

# Foothills Philharmonic Society

## POLICIES

- These policies supplement the approved Bylaws of the Foothills Philharmonic Society (FPS).
- Policies are approved from time to time by the Board of the FPS (the Board) during a regular Board Meeting, by a simple majority of the Board.
- In the event that a policy is deemed to contradict a bylaw, the policy is invalid.

### 1. Society Membership

#### FOOTHILLS PHILHARMONIC SOCIETY ANNUAL MEMBERSHIP TYPES and FEES

Membership Type	Annual Fee
Ordinary Members	\$20 / person

#### Membership fee purpose

- Annual Membership Fee is established to cover general FPS operating costs including:
  - General admin costs and fees, including preparation and audit of accounts
  - Rent costs of space in which to hold General Meetings
  - Advertising and Marketing for the benefit of the FPS as a whole
  - Technology needs and subscriptions of the FPS as a whole
  - Association and library subscriptions for the benefit of the FPS
  - Liability Insurance

#### Membership benefits

- Ordinary Member
  - May attend and cast a single vote at General Meetings
  - Have the right to join any of the performing groups subject to other qualifying factors
  - Have access to private Facebook group and other internal social media sites
  - Receive a periodic Newsletter
  - Receive advance notification of events schedule
  - Receive discounts at stores as negotiated from time to time

## **2. Society Funding**

### **Society Funding**

The FPS and its performing groups will act as a single body from a funding perspective. All funds will be managed by the Board for the benefit of the FPS as a whole. Funding will be derived from FPS Membership Fees, Performing Group Registration Fees, profits from Public Performances, Sponsorships, Donations, Grants, and Fundraising activities approved by the Board.

### **Fund Allocation**

The Board will allocate funds between performing groups as it sees fit to ensure that shortfalls in one group can be covered from other sources, including the profits from concerts staged by other groups. In allocating funds, the Board will take into consideration:

- Overall development aims of the FPS
- Sustainability of the FPS
- Sustainability of the individual performing groups
- Contribution to the community

### **Community Contributions**

- Until the FPS becomes a registered charity in its own right, the FPS will make contributions to up to 2 charities or registered non-profit societies each year, as agreed by the Board. The Board will prioritize local community organizations in the Foothills area, and Arts organizations.

### **Ensembles**

- Will develop annual budgets with a view to being self-sustaining
- Will present a budget for approval by the FPS Board at the regularly scheduled Board meeting held in June of each year
- Will propose the sub-group registration fee, for approval by the Board as part of the FPS's budget process
- May request support or start-up funding from FPS for special projects or needs
- Will collect FPS Membership fees as part of their subscription where the individual(s) is not already a member

## **3. General Policies**

- The FPS's AGM to be held before October 31<sup>st</sup> each year, unless delayed due to unavoidable and unforeseen circumstances, and approved by the Board.
- FPS Membership Fee is Non-Refundable.
- FPS Membership Fee is not discountable, and may not be waived.
- FPS Membership is available to individual members of the public.
- FPS Membership is not valid until the FPS Membership Fee has been received in full.
- FPS Membership is valid until the end of the fiscal year in which it is paid unless this is a new Member joining the FPS within 3 months of the end of the current fiscal year, in which case their membership will be valid through the next fiscal year.

- FPS Members must be registered members for at least two weeks before becoming eligible to vote at General Meetings. This is to ensure that notifications of General Meetings can be sent to members with the appropriate notice.
- FPS Members are entitled to all benefits of a member of the FPS.
- A registered and paid-up Member may be elected as a member of the Board of the FPS.
- Any organization or individual may be Sponsors, Donors, or Partners unless the Board excludes that organization or individual. In this event the Board is not required to provide a reason for the exclusion.

#### **4. Board Financial Policies**

As set out in the bylaws of the FPS, the Fiscal Year runs from 1<sup>st</sup> August to 31<sup>st</sup> July of following year.

##### ***a) Unbudgeted expenditure***

An ensemble may not commit to any expenditure that is not included in its approved budget without the prior approval of the FPS Board.

##### ***b) High value expenditures***

Any expense, even if included in the ensembles approved budget, of \$500 or more must be approved by the FPS Board prior to the expenditure being confirmed.

##### ***c) Performing Group Music Director's Discretion***

The Musical Director of each performing group has the discretion to reduce or waive the ensemble fees of any member or potential member who is experiencing financial difficulty. This discretion is subject to the following restrictions:

- The total amount of waived fees is no more than 10% of the total collectable ensemble fees from currently registered ensemble members.
- All waived fees must be approved by 3 members of the ensemble's subcommittee: the Musical Director, Treasurer, and one other subcommittee member.
- After approval, the decision must be reported to the Society Treasurer.
- In the event that the Director wishes to waive or reduce ensemble fees to a greater number of members the Musical Director must seek FPS Board approval in advance.

##### ***d) Event Director's Discretion***

Event Directors shall have a budget agreed with the Board to cover incidental expenses associated with producing a concert. Within the total of the budget the Event Director has discretion to spend the money for event related expenses without further approval. The agreed budget is \$200. The same concert in different locations on successive or nearly successive dates is to be treated as a single concert for the purposes of this discretionary budget.

##### ***e) Payment to Guest Performers***

Where no fee is agreed in advance the Foothills Philharmonic Society will pay an honorarium to outside groups or individuals invited to perform as guests at FPS group events.

##### ***f) Authorization to Purchase***

The Treasurer will compile a list of members authorized to make purchases with a value of greater than \$100 on behalf of the Society.

**g) *Notification of Purchase***

When making a purchase on the Society's behalf the purchaser must notify the Treasurer of the details of the order, including date, value, and purpose as soon as the purchase order is place. This applies to all orders over \$100 regardless of method of purchase.

**h) *Invoice Receipt***

Upon receipt of an invoice, the purchaser is to sign the invoice to indicate that the goods or services shown on the invoice have been received to the agreed quality and quantity. The approved invoice is to be passed to the Treasurer for payment without unnecessary delay.

## **5. Leader and Support Roles within the Ensembles**

**a) *Section Admins and Principals (Chorus)***

The Chorus Musical Director will appoint Section Admins and Section Principals from the members in good standing in the Chorus.

- Section Admin will provide administrative support to the Chorus Musical Director acting as a first point of contact between the Chorus Musical Director and the members of the section, and will track rehearsal attendance.
- Section Principals will provide musical support to the section on behalf of the Chorus Musical Director, capturing rehearsal notes that are relevant to their assigned section and acting as the first point of contact for section members with musical questions.

**b) *Section Principals (Orchestra)***

The Orchestra Musical Director will appoint Section Principals from the members in good standing in the Orchestra.

- Section Principals will provide musical support to the section on behalf of the Orchestra Musical Director, capturing rehearsal notes that are relevant to their assigned section. In addition, the Section Principal will provide administrative support to the Orchestra Musical Director acting as a point of contact for questions between the Orchestra Musical Director and the members of the section, and will track rehearsal attendance.

## **6. Auditions and Solo Opportunities**

**a) *Membership Audition or Assessment***

The performing group Musical Director may hold auditions or assessments before a new member joins any of the performing groups. Members may be re-assessed as part of a periodic overall reassessment of all members or on an individual basis if the Music Director feels that the member is not developing or performing at the required level.

**b) *Solo Opportunities***

In the event that repertoire selected includes solo, duet, or small ensemble passages FPS will ensure that the opportunity to perform these is first made available to registered members of the respective ensemble. In addition, at the discretion of the ensemble's Musical Director, the solo opportunities can be made available to all currently registered members of the Society.

Auditions will be held among the members to select the appropriate performer(s). In the event that the audition panel does not select any of the members auditioning the Musical Director may invite a member who has not auditioned to take the role. If this process is unsuccessful, and with the agreement of the Board, the Musical Director may invite a non-member of the FPS to take the role.

**c) *Performance Audition Scheduling***

Auditions will be scheduled to take place within the first four weeks of the season. Members will be provided no less than 4-weeks' notice of the audition date and requirements.

**d) *Performance Audition Panel Composition***

- The Audition Panel will consist of:
  - Musical Director of ensemble holding auditions, ***and***
  - At least 1 Main Board Member ***and***
  - At least 1 Ensemble Sub-Committee Member, ***and***
  - At least 1 ordinary member in good standing of the Foothills Philharmonic Society
- There must be an odd number of voting members on the Audition Panel.
- No member auditioning may be a member of the Audition Panel.
- No member with a family member auditioning may be a member of the Audition Panel.

## **7. Policies for Members**

### ***a) Late Payment of Fees***

Members are requested to pay any membership, subscription, or other fees within 3 weeks of registration for the season. Failure to pay dues after 2 reminders from the Treasurer may result in the member being excluded from rehearsals and concerts for the season.

### ***b) Late Registration***

Registration for ensembles shall close 4 weeks after the beginning of the season. Members are unable to join after this time, except at the discretion of the Musical Director and 2 other ensemble subcommittee members.

### ***c) Returned Cheques***

In the event that a cheque is returned as NSF the Board reserves the right to request the member covers any associated bank charges.

### ***d) Refund of Ensemble Fees***

A member who withdraws from an ensemble within three weeks of the start of the season will be eligible for a refund of ensemble fees if the member submits a request to the ensemble treasurer.

### ***e) Absence from Rehearsals***

Members are expected to attend all rehearsals as published on the rehearsal schedule issued at the beginning of the season. In the event that attendance at a rehearsal is not possible the member should notify the relevant contact as soon as possible before the rehearsal from which he/she will be absent. The Musical Director has the absolute discretion to exclude the member from public performances if he/she considers that too many rehearsals have been missed and those absences compromise the overall performance of the group.

### ***f) Minor Members***

The Foothills Philharmonic Society is an adult Society. Individuals under the age of 18 years who have the necessary musical skills and knowledge are welcome to join at the discretion of the relevant Musical Director, and will be regarded and treated as adults.

### ***g) Behaviour towards other members***

The Foothills Philharmonic Society provides a non-threatening, bullying-free environment for members to develop their musical skills and knowledge, and experience the joy of performing music. All members are expected to treat every other member with respect. Any Member whose behaviour does not meet the standards set by the Board may, after a warning in writing from the President, be stripped of their membership without refund.

### ***h) Members with Disabilities***

The Foothills Philharmonic Society aims to be an inclusive organization that provides opportunities to community members regardless of disability. The Board will make reasonable efforts to accommodate the needs of members with disabilities, and members with disabilities should discuss their needs with their Section Lead and their Musical Director. It may not be possible to accommodate all the needs of all members.

***i) Concert Dress***

Members are required to wear the agreed concert dress for public performances. A description of Concert Dress will be provided to members by the Event Director at least 2 weeks before the performance. Members who attend incorrectly dressed may be excluded from the performance at the discretion of the Event Director or the Musical Director.

***j) Communication Methods***

Foothills Philharmonic Society communicates with members through email. Information about rehearsal schedules, concert reminders, notices of General Meetings, and other administrative matters will be emailed to members using email addresses provided during the registration process. Members are responsible for ensuring that the email address they provide is accurate and that their mailbox is checked.

***k) Responsible use of Social Media***

Members are reminded that they represent the FPS as a whole, and posting made to FPS Social Media sites should be appropriate. In the event that the Board considers a posting inappropriate it will be removed by the FPS site administrator and the member notified.

***l) Safety***

The safety of members, volunteers, and audience members is a priority for the FPS. In the event that a safety concern is identified, it must immediately be brought to the attention of the Event Director or other Board Member as available.

***m) Privacy***

FPS will take all reasonable steps to protect the personal information of members. Any members who have concerns about the use or security of their personal information should bring this to the attention of the President. A formal Privacy Policy has been developed, copies of which are available to members on request.

***n) Image Rights***

Members will be asked to provide permission for the use of their image for purposes of promoting FPS as part of the membership registration form. Permission will specifically be in relation to private events such as FPS social events, rehearsals, and workshops. The FPS may use photographs or videos taken during public events such as concerts or public workshops without explicit permission from members.

***o) Board Meeting Attendance***

Paid-up FPS Members may attend FPS Board Meetings as an observer upon request. The request must be made to the Secretary at least 14 days prior to the scheduled date of the Board Meeting. FPS Members may be invited by the Board to attend a Board Meeting for the purpose of making a presentation or proposal to the Board. The member may participate in discussions but does not have a vote at the Board Meeting.

## **8. Board and Committee Policies**

### **a) Board Meeting Minutes**

Approved FPS Board Meeting Minutes will be made available to FPS Members upon request for their review.

### **b) Voting using Slack**

In the event that the FPS Board must make a decision outside of a regularly scheduled Board Meeting, a motion may be proposed and seconded through Slack, and voted on by other voting Board Members. The vote will remain open for 7 days, and will be passed by a simple majority with a quorum being 3 officers and 3 other directors

### **c) Ethical Behaviour**

Members of the Board will be bound by the following documents:

- Code of Ethics for Board Members (*see Appendix I*)

Members of the Board and of Sub-Committees of the Board, will be bound by the following document:

- Conflict of Interest Policy (*see Appendix II*)
- Code of Conduct for Sub-Committee Members (*see Appendix III*)



## Appendix I

# Code of Ethics for Board Members

**Goal:** To establish a set of principles and practices for the Foothills Philharmonic Society (FPS) Board of Directors that will set parameters and provide guidance and direction for Board conduct and decision-making.

**Code:** Members of the Board of Directors of the Foothills Philharmonic Society are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities as members of the Board of the Foothills Philharmonic Society. Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

### Accountability

- Faithfully abide by the bylaws and policies of FPS.
- Exercise reasonable care, good faith and due diligence in FPS affairs.
- Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
- Fully disclose, at the earliest opportunity, information of fact that would have significance in Board decision-making.
- Remain accountable for prudent fiscal management to FPS members, and the Board, and where applicable, to government and funding bodies.

### Professional Excellence

- Maintain a professional level of courtesy, respect, and objectivity in all Foothills Philharmonic Society activities.
- Strive to uphold those practices and assist other Foothills Philharmonic Society members of the Board in upholding the highest standards of conduct.

### Personal Gain (Conflict of Interest)

- Exercise the powers invested for the good of all members of FPS rather than for his or her personal benefit or that of any organization they represent as guided by the Conflict of Interest Policy of the FPS.

### Equal Opportunity

- Ensure the right of all FPS members to appropriate and effective services without discrimination on the basis of FPS volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

**Confidential Information**

- Respect the confidentiality of sensitive information known due to Board service.

**Collaboration and Cooperation**

- Respect the diversity of opinions as expressed or acted upon by the Foothills Philharmonic Society Board, committees and membership, and formally register dissent as appropriate.
- Promote collaboration, cooperation, and partnership among association members.

## Appendix II

# Conflict of Interest Policy

### 1 Purpose

All Directors have a duty to ensure that the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. It is important that all Directors and Officers understand their obligations when a conflict of interest or potential conflict of interest arises.

### 2 Application

This policy applies to all Directors and Officers, including ex-officio Directors, and all non-Board members of sub-committees.

"Officers" means Officers appointed by the Board including the President, the Vice-President, Secretary, Treasurer and others who perform functions for the FPS similar to those normally performed by such Officers.

"Director" means all Directors and Officers, including ex-officio Directors, all non-Board members of sub-committees, and ensemble Musical Directors.

### 3 Policy

Officers and Directors shall avoid situations in which they may be in a position of conflict of interest or perceived conflict of interest. The process set out in this policy shall be followed when a conflict or potential conflict arises.

### 4 Description of Conflict of Interest

A conflict of interest arises in any situation where a Director's duty to act solely in the best interests of the FPS and to adhere to the Director's fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also includes circumstances where the Director's duties to the FPS are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to the FPS.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

#### a. Transacting with the FPS

When a Director transacts with the FPS directly or indirectly. When a Director has a material, direct or indirect, interest in a transaction or contract with the FPS.

#### b. Interest of a Relative

When the FPS conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Director is a principal, officer or representative.

### **c. Gifts**

When a Director or a member of the Director's household or any other person or entity designated by the Director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the FPS may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

### **d. Acting for an Improper Purpose**

When Directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of the FPS. Directors who are nominees of a particular group must act in the best interest of the FPS even if this conflicts with the interests of the nominating party.

### **e. Appropriation of FPS Opportunity**

When a Director diverts to the Director's own use, an opportunity or advantage that belongs to the FPS.

### **f. Duty to Disclose Information of Value to the FPS**

When Directors fail to disclose information that is relevant to a vital aspect of FPS affairs.

### **g. Serving on the Board of Other Organizations**

A Director may be in a position where there is a conflict of "duty and duty". This may arise where the Director serves as a Director of two organizations that are competing or transacting with one another. It may also arise where a Director has an association or relationship with another entity. For example, if two organizations are both seeking to take advantage of the same opportunity. A Director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director cannot act to advance any interests other than those of the FPS.

## **5 Disclosure of Conflicts**

A Director, Officer or sub-committee member who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the President or Vice-President of the Board. Where the President has a conflict, notice shall be given to the Vice-President. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter. Where (i) a Director is not present at a meeting where a matter in which the Director has a conflict is first discussed and/or voted upon, or (ii) a conflict arises for a Director after a matter has been discussed but not yet voted upon by the Board, or (iii) a Director becomes conflicted after a matter has been approved, the Director shall make the declaration of the conflict to the President or Vice-President as soon as possible and at the next meeting of the Board. If an Officer becomes interested in a contract or transaction after it is made or entered into, the disclosure shall be made as soon as possible after the Officer becomes so interested. A Director or Officer may make a general declaration of the Director's relationships and interests in entities or persons that give rise to conflicts.

## **6 Abstain from Discussions**

The Director or Officer who has declared a conflict shall not be present during the discussion or vote in respect of the matter in which the Director or Officer has a conflict and shall not attempt in any way to influence the voting.

## **7 Process for Resolution of Conflicts and Addressing Breaches of Duty**

A Director may be referred to the process outlined below in any of the following circumstances:

### **1. Circumstances for Referral**

Where any Director believes that a Director:

- a. Has breached the Director's duties to the FPS;
- b. Is in a position where there is a potential breach of duty to the FPS;
- c. Is in a situation of actual or potential conflict of interest;
- d. Has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the FPS.

### **2. Process for Resolution**

The matter shall be referred to the following process:

- a. Refer matter to President or where the issue may involve the President, to the Vice-President.
- b. President (or Vice-President as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to either the Executive Committee or to an ad hoc sub-committee of the Board established by the President (or Vice-President, as the case may be) which sub-committee shall report to the Board.
- c. If the President or Vice-President elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the President (or Vice-President as the case may be), the Director referring the matter and the Director involved then the President or Vice-President shall refer the matter to the process in (b) (ii) above.
- d. A decision of the Board by majority resolution shall be determinative of the matter. It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the bylaws and applicable legislation.

## **8 Perceived Conflicts**

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the bylaws or policies of the FPS. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the FPS notwithstanding that there has been compliance with the bylaws and policies. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to the FPS even where no conflict exists or breach has occurred and it may be in the best interests of the FPS that the Director be asked to resign.

**9 Amendment**

This policy may be amended by the Board.

## Appendix III

# Sub-Committee Member's Code of Conduct

The Board of Directors is committed to teamwork and effective decision-making. Towards this sub-committee members will:

- Endeavour to represent the broader interests of members and/or stakeholders.
- Seek to balance their contribution as both an advisor and learner.
- Be honest with others and true to themselves.
- Refrain from trying to influence other sub-committee members outside of Board or sub-committee meetings that might have the effect of creating factions and limiting free and open discussion.
- Be willing to be a dissenting voice, endeavor to build on other director's ideas, offer alternative points of view as options to be considered and invite others to do so too.
- On important issues, be balanced in one's effort to understand other sub-committee members and to make oneself understood.
- Once a sub-committee decision is made, support the decision even if one's own view is a minority one.
- Not disclose or discuss differences of opinion on the Board with those who are not on the Board or sub-committee. The Board and sub-committees should communicate externally with "one voice".
- Respect the confidentiality of information on sensitive issues, especially in personnel matters.
- Be an advocate for the FPS and its mission wherever and whenever the opportunity arises in their own personal and professional networks.
- Disclose any involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest.
- Refrain from giving direction, other than as directed by the Board, to any member of staff.
- Refrain from investigating or discussing the performance of directors with staff members or stakeholders without Board authorization