

Bill Reid Foundation Policies

Policy Name: Board Diversity and Decision Making 2024.1

Area: Process

Date Adopted: March 31, 2016

Reviewed: March 19, 2024

The Board recognizes the importance of diversity and is committed to fostering diversity at all levels of the Foundation. The Board seeks to reflect, in its membership and its deliberations, the diversity of its Ownership and Constituencies. The Board believes that having highly qualified directors from diverse backgrounds brings different perspectives and experiences to the boardroom, generating healthy discussion and debate and more effective decision-making. The Board will govern with a proactive regard for diversity of views and opinions, while recognizing that its authority is corporate, represented by “speaking with one voice.”

Board Candidates

The Board Governance Committee will consider the following when identifying candidates for nomination to the Board:

- qualifications, including skills, expertise, competencies and experience, and other qualities the Board identifies from time to time as being necessary for effective oversight;
- characteristics that will foster a Board culture that welcomes multiple perspectives and is free of conscious or unconscious bias and discrimination;
- characteristics that contribute to Board diversity, including gender, age, race, ethnicity, culture, disability, sexual orientation and geographic representation, as well as any other characteristics that may be identified from time to time; and
- legal and regulatory requirements, such as those relating to residency and independence.

With respect to Indigenous representation, the Board strives to maintain minimum parity between Indigenous and non-Indigenous members and has established an objective that at least 60% of the directors are Indigenous, recognizing that Board composition may fluctuate from time to time during periods of transition. The Foundation will encourage prospective Board members to self-identify.

Board and Directors’ Conduct

1. Board discussion will encourage diverse and dissenting points of view to be expressed.
2. The Board will speak with “one voice,” taking care not to present conflicting messages regarding its decisions to its voting members, constituencies, or staff.
 - 2.1. Board decisions will be stated as clearly as possible in written form.
 - 2.2. Only written Board policies will direct the work of the Director & CEO.
 - 2.3. Board committees will be used to assist the Board in its work of decision- making, not to exercise authority over the Director & CEO or substitute for the authority of the Board.
 - 2.4. Board members as individuals will exercise discipline by not directing Staff.
 - 2.5. Board members will exercise discipline by not misrepresenting the decisions of the Board to the ownership and public.
3. A quorum for the conduct of business shall be half plus one of the members of the Board, except for policy making with respect to the Ends Policies which requires two-thirds of the members.

4. The Board will strive to come to decisions by consensus. When consensus is not possible, decisions may be taken and policies may be adopted, repealed or materially amended by a majority vote – except in the case of Ends policies.
5. The Board may make decisions at its onsite meetings, or by conference call or by electronic polling.
6. An emergency meeting of the Board to address a specific, stated concern shall be convened at the call of the Board Chair, or at the written request of at least five members