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Community Futures Centre West

# Community Futures Centre West

# General Policy Manual

## Section A: Ends Policies

**Introduction:** The Ends Policies are meant to define Community Future Centre West's (CFCWest) purpose or, in different terms, what it hopes to accomplish as an organization. In practice, the Ends policies, and the Executive Limitations policies that define what the Executive Director must not do, provide the sole basis for evaluating the Executive Director's performance. Therefore, it will be up to the Board to decide the specific performance measures it wishes to use. This would then influence the reporting requirements for the Executive Director.

### 1. Entrepreneurial Assistance

Aspiring and existing entrepreneurs, including social entrepreneurs, are able to access the expertise of the CFCWest staff and financial resources required to pursue their plans for new businesses or non-profit ventures, and grow their existing businesses.

Toward this end, they are able to access:

a. Information about CFCWest's region.

b. Technical resources and expertise.

c. Financial assistance.

### 2. Economic Diversity

CFCWest strives for economic diversity, as follows:

a. The composition of the region's entrepreneurs reflects the diversity of the region's population (as measured by the categories provided in Canada's Charter of Human Rights).

b. The municipalities within the region derive no more than 50% of their employment from any one industry.

### 3. Economic Sustainability

CFCWest strives for economic sustainability, as follows:

a. The number of jobs within the region is stable or growing.

b. The number of organizations within the region is stable or growing.

## Section B: Board-Management Delegation Policies

**Introduction:** These policies define the relationship between the Board and the organization. More specifically, they define the manner by which the Board officially communicates its desires to the organization. The Board's sole official connection to the operational organization, its achievements and conduct will be through an Executive Director.

### 1. Unity of Control

Only officially passed motions of the Board are binding on the Executive Director.

a. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.

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b. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

## 2. Accountability of the Executive Director

The Executive Director is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

a. The Board will not give instructions to persons who report directly or indirectly to the Executive Director.

b. The Board will not evaluate, either formally or informally, any staff other than the Executive Director.

c. The Board will review Executive Director's performance in conjunction with organizational performance. Organizational accomplishments of Board-stated Ends and avoidance of Board-proscribed Means will be viewed along with environmental factors in the Executive Director's performance review.

## 3. Delegation to the Executive Director

The Board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved, and proscribe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

a. The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients, within a specific budget. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined here are Means issues.

b. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the Executive Director.

c. Below the global policy manual, a single limitation or an aggregate of limitations at any given level does not limit the scope of any foregoing level.

d. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.

e. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director Domains. By doing

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so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

### 4. Monitoring Executive Director Performance

It will be the responsibility of the Executive Committee to monitor the performance of the Executive Director.

## Section C: Governance Process Policies

**Introduction:** Governance Process Policies define the functioning of the Board itself. The purpose of the Board, on behalf of the citizens of its region, is to ensure CFCWest:

a. Achieves appropriate results for appropriate persons at an appropriate cost as specified in Board Ends policies

b. Avoids unacceptable actions and situations as prohibited in Board Executive Limitations policy.

c. If a conflict exists between the Policy Manual and the Articles of Affiliation that latter shall always have precedence.

### 1. Governing Style

The role of the Board is one of governance of the organization. The members of the Board make a conscious distinction between **Ends** and **Means.**

**Ends** are intended outcomes. They are the mission our organization has identified for itself. The Ends identify what should be done, for this we develop Board Policies.

**Means** are the procedures by which the Ends are accomplished. Program activities such as lending money (and the process to manage this lending portfolio) and developing and operating community programs are, by this definition, Means. Means are the work of the organization's staff.

The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:

- Outward vision rather than an internal preoccupation,
- Encouragement of diversity in viewpoints,
- Strategic leadership more than administrative detail,
- Clear distinction of Board and Executive Director roles,
- Collective rather than individual decision,
- Future rather than past or present, and
- Pro-activity rather than reactivity.

Accordingly:

a. The Board will cultivate a sense of group responsibility. Toward that end:

   i. The Board, not the staff, will be responsible for excellence in governing.

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ii. The Board will be the initiator of policy, not merely a reactor to staff initiatives.

iii. Provision shall be made as appropriate in the agenda for Board self evaluation and orientation and development.

iv. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.

v. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling group obligations.

b. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. Toward this end:

i. The Board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.

c. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.

d. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

e. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation sections.

## 2. Board Job Description

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board will, without restricting the requirements of the Articles of Affiliation, provide:

a. Authoritative linkage between the ownership, our stakeholders (i.e., the citizens of our region) and the operational organization (i.e., CFCWest).

b. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.

i. Ends: Organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.

ii. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

iii. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task

iv. Board-Management Delegation: How power is delegated, and its appropriate use monitored; the Executive Director role, authority, and accountability.

c. Assurance of successful organizational performance on Ends and Executive Limitations.

## 3. Board Chair Role

The Chair, a specially empowered member of the Board, assures the integrity of the Board's process and represents the Board to outside parties.

a. The assigned result of the Board Chair's job is that the Board acts accordingly and consistently within their own rules and those legitimately imposed upon them from outside the organization.

i. Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.

ii. Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.

iii. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

b. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of employment or termination of an Executive Director, and where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies. In this regard:

i. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

ii. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.

iii. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to that role.

iv. The Chair may delegate this authority but remains accountable for its use.

c. Those duties outlined in the Articles of Association.

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## 4. Board Vice Chair Role

The Vice Chair is an officer of the Board whose purpose is to assume the duties of the Chair in his/ her absence and to support the Chair and Board.

a. Those duties outlined in the Articles of Association.

## 5. Board Secretary Role

The Board secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents. The assigned result of the secretary's job is to ensure all Board documents and filings are accurate and timely.

i. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognition need not be placed in policy.

ii. Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.

iii. Requirements for format, brevity, and accuracy of Board minutes will be known to the Executive Director and will be handled in accordance with the Companies Act.

b. The authority of the secretary is to have access to and control over Board documents, and the use of a reasonable amount of staff time as outlined in the Articles of Association.

## 6. Board Treasurer Role

The Treasurer is an officer of the Board whose purpose is to maintain all required books of account and financial records.

The role and responsibility of the Treasurer's position is to establish and maintain adequate systems for the control of all expenditures as outlined in the Articles of Association. While fulfilling this role the treasurer shall utilize a reasonable amount of staff time.

## 7. Board Planning Cycle

The Board will follow a schedule that completes a review of Ends policies annually and continually improves Board performance through Board education and enriched input and deliberation.

Accordingly,

a. The Board planning cycle will conclude each year on the last day of September.

b. The Board planning cycle will begin in October in order to develop a list of activities for the next year. A planning retreat will be scheduled for October each year.

c. The Board will consider the CFCWest Operation Plan for approval in mid to late January.

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d. March 31st will be considered the Fiscal Year end

e. Audited Financial Statements shall be submitted to WD no later than July 31st

c. Audited Financial Statements shall be presented each year at the AGM.

d. As per Articles of Association, the AGM will be held by September 30th each year.

e. Executive Directors performance and remuneration will be reviewd on the anniversary of his/her hiring date.

## 8. Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director.

a. Board committees are to help the Board do its job, not to help or to advise 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.

b. Board committees may not speak or act for the Board except when formally given such authority for specific time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with the authority delegated to the Executive Director.

c. Board committees cannot exercise authority over staff. The Executive Director works for the full Board and will therefore not be required to obtain approval of a Board committee before an executive action.

d. A particular situation for committee authority occurs with the Standing Investment Review Committee (SIRC). This is structured such that the Executive Director requires authority for loan approvals greater that the amounts defined in "Policy D4, Lending and Investing Funds" and described in the "SIRC Terms of Reference".

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

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

g. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director.

h. An Executive Committee consisting of the Executive Officers of the corporation shall be established and charged with the following duties(s) in addition to those outlined in Section C.

i. Assisting the Chairman in establishing the agenda for Board meetings.

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## 9. Board Membership

The composition of the Board will balance the Board's need for members with detailed and first-hand knowledge of the geographical area it serves, professional expertise, organizational experience, and a passion for the outcomes described in the Ends policies above. Toward that end:

a. The Board will have a minimum of 3 members and a maximum of 15 members.

b. Members will serve two-year terms, with their term coming to an end at an Annual General Meeting in the second year of their appointment. The maximum number of terms shall be four, consecutive two-year terms. Directors must wait a minimum of one (1) year after reaching the maximum term before being eligible for reappointment to the Board. The Board will endeavor to ensure an appropriate balance of new and experienced Directors.

c. New members and those willing to undertake a subsequent term must be approved by the Board through its normal Board appointment process (see Article 4, Articles of Association)

## 10. Board Recruitment

Recruitment of the Board will be the responsibility of all current board members, not a subcommittee. Each member shall be asked to replace themselves with a community member before their term is complete, with enough time allowed to have the new member interviewed by the current Board and voted in during a Board meeting.

Potential candidates can come from a variety of places. Prospects could include:

a. Friends/colleagues/associates of existing, retiring or past board members, committee members, staff or volunteers

b. Members of professional and trade associations related to your organization

c. Local business owners

d. Members of volunteer organizations

e. Community Leaders, including youth leaders

f. Staff or associates of local education providers

g. Members of multicultural organizations

h. Members of local religious institutions

i. Interesting people who appear in the business media or association journals

j. People who have benefited from the organizations work;

k. Professionals with in-demand skills, including accountants, lawyers, marketers, event managers and business educators and academics,

Potential board members should be willing to commit their time to attend quarterly board meetings, participate of committees as needed and have an interest in or history of community involvement and possess an understanding of basic:

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- Business Concepts
- Financing and;
- Entrepreneurial endeavors.

Any member of the CFCWest organization can recommend, without prejudice, a member for the Board to interview and determine if there is a fit with the organization, culture and mandate

## 11. Conflict of Interest

Board Directors shall not allow themselves to be put into a position of conflict of interest. Board Directors shall sign a Conflict of Interest and Confidentiality agreement prior to serving as a Board Director.

**Section D: Global Executive Limitations Policies**

**Introduction:** Whereas the Ends Policies define what the Executive Director must strive to accomplish, these policies define the actions the Board finds unacceptable in the pursuit of those ends. Note that nothing here says what must be done. On the contrary, it only specifies what must not be done.

The Executive Director shall not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

## 1. Treatment of Customers and Clients

In the present context, the parties with whom CFCWest has a contractual arrangement for the provision of services shall be considered customers. The individuals it serves in conjunction with those contracts shall be considered clients.

With respect to interactions with customers or clients or those applying to be customers or clients, the Executive Director shall not cause or allow conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.

Toward this end, the Executive Director will not:

a. Elicit information for which there is no clear necessity.

b. Use methods of collecting, reviewing, transmitting, or storing customer and client information that fail to protect against improper access to the material.

c. Fail to operate facilities with appropriate accessibility and privacy.

d. Fail to establish with customers and clients a clear understanding of what may be expected and what may not be expected from the service offered.

e. Fail to inform customers and clients of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

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## 2. Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

Toward this end, the Executive Director will not:

a. Operate without written personnel rules that
   I. Clarify rules for staff
   II. Provide for effective handling of grievances, and
   III. Protect against wrongful conditions, prohibited by applicable labor regulations.

b. Retaliate against any staff member for non-disruptive expression of dissent.

c. Fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.

d. Allow staff to be unprepared to deal with emergency situations.

## 3. Contractual Obligations

The Executive Director shall not cause or allow the organization to be in default of any obligations arising from any contracts into which it has entered.

Toward this end, the Executive Director will not:

a. Fail to secure the Board's consent prior to pursuing contracts whose fulfillment requires the involvement of the Board.

b. Fail to establish a procedure whereby the Board is able to fulfill its contractual obligations in a timely and appropriate manner.

## 4. Lending and Investing

In situations where the organization is required to lend or invest money on behalf of another individual or organization, the Executive Director will not:

a. Approve of loans or investments that fail to meet the criteria set out by the individual or organization providing the funds.

b. Approve loans or investments in excess of the funds approved in the Lending Policy.

c. Approve loans or investments without having established the recipient's ability to cover its cash expenditures over the first twelve months of the loan or investment period.

d. Approve loans or investments without providing for timely monitoring of the recipient's financial condition and appropriate action in the event that the latter has deteriorated.

e. Approve Interest transfers from Investment to Operations unless the conditions outlined in Appendix A – "Interest Transfers for Community Futures Organizations" are met.

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f. Approve the use of investment funds to purchase buildings unless the conditions in Appendix B – "Building purchases and Costs Associated with the Ownership of Buildings for Community Futures Organizations" are met.

## 5. Financial Planning/Budgeting

The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

Toward this end, the Executive Director will not:

a. Risk incurring those situations or conditions described as unacceptable in the Board policy "Financial Condition and Activities."

b. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flows, and disclosure of planning assumptions.

c. Provide less for Board prerogatives during the year than is set forth in the approved annual budget.

## 6. Financial Conditions and Activities

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

Toward this end, the Executive Director will not:

a. Expend more funds than have been received in the fiscal year to date unless the Board's debt guideline (below) is met.

b. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within one hundred and twenty days.

c. Use any long-term reserves without prior Board approval.

d. Conduct interfund shifting between operation and investment account (e.g., ) in amounts greater than can be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.

e. Fail to settle payroll and debts in a timely manner.

f. Allow tax payments or other government ordered payments or filing to be overdue or inaccurately filed.

g. Make a single purchase or similar commitment of greater than $5,000 without the approval of the Board and will not split orders for the purpose of avoiding this limit.

h. Acquire, encumber, or dispose of the Company's assets.

i. Fail to aggressively pursue receivables after a reasonable grace period.

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## 7. Asset Protection

The Executive Director shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

Toward this end, the Executive Director will not:

a. Fail to insure adequately against theft and casualty and against liability losses to Board members, staff, and the organization itself.

b. Allow unbonded personnel access to material amounts of funds.

c. Subject facilities and equipment to improper wear and tear or insufficient maintenance.

d. Unnecessarily expose the organization, its Board, or staff to claims of liability.

e. Make any purchase:

   i. wherein normally prudent protection has not been given against conflict of interest;

   ii. of more than $500 without having obtained comparative prices and quality;

   iii. of more than $1,000 without a stringent method of assuring the balance of long-term quality and cost; and,

   iv. That combined with other purchases would violate the above.

f. Fail to protect intellectual property, information, and files from loss or significant damage.

g. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.

h. Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisers.

i. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

j. Endanger the organization's public image, credibility, or its ability to accomplish Ends.

## 8. Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Executive Director shall not cause or allow jeopardy to financial integrity or to public image.

Toward this end, the Executive Director will not:

a. Change the Executive Director's own compensation and benefits, except as approved in writing by the Board of Directors.

b. Promise or imply permanent or guaranteed employment.

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c. Establish current compensation and benefits that deviate materially from the geographic and/or professional market and/or the Community Futures salary survey for the skills employed.

d. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year.

e. Create obligations that will result in a deficit budget.

f. Create obligations which cannot be cancelled if funding is modified.

g. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:

   i. Incur unfunded liabilities.

   ii. Provide less than some basic level of benefits to all full-time employees, while recognizing that differential benefits to encourage longevity are not prohibited.

   iii. Allow any employee to lose benefits already accrued from any foregoing plan

## 9. Communication and Support to the Board

The Executive Director shall not cause or allow the Board to be uninformed or unsupported in its work.

Toward this end, the Executive Director will not:

a. Neglect to submit monitoring data required by the Board in the "Monitoring Executive Director Performance" policy in a timely, accurate, and understandable fashion, directly addressing provisions or Board policies being monitored, and including Executive Director interpretations consistent with the "Delegation to Executive Director" policy, as well as relevant data.

b. Allow the Board to be unaware of any factual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board's monitoring schedule.

c. Allow the Board to be without decision information required periodically by the Board, or let the Board be unaware of relevant trends.

d. Let the Board be unaware of any significant incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.

e. Allow the Board to be unaware that, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.

f. Present information in unnecessarily complex or lengthy form or in any form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

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g. Allow the Board to be without a workable mechanism for official Board, officer, or committee communications.

h. Deal with the Board in a way that favors or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

i. Fail to submit to the Board an agenda containing items delegated to the Executive Director and in addition those required by law, regulation, or contract to be Board-approved, along with applicable monitoring information.

## 10. Emergency Executive Director Succession

In order to protect the Board from sudden loss of Executive Director services, the Executive Director shall not commit to activities or accept responsibilities without preparing another staff member or the Chair to carry out those activities or fulfill those responsibilities should the Executive Director no longer be able to do so.

## 11. Emergency Preparedness Plan & Response

**Board Policies**

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Approval & Amendments

| General Policy | Date | Board Signature |
|---|---|---|
| Approval | January 22, 2020 | |
| Amendment 1 | March 26, 2014 | |
| Amendment 2 | April 11, 2019 | DocuSigned by: Joan Traub 7898FE0719444DE... |
| Amendment 3 | January 25, 2023 | |

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Western Economic Diversification Canada | Diversification de l'économie de l'Ouest Canada

## Appendix "A"

## Policy Bulletin

## Interest Transfers for Community Futures Organizations

Effective Date: November 1, 2019

### SUBJECT

To establish an exception framework for authorizing the transfer of interest (net income) from the Community Futures (CF) Investment Funds and CF Investment Pools.

### BACKGROUND

WD provides CFs with annual core funding to cover operating costs. In addition, the Government of Canada also provided each CF with investment funds (IFs) to enable them to make repayable loans to small and medium-sized enterprises (SMEs) and entrepreneurs wishing to start or grow their businesses.

Terms and conditions (Ts & Cs) for the CF program require that funds provided for operating purposes and funds provided for investment purposes are to be kept in separate accounts and that funds provided for investment must only be used for those purposes unless prior written approval of the Minister or delegated authority is obtained. Excerpts from the Ts & Cs follow:

*"Funds advanced to the local CF Organization in respect of its eligible operating costs and its IF capitalization costs shall be deposited and maintained in two separate accounts. Funds credited to the Investment Fund shall not be used for purposes other than Investment Fund activities without the prior written approval of the responsible Ministers or delegated authority. This includes funds lent to or received from CF Investment Fund Pools." CF Terms and Conditions (Schedule 2.1 (X) Page 15)*

*"Contributions provided to IF Pools for their eligible operating costs and their Investment Fund (IF) capitalization costs shall be deposited and maintained in two separate accounts. Funds credited to the IF shall not be used for purposes other than loans to member local CF Organizations without the prior written approval of the responsible Ministers or delegated authority. Interest earned and any expense incurred while realizing on loan security will be shared pro-rata by IF Pool members according to their level of participation." CF Terms and Conditions (Schedule 2.1 Vi) Page 16)*

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## CONSIDERATIONS

The following guidelines are intended to apply to those Investment Funds provided by the Government of Canada. They outline the principles for interest transfers from Investment Funds to operating accounts to support operating costs and strategic economic initiatives.

- CFs must protect the integrity of their investment fund in order to ensure the health of their organization and maintain their capacity to operate effectively.
- All transfers for CFs must be supported by a motion of the organization's Board of Directors that specifies the amount of the transfer and the Investment Fund from which the transfer will be sourced.
- All transfers of funding, under the pre-approval clause for organizations with three-year agreements, will need to be reported to WD annually in the annual performance report and WD recommends that a note be added to the Audited Financial Statements.
- For organizations with one-year agreements only, prior approval is required through a transfer request that clearly outlines the rationale for the transfer and includes a list of planned activities with associated dollar amounts.

## POLICY POSITION

This Policy Bulletin covers where an individual CFs or CF Associations can transfer interest net growth from CF Investment Funds and CF Investment Pools as defined in the Contribution Agreement with WD. Funds provided to the CF from another source will continue to be governed by the conditions of that funding and as such they will not be subject to this policy.

### Community Futures Program (CF)

The Contribution Agreement defines Investment Funds as follows: "Investment Fund" means all the assets held in the fund established by the corporation to provide access to capital for small and medium sized businesses including:

a) All amounts credited to the conditionally repayable investment fund;

b) All amounts from all previous grants or non-repayable contributions made by the Minister to the corporation prior to the transfer of the program to WD, which would further include amounts transferred as grants or non-repayable contributions under any previous similar program conducted by the Government of Canada including all amounts credited to the investment fund of a Business Development Centre that received non-repayable funding from the Government of Canada, that has been transferred to the corporation by the Business Development Centre; and

c) All revenues from loans and other investment fund activities, all revenues from investments out of the investment fund and all repayments on account of principal in respect of investment fund activities less any losses incurred through the operation of investment fund activities and any amounts transferred from the investment fund to the operating costs as permitted in the Statement of Work – Investment section of the contribution agreement.

**i. Attachment B, Section I 1(ii) of the CF Program Contribution Agreement states:**

*Funds credited to the Investment Fund shall not be used for purposes other than Investment Fund activities without prior written approval of the Minister.*

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**Attachment B, Section II A, 1 (ii) of the CF Program Contribution Agreement also states:**

*The responsibility for assessing and approving investment applications shall rest with the local CF's Board.*

**Section 5.2 of the Contribution Agreement states:**

*The Corporation must provide a minimum of 30 days prior written notification to the Minister of: a) significant change or proposed changes to its operations; and proposed changes in articles of incorporation, Board structure and corporate policies.*

***Section 5.4 of the Contribution Agreement states:***

*The Corporation shall be required to develop and comply with corporate policies that are consistent with federal and provincial legislation and to provide copies of such policies to the Minister.*

As interest transfers are only to be considered on an exceptional basis, WD's position is that CFs must ensure that their internal investment review policies clearly lay out the conditions upon which they will consider interest transfers. CFs must provide WD with prior written notification of their intention to change their corporate policies to allow for the consideration of interest transfers as per section 5.2 of the Contribution Agreement and provide a copy of these policies to WD as per section 5.4 of the Contribution Agreement.

**One-Year Contribution Agreement – Annual Requests Required**

Organizations with one-year contribution agreements would continue to apply annually for interest transfers using these guidelines and the attached interest transfer request form (Annex A).

- All completed transfer requests would have to be reviewed and recommended by a WD program officer and approved by Director General/Assistant Deputy Minister.

**Three-Year Contribution Agreements – Pre-approval of interest transfers for high performing CFs.**

A commitment was made to pre-approve interest transfers of up to 75 percent of net growth (net growth = interest and other revenue minus bad debts and other expenses) to a maximum of $100,000 for strong performers to support increased operating activities and undertake community economic development initiatives. Organizations qualify by receiving a 3-year agreement as they met the criteria of a high-performing organization. These organizations must at all times, comply with their contribution agreement.

Any amount above either 75 percent of net growth or $100,000 will need to be approved by WD, using the request for interest transfer form.

For organizations who wish to consider interest transfers from Investment Funds to operating accounts to support operational costs, CF policies should include the following restrictions, as a minimum, in order to balance the risk profile of their investment fund and ensure the health of their investment portfolio:

- Interest transfers are not normally allowed when the organization has an operating surplus.
- The organization must demonstrate that the transfer does not impede the organization's capacity to make future loans.
- The Audited Financial statements must clearly indicate the amount of interest transferred from WD Investment Funds, as defined in the Contribution Agreement, into the organizations' operating account. Recommend including a note in the Audited Financial Statements to this affect.
- Interest transfers should not normally exceed 75 percent to a maximum of $100,000 of the net growth (net growth = interest and other revenue minus bad debts and other expenses) of the fund during the previous fiscal year, and should not reduce the original principal amount of the

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investment fund.

- The interest to be transferred must come firstly from Non-Repayable Investment Funds where available, then secondly from Conditional Repayable Investment Funds. The organization must account for the assets of the Conditionally Repayable Investment Funds separately from other assets of the Investment Fund.
- Interest transferred from EDP Investment Funds shall be used in support of EDP activities. The organization must account for the assets of the EDP Fund separately from other assets of the Investment Fund.

The calculation for interest transfer is:

| | | |
|---|---|---|
| Interest and other revenue during previous fiscal year (as per audited financial statements) | 1 | $ |
| Bad Debts and other expenses during previous fiscal year (as per audited financial statements) | 2 | $ |
| Net Growth of Fund during previous fiscal year (line 1 minus line 2) = Available Interest | 3 | $ |
| Amount transferred must not exceed 75% of net growth (line 3) to a maximum of $100K | | $ |

**Criteria for transferring back interest to Investment Funds**

At times, CFs have an excess amount of core funding and an option, instead of returning funding to WD, is to have them return previously transferred interest to their IF. This is subject to the following conditions:

- Transfers of excess operating funds to the loan fund can be approved, providing it is to the maximum of previous interest transfers from the IF in to operating;
- The transfer to the IF would be treated as an eligible operating expense, upon approval from WD.

*For further information, please contact your regional WD CF officer.*

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## Appendix "B"

## Policy Bulletin

# Building Purchases and Costs Associated with the Ownership of Buildings for Community Futures Organizations

Effective Date: November 1, 2019

### SUBJECT

The basis for allowing building purchases and subsequent costs associated with the ownership of buildings for Community Futures (CF).

### BACKGROUND

Between 1996 and 2015, Western Economic Diversification (WD) regions have approached building and related requests using a variety of mechanisms. Since 2015, it is still possible for CFs to purchase or build a facility for various reasons such as to reduce costs where rent is prohibitive or where there is a shortage of appropriate rental space.

However, WD's prior approval is required if a CF wishes to purchase or build using WD's contribution. This is specified under WD's Contribution Agreement whereby the cost to purchase land, buildings and motor vehicles are 'ineligible expenditures' unless authorized in writing by the Minister.

The Contribution Agreement further states that funds credited to the Investment Funds shall not be used for purposes other than Investment Fund activities without the prior written approval of WD.

### CONSIDERATIONS

As noted, between 1996 and 2015, WD regions have approached these building and related requests using a variety of mechanisms. In 2015, guidelines were developed to clarify the terms and conditions of the CF contribution agreement.

When WD has authorized the purchase of a building, mortgage interest, property taxes and repairs have been allowed as eligible expenses under WD's contribution agreement. The current contribution agreement states that lease or rent payments to Related Entities are an 'ineligible expenditure', however there are cases where rent has previously been approved for payments to subsidiaries. Rent to a Non-Related Entity is an eligible expense.

The guidelines below have been developed based in the following principles:

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1. Existing cases (prior to April 1, 2015) where 'grandfathered'.
2. Since 2015, CFs are not allowed to lend investment funds to a Related Entity when purchasing or building a facility.
3. All requests for purchase of buildings must be submitted to WD along with a business case prepared by the CF, which provides a strong rationale, including an analysis of the risk to ensure that it is a low risk to WD's original funding purpose.

**CF purchase of land and buildings and associated claiming of mortgage expenses as an allowable expense**

- **WD approval is not required** – if a CF is purchasing land or buildings using their own source of revenue (i.e., without WD's contribution) as CFs are independent arm's length organizations.
- **WD approval is not required** – when rent is paid to a Non-Related Entity, as this is already an eligible expense under WD's contribution agreement.

- **WD approval is required** – if the CF intends to use WD's operating contribution or interest transfers to purchase land or buildings. The CF must provide a business case with strong rationale to WD for approval. It is noted that Investment Funds cannot be used to purchase land or buildings.
- **Once approved by WD** – The purchase/build mortgage expenses (principal and/or interest), property taxes and repairs become allowable expenses.

**WD will not approve requests** – where WD's contribution would be used to pay rent to a Related Entity (e.g., a subsidiary), as set out in WD's Contribution Agreement. Any case occurring before April 1, 2015 has been grandfathered and will remain as an eligible expense.

## IF WD APPROVAL IS REQUIRED, THE FOLLOWING STEPS SHOULD BE TAKEN BEFORE THE LAND/BUILDING IS PURCHASED

- **Step 1**: The CF board must approve a motion to approach WD with a business case to support the request to purchase land/buildings. CFs should also confirm that their proposal to acquire property complies with the by- laws of the corporation.
- **Step 2**: The business case should be presented to the WD officer, who will make a recommendation to the Regional Assistant Deputy Minister (ADM).
- **Step 3**: WD recommends or denies the request based on the rationale presented in the business case. All related documents are to be retained on file.

## THE FOLLOWING ITEMS SHOULD BE ADDRESSED IN THE CF BUSINESS CASE:

Analysis of risk related to the original purpose of WD's funding. The risk assessment should include the following factors:

The size of the building being proposed versus the need and ability to create revenue from the unused portion of the building;
Cost comparison versus rental options to determine if costs will increase, decrease or remain neutral and whether there would be any resultant pressure on or risk to the loan pool; and
Whether or not the CF is assessed as a high performing CF (3-year agreement).

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1. Ability for re-sale of asset (especially in a remote location).

2. Analysis of renting opportunity in area versus purchase including the following:

    a. Location (e.g. access to clients/ visibility of location etc.);
    b. Availability of space/ development opportunities;
    c. Possibility of combining facilities with other like organizations; and

iii. [1] For purposes of clearing advances, WD uses the CF income statement and mortgage principal payments do not appear there; therefore, the CF will need to provide this information. Generally, principal repayments on the mortgage would only be taken into consideration when a CF is in a surplus position (i.e., hasn't incurred operating expenses equivalent to the CF Contribution), so would have to request that WD take the principal portion of their mortgage payments into consideration. The Regional DG would approve such a request.

    d. Accessibility for persons with disabilities.

3. Costs of ownership versus rental costs including the following:
    a. Actual purchase price of land and building;
    b. Closing costs including land transfer tax, legal fees, title insurance;
    c. Repairs and improvements to proposed facility for the delivery of CF services including costs if any, to make the premise accessible to people with disabilities;
    d. Property taxes;
    e. Consideration of future repairs in accordance with building inspection report;
    f. Landscaping, snow removal, garbage collection and other ongoing external maintenance;
    g. Maintenance costs;
    h. Costs required, if any, to meet municipal fire and building codes;
    i. Utility costs, giving close attention to the method of heating or cooling;
    j. Insurance (normally higher on ownership than tenant packages);
    k. Mortgage interest;
    l. Staff time spent dealing with ownership issues;
    m. Relocation costs; and
    n. Cost of obtaining a building inspection report

4. Description of activities/ use of property to determine eligible expenses correlated/ corresponding to the percentage (%) of CF activities carried out in the facility.

*For further information, please contact your regional WD CF officer.*