

## BOARD OF DIRECTORS

### PROCEDURES / ANNOTATIONS

The BoD is composed of members of the Co-op who have volunteered to participate in the governing of the Co-op. They are responsible for managing the day-to-day operations of the Co-op while remaining accountable to the membership, and adhering to the policies, rules, and occupancy agreement to which all members are beholden.

1. There will be a maximum of nine directors per term
2. The BoD must always do its best to have the positions of President, Secretary, Treasurer, and Privacy Officer filled. Each job description may be changed and altered over time, and as such are not included in the policies. If you would like to see the job descriptions, please consult with the BoD.
  - a. If any of these officers are not meeting the requirements of their position, the BoD can vote to have them replaced in their role by another BoD member
  - b. Due to the confidential and personal information accessible to the positions of President and Privacy Officer, these positions are to be appointed by a vote of the other Directors. Applicants must:
    - i. Be screened for any history of significant policy or confidentiality breaches,
    - ii. Read and understand the Personal Information Protection Act(PIPA), and
    - iii. Participate with their predecessors and successors in a period of job overlap and training
3. Directors must ensure the assigned signatories (financial or otherwise) are updated as soon as possible when a director with signing authority steps down or is removed from the BoD
4. BoD meeting minutes
  - a. The secretary of the BoD will write and maintain the agenda and meeting minutes
  - b. The minutes will be posted, at minimum, on the Co-Op's website, after being approved by the BoD
  - c. Matters including member financial information, confidential member or renter information, and matters of misconduct will be kept "in camera" and will not be posted publicly in any location
  - d. Board members must recuse themselves from discussion and voting on matters which are of a conflict of interest to them
    - i. If required, The BoD will determine if a conflict of interest exists, and whether the BoD member is to be recused

### BOD ROLES / FUNCTIONS

Each of these roles has specific duties and responsibilities which are carried out to the best of the individual's ability. The duties of a BoD role may be shared among other BoD members, if needed, with consent from that member.

- President:** To guide the BoD and the property manager in the efficient operation and administration of the property management according to the bylaws and best interests of owners.
- Vice President:** To assist with President, where appropriate.
- Secretary:** To ensure records of the Co-Op are kept in an orderly manner and to act as recording secretary, when required.
- Treasurer:** To supervise the financial performance, budgeting and long-range financial well being of the property management, including the approval of non-utility invoices.
- PIP officer:** To ensure the BoD is abiding by the Personal of Information and Privacy Act of British Columbia, and is beholden to that act. The PIP officer is required to be involved in all complaints which are directly related to the storage and management of personal and confidential information. In all

other complaints, the PIP officer will be considered as part of the regular rotation of BoD members on the investigation teams.

**Member at Large:** To attend BoD meetings, assist with BoD business, and provide input.

### SUBMISSIONS TO THE BOD

5. All submissions should utilize the appropriate forms (if applicable), as found in “Appendix A: Forms” at the end of this document, and be submitted as per the directions on the respective form
  - a. Complaints: Please see the Complaints and Punitive Measures policy, and the subsequent complaints form
  - b. Requests to make changes or improvements: Please see the “Improvements” policy, and the subsequent request form
  - c. Concerns, Suggestions, and Inquiries should be sent to the BoD in writing, to the BoD's secretary at secretary@hrhcbod.com
6. The Bod will endeavour to be as paper-free as possible, and all communication with regard to any submissions or complaints processes will be done through electronic correspondence (preferably email), whenever possible

### ON-SITE MANAGER - AN EMPLOYEE OF THE BOD

7. The On-Site Manager will be the front line contact for the following matters:
  - a. Repairs to all Co-op property
  - b. Move-out notices (should also be sent to the property management company)
8. On-Site Manager hours of availability:
  - a. 8:30 am - 5:00 pm Monday through Friday
  - b. All after hours (evenings, weekends, and statutory holidays) are for emergencies only (i.e. - hot water tanks, water damage, fire damage, Co-op appliance complete failure, etc.)
9. All other matters should be sent to the BoD, as per #5 above

### NOTICES TO MEMBERS/RESIDENTS

10. The Co-op will communicate with its residents by email, whenever possible, to decrease printed notices and flyers. Any information packages for Annual or Special General Meetings will continue to be delivered in paper form, as it would be beneficial for members/residents to be able to bring a copy of the relevant documents to the Annual or Special General Meeting for discussion and consideration
11. Email lists will be shared between the PIP officer, the Secretary, the On-Site Manager, and the Property Management Company only

### BOD CONFIDENTIALITY

12. Only the Property Management Company will have access to the confidential financial information of members. The BoD may have access to information regarding housing charge arrears of any/all members, subject to the discretion of the Property Management Company
13. BoD members, in carrying the duties as a Director of the Co-op will:
  - a. Act honestly, in good faith and in the best interests of the Co-op. In so doing, will use the care, diligence, and skill that any reasonably prudent person would use in a similar situation.
  - b. Not take any action or give any undertaking on behalf of the Co-op or the BoD unless specifically authorized to do so by the written job description or the instructions of the BoD
  - c. Observe and comply, in order of precedence, with:
    - i. The Cooperative Association Act and other relevant laws
    - ii. The Co-op’s Memorandum of Association, Rules and Occupancy Agreement

- iii. Policies adopted and approved by the Co-op, and
- iv. Decisions taken by resolution of the Board or members
- d. Support the policies, positions, and decisions of the BoD.
- e. Keep confidential all:
  - i. Personal and financial information about members, applicants, former members, and employees of the Co-op
  - ii. Information about Co-op business which should be kept confidential to protect the Co-op, and
  - iii. Information learned about matters specifically determined by board resolution to be matters of confidence
  - iv. Where a Director is uncertain in determining whether something is a matter of confidence, they will seek direction by way of a resolution of the BoD.
- f. Ensure that any confidential information will not be discussed with non-BoD members, nor in any location in which the conversation can be overheard
- g. Put the interests of the Co-op and the BoD ahead of personal interests and will declare immediately any conflicts of interest (see also #4.d under this same policy for further clarification)

### PERSONAL INFORMATION PROTECTION

This procedure is to protect the dignity of members and the security of personal information the Co-op may gather on individuals, in compliance with the Personal Information Protection Act (PIPA) and its principles.

- 14. The Board will appoint at least one personal information protection (PIP) officer
- 15. The board will:
  - a. Provide the PIP officer(s) with a job description outlining duties as per PIPA and its principles.
  - b. Ensure the PIP officer(s) receive appropriate training
  - c. Ensure the PIP officer(s) fulfil their duties
  - d. Co-operate fully with the PIP officer(s) in the performance of the officers' duties and in implementation of the policy
- 16. The Co-op shall only collect the personal information that it requires to ensure sound management of the Co-op, and to fulfil its obligations to residents, these policies, and law
- 17. The Co-op shall use and share personal information only with the agreement of the individuals concerned, as approved for in the PIPA, or as outlined within these policies
- 18. The Co-op will communicate with residents by email, whenever possible, as previously stated. The email addresses of the residents will be on file with the PIP officer, the on-site manager, and the property management company, and will not be distributed to any other parties
- 19. The Co-op will store documents that contain personal information securely to prevent unauthorized use. The Co-op will destroy personal information when the Co-op no longer needs it
- 20. Individuals have the right to apply to the Property Management Company for a copy of all personal information about themselves that the Property Management Company has. This information will be provided, except where to do so would be in violation of PIPA or these policies. Any cost billed by the Property Management Company will be billed to the member/resident
- 21. All directors and management staff will sign a confidentiality agreement. No other members shall have access to the personal and confidential information voluntarily provided to the Co-op, unless designated to an appropriate role (PIPA Deputy, etc.), and any such person will also sign the agreement

22. Any minutes or records of discussion on members, residents or applicants will not contain their personal information, except for “in camera” minutes. Minutes of the “in camera” portion of meetings will be kept separate from the regular minutes, and stored securely, to prevent unauthorized use. “In camera” minutes will not be posted in any location

### BOD SPENDING

23. Persons spending or purchasing on behalf of the Co-op must do so in accordance with this policy, and all purchases will be tracked by the BoD's Treasurer
24. Mandatory items: The BoD will identify and authorize spending on budgeted mandatory expense items and authorize management staff to make payment. The management staff must report any expense that goes over budget to the next board meeting
25. Discretionary items: The management staff can authorize spending on and approve payment for budgeted discretionary expense items
  - a. Unbudgeted items must be reported to the next board meeting
  - b. The board must approve spending on all items, outside of the annual budget
  - c. The general meeting must approve spending on unbudgeted items over \$5,000 before the purchase is made
26. Emergency expenses: A consensus by the BoD can authorize spending, and approve payment for unbudgeted discretionary items up to \$5,000 on an emergency basis only. Emergency expenses must be reported at the next board meeting
27. Budget revisions: The board may revise the budget as necessary during the fiscal year. Revisions must be reported to the next general meeting for any difference in one budget category over 10%, or for any overall change of more than \$5,000 in total expenses
28. Authorized purchases for the Co-op must be made using a purchase order or contract, or written Co-op authorization to a selected supplier or contractor

### IMPROVEMENTS OR CHANGES INITIATED BY THE BOARD OF DIRECTORS

29. Expenses for general repairs and improvements to the Co-op lands or assets will not be required to be approved of by membership. The BoD is required to:
  - a. Obtain a minimum of 3 quotes for the repair or service
  - b. The successful vendor or service will be chosen by way of a vote by the BoD
30. For new builds or projects on common property exceeding \$5000 the BoD is required to:
  - a. Present a project proposal to be put forth to membership
  - b. Obtain a minimum of 3 quotes for the service/purchase/installation
  - c. The proposal must be approved by membership through a general meeting or electronic ballot, organized by the BoD

## POLICIES

### TREATMENT OF BOD MEMBERS OR STAFF

31. BoD members should not be contacted through private means, as the members of the BoD are volunteers, and are not expected to deal with BoD matters in their private time
32. Approaching any BoD member or the on-site manager in an aggressive manner is not permitted. Any BoD member or staff member who feels that they are treated inappropriately may submit a complaint if they feel it is appropriate to do so