



GOVERNANCE MODEL ADOPTED BY THE BOARD AND COLLABORATIVE LEADERSHIP TEAM at THE OLD SCHOOL COMMUNITY GATHERING PLACE, effective July 22, 2025

SUMMARY

This governance charter defines the roles and responsibilities of the Board of Directors and the Collaborative Leadership Team (CLT) of The Old School Community Gathering Place. It clarifies three areas of accountability: *strategic*, *operational*, and *managerial*, to ensure effective leadership, legal compliance, and clear communication.

The Board holds ultimate authority for strategic direction, policy approval, financial oversight, and employment. The CLT manages day-to-day operations, supervises staff and volunteers, and liaises with stakeholders. The managerial function serves as the bridge between strategy and operations, translating Board policies into procedures and overseeing implementation.

Shared commitments include respecting boundaries, maintaining transparency, collaborating on decisions, and resolving conflicts jointly. The document specifies decision-making limits, reporting expectations, and protocols for accountability, supported by appendices outlining who is responsible, consulted, and informed on key decisions.

Role Clarity Charter: Board of Directors and Collaborative Leadership Team

Mission: To foster a vibrant inclusive community by providing programs and services that promote the health, well-being, and community spirit of all people in Musquodoboit Harbour and surrounding areas.

Purpose: This charter defines the distinct roles and responsibilities of the Board of Directors and the Collaborative Leadership Team (CLT) at The Old School Community Gathering Place. It is designed to support good governance, promote collaboration, and ensure accountability and effectiveness all within the spirit and values encapsulated in our mission.

It distinguishes among strategic, managerial, and operational accountability and establishes clear lines of communication to support the ongoing management and development of the co-operative.

A. STRATEGIC (Board of Directors)

1. Legal and Structural Authority

- a. The Board is accountable to the members of the co-op.
- b. In accordance with the by-laws and the Co-operative Associations Act of Nova Scotia, it holds ultimate authority and is responsible for strategic leadership and fiduciary stewardship. It is empowered to delegate management tasks, but retains final responsibility for oversight, including budgets and finances.
- c. The Board retains the right and obligation to review/approve/deny any hiring decisions or changes in terms and conditions of employment.

2. Board Responsibilities

- Establishing and upholding the vision, mission, and values of the organization.
- Providing strategic direction and long-term planning.
- Ensuring financial health and sustainability.
- Approving organizational policies and budgets.
- Hiring senior staff for appointment as Executive Director or as members of the CLT.
- Evaluating the senior leadership model (CLT or ED) .
- *De facto* legal employer of all staff.
- Acting as legal stewards and representatives of the membership.

B. OPERATIONAL (Collaborative Leadership Team (CLT))

3. Legal and Structural Authority

- Authority is delegated to the CLT, as a group, by the Board.
- Accountability is therefore both collective, as a group, and individual.
- The CLT acts on behalf of the Board in performing employer functions in compliance with relevant labour laws and organizational policies, while the Board retains ultimate legal accountability as employer.

4. CLT responsibilities

- Managing day-to-day operations, projects and programs, and service delivery.
- Clarifies and updates the Board regarding respective team roles and designates a team leader to serve as primary liaison with the Board.
- “Effectively recommends”¹ to the Board hiring decisions/offers of employment, changing terms and conditions of employment.
- Supervising, guiding, supporting staff and volunteers.

¹ In HR practice, “effectively recommends” means a person lacks formal authority to decide (e.g., hiring or discipline) but their recommendation is routinely accepted. This reflects trust in their judgment, while the Board retains a duty to review decisions independently for fairness and compliance.

- Establishing and maintain recordkeeping systems consistent with legal requirements, providing appropriate access, with sound measures in place to protect privacy and confidentiality, as appropriate.
- Monitoring and managing grant funding opportunities and relationships.
- Managing facilities, financial systems, and reporting.
- Developing and submitting grants and funding proposals within the mandate derived from long-term planning by the Board.
 - Reporting regularly to the Board.
 - Assessing the efficacy and impact of projects and programs, which is reported to the Board.
 - Communicating to the Board Chair any emergent issues of legal, financial, or reputational significance immediately upon identification.
 - Engaging with the public, partners, volunteers, and community stakeholders.

C. MANAGERIAL (Collaborative Leadership Team and Managers)

1. Legal and Structural Authority

Managerial accountability serves as the implementation layer between strategic direction and operational execution. Authority in this domain is delegated by the Board to the CLT collectively and, as appropriate, to designated individuals within the management structure. This ensures that Board policies and priorities are consistently interpreted and applied in day-to-day activities.

2. Managerial Responsibilities

- Translating Board-approved policies and strategic plans into detailed procedures, guidelines, and work plans.
- Coordinating the allocation and management of resources, including staffing, materials, and schedules, within the scope of approved budgets.
- Supervising and supporting staff performance in alignment with organizational objectives and values.
- Ensuring compliance with applicable laws, regulations, and internal policies.
- Monitoring the implementation of projects and programs and identifying issues that require escalation to the Board or the broader CLT.
- Maintaining accurate records, documentation, and reporting necessary for accountability and transparency.
- Providing guidance and operational leadership to ensure service delivery meets quality standards established by the Board.

D. SHARED COMMITMENTS

- Respect for boundaries: The Board does not micromanage operations, and the CLT does not assume strategic control.
- Transparency and trust: The CLT keeps the Board informed; the Board seeks CLT input before key decisions.

- Applications for grant funding, liaison with government and other granting agencies, and entering into formal contracts, are generally initiated by the CLT and confirmed by the Board.
- Communication: A consistent reporting structure is maintained with clear information flow.
- Role modeling: Both bodies demonstrate behaviour consistent with the values reflected in the mission statement, support each other's roles, and model respectful leadership.
- Conflict resolution is a joint responsibility. Neither body acts in disputes or conflicts without informing and consulting with the other body first. If the Chair and CLT Coordinator are unable to resolve a conflict within 14 calendar days, the matter shall be referred to the full Board for investigation and determination.

E. GOVERNANCE LIAISON PROTOCOL

- The Board Chair or a designated Executive Committee member and the designated CLT Coordinator will meet at least once a month to review priorities, coordinate agenda items, identify areas of ambiguity regarding decision-making or execution of actions, and negotiate appropriate resolutions.

F. REVIEW AND REVISIONS

This charter shall be reviewed annually shortly prior to the AGM, or as needed. Preference for collaboration is paramount, but not absolute. The Board retains its legal obligations and cannot delegate or disregard them.

Before the formal on-boarding of new board members they shall be briefed on the governance structure and practices of The Old School Community Gathering place, whether they came to the Board by means of membership election or interim appointment to fill mid-term vacancies.

G. DELEGATION LIMITS AND RESERVED POWERS

To ensure clarity of accountability, the following decisions are reserved for the Board and shall not be delegated to the CLT:

- Hiring, discipline, or termination of the CLT Coordinator or anyone in a designated senior leadership role.
- Approval of new permanent positions or elimination of existing positions.
- Severance settlements.
- Any staffing decisions that are likely to result in legal claims.

The CLT shall consult with and seek prior Board approval for any decisions described under this heading.

NEXT: Appendix A: Matrix clarifying decision-making authority and rights to be informed and
Appendix B: Desirable Monthly Report Format: Collaborative Leadership Team to Board of Directors

APPENDIX A

MATRIX CLARIFYING DECISION-MAKING AUTHORITY
AND RIGHTS TO BE INFORMED

Task/ Decision	Responsible	Accountable	Consulted	Informed
Develop Strategic Plan	Board	Board	CLT	Staff & Members
Prepare Annual Budget	CLT	Board	Finance Committee	Staff
Recordkeeping	CLT	CLT	Board	Staff
Hire/Fire Program Staff	CLT	Board	Board (“effective recommendation”)	Staff
Approve New Program Launch	CLT	Board	Relevant Stakeholders	Members
Building Repairs	CLT	Board	Finance Committee	Staff, Community
Write and Submit Grant Applications	CLT	Board	Board	Finance Committee
Recordkeeping	CLT	CLT	Board	Staff
Handle Media Inquiries	CLT Coordinator	Board chair	Board	Determined on a need-to-know basis & good PR
Adopt New Policy	CLT (draft and propose)	Board	Staff	Volunteers and members, as deemed appropriate

*The assignments in this matrix reflect the **blending of managerial and operational responsibilities delegated to the CLT.***

Operational functions encompass day-to-day activities and direct supervision of staff and services. Managerial functions refer to the translation of Board policies into operational procedures, oversight of implementation, and resource coordination.

In all cases, the Board retains ultimate accountability for strategic direction, compliance with applicable laws, and fiduciary stewardship.

This matrix does not alter or diminish the Board’s legal responsibilities but clarifies the practical delegation of authority to support effective governance.

APPENDIX B

Desirable Monthly Report Format: Collaborative Leadership Team to Board of Directors

Reports are due by the 10th of the month after the month covered in the report. Emergent issues shall be reported immediately to the Board Chair.

Cover Page

- Reporting Month: [e.g., June 2025]
- Prepared by: [CLT Coordinator Name]

1. Executive Summary

- Key achievements this month
- Challenges encountered
- Specific recommendations for Board approval
- Highlights of community/stakeholder engagement

Program Update template

Program name	Staff Lead	Key Activities	Engagement/participation	Outcomes	Next steps	Notes

2. Human Resources

- Staffing changes or issues
- Anticipated lay-offs or reassignments due to lack of funding
- Reassignment of roles/duties
- Calendar of staff schedules for upcoming month
- Performance matters (excellence/corrections)
- Overtime/training/vacation
- Professional development activity

3. Financial Snapshot

- Summary of revenue and expenses for the month, including salaries
- Grant updates (opportunities identified, applications submitted, due, reporting completed)
- Notable variances from operating and grant budgets

4. Building and Facilities

- Maintenance or capital improvements
- Rental usage and income
- Safety or compliance issues

5. Community and Public Relations

- Events hosted
- Media or partner interactions
- Feedback from members/public
- Social media engagement statistics

6. Issues for Board Awareness or Input

- Recommendations requiring Board approval
- Strategic decisions required
- Policy discussions needed
- Flagged risks or resource constraints.

This policy and appendices were developed by means of research into governance models for not-for-profits, consultation and collaboration between the CLT and Executive, with opportunities for Board members' input during development. It was approved at a joint Board/CLT meeting at The Old School, on July 22, 2025, and confirmed by unanimous ballot of the quorum of Board members present.

Signed by: D du Toit Delphine du Toit, Interim Chair, Board of Directors
Dated: July 22, 2025