

Lethbridge and District Music and Speech Arts Festival Society

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[1.1 Policy on Vision and Mission Statements](#)

Approval Status¹
APPROVED

Policy:

The Lethbridge and District Music and Speech Arts Festival Society (the Festival) Board – a non-partisan organization - believes that it is essential to have a shared vision and mission created in collaboration with its stakeholders. The vision and mission set the direction for interactions and operations of the Festival.

The Board shall conduct the Festival operations in the spirit of its stated vision and mission.

The **Vision Statement** of the Lethbridge and District Music and Speech Arts Festival Society is:

“to cultivate a lifelong appreciation for music and speech arts.”

The **Mission Statement** of the Lethbridge and District Music and Speech Arts Festival Society is:

To encourage artistic growth through amateur performance in the community.

Regulations:

1. The Board directs that the Festival Vision and Mission statements be available at all Board meetings and displayed in the Festival office.
2. The Board expects all policy and procedures, strategic planning, and program and service provisions and procedures, be consistent with and directed towards the achievement of the Festival’s vision and mission.
3. Responsibility for the safekeeping of the vision and mission statements for display purposes at the festival office shall rest with the General Manager, or designate. The Board directs that procedures be developed as necessary to implement this policy.
4. The Board shall review the Policy on Vision and Mission Statements every three years.

The Board delegates to the General Manager the authority to develop the procedures necessary to implement this policy.

¹ Final Approval Date: June 12, 2017
Reviewed Date: June 12, 2017
Due for Review Date:

Policy:

The Lethbridge and District Music and Speech Arts Festival Society (the Festival) Board believes in the importance of establishing a visual identity through a distinct logo which represents the Festival. The following logo has been designed to symbolize music and speech arts, and its connection to the community. The Board approves and authorizes the use of the following as the official logo for the Festival:



Regulations:

1. The Festival logo is the property of the Lethbridge and District Music and Speech Arts Festival Society (the Festival) Board.
2. The Board directs that the logo be prominently displayed on all Festival letterhead, financial statements, web page, banners, promotional communication publications or Festival materials.
3. Use of the logo for purposes, other than those stated in Regulation 2, shall require prior approval of the President of the Board. It is the responsibility of the Board Members, employees, designers, agencies and suppliers to follow the guidelines presented in Policy 1.2 Regulations and Procedures.
4. Officers, directors and staff submitting correspondence on behalf of Festival shall ensure that no other personal affiliations are used when representing the Festival.

The Board delegates to the General Manager the authority to develop the procedures necessary to implement this policy.

References (these may become linked to this policy once developed):

² Final Approval Date: JANUARY 8, 2018
Reviewed Date: JANUARY 8, 2018
Due for Review Date:

2.1 Policy on Policy Development

Approval Status³
APPROVED

Policy:

The Lethbridge and District Music and Speech Arts Festival Society (Festival) believes that the chief responsibility in Board governance is the development, review, and revision of policy, regulations, and procedures.

The Festival Board believes that policy, regulations, and procedures must reflect the Festival's beliefs and values, be consistent with the Board's Vision and Mission statements, and comply at all times with the general bylaws of the Lethbridge and District Music and Speech Arts Festival Society, the laws of the Province of Alberta, and any other applicable legislation.

The Festival Board and its committees shall be knowledgeable about and comply with Festival Board approved policy, regulations, and procedures (specifically, see 2.2).

The Board authorizes the establishment of a Governance Committee (also referred to as the Bylaw/Policy Committee) and delegates to it the development of policies for consideration by the Board.

Regulations:

The Board directs the Policy Development policy meet the following regulations:

1. Policy shall be defined as the philosophical and or legal position of the Board with respect to an identified issue.
2. Regulation shall be defined as the mandatory requirements of a policy.
3. Procedures shall be defined as the administrative acts through which policy and regulation are implemented.
4. Responsibility and authority for the approval of Festival policy and regulations shall rest entirely with the Board. The Governance Committee shall be responsible for the drafting of all policy.
 - 4.1 Policy approval shall require 2 readings:
 - 4.1.1 First reading shall affirm that the intent of the policy reflects the Board's beliefs, values, and direction, and provide an opportunity for the Board to discuss and amend the contents of the policy.
 - 4.1.2 Through a motion, the second and final reading establishes Board policy, however, with agreement of the Board, the policy can have additional readings before final approval.
 - 4.2 Amendments to established Board policy shall be made through Board motion.
 - 4.2.1 Amendments of a substantive nature that alter the original intent of the policy shall require first and second readings (or more if needed).
 - 4.2.2 Amendments that alter or add to a policy without significantly changing the intent shall be made by motion.

³ Final Approval Date: JANUARY 8, 2018

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Due for Review Date:

5. Policy and regulations shall be subject to scheduled, annual review by Governance Committee and referred to the Board for amendments or reaffirmation.
6. The Governance Committee shall consist of at least two Festival Board members. A Board member shall chair the Governance Committee. The Governance Committee is encouraged to seek information from other sources as required.
7. The Policy Manual shall be provided to each Board member upon orientation.
8. The public shall have access to the Policy Manual.
9. The Board delegates to the General Manager the responsibility of retaining a completed, up to date copy of the Policy Manual, available at all times at the festival office.
10. The Board delegates to the Chair the responsibility of communication of Board policy, regulation, and procedures to the rest of the Board.

The Board may authorize the development of procedures necessary to implement this policy.

References:

2.2 Policy on Board Committees

2.2 Policy on Board Committees

Approval Status⁴
APPROVED

Policy:

The Lethbridge and District Music and Speech Arts Festival Society (Festival) Board believes that the establishment of Board Committees enhances the work of the Board by focusing on specific tasks or duties, assisting with the business of the Festival and serving to provide practical experience and understanding for possible future board members.

The Festival Board believes that the extent of the function and authority of each Board Committee should be clearly defined and set out in Board meetings and documented in the minutes when the committee is formed, and those functions and authority can be approved and revised annually by the Board.

Board Committees serve in an advisory capacity only. The Board Committees shall regularly report and make recommendations to the Board. The Committee Chairs shall report on the accomplishments of the Committee's specific annual objectives at least 1 month before the annual general meeting each year, so it can be included in the President's report.

Membership on Board Committees may be extended to include the broader community. Individuals may be invited to Committee meetings to share their expertise. At least one active board member must be included.

The General Manager and other administrative workers can act as a resource to the committees, as required.

Regulations:

1. Committees of the Board shall be of two types:
 - 1.1 "Standing" committees (Governance, Personnel, Finance, Marketing/Promotion, among others) which shall continue in force until terminated by Board motion, and
 - 1.2 "Ad hoc" committees (including those needed for the operations of the festival), which shall have a clearly defined purpose and life span.
2. The function and authority of all committees shall be developed and documented in one of two ways:
 - 2.1 As official Terms of Reference if the committee is a "Standing" committee, or
 - 2.2 As a title and description in the minutes, to include the specific purpose and mandate of the committee, if the committee is "Ad hoc" by nature.

The functions and authority of each committee shall be reviewed annually by committee members and presented to the Board for approval.

In cases where terms of reference are necessary, the following shall be included:

- the name of the Committee
- the purpose and mandate of the Committee
- the membership of the Committee
- specific annual objectives, and potential lifespan

⁴ Final Approval Date: February 12, 2018

Reviewed Date:

Due for Review Date:

- the reporting requirements by the Committee Chair
3. Committees of the Board shall be established by Board motion.
 4. One year term appointments to Committees shall be by Board motion.
 - 4.1 Normally, the Board, at the first meeting of each fiscal year, shall appoint standing committee Chairs. The Committee Chair shall always be a member of the Board.
 - 4.2 Board members shall be required to serve on Board Committees. Responsibility for polling Board members as to committee preferences shall rest with the Vice-President prior to the start of each year.
 - 4.3 Community representatives (non-Board members) appointed to committees serve in a voluntary capacity without remuneration.
 - 4.4 Board approved out-of-pocket expenses may be covered for Committee members (for specifics and examples of approved expenses, see policy on Board Expenses).
 5. Each Committee of the Board shall be responsible for determining its meeting procedures and accessing resources as necessary.
 6. Minutes, in the prescribed form, shall be recorded for all Board Committee meetings.
 - 6.1 Committee minutes shall be distributed to each Committee member and filed with the Secretary.
 - 6.2 A copy of each Board Committee report shall be distributed to all Board members and a copy of the approved report shall be filed with the Secretary.

The Board may delegate to its Committees the responsibility of developing procedures to fulfil these policy and regulation requirements.

References:

Policy:

The Lethbridge and District Music and Speech Arts Festival Society Bylaws contain a brief description of Executive positions (copied below).

The Festival Board believes in the importance of ensuring current Executive job descriptions are developed and reviewed annually. The Executive have the additional responsibilities to make sure that the Board's work is completed. No individual Executive Board member has the authority to direct the festival society or its employees. Board members must vote on each motion. Executive do not have the authority to veto Board decisions.

The Executive of the Board shall be the: President, Vice-President, Secretary, Treasurer and the Past President. These members shall constitute the Executive Committee. Annually, the Executive Committee shall prepare Committee Terms of Reference for approval by the Board. The President shall chair the Executive Committee. The General Manager shall sit ex-officio on the Executive Committee.

Regulations:

1. Directors shall normally be elected for a three-year term at the Annual General Meeting, or in the first meeting following the AGM. Directors shall not be elected beyond three (3) consecutive three-year terms.

The President:

- i. Supervises the affairs of the Board;
- ii. When present, chairs all meetings of the Society, the Board and the Executive Committee;
- iii. Is an ex officio member of all Committees, except the Nominating Committee;
- iv. Acts as the spokesperson for the Society; and
- v. Carries out other duties assigned by the Board.

Vice President:

- i. Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chairperson for the meeting;
- ii. Replaces the President at various functions when asked to do so by the President or the Board;
- iii. Chairs the Personnel Committee; and
- iv. Carries out other duties assigned by the Board.

Secretary:

- i. Attends all meetings of the Society, the Board and the Executive Committee;
- ii. Keeps accurate minutes of these meetings;
- iii. Has charge of the Board's correspondence;

⁵ Final Approval Date: FEBRUARY 12, 2018

Reviewed Date:

Due for Review Date:

- iv. Keeps an accurate list of names and addresses of all Society members;
- v. Sends out notices of meetings as required;
- vi. Files the annual return, changes in the Directors of the Society, amendments in the bylaws and other incorporating documents with Corporate Registry; and
- vii. Carries out other duties as assigned by the Board.

Treasurer:

- i. Makes sure all monies paid to the Society are deposited in the Community Foundation of Lethbridge and Southwestern Alberta, a chartered bank, a treasury branch, a credit union, a trust company or a brokerage firm chosen by the Board;
- ii. Makes sure annual fees are collected and deposited;
- iii. Presents a detailed account of revenues and expenditures to the Board quarterly or as requested;
- iv. Makes sure a financial review of the Society is prepared and presented at the Annual General Meeting (AGM);
- v. Ensure any and all provincial and federal financial reports are submitted annually
- vi. Chairs the Finance Committee of the Board; and
- vii. Carries out other duties as assigned by the Board.

Past President:

- i. Chairs the Nominating Committee; and
- ii. Carries out other duties assigned by the Board.

- 2. Executive Committee Members job descriptions shall be reviewed annually.

The Board delegates to the Executive Committee the authority to develop the procedures necessary to implement this policy.

References:

- 2.1 Policy on Policy Development
- 2.2 Policy on Board Committees
- 2.4 Policy on Board Meetings, Minutes and Agendas
- Society Bylaws (April 29, 2016)

2.0 Board Self-Governance Policies

[2.4 Policy on Board Meetings, Minutes and Agendas](#)

Approval Status⁶
APPROVED

Policy:

The Board of the Lethbridge and District Music and Speech Arts Festival Society believes in clearly describing meeting requirements.

The Festival Board believes that meetings of the Society shall be conducted in an open, orderly, purposeful, respectful and efficient manner. In order that meetings are conducted effectively and productively, the Board believes that it is necessary for its members to be familiar with parliamentary procedures and that all Board business be conducted through motions. The Board further believes that in the interests of fair representation in making decisions and conducting the business of the Festival, a quorum shall be required at all times during the meeting. The Board believes in the active participation of all Board members striving to make decisions through consensus prior to taking a vote. Once a vote is taken, the majority position shall be the official position of the Board. The Board further believes that issues may arise from time to time, which will require Special Meetings of the Board, and this may include electronically mediated group work (email discussion). Special Board Meetings (including by email) should only be called when the business to be transacted cannot be delayed until the next Regular Board Meeting or is of such importance and duration to require a meeting of its own.

The Board believes the agenda is the structure that determines the order of business of a meeting. The agenda shall contain a reasonable number of items to be discussed within the specified time period. The agenda items must be clear, concise and deal with matters that are pertinent to the Board and the Society. The agenda must clearly detail and prioritize the business to be conducted. The Board believes that in order to make informed decisions, all Board members shall be provided with background information as enclosures on agenda items. Further, the Board believes its members require adequate time to review the agenda package prior to the actual meeting therefore the agenda package shall be distributed no less than three full business days prior to the meeting (agenda items and reports should be submitted six days prior to the meeting).

The Board believes that minutes, which accurately record actions taken and decisions made during a meeting in regard to the items of business considered, must be available to Board members in a timely manner, and are an integral part of recording all of the proceedings of the Society. The content of minutes, with amendments as necessary, shall be approved by Board members at the next Regular Meeting of the Board. Reports, attachments or other documents vital to the business of a meeting shall be referred to in the minutes and, as an integral part of the minutes, be appended to them. Once approved, the minutes become an official record of proceedings of that meeting and shall be available to the public, unless noted to be confidential by the Board.

Regulations:

1. Robert's Rules of Order (latest edition) shall serve as a guide to parliamentary procedure.

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Reviewed Date:

Due for Review Date:

- 1.1. The President shall receive and retain a copy of Robert's Rules of Order. All Board members, as well as the General Manager, shall have access to a copy (the latest edition) of Robert's Rules of Order and shall familiarize themselves with it.
2. A quorum shall consist of one-half plus one of the Board and shall apply to all Board meetings and electronically mediated group work. A majority by the quorum of the Board shall constitute a decision. In the event an emergent decision is required between Regular Board Meetings, the motion and vote may be conducted electronically. The decision shall be brought to the next Regular Board Meeting to be recorded in the minutes.
3. The following voting model shall be adopted:
 - 3.1. Each Board member, including the President, shall have one vote at any meeting of the Board.
 - 3.2. The General Manager can attend the meetings, but shall not be permitted to vote (ie. ex officio).
 - 3.3. In the event of a tie, the motion is lost.
 - 3.4. All motions and other matters before a meeting of the Board shall be by a show of hands, unless a secret ballot is requested by motion. In the event that an electronically mediated motion (by email) is required (see 'Policy preamble'), the following will apply:
 - 3.4.1. A ballot will be sent to all Board members via email, by the president only, with the email subject "Ballot", and responses can be collected in 1 of 3 ways:
 - 3.4.1.1. A *consensus vote*, meaning that only "nay" votes need to be returned, by reply-all or reply to sender only (method of collection to be specified by sender). If there are no nay votes returned, then the motion is approved, so no vote quorum applies.
 - 3.4.1.2. If a count is required, then there are 2 options: 1. a *verbose public vote* where responses are sent to all members (reply-all), or 2. A *terse public vote* where ballots are sent back to the sender. In both cases, quorum applies (see 2 above). In as many cases as possible, *terse* votes should be used.
 - 3.4.1.3. Upon receipt and verification of all responses, the President will confirm whether the motion has passed or failed.
 - 3.4.1.4. The Board will ratify any action taken by email at the next Board meeting.
 - 3.4.2. Anyone can put forth a motion, but they must have a seconder, and the email motion must be mediated (sent, counted and confirmed) by the President.
 - 3.5. The declaration by the President that a motion has been carried or defeated shall be conclusive.
4. The agenda shall be prepared by the President with input from the Board (or Executive Committee), and its Committees. In many cases, the General Manager may ask to add items to the agenda.
 - 4.1. Agendas shall specify: the date, time, location, nature of the meeting, and, provide any necessary background information. Agenda items shall be prioritized.
 - 4.2. The deadline for submissions for the agenda shall normally be six days before the day of the meeting.
 - 4.3. During the agenda approval process at a meeting, items may be added with the approval of the Board.
 - 4.4. Agenda items of a confidential nature shall be clearly labelled as such. This regulation extends to agenda enclosures. The circulation of confidential agenda enclosures shall be limited to those who "need to know". The Board shall move '*in camera*' for discussion of confidential matters. The minutes shall reflect that action.
5. Community members, delegations or organizations wishing to address the Board will be added to the agenda as 'Delegations' providing they meet the following requirements:
 - 5.1. A delegation's request to attend a Board of Directors meeting, including the purpose and background information, must be submitted in writing to the President a minimum of seven days in advance of the monthly meeting.

- 5.2. Permission may be granted at the discretion of the Executive Committee.
- 5.3. Only the approved agenda item shall be discussed at any given meeting.
6. Approved minutes and reports from all meetings shall be signed by the President and filed with the Secretary, and stored at the festival office.
7. Minutes of each meeting shall record: the place, date, start and finish time, the presiding officer, a list of those attending, including regrets sent by Board members and the General Manager.
 - 7.1. Motions shall be numbered and dated (Eg. yy/mm/01, yy/mm/02, etc), and kept in a separate binder which accompanies the Secretary to each Board meeting.
8. The minutes of each meeting shall contain a record of the name of any Board member requesting his/her vote being recorded at the time the vote is taken.
9. For '*in camera*' meetings, a motion recorded in the minutes shall state:
 - 9.1. beginning and end times;
 - 9.2. those in attendance; and
 - 9.3. the general purpose of the '*in camera*' meeting.
 - 9.4. No vote shall be taken by an '*in camera*' meeting.
10. Minutes of Board Committee meetings shall not be public. They shall be distributed to Committee members and a copy shall be filed with the Secretary.

The Board delegates to the President the authority to develop the procedures necessary to implement this policy.

Reference:

- Robert's Rules of Order
- Society Bylaws

Policy:

The Lethbridge and District Music & Speech Arts Festival Society understands that as a part of representing the Lethbridge & District Music & Speech Arts Festival (as a Board member, or employee), expenses may come up. The Society wants to encourage Board members to feel empowered to incur those small expenses as needed. At no time will alcohol be reimbursed. The Board believes that in order to encourage full participation by Board members, reasonable expenses incurred should be reimbursed. Further, Board and committee members may choose not to be reimbursed for their costs, and instead ask for a charitable tax donation receipt.

Regulations:

1. CONFERENCES/PROVINCIAL FESTIVAL MEETINGS: The Board shall annually plan for travel, accommodation and meal expenses during budget deliberations for provincial festival meetings/conferences that the General Manager or a Board member are required to attend. With respect to this, the GM (or Board member) must meet the following regulations:
 - 1.1. Expense claims that fall within the budget, should be submitted to the Treasurer in a timely manner (which include itemized, original, receipts). This can be done upon completion of the conference or meeting.
 - 1.2. If the General Manager can not attend a provincial meeting, the Board can designate another Board member to attend.
 - 1.3. The General Manager (or Board member) shall be well prepared for their involvement at conferences, meetings and functions when representing the Board.
 - 1.4. After attending conferences or special festival meetings, the General Manager (or Board member) should prepare a report in writing to the Board at the next regularly scheduled meeting.
2. ADJUDICATOR EXPENSES: The Board shall annually contract adjudicators for the festival, and will pay the adjudicator according to the *Adjudicator Policy & Agreement* (attached, as of January 31, 2019). That agreement may be updated from time to time, with Board approval, as the industry standards change. The updated agreement will be added as an additional attachment to this policy.
3. OTHER EXPENSES: The Board shall annually reimburse small expenses that Board members or the General Manager incur, such as postage, flowers, supplies for luncheons, etc. Board members and the GM should at all times be fiscally responsible and keep expenses to a minimum. Expenses over \$50 must be approved by the executive, in advance.
 - 3.1. Expense claim forms must be submitted to the Treasurer in a timely manner.

The Board delegates to the Policies Committee the authority to develop the procedures necessary to implement this policy.

⁷ Final Approval Date: May 13, 2019

Reviewed Date:

Due for Review Date:



POLICY FOR ADJUDICATORS

Last updated January 31, 2019

1. **FEES** paid by the committee: The adjudicator will be paid \$125.00 (Canadian) for each session. A session is considered to be a morning, afternoon or evening.
2. **EXPENSES** paid by the committee:
 - a) **Hotel:** We will handle these accommodations.
 - b) **Travel:** We will pay whichever is less: driving at \$0.40 per kilometer or your airfare. If flying, please make your own flight arrangements and forward us your receipt for reimbursement. Reimbursement will be given to you at the end of your sessions.
 - c) **Meals:** Breakfast is provided at your hotel. Lunch is provided at the venue (please advise if you have special dietary needs). Additionally, you will be given a \$25 per diem at your orientation for your evening meals.

Please sign the attached Agreement and return by email or mail by November 1. We look forward to having you!

Best,

Natasha Tompkins, General Manager
Lethbridge & District Music & Speech Arts Festival
403-381-6512 / generalmanager@lethmsf.org

AGREEMENT TO ADJUDICATE

I agree to adjudicate for the Lethbridge and District Music and Speech Arts Festival, according to the Policy sent to me. I confirm and guarantee that I will be available during the dates of: April _____, 2019. (Please indicate the tentative dates that have been given to you.)

Full Name (Please Print) _____

Instrument _____

Address _____

Phone: _____

Cell: _____

Email: _____

Signature: _____

Date: _____



UPDATED JUNE, 2019 - Adjudicator Contract Agreement

This Adjudicator Contract Agreement (“Agreement”) is made and entered into by the undersigned parties: Lethbridge and District Music and Speech Arts Festival Society (known as “the Society”) and _____ (known as “The Contractor”).

In consideration of the promise, rights and obligations set forth below, the parties hereby agree as follows:

1. Term

The term of this Agreement shall begin on DATE _____ and continue until DATE _____.

2. Services

The Contractor will provide service(s) in the following discipline(s): _____

It is anticipated that the Contractor will perform the following duties (including but not limited to) in their respective discipline(s):

- Workshop style adjudication
- Recommendations to the Provincial Festival
- Recommendations for selecting Scholarship winners
- Recommendations to the Society as to which performers should perform in the Musical Theatre Showcase/Stars of the Festival Show Performers (as applicable)
- Additional services or amendments to the services described above may be included if agreed to by both parties.

3. Compensation

Subject to providing the services as outlined above, the Contractor will be paid the sum of \$150.00 per session worked, up to a maximum sum of \$450.00 per day, plus GST (if applicable). No GST will be added to payments unless the Contractor submits their GST number in advance. The Contractor will be paid at the end of the Term.

4. Expenses and Reimbursement

Expenses will be reimbursed to the Contractor, at the end of the Term, with payment due at the end of the Term, once receipts have been forwarded to the Society. The following lists expenses which are reimbursed to the Contractor. The expenses that are not reimbursed to the Contractor are deemed expenses incurred as a requirement of the Agreement.

Travel - Air or Motor Vehicle

- a. Please note that the Society reimburses for air travel or motor vehicle travel, whichever is less. If you choose the more expensive option, only the amount equivalent to the less expensive option will be reimbursed.

- b. Travelling by motor vehicle, the Contractor will be paid a per Kilometer rate. Currently the Society pays \$ 0.45/KM. Kilometers covered: From residence to Hotel and return. (NOTE: most direct route KMs will be taken, as per Google Maps.)
- c. If arriving by plane, the cost of the ticket will be reimbursed. It is expected that economy class fares will be booked. If booking a fare class greater than economy, only the amount equivalent to the economy fare will be reimbursed. The hotel provides a shuttle to and from the airport that must be booked in advance. It is the responsibility of the Contractor to arrange this with the Holiday Inn Express directly (403-394-9292). The Society will not pay for additional travel costs that occur in Lethbridge.

Accommodations - Hotel

- a. The Society will make hotel arrangements and payments.
- b. The Society will not cover incidental costs (including but not limited to): room service, movie or other rentals, other incidentals, etcetera.

Meals

The Society will make arrangements to the best of their abilities to ensure all meals are provided for. This would include:

- a. Breakfast - Hotels will be booked that provide a continental breakfast. No meal allowance will be provided for breakfast.
- b. Lunch - Lunch will be provided at the Festival Office and/or Venue. No meal allowance will be provided for lunch.
- c. Dinners - A \$30 per diem will be given to the Contractor on the first day of the Term for days in which the afternoon and evening session are worked.
- d. Should the Contractor choose to eat breakfast or lunch elsewhere, the expense will be the responsibility of the Contractor.
- e. Snacks - There are a variety of additional snack items provided at the Festival Office, which the Contractor may eat or take to the hotel and venue. No allowances or reimbursements will be paid for other food or drink items purchased.

Please advise the Society of any known food allergies.

Other

The Society will not cover any other costs or incidentals that may arise during the Contractor's travel to or from the Society's Festival or during our Festival.

5. Conflict of Interest

The Contractor must disclose any conflict of interest with a competitor in their discipline, or any other conflict of interest.

6. Relationship

The Contractor will provide the Contractor's services to the Society as an independent Contractor and not as an employee.

Accordingly:

- The Contractor agrees that the Society shall have no liability or responsibility for withholding collection or payment of any taxes, employment insurance premiums or Canada Pension Plan contributions on any amounts paid by the Society to the Contractor, or amounts paid by the Contractor to its employees or contractors. The Contractor also agrees to indemnify the Society from any and all claims in respect to the Society's failure to withhold and/or remit any taxes, employment insurance premiums or Canada Pension Plan contributions.
- The Contractor agrees that as an independent contractor, the Contractor will not be qualified to participate in or to receive any employee benefits that the Society may extend to its employees.

- The Contractor is free to provide services to other clients, so long as such other clients are not in competition with the Society and so long as there is no interference with the Contractor’s contractual obligations to the Society.
- The Contractor has no authority to and will not exercise or hold itself out as having any authority to enter into or conclude any contract or to undertake any commitment or obligation for, in the name of or on behalf of the Society.

7. Confidentiality and Intellectual Property

The Contractor hereby represents and warrants to the Society that it is not party to any written or oral agreement with any third party that would restrict its ability to enter into this Agreement or the Confidentiality and Proprietary Information Agreement or to perform the Contractor’s obligations hereunder and that the Contractor will not, by providing services to the Society, breach any non-disclosure, proprietary rights, non-competition, non-solicitation or other covenant in favour of any third party.

8. Obligations Surviving Termination of this Agreement

All obligations to preserve the Society’s Confidential Information, Intellectual Property and other warranties and representations set forth herein shall survive the termination of this Agreement.

9. Entire Agreement

This Agreement represents the entire agreement between the parties and the provisions of this Agreement shall supersede all prior oral and written commitments, contracts and understandings with respect to the subject matter of this Agreement. This Agreement may be amended only by mutual written agreement of the party.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives, effective as of the day and year first above written.

Lethbridge & District Music & Speech Arts Festival
Society

Signed: _____

Name(Print): _____

Date: _____

Lethbridge & District Music & Speech Arts Festival
Society, 4B, 740 - 4 Avenue S
Lethbridge, AB T1J 0N9
403-381-6512

CONTRACTOR:

Signed: _____

Name:(Print) _____

Date: _____

Address: _____

Phone and Email: _____

GST Number (if applicable): _____

2.6 Policy on the Board Code of Contact

Approval Status⁸
APPROVED

Policy:

In keeping with the Vision, Mission and Guiding Principles of the Lethbridge and District Music and Speech Arts Festival Society, the Board believes its members shall, at all times, conduct themselves in an ethical manner demonstrating integrity and respect for the Board, General Manager, staff and the broader community. Members in good standing shall consistently model these behaviors. The Board expects its Directors to deal with all internal and external entities or individuals, with clients and staff, and with each other, in a manner reflective of good faith, ethics, and straightforward communication.

The Board respects the diverse perspectives of individual members and believes that every Board member should have the opportunity to express his/her personal view on an issue. After full debate, Board decisions shall be made by a vote of the majority, thereby establishing the direction of the Board.

The Board believes that, in order to achieve its mission, its members must function as a collective unit speaking with one voice. The Board believes it can best fulfill its leadership function in the operation and running of the Festival, by operating as a cohesive, team.

Regulations:

1. All procedures relating to the conduct of Board members, General Manager and/or staff must be consistent with the Lethbridge and District Music and Speech Arts Festival Society policies.
2. Board members shall follow established protocols in dealing with staff (attached as an exhibit hereto).
3. The Board reserves the right, with the support of two-thirds of the Board of Directors, to censure a Board member for inappropriate conduct.
4. The Board, by motion of the Board, may expel an elected Director for inappropriate conduct, notice of which shall be issued by the President and accompanied by a statement of reason for expulsion. The Director who is subject to the resolution shall be given the opportunity to be heard by the Executive before the resolution is put to a vote.

The Board delegates to the Executive the authority to develop the procedures necessary to implement this policy.

References:

- 1.1 Policy on Vision and Mission Statements

⁸ Final Approval Date: FEBRUARY 12, 2018

Reviewed Date:

Due for Review Date:

Policy:

The Lethbridge and District Music and Speech Arts Festival Board believes, that from time to time, matters of a confidential nature will arise and that Board members shall be required to honor the privacy and the dignity of those involved or the information involved.

Upon election or appointment to the Board, the Board believes that it is important for each member to sign an oath of confidentiality.

Regulations:

1. Each Board member shall sign two copies of the Oath of Confidentiality (exhibit 1.1). One copy shall be kept on file by the Festival Board and the other shall be given to the Board member.
2. All confidential documents shall be clearly labelled as Confidential and securely filed under the care of the Secretary. In the event any documents reference the Secretary, the documents shall be secured in the President's confidential file.
3. Members shall not communicate either directly or indirectly, information designated confidential to anyone not entitled to receive the same.
4. Members shall abide by their Oath of Confidentiality and keep all confidential matters as such, in perpetuity.
5. In the event of a sensitive or confidential issue (personnel, property or financial), the Board may move *in camera* for the purposes of discussion.

The Board delegates to the Executive the authority to develop the procedures necessary to implement this policy.

References:

2.5 Policy on Code of Conduct

2.8 Policy on Board Meetings, Minutes and Agendas

⁹ Final Approval Date: FEBRUARY 12, 2018

Reviewed Date:

Due for Review Date:

Policy:

The Lethbridge and District Music and Speech Arts Festival Board believes its members should avoid conflict of interest or perceived conflict of interest with respect to fiduciary responsibility. Fiduciary responsibility means holding a position of trust that requires a Board member to act honestly, in good faith, and, at all times, in the best interest of the organization. A Board member must not allow personal interests, or the interests of a third party to conflict with those of the Festival.

The Board believes that the actions of Board members shall be perceived to be in the best interests of the Festival and shall, at no time, be seen to be for personal gain. It is therefore incumbent upon a member to declare any conflict of interest, verbally or in writing, to the Board and be absent prior to any discussion or vote in a matter involving such conflict. Declaration of a conflict of interest is the responsibility of the individual potentially in conflict.

Upon orientation, all Board members shall be advised of the requirement to comply with the Conflict of Interest policy.

Regulations:

1. All procedures relating to Conflict of Interest concerning Board members and/or staff shall be consistent with the policy of the Lethbridge and District Music and Speech Arts Festival.
2. A Board, Committee or staff member, upon declaring a conflict, shall ask that it be noted in the minutes of the meeting and then vacate the meeting room. Once the issue has been concluded, the member shall be invited to return to the meeting and request that the time of their return be noted in the minutes.

The Board delegates to the Executive the authority to develop procedures necessary to implement this policy.

Reference:

2.5 Policy on Board Code of Conduct

2.8 Policy on Board Meetings, Minutes and Agendas

¹⁰ Final Approval Date: FEBRUARY 12, 2018

Reviewed Date:

Due for Review Date:

2.9 Policy On the Role of the Board and Individual Directors

Policy:

The Lethbridge and District Music & Speech Arts Festival Society bylaws set out the establishment of a Board of Directors. Board member appointment and term are specified in the bylaws. The Board has the responsibility of providing governance through policy on governance, finance, programs, personnel and advocacy.

The requirements of Board membership include: commitment to the Vision and Mission of the Society, willingness to serve on committees, attendance at monthly meetings, support of and during the festival, and knowledge and skills in one or more areas of Board governance. As a corporate body, the Board makes decisions collectively in duly constituted meetings. As a policy governing Board, the major functions of the Society Board shall be:

- Festival Planning
- Policy making
- Allocation of Financial Resources (including fundraising)
- Public Relations (engaging volunteers)
- Evaluation
- Advocacy

The Board may delegate some of its powers to Society agents or the Committees of the Board. However, the Board is ultimately responsible and accountable for the Festival and the events surrounding the Festival. Board members hold a position of trust with fiduciary responsibilities in the best interests of the Festival Society. Resignation/removal of Board members is done through formal written notice to the Board.

The Board recognizes that it is the responsibility of the Board to recruit new Board members. To this end, the Board authorizes the establishment of a Board Nominations Committee. This Committee shall be responsible for the cycle of Board Development (Board Self-Evaluation; Recruitment; Orientation; Training; and, Recognition).

Regulations:

1. The Board Nominations Committee shall develop Terms of Reference for approval by the Board.
2. In the event of a Board vacancy, the Nomination Committee shall conduct a Board self-evaluation to determine the skill set required and ensure that nominated candidates can commit to the responsibilities and time commitments.
3. Members newly appointed to the Board shall be oriented to legislated responsibilities and policies, and the operations of the Society.

4. In carrying out its planning function, the Board shall be responsible for establishing strategic and annual goals, which will guide the Board in working toward continuous improvement. The Board shall regularly review its Vision and Mission statements in preparation of its goals. All Board Committees shall have clearly defined Terms of Reference to assist the Board in accomplishing its planning function.
5. The Board shall develop policies which guide action by Board members. Policies shall be applicable to all and provide for flexible approaches of decision making.
6. The Board is responsible for the development and adoption of an annual budget and the allocation of resources which enable the Board to carry out its plans and policies. Several board members will also be responsible for fundraising efforts to off-set the expenses of the Festival.
7. The Board shall be responsible for providing adequate and direct means of keeping the community informed about the Festival and Board work in organizing the Festival and for keeping itself informed about the needs and wishes of the community it serves.
8. The Board shall be responsible for conducting ongoing evaluation of its programs in relation to the goals and objectives set forth by the Board. The General Manager will assist with this by providing comparisons from other Festivals, and attending provincials meetings and conferences, to ensure the Festival aligns with provincial and national standards and legislation.
9. The Board shall also be responsible for regularly reviewing and assessing the impact of Board policy and regulations, and for regularly appraising the performance of the Board itself.
10. The Board shall be responsible for advocacy that sets out the Board's response to matters affecting its relationship to the community. This may increase the Festival (and Society's) profile and credibility around issues arising from its belief statements.
9. Directors acting in good faith shall be indemnified.
10. The Society will maintain its Director and Officer Liability insurance through the Alberta Music Festival Association.

The Board is authorized to develop procedures necessary to implement this policy.

References:

1.1 Policy on Vision and Mission Statements

1.3 Policy on Target Statements

Policy:

The Lethbridge and District Music and Speech Arts Festival (the Festival) believes in the systematic review, retention and destruction of documents received or created by the Festival in connection with the Festival's business. This policy covers all records and documents, regardless of physical form, ensures compliance with regulations for how long certain documents should be kept and how records should be destroyed. All federal and provincial laws and regulations shall be adhered to.

Regulations:

The goals of this policy are to:

1. Retain and formally back-up important documents for safe-keeping, reference and future use;
2. Delete documents that are no longer necessary for the proper functioning of the Festival;
3. Organize important documents for efficient retrieval; and
4. Ensure that the Festival's directors, employees and volunteers understand their obligations in retaining documents, the length of their retention, means of storage, and when and how they should be destroyed.

The Festival's record retention policy is based on a combination of legal requirements, the Festival Board's policies, and the desire to keep records for current, archival and confidential purposes as determined by the Festival.

It is also important to consider the impact of PIPA (Personal Information Protection Act) and FOIPP (Freedom of Information and Protection of Privacy). This Act enforces the appropriate collection of data from donors, stakeholders, employees and volunteers to ensure that only information required for their function is collected.

References:

- 2.6 Policy on Code of Confidentiality
- 2.8 Policy on Board Meetings, Minutes and Agendas

¹¹ Final Approval Date: FEBRUARY 12, 2018

Reviewed Date:

Due for Review Date:

3.0 Operational Policies

3.1 Policy on Financial Management

Approval Status¹²
APPROVED

Policy:

The Lethbridge and District Music and Speech Arts Festival Society was established to operate a cost-recovery, annual music and speech arts festival in Lethbridge.

The Festival Board has oversight responsibility for management of the finances and believes it must exercise proper stewardship of all funds under its care. It also believes it is important to be fiscally responsible and sustainable, and to grow its funds when possible. To assist in this task the Board shall consult with an accountant or other outside experts, so that the Festival Board can responsibly oversee the day-to-day financial management of the Festival, following generally accepted Canadian accounting practice.

Regulations:

1. Accounting Procedures

The festival society uses the accrual basis of accounting, whereby revenue and expenses are identified within specific reporting periods and are recorded as incurred.

1.1 Monthly Reporting

1.1.1. Bank statements will be reviewed on a monthly basis

1.1.2. Bank reconciliation should occur within 30 days of the close of the month

1.2 Recordkeeping

1.2.1 All Financial documents will be stored with the Treasurer during the current fiscal year. Once the accountant has reviewed the information and filed the applicable Tax Returns, these documents will be labelled and stored in the festival office for a minimum period of 7 years.

2. Internal Controls

The festival society has several safeguards in place to ensure that financial transactions are properly authorized, appropriated, executed and recorded.

2.1 Lines of Authority

2.1.1 The Board has the authority to approve fiscal policies which will be reviewed on an annual basis

¹² Final Approval Date: October 9, 2018

Reviewed Date:

Due for Review Date:

2.1.2 Any Board member can request a review and change to a fiscal policy; any such change must have board approval.

2.2 Conflict of Interest as it Relates to Financial Management

2.2.1 All employees and members of the Board of Directors are expected to use good judgment, to adhere to high ethical standards, and to act in such a manner as to avoid any actual or potential conflict of interest.

2.2.2 Before hiring, electing or appointing an employee or Board member, that potential employee or Board member must provide a full and written disclosure of all direct or indirect financial interests that could potentially result in a conflict of interest. This written disclosure will be kept on file and reviewed annually.

2.2.3 Employees and Board members must disclose any interests in any proposed transactions or decisions that may create a conflict of interest. In that case, that person is then not permitted to participate in any details or decisions relating to that transaction.

2.2.4 Should there be a dispute as to whether or not a conflict exists, the Board shall determine the appropriate response by following the regulations set out in Policy 2.4 herein.

2.3 Physical Security

2.3.1 The festival society maintains physical security of its assets to ensure that only those authorized have physical or indirect access to money and securities.

2.3.2 Blank cheques will be stored with the Treasurer.

2.3.3 The required signing authorities is determined by the terms of the bylaws.

3. Financial Planning and Reporting

The organization's yearly financial statements are prepared by a chartered accountant following generally accepted Canadian accounting practice.

3.1 Budget

3.1.1 Annually, the Treasurer, in consultation with the General Manager and other applicable Board members shall develop a budget that

3.1.1.1 Becomes the guideline for spending and does not project a deficit.

3.1.1.2 Reflects the Festival's strategic plan.

3.1.1.3 Contains sufficient information to project reasonably accurate revenue and expenses, separating major capital and operation items, cash flow, subsequent audit trails and disclosure of planning assumptions.

3.1.1.4 Ensures the establishment and/or maintenance of income stabilization.

3.1.2 The budget must be presented to the Board, for input and review, one month prior to the end of the fiscal year. The Board shall approve the budget no later than the first meeting of the new fiscal year. The budget may be revised during the year, only if approved by the Board of Directors.

3.2 Internal Financial Reports

3.2.1 The Treasurer will post all entries and prepare a monthly general ledger, balance sheet, and income statement (showing the year-to-date totals, budget lines and explanations of large variances), as well as a statement of actuals and updated cash flow projections for the Board's approval at each monthly meeting.

3.3 Tax Compliance

3.3.1 The Treasurer, on behalf of the Board, will provide the accounting firm with accurate and complete information so that they can file the required tax documents, including the "Registered Charity Information Return" (T3010).

3.3.2 The Treasurer will file quarterly GST returns.

3.3.3 The Treasurer will file the Annual Provincial Society Return.

3.3.4 The Treasurer will file the monthly payroll taxes on or before the due date.

3.3.5 The Treasurer will file the annual T4 for employees before the 28th day of February each year.

4. Revenue and Accounts Receivable

All invoicing will be done in a timely manner to ensure a healthy cash flow for the organization.

4.1 Deposits will be made in a timely matter (if cash is collected – deposits should be made on a daily basis)

4.2 Charitable tax receipts must be issued to the donor within 30 days of receipt of the funds. The charitable receipts must comply with CRA requirements, and must be signed by either the Treasurer or someone with financial signing authority, as set out in the bylaws.

4.3 Paypal or other secure payment services will be utilized for online registrations and other fees due to the Festival, and should be transferred into the festival's account within a reasonable amount of time; at least once per month.

5. Expense and Accounts Payable

5.1 Payroll

5.1.1 The pay period for the festival is monthly (end of the month)

5.1.2 Salaries and benefits are determined by the Personnel Committee and approved by the Board

- 5.1.3 The Treasurer will calculate the payroll and prepare cheques for signatures by those approved to have financial signing authority in the bylaws
- 5.2 Purchases and Procurement
 - 5.2.1 Any expenditure for a single item over \$300.00 should have competitive bids (two or more) presented to the Board for approval.
 - 5.2.2 In order to transfer funds from the scholarship accounts (at RBC), the scholarship committee must present the proposal to the Board, for approval.
 - 5.2.3 Funds to be transferred to and from the Lethbridge Community Foundation managed account will require Board approval.
- 5.3 Invoice Approval and Processing
 - 5.3.1 The General Manager and/or the Treasurer have the authority to authorize the payment of invoices, as long as the expense falls within the current approved budget. Any expenses that fall or will fall outside of these budgetary limits must have the approval of the Board in advance. Budget line items cannot be rolled over into other expense categories without Board approval.
 - 5.3.2 Invoices and bills can be opened and reviewed by the General Manager and then sent to the Treasurer for review and payment.
 - 5.3.3 Expenses that are greater than \$300 will require Board approval.
 - 5.3.4 Cheques will be issued in a timely matter (to avoid any late payment fees) and require the signature of two approved signatories. This includes all Government obligations including, but not limited to, payroll remittances, and GST filing.
 - 5.3.5 No cheque will be issued without an invoice as the supporting document (under no circumstances should a blank cheque be pre-signed)
 - 5.3.6 Cheques issued to an approved signatory must be signed by 2 other signatories

6. Petty Cash

- 6.1 The General Manager will have a petty cash fund of up to \$50.00 at a time.
- 6.2 Allowable expenditures include most items approved on the annual budget, excluding travel, personal loans, parking tickets or other fines, food, or personnel services (honorariums).
- 6.3 The fund will be kept in a secure place in the festival office. Original receipts must be submitted to corroborate the withdrawn funds. When cash is low, a reconciled spreadsheet with receipts can be submitted to the Treasurer to replenish the fund.

7. Expense Reimbursements

- 7.1 The General Manager and Board of Directors may purchase items or incur expenses on behalf of the Society for expenses directly related to the operation of the Festival and the Festival Office. Prior Board approval should be sought whenever possible. Individuals will be reimbursed for these expenses, with original receipts are submitted to the Treasurer.
- 7.2 Travel expenses will be reimbursed, with Board approval, at the approved annual mileage rate.

6. Asset Management

The Festival society holds and administers two separate investment accounts, with RBC Dominion Securities and the Community Foundation of Lethbridge and Southwestern Alberta. The Society values retaining the principal investment by drawing only on income generated from the principal investment, whenever possible. In addition to managing daily finances, asset management includes:

- 6.1 An annual compilation of financial statements, conducted by a Chartered Professional Accountant.
- 6.2 Acquisition, investment and protection of assets, and
- 6.3 Risk management.

The Board authorizes the establishment of a Scholarship Committee to award and recommend fund disbursement based on criteria approved by the Board.

The Executive Committee is authorized to develop procedures and additional policies necessary to implement this policy.

3.0 Operational Policies

3.2 Policy on General Manager Role and Responsibilities

Approval Status¹³
FIRST READING

¹³ Final Approval Date:
Reviewed Date:
Due for Review Date:

Exhibit 1.1



OATH OF CONFIDENTIALITY FORM

I, _____, will execute to the best of my ability my duties as a member of the Board of Directors of the Lethbridge and District Music and Speech Arts Festival and that I will not disclose or make known any confidential information which comes to my knowledge by reason of my appointment unless;

- I receive due authorization; or
- I am required to do so as part of my legal, fiduciary or ethical obligations as a Director.

I further agree to honor this Oath of Confidentiality, in perpetuity, beyond the term of my appointment with Lethbridge and District Music and Speech Arts Festival Board of Directors.

X

Signature of Board Member

Date

Date

X

Signature of Board President