

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: ARTICLES OF ASSOCIATION

NO. 101

ARTICLE I – NAME

- 1.1 The name of the Corporation shall be Northwest Manitoba Community Futures Development Corporation.

ARTICLE II – OBJECT

- 2.1 The objects of the CFDC shall be:
1. To participate in the financial support of local businesses and employment opportunities through loans; loan guarantees, equity participation or otherwise.
 2. To provide consulting, technical and training assistance to existing or new business.
 3. To assist clients of the region to access bank assistance, additional Federal and/or Provincial funding sources and the private sector.
 4. To assist in the development and expansion of local economic development.
 5. To encourage, support and advance the development of new businesses.
 6. To encourage, support and advance employment through local economic development.
 7. To assist in the development and evaluation of economic development opportunities.
 8. Initially to provide a “one-stop” business centre to provide assistance, advice, training and/or professional services to residents of the Northwest region of Manitoba.

ARTICLE III – REGIONAL BOUNDARIES

- 3.1 The Northwest Region is comprised of the communities of:
1. The Town of Lynn Lake
 2. Mathias Colomb Cree Nation, Pukatawagan
 3. Sayisi Dene First Nation, Tadoule Lake
 4. Community of South Indian Lake
 5. Barren Lands First Nation, Brochet
 6. Community of Brochet
 7. Northlands First Nation, Lac Brochet
 8. Town of Leaf Rapids
 9. Community of Kinoosao
 10. Community of Granville Lake
 11. Marcel Colomb First Nation, Lynn Lake
 12. O-Pee-Pun-Na-Pee-Win First Nation

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: MISSION - PURPOSE

NO. 102

Mission

The Northwest Manitoba Community Futures Development Corporation works with government, Interested public and private organizations and agencies committed to the development of the Northwest Region.

The Corporation provides a forum for member communities to work together in a co-operative Atmosphere towards the achievement of their community development issues being experienced by Member communities.

The Corporation designs and implements suitable remedies through a co-operative approach to employment development and adjustment programs.

The Corporation encourages and contributes to local economic growth by creating new jobs and employment opportunities. It stimulates local economic development by working with interested entrepreneurs, all levels of government and their representatives and other regional development agencies and relevant organizations.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: GOALS OF THE CORPORATION

NO. 103

Goals

1. To facilitate the co-ordination of economic development initiatives in the twelve member communities, and in the region.
2. To advertise the capability of the Co-operation as a means of promoting regional and community development in the twelve member communities.
3. To support the development efforts of member communities by acting in a liaison capacity on their behalf with all levels of government and their representatives, regional agencies and other relevant agencies
4. To work with communities to achieve the development opportunities and priorities identified by the Chief and Council, Mayor and Town Council and/or Economic Development Committees in the member communities.
5. To provide a strategic framework for the Corporation to pursue regional development and, consequently, improvements in the standard of living and quality of life for residents in Northwest Manitoba.
6. To promote, advertise, and market the region for business development, tourism, and recreation, and to encourage a sense of awareness and pride in the values of the region.
7. To participate in regional development planning with other organizations.
8. To provide financial, technical and professional assistance to new and expanding businesses operating within the Northwest Manitoba Region and to provide follow-up support to sponsors businesses.
9. To report on all investment funds distributed during the Corporation's fiscal year of operation to all participating communities, Western Diversification and others as required by law.
10. To promote new entrepreneurial development in all member communities.
11. To implement a public relations strategy that will keep residents and councils of all member communities informed regarding the Investment Fund by providing reports to these communities.
12. To establish, within budgetary restraints, and in co-operation with the Norman Regional Development Corporation, the Swampy Cree Tribal Council, Keewatin Tribal Council and other

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

identified agencies, a coordinated approach to economic development in the Northwest Manitoba Region by participating in selected meetings, conferences, workshops, etc., which relates specifically to economic development in this area.

TITLE: ORGANIZATION, GOVERNANCE, STRUCTURE NO. 201

I. Policy

The NWMCFDC is a legally constituted Corporation and is representative of the communities of:

1. The Town of Lynn Lake
2. Mathias Colomb Cree Nation, Pukatawagan
3. Sayisi Dene First Nation, Tadoule Lake
4. Community of South Indian Lake
5. Barren Lands First Nation, Brochet
6. Community of Brochet
7. Northlands First Nation, Lac Brochet
8. Town of Leaf Rapids
9. Community of Kinoosao
10. Community of Granville Lake
11. Marcel Colomb First Nation, Lynn Lake
12. O-Pee-Pun-Na-Pee-Win First Nation

The NWMCFDC shall be governed by a Board of Directors composed of one representative from each of the participating communities. Members of the Board are responsible to the Board and to the participating communities for all actions taken by the members and by the Board itself.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: ORGANIZATIONAL STRUCTURE

NO. 202

I. Policy

The Board of Directors believes that all staff must have a clear understanding of the lines of authority and desired working relationship within the Corporation. The established lines of authority represent direction of authority and responsibility but must not restrict in any way the co-operative working of all staff members at all levels of the organization.

II. Guidelines & Procedures

1. The legal authority of the Board to manage the affairs of the Corporation is transmitted through the General Manager, who shall serve as the Chief Executive Officer of the Board.
2. Personnel are expected to refer matters requiring administrative action to the administrator to whom they are responsible.
3. All personnel are expected to keep the person to whom they are immediately responsible informed of their activities.
4. Lines of authority are not intended to restrict lines of communication whereby everyone is encouraged to make suggestions for improvement and problem solving.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: BOARD OF DIRECTORS – POWERS AND DUTIES NO. 203

I. Policy

The Board of Directors has been delegated responsibility and authority to provide leadership and direction for all matters of the Corporation. The power of the Board is in its action as an appointed body. Individual Board Members exercise their authority only as they vote to make decisions at a duly convened meeting of the Board. The Board of Directors intends to carry out its responsibilities within the following area:

- 1. Policy Making:** The Board assumes responsibility for the development and approval of policy as guides for employing a General Manager to implement its policies.
- 2. Evaluation:** The Board assumes responsibility for appraising the effectiveness of its policies and their implementation.
- 3. Finance:** The Board assumes responsibility for the adoption of annual budget (including Investment Fund) which will provide the resources necessary for buildings, staff, materials and equipment to meet the needs of the Corporation and to carry out the Board's policies and activities of the Corporation.
- 4. Public Relations:** The Board assumes responsibility for providing adequate means for keeping the communities informed and for keeping itself and the staff informed about the needs of the communities.
- 5. Planning and Evaluation:** The Board assumes responsibility for establishing goals which will guide both the Board and the staff in working together toward the continuing improvement of the Corporation's programs and services. It is responsible for providing for the ongoing evaluation of the programs and services in terms of the goals and objectives set forth by the Board.

TITLE: BOARD OF DIRECTORS – APPOINTMENT, QUALIFICATION, VACANCY NO.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

204

I. Policy

The Board of Directors for the Corporation shall consist of one representative appointed from each of the participating communities and/or First Nation and each shall serve for a two year term.

II. Guidelines

Qualifications: The NWMCFDC requests that each community/First Nation select a representative that meets the following conditions/characteristics. Each representative shall:

1. be 18 years of age or older;
2. be willing and able to attend all meetings of the Board of Directors (4-6 meetings per year);
3. be interested in serving their Community/First Nation on a regional Board and be able to provide communication/consultation between their home community and the Corporation on a regular basis;
4. be committed to the concept of economic, social and human resources development and respected for their views by their home community or First Nation;
5. be committed to the concept of team work, open and honest dialogue and willing to share the work load of activities needed to make the Corporation successful;
6. Understand and appreciate that confidential information of the Board of Directors must remain confidential to the Board and must not be shared with others that have no need for access to confidential information about clients of the Board of the corporation;
7. Not be an employee of the Corporation.

Resignation/Vacancy: A Board Member may resign their office by giving written notice of the resignation to the Chairperson of the Corporation. In the event of the Chairperson resigning, notice shall be provided to the Vice-Chairperson and to the General Manager. A copy of all resignations shall go to the Board for their information. The resignation of any Board Member shall become effective upon receipt and acceptance by the Board. A vacancy on the Board occurring more than six months prior to the next scheduled Annual General Meeting shall be filled by re-appointment. The successful candidate shall serve the remaining term of the Board Member who has resigned.

Board Members of the Corporation cease to hold office two days following the appointment of new Board Members and no formal written resignation shall be required.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: BOARD MEMBER CODE OF ETHICS

NO. 205

I. Policy

The Board of Directors has been delegated responsibility for providing leadership in all matters affecting the Corporation and has adopted the following statements as part of an overall code of ethics for the Corporation. It is the responsibility of each member and of the total Board to ensure that their actions are consistent with these beliefs.

I. Guidelines & Procedures

A Board Member, operating under the highest ethical standards, should:

1. Assure the opportunity for high quality service for every client.
2. Work harmoniously with other Board Members without trying either to dominate the Board, or neglect his/her share of work. Treat fellow Board Members with respect, openness and honesty.
3. Accept office as a Board Member as means of unselfish service and represent the Corporation without fear or favor.
4. Maintaining confidentiality of privileged information.
5. Represent the Board and the Corporation to the public in such way as to promote interest and support for the Corporation, Community and First Nation they serve.
6. Recognize that the strength of the Corporation is as a Board not as individuals and recognize and accept that an issue is settled by majority vote of the Board.
7. Refer complaints to the proper administrator and abstain from individual counsel and action.
8. Refrain from dealing individually with staff of the Corporation and refer any personnel problems to the General Manager.
9. Provide a forum for controversial issues to be presented fairly and without prejudice.
10. Be willing and able to make sacrifices of their time, knowledge, and personal commitments for the benefit of the Corporation.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

11. Work as a team with the Administrative Staff and support all members of the team.
12. Acknowledge and respect the ultimate authority of the Corporation.
13. Strive to maintain at all times, the highest standards both professionally and morally.

TITLE: BOARD MEMBER CONFLICT OF INTEREST

NO. 206

I. Policy

The Corporation believes that a Board Member is directly responsible to the Community, First Nation Membership and the Board. Upon appointment to the Board, a Member assumes a position of trust and is expected to act accordingly. The Board believes that while there may be leadership and no direct conflict of interest in many decisions, this policy is meant to avoid the appearance of conflict of interest for Board Members and their relatives.

II. Guidelines & Procedures

For the purposes of this policy a Board Member is deemed to be in conflict of interest when discussing or voting upon issues affecting himself/herself, spouse, children, brother, sister, mother or father (in-laws) or such other persons as the Board may by policy determine to be or may be in a particular situation as relatives. The Board expects that:

1. No member shall have any monetary interest in, or receive or expect to receive any profit or benefit from any contract, agreement or engagement undertaken, made or entered into, either in his/her own name or in the name of another, with the Corporation of which he/she is a member.
2. The Board Member is solely responsible for declaring to be in conflict of interest.
3. The Board Member will make a declaration of conflict of interest prior to the Board discussion of the subject matter;
4. The Member, upon making such declaration, shall request the Board Secretary to record the declaration on the minutes of the meeting;
5. The Secretary, upon receiving a Board Member request, shall record the declaration in the Minutes;
6. Upon declaring a conflict of interest, the member shall request the Chairperson to excuse the member from any further participation on the matter and shall leave the meeting place until the matter has been dealt with.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

7. The Corporation shall not make a loan to, or guarantee the repayment of a loan made to a Director, Officer, or Employee of the Corporation.
8. The Corporation shall not make a loan to, guarantee repayment of a loan to, or purchase shares in an incorporated business in which a Board Member or employee of the Corporation (with decision-making responsibilities in relation to investment fund applications), or a Director of the Corporation has a significant business interest.
9. Whereby reasons of withdrawal from a meeting on account of conflict of interest, the number of Board Members remaining is not less than five (5), then the five shall be deemed to constitute a quorum.

TITLE: BOARD MEETINGS NO. 207

I. Policy

The Corporation believes that it is necessary to hold regular and special meetings of the Board to make decisions in the best interest of the Corporation. The Board further believes that such meetings should be open to the public unless the Board is discussing matters involving an individual client, staff member or financial matters that require confidentiality.

II. Guidelines & Procedures

An act or proceeding of the Board that is not done or taken at a regular or special meeting of the Board is not valid or binding on any person affected thereby; and if such an act or proceeding is done or taken at a regular or special meeting of the Board, it is not valid or binding unless all the Board Members were present at the meeting or notice thereof was given as required and at least eight Board Members were present at the meeting.

A. Annual Organization Meeting

An organizational meeting of the Corporation shall be held annually. The General Manager shall act as Chairperson of the meeting for the purpose of seeking nominations for, conducting the vote, and declaring election of the Chairperson of the Board. Upon his/her election, the Chairperson shall preside over the remainder of the organizational meeting. The organization meeting shall, in addition elect a Vice-Chairperson and create such committees of the Board as are deemed appropriate.

The main purpose of the Annual Meeting shall be to represent the annual financial and program reports for approval, to appoint or re-appoint auditors of the organization and to enable members of the Board to express their views as to the state of the Corporation and for the Board to take these views into account when managing the affairs of the Corporation. This meeting may be held in conjunction with a regular Board Meeting.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

B. Regular Meetings

The Board shall meet as required. The day and time of the meetings are to be set by the Board. Unless decided by prior agreement at a regular meeting the place of the meeting shall be in the Corporation office. Regular meetings of the Board will be open to the public, except those portions where legal, personnel matters, and negotiations are under discussion. Special meetings may be called by the Chairperson of the Board when deemed necessary and will follow the same procedures as regular meetings.

A written notice shall; be sent to each Board Member with the date and time of the regular meeting. In the event of the need to hold a special meeting, Board Members will be notified a minimum of 24 hours in advance of the desired special meeting or a shorter period if agreed to. The decision to hold a special meeting must be ratified at the next regular meeting of the Board.

208 **TITLE: BOARD MEETING MINUTES NO.**

I. Policy

The Corporation believes it is important to record the decisions made by the Board at all regular and special meetings held by the Board. The minutes serve as legal documents recording the decisions of the Board and must be kept in a safe and secure location.

II. Guidelines & Procedures

The Board directs that:

1. The Minutes shall record all motions, including the Board's vote of same, placed before the Board. The minutes shall only record decisions of the Board and shall include the movers and seconders.
2. The Minutes shall
 - a) Be prepared by the Recording Secretary or designate;
 - b) Be reviewed by the General Manager prior to submission to the Board;
 - c) Be considered an unofficial record of proceedings until such time as adopted by a motion of the Board;
 - d) Upon adoption by the Board, be deemed to be the official and sole record of the Board's business.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

3. The recording Secretary shall
 - a) Upon approval by the General Manager as to the accuracy of the “draft” minutes prepare a copy of the unofficial Minutes, marked “Unofficial Draft – Subject to Ratification”, for distribution to the Board Members, Chief and Council, Community Councils and Staff;
 - b) Upon adoption by the Board, affixes his/her signature to the concluding page of the minutes;
 - c) Establish a codification system for motions placed before the Board which will provide for ready identification of the resolution as to the meeting at which it was considered;
 - d) Establish and maintain an official minute book and ensure that the minute book is stored in a safe place at the close of each working day.
4. The Chairperson of the Board shall, upon adoption by the Board, affix his/her signature to the concluding page of the Minutes.

**TITLE: BOARD MEETING CONDUCT, RULES OF ORDER, PROCEDURES
NO.209**

I. Policy

The Corporation believes that its meetings should be conducted in a business like fashion. All members of the Board and its staff should be knowledgeable about rules of order and meeting procedures so that meetings can be handled with dispatch without forsaking the desire for full debate and sound decision making.

II. Guidelines & Procedures

1. **Quorums:** The quorum for all meetings of the Board shall be six Directors. Prior to the beginning of the meeting the Chairperson shall indicate whether a quorum is present. If a quorum is not present the Chairperson will so indicate and adjourn the meeting. Members present may discuss issues of mutual concern, however, no minutes shall be kept of the meeting and no decisions shall be made as a result of the informal meeting.
2. **Voting:** All motions duly moved and seconded before the Board shall be determined by a simple majority, provided a quorum is in attendance. The Chairperson of the Board shall vote on all issues. In the case of a tie vote the motion shall be considered lost. Secret ballots may only be called for at meetings of the board to appoint a new Chairperson. A request for secret ballot must be approved by a majority of the Board. No question once decided shall be reversed without a majority of the whole Board in favor of the reversal. Any one Board member may request the

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

recording of the yes and no on any question and may request that his/her vote be recorded in the minutes. A Board Member must be presented to vote. Invited guests and resource persons shall not vote on questions before the board.

3. **Rules of Order:** The Chairperson of the Board or Committee shall attempt to resolve issues of procedure or rules if order in a manner agreeable to the membership of the Board or Committee. In those cases where it is not possible to do so it has been agreed that Robert's Rules of Order shall prevail.
4. **General Procedures:**
 - a) Each and every member of the Board has equal rights;
 - b) The first person recognized by the Chair as desiring to speak has the right to the floor;
 - c) No Board Member shall be interrupted while speaking, unless he/she is out of order, or on a point of privilege or for clarification;
 - d) When any matter is before the Board, the consideration of same cannot be interrupted except on a motion; for adjournment, for postponing; for referral; or for amendment;
 - e) Exceptions to rules within the jurisdiction of the Board can be made by majority consent of the Board.

TITLE: BOARD CHAIRPERSON POWER AND DUTIES NO. 210

I. Policy

The Corporation believes that its Chairperson has primary responsibility for ensuring that the Board conducts its business in a professional and efficient manner. The Board entrusts to its Chairperson authority to guide Board Members through decision-making processes and to resolve conflict between Board Members. The maintenance of this trust falls primarily upon the Chairperson and hence the individual elected to be Chairperson shall serve at the pleasure of the Board.

I. Guidelines & Procedures

The Board assigns to its Chairperson/Vice-Chairperson, the following powers and duties:

1. To preside over all regular or special meetings of the Board;
2. To convey directly to the General Manager such concerns as are related to him/her by Board Members, clients or employees which may affect the administration of the Corporation;
3. To provide advice, when so requested, to the General Manager when he/she may have to initiate a course of action, the substance of which is not within the parameters of existing policy;
4. To act as spokesperson for the Corporation upon matters of policy;

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

5. To ensure that all questions before the Corporation are:
 - a) Well stated so as to ensure that the will of the Board is clearly expressed;
 - b) Voted upon by all Board Members present.
6. To preserve the integrity of Board Minutes by affixing his/her signature to the concluding page of the Minutes;
7. To act as ex-officio, without voting privileges, to all committees appointed by the Board;
8. To meet with the General Manager and the Corporation's legal counsel as required.

The Chairperson, with the approval of the Board, may name a substitute to perform any of these duties.

Duties at Board Meetings

1. The Chairperson shall call the meeting to order at the time designated, provided a quorum is present. If a quorum is present and the Chairperson is absent, the Vice-Chair or a member designated as acting Chair shall call the meeting to order.
2. It shall be the duty of the Chairperson at all times, to preserve order, and to endeavor to conduct all business before the Board with propriety and dispatch.
3. The Chairperson shall vote on all issues and any question on which there is an equality of votes shall be deemed to be negative/lost.
4. The Chairperson may speak to points of order in preference to other members, and shall decide questions of order, subject to an appeal, duly moved and seconded, to the Board by any two members.

TITLE: BOARD COMMITTEES

NO. 211

I. Policy

The Corporation believes that it may be necessary or desirable to establish sub-committees of the Board. Committees may allow the Board to study issues in more detail, may save time and expenses for certain projects or allow for better communication and control during some activities. The Board however, believes that all proposed actions of a Board committee must be approved by the Board.

II. Guidelines

All committees will be structured in accordance with the following format and shall only exercise such powers as are specifically assigned by the Board.

Name of the Committee:

Committee Terms of Reference/Purpose

- a) Membership

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

- b) Meetings
- c) Minutes
- d) Reporting to the Board
- e) Budget
- f) Timeline

TITLE: NEW BOARD MEMBER ORIENTATION

NO. 212

I. Policy

The Corporation believes that new Board Members should be provided with a planned program of orientation to help them become knowledgeable about their role and responsibility as quickly as possible.

II. Guidelines & Procedures

Under the guidance of experienced Board Members and the General Manager, orientation will be provided to new Board Members through the following activities

- A review and explanation of the Policy Handbook by the General Manager.
- A review and explanation of the current Annual Budget by the General Manager.
- A review of the minutes of regular and special meetings held over the prior year.
- A tour of the Corporation's office.
- A review of Board Meeting procedures by the General Manager

The orientation activities provided for this policy shall be completed in as much as possible within one month of a new member being appointed to the Board.

TITLE: BOARD MEMBER PROFESSIONAL DEVELOPMENT
NO. 213

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

I. Policy

The Corporation believes that Board Members must continue to expand their knowledge and skills to become more effective Board Members and to remain current with universal trends in economic and social development. Therefore the Board encourages the participation of Board Members at appropriate conferenced, conventions and workshops.

II. Guidelines & Procedures

A. Approval of Attendance

1. Approval for attendance at any convention/conference/workshop shall be requested in advance;
2. Requests shall be given approval by the Board at a regular/special meeting.

B. Financial Support

Members shall be paid an allowance for expenses incurred for registration, hotel accommodation, meals and travel. The rate for allowance payments shall be determined by the Board.

C. Report to the Board

1. Members shall report to the Board at its next regular meeting following their return form the convention, workshop or conference;
2. The report shall try to evaluate the relevance of the convention to affairs of the Corporation.

TITLE: BOARD MEMBER EXPENSES

NO. 214

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Corporation recognizes that Board Members are required to devote considerable time and energy in carrying out their duties. The Corporation believes a Board Members should be reimbursed for expenses associated with their duties, and be insured against liability resulting while acting on behalf of the Corporation.

II. Guidelines & Procedures

The Corporation will annually review and approve the expenses to be covered for Board Members. The Board may approve an additional allowance for the Chairperson of the Board.

Reimbursement for Expenses:

Board Members will have their expenses paid or will be reimbursed for expenses to attend to Board business provided that the place of business or meeting is outside the community and at a rate established by the Board each year in the annual budget. All expense accounts are to be approved by the General Manager.

Insurance:

The Corporation shall maintain adequate insurance to protect the Board and its members against liability resulting from acting in behalf of the Corporation. The amount of coverage should be reviewed annually in consideration of trends in liability awards.

Guests of the Board:

From time to time the Board may appoint community or First Nation members resource persons to sit as guests of the Board. The Board may pay such guests expenses or fees for their services by resolution of the Board.

TITLE: BOARD POLICY DEVELOPMENT

NO. 215

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Corporation has the power and responsibility to provide leadership and direction on all matters pertaining to the Corporation. It is through Board policy that the Board fulfills these responsibilities and governs the Corporation. The Board recognizes that the community and staff affected by policy should play an important role in the policy development.

II. Guidelines

- A. The General Manger is responsible for the co-ordination of policy development for the Corporation.
- B. Community Members, Board Members, Staff, and clients are encourages to submit suggestions or recommendations verbally or in writing for new policy or modification to existing policies to the General Manager at any time.
- C. The Board of Directors shall consider all reactions and comments regarding proposed policies prior to final approval.
- D. Proposed policies, or revisions to existing policies, shall be presented to the Board with a recommendation for action from the General Manager.
- E. On matters of unusual urgency, the Board may take immediate action to adopt policy or to revise existing policy.

TITLE: BOARD POLICY APPROVAL, AMENDMENT AND RESCINDMENT NO. 216

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that its policies provide guidance and direction on all matters pertaining to the Corporation. Changes in needs, conditions, purposes, and objectives require that policies be kept current.

Since policies play a central role in the governance of the Corporation, new policies, revisions to policies, and rescindments of policies require deliberate and careful study before being enacted. The following guidelines and procedures provide the means whereby this can happen.

II. Guidelines & Procedures

Approval of new policies, amendments to or rescindment of policies shall follow a process of two readings over a period of two meetings.

1. **First Reading:** Draft policy, amendments or rescindments are presented to the Board for information, clarification, and discussion. Copies shall be made available to the staff and publicly posted to permit study by interested community members.
2. **Second Reading:** Merits of draft policy, amendments, or rescindments discussed; reactions and recommendations received are addressed, full debate; approval by formal motion.
3. Where urgent situations or special events require immediate action, the Board, with unanimous consent of a quorum of the Board may give temporary approval of policies with one reading. The temporary policy must receive second and final approval at the next meeting of the Board.
4. All policies of the Board shall be submitted to the local Chief and Council and/or Mayor and Council as information.

TITLE: POLICY DISTRIBUTION AND IMPLEMENTATION
NO. 217

I. Policy

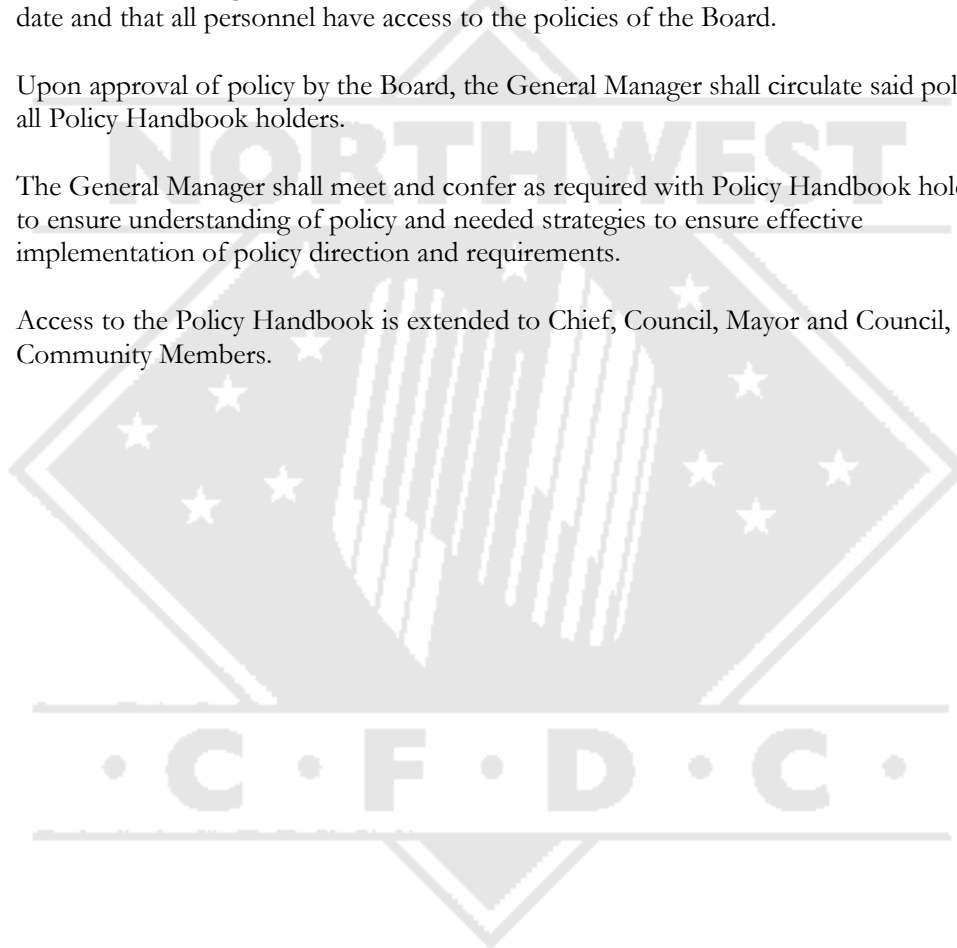
Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors of the Corporation believes that all staff members and clients must be familiar with and abide by Board Policy at all times. The Board holds the General Manager responsible for the dissemination and communication of Board Policy and to ensure that all employees and/or clients comply with Board policy.

II. Guidelines & Procedures

1. The General Manager shall ensure that the Policy Handbooks are maintained and up-to-date and that all personnel have access to the policies of the Board.
2. Upon approval of policy by the Board, the General Manager shall circulate said policy to all Policy Handbook holders.
3. The General Manager shall meet and confer as required with Policy Handbook holders to ensure understanding of policy and needed strategies to ensure effective implementation of policy direction and requirements.
4. Access to the Policy Handbook is extended to Chief, Council, Mayor and Council, and Community Members.



TITLE: POLICY REVIEW AND EVALUATION

NO. 218

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that ongoing evaluation of policies is essential since changing needs, conditions and objectives may render a policy inadequate or outdated, requiring revision or replacement.

It is imperative therefore, that policy review take place on a regular basis and as the need arises.

II. Guidelines

The Board directs the General Manager to call to its attention policies that are in need of recession and/or replacement.

III. Procedures

- A. The General Manager, at a minimum, will report to the Board of Directors upon the first anniversary of a policy being adopted, and every third year thereafter.
- B. This report shall include:
 1. An assessment of the impact the policy has had since its adoption.
 2. Recommendations for:
 - a) Continuing the policy;
 - b) Revising the policy;
 - c) Replacing the policy;
 - d) Rescinding the policy.

TITLE: BOARD SELF EVALUATION

NO. 219

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that the efficiency of the Board itself directly affects the efficiency of the Corporation as a whole. Therefore, the Board will conduct an annual evaluation of its own work.

II. Guidelines

1. The evaluation should be a positive, constructive process aimed at improvement rather than criticism.
2. Board Members themselves will develop the standards against which they will measure their performance. Areas to consider will include, but not be limited to, the relationship between the Board and the Administration; the conduct of meetings; the effectiveness of policy development procedures; the relationships between the Board and the communities. Goals and objectives for the board should be agreed upon at the beginning of each year and the evaluation based upon what the Board planned to achieve for itself.
3. The evaluation should be based on the Board's own goals for itself, not on goals for the Corporation as a whole.
4. The Board should evaluate itself as a Board, not as individuals. Evaluations which focus on Board's action rather than on personalities are more productive.
5. The Board should not be limited in its self-evaluation to only those items that appear on a form. Free discussion and informal comments can be valuable.
6. The outcome of the evaluation should be a written report on how the Board views its own performance. This report should then lead to the development of new objectives and strategies for improvement. Training for Board Members and a well-organized orientation for new members will help in the formulation of Board goals and expectations for the next year.
7. The Board's self-evaluation may be done in conjunction with the evaluation of the General Manager. In any case, the General Manger's view of the Board's performance should be sought as a part of the Board evaluation.

TITLE: GENERAL ADMINISTRATION - GOALS

NO. 301

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The general purpose of the administration of the Corporation shall be to co-ordinate and supervise, under the policies of the Board, the creation and operation of an environment in which clients are serviced most effectively. Administrative duties and functions should be appraised in terms of the contributions made to improving product and service. The Board shall rely on the General Manager to provide the professional administrative leadership demanded by such a goal.

The Corporation's administrative organization shall be designed so that the general office will be an integral part of the Corporation guided by Board policies, implemented through the General Manager.

Vision, initiative, efficient resource allocation and wise leadership as well as consideration and concern for staff members, clients, and Board Members are essential for effective administration.

II. Guidelines & Procedures

Major goals of administration of the Corporation shall be:

1. To manage the Corporation's departments, programs and services effectively;
2. To provide professional advice and counsel to the Board;
3. To implement management functions to ensure the best and most effective programs and services.

TITLE: BOARD/GENERAL MANAGER RELATIONSHIP NO. 302

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that the enactment of policies is its most important function, and that the implementation of policies shall be the function of the General Manager. Delegation by the Board of its executive powers to the General Manager to manage, frees the Board to devote its time to policy making, planning and evaluation.

The Board designates the General Manager as Chief Executive Officer for the Board and holds the General Manager responsible for carrying out its policies within established guidelines and for keeping the Board informed about the Corporation's operations and systems management.



TITLE: ROLE OF THE GENERAL MANAGER

NO. 303/511

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

I. Role

The General Manager is employed by and reports to the Board of Directors and is designated as the Chief Executive Officer of the Board. The Director will confer with the Board, attend meetings of the Board, and exercise general supervision over the organization, employees, property, and services provided under the jurisdiction of the Board.

II. Job Goal

The General Manager is primarily responsible for the Economic Development of the NWMCFDC and will provide leadership in developing, maintaining and monitoring the programs and services, to administer and supervise all activities of the Corporation.

III. Performance Responsibilities

1. Board Operations

- a) Attends all meetings of the Board, community meetings, seminars, workshops or conferences as required or authorized by the Board., except when his/her own appointment, efficiency, contract or salary are being considered and serves as ex-officio member on all Board committees.
- b) Records minutes and maintains full and accurate records of all proceedings of every Board meeting and ensures that the actions and wishes of the Board are communicated appropriately. Attends to all incoming and outgoing correspondences.
- c) Supervises the effective implementation of all Board policies, directives and by-laws.
- d) Observes the highest degree of confidentiality concerning any matter pertaining to the authority of the Board.
- e) Complies with the provisions of the official By-Laws and Policy Manual of the Corporation.
- f) Ensures that required records and reports on behalf of the Corporation are completed on an annual basis.
- g) Represents as directed and assist the Board in all matters of negotiations with such agencies or businesses that the board deems necessary.

TITLE: ADMINISTRATION IN THE ABSENCE OF POLICY NO. 304

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

I. Policy

The Board of Directors recognizes that situations of an urgent nature may arise from time to time for which there may not be policy or sufficient policy to guide the actions of the General Manager.

So as to ensure the continued welfare of the Corporation and its clients, when such situations arise, the Board authorizes the General Manager to make such decisions as are necessary and has developed procedures for the General Manager to follow in such cases where there is an absence of policy.

II. Guidelines & Procedures

The General Manager shall:

1. Consider the matter, and, if possible, to consult with the Chairperson and/or Vice-Chairperson of the Board of Directors.
2. Determine an appropriate course of action and to communicate the decision(s) to those immediately affected.
3. Provide an oral report to the Board Chairperson as soon as possible.
4. Provide an oral or written report to the Board, detailing the circumstances and the determined course of action at the next regularly scheduled meeting of the Board.
5. Recommend appropriate Board Policy to handle future situation or events.

TITLE: COMPLAINTS

NO. 305

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Director recognizes that complaints about a wide array of issues affecting the Corporation may be received by the General Manager, Board Members or staff. The Board believes that no member of the community shall be denied the right to lodge a complaint or to petition an individual Board Member, but that any complaint received should be referred through the proper administrative channel for solution before action by the Board of Directors.

II. Guidelines

1. Complaints about staff should be directed to the General Manager.
2. Complaints about the General Manager shall be directed to the Board of Directors through the Chairperson of the Board.
3. Complaints about individual Board Members or the Board of Directors shall be directed to the Chairperson of the Board. An individual member of the Board will be provided with an opportunity to appear before the Board to have their concerns heard and considered.
4. Any individual Board Member or the General Manger shall always be provided with the opportunity to respond to a complaint received about their performance or activities. This hearing shall be held in-camera and on a confidential basis.
5. All actions taken by the Board as a result of a complaint shall be approved of at a regular or special meeting of the Board.

TITLE: COMMUNITY INFORMATION PROGRAM

NO. 306

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Corporation believes that the release of pertinent information regarding its philosophies, goals, policies, and operations is an important vehicle by which its employees and the community may become better informed about the programs and services and the decisions made. The purpose therefore, is to inform, enlighten, and educate with regard to the direction the Corporation is taking and in so doing to increase community awareness and understanding.

II. Guidelines & Procedures

The Board expects the General Manager to institute and maintain effective and appropriate procedures for the prompt dissemination of information through the following activities.

- A. Copies of Board Meeting Minutes will be made available to the Chiefs and Councils, Mayor and Councils.
- B. News releases or newsletters designed to amplify or explain certain items from the minutes which are deemed to be in the community interest, may be issued after meetings of the Board by the General Manager.
- C. All prepared news releases issued to the media from the Corporation shall be approved by the General Manager and Chairperson.
- D. Organize and attend meetings called for the purpose of informing communities about Corporation matters and issues.
- E. Organize an Annual General Meeting within 90 days of the receipt of the financial audit for the previous fiscal year.

TITLE: CONSULTANTS TO THE BOARD

NO. 307

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that the Corporation is a complex organization established to provide high quality programs and services to clients who will live in an ever changing and highly complex society. In order to pursue its mission and also to protect the Board's financial investment, the Board may from time to time engage the services of qualified consultants to provide new insights and ideas for dealing with especially difficult problems and/or to provide special services which present staff are unable to provide.

II. Guidelines & Procedures

The kinds of assistance sought may include, but will not necessarily be limited to:

1. Conducting fact-finding studies, surveys, evaluations, and research;
2. Providing counsel or services requiring specialized expertise; and
3. Assisting the Board in developing policy and program recommendations.

Before engaging any consultant, the Board will require submission of a written proposal which can be incorporated into a contract or purchaser order if it satisfies the wishes of the Board. Proposals will detail:

1. The specific objectives to be accomplished by the consultant;
2. The specific tasks to be performed
3. The procedures to be used in carrying out tasks;
4. The target dated for the completion of tasks;
5. The method to be used to report results to the Board and/or to deliver any "product"; and
6. The total cost of the proposal including fees and projected expenses.

The General Manager will establish procedures necessary to effect an efficient working relationship between the consultant and the Board and/or staff members and to ensure that the consultant keeps in close contact with the General Manager throughout the project.

TITLE: FINANCIAL ADMINISTRATION – GOALS AND OBJECTIVES NO. 401

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that sound business and financial administration policies and practices are essential for safeguarding the trust for such matters placed in the Board by the committees. The Board views the annual budget and audit of financial transactions and administrative procedures as key elements in the management of their responsibility as to what should be purchased and the manner it was purchased and paid for.

The Board of Directors requires that it be regularly informed of the financial transactions being carried out on behalf of the Corporation and depends on the General Manager to ensure that business and financial policies of the Board are adhered to.



TITLE: ANNUAL BUDGET

NO. 402

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors of the Corporation believes that it has a responsibility to its communities to plan for the efficient and effective financial management of the Corporation's affairs. The Board believes that this responsibility can best be discharged through the appropriate planning, development, adoption and control of an annual budget that predicts not only the revenues of the Corporation but provides for a detailed description of expenditures for the programs, services, staffing, administration, and governance of the Corporation.

II. Guidelines

1. The General Manager, with the assistance of staff, is charged with the responsibility for the development and presentation of a proposed annual budget for the consideration of the Board of Directors.
2. The proposed annual budget will include program and service objectives and improvement plans, as well as expenditure proposals for each of the major categories of programs and services.
3. The General Manager will table the proposed budget with the Board at a regular or special meeting(s) with sufficient time for debate and approval prior to the commencement of the next fiscal period.
4. The fiscal year shall begin on April 1st of each year and end on March 31st of the following year.

TITLE: AUTHORIZED SIGNATURES

NO. 403

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that it is responsible and accountable for the efficient management and control of the Corporation's financial resources. In order to ensure that this responsibility is met in a controlled manner the Board has determined that only specific Board Members and staff be authorized as signing authorities on behalf of the Corporation.

II. Guidelines

1. The Board of Directors has designated the Chairperson and one Board Member, along with the General Manager and Investment Manager to be the authorized signing officer of the Corporation.
2. The General Manager or Investment Manager shall sign all documents, agreements and cheques along with at least one Board Member who is an authorized signing officer of the Board.
3. The General Manager will ensure that the persons designated as authorized signing officers are bonded at all times.

TITLE: FISCAL ACCOUNTING – REPORTING AND AUDITS
NO. 404

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that the financial affairs of the Corporation must be carefully controlled and evaluated to ensure that the resources of the Corporation are handled in a professional and ethical manner. The Board further believes that it must receive up-to-date financial statements at each of its meetings to ensure that the Board is cognizant of the financial status of the Corporation at all times and is able to make sound program and policy decisions within the financial means of the Corporation.

II. Guidelines

1. The General Manager is charged with the responsibility of ensuring that the Board is provided with up-to-date financial statements at regular meetings of the board. The financial statement shall also include a forecast of budget year end position for all major components of the budget.

Specifically the Board shall be provided with the following:

- a) Listing of disbursements;
- b) List of accounts receivable;
- c) Balance sheet;
- d) Statement of revenue and expenditures;
- e) Variance analysis of revenue and expenditures;
- f) Such other reports as the Board may require from time to time.

The above reports, once approved by the Board will be attached to the meeting minutes.

2. The Board is charged with the responsibility of providing for an annual audit of the Corporation's books and accounts. The audit shall be conducted by a qualified professional approved by the Board of Directors. The General Manager shall present the annual audited report to the Board at the Annual General Meeting each year. The audit shall contain at a minimum, the following:
 - a) Balance Sheet;
 - b) Statement of Revenue & Expenditures;
 - c) Statement of Charges in Financial Position.
3. The auditors will review, on an annual basis the financial controls and make recommendations as they deem necessary. Their findings will be presented in a written report to the General Manager who will reply to the auditors in writing and will forward copies of this correspondence to the Board within fourteen days or the next Board Meeting/Annual General Meeting.

TITLE: BONDED EMPLOYEES AND OFFICERS

NO. 405

Northwest Manitoba Community Futures Development Corporation

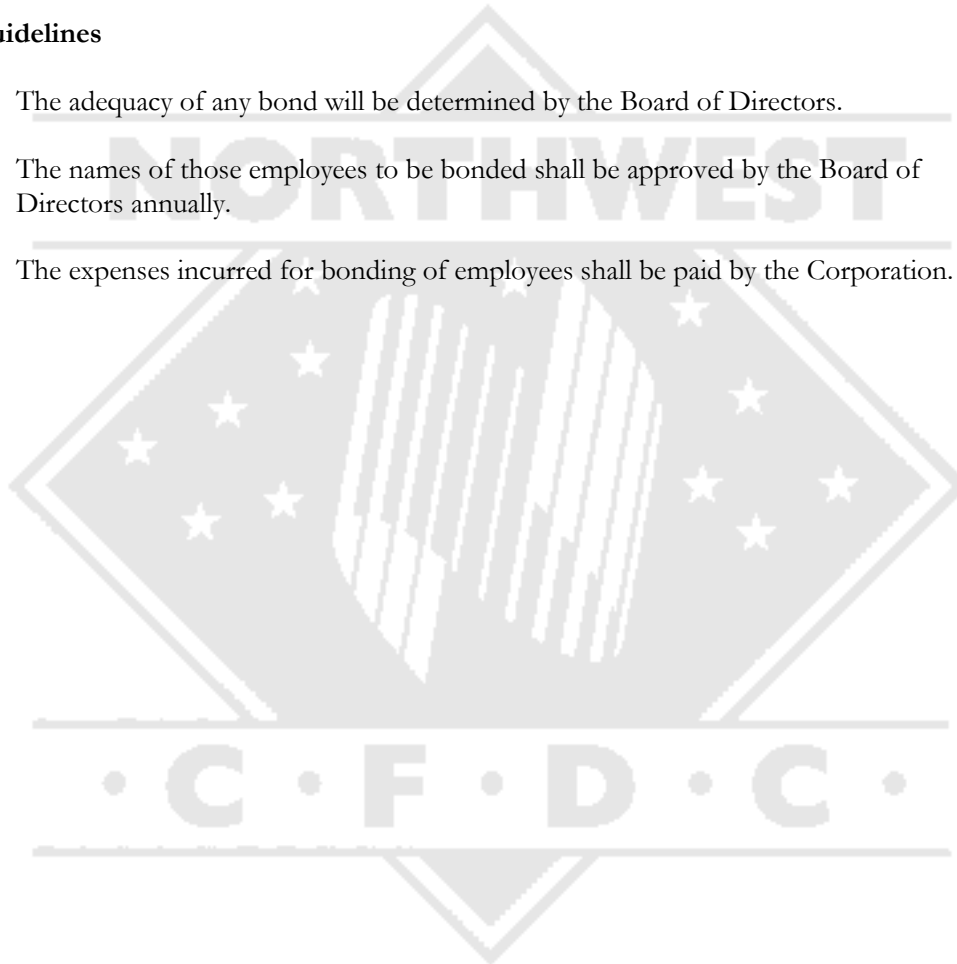
Policies • Guidelines • Procedures

I. Policy

The Board of Directors believes it is important to safeguard the financial resources of the Corporation by bonding those employees or officers to whom Corporation monies are entrusted. If it is not possible to acquire such bonding, administration staff is charged with the responsibility to institute such other management practices necessary to secure the keeping accounting and depositing of all Corporation monies.

II. Guidelines

1. The adequacy of any bond will be determined by the Board of Directors.
2. The names of those employees to be bonded shall be approved by the Board of Directors annually.
3. The expenses incurred for bonding of employees shall be paid by the Corporation.



TITLE: PURCHASING AUTHORITY AND PROCEDURES NO. 406

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that the purchase of supplies, equipment and services for the Corporation is largely an administrative task and one that must be coordinated and managed properly to ensure the best possible value for the expenditures incurred.

II. Guidelines

1. The Board delegates responsibility to the General Manager for the purchase of supplies, equipment, and services on behalf of the Corporation within the specific allocations defined in the annual budget. The General Manager will have expenditure authority to a limit of \$2,000 on any one item which has been approved in the annual budget.
2. Board Members or staff shall not purchase items for the Corporation without prior approval and in a manner prescribed by the General Manager. Any unauthorized purchases will be paid for directly by personnel making the purchase.
3. Requests to purchase items or services, not included in the annual budget shall be directed to the Board for consideration and approval.
4. Administrative staff shall attempt to consolidate purchases to reduce the number of suppliers and are encouraged to order from Canadian suppliers to reduce exchange and shipping charges.

TITLE: PAYMENT OF ACCOUNTS

NO. 407

I. Policy

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

The Board of Directors believes that all individuals or corporations who have supplied services, supplies or equipment to the Corporation should be paid for same in an orderly and timely fashion. The Board recognizes that failure to do so may result in loss of financial reputation and the future withholding of services and supplies necessary for the effective and efficient operation of the Corporation.

II. Guidelines

1. All suppliers should render invoices for materials, supplies, services, and equipment after delivery.
2. Invoices accompanied by a signed copy of the delivery receipt should be supplied to the Corporation.
3. In instances of partial shipment, an invoice for the merchandise that has been delivered and the signed copy of the delivery receipt must be submitted for payment, interest will not be paid on partial shipments.
4. An invoice to be submitted to the General Manager for approval for payment shall qualify when the following conditions are met:
 - a) It bears the description and price of the items specified, less any allowed discounts.
 - b) All extension and totals have been checked for accuracy.
 - c) It has the approval of the General Manager.
5. All disbursements shall be made by pre-numbered cheques and shall only be signed by those authorized to do so.
6. The General Manager shall have expenditures authority to a limit of \$2,000 on any one item which has been approved in the annual budget. All non-budget items require Board approval.
7. The Board shall approve staff payroll at a Board meeting.
8. No cheque shall be post dated or signed in blank.
9. Where a cheque is reported lost, destroyed, stolen or has not been presented for payment within three months of the date of issue, it shall be cancelled and a stop payment notice sent to the bank. Duplicate cheques may be issued in return for the payee indemnifying the Corporation against further loss.
10. Where progress payments are made in connection with any contract, the Corporation shall hold back an amount equivalent to 15% of the contract price until the job has been certified complete to the satisfaction of the Corporation.
11. A statement of accounts paid monthly shall be provided to the Board for their information.

TITLE: PAYMENT OF SALARIES

NO. 408

I. Policy

The Board of Directors believes that the approval and payment of staff salaries should be

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

decided upon an administered in a timely and consistent manner. The Board recognizes that salaries should reflect levels of responsibility, levels of training and experience, successful completion of required duties and market comparison.

II. Guidelines

- a) The Board shall by October 15th of each year review present salary schedules for all employees and shall approve, revised salary scheduled for the upcoming fiscal year.
- b) Approved salary schedules shall be provided to all employees as part of the Terms and Conditions of Employment approved by the Board.
- c) The Board shall approve all staff payrolls at a legally constituted meeting of the Board.

Payment of Salaries

- a) Salaries shall be paid in twenty-four (24) bi-monthly payments to be made on the 15th and the last working day for the month which payment is being made.
- b) In the event of the employee terminating his/her services from the Corporation or the Corporation terminating the services of the employee, the final salary payment shall be adjusted so that the employee is paid for the number of days worked.

TITLE: DEPOSIT OF CORPORATION FUNDS

NO. 410

I. Policy

The Board of Directors believes it is important to safeguard revenues received by the

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

Corporation or agents of the Corporation and directs that all revenues received by the Corporation be deposited in a financial institution(s) approved by resolution of the Board.

II. Guidelines

1. The Board of Directors shall annually approve a financial institution(s) which revenues or monies of the Corporation are to be deposited.
2. All deposits shall be recorded and verified in accordance with generally accepted accounting practices.



TITLE: AUTHORIZED TRAVEL AND EXPENSES

NO. 411

I. Policy

The Board of Directors recognizes that Board Members and staff may be required to travel

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

outside the community as part of the job/role responsibility. The Board further recognizes that such travel is expensive due to the isolated location of the community and therefore care must be taken to control travel costs.

II. Guidelines

1. All requests for travel requirements shall be submitted in writing (requisition) to the General Manager for approval two weeks prior to the required trip.
2. Travel expenses for employees and the Board Members shall be paid on a per diem basis and shall be at the same ratio paid by the Federal Government as is in effect from time to time.
3. Mileage rates payable for use of private vehicles shall be established by the Board and reviewed annually.
4. Should an employee make private arrangements for lodging instead of staying in a commercial lodging establishment, the employee may claim up to \$25.00 per night without receipts. In all other cases receipts must be provided if the cost of accommodation is higher than the allocated per diem allowance.
5. Frequent flyer points accumulated by Board Members or staff travelling on Corporation business are the property of the Corporation.

TITLE: PETTY CASH ACCOUNTS

NO. 412

I. Policy

The Board of Directors recognizes that a system of petty cash accounts are a useful and

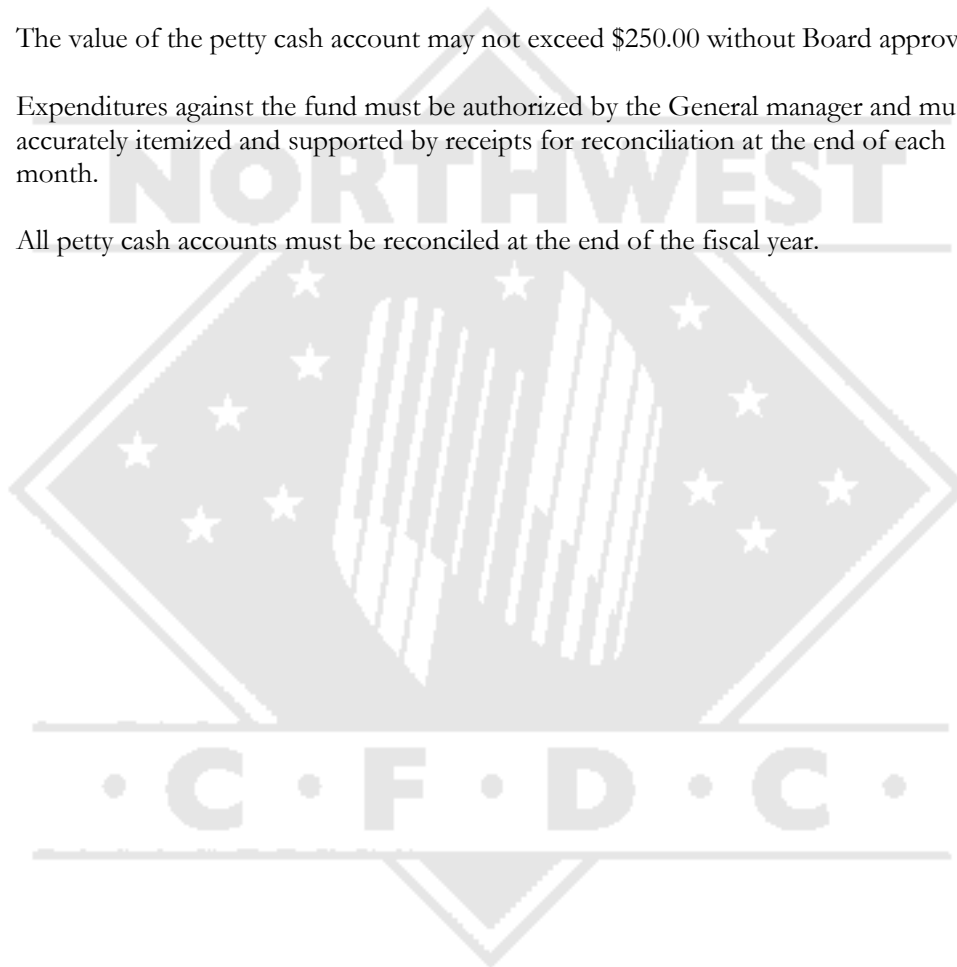
Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

expedient manner to handle the purchase of minor supplies that are needed on a short notice. The Board believes that purchases made through petty cash accounts must be accounted for like any other purchases.

II. Guidelines

1. The General Manager may authorize the establishment of a petty cash account for the Corporation.
2. The value of the petty cash account may not exceed \$250.00 without Board approval.
3. Expenditures against the fund must be authorized by the General manager and must be accurately itemized and supported by receipts for reconciliation at the end of each month.
4. All petty cash accounts must be reconciled at the end of the fiscal year.



TITLE: BANK BORROWING

NO. 413

I. Policy

The Board of Directors recognizes that it may be necessary to borrow money from time to

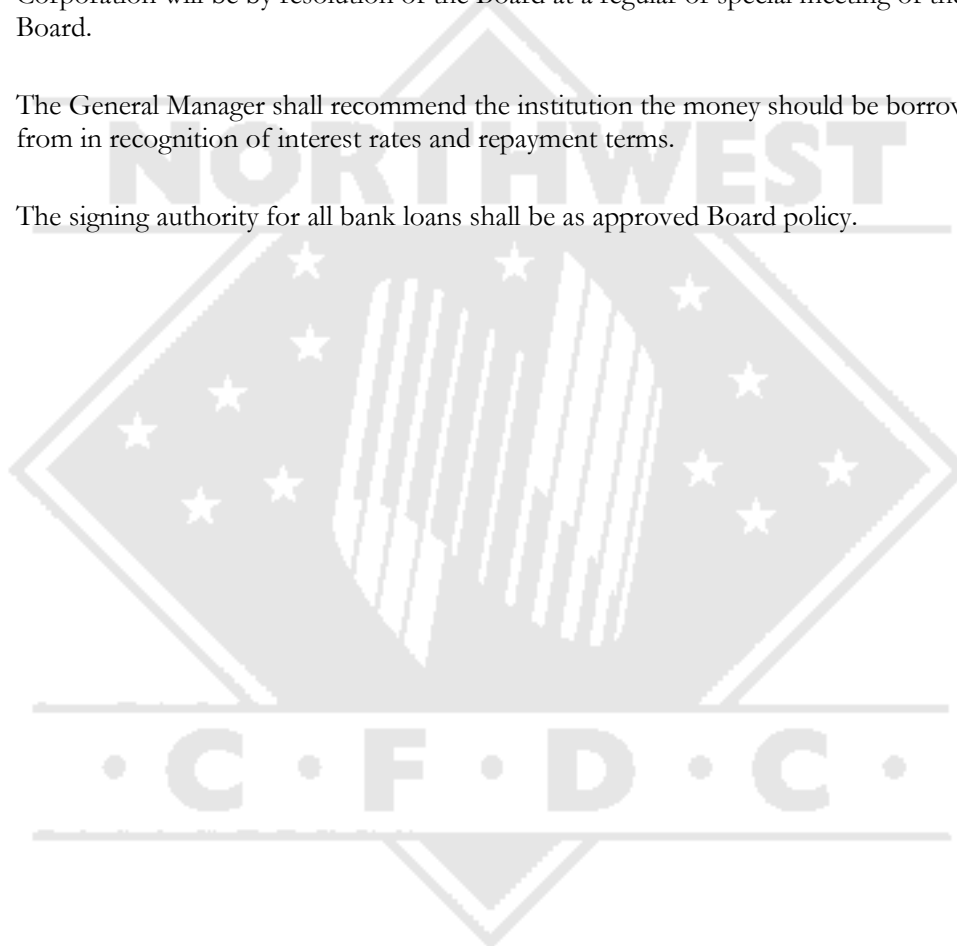
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Policies • Guidelines • Procedures

time to meet current operating expenses due to delays in Federal Funding or to complete projects in a timely manner. The Board wishes its public to know that borrowing of funds will only be done on the best interests of the Corporation and will not jeopardize the reputation of the Corporation.

II. Guidelines & Procedures

1. All monies to be borrowed from a bank or other financial institution on behalf of the Corporation will be by resolution of the Board at a regular or special meeting of the Board.
2. The General Manager shall recommend the institution the money should be borrowed from in recognition of interest rates and repayment terms.
3. The signing authority for all bank loans shall be as approved Board policy.



TITLE: LOAN APPLICATIONS

NO. 414

I. Policy

The Board of Directors of the Corporation believes that all applications for financial

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

assistance should be administered in a timely fashion and according to the following guidelines so that the interest of the client and Corporation can be dealt with in a mutually satisfactory manner.

II. Guidelines

The following steps in application procedures have been established by the Board and delegated to the administration of the Corporation to implement:

1. Loan application form completion and submission – Client responsibility.
2. Staff screening to determine eligibility. All applicants will be advised by letter of the screening outcome – two (2) weeks.
3. If the client meets the criteria, a credit check will be made – two (2) weeks.
4. A business plan will be requested – client responsibility.
5. A viability assessment of the project is conducted – four (4) weeks.
6. Under the Lender of Last Resort requirements, the business plan may be submitted to a recognized lending institution – two (2) weeks.
7. Submission to the Board of Director's – depending upon the next scheduled Board of Director's Meeting.
8. Notice of Board of Director's decision – one (1) week.
9. Preparation of legal contracts and disbursements – three (3) weeks.

III. Procedure

1. The final decision of the Board of Directors regarding loan applications must be documented in the Board of Directors meeting minutes and signed by the Chairperson.

TITLE: INVESTMENT FUND PURPOSES

NO. 415

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

I. Policy

The Board of Directors believes that a primary purpose of the Corporation is to assist small business to access Capital through its investment fund. The Investment Fund has been divided into the following categories:

- Regular investments
- Youth investments
- Disabled entrepreneur investments

I. Guidelines

1. Description of Regular Investment Fund Activities

- 1.1 The Investment Fund will be used for the purpose of local investment in the community and must demonstrate that the funds will be used to develop and diversify the regional economy or to create or maintain employment by assisting existing local business to expand or to help entrepreneurs to create new regional businesses.
- 1.2 Assistance to businesses will be provided from the investment fund in the form of loans, loan guarantees or equity participation.
- 1.3 Assistance in the form of equity participation will only be provided from the investment fund to incorporated businesses and the Corporation must enter into a written agreement with the business which sets out the terms and conditions of the transaction. For example, the price paid for the shares and any buy back requirement or any restriction on the subsequent sale of the shares by the Corporation to a third party.
- 1.4 The total amount of financial assistance that may be provided in respect of any business at any time shall not exceed \$150,000.00.

2. Forms of Financial Assistance

- 2.1 The Board of Directors is authorized to make loans to individuals, groups of individuals, companies or societies of which the activities are deemed to contribute positively to business and employment development within the region.
- 2.2 Guarantees: The Board of Directors is authorized to guarantee loans made by individuals, groups of individuals, companies or societies of which the activities contribute positively to business and employment development within the region.
- 2.3 Equity Investment: The Board of Directors is authorized to invest the share capital of any limited liability corporation, or participate in the equity of a project undertaken by a limited partnership and employment development within the region.
Assistance in the form of equity investments shall only be provided from the Investment Fund to incorporate SMEs authorized to issue share capital and should not exceed 49% of the outstanding shares. Assistance provided must be the subject of formal agreements that meet all requirements under the applicable securities legislation in the province of Manitoba.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

3. Description of Other Access to Capital Activities

- 1.1 The Northwest Manitoba CFDC will continue to partner with local funding agencies such as banks, CEDF and aboriginal funding programs to increase the availability of capital.

TITLE: INVESTMENT FUND ADMINISTRATION

NO. 416

I. Policy

The Board of Directors of the Corporation shall be the sole authority to disburse monies or sanction corporation guarantees in support of regional business development and employment creation. The staff of the Corporation has administrative approval to accept or reject loans for up to a minimum of \$5,000 per application.

I. Guidelines

1. Conditions and Restrictions of Financial Assistance

- 1.1 Financial assistance will only be provided by the Corporation to businesses:
 - In which the principals have or will have a financial involvement to a degree that the Corporation deems reasonable in relation to the principals' wealth and to the funding requirements of the venture with a minimum of 10% equity;
 - That will predominantly employ regional people in respect of the jobs created;
 - That in the judgement of the Corporation, will have a reasonable expectation of the economic viability.
- 1.2 The minimum rate of interest charged on loan guarantees shall not be less than prime plus 2% with a variable rate depending upon the level of risk.
- 1.3 Financial assistance in the form of grants or forgivable loan shall not be granted.
- 1.4 No financial assistance will be provided to any applicant unless the applicant has signed and completed the 'best efforts to obtain financial assistance through other sources' section of the loan application.

2. Security

- 2.1 It is essential that adequate security be obtained by the Board of Directors to protect loans and investments;
- 2.2 The Investment Manger is responsible for establishing and registering

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

security and shall present these to the Board of Directors. (e.g. chattel mortgages, mortgages on land and buildings, general assignment of accounts receivable, life insurance, personal guarantee, etc.)

- 2.3 Upon review of the security recommended, the Board of Directors shall determine the requirements for the loan and the Investment Manager shall draft the offer accordingly.

TITLE: DONATIONS

NO. 417

I. Policy

The Board of Directors believes that providing donations to member communities may assist in the planning and hosting of community functions and events. Member communities may approach the Corporation for donations according to the following manner:

II. Guidelines

The following guidelines have been established by the Board of Directors and delegated to the administration of the Corporation to implement:

1. All requests must be sanctioned by the leadership of the member community as a community function and/or event.
2. The maximum allowable donation(s) to each community will not exceed \$200.00 per year.
3. All requests for donations from a member community will be treated on a “first come – first serve” basis.

Northwest Manitoba Community Futures Development Corporation

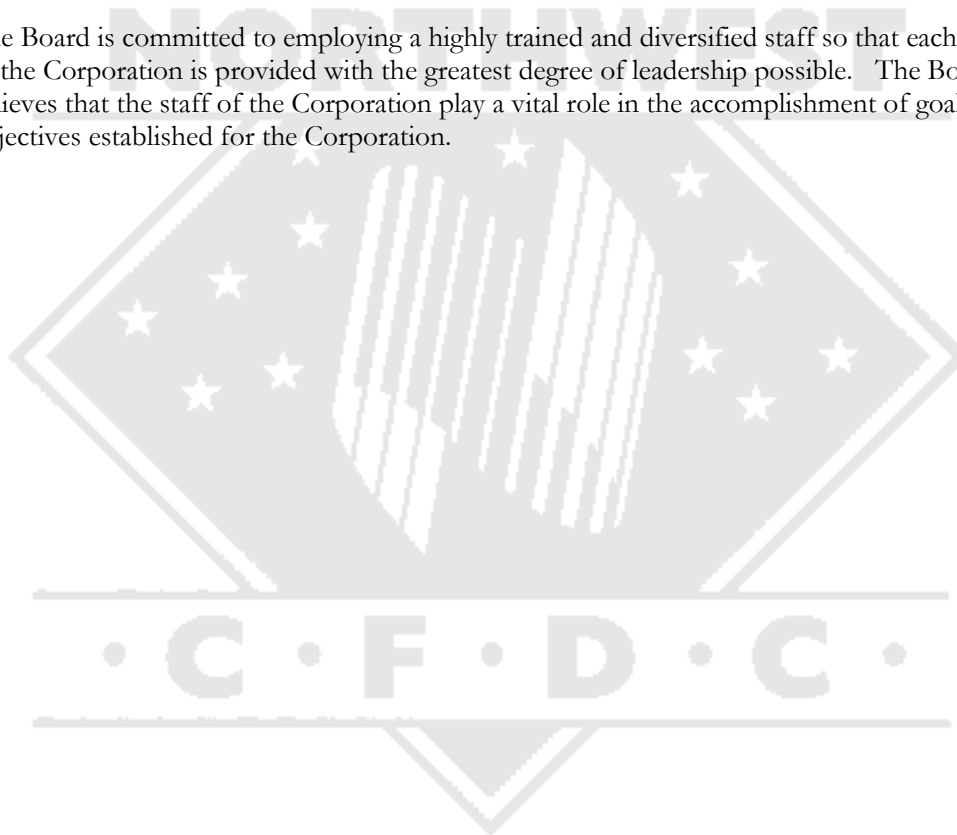
Policies • Guidelines • Procedures

TITLE: EMPLOYEE RELATIONS GOALS & OBJECTIVES NO. 501

I. Policy

The Board of Directors recognizes that a dynamic, well trained and effective staff, dedicated to the Corporation is necessary to promoting and maintaining a constantly improving operation. The Board is interested in and cares for its personnel as individuals and as part of the total cooperative staff and recognizes its responsibility for promoting and supporting the general welfare of the staff.

The Board is committed to employing a highly trained and diversified staff so that each part of the Corporation is provided with the greatest degree of leadership possible. The Board believes that the staff of the Corporation play a vital role in the accomplishment of goals and objectives established for the Corporation.



Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: STAFF ETHICS

NO. 502

I. Policy

The Board of Directors believes that in order for the Corporation to be effective and successful, the Board requires staff of integrity, high ideals and human understanding. In order to promote these qualities, all employees of the Corporation are expected to maintain the highest standards of professionalism at all times. These standards are exemplified by the following:

1. The maintenance of just and courteous professional relationships with clients and the community.
2. The transaction of all official business with the properly designated authorities of the Corporation.
3. The positive representation of the Corporation on all occasions where the contributions of the communities are recognized.
4. The placement of the welfare of the clients and the member communities as the first concern of the Corporation.
5. Shall follow the policies of the Corporation at all times.
6. Shall refrain from the use of alcohol and drugs while on Corporation business.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: STAFF RECRUITMENT

NO. 503

I. Policy

The Board of Directors believes in hiring staff who have the necessary job training and qualifications to successfully meet job recruitments. Preference in hiring will be given to members of the participating corporate communities if they have the necessary prerequisites and skills to do the required job.

II. Guidelines & Procedures

1. When vacancies in staff positions occur the General Manager shall advertise the position regionally and/or through newspapers in various population centers.
2. Applications received as a result of staff openings and advertisements shall be screened by the General Manager.
3. A selection committee to interview and recommend the hiring of staff shall consist of at least one Board Member and the General Manager. Where it is not possible to have a selection committee, the General Manager may hire the staff member without consultation if Board Members are not available.
4. All staff appointments shall be approved by motion of the Board and recorded in the Minutes of a Board Meeting.
5. All administrative positions shall be determined by the Board.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: EMPLOYMENT CONTRACTS

NO. 504

I. Policy

The Board of Directors believes that its responsibility to provide quality programs and services to its clients can be enhanced through the continued employment of qualified and committed professional staff.

II. Guidelines

The Board of Directors wishes to employ and continue the employment of those staff members who have demonstrated and continue to demonstrate their professional commitment to the Corporation. The Board of Directors provides the following guidelines to be implemented by the General Manager in offering contracts of employment to staff of the Corporation.

1. Offer of Contract

- a) Staff new to the Corporation shall be offered a term contract with a three month probation period.
- b) Upon satisfactory completion of the probation period the employee shall be notified and placed on permanent staff. A probation period may be extended to an additional three months if performance is not to expectation. After an extended probation period, the employee must be removed from probation or employment must be terminated. Staff on probation may be released at any time without reason but shall be provided with two weeks' notice or payment in lieu of notice.

2. Acceptance of Contract

All offers of contract shall state required period of time for acceptance. Failure to accept an offer of contract by the stated period, unless extended by written agreement, shall result in the offer being withdrawn.

III. Procedures

1. A contract of employment may be terminated at any time by mutual consent.
2. A regular contract of employment may be terminated by written notice given by the employee or the Board at least 2 weeks in advance of proposed termination or payment in lieu of notice for all employees other than the General Manager. The General Manager shall be provided with 30 days' notice or payment in lieu of the 30 days' notice.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

3. In the event that the employee fails to provide sufficient notice of intent to terminate a contract of employment, the employee becomes liable and the Board shall deduct from any outstanding wages or vacation pay entitlement to which the employee might otherwise be entitled the amount due to the Corporation, and if there is a shortfall the Board may proceed to recover the entire amount by invoking legal action against the employee to recover the shortfall.

TITLE: PERSONNEL RECORDS

NO. 505

I. Policy

The Board of Directors requires a record of employment to be maintained for each employee for the purpose of storing data pertinent to the employee's period of service with the Corporation. The Board of Directors believes that all personnel files are confidential files and only those in need of information contained in the files shall share access to the files.

II. Guidelines & Procedures

Normally the record will incorporate data pertinent to:

- Recruitment and selection;
- Job assignment;
- Performance appraisal;
- Payroll;
- Discipline;
- Termination of employment;
- Correspondence between the Board and the employee.

Employees shall be notified of any additions to their personnel file that refers to their performance of duties, disciplinary actions or relationships with other staff, clients or Board Members.

The following persons may have access to employee records for the purpose of performing their duties:

- General Manager;
- Legal counsel for the Corporation;
- Auditors;
- Individuals authorized to perform Corporation evaluation;
- Board Members if approved by a Motion of the Board at a regular or special meeting of the Board.

Other individuals may only have access to employee records with their prior knowledge and written consent of the employee. Employees shall have access to their employment file at

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

all reasonable times, but may not remove or reproduce any of the contents without the authorization of the General Manager. The General Manager shall develop procedures to ensure that the accuracy and integrity of the records are preserved. All employee records shall be stored at the administrative office of the Corporation. Personnel files shall be kept for a minimum of 7 years.

TITLE: STAFF CONFLICT OF INTEREST

NO. 506

I. Policy

The Board of Directors believes that its administration and staff must exercise their duties in a manner that demonstrates a commitment to the principles of integrity, fairness and impartiality. Administration and staff should not be placed in situations where a conflict of interest may interfere with the effective operation of the Corporation.

II. Guidelines

Relatives of staff members may be hired and husbands or wives or other relatives may be permitted to work for the Corporation provided only that there is no opportunity to exercise favoritism or there is no conflict of interest present for the persons involved.

III. Procedures

1. The Board prohibits a wife or husband to be in direct supervision of their spouse and similarly an employee to be in direct supervision of an immediate family member. Direct supervision involved the assignment of duties, completion of evaluation reports or other related responsibilities.
2. No employee shall engage in any outside employment which reflects badly upon his/her status as a professional.
3. No employee shall act as an agent for any reason in the sale, or in promoting the sale of any item for his own private gain or personal profit. Where there are special circumstances for a sale the employee shall seek permission from the General Manager for the sale.
4. No employee shall engage in any outside activity which conflicts with his working time as an employee of the Corporation. The Corporation reserves the right for first call on employee services.
5. No employee shall disseminate any confidential information he received during the

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

course of employment to enhance the contractual relationship or is attempting to enter into contract with the Board.

TITLE: STAFF LEAVES AND ABSENCES

NO. 507

I. Policy

The Board of Directors recognizes that employees may need to be provided with leave of absence from regular duties for a number of reasons beyond the control of the employee. Leave of absence may be granted with or without pay as detailed in the guidelines and procedures of this policy.

I. Guidelines & Procedures

All requests for leave shall be made in writing to the General Manager who shall consult with the employee before providing a response except in the case of sick leave.

1. **Bereavement** – Staff shall be granted three (3) regularly scheduled consecutive working days leave, on request to the General Manager, without loss of salary in the case of the death of a parent, spouse, child, mother-in-law, father-in-law, brother, sister, grandparent or grandchild or a child under his/her care (the above categories shall include common law spouses). In cases requiring extensive travel arrangements the General Manager may grant an additional 2 days with pay or such additional leave as may be required without pay.
2. **Compassionate Leave** – Staff may be granted leave with pay to a maximum of three working days due to the seriousness illness of a relative or member of the immediate family. Length of leave shall be at the discretion of the General Manger in view of the needs of the employee and the welfare of the Board.
3. **Maternity-Adoption Leave** – The staff member, at her request, shall be granted maternity leave without pay in accordance with the relevant legislation. The staff member who becomes pregnant shall notify the General Manger at least fifteen (15) weeks prior to the expected date of the termination of her pregnancy or adoption. Where maternity leave is requested, the Director may require the staff member to submit a medical certificate of pregnancy. If the pregnancy results in a medically certified inability to work, the employee may be eligible for disability benefits under the Board' Group Insurance Plan. In the event a child is adopted by the staff member, there shall be adoption adjustment time equivalent to the normal pregnancy leave allowed by provincial legislation.
4. **Paternity Leave for Fathers** – The staff member, shall at his request be granted three (3) days leave with pay upon the birth of his child to be taken at this discretion before,

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

on or after the day of the birth. The Director may require the staff member to submit a birth certificate of the child or certificate of adoption.

5. **Personal Leave** – Staff shall be granted two (2) days of personal leave with pay during the course of any one fiscal year for the purposes of attending to personal matters. The

TITLE: STAFF HOLIDAYS AND VACATIONS

NO. 508

I. Policy

The Board of Directors believes it is important to recognize its employees' efforts throughout the year by providing employees with paid vacations wherein they can enjoy some rest and relaxation.

II. Guidelines

- A. **Vacation Year** – For the purposes of this policy, a vacation year is the period commencing the first (1st) of April and terminating the thirty-first (31st) of March of the following calendar year.
- B. **Employee Vacation Credits** – An employee is granted vacation leave credits except for existing contracts or agreements which supersede the following:
 1. On appointment and during the first three years of employment, the employee shall earn credits on the basis of 1.250 days per month (15 days annually).
 2. After completion of three (3) full years of service and for the fourth and subsequent years of service with the Corporation the employee shall earn credits on the basis of 1.666 days per month (20 days annually).
- C. **Eligibility**
 1. Vacation leave shall be granted to an employee only when the following conditions have been met:
 - a) He/she has successfully completed a probationary period, and
 - b) The necessary credits have been accumulated by the employee to support the request for vacation leave.
 2. Should a statutory holiday occur during an employee's normal holiday period, the employee will be entitled to an additional day(s) of regular holiday.
- D. **Carry-Over** – Vacation leave accrued during a vacation year must be taken before the termination of the next vacation year. In no case will a vacation carry-over be allowed which compromises more than the previous year's vacation entitlement.
- E. **Payment in Lieu of** – Payment in lieu of vacation leave will not be granted to an

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

employee except:

1. Upon termination of employment, or
 2. Under exceptional circumstances as approved by the General Manager.
- F. Paid Statutory Holidays or Office Closing
1. There are nine (9) paid holidays in addition to the earned holidays. New Year's Day, Good Friday, Victoria Day, Canada Day, Labor Day, Thanksgiving, Christmas Day, Boxing Day, and Remembrance Day. Additional holidays such as Easter Monday, long weekends, or office closings may be given at the discretion of the Board of Directors.

TITLE: DISCIPLINE, SUSPENSION AND DISMISSAL OF STAFF NO. 509

I. Policy

The Board of Directors recognizes that circumstances may arise necessitating the discipline, suspension, and/or termination of the Corporation's staff. At all times the Board will act in a fair and just manner.

II. Guidelines

A. Discipline of Staff Member

1. The Board delegates the authority to discipline to the General Manager,
2. The General Manager shall be responsible for administering verbal reprimands when required.
3. In cases requiring more serious discipline, the General Manager shall write a letter to the employee stating clearly the perceived infraction(s) and the means by which the employee can rectify the concern(s).
4. In cases where the written reprimand has not resulted in rectification of the concern(s) the General Manager shall issue a second letter and may recommend that further appropriate action be taken. The Board shall receive a copy of all such reprimands.

B. Suspension of Staff Member

1. The Board delegates the authority to suspend an employee to the General Manager.
2. The General Manager may suspend, by written notice, a member of the staff from a duty for a period not exceeding ten (10) working days/shifts.
3. The General Manager may suspend an employee with or without pay; however, the

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

- employee's benefits shall continue in full during the suspension period.
4. An employee who has been suspended shall be advised, in writing, by the General Manager of:
 - a) The reason for the suspension;
 - b) The opportunity to appeal the suspension to the Board;
 - c) The date, place, and time the Board will hear the suspension appeal.
 5. The employee who has been suspended shall submit his/her appeal, in writing, to the Board within five (5) calendar days of notification of suspension. The written appeal should include specifics as to what the employee is appealing (i.e. length of suspension, grounds for suspension).
 6. The employee shall receive full pay for the period of suspension services if the Board overrules the suspension.

TITLE: STAFF RESIGNATIONS

NO. 510

I. Policy

The Board of Directors believes that employees wishing to resign from the employment of the Corporation must do so in accordance with the provisions of applicable Provincial Statute and, where stated, applicable provisions of the terms and conditions of employment. Resignations must be in writing and shall be tendered with the General Manager or in the case of the General Manager to the Chairperson of the Board. The General Manager shall, at the next regular meeting of the Board, inform the Board of all resignations received since the last Board Meeting.

II. Guidelines & Procedures

1. An employee wishing to resign his/her employment with the Board shall submit a letter of resignation to the General Manager specifying the last day he/she will perform assigned duties.
2. Upon receiving a letter of resignation, the General Manager shall ensure that the period of notice given by the employee is in accordance with Provincial Statutes and/or conditions of employment. If the resignation is in accordance the General Manager shall notify the employee in writing that the resignation has been accepted.
3. If upon receipt of the letter of resignation, the General Manager feels that the notice does not comply with the conditions of employment, the General Manager may:

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

- a) Require of the employee to provide the appropriate period of notice; or
 - b) Accept the resignation as offered.
4. An employee may not resign from duties within a holiday period of more than 5 days and must provide 20 working days' notice for the General Manager or two weeks (10 working days) for support staff member unless agreed to in writing by the Board and the General Manager.

TITLE: ROLE OF THE GENERAL MANAGER NO. 511/303

I. Role

The General Manager is employed by and reports to the Board of Directors and is designated as the Chief Executive Officer of the Board. The Director will confer with the Board, attend meetings of the Board, and exercise general supervision over the organization, employees, property, and services provided under the jurisdiction of the board.

III. Job Goal

The General Manager is primarily responsible for the Economic Development portion of the NWMCFDC and will provide leadership in developing, maintain and monitoring the programs and services, to administer and supervise all activities of the Corporation.

IV. Performance Responsibilities

1. Board Operations

- a) Attends all meetings of the Board, community meetings, seminars, workshops or conferences as required or authorized by the Board, except when his/her own appointment, efficiency, contract or salary are being considered and serves as ex-officio member on all Board committees.
- b) Records minutes and maintains full and accurate records of the proceedings of every Board meeting and ensures that the actions and wishes of the Board are communicated appropriately. Attends to all incoming and outgoing correspondence.
- c) Supervises the effective implementation of all Board policies, directives and by-laws.
- d) Observes the highest degree of confidentiality concerning any matter pertaining

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

and the public in general.

TITLE: ROLE OF THE ADMINISTRATIVE ASSISTANT

NO. 513

I. Role

The Administrative Assistant reports directly to the General Manager and provides secretarial and clerical functions, and internal budgeting and bookkeeping system, research and general administrative assistance.

II. Performance Responsibilities

The key responsibilities are:

- a) To type memos, speeches, correspondence and reports including financial tables, figures and the like.
- b) To develop and maintain a comprehensive filing (information storage retrieval) system.
- c) To act and perform the basic duties of a receptionist, including
 - Receive visitors and assist where possible,
 - Answer all incoming calls,
 - Open, sort and deliver all incoming mail, and
 - Arrange appointments and reservations
- d) To act as a Recording Secretary to the Corporation's Board of Directors:
 - Coordinate meetings
 - Type up and distribute agenda
 - Take minutes of meetings
 - Type and distribute minutes, and
 - Note and ensure follow-up deadlines are communicated
- e) To perform within the auspices of the Managers – those office administrative and managerial duties required to ensure the smooth operation of the office, including:
 - Identify basic equipment and materials deficiencies or inadequacies. Contract to fill these deficiencies in a cost conscious and time efficient manner, and
 - Maintain close familiarity with budgetary system and accounting function to facilitate administrative and managerial duties
- f) To perform selected research duties as requested including:
 - Assembly of general information packages respecting the Corporation and the Region.
 - The development and preparation of brief reports within position responsibilities and as assigned;

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

- Such other duties as may be assigned from time to time.

**TITLE: EMPLOYEE PENSION PLAN
409**

NO.

I. Policy

The Board of Directors believe that is important to have an Employee Pension Plan in place. Effective March 1, 2000 an Employee Pension Plan takes effective.

Any permanent full-time employee of Northwest CFDC (core positions) shall contribute to the pension plan. The Board agrees to pay 4% of annual salary, providing the employee submits the same 4% towards RRSP's.

Any new employee is entitled to the pension plan when work commences.

II. Guidelines & Procedures

1. The Board's 4% of the plan is submitted by the Investment Fund dollars quarterly.
2. The employee submits the same 4% off of each pay period cheque.
3. The new employee begins with a Pension Plan after the 3 month probationary period retroactive to their 1st day of employment.

Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

