

Board Policy Manual



Developing Board Policy

1.1. Process for Developing Board Policy

1.1.1. Purpose

The board, as the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. governing body, is entrusted with the authority to establish policy for the governance of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Board policy establishes the parameters and guidelines for board members, committees, management and staff.

1.1.2. The purposes of our policies are to:

- 1.1.2.1. Inform all of board intent, goals and aspirations.
- 1.1.2.2. Prevent confusion among board members, staff and the public.
- 1.1.2.3. Promote consistency of board action.
- 1.1.2.4. Eliminate the need for instant (crisis) policy making.
- 1.1.2.5. Reduce criticism of the board and management.
- 1.1.2.6. Improve public relations.
- 1.1.2.7. Clarify board member, executive and staff roles.
- 1.1.2.8. Give management a clear direction from the board.

1.2. Management policies are not board policies

- 1.2.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board makes an important distinction between board policies and management policies. Board policies establish the broad parameters within which board, management and staff will operate. Management policies, developed and implemented by the executive director outline the specifics of how the organization and staff will operate within board policy.
- 1.2.2. Personnel policies are an example of management policy developed by the executive director. The executive director develops the personnel policies appropriate to his/her staff, and has them examined by an attorney familiar with personnel policy. The executive then informs the board that personnel policies are in place, and provides board members with copies of the personnel policy handbook. The board is not directly involved with developing personnel policies other than to ensure that the executive director has carried out that project.
- 1.2.3. Once the board officially adopts a new board policy, that policy is the standard for dealing with the subject matter covered by the policy. If an issue comes before the board that is not in line with the existing policy, the issue is out of order and will be considered only in terms of policy change.

1.3. Policy requires a majority vote of the board

- 1.3.1. All policy decisions will be made by majority (defined as 5 of 8 board members) vote of the board and only at board meetings. Before adopting any policy, all board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

1.4. Source of policies

- 1.4.1. Policies may be recommended to the board by committees of the board, individual board members or the executive director. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaws of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. If approved by the board, policies will be written, coded, dated at time of approval and included in all copies of the board policy manual.

1.5. Considerations for all policies

- 1.5.1. All policies proposed to the board should be tested to ensure the following:
- 1.5.1.1. Necessary for good operation of the association.
 - 1.5.1.2. Consistent with the mission statement.
 - 1.5.1.3. Within the scope of board authority.
 - 1.5.1.4. Consistent with provincial and federal laws.
 - 1.5.1.5. Compatible with other policies of this board.
 - 1.5.1.6. Practical.
 - 1.5.1.7. Broad enough to cover the subject completely.
 - 1.5.1.8. Enforceable.

1.6. Accountability for carrying out policies

- 1.6.1. The executive director will be accountable to the board for carrying out these policies, ensuring that all policies are effectively explained to the employees or sub-contractors (i.e. Alyssa) and making every reasonable effort to see that they are understood, accepted and complied with.

1.7. Distribution of policy manual

- 1.7.1. A copy of the board policy manual will at all times be available in the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. office for review and inspection by employees and board members. Each board member will be given a revised policy manual annually.

1.8. Amendment or suspension of policy

- 1.8.1. All policies will be annually reviewed by the board or the governance chair and committee of the board for accuracy and appropriateness, and recommendations will be made to the board for amendment, addition or elimination. Does this need to a portfolio with By-laws, Nominations etc. ?Except as otherwise provided by law, any policy of the board may be suspended, repealed, amended, or waived by a majority vote of the board, provided that at least 14 days advance notice has been given to all board members of the intention to consider revocation, repeal, waiver, or amendment.

1.9. Transparency

- 1.9.1. To ensure MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s members can have full confidence in the governance of this organization, this board policy manual and the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. bylaws will be published on the organization's website and will be available upon request.



Corporate Structure and Board Organization

2.1. Establishment of the organization

- 2.1.1.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. is established as a nonprofit corporation under the laws of the Province of Manitoba. The board of directors is established as the authority to operate MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. in accordance with bylaws and board policies.
- 2.1.1.2. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business will be conducted in accordance with the laws of the Province of Manitoba, the corporation's articles of incorporation, bylaws of the corporation, board policies and generally accepted business practices that will accomplish the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. mission.

2.2. Authority of the board of directors

- 2.2.1.1. Each member of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board, together with other members of the board, is legally and morally responsible for all activities of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.



2.3. Board member commitment

- 2.3.1. Serving as a board member of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. involves a very special commitment.
- 2.3.2. To meet that commitment, board members are expected to:
 - 2.3.2.1. Ensure adherence to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s mission.
 - 2.3.2.2. Attend and actively participate in all of the board's meetings, and notify the executive director or president of anticipated absence.
 - 2.3.2.3. When absent from a meeting, review minutes and results of the missed meeting.
 - 2.3.2.4. Do their homework to be prepared to participate fully in board and committee meetings.
 - 2.3.2.5. Serve actively on at least one committee.
 - 2.3.2.6. Act only with the full board, not individually unless authorized to do so by the full board.
 - 2.3.2.7. Speak for the full board only when sanctioned by the full board.

2.4. Board delegation of policy interpretation to staff and public

- 2.4.1. The board delegates to the executive director responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives and guides not specifically covered or detailed in the Board Policy Manual. Such interpretations, rules and directives have the force of board regulations unless and until superseded by board action.



2.5. Board member rights

- 2.5.1. Members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board are granted certain specific rights. All board members have the right to:
- 2.5.1.1. Receive notice of board meetings and the agenda.
 - 2.5.1.2. Attend and participate in board meetings.
 - 2.5.1.3. Examine MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s books, records, meeting minutes, financial statements and contracts.
 - 2.5.1.4. Place items on the board meeting agenda at the appropriate time.

2.6. Duty of board members not to compete

- 2.6.1. A board member may not use his/her position on the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to prevent MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.

2.7. Soliciting or receiving gifts

- 2.7.1. Members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board must never offer, give, solicit or receive any form of bribe or kickback through their connection to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Board members must never solicit a personal gift of any kind from anyone who does business with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. This restriction applies to both actual and proposed business transactions involving MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.

2.8. Board member conflict of interests

- 2.8.1. Board members have a duty to subordinate personal interests to the welfare of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. and those we serve. Conflicting interests can be financial, personal relationships, status or power.
- 2.8.2. Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. in mind.
- 2.8.3. Board members and employees are prohibited from knowingly disclosing information about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. to those who do not have a need to know or whose interest may be adverse to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., either inside or outside MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Nor may board members or employees in any way use such information to the detriment of MANITOBA NURSERY LANDSCAPE



ASSOCIATION INC.

- 2.8.4. Board members or employees may not have a significant financial interest in any property which MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. does business.
- 2.8.5. Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations, which might be construed as conflicts of interests.
- 2.8.6. Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.
- 2.8.7. Any board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.
- 2.8.8. These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.
- 2.8.9. All board members will be required to complete the "Conflict of Interests" statement. This policy will be reviewed by the board annually and given to each new board member for signature during orientation.

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By-laws- Article VIII. CONFLICT OF INTEREST

- 8.01 *A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with MNLA shall, in accordance with the Conflict of Interest Policy of MNLA:*
 - a. *Disclose fully and promptly the nature and extent of such interest to the Board;*
 - b. *Refrain from voting or speaking in debate on such contract or transaction; and*
 - c. *Refrain from influencing the decision on such contract or transaction.*



2.9. Legal obligations of board members

- 2.9.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board is both responsible and liable for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board and the law require every board member to follow the rule of the reasonably prudent person and the principle of good faith.
- 2.9.2. The rule of the reasonably prudent person means the board will not:
- 2.9.2.1. Mismanage MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. by deviating from fundamental management principles, such as planning carefully for the future of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., regularly reviewing the financial status of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and monitoring compliance with board policies.
 - 2.9.2.2. Fail to govern by utilizing all control systems to govern MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
 - 2.9.2.3. Be involved in self-dealing that provides personal gain to board members.
- 2.9.3. The principle of good faith means that board members will:
- 2.9.3.1. Attend all board and committee meetings and be a part of board actions.
 - 2.9.3.2. Read and understand MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s policies and bylaws.
 - 2.9.3.3. Pay attention to corporate affairs and keep informed about organization activities.
 - 2.9.3.4. Ensure that MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. is in compliance with legal requirements.
 - 2.9.3.5. Avoid self-dealing.

2.10. Legal requirements of board members

- 2.10.1. All MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board members will be expected to recognize and accept their legal position as governing agents of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. A board member of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of board membership attach automatically when board members accept the office.
- 2.10.2. There is a certain amount of liability involved with being a board member, so the board will annually discuss the liability issue to be certain that the board is adequately insured.

2.11. Indemnification of board members

- 2.11.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. shall indemnify all board members, officers and former board members and officers including the Executive



Director from any suit or proceeding, by reason of the fact that he or she was a board member or officer of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., against expenses, judgments, fines and money paid in settlement, if the board member or officer acted in good faith and in a manner the board member or officer believed to be in the best interest of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and believed the actions were lawful.

2.12. Legal services agreement

- 2.12.1. A written agreement for legal services shall be executed between the president of the board and legal counsel before any work is performed or fees incurred. If there is an ongoing relationship between counsel and MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., the written agreement may authorize appropriate persons (executive director, board president) to serve as the ongoing contact for legal services, and authorize those persons to direct the day-to-day decisions about use of legal counsel.
- 2.12.2. Authority to initiate a lawsuit or to increase fees for legal services beyond the budgeted amount will be at the discretion of the board. Authority to settle a lawsuit or terminate a lawsuit will be at the discretion of the board.

2.13. Ethical obligations of board members

- 2.13.1. The board will annually approve a code of ethics for board members. All board members will be given a copy of the code of ethics, and will be expected to adhere to the provisions of that code.

2.14. Maintaining ethical credibility

- 2.14.1. Because the conduct of the board has a direct impact on public and association member perceptions about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., board members will maintain an appearance of high credibility in adhering to legal and policy requirements.
- 2.14.2. Board members will be active and encourage all other board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress and maintaining active committees.
- 2.14.3. Board members will not condone conflicts of interest on the board. A board member or his/her family may not receive any gain (tangible or intangible) through the connection with the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board.
- 2.14.4. Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained and all votes properly recorded.
- 2.14.5. Board members will adopt formally, by motion, any rules, regulations, policies and budgets.



- 2.14.6. Board members will keep policy and procedure manuals up-to-date for ready reference, and have rules and regulations available and posted for staff and constituents.
- 2.14.7. Board members will review fiscal records and controls at regular intervals.
- 2.14.8. Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

2.15. Board member confidentiality agreement

- 2.15.1. As a requirement for service on the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board, all board members will be required to read and sign the confidentiality agreement.

2.16. Enforcement of board ethics policies

- 2.16.1. Any board member who believes that a fellow board member has acted unethically should first review the current board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 2.16.2. If the board member continues to believe a fellow board member has acted unethically he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be productive and does not violate any individual's right to privacy.
- 2.16.3. If this discussion, or other informal attempts to address the concern, fails to resolve the problem, the board member should bring the concern to the attention of the board president. If the concern relates to the board president the issue should be brought to the attention of the board secretary.
- 2.16.4. The board president may choose to address the concern individually with the member in question or refer the concern to the executive committee.
- 2.16.5. Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

2.17. Political contributions

- 2.17.1. Members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board must never make political contributions on behalf of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. If a board member takes an active part in the political process, it must be done at the board member's personal expense. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will not reimburse anyone for a political contribution.



2.18. Annual meeting of the board

- 2.18.1. There will be an annual meeting of the general membership held each year or on such date designated by a vote of the board of directors, but no later than 90 days from the end of the fiscal year.

2.19. Board planning

- 2.19.1. To ensure that planning is based on the needs and preferences of current and potential members, MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board and management will annually conduct a realistic assessment of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. service capabilities and analysis of trends likely to impact the future of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 2.19.2. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board and management will then annually develop an organizational plan that is based on identified needs and preferences of current and potential members, and appraisal of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. service capabilities.

2.20. Maintenance of documents

- 2.20.1. All major MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. organizational documents, such as the articles of incorporation, real estate titles, building blueprints and any other historical or archived documents will be held in a safety deposit box in a local bank.
- 2.20.2. Annually, upon the election of the board secretary, formal transfer of custody of the documents, a list of the documents, and authority to access the documents will be given to the newly elected board secretary.

2.21. Perpetuation of the organization

- 2.21.1. Continuance of the organization is the responsibility of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board, and requires that the board carefully select replacements as board members leave the board. Appropriate potential new board members must be recruited to maintain continuity of the governance of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 2.21.2. The board will maintain an ongoing recruiting plan that can fill board vacancies with a well-qualified candidate and with minimal disruption to the board's work. When selecting new board members, the board will attempt to find a broad representation of the community that will offer diverse perspectives to the board's decisions.

2.22. Nomination and election of board members



- 2.22.1. It is the policy of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to carefully nominate and elect to the board persons who:
- 2.22.1.1. Believe in the cause and mission of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
 - 2.22.1.2. Will commit completely to the board member responsibility for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
 - 2.22.1.3. Will participate actively as part of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board team are community leaders and will advocate in the community for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 2.22.2. The board president will periodically remind board members and the executive director to submit board candidate recommendations to be filed for use at the appropriate nomination time.
- 2.22.3. Terms of office and election procedures will be as specified in the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. bylaws.

2.23. Vacancies on the board

- 2.23.1. When vacancies occur on the board other than normal expiration of terms, the board of directors may appoint to fill the vacancies. The appointed board member may fill the position only until the expiration of the term of the person he/she replaces. The appointed board member may be eligible to be nominated for election at the next regular election if the board member meets all requirements to be a member of the board.
- 2.23.2. The process for appointment to the board will be as follows:
- 2.23.2.1. The president will accept recommendations from the board of directors and the executive director.
 - 2.23.2.2. A list of the nominees will be submitted to all board members prior to the meeting at which the board will fill the vacancies.
 - 2.23.2.3. Appointment to fill a vacancy will be made only by a majority vote of the board members present at an official meeting of the board.
 - 2.23.2.4. The board president will notify the appointed persons and the successful appointee will be seated at the next regular board meeting.

2.24. Removal of board members

- 2.24.1. It is the policy of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to remove board members who fail to perform the expected duties of a board member. A board member may be removed from the board because of:
- 2.24.1.1. Negligence of board duties and responsibilities.
 - 2.24.1.2. Failure to attend board meetings regularly.
 - 2.24.1.3. Illegal activity as a member of the board.
 - 2.24.1.4. Acting in any manner detrimental to MANITOBA NURSERY LANDSCAPE

- 2.24.1.5. A director may be removed only by a majority vote (5 of 8) of all currently serving board members, and the motion to remove will state clearly the cause for removal.

2.25. Meeting attendance requirement

- 2.25.1. It is the policy of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board that board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the board is required to make.
- 2.25.2. If a board member will be absent from all or part of any meeting, the board member is expected to contact the board president or the executive director as soon as the need to be absent is known.
- 2.25.3. If a board member is absent from three consecutive board meetings, the board president will ask the board to consider removing the board member from membership on the board.
- 2.25.4. When a board member is absent from any board meeting, the board president will contact the board member and remind the board member of this meeting attendance policy.

2.26. Compensation of board members

- 2.26.1. Board members will not be compensated for service on this board.

2.27. Board member travel

- 2.27.1. Authorized corporate travel is defined as travel in connection with the business of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. which has been directed or requested and approved in accord with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. policy prior to the departure date.
- 2.27.2. All requests for corporate travel by board members will include the purpose of the trip, dates of meetings, anticipated expenses, date of departure and date of return.
- 2.27.3. Travel for board members must be approved by the board.
- 2.27.4. Upon completion of the travel, a report must be submitted to the board to demonstrate completion of the purpose and to share business information with the rest of the board.



2.28. Travel expenses

- 2.28.1. Airline travel will be booked coach class, and discounted airfares will be sought whenever advance notice of the travel allows.
- 2.28.2. Board members will be reimbursed for pre-authorized out-of-pocket expenses actually incurred. Claimed expenses for lodging, travel, car rental and miscellaneous expenses must be documented by original receipts. Unless specifically authorized by the board of directors, no expenses are authorized nor will be reimbursed by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. for expenses of friends, relatives or families accompanying a board member on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business, nor for any non-related business travel or extension of stay beyond completion of the intended MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business.
- 2.28.3. At the completion of authorized travel, an expense report will be submitted to the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. office. The report will list by date and place all reimbursable expenses claimed, and will be accompanied by the required receipts and invoices. Expenses charged to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. must be listed on the expense report and accompanied by original receipts. Board member expenses will be approved by the board of directors.
- 2.28.4. Personal phone calls by board members
- 2.28.4.1. Board members traveling on authorized travel are traveling for the benefit of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and extended stay is for the benefit of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Therefore, personal phone calls by board members, not to exceed \$10 per travel day, shall be considered a reimbursable business expense.
- 2.28.5. Car rental by board members
- 2.28.5.1. When traveling for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., board members are encouraged to utilize hotel shuttle services, airport buses or taxi cabs for transportation, when available and competitively priced, rather than renting a car.
- 2.28.5.2. When it is necessary to rent a car, mid-sized automobiles are the authorized vehicles unless medical or other special circumstances dictate a larger or more expensive vehicle. Rental car reservations will be made by the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. office.
- 2.28.6. Making travel arrangements
- 2.28.6.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. staff will make travel arrangements (other than personal car travel) for board members on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business.



- 2.28.7. Board members canceling travel reservations or creating a “no show” situation for any reservation because of personal preference will be charged any cancellation fees and room charges.

2.29. Reimbursement of expenses

- 2.29.1. Board members may be reimbursed only for out-of-pocket expenses actually incurred and given prior authorization by a vote of the board. Claimed expenses must be documented by original receipts. No expenses will be reimbursed for friends or relatives accompanying a board member on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business. No expenses will be reimbursed for non-business related travel or extension of stay beyond completion of the business for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 2.29.2. Some expenses can be deemed unreasonable and unnecessary or extravagant. Such charges will be deemed personal and not reimbursable without compelling cause and at the discretion of the board.

2.30. Directors' and officers' errors and omissions insurance

- 2.30.1. It is the policy of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. to provide directors' and officers' liability insurance. The continuing need for such insurance will be reviewed each time the policy is due for renewal.

2.31. Authorized contact of professional consultants

- 2.31.1. Only the board president, the executive director or their designee may contact legal counsel, auditors or professional consultants on behalf of the board. Costs billed to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. and associated with individual board members contacting legal counsel, auditors or other professional consultants without specific authority from the board of directors, will be billed to the board member making the unauthorized contact.

2.32. Board correspondence

- 2.32.1. Correspondence from the board will be approved by the board or its president. Except for reports which are legally required to be sent out over the secretary's or treasurer's name, all correspondence from the board will be over the president's name. All correspondence from the board will be written on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. stationery and will be prepared by the office of the executive director as directed by the board. Use of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. letterhead will be limited to official agency business only.



2.32.2. No material or information disclosed in board meetings will be released to any unauthorized person.

2.33. Affiliations

2.33.1. It is important that MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. affiliate with other organizations such as provincial and national associations. Therefore, the board will include expenses for membership fees in the annual budget. The board will annually review all affiliations and assess the cost-effectiveness of each before the expense is included in the annual budget.

2.34. Board members speaking for the board to the public or media

2.34.1. Individual board members may not speak to the public or the media on behalf of the board unless authorized by the board to do so.

2.34.2. When speaking about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. or about board action, board members should be careful to define when their remarks represent personal opinion and when their remarks represent official board position. Board members must be aware that they are always seen as board members even when they designate comments as personal.

2.35. Authority of board members

2.35.1. Board members have authority only when acting as a body in regular or special meetings of the board, or when the full board has granted clearly specified authority to individuals.

2.35.2. The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

2.36. Board member term limitations

2.36.1. It is important to ensure a constant flow of fresh perspectives and new ideas come to the board. It is also important to maintain a significant number of experienced board members. To do that, the following term limits will apply:

2.36.2. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board members will be elected/appointed to two-year terms. A board member may serve no more than three consecutive terms and then may not be elected/appointed for another term until he/she has been off the board for at least one year. After at least a one-year absence from the board, former board members are eligible for



election/appointment for two more consecutive terms.

- 2.36.3. Board members will serve staggered terms with four board terms expiring in even years and three board terms expiring in odd years.

2.37. Political and legislative activity

- 2.37.1. To ensure that MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. supports legislative issues which further the basic interests of those we serve, and oppose legislative issues detrimental to our mission, the following guidelines are established:

2.37.1.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. shall be nonpartisan in political matters, but shall support or oppose national, provincial or local legislative issues as the board determines necessary and advisable. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will not directly endorse any candidate or party.

2.37.1.2. Employees or board members shall not engage, directly or indirectly in partisan activities as representatives of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. funds will not be used for that purpose.

- 2.37.2. Board members and employees are free, as individuals, to participate in political activity as long as they do not utilize MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. funds, MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. time, or the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. identity.

- 2.37.3. Board members and management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. should be aware that, because of their position, they should exercise discretion at all times to not convey the impression that MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. is endorsing a political candidate.

- 2.37.4. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board is responsible for setting legislative goals for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and will review those goals at least annually.

2.38. Board member orientation and development

- 2.38.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board believes that professional development for board members is vital to good governance of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Therefore, new board members will be given, within 30 days of election, a thorough orientation by the Executive Director about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., board operations, finance, board ethics, responsibility and liability.

2.39. Board member orientation

2.39.1. The following will be the guide for orientation of all new board members:

- Association mission and values
- Term of office
- Board meeting schedule
- Board/committee structure
- CNLA Affiliations
- Expectations of attendance
- Appointments/removal
- Responsibilities
- Board member job description
- Bylaws
- Board officers and responsibilities
- Election of officers
- Meetings of the board (regular and special)
- Quorum
- Conduct of meetings
- Conflict of interests
- Code of ethics
- Liability insurance
- Expectations of executive director
- Attendance at conferences
- Expense vouchers
- Abbreviations and acronyms used
- Board goals
- Organizational overview
- Organizational chart
- Annual reports
- Management contract
- Monthly financial reports
- Relationship to other organizations
- Target membership
- Board policies
- Association programs
- Purpose
- Current strategic and tactical plans
- Board Confidentiality and Solidarity
- Identify board member strengths / influences before the Board Member Orientation. Policy for new board members would be to receive the orientation package in advance of their orientation, prior to the first meeting of the new board, to review items prior to in person orientation.



2.40. Board self-evaluation

2.40.1. Performance accountability for the board can only be maintained at a high level through regular self-evaluation of the board's work. Therefore, the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will annually conduct a written self-evaluation of the board's performance for the past year. The evaluation will include, but not be limited to:

- 2.40.1.1. Quality of meetings
- 2.40.1.2. Committee performance
- 2.40.1.3. Progress on the long-range plan
- 2.40.1.4. Fiscal monitoring
- 2.40.1.5. Cohesiveness of the board team
- 2.40.1.6. Quality of the relationship with the executive director
- 2.40.1.7. Exercise of vision on behalf of the organization
- 2.40.1.8. Level of participation in board activities by all board members
- 2.40.1.9. Community/member relations

2.40.2. It will be the responsibility of the board president to initiate the board self-evaluation.

2.41. Board members as advocates

2.41.1. Board members are potentially the most powerful advocates for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs and services, and are expected to take an active role in promoting MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Advocacy opportunities for board members include fund-raising, legislative lobbying and public relations.

2.41.2. The board will annually discuss pending and potential legislative issues that will impact MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and develop a report on the official MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. position on those issues. That report will be distributed, as appropriate, to board members, staff, legislators, constituents and other interested parties.

2.41.3. The executive director will regularly bring opportunities for board member advocacy to the board, such as:

- Requests for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. presentations to service clubs and other organizations.
- Invitations to display MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs at non-association events.
- Public events and gatherings.
- Letter writing campaigns.
- Appearances before funding bodies.



2.41.4. The executive director will ensure that each board member has a supply of brochures or other materials about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs and services, and inform board members about other materials available for advocacy activities.

2.42. Board members as volunteers

2.42.1. Members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board may serve as direct service volunteers for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. While serving as direct service volunteers, board members must comply with the same rules governing all MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. volunteers, and be particularly mindful that all volunteers are supervised and directed by staff and accountable to staff.

2.42.2. Board members have no board authority when working as volunteers.

2.43. Measuring membership needs and concerns

2.43.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board recognizes the importance of getting feedback from those we serve. Therefore, the board will regularly survey constituents for feedback about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs and services. Surveys may be done through a variety of methods such as focus groups and written surveys.

2.43.2. Information gathered should include, but not be limited to:

2.43.2.1. Satisfaction with programs and services.

2.43.2.2. Reaction to potential new programs and services being considered.

2.43.2.3. Ideas for improvement of current programs and services.

2.43.2.4. Ideas for new programs and services to meet membership needs.

2.43.3. The executive director will be responsible for conducting the surveys. Results of the member satisfaction surveys will be reported at least annually to the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board. Information gathered will be used to develop the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. long-range plan. The board needs to decide on how and when they are conducted, what questions are on them, and who they will be going to.

2.44. Requests for corporation information

2.44.1. From time to time the public/members will request information or records from MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. To protect the corporation and those we serve, information will be released only under the following conditions:

2.44.1.1. All requests for information, other than routine public information, about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will be channeled to the executive director for a decision about releasing that information. If there is question about the appropriateness of releasing any information, the executive director will seek advice from the board of directors.



- 2.44.1.2. Information about personnel matters will not be released to anyone outside the organization.
- 2.44.1.3. Information discussed in executive session of the board will not be revealed.
- 2.44.1.4. Proprietary information that could have an adverse effect on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. finances will not be released.
- 2.44.1.5. Matters considered confidential under provincial and/or federal law will not be released.
- 2.44.1.6. Information about legal matters that might have an adverse effect on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will not be released.
- 2.44.1.7. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. mailing list will not be revealed, distributed, released or used except for proper MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business purposes.

2.45. Public communications

- 2.45.1. It is the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board's policy to encourage release of information to the public regarding programs, board activities and consumer concerns. That communication will:
 - 2.45.1.1. Maintain integrity in dealing with the public and the news media. The executive director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
 - 2.45.1.2. Use the various news media for the promotion of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs and raise the community consciousness regarding MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. services.
 - 2.45.1.3. Communicate always in an accurate and honest way consistent with other related board policies.

2.46. Community involvement

- 2.46.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will participate actively in the life of the community. To accomplish that, MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will:
 - 2.46.1.1. Seek management and staff membership on community committees focused on community support and development.
 - 2.46.1.2. Participate in community celebrations and other events as may be practical.



2.47. Board management of member requests and concerns

- 2.47.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors must stay attuned and be responsive to the issues and concerns of members. Board members are encouraged to be advocates for and to the members. In receiving communication from members, individual board members need to make clear that only the full board has the authority to make decisions for the organization. Whenever possible, members should be encouraged to put their concerns in writing and that letter or email should be shared with the entire board for its consideration. In the case of routine matters or concerns, members should be referred to the appropriate staff person for prompt response.
- 2.47.2. A regular agenda item titled "Member Communications" will appear on all meeting agendas for the board of directors, at which time the executive director will deliver the appropriate member communications and announcements for board information.
- 2.47.3. This policy shall not preclude the "Formal Member Complaints to the Board" policy found in another section of this policy manual.

2.48. Guidelines for board management of communication from staff and public

- 2.48.1. It is the policy of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board that when a board member is contacted by a staff member, association member, or member of the general public who has a concern or complaint about MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. or persons within MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., the board member will follow the following procedures:
- 2.48.1.1. Remember that individual board members have no power or authority to speak or act for the full board.
 - 2.48.1.2. Listen to the person's concern.
 - 2.48.1.3. Express a desire to reach a satisfactory solution.
 - 2.48.1.4. Explain that the board and management have established a process for handling concerns, which starts with the person most immediately responsible. Suggest that the concern be discussed with the person immediately responsible.
 - 2.48.1.5. Assure the person that the executive will be informed of the concern.
 - 2.48.1.6. Ask the person to report back to you about the progress or resolution of the concern, if desired.
 - 2.48.1.7. Inform the executive director of the complaint or concern.



2.49. Guidelines for processing public complaints

2.49.1. From time to time situations may occur that create legitimate complaints on the part of the public or constituents relative to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Complaints must be aired so that all sides of the issue may be heard and a rational procedure or solution found.

2.50. Annual report

2.50.1. It is the responsibility of the executive director to assemble and distribute the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. annual report.

2.50.1.1. The annual report may contain:

2.50.1.2. Report from president

2.50.1.3. Report from executive director

2.50.1.4. Highlights of the year

2.50.1.5. Committee Reports

2.50.1.6. Information regarding type, quantity and cost of services

2.50.2. The annual report shall receive wide distribution, which may include board, staff, members, news media and funding sources.

2.50.3. Target dates for annual report publication shall be within 30 days after the AGM.

2.50.4. Funding shall be budgeted to ensure this policy will be carried out.

2.51. Retention of records

2.51.1. Retention of business records is important to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. for several reasons:

2.51.1.1. CRA and other government regulators require specific records be retained.

2.51.1.2. Protection from legal action dictates that certain records, such as personnel records, be retained.

2.51.1.3. Contracts, investment records, and records of other financial transactions need to be retained for future reference.

2.51.2. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. records shall be retained as per Appendix A.



Executive Director Responsibilities and Functions

3.1 The executive director's role in the organization

- 3.1.1. In the conduct of the ongoing business of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., the executive director is responsible for all business operations, including management of the assets of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.; hiring, training, promotion, discipline and termination of employees; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 3.1.2. The executive director plans for and administers a program providing service in accordance with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s stated purpose, and in such a manner that optimum results are achieved in relation to the resources of the agency, and operates under the general direction of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors.

3.2 Executive director communication and counsel to the board

- 3.2.1.1. The executive director will provide information and counsel to the board. Accordingly, he/she will:
 - 3.2.1.2. Make the board aware of special events, relevant trends, external and internal changes and the assumptions upon which any board policy has previously been established.
 - 3.2.1.3. Submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.
 - 3.2.1.4. Marshal as many staff and external points of view, issues and options as needed for fully informed board choices.
 - 3.2.1.5. Present information in a form that is understandable and of reasonable length.



3.3 Delegation to the executive director

- 3.3.1. The board's job is generally confined to establishing topmost policies, leaving implementation of board policy to the executive director. All board authority delegated to staff is delegated through the executive director.
- 3.3.2. The executive director is authorized to establish all further policies, make all decisions, take all actions and develop all activities, which are true to the board's policies. The board will respect the executive director's choices so long as the delegation continues. This does not prevent the board from obtaining information about activities in the delegated areas.
- 3.3.3. No individual board member, officer or committee has any authority over the executive director. Information may be requested by such parties, but if such request, in the executive director's judgment, requires a material amount of staff time, it may be refused.
- 3.3.4. Acting with the authority granted above, the executive director may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit board constraints on executive authority.
- 3.3.5. Should a situation arise wherein the executive director deems it unwise to comply with a board policy, he/she will inform the board of directors.
- 3.3.6. Informing is simply to guarantee no violation may be intentionally kept from the board. It is not for the purpose of receiving approval. Board response at that time does not exempt the executive director from subsequent board judgment of his/her action.

3.4 Areas of responsibility delegated to the executive director

- 3.4.1. In the area of human resources, the executive director relates both to the board and to the staff of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., but has ultimate responsibility to the board.
 - 3.4.1.1. For the board of directors, the executive director:
 - Develops and recommends to the board of directors, specific, written, long and short-range plans for the development of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs and services.
 - Maintains appropriate relations with the board and various board committees, and keeps them informed.
 - Interprets trends in the fields of service in which MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. is engaged, by maintaining involvement in the professional field as a whole.
 - Assists with orientation and training programs for the board.
 - 3.4.1.2. For the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. staff, the executive director:



- Supervises and directs key staff and subcontractors in the performance of their duties.
 - Evaluates the performance of key staff members and subcontractors.
 - Provides overall control of and direction for the personnel of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., including active participation in or approval of personnel actions.
 - Manages volunteer staff activities.
- 3.4.1.3. In the area of planning, the executive director:
- Evaluates the services being provided by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. in relation to specified goals and standards, and recommends modifications, where appropriate.
 - Recommends new programs to the board.
 - Drives the ongoing implementation and review of the strategic plan by both the board and staff.
- 3.4.1.4. In the area of finance, the executive director:
- Prepares MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. budgets and is accountable for control of these resources once approved.
 - Directs all financial operations of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 3.4.1.5. In the area of member relations, the executive director manages all activities including coordinating board activities in this area.
- 3.4.1.6. In the area of public relations, the executive director interprets the function of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. to the community by assisting the board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.
- 3.4.1.7. In the area of interagency relations, the executive director:
- Maintains appropriate relations with other professional and service groups in the community.
 - Maintains appropriate relations with national, provincial, and local government units.
 - Maintains appropriate relations with other agencies in similar fields of service.
- 3.4.1.8. In the area of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. organizational operations, the executive director:
- Recommends policies to the board and/or assists the board in the formulation of policies for the effective and economical operation of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. and its programs.
 - Ensures implementation of the policies adopted by the board.
 - Has chief administrative responsibility for maintenance of association facilities and equipment, and regular reporting to various bodies.
 - Carries chief staff responsibility to ensure that legal obligations of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. are met.

3.5 Monitoring executive performance

- 3.5.1. Monitoring executive performance is somewhat synonymous with monitoring organizational performance. The board delegates management to the executive and must have a process for ongoing monitoring of the executive's performance of the delegated duties. The purpose of monitoring is to determine the degree to which board policies are being fulfilled.
- 3.5.2. The board will monitor executive performance by awareness of the executive director's job description, careful attention to all reports delivered to the board and through an annual written evaluation of the executive's job performance.

3.6 Executive director performance evaluation

- 3.6.1. It is the policy of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. to annually evaluate the work performance of the executive director.
- 3.6.2. Compensation of the executive director will be determined after completion of the evaluation. Any increase in compensation will be effective beginning with the pay period in which the employment anniversary date falls.
- 3.6.3. Although the evaluation will be facilitated by the board of directors or a special committee appointed by the board president, the entire board will participate in the evaluation process.
- 3.6.4. The process begins with a review of the current job description to determine accuracy and appropriateness. The team next develops an evaluation checklist based upon the job description and organization objectives. Respondents will be asked to rate the director's performance against each line item on the checklist. Space should be allowed on the checklist at each line item for comments
- 3.6.5. The team e-mails the checklist to all board members so that all evaluations are returned to the e-mail address of the board president. A request is sent with the evaluation form to complete within ten days. Respondents have the option of signing or not signing their evaluation forms. Constructive criticism from board members should be specific so that appropriate corrective action may be taken by the executive director.
- 3.6.6. A copy of the evaluation checklist is also mailed to the executive director with the request to complete a self-evaluation and recommend performance objectives for the upcoming year. The form completed by the executive will not be included in the board's compilation of results.
- 3.6.7. When the board members have returned the evaluation forms, the president of the board makes up a composite checklist, which, by line item, indicates the number of responses for each rating. All comments are randomly listed without identifying the source of each comment.
- 3.6.8. Next, the full board meets, without the executive director present, to review the composite evaluation and performance objectives for the upcoming year. The board must reach consensus on each item in the checklist.
- 3.6.9. Then the full board meets with the executive director to present the full board's



conclusions about the evaluation. Should the executive director be in serious disagreement with part or all of the evaluation, the right to respond to the full board must be available. Such a response should lead a dialogue in which the problem area can be resolved in a candid and professional way.

- 3.6.10. The final agreed-upon evaluation should be signed by both the executive director and the board president. A copy of the evaluation is given to the executive director, and the original evaluation is kept on file by the board president to be passed on to the next board president. A copy of the evaluation is not kept in the personnel office.
- 3.6.11. Board members will not solicit information regarding the executive director's performance from subordinate staff. Staff plays no role in the evaluation. The board recognizes that including staff can seriously erode the relationship, which must exist between the executive director and staff.

3.7 Board of Directors and Executive Director Relationship

- 3.7.1. The board of directors recognizes and maintains the following guidelines in the board's relationship with the executive director:
 - 3.7.1.1. Good management is recognized as one of the key factors in the success of the organization. The board reserves the authority to establish policies, approve plans, and programs and delegate authority to the executive director.
 - 3.7.1.2. The board will approve policies and long-range plans and programs for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and delegate authority to the executive director to execute and carry out the policies, plans and programs. The executive director will be responsible for hiring capable personnel within the limitations of board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary.
 - 3.7.1.3. Board members will refrain from individually discussing management and personnel issues with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. personnel other than the executive director. The board, in consultation with the executive director, may confer with key personnel at regular or special meetings of the board.
 - 3.7.1.4. Authority for management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will be through the board of directors to the Executive Director then to other personnel. The board will require full and timely information from the executive director concerning pertinent matters that relate to the management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
 - 3.7.1.5. The board recognizes that efficient management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. can exist only through mutual understanding and cooperation between the board and the executive director. The board also recognizes that the executive director is accountable to the board to show results, but the executive director cannot perform well and show good results if not given latitude to exercise independent judgment in executing board policy. Therefore, the board grants that latitude of judgment and discretion and expects full



accounting of performance from the executive director.

- 3.7.1.6. The board will be responsible for a systematic annual evaluation of the executive's performance. The evaluation will be for the purpose of improving the executive director's performance and to provide a basis for consideration of the executive director's contract for the next year.
- 3.7.1.7. The executive director's contract with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. may be terminated for cause upon written notice to the executive director and in accordance with the board/executive director contract in effect.

3.8 Board/executive director responsibilities

- 3.8.1. To assist the board and executive director to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:
 - 3.8.1.1. Responsibility for determining general policy shall be entrusted to the board. The executive director shall keep the board informed regarding the progress of all important MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. programs.
 - 3.8.1.2. The board represents the public in setting the goals and establishing the basic policies and long-range goals for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. It shall refrain from involvement in the administrative functions except to monitor and evaluate.
 - 3.8.1.3. The board shall transact official business with professional staff members and other program employees only through the executive director.
 - 3.8.1.4. The executive director shall be responsible for administering the program in accordance with board policies and regulations.
 - 3.8.1.5. The executive director shall be responsible for the selection and assignment of staff. This responsibility may be delegated by the executive director to other supervisory personnel.
 - 3.8.1.6. The executive director and staff shall prepare, and submit for board action, an annual program plan and budget.
 - 3.8.1.7. The executive director shall provide the board with data and information to enable the board to make effective decisions.
 - 3.8.1.8. The executive director shall provide the board with periodic reports as the board feels are necessary to allow board members to make accurate decisions.

3.9 Executive director succession policy

3.9.1. Resigning or retiring executive director

- 3.9.1.1. The board will determine the exact retirement date of the current executive director.
- 3.9.1.2. The board will determine a specific target date to bring on a new executive director.
- 3.9.1.3. The board will designate an interim executive director to serve for the time between the ending date of the current executive director and the beginning date of the new executive director, as necessary. Board members are not eligible to serve as the interim executive director.
- 3.9.1.4. The board president will nominate a Search Committee of not less than three board members and not more than five board members. The board president may appoint up to two additional Search Committee members from outside the board such as emerging leaders, former board members, community leaders or other persons who would be a valuable resource to the committee. The board president will seek board approval of the nominees.
- 3.9.1.5. The board will consider the need for any changes to the management structure before the search for a new executive director.
- 3.9.1.6. The Search Committee will begin as soon as possible to:
 - Update the job description for the executive director.
 - Develop a profile of the preferred candidate.
 - Determine the feasibility of utilizing a search firm to assist the board in the search.
 - Determine salary range and terms of the contract to be offered.
 - Identify appropriate advertising media to be used.
 - Establish a schedule to complete interviews, reference checks and final selection.
 - Determine who will conduct the interviews and what questions will be asked.
 - Determine the extent of staff and community involvement in the search process.
 - Establish a process for communicating search progress to the board and staff.
 - The Search Committee will seek approval of the full board for all of the above.
 - The Search Committee will recommend no more than three nor less than two candidates for review.
 - The board will interview the final candidates and select the new executive director.
 - External candidates and current employees will be invited to apply for the position.



3.9.2. Sudden loss of executive director

- 3.9.2.1. Annually, the board will designate one staff person who will assume the duties of the executive director if, in the judgment of the board of directors, that becomes necessary.
- 3.9.2.2. The current executive director will compile a list of vital instructions for an interim executive director and update that list annually. The list will include, but not be limited to, such information as:
- 3.9.2.3. Staff flow chart showing chain of command and a list of responsibilities of all management personnel. The list will also include special instructions about which staff members should be consulted for special assistance in such areas as personnel management, maintenance, finance, computer operations and other essential functions of the organization.
- 3.9.2.4. Location of all bank accounts and financial records, and instructions about disbursement authority.
- 3.9.2.5. Location of all vital documents, such as policies and contracts.
- 3.9.2.6. Location of all computer backup files.
- 3.9.2.7. If it becomes necessary to implement these emergency procedures, the board of directors will meet as soon as possible with the designated interim executive director to:
 - Establish a plan for continued operation.
 - Officially designate the selected staff person to be the interim executive director.
 - Establish a schedule of board meetings to provide adequate support for the interim executive director.
 - As soon as possible after the designation of the interim executive director, the board will implement the applicable procedures from the first half of this policy.



Board Meetings

4.1. Conduct of meetings

- 4.1.1. So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and the executive director, and among the board, executive director and those the board and executive director request to make presentations.

Adopted: March 22, 2016

4.2. General rules of conduct for board meetings

- 4.2.1. Board meetings begin promptly at the time stated on the agenda. As a matter of courtesy to other board members, and to allow our meetings to operate in an efficient and businesslike manner, all board members are expected to be in attendance when the president calls the meeting to order.
- 4.2.2. Board members should schedule enough time to be able to remain for the entire meeting. Entering a meeting late or leaving early is disruptive to the meeting.
- 4.2.3. Standard business casual dress is appropriate for most board meetings unless announced otherwise prior to the meeting.
- 4.2.4. Board members should bring necessary materials with them to the meeting, including the meeting packet sent to all board members prior to the meeting, as well as board books. Duplicate materials will not be provided at the meeting.
- 4.2.5. Short breaks, 10 to 15 minutes, will be scheduled during all meetings. Board members are expected to return promptly to the meeting as soon as the announced break time has expired.
- 4.2.6. Board members are expected to be courteous and respectful to others at the meeting regardless of disagreements, which are a natural part of board deliberations. The president will not tolerate personal attacks or crude language of any kind.
- 4.2.7. Cell phones should be turned off or switched to vibrate so the meeting is not disrupted. Making or returning calls should be done during the breaks in the meeting.



4.3. General rules for board debate and discussion

- 4.3.1. Motions for action by the board will be made in the following manner:
 - 4.3.1.1. A member addresses the meeting chairperson.
 - 4.3.1.2. The board member is recognized by the meeting chairperson.
 - 4.3.1.3. The board member begins by saying, "I move that..." and states the motion. If the motion is lengthy or complex, it should also be presented in writing to the secretary.
 - 4.3.1.4. Another board member must second the motion.
 - 4.3.1.5. The chairperson will restate the motion as, "It has been moved and seconded that..." and repeats the exact motion, then asks if there is discussion of this motion.
 - 4.3.1.6. When the chairperson determines that the issue has been adequately debated, the chairperson will repeat the exact wording of the motion and then will ask the board to vote.
 - 4.3.1.7. The chairperson will state the outcome of the vote and what action will be taken.
- 4.3.2. Individual board members are encouraged to limit discussion on each issue so that all may address the issue.
- 4.3.3. Debate will be confined to the issue under consideration, and the chairperson is expected to declare extraneous debate out of order.
- 4.3.4. Personal attacks, abusive language, sarcastic remarks, and derogatory language are never acceptable in the debate of an issue. The chairperson will not tolerate such discussion.
- 4.3.5. When a controversial issue is discussed, the chairperson will ensure equal comment on both sides of the issue.

4.4. Distribution of materials to be considered by the board

- 4.4.1. So that board members are able to prepare for meetings at their convenience, and have as much time as possible to study issues that will appear on the next board meeting agenda, the executive director will distribute those materials, explanations and recommendations, as soon as possible to all board members throughout the interim between board meetings. The materials, explanations and recommendations will also be distributed as the agenda packet at least four days prior to the board meeting.

4.5. Handouts at board Meetings

4.5.1. Handouts at the board meeting should be avoided if possible, because it is disruptive to the meeting to have board members attempting to read and digest the handout and still participate in the board meeting. When it is necessary to distribute last minute materials to the board after the final board packet has been sent, ready-made copies should be presented to staff for distribution at the meeting.

4.6. Annual board calendar

4.6.1. Before the beginning of every board year the board will establish a calendar of events for the board year. The calendar will list items that regularly require board action during specific times each year.

4.6.2. The calendar will include, but not be limited to:

- Approval of association budget
- Monthly board development activities
- Determination of executive director compensation
- Evaluation of board performance
- Renewal of contracts
- New board member orientation
- Board meeting dates, times, locations
- Evaluation of executive director performance
- Provincial and national meetings
- Board team-building activities
- Long-range planning retreat
- Annual general meeting
- Board reorganization (appointment committees, seat new board members, elect officers)

4.7. Regular meetings

4.7.1. Regular meetings of the board will be held a minimum of 6 times per calendar year. So that board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates for its meetings.

4.8. Special meetings

4.8.1. Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the president of the board or by petition of a majority of board members. A call for a special meeting will state the business to be addressed by the board at the special meeting. Every member of the board must be notified of the



special meeting at least five days prior to the established meeting time.

4.9. Absence from meetings

- 4.9.1. When a board member is absent from three consecutive regular meetings, and is not excused by the board, the other members of the board may declare the position vacant by a majority vote of the board, and will notify the absent member by certified mail. The vacancy will be filled by the board within 30 days of the declaration of vacancy.

4.10. Meeting agenda packet

- 4.10.1. All matters to be considered by the board at the meeting will be included on the agenda and in the board packets delivered to board members at least four days prior to the meeting. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.
- 4.10.2. Meeting agendas will be developed by the executive director and approved by the board president prior to distribution to other board members.
- 4.10.3. All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.
- 4.10.4. The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or the executive director may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.
- 4.10.5. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board meeting agenda will approximate the following outline:
- Call to order by the board president or other presiding officer and determination of a quorum
 - Approval of the consent agenda; which shall include the minutes of the previous meeting, approval of the current agenda, and written committee or staff reports which require no discussion
 - Consideration and acceptance of the financial report
 - Standing committee reports and recommendations for board action
 - Special committee/task force reports and recommendation for board action
 - Unfinished business
 - New business
 - Membership updates as requested by the Secretary of membership committee chair
 - Member communications requiring urgent board attention
 - Adjournment



4.11. Use of Consent Agenda

4.11.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors will utilize a consent agenda at its regular meetings in order to expedite the approval of reports and routine administrative matters. All reports and materials listed on the consent agenda must be provided to the board in advance of the meeting and board members are expected to have read all those materials in advance of the meeting. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will regularly include the following on its consent agenda:

- Minutes of the previous meeting
- Approval of the current meeting's agenda
- Committee reports which require no action
- Staff reports which require no action
- Other information of which the board should be aware, but no immediate discussion or action is required

4.11.2. The president will ask the board if anyone wants an item removed from the consent agenda for discussion. Any board member may ask for an agenda item to be moved off the consent agenda in order to have discussion and possible action. The president will then determine where the item will fall on the regular agenda, with standard procedure being to place it at the end of the agenda. The other items remaining on the consent agenda are then voted on with one motion with no discussion permitted.

4.12. Meetings by conference call

4.12.1. It is not the practice of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to hold meetings by conference telephone calls. However, emergency situations may dictate that some board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the board members may participate in the meeting by conference telephone.

4.12.2. All board meetings in which one or more of the board members are participating by telephone will be conducted under the following rules:

- 4.12.2.1. All board members participating in the meeting must be able to hear each other.
- 4.12.2.2. All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply.
- 4.12.2.3. All rules for conduct of meetings, including role call and quorum, will be followed.
- 4.12.2.4. Minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting.

4.13. Staff attendance at board meetings

4.13.1. Since it is the policy of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to



hold the executive director accountable for all management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., it is left to the executive director to invite any staff to the board meeting that the executive director needs as resource for issues the board will consider during the meeting.

4.14. Electronic recordings of board meetings

- 4.14.1. To ensure the greatest amount of discussion and debate at board meetings and committee meetings, no electronic recording devices will be permitted for use by individual directors or guests at the meeting.

4.15. Voting

- 4.15.1. All members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.
- 4.15.2. Voting on all motions will be by voice unless requested otherwise by a member of the board, at the direction of the president, or required by these policies.
- 4.15.3. Voting to elect officers of the board will be by secret ballot.
- 4.15.4. A board member who is present at a meeting of the board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.
- 4.15.5. A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the board member files a written dissent with the secretary of the board within a reasonable time after learning of the action.

4.16. Proxy voting

- 4.16.1. Proxy votes may not be used at any board meeting. It is important that board members be able to interact face to face while deliberating the issues.

4.17. Board alternates

- 4.17.1. Board alternates attending a meeting in place of a board member will not be permitted. Alternates do not have the background or the legal standing as a duly appointed/elected board member that is required to act on MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. issues.



4.18. Quorum

4.18.1. A majority (i.e. 5 of 8) of all currently elected members of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will constitute a quorum for the purpose of conducting official board business.

4.19. Disqualification for voting

- 4.19.1. No member of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board may vote on any matter in which the board member has a direct or indirect financial interest.
- 4.19.2. No member of the board nor any employee of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will have proprietary business dealings with MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. which directly or indirectly results in gain or profit to such board member or employee unless he/she first files a sworn statement with the president of the board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the board member. Remaining board members must, by majority vote, give approval.

4.20. Minutes of the board meeting

- 4.20.1. Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board.
- 4.20.2. The office of the Executive Director of the Board will be custodian of the minutes.
- 4.20.3. It is vital that all members of the board and the executive be able to fully participate in the discussions and deliberations, so minutes will be recorded in writing during each meeting by the executive director?
- 4.20.4. Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board meetings will include:
- The date, time and place the meeting was called to order.
 - The type of meeting--regular, special or continued.
 - The name of the presiding officer.
 - A statement that a quorum was or was not present.
 - The names of those board members present and the names of those board members absent from the meeting.
 - The exact wording of all motions, whether passed or failed.
 - Disposition of each motion made--passed or failed.
 - Notation of each committee report.



- Notation that financial reports were examined by the board.
- Notation of time of adjournment of the meeting.
- Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

4.21. Distribution of minutes of board meetings

- 4.21.1. So that board members can accurately review the minutes taken of the meeting, copies of the unapproved minutes of each board meeting will be distributed to all board members within seven days of the conclusion of the meeting.

4.22. Parliamentary authority

- 4.22.1. Meetings of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will be governed by the parliamentary rules as outlined in Robert's Rules of Order Newly Revised in all cases where current bylaws and current board policies do not apply.

Organizational Finance

5.1. Fiscal year

- 5.1.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. fiscal year will be the first day of October to the last day of September.

5.2. Finance committee

- 5.2.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will convene annually to:
- 5.2.1.1. Define areas of risk, and establish financial policies to prevent fraud in those areas of risk.
 - 5.2.1.2. Ensure that controls are in place so that assets are protected, transactions are authorized and appropriately recorded, and that management and staff are in compliance with regulations and laws.
 - 5.2.1.3. Ensure that appropriate and understandable financial reports are made regularly to the full board of directors.
 - 5.2.1.4. Ensure that management recommends to the board a carefully developed and comprehensive annual budget for the board's approval.

5.3. Financial management

- 5.3.1. Financial resources of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. are the responsibility of the board of directors.
- 5.3.2. The board will:
- 5.3.2.1. Have a clear plan for acquisition of financial resources to pay for the programs and services provided by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
 - 5.3.2.2. Provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.
 - 5.3.2.3. Monitor and evaluate the financial plans and guidelines of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. to ensure the financial integrity of MANITOBA

5.4. Accounting

- 5.4.1. The accounting system used by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies.
- 5.4.2. The accounting practices and procedures used by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will allow for adequate management of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s revenues and expenses, and will provide adequate systems of monitoring by the board of directors.

5.5. Budgeting

- 5.5.1. An annual operating budget will be prepared by the executive director and presented to the board for approval at least 60 days prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. for the next fiscal year, and anticipated revenues of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 5.5.2. The budget will be viewed by the board as their financial plan for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and approval of the budget by the board will be authority for the executive director to manage MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s finances according to the plan without seeking further approval of the board. However, the executive director will keep the board well informed of the ongoing status of the financial plan, and will not make expenditures outside of the budget plan without seeking board approval to amend the budget.
- 5.5.3. Amendments to the budget will be presented to the board for approval for any of the following reasons:
 - 5.5.3.1. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. enters into agreements or contracts that were not included in the approved budget.
 - 5.5.3.2. Management proposes a major expenditure that was not included in the approved budget.
 - 5.5.3.3. Significant unanticipated revenues are received or cost overruns occur.

5.6. Working capital reserves

- 5.6.1. A working capital reserve sufficient to keep MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. operating for at least a 180-day period will be maintained at all times.

5.7. Financial reports

- 5.7.1. Reports reflecting the financial condition of MANITOBA NURSERY LANDSCAPE



ASSOCIATION INC. will be presented to the board monthly.

- 5.7.2. An internal audit process will be established and maintained. The executive director will report, at least quarterly, any significant findings to the board. Gross violations or breach of trust will be reported to the board immediately upon discovery.

5.8. Executive Director Limitation

- 5.8.1. The executive director may not risk financial losses to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. beyond those that may occur in the normal course of business.

5.8.2. The executive director will:

- 5.8.2.1. Ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to board members, organization or staff) beyond the minimally acceptable prudent level.
- 5.8.2.2. Ensure that facilities and equipment are properly maintained.
- 5.8.2.3. Limit exposure of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., the board or staff to claims of liability.
- 5.8.2.4. Disburse funds only under controls sufficient to meet the board of director's standards.
- 5.8.2.5. Invest operating capital only in secure short-term investments as approved by the board.
- 5.8.2.6. Ensure off-site backup of all computers and other financial records necessary for uninterrupted operation of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.

5.9. Spending authorizations

- 5.9.1. The executive director may make expenditures consistent with the board- approved budget without further board approval. However, expenditures that are not within the board-approved budget must be formally approved by the board of directors.
- 5.9.2. A list of anticipated major capital expenditures should be included with the annual budget that is submitted to the board for approval.
- 5.9.3. Unbudgeted emergency repairs to the physical plant or equipment that must be completed immediately, and cannot be practically submitted to the board for approval, may be authorized by the executive director. The board of directors will be informed of the expenditures as soon as possible.

5.10. Cash Disbursements

- 5.10.1. Transactions must be reviewed and approved by the treasurer and one of the remaining board officers; president or secretary, prior to disbursement of payment.
- 5.10.2. An authorized cheque signer will make disbursements only upon review and approval of the transaction. This will include review for the existence of proper supporting documentation.



5.11. Cheque-Signing Authority

- 5.11.1. The board officers; president, secretary and treasurer, and executive director, are authorized to sign cheques.
- 5.11.2. All cheques require one signature.
- 5.11.3. It is the responsibility of the executive director to ensure that signatures can be gained from the appropriate individuals so payment can be made on obligations of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. It is also the responsibility of the executive director to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.
- 5.11.4. It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal controls, for valid payment of checks they sign.
- 5.11.5. Any cheques payable to any one of the above-named persons shall be signed by someone other than the payee.

5.12. Contracts

- 5.12.1. The executive director may approve service agreements and contracts that cost less than \$1,000 annually or over the contract life. The executive director may also approve agreements which continue the same service level and cost from a prior contract. These agreements must be done within the approved budget line item spending limits. All other contracts must be approved by the board of directors.
- 5.12.2. All service agreements and service contracts shall be awarded on the basis of cost, experience, and references. No contracts may be written or awarded to employees or board members or their immediate family.
- 5.12.3. At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

5.13. Use of credit cards

- 5.13.1. The board has the authority to approve the establishment of a charge account in MANITOBA NURSERY LANDSCAPE ASSOCIATION's name, including the credit limit.
- 5.13.2. The executive director has the responsibility to establish and enforce written procedures for the use of all open charge accounts and credit cards. The board will review all credit card procedures on an annual basis.
- 5.13.3. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. credit cards will only be used for appropriate MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. business, and all uses will be appropriately documented. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. credit card will not be used for personal expenditures.



5.14. Borrow Funds or Establish Line of Credit

- 5.14.1. From time to time it may be necessary for MANITOBA NURSERY LANDSCAPE ASSOCIATION to borrow funds from outside sources to fund operations and expansion. This will be necessary because of the seasonality of income from fees, donations, and sales, and due to major expansions or revisions of MANITOBA NURSERY LANDSCAPE ASSOCIATION programs.
- 5.14.2. Funds are to be borrowed only as required to meet these needs, and borrowing is to be consistent with sound fiscal and management practices. Borrowings are not intended to make up for inadequate planning or spending above budgeted levels.
- 5.14.3. Borrowing funds should be done within the following guidelines:
 - 5.14.3.1. Borrowing should be within appropriate limits approved by the board prior to the time of borrowing.
 - 5.14.3.2. Amounts should be borrowed at the lowest available interest rates. Where borrowing from individuals can be done at lower than current commercial rates, this may be done.
 - 5.14.3.3. Most borrowing will be done at short-term conditions due to the seasonal nature of income. Long-term borrowing will be done only if rates are favorable and amounts for short-term would be at the same minimum level.

5.15. Loans and grants

- 5.15.1. No loans shall be contracted on behalf of MANITOBA NURSERY LANDSCAPE ASSOCIATION unless specifically authorized by the board of directors.
- 5.15.2. No loans or grant shall be made by MANITOBA NURSERY LANDSCAPE ASSOCIATION to any of its directors, officers, employees or contractors, or to any other corporation, firm, association or other or other entity in which any of its directors, officers, employees or contractors is a director or officer or holds a substantial financial interest.

5.16. Investment practices

- 5.16.1. Purpose
 - 5.16.1.1. The purpose of this investment policy statement (IPS) is to assist the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors in effectively supervising, monitoring and evaluating the investment of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. assets.
- 5.16.2. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s Treasurer and Executive Director will monitor investment performance on a quarterly basis.
- 5.16.3. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Board of Directors will review this policy annually.



5.16.4. Statement of Objectives

The primary investment objectives of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. are to preserve and protect its assets, by earning total return appropriate to the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s time horizon, liquidity needs and risk tolerance; while at the same time providing liquid reserves adequate to meet the cash flow needs of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.

5.16.5. Guidelines and Investment Policy

5.16.5.1. Liquidity. Cash equivalent investments will be maintained in order to meet the liquid reserve requirements described above. The remainder of the portfolio will remain fully invested otherwise, in investment vehicles that maximize potential return while allowing cash flow needs to be met.

5.16.5.2. Insurability. The Executive Director will monitor and transfer assets within the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s bank and investment accounts in such a way as to avoid or minimize balances which exceed applicable bank insurance limits.

5.16.6. Asset Allocation Constraints. The strategic asset allocation goal for the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s investment assets is as follows:

- 0% Equities
- 50% Fixed Income range of +/- 10%
- 50% Cash Equivalents range of +/- 10%

5.16.7. Definitions. For the purposes of this Investment Policy Statement, the following definitions will apply:

5.16.7.1. Equities – Investment vehicles where the form of ownership is in the stock of companies or in mutual funds holding stocks.

5.16.7.2. Fixed Income – Investment vehicles where the form of ownership is in debt instruments, including corporate bonds, government bonds, mutual funds whose asset holdings are fixed income instruments, CDs or GICs.

5.16.7.3. Cash Equivalents – Includes bank savings, checking and money market accounts; investment company money market accounts and other vehicles with liquidity substantially equivalent to cash.

5.17. Charitable donations

5.17.1. Because of the nature of the mission of this organization, MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. does not make charitable contributions.

5.18. Bad debts

5.18.1. If the total receivable from any one individual or organization is \$100 or less, the executive director may authorize the debt to be written off if he/she believes the debt is



uncollectable.

- 5.18.2. Write-offs of debts over \$100, which the executive director believes are not collectable, may be authorized only by a vote of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors.
- 5.18.3. Delinquent accounts may be assigned for collection to either legal counsel or a collection agency, or taken to small claims court, as the executive director deems appropriate. Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective.

5.19. Whistleblower protection

- 5.19.1. It is the responsibility of all directors, officers and employees of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. to report suspected fraud or financial malfeasance. No director, officer or employee who, in good faith, reports suspected fraud or financial malfeasance, shall suffer employment consequences, harassment or any other type of retaliation for reporting.
- 5.19.2. Anyone who makes an unsubstantiated report of fraud or financial malfeasance, while knowing that the report is false, will be subject to disciplinary action.



MANITOBA
NURSERY LANDSCAPE ASSOCIATION
Board Officers

6.1 Officers of the board and job definitions

6.11.1 Officers of the board will be president, secretary and treasurer elected by a majority vote of the board and the Executive Director as hired by the board.

6.1.1 President

6.1.1.1 The president of the board will collaborate with the executive to prepare board meeting agendas, preside at board meetings, appoint committees and committee presidents, sign official documents requiring signature, and may represent the board in public and official capacities as instructed by the board.

6.1.1.2 The president will also:

6.1.1.2.1 Chair the Executive Committee.

6.1.1.2.2 Make special assignments and appoint representatives to other organizations.

6.1.1.2.3 Act as liaison between board and Executive Director

6.1.1.2.4 Encourage the board to do long-range planning.

6.1.1.2.5 Assist board members to build their board skills.

6.1.1.2.6 Act to discipline board members who violate ethical standards of the board.

6.1.1.2.7 Encourage all board members to participate in board activities.

6.1.1.2.8 Ensure that all board members' views are represented in board meetings.

6.1.2 Secretary

6.1.2.1 The secretary will oversee the records of the board, including meeting minutes, the charter and any historical documents. When required, the secretary will also sign notes, contracts and other official agreements on behalf of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. and at the direction of the board.

6.1.2.2 The secretary will also:

6.1.2.2.1 Ensure that all official documents are safely passed to the next secretary.

6.1.2.2.2 Research MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. records when necessary for information for the board.

6.1.3 Treasurer

6.1.3.1 The treasurer will oversee but not manage the financial records of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC., and ensure that the board regularly receives good reports of the financial condition of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.

6.1.4 The treasurer will also:

- Assist the board to understand the annual budget before approval.
- Arrange in-service programs for the board so board members will be better able to understand the financial reporting process.



- Chair the Finance Committee.
- Ensure that the board arranges for an annual audit of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. books.

6.2 Officer election process

6.2.1 Officers will be elected immediately after reorganization of the board when new or reelected board members are confirmed. The board of directors will follow the following procedures in electing its officers:

- 6.2.1.1 Election will be by secret ballot at a meeting at which a quorum of board members is present.
- 6.2.1.2 The board will meet to elect its officers at the first meeting following the annual election of new board members.
- 6.2.1.3 Only board members present for elections will be allowed to vote for officers. There will be no "absentee ballots," or telecommunications voting.
- 6.2.1.4 Officer candidates must have consented to seek office before their name is placed in nomination.
- 6.2.1.5 Nominations will be open for any eligible candidate who has given prior consent.
- 6.2.1.6 Board members will encourage candidates to disclose their interest in the office.
- 6.2.1.7 All voting will be done using paper ballots.

6.3 Terms of office

6.3.1 Terms of all officers will be for one year. Only properly elected or appointed members of the board may serve as officers of the board. Each officer may be reelected for a second consecutive term to the same office, and then may stand for election for that same office again only after at least one year of absence from that office.

6.4 Officer authority

6.4.1 Officers of the board are elected to be servant-leaders of the board. All authority of the officers is delegated to them by the board of directors. No officers will have any authority to speak or act on behalf of the board other than that authority specifically granted in the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. bylaws, in board policy or by majority vote of the board of directors.

6.5 Vacancies of officer positions

6.5.1 If a vacancy occurs in any elected office because of resignation, death, ineligibility to hold office, or formal removal of an officer by the board, the board will proceed to fill the vacancy at the earliest possible time.

6.5.2 A vacancy is filled in the prescribed manner of election of officers in this policy.

6.6 Removal of officers

6.6.1 The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board has the right to remove any officer from that elected position by the same authority that elected the officers. Officers may be removed from office for:

- 6.6.1.1 Gross or willful neglect of the duties of the office.
- 6.6.1.2 Misuse of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. funds.
- 6.6.1.3 Conviction of a felony.
- 6.6.1.4 Intentional lack of public support for the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. mission, staff or programs.
- 6.6.1.5 Failure to inform the board about issues that might impact board decisions.
- 6.6.1.6 Procedure for removal of any officer from office will be a simple majority vote (5 of 8) of the board.

Committees of the Board

8.1. Committee purpose

8.1.1. The board may establish or abolish standing or special committees as necessary. It will be the purpose of any committee appointed by the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board to assist the board of directors to govern more efficiently. A board committee is not designed to do staff work. Committees will be used to investigate, deliberate and analyze special issues on behalf of the board.

8.1.2. Committee authority

8.1.3. Board committees, when used, will be assigned to reinforce the board's work and never to interfere with delegation from board to executive director. Accordingly:

- 8.1.3.1. Board committees are to help the board do its job, not to help or to advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
- 8.1.3.2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated to not conflict with authority delegated to the executive director.
- 8.1.3.3. Board committees cannot exercise authority over staff. Because the executive



director works for the full board, the executive will not be required to obtain approval of a board committee before an executive action.

- 8.1.3.4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee, which has helped the board create policy on some topic, will not be used to monitor organizational performance on that same subject.

8.1.4. Committees will be used sparingly and ordinarily in an ad hoc capacity.

8.1.5. This policy applies to any group formed by board action, whether or not it is called a board committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the executive director.

8.2. Committee accountability

8.2.1. Committees are a subsidiary of the board, and will be expected to report their work to the full board on a regular basis. Each committee will be expected to make recommendations to the board for action, such recommendations to be made by a member of the committee in the form of a motion at a full board meeting.

8.2.2. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board will annually review the work of each committee and determine which committees will be reappointed and which committees will be abandoned as no longer necessary.

8.3. Appointment of committees

8.3.1. The president of the board will appoint the chairperson of each committee and all committee members, taking into consideration the preference of the board members for committee assignment. Board members will be polled as to their committee preference.

8.3.2. Non-board members may also be appointed as committee members. In appointing non-board committee members, it will be determined which board areas will need board candidates in future years. An effort will then be made to appoint non-board members from these areas as a means of leadership development. Board candidate recommendation forms may be utilized in this process.

8.4. Committee report form

8.4.1. All MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. committees will submit a written report to the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. office in adequate time for the report to be included in the meeting packet.

8.5. Ex officio committee members

8.5.1. The president of the board will be an ex-officio member of all committees, but will only vote on the committee to which he/she is assigned. The executive director or the executive's delegated representative will be a nonvoting member of all committees as resource to the committee.



8.6. Staff support for committees

- 8.6.1. The executive director, or a staff member appointed by the executive director, will serve as a non-voting member of every board committee. The staff member will provide the following support to the committee:
- 8.6.1.1. Maintain committee rosters.
 - 8.6.1.2. Prepare meeting agendas.
 - 8.6.1.3. Prepare and mail notices of committee meetings, agenda packets and other materials as required.
 - 8.6.1.4. Arrange committee conference calls when necessary.
 - 8.6.1.5. Record the minutes of the committee meetings.
 - 8.6.1.6. Maintain permanent committee files.
 - 8.6.1.7. Staff members do not make committee reports to the board.

8.7. Duties of committee members

- 8.7.1. Duties of the members of individual board committees will vary, but certain basic committee member responsibilities remain the same for all committees. Those responsibilities include:
- 8.7.1.1. Attending all meetings of the committee to which the board member is assigned.
 - 8.7.1.2. Preparing for committee meetings by studying the agenda and researching issues to be discussed at committee meetings.
 - 8.7.1.3. Actively participating in discussions at committee meetings.
 - 8.7.1.4. Following through promptly on any assignments for the committee.
 - 8.7.1.5. Supporting committee recommendations before the full board.

8.8. Committee meetings

- 8.8.1. The committee chairperson will convene all meetings of the committee or a majority of the committee members may call a committee meeting. Meeting dates will be coordinated with the executive to avoid conflict and to ensure completion of staff support and research for the committee.
- 8.8.2. Minutes will be kept of committee meetings. Committees will submit a written summary of committee actions and recommendations to the board in the board meeting packet for the meeting at which committee recommendations will be considered.

8.9. Guidelines for the committee chairperson

- 8.9.1. The committee chairperson will be expected to lead the committee just as the board chairperson is expected to lead the board. The committee chairperson is accountable for ensuring the productivity of the committee by:



- 8.9.1.1. Planning the agenda for the committee meetings.
- 8.9.1.2. Ensuring that all members of the committee are notified of committee meetings.
- 8.9.1.3. Convening committee meetings, and keeping meetings on track.
- 8.9.1.4. Appointing a member of the committee to keep a written record of committee actions.
- 8.9.1.5. Encouraging the committee to take action on the issues discussed by the committee.
- 8.9.1.6. Ensuring that reports and recommendations for action from the committee are presented to the full board.
- 8.9.1.7. Leading the committee to evaluate its own operations.

8.10. Executive Committee

- 8.10.1. The executive committee will consist of the officers of the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board. This committee will meet as necessary to prepare issues to be presented to the full board and/or to make emergency decisions on behalf of the board when it is not possible to assemble a quorum of the board. This committee will have no power other than emergency action or other powers as may be delegated to it by the full MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board from time to time.



9.1. Gifts acceptance

- 9.1.1. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board encourages gifts of materials, equipment, money or gifts in kind. However, the board also recognizes that all gifts may not be acceptable to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. needs or principles, and may involve expenses beyond the value of the gift.
- 9.1.2. Therefore, before acceptance, all gifts must be approved by the executive director as appropriate for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. needs and within the boundaries of the established mission and philosophy of this organization. If there is question about the appropriateness of the gift, the executive director will bring the issue to the board for resolution.
- 9.1.3. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board encourages those who give gifts to the organization to allow the most appropriate use of the gift to be determined by the board, executive director and staff who will give serious consideration to the wishes of the donor. However, final decision of how a gift will be used always remains with the board, executive and staff of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. If the donor cannot accept this regulation, the gift will not be accepted by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.
- 9.1.4. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will provide acknowledgement of receipt of all gifts accepted by the organization, but MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will not be responsible for appraisal of the value of a gift for income tax or other purposes.

9.2. Use of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. name or logo

- 9.2.1. The name and logo of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. shall not be used by any person or organization in any way which indicates, tends to indicate, or implies MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. endorsement of any product, service, program, company organization, event or person, endorsement of which has not been authorized by the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board of directors.



9.3. Member Services Endorsement

- 9.3.1. The mission of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. is to help members grow successful businesses. Portions of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s efforts are aimed at helping lessen the burden of business expenses for its members and for the association to act as a buffer between the provider and the member. In this regard, MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. hereby establishes a program for endorsing products and services of importance and value to members (the "Endorsement Program"). The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Endorsement Program will assist members in making business decisions, enhance the image and cooperation of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. and its members, and create a non-dues revenue stream that will help keep membership dues low and service levels high.
- 9.3.2. As a general rule, MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. endorsed products and services must conform to the following criteria:
- 9.3.2.1. The company must demonstrate its ability to follow through with its commitment for one year. This would mean advertising, exhibiting at the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Conference, joining as a member, and whatever else is necessary to show that the company is committed to the industry for the long-term. After the one-year period has lapsed, the company can approach the Board of Directors for endorsement.
 - 9.3.2.2. The product or service must be related to the business needs of substantial numbers of members. They must add value to the services provided by the member organization, reduce their capital or operating costs, or improve operating efficiency.
 - 9.3.2.3. The product or service must provide excellent overall value to members. Excellent overall value may be in the form of product or service quality, price discounts, preferred terms or other benefits. A product or service that does not provide excellent overall value will not be endorsed. As such, during the year of demonstrating its ability to follow through with its commitment, we assume that potential provider would have secured a number of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. members as customers as proof that the service is one that more of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s members would find beneficial.



- 9.3.2.4. Specific products and/or services will be endorsed by the association and in doing so, a specific vendor for the product or services may or may not be endorsed. Although vendors may represent a variety of products and/or services, they may only be endorsed for a single, specific product and /or service. Prior to endorsement, members may have business relationships with the “now” endorsed vendor. That relationship remains outside of the endorsement policy and continues as a business relationship between that member and their vendor.
- 9.3.2.5. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. endorsed products or services may be licensed to use the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. logo, or an MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. logo specifically designed or approved by MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. for such purposes, in accordance with usage guidelines as set forth and modified from time to time by the Board of Directors.
- 9.3.3. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. shall receive revenue in the form of administrative fee or support for promotional efforts needed such as advertising, trade show booth, program sponsorship, etc. from the sponsored entities, which shall be sufficiently reasonable as to not adversely affect prices paid by members purchasing those goods or services. Under no circumstance will administrative fees or support of promotion be added to or increase member prices.
- 9.3.4. Member complaints concerning endorsed products or services shall be addressed fully by the sponsored entity. In the event that a member is not satisfied with the goods or services, the member may submit the complaint to the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. Executive Director for review. MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will review the complaint and, working with the sponsored entity, attempt to resolve it to the member's reasonable satisfaction. Should MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. determine that the sponsored entity has failed or refuses to address the matter reasonably, the Board of Directors (or the executive director unilaterally in extraordinary cases) may terminate the endorsement agreement as permitted by the terms of that agreement.
- 9.3.5. Endorsement program activities will not be allowed to result in decreased staff attention to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.'s mission and to excellent customer service unless specifically directed by the Board of Directors.
- 9.3.6. Endorsement occurs only with the specific written approval of the Board of Directors, which may be granted or denied for any lawful reason or no reason, in its sole discretion.
- 9.3.7. The MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. staff reviews all endorsements on an ongoing basis and the results of this review are reported to the Board of Directors. The review will include an overview of activity and participation by the members of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. and the vendor's adherence to the Association's endorsement policy.



9.4. Purchase and sale of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. property and equipment

- 9.4.1. No property, equipment or services may be purchased for MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. by board members, management, staff or any of their relatives, for more than fair market value.
- 9.4.2. No property or equipment belonging to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. may be sold to MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board members, management, staff or any of their relatives, for less than fairmarket value.
- 9.4.3. Transactions involving the purchase or sale of property, equipment, or services from or to between MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board members, management, staff or any of their relatives will follow these rules:
- 9.4.4. The transaction must be disclosed to and approved by the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. board.
- 9.4.5. The transaction must be in the best interest of MANITOBA NURSERY LANDSCAPE ASSOCIATION INC.

9.5. Anticipated disaster planning

9.5.1. Continuity of business

- 9.5.1.1. Should the MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. offices become too damaged to occupy as the result of a disaster, the following action must be taken as soon as possible:
 - systems for purchasing necessary equipment and supplies and paying for services
 - temporary business locations to be established minimum square footage needed:
 - acquisition of necessary office equipment and furniture
 - computers
 - telephones
 - fax
 - internet access
 - files
 - preparation of a news release that defines how/where MANITOBA NURSERY LANDSCAPE ASSOCIATION INC. will continue to do business



10.0 Membership Standards Policies

Membership standards are established to insure that all members to the best knowledge of the Board of Directors are members in good standing in the public eye, in the eye of their peers and in good financial standing with the MBNLA. As a result, the following policies apply to membership standards;

10.1 Membership Standards Policies

As per the bylaws;

No Organization or individual shall be admitted as a member unless it satisfies the qualifications for membership outlined below;

- 10.1.1 It has made written application as prescribed by the board
- 10.1.2 It has been approved as a member by the board or as such individual delegated such authority;
- 10.1.3 It has paid such membership dues as may be determined by the board from time to time;
- 10.1.4 At the time of application, the organization or individual is an always has been a member in good standing of the MBNLA, unless by approval of the board; and
- 10.1.5 If the candidate member, was at any time previous a member, the candidate member was a Member in good standing at the time of ceasing to be a member.

10.2 Policy/Procedure

- 10.2.1 All new members will be vetted and approved by a quorum of the Board of Directors at that time.
- 10.2.2 As the Executive Director receives new membership applications it is incumbent upon the Executive Director to distribute via e-mail the names and activities of the proposed member in order for individual board members to state their position with regard to the applicant.
- 10.2.3 Once a decision has been reached, the Executive Director will approve or reject the proposed applicant.
- 10.2.4 Membership renewal notices will be sent out ~ 1 month in advance of the members annual renewal date, ~ 3 days in advance of the annual renewal date and ~21 days following the annual renewal date if dues have not been paid.
- 10.2.5 Should dues not be received within 30 days of the annual renewal date, the outstanding member will be contacted by phone by the Executive Director or a Board member to notify them that in the absence of dues payment they will no longer be a member and lose all membership privileges and be removed from the data base.
- 10.2.6 Should the member still choose not to pay the outstanding dues, they will be sent a letter notifying them that they are no longer a member of MBNLA and will be removed from the data base.



Date

Member Name and address

Dear _____;

Please be advised that effective insert date and company or individual name here are no longer a member of MBNLA and a result forfeit all benefits associated with being a member in good standing.

Sincerely,

Presidents Name

On behalf of the Board of Directors

10.3 Membership Criteria Policy

10.3.1 ACTIVE

10.3.1.2 Active members include companies primarily engaged in providing both soft and hard landscaping services (contractors, designers, grounds maintenance), irrigation, lawn care, grower, garden center, arborist.

10.3.1.3 Active members must be primarily engaged in the horticulture industry by declaring that at least 50% of their revenue is generated in horticulture related business.

10.3.1.4 Minimum of three years in business.

10.3.1.5 Provide two business related references including contact information for each. Preferred references are current ACTIVE or ASSOCIATE members of MBNLA. (as per MBNLA Constitution, board policy manual)

10.4 APPLICATION FOR MEMBERSHIP

10.4.1 Application for membership must be made on approved Association forms. The applicant must be sponsored by two Active or Associate Members, and the application passed by the Board.

10.4.2 Provide CRA business number.

10.4.3 Provide proof of liability insurance.

10.4.4 Provide WCB account information if company has employees.

10.4.5 Full access to Cost saving and promotional benefits.

10.4.6 Agrees to comply fully with MBNLA's Code of Conduct policy

10.5 INTERIM-ACTIVE

10.5.1 Interim-Active members include companies providing both soft and hard landscaping services: (contractors, designers, grounds maintenance, irrigation, lawn care, grower, garden center, arborist)



10.5.2 One to three years in business.

10.5.3 Provide two business related references including contact information for each. Preferred references are current ACTIVE or ASSOCIATE members of MBNLA.

10.5.4 Provide CRA business number.

10.5.5 Provide proof of liability insurance.

10.5.6 Provide WCB account information if company has employees.

10.5.7 Access to Cost saving and promotional benefits limited.

10.5.8 Agrees to comply fully with MBNLA's Code of Conduct policy

10.6 ASSOCIATE

10.6.1 Associate members are companies/suppliers providing a product or service to the horticulture industry.

10.6.2 Agrees to comply fully with MBNLA's Code of Conduct policy

10.7 OUT-OF-PROVINCE

10.7.1 Out-of-Province members are companies/suppliers located outside of Manitoba providing a product or service to the horticulture industry.

10.7.2 Agrees to comply fully with MBNLA's Code of Conduct policy

10.8 HORTICULTURAL

10.8.1 The Horticultural Membership is a personal membership for media, government, parks and recreation employees, golf course employees and others allied to the industry.

10.8.2 The Horticultural Membership is not for any business owner.

10.8.3 Cost saving and promotional benefits do not apply.

10.8.4 Agrees to comply fully with MBNLA's Code of Conduct policy

10.9 STUDENT (Horticultural)

10.9.1 Membership is FREE for all students of Educational Facilities (Horticultural).

10.9.2 Cost saving and promotional benefits do not apply.

10.9.3 Agrees to comply fully with MBNLA's Code of Conduct policy

10.10 New Membership Policy

10.10.1 All applications for membership will be directed to the Manitoba Nursery Landscape Association (MBNLA) Board of Directors for assessment and approval.

10.11 Application Process

10.11.1 Application for membership is made online through the MBNLA website.

10.11.2 Upon receipt, the Executive Director will review the application for completeness and compatibility with the membership criteria.



- 10.11.3 If the candidate meets the membership criteria, the application will be considered pending and forwarded to the Board of Directors for approval.
- 10.11.4 As the Executive Director receives new membership applications it is incumbent upon the Executive Director to distribute via e-mail the names and activities of the proposed member in order for individual board members to state their position with regard to the applicant.
- 10.11.5 All candidates for membership will be vetted and approved by a quorum of the Board of Directors at that time within 30 days of the date of application.
- 10.11.6 Once a decision has been reached, the Executive Director will approve or reject the proposed applicant.

10.12 Approved Membership Applications

- 10.12.1 The Executive Director will forward an invoice for membership to the candidate upon successful approval of the membership application by the Board of Directors.
- 10.12.2 Upon receipt of payment of the membership invoice:
- 10.12.3 The Executive Director will forward access to the MBNLA online member area and populate their directory listing on the MBNLA website, and add the member to the CNLA membership database; and
- 10.12.4 A member of the Board of Directors will present and review a new member package to the member during an onboarding session in person or by telephone.

10.13 Unapproved Membership Applications

- 10.13.1 The Executive Director will forward a letter to the candidate advising of the unapproved membership application as per the decision of the Board of Directors.

10.2 Membership Refund/Cancellation Policy

- 10.2.1 Manitoba Nursery Landscape Association (MBNLA) reserves the right to refuse/cancel a membership in the MBNLA.
- 10.2.2 If MBNLA refuses a new or renewing membership, registrants will be offered a refund.

10.2.1 Membership Cancellation by Participant

- Membership cancellations will not be eligible for a refund.

10.2.2 Event Refund/Cancellation Policy

10.2.3 Event Cancellation by Sponsor

- 10.2.3.1 The Manitoba Nursery Landscape Association (MBNLA) reserves the right to cancel an event due to low enrollment or other circumstances which would make the event non-viable.



- 10.2.4 If MBNLA cancels an event, registrants will be offered a full refund.
- 10.2.5 Should circumstances arise that result in the postponement of an event, registrants will have the option to either receive a full refund or transfer registration to the same event at the new, future date.
- 10.2.6 All refunds will only be made using the original form of payment.

10.3 Registration Cancellation by Participant

- 10.3.1 Unless specifically stated on registration materials, the deadline to receive a refund for your registration is 10 business days before the event.
- 10.3.2 Registration cancellations received prior to the deadline may be eligible to receive a refund less a service fee. This fee is based on the per person registration fee for the event or program:
 - 10.3.3 \$20.00 to \$100.00– \$10.00 administration fee; and
 - 10.3.4 \$100.01 or higher – administration fee equal to 10% of the registration fee
- 10.3.5 Cancellations received after the stated deadline will not be eligible for a refund.
- 10.3.6 Refunds will not be available for registrants who choose not to attend an event.
- 10.3.7 Registrants who cannot attend an event are encouraged to exercise the option of providing a substitute participant to attend in his/her place. A written notification of a substitution will be accepted by email up to 5:30 pm the day before the event. When signing in at the event, the substitute participant must bring a copy of the registration receipt or the registration confirmation email.
- 10.3.8 Cancellations will be accepted via phone, fax or e-mail, and must be received by the stated cancellation deadline.
- 10.3.9 All refund requests must be made by the attendee or credit card holder.
 - 10.3.10 Refund requests must include the name of the attendee and/or transaction number.
 - 10.3.11 Refunds will be credited back to the original credit card used for payment.

These above policies apply to all MBNLA events unless otherwise noted in the corresponding event materials. Please read all individual event information thoroughly.

10.4 Renewal and Lapsed Membership Policy

Annually members will be invited to renew their membership by the sending of a membership invoices for the current membership year. If no payment is received the membership will lapse.

10.5 Lapsed Membership

If payment is not received within 90 days of the membership anniversary date, the membership is considered lapsed. Access to member benefits and association resources will be suspended and directory listings removed.

10.6 Reinstatement of Lapsed Membership

- 10.6.1 The membership shall be reinstated without penalty when payment is received within one



year of the membership anniversary date.

10.6.2 Members wishing to reinstate their membership after the membership has lapsed more than one year can:

10.6.3 Retain their current membership anniversary date and length of membership by paying the outstanding and current membership renewal invoices; or

10.6.4 Make a new application for membership as per the New Membership Policy

10.7 Sponsored member

10.7.1 Applies to members whose initial membership fees are paid by a third-party vendor in order to secure

member discounts on items provided by the third party.

10.7.2 Same fee as Active, unable to access **ANY** member benefits, non-voting.

(Note. This category is to be included in the board policy manual only, and not included in the constitution, bylaws, or website (as the fee is the same as active).

11 Payment Authorization Procedure

11.1 Requests for payment authorization will be forwarded for approval by email through Adobe eSign.

11.12 Requests shall be sent to receive signatures in the following order:

- i) Treasurer
- ii) President
- iii) Secretary, if the President is unavailable

11.13 Payment authorization requests shall include the following documents

- i) Request for Payment Authorization Form
- ii) Vendor invoices, bills and/or receipts
- iii) Completed cheques, less signature

11.14 Upon receipt of email notification, the Treasurer, and President or Secretary will review all documents and add their digital signature and return to the Executive Director through Adobe eSign.

11.15 A copy of the signed and final payment authorization is emailed to each of parties involved with the authorization.

11.16 The Executive Director will process payments as per the payment authorization and forward to the respective vendors.

11.17 The final signed payment authorization document will be electronically filed with association source documents in the MBNLA office.

These policies were reviewed and updated by the Executive Director and Board of Directors November 2020. This should be done annually.

