



Girl Guides of Canada

2025 Board of Directors
Recruitment Package



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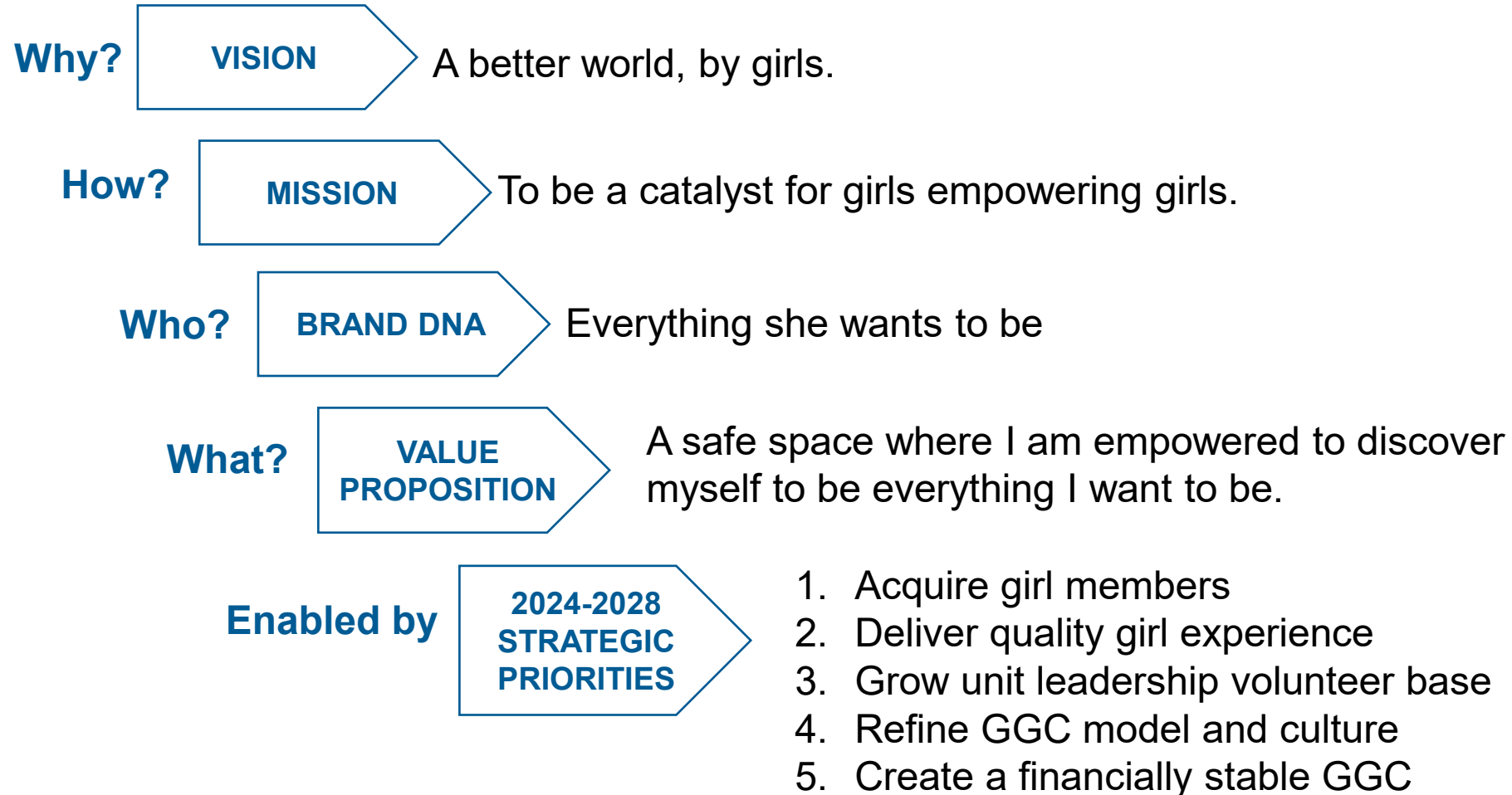
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GGC
Foundations



Foundation - Overview



Value proposition



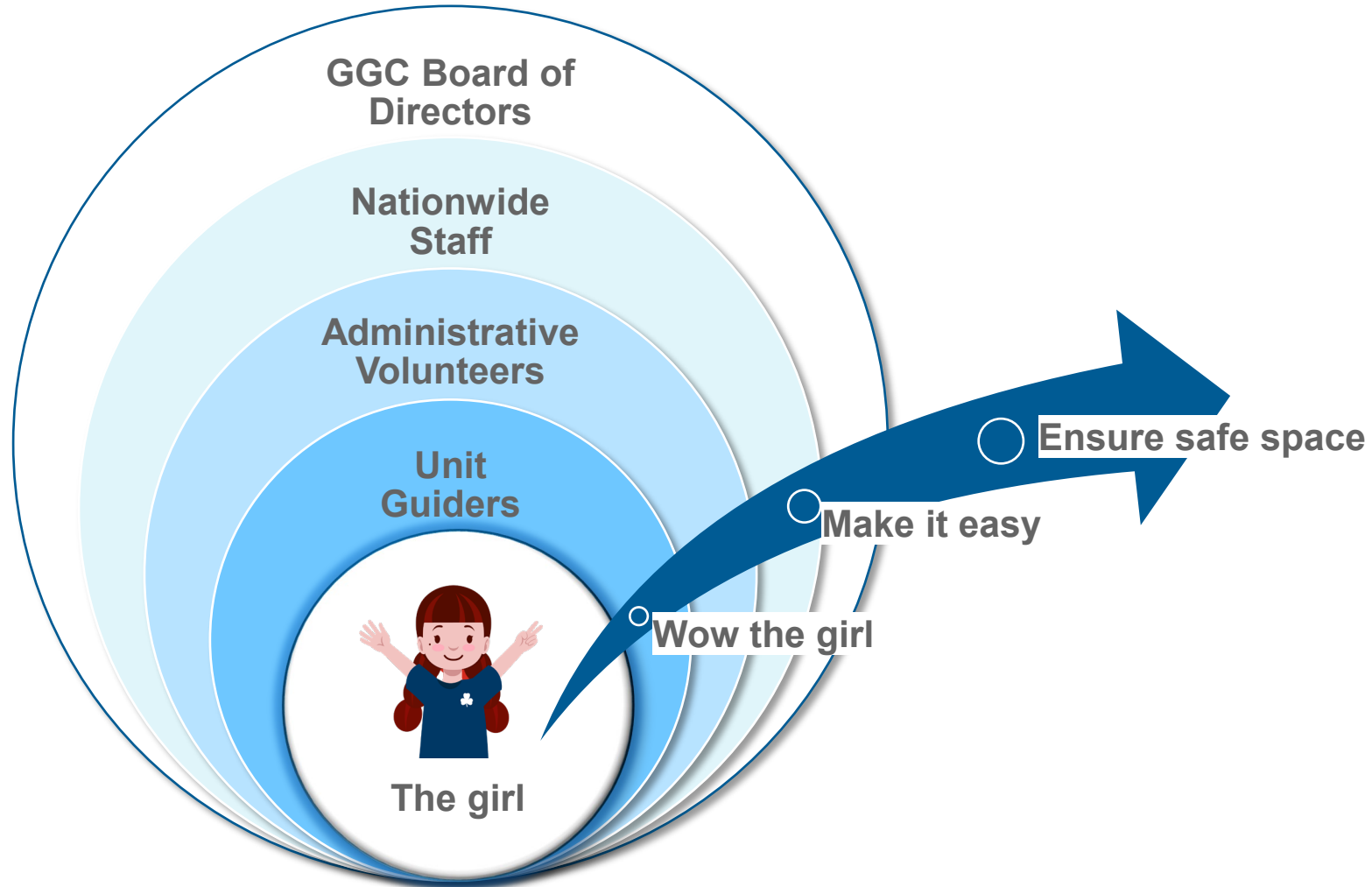
The value proposition is a clear statement of the value girls get from being a GGC member. It defines the key attributes of

- Who I am (identity)
- How I feel (emotional response)
- What I get (benefits)



Girl at the centre

- Place the girl at the center of everything we do and our decision-making



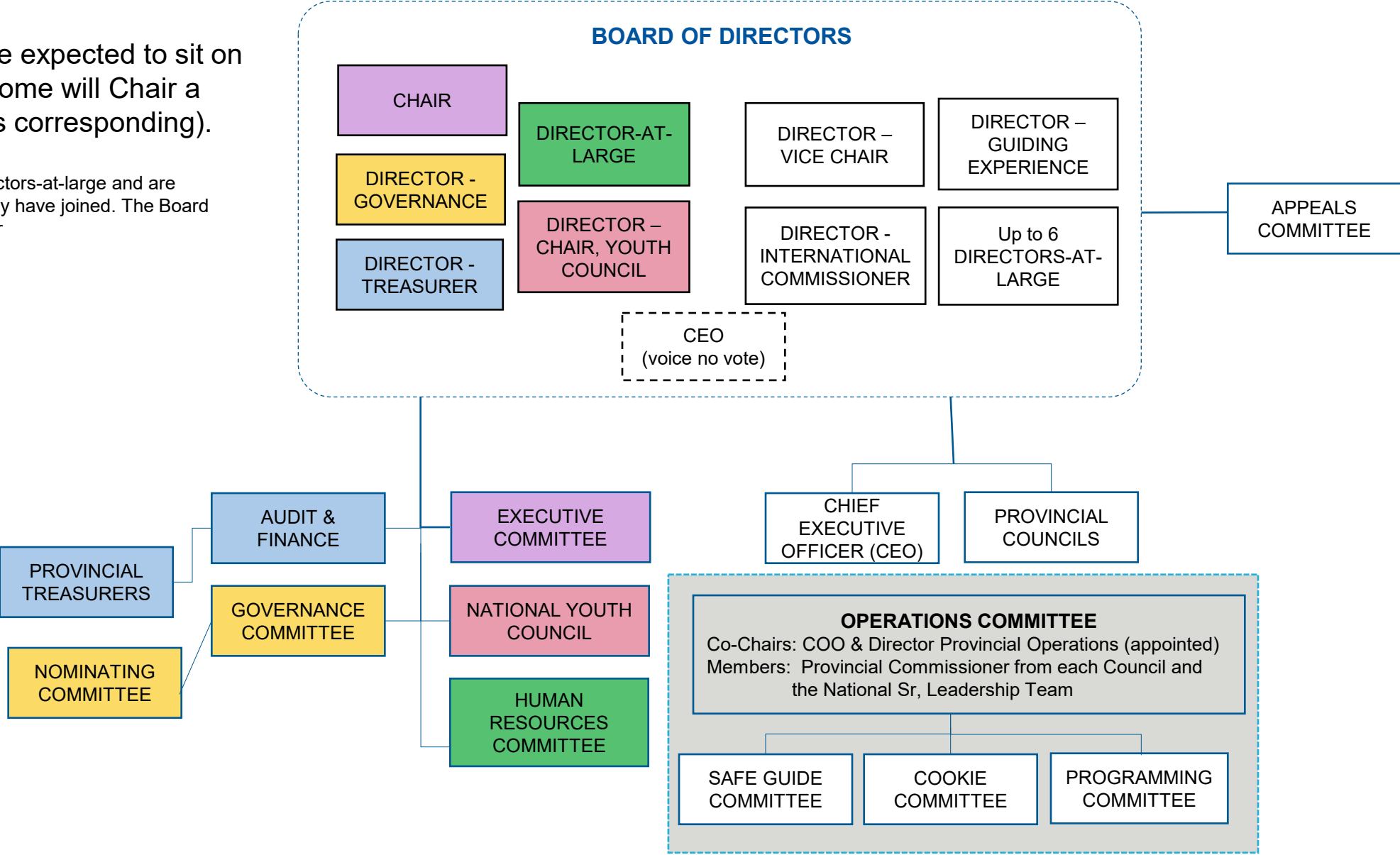
GGC structure



GGC Governing Structure

Board Directors are expected to sit on a committee and some will Chair a committee (colours corresponding).

***Note:** Directors join as Directors-at-large and are appointed portfolios once they have joined. The Board elects a Chair and Vice Chair



Board Committee Descriptions

- **Appeals Committee:** responsible for considering any appeal from a Member.
- **Audit and Finance Committee:** reports to the Board on whether legislative reporting requirements are being met and whether the recording of assets and liabilities is accurate and in accordance with generally accepted accounting principles and practices.
- **Governance Committee:** provides support and recommendations to the Board in area of Bylaws and governance policy. It provides oversight to the Nominating Committee including the Board election process.
- **Human Resources Committee:** provides oversight of strategic human resource management by advising and providing recommendations of human resource strategies, policies, and organizational culture within GGC.
- **Nominating Committee:** makes an annual call for applications to the Board of Directors and will undertake the recruitment process to identify candidates. These candidates will be presented to the voting membership for election at the Annual General Meeting.



2024-2028 Strategic Plan

At Girl Guides we are constantly looking for new ways to grow our membership and build a strong foundation on which we can continue to create a better world, by girls and create spaces for girls just to be themselves.

GGC's **2024-2028 Strategic Plan** provides a path forward to rebuild and reactivate the best of what Girl Guides offers girls and women across Canada focusing on **5 goals**:



Logistics and key dates



Key recruitment dates

Applications close

March 31 at 11:59 p.m. ET

Interviews

Friday, April 25, 2025 or Saturday, April 26, 2025.

Annual General Meeting and Board elections

June 4, 2025



Term changes in 2025

- GGC's Annual General Meeting (AGM) have typically been held in May or June. Board Directors elected at the AGM have begun their 3-year term in June and ended June three years later.
- GGC has recently changed its fiscal year to align with the Guiding year (September – August), rather than the calendar year. To ensure timely financial information is available to its members and align with the new fiscal, GGC is moving its AGM to February starting in 2026.
- 2025 is the final year that the AGM and Board elections will happen in June. Going forward Board Directors' terms will align with the February AGM schedule. Since GGC's bylaws allow Board Directors to hold their role for up to 3 years, Board Directors elected in June 2025 will finish their terms at the AGM in February 2028. This will be a slightly shortened term. Terms are renewable for up to three years following the first three-year term, based on performance, interest and needs of the organization.



2025 Board meetings (tentative schedule)

Board meetings are held regularly, with travel to Toronto required for June and October meetings.

Date	Time	Location
June 13-14, 2025	All day	Toronto (location TBD) – travel required
October 24-25, 2025	All day	Toronto (location TBD) – travel required
December 12, 2025	9 AM – 4 PM ET	Virtual – Microsoft Teams
2 potential additional meetings	TBD	Virtual – Microsoft Teams

Please note that meeting dates and times are subject to change.



EXPECTATIONS OF BOARD DIRECTORS

Governance Policy (3.2)

Published Date: June 8, 2020

Revision Date:

Review Date: June 1, 2025

PURPOSE

To articulate the expectations of members of the Board Directors of Girl Guides of Canada (GGC).

MANDATE & RESPONSIBILITIES

Immediately After Election:

Each Board Director will:

1. become a member of GGC;
2. sign and follow GGC's Conflict of Interest Protocol, Code of Conduct, and Pledge of Confidentiality;
3. provide consent for GGC, or its agent, to conduct a police records search; and
4. disclose any civil, criminal, bankruptcy or unfair trade claims, actions or disputes against them, past or present, whether personal or as principal of a business.

In the event there is a change in circumstances during a Board Director's term that was not previously reported on their Conflict of Interest Declaration form, the Board Director shall disclose the information immediately to the Chair of the Board of Directors or such other person as may be designated by the Board of Directors.

Ongoing Commitments:

Each Board Director will:

1. work positively, co-operatively, and respectfully with others;
2. comply with all laws and regulations related to serving on the Board of Directors and fulfil the fiduciary duties and standards of care imposed upon Board Directors of a not-for-profit Board of Directors at law including, but not limited to, acting in the best interests of GGC in any matter brought before the Board of Directors;
3. comply with the GGC Act of Incorporation, By-laws and Governance Policies;
4. use their expertise to further the Vision, Mission and Value Proposition of GGC;
5. declare any actual or perceived conflict of interest, in accordance with *Governance Policy 2.1 Conflict of Interest*;
6. abide by the Code of Conduct, in accordance with *Governance Policy 2.2 Code of Conduct*;
7. maintain in strict confidence all GGC information in accordance with *Governance Policy 2.3 Confidentiality*, especially with respect to imparting confidential information to other similar organizations;
8. understand GGC's Strategic Plan, Risk Register, structure, program and publications;
9. actively participate in the GGC community;
10. promote and support fund development initiatives including personal and network support at a level that is comfortable;
11. attend all sessions of the National Annual General Meeting;
12. chair or serve as a member of committees and taskforces of the Board of Directors if requested;
13. review all materials in advance of Board of Directors and committee meetings, attend and actively participate in an informed manner, and fulfill the responsibilities of general voting members of GGC;
14. participate in assessments of the Board of Directors, Board Committees, and individual Board Director peer and self-assessments;
15. support the decisions and policies of the Board of Directors in discussions outside the Board of Directors; and
16. represent GGC at events or in meetings with external and internal stakeholders.

EXPECTATIONS OF BOARD DIRECTORS

Governance Policy (3.2)

COMMITMENT

GIVE:

Give generously in time and money to GGC regularly.

LEARN:

Acquire and maintain a sufficient understanding of the activities of GGC and the not-for-profit sector to enable GGC to fulfill its purpose.

SHARE:

Actively support, promote and represent GGC externally.

STEWARD:

Protect GGC through the good governance of GGC's Act of Incorporation, By-laws and Foundation Statements and by electing the Board of Directors.

REFERENCE

GP 2.1 Conflict of Interest

GP 2.2 Code of Conduct

GP 2.3 Confidentiality

GP 3.3 Legal Obligations of Board Directors

LEGAL OBLIGATIONS

Governance Policy (3.3)

Published Date: June 8, 2020

Revision Date:

Review Date: June 1, 2025

PURPOSE

To state the legal duties, obligations and risks of the Board Directors of Girl Guides of Canada (GGC).

MANDATE & RESPONSIBILITIES

Board Directors of GGC assume a degree of personal liability and risk. This risk is mitigated by Board Directors adhering to the legal duties listed below, ensuring GGC is run by capable management, following the Act of Incorporation, By-laws and Governance Policies and GGC holding Directors & Officers Liability Insurance.

Legal Obligations & Duties:

Board Directors are expected to have knowledge of and abide by the legal obligations of not-for-profit Board Directors in Canada including but not limited to:

- 1. Duty of Loyalty:** Board Directors must conduct themselves honestly and in good faith with a view to the best interests of GGC. Board Directors must be loyal to the interests of GGC, superseding any conflicting loyalty such as that to family, advocacy or interest groups, other boards or employment. Board Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or conduct of private business or personal services between any Board Director and GGC.
- 2. Duty of Confidentiality:** Board Directors must respect the confidentiality of matters brought before the Board of Directors or before any committee of the Board of Directors including the details and dynamics of the discussion of the Board of Directors.
- 3. Duty of Care:** Board Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, treating the assets of GGC in the same manner as they would their own.
- 4. Conflict of Interest:** Board Directors shall comply with the conflict of interest provisions as set out in *Governance Policy 2.1. Conflict of Interest*. Board Directors must disclose the nature and extent of the Board Director's interest in a contract or transaction or in a proposed contract or transaction with GGC. If a conflict of interest exists, a Board Director must refrain from voting on the resolution and participating in any discussions regarding the matter. No individual Board Director should receive any compensation, gifts or personal benefit from their position on the Board of Directors, outside of that which is allowed by law.

REFERENCES

GP 2.1 Conflict of Interest

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Governance Policy (3.4)

Published Date: June 8, 2020

Revision Date:

Review Date: June 1, 2025

PURPOSE

To articulate the responsibilities of the Board of Directors of Girl Guides of Canada (GGC).

RESPONSIBILITIES

The Board of Directors of GGC acts collectively and fulfills its responsibilities as a group.

In addition to the responsibilities articulated in the Act of Incorporation, By-laws and other Governance Policies, the Board of Directors fulfills the following responsibilities:

1. **Governance:**
 - a. establishing systems of governance;
 - b. ensuring GGC maintains legally compliant minutes and books of records;
 - c. establishing and overseeing an appropriate and transparent process for the selection of the Board Directors;
 - d. establishing Committees of the Board of Directors as required by By-law 5.2;
 - e. annually reviewing and approving the composition of Committees of the Board of Directors, their work plans and reports; and
 - f. reviewing the By-laws and Governance Policies of GGC every five years.
2. **Financial Oversight:**
 - a. annually approving the budgets of GGC (national and provincial) and monitoring deviations from approved budgets;
 - b. approving any matters in excess of the levels of authority delegated to the Chief Executive Officer (CEO) including:
 - i. contracts and obligations above \$300,000;
 - c. approving the purchase and sale of property;
 - d. approving the acquisition, establishment, disposal, cessation or change to any significant business of GGC;
 - e. approving any investing or borrowing of funds and ensuring management has complied with appropriate financial and investment policies and any other legal requirements; and
 - f. recommending at the National Annual General Meeting, receipt of the audited Financial Statements, appointment of the external auditors and authorization to set the auditor's remuneration.
3. **Risk Management:**
 - a. ensuring the proper processes are in place to protect the long-term sustainability of GGC;
 - b. establishing the risk appetite and monitoring risk management to ensure risk stays within the range set by the Board of Directors;
 - c. identifying governance risks; and
 - d. ensuring that GGC has a Risk Management Plan in place for operational risks.
4. **Strategic Planning:**
 - a. reviewing the Vision, Mission and Value Proposition of GGC;
 - b. setting the strategic direction of GGC by approving the Strategic Plan creation process, duration, Goals and Targets; and
 - c. ensuring National & Provincial budgets align with the strategic direction of GGC.
5. **Monitoring Organizational Performance:**
 - a. ensuring GGC complies with the laws of Canada, its Act of Incorporation, By-laws and Governance Policies;
 - b. monitoring operational performance against the Goals of the Strategic Plan;
 - c. approving any significant changes to the organizational structure of GGC; and
 - d. properly assessing recommendations and proposals from the CEO.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Governance Policy (3.4)

6. **Oversight of the Chief Executive Officer (CEO):**
 - a. recruiting and removing the CEO;
 - b. determining the terms of employment including remuneration of the CEO;
 - c. approving the CEO's goals annually,
 - d. evaluating performance against those goals and setting compensation for the CEO; and
 - e. establishing a CEO succession plan.

7. **Board and Director Development and Evaluation:**
 - a. ensuring an appropriate recruitment strategy, orientation and development plan for Board Directors; and
 - b. reviewing and assessing the performance of the Board of Directors and individual Board Directors on an annual basis.

8. **Fund Development:**
 - a. ensuring the Board of Directors understands and contributes to the fund development goals of GGC.

9. **External Relationships:**
 - a. endorsing any public statements which reflect significant issues of GGC; and
 - b. while the CEO acts as the prime external 'face' and spokesperson of GGC, playing an external role where required.

10. **Crisis Management:**
 - a. ensuring that management has a Crisis Management Plan for threats and dangers that are reasonably foreseeable and potentially threaten the safety of volunteers and employees or the disruption of GGC's work.

REFERENCE

GP 1.1 Governance Policies
GP 1.2 Foundation Statements
GP 1.3 Inclusion & Diversity
GP 1.4 Accessibility
GP 2.1 Conflict of Interest
GP 2.2 Code of Conduct
GP 2.3 Confidentiality
GP 3.3 Legal Obligations of Board Directors

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