

CANADIAN SOCIETY OF LANDSCAPE ARCHITECTS

BOARD MANUAL



Last Updated: February 2021 (by Michelle Legault, CSLA Executive Director)

APPROVED BY THE CSLA BOARD ON MARCH 24TH, 2021

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1. About the CSLA

1.1 CSLA Board of Directors, Executive Committee and Staff

For current contact information, please follow this web link: <https://www.csla-aapc.ca/society/board-staff>

1.2 Component Associations

For current contact information, please follow this web link: <https://www.csla-aapc.ca/society/component-associations>

1.3 Mission, Vision and Values

To read the CSLA's Mission, Vision and Values, please follow this web link: <https://www.csla-aapc.ca/society/about-csla>

1.4 History of the CSLA

The Canadian Society of Landscape Architects was founded in 1934. By this time, landscape architects had been active in all major centres across Canada, particularly in the design and planning of parks, open spaces, public institutions, roadways, neighbourhoods and communities. Landscape architect Frederick Todd, for example, was instrumental in the early 1900s in the design of Mount Royal Park in Montreal and the design of Ottawa's scenic driveways and urban green spaces. Later he designed the neighbourhood of Mount Royal in Montreal. Following World War II, landscape architects became involved in the design and planning of new communities, national and provincial parks, tourism facilities, institutions and corporate sites. Landscape architects played lead roles in the design of Expo 67 in Montreal.

In the mid-1960's, professional programs in landscape architecture were initiated at the Universities of Guelph, Manitoba, and Toronto. A few years later, programs were established at the University of British Columbia and the University of Montreal, and a program in landscape architectural technology was initiated at Ryerson Polytechnical University.

Demand for the services of landscape architects has grown steadily in Canada over the past two decades. Landscape architects today are engaged in the design, planning and management of urban, rural and natural environments in all Canadian provinces and territories and in many countries worldwide. Canadian landscape architects are well-regarded for their creativity, their sensitivity and their practicality in all aspects of professional practice.

1.5 Letters Patent and Certificate of Continuance

The Canadian Society of Landscape Architects was founded in 1934 under the name of the Canadian Society of Landscape Architects and Town Planners and incorporated by letters patent on October 25, 1956.

The supplementary Letters Patent, dated February 24, 1964, recorded the name change to that of the Canadian Society of Landscape Architects/L'Association des architectes paysagistes du Canada as recorded on Film 153, document 16 in the office of the Deputy Registrar General of Canada, reference #174944.

The CSLA Certificate of Continuance according to the Not-for-Profit Act was submitted in 2013.



1.6 Membership in the CSLA

To consult the CSLA's membership classes and fees, please use this web link: <https://www.csla-aapc.ca/members/our-members>

1.7 Governing Documents

The CSLA's Governing Documents can be consulted via this web link: <https://www.csla-aapc.ca/society/governance>.

Annual Report

The CSLA is obliged, by law, to submit a yearly annual report detailing its activities and including audited financial statements.

Business Continuity Plan

The CSLA Executive Director maintains copies of the business continuity plan, in place should there be a business interruption within the CSLA. The purpose of this business continuity plan is to prepare the Canadian Society of Landscape Architects (CSLA) in the event of extended service outages caused by factors beyond our control (e.g., natural disasters, man-made events), and to restore services to the widest extent possible in a minimum time frame. The plan identifies vulnerabilities and recommends necessary measures to prevent extended service outages. It is a plan that encompasses all CSLA system sites and operations facilities. NOTE: Because of its confidential nature, this document is not available online.

Note that any changes to the following documents require the CSLA Board's approval.

Strategic Plan

The CSLA has approved a series of strategic plans throughout its history. The most recent Strategic Plan is available on the CSLA website.

Board and Annual General Meeting Minutes

Minutes of the Annual General Meetings are available upon request and minutes of the CSLA Board meetings are available online. A record of motions is also available online.

Committee Manual

The CSLA Committee Manual sets out the role and function of CSLA committees, work groups and task forces.

Policies and Procedures

The CSLA's Policies and Procedures set out the guidelines by which the CSLA will operate.

Bylaws

In addition to approval by the Board, any changes to the Bylaws must be ratified by the membership at the Annual General Meeting.



Budget

The CSLA Budget is prepared annually by the Finance and Risk Management Committee and presented to the Board for approval. The budget for the coming year is approved at the Fall in-person Board meeting, and a mid-year adjustment is approved at the Spring Board meeting.

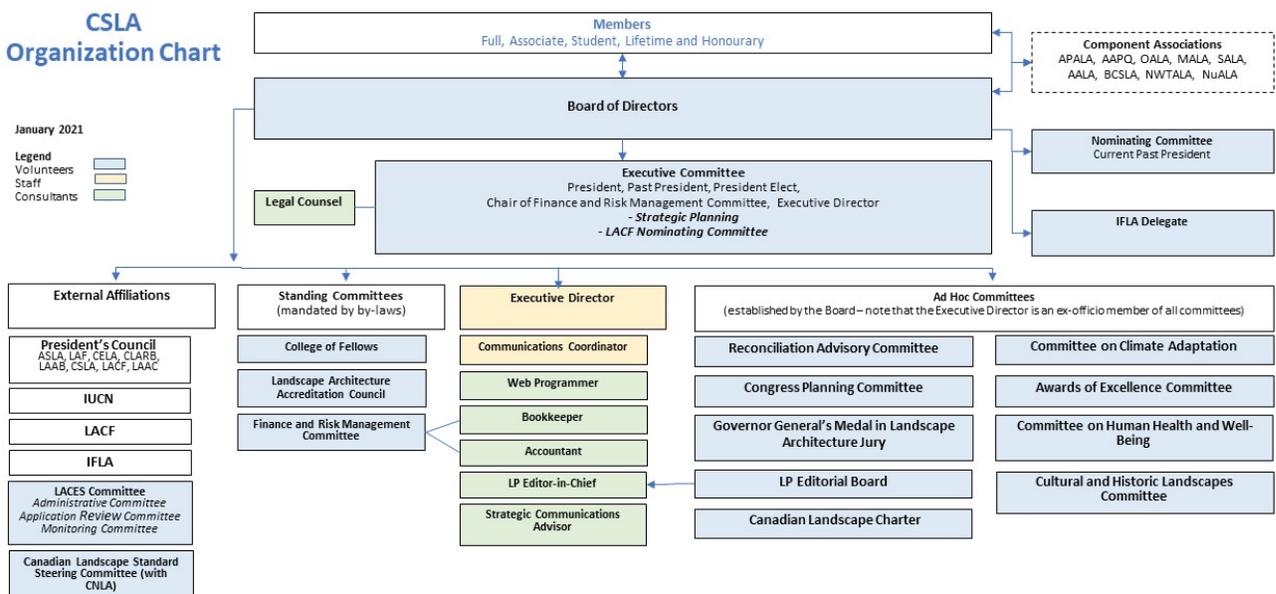
Terms of Reference with Component Associations

The CSLA was founded in 1934 and for several decades was the sole association promoting the profession of landscape architecture in Canada until provincial components were created starting in the 1960's. The CSLA and component associations have since collaborated on an ongoing basis however, until now, no formal agreement supports this relationship. The CSLA strives to unite professionals around the country while strengthening the value an individual member receives. We believe that member service and the community of peers can be enhanced by concluding agreements with the components. Components serve as connectors between the CSLA and its members. A clear, solid working relationship between the CSLA and components is therefore vital. In addition, components are platforms for sharing knowledge and foster partnership among all stakeholders by optimizing individual strengths to serve the members effectively and advance the profession.

1.8 Structure of the CSLA

The CSLA Board of Directors is composed of representatives of all 9 component associations and members of the CSLA Executive Committee. The Board representatives are delegates appointed from the 9 component associations. The Executive Director reports directly to the CSLA Board of Directors.

The CSLA also has a number of Committees, Task Forces and Working Groups to carry out the strategic directions and core activities of the organization, and along with the Executive Director and Board of Directors, deliver programs and services to the members. (Please refer to the Committee Manual for more information).



The Role of the Executive Director

The Board contracts with the Executive Director for the management and administration of the CSLA. The Executive Director is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The Executive Director is employed by the Board of Directors and is, therefore, responsible to the Board as a whole rather than to individual members of the Board. S/He is required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the Executive Director is:

- Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board;
- Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget;
- Required to report to the board if it is not possible to operate within the limits of the budget approved by it;
- Expected to serve as an advisor to the board on policy and program issues which affect the services provided by the Society;
- Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Society in achievement of approved goals.
- Responsible for employing staff members within the classifications and salary ranges approved by the Board. Board members should bear in mind that the staff are responsible to the Executive Director or to a person designated by him or her, not the Board as a whole or any individual officer or director. In the supervision, direction and deployment of personnel, the Executive Director is governed by the documented personnel practices and procedures approved by the Board.
- The supervisor of CSLA staff and contractors.
- Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of President, of other Officers and individual members, and in the job description of the Executive Director.

The Board's job is generally confined to establishing broad policies for achievement of the Society's objectives. It delegates responsibility for execution of those policies to the Executive Director. All Board authority delegated to staff or volunteers is delegated through the Executive Director, so that the authority and accountability of staff and volunteers derives from the authority and accountability of the Executive Director.

1.9 CSLA Programs

CSLA Congress

The annual CSLA Congress is an occasion for landscape architects to gather in person or virtually, or both, to share in the profession's achievements and to look forward to the future. It is a chance to discover new ideas, to catch up with colleagues and to network. It is also an occasion to indulge in our passion for landscape!

Usually hosted in partnership with a CSLA Component association, the Congress includes numerous education sessions, tours and frequently a trade show. The Congress is normally the venue for the CSLA Annual General Meeting, at which the results of the CSLA election for President elect are announced.

The College of Fellows Induction normally takes place at the annual banquet in conjunction with Congress. Congress is also the venue for the CSLA Component Presidents roundtable which brings together the CSLA board of Directors with the committee chairs.



The CSLA Congress Planners maintained by the Executive Director contain information related to the planning of the yearly event.

Landscapes|Paysages

The CSLA uses the magazine as its primary means of external print communication, with five main purposes:

- **Communication:** To develop and maintain communication among CSLA component members, and between the CSLA and other groups or individuals.
- **Information:** To provide information on and relevant to the practice of landscape architecture in Canada.
- **Education:** To provide educational material on trends, techniques, research, landscape architecture practice, and other related topics.
- **Internal identity:** To strengthen the awareness of CSLA component members regarding their common interests and the activities of CSLA.
- **External identity:** To inform the public, other professionals, professional organizations, and governments about landscape architecture, landscape architects and the CSLA.

Learn more about the magazine via this web link: <https://www.csla-aapc.ca/landscapes-paysages/landscapes-paysages>

Awards of Excellence

Learn more about the Awards of Excellence via this web link: <https://www.csla-aapc.ca/awards/awards-excellence>

Governor General's Medal in Landscape Architecture

Learn more about the Governor General's Medal in Landscape Architecture via this web link: <https://www.csla-aapc.ca/awards/governor-generals-medal>

Recognition Awards

Learn more about the Recognition Awards via this web link: <https://www.csla-aapc.ca/awards/recognition-awards>.

College of Fellows

The College of Fellows is administered at arm's length to the CSLA by the elected College of Fellows Executive Committee and the Executive Director. The CSLA is responsible for providing the College with a budget to undertake their activities and managing said budget. Further information on the College is available via this web link: <https://www.csla-aapc.ca/awards/college-fellows>

Landscape Architecture Accreditation Council

The LAAC is administered at arm's length to the CSLA by the appointed LAAC Chair and its members. The CSLA is responsible for managing the LAAC's budget. Further information on the LAAC is available via this web link: <https://www.csla-aapc.ca/society/landscape-architecture-accreditation-council>

Consult a list of the accredited landscape architecture programs in Canada via this web link: <https://www.csla-aapc.ca/career-resources/accredited-university-programs>



1.10 CSLA's External Memberships and Partnerships

IFLA

The International Federation of Landscape Architects (IFLA) is the body representing Landscape Architects worldwide. Its purpose is to coordinate the activities of member associations when dealing with global issues, and to ensure that the profession of landscape architecture continues to prosper as it continues to affect the design and management of our environment. The CSLA appoints a representative of the Board of Directors to the IFLA and, on a rotating basis, hosts the IFLA Conference.

The IFLA Delegate attends all CSLA Board meetings in an Ex-Officio role.

National Urban Design Awards

The NUDAs are a partnership of the Canadian Society of Landscape Architects, the Canadian Institute of Planners and Architecture Canada. The program recognizes individuals, organizations, firms and projects that have improved quality of life and sustainability in Canadian cities. Learn more about the National Urban Design Awards via this web link: <https://www.csla-aapc.ca/awards/national-urban-design-awards>

President's Council

The CSLA participates in a once yearly in-person meeting and quarterly teleconference calls of the President's Council. The Council is composed of the Presidents, Presidents-Elect and Executive Directors of:

- CSLA
- Landscape Architecture Accreditation Council
- representation of the Landscape Architecture Foundation of Canada (when available)
- American Society of Landscape Architects
- Landscape Architecture Accreditation Board
- Landscape Architecture Foundation
- Council of Landscape Architecture Registration Board
- Council of Educators in Landscape Architecture

The CSLA hosts the meeting of the President's Council every five years.

CSLA Board and Component President's Roundtable

A meeting of the CSLA Board members and the representatives of component associations is held every year in person during the CSLA Congress. An additional mid-year conference call is usually also organized. The roundtable is composed of the presidents of every component association and the members of the CSLA Board. Component association staff are encouraged to attend the meeting whenever possible.



2. Composition and Operating of the CSLA Board of Directors and Executive Committee

2.1 Board Structure

The structure and mandate of the Society are defined by the legislation under which it is incorporated, any special purposes legislation governing its mandate, the letters patent, and the bylaws.

The Board of Directors is comprised of twelve members; nine directors who are elected or appointed by Component Associations, the President, Past President and President Elect and the Chair of the Finance and Risk Management Committee, as an ex officio director for a term renewable every year, to a maximum of four years. All directors must be members of the Society.

2.2 Officers' Roles and Responsibilities

Officers of the Society are in the service of the Board, and include the President, Past President, President Elect, Executive Director and Chair of the Finance and Risk Management Committee. They:

- may not be directors
- may hold more than one office at a time
- be subject to removal by resolution of the Board of Directors at any time
- are appointed or elected persons to perform the officer roles
- may not act in place of the Board except when acting together as an Executive Committee in accordance
- with the Bylaws and policies, and
- sign such documents requiring signature of officers of the Society.

The President

The role of the President is to ensure the integrity of the Board's processes. The President shall hold office for one year and until the successor is appointed in their stead. The President is the only Board member authorized to speak for the Society, unless this is specifically delegated to another Board member. The President has no authority to make decisions outside the Bylaws or the parameters of policies created by resolution of the Board.

The responsibilities of the President include the following:

- presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation
- ensures that the work of the Board is conducted efficiently and effectively
- sets agendas for meetings of the Board with input from the members of the Board and with the assistance of the Executive Director
- plan the conduct and timing of Board meetings in conjunction with the Executive Director
- chair meetings of the Board, Executive Committee and general membership
- ensure that the Board is properly informed about the operations of the Society and has the information and opportunity necessary to come to decisions on matters within its purview
- be the Board's primary liaison with the Executive Director, including a weekly call with the Executive Director, assisting the Past President with the Executive Director's evaluation
- write the President's message in the CSLA annual report
- represent the Society on matters of Board policy (while the Executive Director will represent the Society on operational issues). Either may represent the Society on issues related to advocacy on behalf of the mandate of the Society. Any major statements of an advocacy nature must be consistent with the general



parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual directors to distinguish these from positions of the Society.

The President usually travels to:

- CSLA Congress, AGM and Board meeting (spring)
- CSLA Board Meeting (fall)
- President's Council Meetings

Optional and or additional travel can include:

- ASLA Conference (fall)
- CLARB Conference (fall)
- 1-2 University visits
- Ottawa-based meetings with associations or government representatives

During the yearly Congress, the President:

- chairs the Annual General Meeting
- remits awards at the gala
- remits medals during the College of Fellows investiture ceremony
- invests the new president

The President-Elect

In addition to The President-Elect shall hold office for one year and until a successor is elected in their stead.

Note that the President of the CSLA becomes Past President normally at the end of the yearly CSLA Congress, which is held in the Spring, at which point the President-Elect becomes president. Alternatively, the process can take place during the Spring Board meeting.

The President-Elect's responsibilities include the following:

- assuming the responsibilities of the President during his/her absence
- chairing the yearly Component President's Roundtable meeting

The President-Elect usually travels to:

- CSLA Congress, AGM and Board meeting (spring)
- CSLA Board Meeting (fall)
- President's Council Meetings

The Chair, Finance and Risk Management Committee

The Chair of the Finance and Risk Management Committee (the Treasurer) role includes:

- monitoring the financial activities of the Society
- ensuring that complete and accurate records are kept of all of the Society's financial matters in accordance with generally accepted accounting practices
- acting as a signing authority for the Society as approved in the Bylaw or by resolution of the Board
- providing the Board, a report of all financial transactions and of the financial position of the Society at every meeting
- recommending a competent auditor to be appointed annually; and,
- collaborating with the auditor review and presentation of annual audited financial statements.

The Chair of the Finance and Risk Management Committee shall hold office for one year and until a successor is elected in their stead.



The Chair of the Finance and Risk Management Committee travels to:

- CSLA Congress, AGM and Board meeting (spring)
- CSLA Board Meeting (fall)

The Executive Director

The Executive Director shall ensure that all administration and secretarial functions are performed for the Board and Executive Committee, and that records are kept of all proceedings and transactions. The Executive Director is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the Corporation. The Executive Director assumes the office and the responsibilities of Secretary of the Board. The Executive Director shall hold office as is outlined in the contract and as the Board of Directors requires. The Executive Director will represent the Society on operational issues (while the President will represent the Society of matters of Board policy). Either may represent the Society on issues related to advocacy on behalf of the mandate of the Society. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual directors to distinguish these from positions of the Society.

The Past President

The Past President may assume the responsibilities of the President during his/her or the President-Elect's absence. The Past President role includes performing other duties prescribed from time to time by the Board, coincident to the office. The Past President shall hold office for one year.

In addition, the Past Presidents of the CSLA:

- contributes to the Executive Director's performance evaluation
- leads the Nominating Committee
- may be called upon to contribute to ongoing programs and activities, or to be spokespeople for the CSLA.

The Past President travels to:

- CSLA Congress, AGM and Board meeting (spring)
- CSLA Board Meeting (fall)

2.3 Board Member Roles and Responsibilities

The Board's job is to govern the affairs of the Society within the framework of relevant legislation and standards. The Board of Directors, representative of the Society's membership, is given the legal corporate authority and responsibility for the achievement of the organization's mission, for its stability and for provision of systematic linkage with other organizations engaged in the pursuit of similar objectives, and the community at large. It is responsible for ensuring that it has adequate information to monitor performance of the Society.

The Board as a whole is responsible to the membership, and if applicable, to those government and individual or corporate donors who provide funds contributing to the operation of the Society. The Board is also accountable, in a more general sense, to exercise good stewardship of the Society on behalf of the trust placed in it by the key stakeholders (Component Associations), general public, staff, volunteers and other stakeholders. Individual members of the Board are elected and/or appointed under the authority of the Bylaws and are responsible to the members of the Society who elect or appoint them. However, they have no authority to act or give direction individually other than in such a manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.



In addition, the Board is responsible for management of critical transitional phases and events. These include turnover in key positions in the board and senior management; rapid growth or decline in resources; labour relations disputes; and, issues of significant public controversy.

Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board outlined above, members are responsible to exercise due diligence in the performance of their duties. They are responsible for the following:

Contribute to the Annual General Meeting by Soliciting Proxies from Members

Every Spring, the CSLA holds its Annual General Meeting. As many hours of work and expenses are incurred in planning the meeting, it is imperative to achieve quorum. Each Board member is therefore tasked with securing a minimum of 5 vote by proxy forms from colleagues.

Champion a Committee, Task Force of Workgroup

Upon joining the CSLA Board, members are required to champion a particular committee, workgroup or task force. The responsibilities of the champions include the following:

- Reporting to the Board and the membership on the Committee, Group, Task Force or Area
- Championing the Committee or Group's requests to the Board and putting forward motions
- Attending meetings of the Committee or Group
- Liaising with the Board and Executive Director

Board members hold these champion positions until the end of their terms. The list of Board champions can be consulted via the CSLA's Project Planner (distributed at every board meeting).

Governance

- Be informed of the articles of incorporation and legislation under which the Society exists, its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith in a legally constituted meeting, by directors in reasonably full possession of the facts.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Ask the directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership.
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's Bylaws and policies

Information on the Profession

- Keep generally informed about the activities of the Society and the community, and general trends in the industry in which it operates.

Contribution to the Board

- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.



- Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision.

Duties with the CSLA

- Work with the staff of the Society on committees or task forces of the Board;
- For Board Members with a university program in landscape architecture in their jurisdiction, visit with the school and students of the programs at least once per year to promote the CSLA
- As required, meet with members of parliament, senior bureaucrats of ministers to advance the work of the CSLA

Primary Board responsibilities generally fall within the following general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and, Complaints Review.

Planning

One of the most important responsibilities of a Board of Directors is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

Strategic Plan - The Board of Directors, with the assistance of staff and in consultation with key stakeholders, establishes the Society's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for the Society's direction and activities for the next three to five years based on internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

The development and approval of the Strategic Plan takes place in a three to five-year cycle with progress monitored regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets is monitored each quarter of the fiscal year. The third-quarter review begins a thorough analysis of performance and produces projections of the expected yearend results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

Annual Operating Budget - The Society's management develops annual operating budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of the Society's activity. The Society's annual operating plan will be the basis of its yearly budget containing revenues and expenditure forecasts related to planned volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time period during which those results will be sought; and, criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval.

The Board is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and,



ensure the establishment of proper financial controls and policies. The Board achieves this reporting to the members at the AGM on the previous, current and future years' budgets and activities, by presenting an approved Annual Report to the members, and by undertaking periodic member surveys.

Human Resources Stewardship - The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the performance of the Executive Director; providing guidelines for staff compensation; succession planning to ensure smooth transition in both board and senior staff positions; and, monitoring compliance with legislative and regulatory requirements. In addition, a Board member may be called upon to participate in the process of staffing senior positions of the CSLA, such as the Executive Director and Communications Officer, by interviewing potential candidates.

The Board of Directors as a group, rather than individual directors, officers or committees is responsible for providing direction to the Executive Director within the context of Board policies.

Recruitment, selection and appointment of an Executive Director are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of an Executive Director requires the approval of an eighty percent (80%) majority of the incumbent directors. Ideally, an Executive Director's appointment should be made with the confidence of the full Board.

In the event that the Executive Director's performance is deficient or there is loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Executive Director shall require fifty one percent (51%) of the full Board of Directors (all director positions normally filled, regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

Risk Management - The Board is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises.

Community Representation and Advocacy - The function of public relations is to assist the Society in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible to represent the organization positively to the community; to fairly represent community perspectives to the organization; to ensure community input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate.

Dealing with Member Complaints or Concerns

Board members do not generally have direct contact with the membership. Where a member makes direct contact with a Board member for assistance in the resolution of specific issues, the Board member should refer the member to the Executive Director.

Member names and personal information will be withheld when case information is presented to the Board or a committee for orientation or illustrative purposes should the Executive Director employ assistance of the Board.

The Board responsibility for hearing membership complaints on appeal from a decision of the Executive Director is an exception rather than the rule. The Board, in reviewing such appeals, shall adhere to the Oath



of Confidentiality. The Board may overrule the staff decision but should consider the matter with respect to policy amendments as well to address similar future problems.

2.4 Governance Approach

Governance is the exercise of authority, direction and control of an organization in order to ensure its purpose is achieved. It refers to who is in charge of what; who sets the direction and the parameters within which the direction is to be pursued; who makes decisions about what; who sets performance indicators, monitors progress and evaluates results; and, who is accountable to whom for what. Governance includes the structures, responsibilities and processes that the board of an organization uses to direct and manage its general operations. These structures, processes and organizational traditions determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision-makers are held to account.

Governance policies formalize the roles and responsibilities of the Board and establish its functions and practices. They outline how governance is supposed to work.

The Board of Directors represents the "ownership" or membership of the Society. It is the legally constituted authority responsible directly for prudent oversight of the Society's operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the Society's operations.

The Board will focus on strategic leadership rather than administrative detail, policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability. In this spirit the Board will:

- Direct, control, and inspire the Society through careful deliberation and establishment of strategic direction and general policies.
- Monitor and regularly discuss the Board's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the Society.
- Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- Ensure that all business of the Society is conducted in a transparent, legal and ethical manner.

Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.

- Enforce upon itself and its members the behavior that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to neither usurp this role nor weaken this discipline.

2.5 Board Meetings

Meetings of the Board will be determined by the Board President. "In-camera" meetings when dealing with confidential matters will be identified on the agenda.

Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's



authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three consecutive meetings are automatically considered to have resigned their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

Every Board meeting must begin with an opportunity for members to declare any potential or perceived conflicts of interest.

2.6 Board Decision-Making

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (half plus one) is present. A quorum is required for the transaction of any business of the Society. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

In-Camera Meetings

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual
- Labour relations or employee negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the Municipal Freedom of Information and Protection of Privacy Act
- Matters of personal conflict between members of the Board as outlined in this governance policy
- Any other matters which, the public discussion thereof, the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the Society or its members.

Videoconference and Teleconference Decision-Making

During CSLA videoconference meetings, Directors are encouraged to leave their cameras on to ensure votes are captured. Similarly, if the Director is using a telephone connection to a videoconference, or if video is not available, the president must call upon the Director for each vote and said Director must respond when called by voice. If a Director is called and does not respond, they will be marked 'not present' for the vote.

2.7 Board Endorsements and Proposals to the Board

Board Endorsements



The CSLA Board of Directors will, on occasion, receive a request for an endorsement of a project, initiative or statement on behalf of an organization or individual. The following guidelines should drive whether the CSLA Board of Directors offers its endorsement.

Guidelines for Endorsement

Any project, initiative or statement endorsed by the CSLA Board of Directors should:

- Have a national impact
- Be directly related to the profession of landscape architecture
- Be in support of the goals identified in the current CSLA Strategic Plan and the CSLA's mission, which is to advancing the art, the science and the practice of landscape architecture in Canada,
- Be considered in light of potential future funding requests or additional efforts on the part of the CSLA Board, Staff and component organizations, and
- Be in keeping with the CSLA's values of strategic vision, leadership, collaboration, accountability, ethics, sustainability, honesty and excellence.

In addition, the Board should evaluate whether the CSLA's endorsement would have the desired impact on the project, initiative or statement.

Proposals to the Board

The CSLA Board of Directors will also, on occasion, receive proposals on behalf of the membership or other organizations. To evaluate the merit of the proposal, and the potential involvement of the CSLA, proposals to the Board must be submitted on the Recommendation to the CSLA Board of Directors submission form available from the Executive Director.

2.8 Board Expenses

Board members are entitled to be reimbursed for pre-approved expenses occurred during activities required to carry out their duties on behalf of the Society. Budgets for the same are approved in the Society's annual operating budget. Board members shall be reimbursed according to the Reimbursement of Travel Expenses Policy which is available via this web link: <https://www.csla-aapc.ca/society/csla-policies-approved-board-directors>

2.9 Board Performance

Board members and staff are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct is a statement of essential principles intended to govern the conduct of the Board and staff of the organization.

The Board shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance and shall take any steps for improvement in its governance practices suggested by such review.

Board members are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities. The Board President is responsible for managing such conflicts. A neutral



Board member or third party should be selected if the Board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

2.10 Conflict of Interest

A conflict of interest declaration must be read at the beginning of every meeting. Conflicts may be declared at the meeting, or ahead of the Board meeting, in writing, to the Executive Director.

Members of the Board of Directors shall act at all times in the best interests of the Society rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board. A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. Full disclosure in itself does not remove a conflict of interest.

Principles for Dealing with Conflict of Interest:

- The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the President, Executive Committee or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

Resolving conflict of interest disputes:

- The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Society's Bylaws, Governance Policies, Code of Conduct, and Oath of Office & Confidentiality Agreement.
- The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- Complaints of a grave nature may be referred to an independent arbiter.
- Allegations of illegal activity shall be immediately referred to police or other appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.



- The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- Every attempt should be made to resolve such matters expeditiously and fairly.
- The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the board, suspension or a request for the member's resignation.

2.11 Code of Conduct

The CSLA expects all members of the Board and the Executive Director (Directors and Officers) to adhere to a high standard of business ethics in the pursuit of their duties for CSLA. Each Director and Officer must work to promote trust and confidence in CSLA's activities.

It is difficult to codify all elements that Directors and Officers should observe to meet the necessary level of conduct. It is the general expectation that Directors and Officers will seek to do what is right for the protection of CSLA, to respect the values of CSLA, and to behave in a manner that reflects sound business conduct and ethical standards becoming to the integrity, image and good reputation of CSLA.

The code of conduct applies to each Director and Officer throughout their tenure with CSLA and certain aspects continue to be applicable even after the person is no longer a Director or an employee with CSLA.

Expectations

Duties and Standards of Conduct

Directors and Officers must act, at all times, with honesty, in good faith, and in a manner which will enhance the image of and be in the best interests of CSLA. Directors' performance is expected to reflect care, diligence, and skill required for effective governance of CSLA. Directors are to be cognizant of the fact that CSLA has a nationwide leadership and advocacy responsibility for the professional practice of landscape architecture and, therefore must use best efforts to exemplify sound and respected practices in personal, professional, and directorship matters.

Observing and Respecting Policies and Laws

Directors are required to be aware of the laws and regulations relating to the business and responsibilities of CSLA, and specifically for the areas in which Directors have responsibility. CSLA expects no Director to enter into any transaction or perform any task that could reasonably be considered legally suspect. Directors and Officers are also expected to keep informed of the bylaws and policies of CSLA and abide by them.

Safeguarding Assets and Confidentiality of Information

Directors and Officers are responsible to protect and safeguard the property and assets of CSLA. This includes tangible assets as well as information of members, employees and CSLA. All information relating to CSLA, its members, its personnel, and to other businesses or individuals that Directors and Officers receive or have access to in the course of their work is to be treated as confidential. Such information shall not be used for any purpose other than that for which it was obtained. Directors and Officers may only disclose confidential information to external third parties when use or disclosure is authorized or required by an enactment or in court proceedings. Any other external disclosure of confidential information requires the prior approval of the Board Chair. This confidentiality provision continues to apply to all information gained while a Director or Officer of CSLA even after the person is no longer a Director or an employee.



Undue Advantage

CSLA Directors and Officers must not:

- Attempt to influence CSLA policies or decisions so as to gain personal or business advantage for themselves or a related party (family members, business partners);
- Use confidential information for personal or business advantage for themselves or a related party;
- Use their position with CSLA to attempt to gain personal benefits or to confer benefits upon other persons or businesses with whom or with which they have common personal or business interests.

Gifts and Entertainment

Where acceptance, directly or through a third party, of gifts, entertainment or favours from members or suppliers, potential members or suppliers or other persons with whom CSLA has dealings, can place Directors and Officers in a compromising position, Directors, Officers and their immediate families must not seek or accept such gifts. Directors are to use discretion in deciding whether acceptance is the business “norm”.

Directors and Officers cannot accept a gift, hospitality, or favour, offered to them knowing their affiliation with CSLA if it:

- Is of a form or nature where an impartial observer and/or a member would interpret it to be an improper incentive or bribe
- Places the Director under an actual or implied obligation
- Has a value equivalent to or greater than \$100
- Is in the form of cash or its equivalent.

Reporting Responsibilities and Consultation

Directors and Officers are required to report to the Board Chair any action, deed, or transaction, past, present or proposed, conducted either by themselves or another Director and/or Officer of which they are aware and which appears to violate the terms of this code of conduct. The Board Chair will report such matter to the Executive Committee of the Board.

This policy is not intended to address all aspects of the conduct and behaviours required of CSLA Directors and Officers. Where a Director or Officer encounters any situations where they are uncertain about the correct actions to follow, they may consult with the Board Chair.

Cooperating with Investigations

Directors are expected to comply promptly with any request from an auditor or agent acting in an official legal position or with authority of the Board and to provide full disclosure of any situation under review and/or investigation. To verify that the investigation is valid, Directors are invited to contact the Board Chair.

Certification of Awareness and Adherence

At the time of taking office as a Director or Officer and annually thereafter, Directors and Officers will be asked to review this policy and sign the policy to confirm that they have received a copy, have read it, understand it and sought additional information if required to assist their understanding of it. The Director’s or Officer’s signature identifies that the individual agrees to adhere to these expected standards of conduct.

Oath of Office and Certification of Awareness and Adherence of Code of Conduct

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of the membership and/or circumstances that might identify members. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not



relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board. Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

Oath of Office and Confidentiality and Adherence to the Code of Conduct

I, _____, a director of the Canadian Society of Landscape Architects, declare that, in carrying out my duties as a director, I will:

Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the Society.

Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.

Respect and support the Society's by-laws, policies, Code of Conduct, and decisions of the Board and membership.

Keep confidential all information that I learn about members, personnel, and any other matters specifically determined by board motion to be matters of confidence including matters dealt with during in-camera meetings of the Board.

Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the Society.

Immediately declare any personal conflict of interest that may come to my attention.

Immediately resign my position as director of the Society in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'.

By signing below:

I hereby certify that I have read the Code of Conduct for Directors and Officers and understand what the policy requires of me in my position with CSLA.

I declare that I will abide by the Code of Conduct.

I declare that I will inform the appropriate person(s) in the event that I know of a breach of this policy by myself or other Directors or employees of CSLA.

I declare that I realize if I breach any part of this Code of Conduct, it would be just reason to remove me from my Director and/or Officer position.

Signature: _____

Date: _____

2.12 Responsibilities of the Outgoing CSLA Board Members

CSLA Members leaving the Board are expected to:

- Provide orientation to the incoming representative by arranging an in person or teleconference meeting
- Remit all CSLA Board documents to the Executive Director (these exclude public documents, such as the annual report and strategic plan)



3. Maintenance and Approval of the Board Manual

In September, 2012, the Board approved the following motion:

MOTION: 2012.9.13 – 6: Moved by Peter Briggs and seconded by Raquel Penalosa that the Executive Director prepare annually a list of recommended changes to the Board Manual for approval. Motion unanimously approved.

In December, 2012, the Board Manual was approved by the CSLA Board of Directors as presented.



For further information, or to obtain a printed copy of the CSLA Board Manual, contact:

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