximizing the use of resources in the best interest of the organization Report regularly to the Board
Planning	Setting the direction of the organization	Putting Board planning and policy decisions into action in

	<p>Forming the vision, mission, objectives and policies</p> <p>Approving of operating policies and budgets</p> <p>Portions of the planning process may be delegated to management, but the Board is responsible for final approval</p> <p>Boards can receive planning assistance from their central organization</p>	<p>terms of efficient operations (procedures, systems, and control)</p>
Co-operative Relations	<p>Representing the Community Futures in the development of partnering organizations</p>	<p>Designing and evaluating procedures, systems, and information which integrate the organization into the community</p>
Legislation	<p>Developing policies in compliance with the laws and bylaws governing the organizations and making representation for change in these laws as required</p>	<p>Ensuring that the implementation and application of Board and operating policies are consistent and comply with the laws and bylaws governing the organizations</p>

RAGGED EDGE COMMUNITY NETWORK SOCIETY – BOARD POLICIES

CODE OF CONDUCT FOR BOARD MEMBERS

The Board shall conduct itself in accordance with ethical and acceptable standards. In addition, the members of the Board specifically agree to adhere to the following principles:

1. Although a Director may be drawn from a specific region or interest group, Board members will represent the interests of the entire membership.
2. Board members will maintain the confidentiality of details and dynamics of Board discussions, as well as those items designated as confidential. For details, please refer to confidentiality policy. *Duty of Care*
3. Regardless of their personal viewpoints, Board members will not speak against, or in any way undermine, the Board solidarity once a Board decision has been made. Further, Directors are expected to actively support the decisions and policies of the organization within the broader community. *Duty of Loyalty*
4. Board members are expected to attend all Board meetings. Board members should be prepared to commit sufficient time and energy to the organization's business, and to respect other Board members' time by arriving on time for the meetings. *Duty of Care*
5. Board members are required to serve a two-year term and attend the annual general meeting and any annual strategic planning session held and attend at least 75% of regularly scheduled Board meetings. *Duty of Loyalty*
6. Directors will avoid, in fact or in perception, conflicts of interest and disclose to the Chair, in a timely manner, any possible conflicts. For details, please refer to conflict of interest policy. *Duty of Loyalty*
7. Directors' contributions to discussions and decision-making will be positive and constructive and each Board member will actively help the Board reach group decisions on policy. *Duty of Care*
8. Directors' interactions at meetings will be courteous, respectful and free of animosity, as well as reflect the ability to listen to and evaluate opinions with an open mind. *Duty of Loyalty*
9. Directors will be prepared for meetings, having read and being familiar with pre-circulated material in advance of the meeting. *Duty of Care*
10. Directors will adhere to the Society's governance policies. *Fiduciary Duty*
11. The Office Manager is responsible to the entire Board. The views and authority of the Board will be conveyed to the Office Manager through the Chair. Consequently, no single Board member or committee has authority over the Office Manager.
12. Board members will not attempt to exercise individual authority or undue influence over the organization.

BOARD LEGAL RESPONSIBILITIES

Boards exist for legal reasons and act to keep the organization legal. It is the Board that ensures the legal continuity of the organization. It is the Board that has the final legal power to make decisions within the organization subject to the constitution and bylaws.

Legal responsibilities of a Board are laid out in the appropriate provincial and federal incorporating statutes, and in the organizations constitution and bylaws. The basic legal responsibility of all Board members is as follows:

Act Loyally.

Board members must avoid conflicts of interest between their personal interest and those of the organization. Board members must declare to the Board a conflict of interest, if one exists (or if they perceive one to exist) and remove themselves from discussion and decision regarding the issue at hand.

Act Diligently.

Board members must act in a way that one might expect a reasonable citizen to act. Be prepared for meetings, attend and participate in meetings, voice concerns and challenge the views of other Board members.

Ensure that RECN remains “intra vires”.

Board members ensure that the activities of Ragged Edge Community Network Society stay within the mandate and objectives as laid out in the organization’s constitution.

Ensure that the organizations activities remain legal.

Ensuring that RECN’s activities are carried out within the laws of the Provincial and Federal Governments and within the bylaws of the local municipalities. This also ensures that the organization reports annually to the Provincial government as required by the Society Act and to Canada Revenue Agency as required by federal regulations.

HOW YOU CAN PREVENT LEGAL PROBLEMS

- Attend all Board meetings
- Have a thorough knowledge of duties and responsibilities of the organization
- Avoid self dealing
- Know the RECN Bylaws
- Know the people involved in the organization
- Ask questions, indicate dissent and solve conflicted situations
- Read meeting packages, ensure financial reports and staff reports are available, and staff policy manuals are up to date
- Ensure an auditing procedure is in place
- Know who is an authorized signatory.
- Enquire if there is something you do not understand

- Declare conflict of interest as soon as one arises
- Require that your organization has proper legal counsel

WHAT BOARD MEMBERS CANNOT DO TO MINIMIZE RISK OF PERSONAL LIABILITY

1. **Inaction is no excuse** even if a Board Member is willfully blind or careless and has no knowledge of a wrongful act, he may be liable even if s/he did not participate or have any intention of doing wrong.
2. **Seeing no evil:** A Board Member who acquires knowledge of an illegal act on the part of another Board Member, whether by way of reading the minutes or in any other manner, must honour their duty to the organization and do whatever is necessary to correct the wrong or bring it to the attention of the other Board Members.

STAFF ACCESS TO THE BOARD

1. The Office Manager is the official connection between the Board and the staff.
2. The staff may be invited to participate at Board meetings on the request of the Office Manager with the consent of the Board.
3. All staff members are required to address problems in the work place in a positive manner and to bring unresolved issues to the attention of the Office Manager. If the problem concerns the Office Manager and it is of a serious nature, the staff member may bring it to the Board for resolution through the Board Chair.

CONFLICT OF INTEREST

Ragged Edge Community Network Society recognizes that the Board is made up of groups of independent individuals from the northern Vancouver Island who volunteers their time and represent many different agencies and businesses. The Board members will perform their duties conscientiously and will not put themselves in a position in which their private interests or the interests of the agency they are representing and those of Ragged Edge Community Network Society might be or perceived to be in conflict.

A Board member has an actual conflict of interest when the Board member is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests or the interests of the agency they represent.

There is an apparent conflict of interest when a reasonably well-informed person could perceive that a Board member's ability to perform a duty or function of the position was or will be affected by the Board member's private interests.

Every Board member must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Board member's judgment in making decision in Ragged Edge Community Network Society best interests.

Ragged Edge Community Network Society depends on the integrity of all Board members who have knowledge of a decision or activity of Ragged Edge Community Network Society that involves or might involve a conflict of interest to disclose the circumstances. Assurance that no conflict of interest or other breach of this Code exists may be required, in writing, from time to time.

Some conflicts are quite clear, but others are less obvious. Ragged Edge Community Network Society recognizes that its Board members have perfectly legitimate outside interests; however, there may also be situations, which could be perceived as a conflict of interest no matter how innocent the intentions of the Board member.

Board members who find themselves in a conflict of interest must disclose the conflict. Full disclosure enables Board members an opportunity to dispose of or appropriately address conflicting interest before any difficulty can arise. Should a conflict of interest exist or be perceived to exist, the Board member will simply state the conflict. Honesty and forthrightness is each member's responsibility and obligation.

Procedure:

The member of the Board with a stated conflict may, depending on the degree of conflict:

- Abstain from voting or commenting on the issue. Ideally the Board member should absent themselves from the Boardroom.
- Take a temporary leave of absence from the Board until the issue is resolved; or
- Resign from the Board

If the member of the Board does not agree that there is a conflict, then further discussion with or without the member present will take place. If the member is present, he/she should abstain from voting on this issue.

CONFIDENTIALITY

A Board member, committee member or employee should at all times maintain the confidentiality of all confidential information and all the records of Ragged Edge Community Network Society and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.

Similarly, Board members, committee members or employees may not use confidential information obtained through their association or employment with Ragged Edge Community Network Society to further their private interest or the private interests of their family or relatives.

Board members, committee members or employees shall abide by the following guidelines when dealing with clients and client information in regards to technical and financial assistance:

Protection of Customers and Information

- a) All material that a customer provides to Ragged Edge Community Network Society must be considered as confidential and care must be taken to ensure that the circulation of all such material is restricted to those officers and staff who have a direct responsibility for a specific aspect of the administration of Ragged Edge Community Network Society. Disclosure of information to anyone not authorized to deal with it is strictly prohibited. In extraordinary cases this application may be waived with the written consent of the customer.

When confidential information is requested, employees must state that they are not authorized to release any information concerning the above.

Under no circumstances will any person working for Ragged Edge Community Network Society use any information gained as a result of their employment for their own personal advantage. Violation of this policy may result in disciplinary action or dismissal.

Release of confidential information, when authorized, shall be on a 'need-to-know' basis.

See Appendix 1 for Declaration of Confidentiality Example

BOARD MEMBERSHIP AND RECRUITMENT

Process for new RECN Board and Committee Members

1. Four months prior to the Annual General Voting Day a call for Expression of Interest to be a Board Member is announced. Members of Ragged Edge Community Network Society apply to stand as members of the Board of Directors. The Call for Expressions of Interest will remain open for 30 days.
2. Three months prior to the Annual General Meeting a second call for Expression of Interest to be a Board Member is announced. Members of Ragged Edge Community Network Society apply to stand as members of the Board of Directors. The Call for Expressions of Interest will remain open for 21 days.
3. The membership list will be determined forty-five days prior to the Annual General Voting Day.
4. Ballots to vote for the Board of Directors shall be posted by mail (electronic or Canada Post) no later than 40 days prior to the Annual General Voting Day is held.
5. The Annual Voting Day shall be the third Friday of November.
6. Ballots will be tallied (either by electronic or manual means) and the applicants with the greatest number of votes shall be deemed elected to the Board of Directors to fill vacant positions. The names of the elected board will be posted on the RECN website.
7. Directors determine the Board executive positions and appointments to any committees at the Annual General Meeting.

Background to the process:

Article 5.1 Entitlement (excerpt from Bylaws)

Membership

Subscribers to the services of Ragged Edge Community Network shall be members of the Ragged Edge Community Network Society. A membership fee of \$1.00, valid for the duration of the subscription agreement is part of the set-up fee charged to new subscribers upon signup.

Continued membership is based on the maintenance of a subscription to Ragged Edge Community Network services and that subscription being in good standing.

BOARD LIABILITY

To accept a position on a Board of Directors of RECN is to accept responsibility for the administration of the organization, its assets, liabilities, contracts and overall policies.

A volunteer Director must fully understand the role and what his or her responsibilities are. The legal duties are clearly outlined in the Act under which your RECN was incorporated and state that Directors SHALL:

1. Act honestly and in good faith and in the best interest of the Society (or Society).
2. Exercise the care, diligence and skill of a responsible prudent person in exercising powers and performing functions of a Director.

What is “legal risk”?

The main areas of “legal risk” are:

- **FUNDS** – a Director must be satisfied that an adequate system exists for the control of all funds.
- **WAGES** – a Director can be personally liable for unpaid staff wages should the organization become insolvent.
- **NEGLIGENCE of STAFF** (for example in operating a motor vehicle or negligent maintenance of premises) – requires that a Director is confident there is adequate insurance in place.
- **CONTRACTS** – a Director must ensure the Bylaws clearly define who can commit the organization to expenditures and obligations under contracts.
- **DISCLOSURE OF INTEREST** – a Director must disclose any conflict of interest, whether direct or indirect in a proposed contract or transaction.
- **ASSETS** – a Director should be satisfied there is insurance to cover the buildings and equipment of the organization.
- **DELEGATION** – a Director may delegate authority to staff but **CANNOT** delegate responsibility. (Fiduciary duty)
- **FULFILLING GOVERNMENT REQUIREMENTS** – a Director can be liable for non-compliance with government regulations

How can risk be avoided?

In order to minimize risk, Directors should get to know the people involved with the organization; be aware of the Constitution and Bylaws; and have a working knowledge of what is “going on” in the organization. Directors should regularly receive and review financial and activity reports, policies regarding employment practices, and contracts.

What about insurance to cover liabilities?

Each organization must have insurance in order to protect Directors against personal liability and all Directors should be cognizant of the coverage that their organization has. It is also important to know exactly what is and is not covered. Generally Directors Liability policies do not cover such things as libel and slander, personal gain found to be illegal, dishonesty of Directors, and improper reimbursement.

By attending Board meetings on a regular basis, reading all minutes, reports, and publications, becoming familiar with the organization's goals, objectives, programs and projects, and knowing the budget process and financial situation, volunteer Directors can reduce or eliminate the possibility of any legal action against the organization or themselves.

BOARD TRAINING

Training is defined as conference, workshops, classroom instruction or training attached to a training organization (such as a college or university) or other resource materials made available to board members.

Training for Ragged Edge Community Network Society Board members should enhance the capacity of Board members to be more effective in their job as Board Members.

It is expected that the Board training budget (if available) should be used in the most effective manner and to the greatest benefit of all Board members within a fiscal year. Therefore group training of the Board is encouraged.

If an individual Board member wishes to take advantage of a training opportunity outside of group Board training they must first request support for costs from the Board as a whole. That support should be recorder as a motion in the minutes of the meeting when the support is requested and should fit within the approved budget.

BOARD TRAVEL EXPENSE

Ragged Edge Community Network Society may, when budget is available, reimburse eligible Travel & Hospitality costs incurred in the carrying out pre-approved Ragged Edge Community Network Society business at a rate not to exceed those outlined in the Treasury Board of British Columbia guidelines as amended from time to time. The following expenses are eligible for reimbursement:

Transportation

- Airfares – Based on economy class airfare
- Automobile Rental – Based on the medium-sized car rental rate
- Ferries – Actual cost
- Taxis – Actual cost
- Private Automobile – Reimbursed at the prevailing Treasury Board of British Columbia rate.

*** Insurance – Ragged Edge Community Network Society does not reimburse deductible amounts relating to insurance coverage and assumes no financial responsibility other than paying the mileage rate. ***

Accommodation

The equivalent rate for a standard single room in commercial accommodation conveniently located and comfortably equipped.

Meal Allowance

The actual cost of meals, not exceeding the British Columbia Treasury Board approved rates, will be reimbursed.

Receipts and/or documentation are required for all expenses claimed

Please note: Board members can use personal vehicles for Board business up to 6 times per calendar month and not violate ICBC coverage rules. (Confirmed February, 2008)

Reimbursement of travel expenses is subject to funds being available in the approved financial budget of Ragged Edge Community Network Society and must be approved prior to being incurred.

BOARD MEETING SCHEDULE

Ragged Edge Community Network Society Board must manage its time by determining the number and length of meetings needed each year to accomplish the work of the Board.

Members must be prepared to commit considerable volunteer time to Ragged Edge Community Network Society duties in order to fulfill the planning, implementation and evaluation activities required for successful programming.

Generally Board member can expect to attend a minimum of quarterly Board meetings, one Annual General Meeting and other Ragged Edge Community Network Society meetings throughout the year as needed.

Meeting times and major agenda items should be scheduled ahead of time with a Board calendar that outlines how Board time will be used. It is the responsibility of the Board Chair to consult with the Office Manager and present a proposed annual schedule to the Board within two months following the Annual General Meeting.

APPENDIX 1: DECLARATION OF CONFIDENTIALITY

Oath of Confidentiality

I, _____ do solemnly declare that I will not disclose any information of any nature or kind that comes to my knowledge respecting or relating to any client, former client, employee, former employee or Board Member of Ragged Edge Community Network Society, including any programs or services provided to a client, except in accordance with my duties as a Board Member of Ragged Edge Community Network Society or as required by law.

I have read and understand and agree to be bound by the:

- Board of Directors Privacy Policy;

I acknowledge that this declaration shall remain in force and effect during my tenure with the Ragged Edge Community Network Society Board of Directors and shall continue after my tenure as a Director.

I understand that disclosure of confidential information may result in a finding of liability against me and that Ragged Edge Community Network Society shall not indemnify me for a breach of confidentiality which results in me being fined or results in an award of damages against me.

I have read this declaration in its entirety and am aware of and understand the contents of the declaration.

Dated this _____ day of _____ 20 ____.

Signature of Witness

Signature of Board Member

Print Name

Print Name

APPENDIX 2: Notice of Intent to Run for Election to Board of Directors

To the Board of Directors:

I, _____ wish to stand for election to the Board of Directors of Ragged Edge Community Network Society.

I am a RECN customer in _____ community under the username: _____

I wish to become a member because:

I have the following experience and skills to bring to the RECN board:

Short Bio or other information that would be useful to voters:

I agree that:

- I am not in any conflict of interest with RECN
- I am a subscriber of RECN and my account is currently in good standing and understand that maintaining my account in good standing is a condition of being a board member.
- I am not currently in litigation against or am employed by or contracted with RECN
- I can abide by confidentiality regulations and the by-laws of Ragged Edge Community Network Society
- I agree to have my qualifications and photo used for election purposes.

Name: _____

Address: _____

Postal Code: _____ Email: _____

Signature

Date

Please return this Notice, with a photograph, addressed to the Secretary of the Board of Directors at the address below.

Ragged Edge Community Network Society
Box 458, Port McNeill, BC V0N 2R0 (250) 956 -2282 Fax: (250) 956 – 2221 info@recn.ca