

Orientation to the Operation of the Camp Harmattan Association Board of Directors

The Canada West District created the Camp Harmattan Association in about 2015, and established it through the registration of the operational bylaw under the Societies Act in the Province of Alberta. This was done to replace the former Management Board system and establish the new Board as a Policy Governance Board. The Board, under the direction of Rev. Glen Follis, then spent the next months developing a set of policies following the bylaws to guide and direct the operation of Camp Harmattan. The bylaws were amended by the District in 2017 and that version is currently in effect.

Generally speaking, the Operations and Responsibilities of the Camp Harmattan Association are governed, in descending order, by three documents, which nest together to provide the operating boundaries and controls over the operation of Camp Harmattan. The documents are.

1. The Association Bylaws, as established by the Canada West District of the Church of the Nazarene, and registered under the Societies Act in the Province of Alberta. These bylaws provide the legal rules under which the Association must operate and lays out the legal authority of the Board of Directors .

2. The CHA Board Policy Manual developed and adopted by the Board of Directors as the policies that, under the authority of the Bylaws, detail the operation and management of the Camp, and provides for delegation of authority to the Executive Director for the operation of the camping facility and its programs.

3. The Annual Performance Agreement with the Executive Director which flows from the bylaws, as detailed by the Board Policies and is the tool used to document the outcomes expected by the Board regarding responsibilities and accountabilities delegated to the Executive Director for each operational year.

1. The Association Bylaws

The Camp Harmattan Association (CHA) was established by Canada West District Church of the Nazarene, and it operates under the Bylaws of the Association, as prepared and adopted by the District and registered under the Societies Act, with the Government of Alberta as the Bylaws of the Association. The most recent version of the CHA bylaws was put in place in 2017.

The Bylaws provide operating rules for the CHA and specify, in **Article I**, the name of the Association and in **Article II** the purpose of the Association. **Article III** identifies the Objectives of the Association and **Article IV** contains the Statement of Belief in Christian values and beliefs.

Article V includes the rules regarding members of the Association, including approval of membership, the Annual General Meetings and other details such as quorums, etc.

Article VI provides specifics regarding the Board of Directors, including the number of members, membership in the Church of the Nazarene, elections and terms, ex-officio members of the Board and the District representation on the Board of Directors, endorsement of members by the CWD, conflict of interest provisions and removal of members.

Article VII addresses the meetings of the CHA Board, both regular and special.

Article VIII. Section 1 speaks to the authority of the CHA Board, which includes:

- Determining the policies of the Association
- Electing officers and appointment of replacement members
- Creating special committees as needed
- Ensuring the achievement and maintenance of programs, and services
- Work in consultation with the Executive Director in setting goals, and obligations of the organization and establishing vision to meet the needs of members and the public and the Association.
- Approval of an annual budget and review of the financial status of the Association
- To do all things necessary to carry out the purposes and objectives of the Association.

Article VIII Section 2 provides for the Association, with District approval, to:

- Purchase, lease or acquire real or personal property (real property identified as all land and buildings with value exceeding \$25,000.
- Sell, or otherwise dispose of any land, or real property with a value exceeding \$10,000.
- Take actions dealing with other entities that would encumber the Camp operations, facility or real property.
- Take actions to incur liabilities and borrow money
- To make and alter bylaws

Article VIII Section 3 deals with the Board's legal liabilities for being sued, and to deal with such acts, lending/ investing funds and take and hold real property, hold property and exercise powers in the bylaws, hire an Executive Director and enter into a contract subject to the approval of the District Superintendent, appoint agents to represent the Association and set their duties, make donations for religious, charitable, or educational purposes, to receive gifts, bequests, or personal property. It also provides for the indemnification of those operating on behalf of the Association, and generally allows the Board of Directors of the Association to exercise all powers necessary to affect the purposes of the Association under the bylaws and the Societies Act of Alberta.

Article IX defines the Officers of the Association and their roles, including the Chairperson, Vice Chairperson, Secretary and Treasurer.

Article X provides for the establishment of Standing Committees

Article XI provides for the establishment and functioning of Special Committees.

Article XII addresses the management of the Association, including selection/appointment of an Executive Director, who is to be the CEO of the Corporation and who is the Board's representative in the management of the Association under **Article XII, Sections 1 and 2**. These sections reiterates that the appointment is subject to the approval of the District Superintendent. It provides for the Executive Director to have the authority and responsibility to operate the Association's activities, subject to the policies issued by the Board of Directors or any other governing entity. These sections also provides specifics regarding the authority and responsibilities of the Executive Director, which include:

- Carrying out all policies established by the Board and advising on such policies
- Developing, and submitting a plan of organization for the conduct of the Association and recommending changes when and where necessary.
- Preparing and annual budget, including expected revenue and expenditures
- Selecting, employing, controlling and discharging employees, and maintaining personnel policies and practices for the Association.
- Maintaining physical properties in good and safe state of repair and operating condition.
- Supervising business affairs to ensure funds are collected and expended to the best possible advantage.

- Presenting to the Board of Directors a report at each Board meeting, and other periodic meetings, reflecting the professional services and financial activities of the Association, and special reports as required by the Board.
- Attending all meeting of the Board and serving on committees of the Board.
- Serving as liaison and channel of communication between the Board and any of its committees.
- Preparing a plan for the achievement of the Association's objectives and periodically reviewing and evaluating that plan.
- Representing the Association in its relationships with other religious, voluntary or governmental agencies, as well as providing an annual report to the Board of Directors and the District Superintendent.
- Performing other duties as necessary.
- Appointing someone as their representative to participate on their behalf or perform specific duties for a period of up to 30 days.

Article XIII establishes the fiscal year of the Association

Article XIV addresses issues arising from Director Conflicts of Interest

Article XV provides for the Audit of Accounts, appointment of an auditor, and the provision of reports on the financial position of the Association

Article XVI deals with the Dissolution of the Association

Article XVII allows for amendments to the Bylaws by Special Resolution at a General Meeting of the Association where a quorum is present and identifies the minimum voting percentage of votes and the required notice to members prior to the vote at the General Meeting.

2. The Board Policy Manual

Under the Authority and duties established for the Association through the bylaws, the Board developed and adopted a Policy Manual that specifies the Mission and Values of Camp Harmattan; the Governance Processes under which it will operate; the Board of Directors and their roles; the Board Executive Director Relationship; the Board's Operational Framework and includes related Documents issued/approved by the Board.

The Policy Manual flows from the Bylaws of the Association and details how the Board will carry out those duties/responsibilities. Specifically it details its operation as a Governance Policy Board with a focus on identifying and specifying "outcomes" and not on the "means" by which those outcomes should be achieved. It also provides more specific direction for the actions and duties of the Executive Director.

Chapter One of the Policy Manual describes the Mission, Beneficiaries, Vision, Major Functions of Camp Harmattan, and the major Priorities and Goals of the Association.

The major goals of the Association are:

- To prayerfully direct and guide Camp Harmattan's Ministry Plan
- To consistently apply the Policy Governance Model to its functions
- To create a visionary Strategic Plan for the future
- To develop a Capital Financial Campaign strategy in conjunction with the Canada West District
- To ensure that Camp Harmattan operates in a financially sustainable manner

Chapter Two addresses the governance processes to be used, the Association's accountability to the CWD Church of the Nazarene and the specifics of Board Membership. It establishes the Governing Philosophy, its Style of Governance (Policy Governance Board), the Responsibilities and Roles of the CHA, Board Development, Support and Discipline, Board Member Criteria, Board Directors Officer's Roles, Board Meeting Guidelines, Standing Committees, Ad Hoc Committees, and establishes a requirement for a Board Confidentiality Agreement.

Chapter Three establishes Board Policy regarding the relationship between the Board and the Executive Director. Authority is delegated to the Executive Director, specifically the Board's role in establishment of policies and Outcomes. It establishes that the Executive Director's delegated authority is to implement the Board's policies and develop subsequent operational policies.

This chapter also provides for the monitoring of the performance of the Executive Director through outcomes established in an Annual Performance Agreement and a follow up, annual Performance Review. It also establishes policy regarding the Executive Director's responsibility for regular communication with the Board.

Chapter Four establishes policy regarding the Operational Framework under which the Executive Director must function.

These include:

Ministry Strategic Plan Requirements
Financial Operation Requirements
Human Resource Requirements
Program Delivery Requirements
Operational Funding Requirements
Facility Management Requirements
Networking Requirements
Security/Risk Management Requirements

Chapter Four also deals with policies establishing Grievance Processes for both staff and persons of interest.

Chapter Five specifies other Policy and documents relevant to the operation of Camp Harmattan.

3. The Annual Performance Agreement

The third document that governs the functions and operation of Camp Harmattan, is the Annual Performance Agreement between the Board and the Executive Director. The Performance Agreement is governed by the bylaw requirements for the Executive Director and the Board Policy Manual. On an annual basis, it documents the Board's Expected Outcomes for responsibility areas, the Strategies/Actions that will be pursued to achieve them, and the Targets and Measures that will be used to determine the Outcome Results Achieved.

The Annual Performance Agreement consists of two parts:

Board Priority Outcomes - this, first portion includes three to four, high level outcomes, that are of specific to the coming year's operations.

Position Accountability Outcomes - deals with ongoing responsibilities flowing from statements in the Bylaws regarding the Executive Director role, as well as those contained in the CHA Board Policy Manual.

Outcomes are established specifically in the areas of:

-) Leadership, Operational Planning and Management
-) Program Planning and Management
-) Human Resources Planning and Management
-) Financial Planning and Management
-) Risk Management

-) Community and Constituency Relations and Advocacy
-) Reporting

Each of these performance areas include Expected Outcomes, Strategies/Actions to be pursued, Targets/Measures for evaluation of the outcomes, and provision, at the year end, for a review and objective evaluation of the Results/Outcomes Achieved.