



CIOCAN Policy Manual

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1. MISSION STATEMENT

1.1 Mission Statement

The CIO Association of Canada (CIOCAN), hereafter referred to as “the Association”, is an organization led by CIOs for CIOs. CIOCAN is a self-managed, not-for-profit community of IT leaders whose mission is to facilitate networking, sharing of best practices and executive development, and to highlight issues facing IT executives/CIOs. The Association was formed to:

- (i) Facilitate Canada-wide networking and sharing best practices among CIO’s, CISO’s and other Senior IT Leaders;
- (ii) Provide professional development opportunities for CIOs, CISO’s and senior IT managers;
- (iii) Promote the alignment of business and IT strategies;
- (iv) Become the voice of IT management in Canada; and
- (v) Encourage the advancement of technology through educational scholarships.

1.2 Organization Structure

- (i) CIO Association of Canada is the sole legal entity with national responsibilities for the Association and its approved Chapters/Divisions. Its governance and structure are described in this document.
- (ii) Chapters: Chapters provide member services at the local, geographical level. Chapters have their own leadership boards and are governed by the national bylaws and policies. Chapters operation is described in section 12
- (iii) Specialty Divisions: Divisions provide member services for those with a specialized focus. Divisions have their own leadership boards and are governed by the national bylaws and policies. Divisions operation is described in section 12
- (iv) Presidents' Council provides an advisory forum for the discussion and recommendation of long term directions and challenges. Its operations are described in section 14.

2. MEMBERSHIP ADMISSION

2.1 Qualification for Membership

Applicants for membership with the following qualifications are eligible for membership:

- (i) Chief Information Officers (CIOs), Chief Information Security Officers (CISO's) or senior information technology executive managers with functional responsibility for IT leadership in their organization, or a CIO-direct report.
- (ii) Academics engaged in the management and research of Information Technology;
- (iii) Member in Transition (MIT) membership is open to all existing CIO Association members who are between positions and whose paid membership has expired.
- (iv) Retired membership is open to association members who permanently leave employment and are retired. This category is not applicable to those who have left their current role and who are now employed as a consultant or vendor. Retired membership is open to those who wish to maintain contact with CIOCAN and are encouraged to volunteer with their local Chapter or with CIOCAN. Annual membership fees will be nominal and set by the CIOCAN Board of Directors. Recommendations for inclusion in this category that fall outside the criteria stated above need to be recommended by the Chapter/Division and the National Membership Director and approved by the CIOCAN Board of Directors.
- (vi) Friend of CIOCAN membership is open to Association members who move into employment positions that do not meet the membership criteria. Membership as a Friend is open to those who have contributed to the leadership of the association (either at the Chapter or National level) and continue to provide considerable value to CIOCAN. Regular Membership fees apply. Recommendations for inclusion in this category that fall outside the criteria stated above need to be recommended by the Chapter and the National Membership Director and approved by the CIOCAN Board of Directors.
- (vii) By a majority vote, the National Board may grant membership to an individual who provides value to CIOCAN but does not satisfy the membership criteria;
- (viii) Excludes staff of Information Technology Vendors except in the circumstance where the applicant is an Executive or Senior Manager of the organization's internal Information Technology structure or where they qualify for Friend of CIOCAN member category.

If a member has a career change that results in the member no longer meeting membership criteria, the member will remain in good standing until their membership expires. Thereafter, membership will not be renewed.

2.2 Membership Categories

The following membership categories are approved:

(i) **Member:**
Chief Information Officer, Chief Information Security Officer, or Senior Information Technology executive with functional responsibility for information technology leadership in their organization.

(ii) **Associate Member:**
A direct report of the Chief Information Officer, Chief Information Security Officer or Senior Information Technology executive from an organization. Membership applications will be approved by the Director of Membership. Associate Member fees will be set by the board of directors.

Where there is no CIO, CISO or equivalent member, the Associate member will pay the full member rate. Should their CIO, CISO or equivalent subsequently become a member, fees will be adjusted accordingly.

(iii) **Academic Member:**
A person employed by a university or college who teaches or is engaged in information technology studies. This membership is subject to annual re-qualification. Academic Member fees will be at a rate set by the board of directors.

(iv) **CIO In Transition (CIT)**
A member in good standing whose annual membership has expired and no longer satisfies the requirements as a Member due to loss of employment, leave of absence or similar circumstances where the member is not employed full-time. A member can remain a CIT for a maximum of one year which can be extended at the discretion of the Chapter board. The member's home Chapter Board will decide upon offering this membership when the member cannot personally afford fees.

An individual may remain as a CIT for a period of one year only after which time they will be expected to pay a regular membership fee. If fees are due, arrangements can be made for the CIT to pay on a monthly basis.

During their CIT membership, if the member becomes employed either full time or on contract, they will pay for their membership or be removed as a member.

On gaining full time employment, the CIT will be given a grace period of 3 months before full payment is due.

During their CIT membership, they will commit to providing 20 hours of volunteer project work per year for the Association either through their local chapter or national office.

CIT membership is also open to applicants who have not been a member of the association previously, as long as they would have met the qualification criteria prior to losing employment. In this case, CIT members will pay regular membership fees and not be subject to the volunteer hours above.

In both cases, CIT members are expected to respect the non-marketing policy of the association and not use CIO events as a forum for soliciting other attendees for a job.

- (v) **Retiree**
Retired membership is open to association members who permanently leave employment and are retired. This category is not applicable to those who have left their current role and who are now employed as a consultant or vendor. Retired membership is open to those who wish to maintain contact with CIOCAN and are encouraged to volunteer with their local Chapter or with CIOCAN. Annual membership fees will be nominal and set by the CIOCAN Board of Directors. Recommendations for inclusion in this category that fall outside the criteria stated above need to be recommended by the Chapter/Division and the National Membership Director and approved by the CIOCAN Board of Directors.
- (vi) **Friend of CIOCAN**
Friend of CIOCAN membership is open to Association members who move into employment positions that do not meet the membership criteria. Membership as a Friend is open to those who have contributed to the leadership of the association (either at the Chapter or National level) and continue to provide considerable value to CIOCAN.
- (vii) **Lifetime Member:**
Is a coveted recognition awarded to a select few individuals who have been active members in good standing for more than 5 years and have made a significant and long-term contributions to the Association. A Lifetime Membership is awarded by 75% vote of the National Board based on submission of a proposal by a board member articulating the reasons for the nomination. Membership fees are waived.

Regardless of membership category, a membership can be revoked as per Policy Manual section 2.5.

2.3 Membership Application Review

An application using the official form must be submitted by the applicant to the National Association Administrator.

The National Association Administrator will confirm the receipt of the application and forward it (with a recommendation) to the CIOCAN Director of Membership who, in consultation with the local Chapter/Division membership director, determines whether he/she is qualified for membership pursuant to paragraph 2.1.

2.4 Annual Dues

Membership fees are payable annually on the anniversary of membership. The Board may, from time to time as appropriate, establish or change membership dues as it sees appropriate

There will be no refund of paid membership dues for members who resign their membership after 45 days or who are expelled. If a member resigns their membership within the first 45 days, a refund will be issued less an administrative fee of \$150.

In cases where the membership is paid by the corporation for which the member works, and the member loses their job, there will be no refund payable. These policies are clearly stated both online and on the membership invoice.

2.5 Process for Removal of Member

In the event that the Chapter, Division or National Director, Membership decides that a member no longer meets the criteria for membership, or has displayed inappropriate behaviour (see paragraph below), the following process will ensue:

For a member who no longer meets the criteria for membership, the National Director, Membership will have a conversation with the member to confirm eligibility. If the member is still deemed not qualified, the National Director, Membership will advise the person and report to the Chapter or Division Membership Director and National Office. The National Office will confirm this to the member in writing.

In the event that a member is found to have misrepresented himself or herself on a membership application, engages in behaviour inconsistent with the mission and/or guidelines established by the Association, or displays conduct that is deemed to be unbecoming a member of the Association, the National Director, Membership will be advised along with the National President. The National President will speak directly to the member in question to gain first-hand knowledge of the situation. The National President will raise the issue with the National Board who will vote on whether the member should be removed. The National President will notify the member in writing and ask the member to resign effective immediately.

If the member refuses to resign within two weeks of such notice being given, the Board will take such steps as are necessary to convene a member meeting at which a motion will be presented to expel the member. The notice of such meeting will set out the grounds for which expulsion is recommended. The member will be

entitled to speak in his or her own behalf at the meeting at which the vote is to be taken.

3. BOARD GOVERNANCE

3.1 Board of Directors

The CIOCAN Board of Directors (The Board) shall consist of not less than three – and recommended to be not less than six -- and not more than twenty-one members duly elected, appointed or nominated to their positions.

Normally, the CIOCAN Board of Directors will be constituted as follows:

- 1) The President of the Association,
- 2) One member nominated from within academia (College/University), to be the Academic Liaison,
- 3) The President from each Chapter,
- 4) The President from each Division,
- 5) From among these members, The Board will appoint its Portfolio Directors,
- 6) The Association Administrator shall be an ex-officio member of the Board.

The term of office of Directors will be two years. Directors may be elected for consecutive terms. A director may serve for no more than three consecutive terms.

The Board elects the President at its first meeting.

The Board will meet at least 4 times a year at the time, place and method agreed by the Board.

3.2 Officers

The Bylaws provide that only individuals who are directors can be officers. The Board will have the following officers:

- (a) *President*
 - (i) The President or his or her delegate will chair all meetings of the Directors and of the members;
 - (ii) The President is a member of the Nominating Committee;
 - (iii) The President is a member of the Strategic Planning Committee;
 - (iv) The President will act as the representative of the Association for other bodies, unless such responsibility is delegated to another director.
 - (v) The President will be an ex officio member of each Chapter and Division Board, with the right to attend meetings and be heard, but without the right to vote.

- (b) *Treasurer.* The Treasurer will supervise the management of financial matters for the Association.
- (c) *Secretary.* The Secretary will manage and/or coordinate all regulatory and legal affairs of the Association.
- (d) *Past President.* The immediate Past President of the Association, whether or not such person continues to be a director, will be entitled to attend all meetings of the Board for the time s/he is the immediate past president following his or her presidency, as long as s/he is a CIOCAN member in good standing.

Officer positions may be changed by The Board from time-to-time as may be appropriate to the strategy and functioning of the organization.

The President will hold office until the first meeting of the Board held after the next following annual general meeting. S/he can be subsequently re-appointed as President as long as s/he is a member of the Board.

3.3 Board Nominating Committee

- (a) The Immediate Past President will chair the Nominating Committee. Members of the Committee will be appointed by the CIOCAN Board. At least two directors in addition to the President must be appointed.
- (b) In January of each year, the CIOCAN national office will send out a call for nominations to the membership asking for applications to the CIOCAN Board of Directors as well as Chapter/Division Boards for the coming year. Nominations will not be accepted from the floor at the AGM. All CIOCAN members can apply directly to the National Board as long as they have been a member for at least 12 months.
- (c) Nominees may supply information regarding his/her candidacy which will be distributed to Association members with the notice of the AGM at which the election will occur.

3.4 Qualifications for President

A Board member must have served one term as a director of the National Board or a Chapter or Division Board prior to holding office as President, and be currently in a qualified position of Chief Information Officer, Chief Information Security Officer or Senior Information Technology executive with functional responsibility for information technology leadership in their organization or be a retiree who held a CIO, CISO or equivalent position within the last 3 years.

The Bylaws provide that the President is elected by the Board in its first meeting immediately after the AGM.

3.5 Committees

The Board shall establish, from time to time as appropriate, committees relevant to the operation of the organization. The structure and membership of those committees shall be at the discretion of the Board. Some committees (such as Finance and Membership) may be standing committees of the Board or they may be ad-hoc as required.

3.6 Association Administrators

The Board may employ (or appoint volunteers) to be the Association Administrators who will attend to administrative tasks for the Association.

4. BOARD CONDUCT POLICY

4.1 Ethics and Conduct Policy

This Ethics and Conduct Policy (Appendix 1) has been adopted by the Association to establish the standard of conduct expected of all directors and members. Each director must comply with both the letter and spirit of this Code and seek to avoid even the appearance of Code violations. Any questions about the interpretation or application of any provision of the Code should be referred to the Board.

4.2 General Obligations

- (a) In discharging his or her duties as a director, each director must comply with all applicable policies, rules and regulations (including this policy and the bylaws of the Association) and with the highest standards of professional ethics.
- (b) Directors must report to the President information regarding possible violations of this policy.

4.3 Participation in Decision Making

- (a) Directors should attend all Board meetings. A director could be considered to have resigned if he/she is absent for 3 consecutive meetings without just cause and without having served notice to the President. A cumulative record of attendance will be published in the meeting minutes.
- (b) Directors should be attentive to and involved in discussions of matters brought before the meetings and should seek adequate and understandable information necessary to make intelligent judgments, with enough time to consider that information.

- (c) In making decisions, directors should exercise independent judgment, acting in good faith.
- (d) A director may be removed by Special Resolution, passed at a general meeting.

4.4 Loyalty to the Association

- (a) Directors owe a duty of loyalty to the Association and not to any particular constituency. To the extent that their loyalty to the Association may conflict with their loyalty to any other person or organization, they must disclose that conflict to the Board and must recuse themselves from participating in discussions or actions involving matters where those other Persons or organizations may have an interest. (See Section 11 – Conflict of Interest Policy).
- (b) Directors should bring to the attention of the Board any potential activity or transaction representing a business opportunity that might be of interest to the Association before undertaking to engage in that activity or transaction per the terms of Section 11 - Conflict of Interest Policy of this document.

4.5 In Camera Session or Meeting

- (a) The Board may hold a meeting or part of a meeting in camera to discuss sensitive issues where the majority of the directors agree to do so.
- (b) In camera meetings may be held for any purpose but will generally be held to discuss sensitive matters pertaining to:
 - (i) Individual directors or members;
 - (ii) Employment matters; and/or
 - (iii) Litigious matters.
- (c) The Board will, during the in-camera meeting:
 - (i) Discuss only the matter which gave rise to the in-camera meeting; and
 - (ii) Adopt only resolutions as is required to deal with the issue under discussion.
 - (iii) The President or his/her appointee takes the minutes. Communication after the in camera (if any required) will be done by the President. The resolution and outcome of the resolution will be forwarded by the chair of the meeting and circulated to the national board.
- (d) Directors and other persons attending an in-camera meeting will not discuss the details of the discussion outside of the meeting.

4.6 Confidentiality

Directors must neither use nor disclose material, non-public information obtained through special access derived from being a Director except as may be necessary or appropriate for the performance of the Director's official duties for the Association.

5. PRIVACY POLICY

5.1 Privacy Statement

- (a) The Association has strict privacy practices for its Board of Directors and general members. No personal information is sold, rented, given or traded to third parties. The Association supports and adheres to the Personal Information Protection and Electronic Documents Act.
- (b) General members are expected to follow the same ethical principles as outlined for the Board in section 4.2 of this policy manual.

5.2 Information Collected

- (a) The Association generally collects personally identifying information with the specific knowledge and consent of its member base and associated parties.

5.3 Uses of Collected Information

- (a) The information will be used for internal purposes that support the organization in meeting its objectives.

5.4 Freedom of Information Act and Privacy Policy

- (a) The Association supports and adheres to the Freedom of Information and Privacy Protection Act.
- (b) Requests for information from a member in good standing must be forwarded in writing to the President, who will then request the Director responsible to respond to the requestor. Costs, if any, will be charged to the requestor.
- (c) The Director responsible will ascertain the nature of the request and once deemed to not be in violation of the privacy of one or more members, will proceed to provide the requested information to the requestor.

6. PERSONNEL POLICIES

6.1 Harassment Policy

The Association believes in providing safeguards for its members against harassment and discrimination. This includes harassment and discrimination on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, marital status, family status and disability. In addition, this association has the duty to do so under provincial and federal law.

That duty includes a responsibility on the part of all Directors to foster an environment free of harassment and discrimination in their area of responsibility. Included within that responsibility is an awareness of what constitutes harassment and discrimination based on human rights grounds, knowledge of the procedures that are in place for dealing with allegations of harassment and discrimination, and cooperation in the processing of complaints made under this procedure.

It also means that directors and general members will not condone or ignore activities within their areas of responsibility which may violate an individual's rights. They will ensure any form of harassment and discrimination based on the aforementioned grounds is prohibited and to take immediate and appropriate action to report or deal with incidents of harassment whether brought to their attention or personally observed. Any complaints will be attended to immediately and effectively.

The policy is designed, in part, to prevent harassment and discrimination by educating all people involved with the association as to what constitutes such behavior.

It is intended that the existence of this document should help create the kind of environment which nurtures and supports the work of all members of the association.

Retaliation against directors, general members, or other persons having business with the Association who report sexual harassment will not be tolerated.

In the event of a complaint, the Association will make every effort to maintain confidentiality to protect both the complainant and the accused to the fullest extent possible. In the event of a complaint, we recommend that the complainant contact the Past President or President who will work with them to see if the issue can be resolved. In the event that a satisfactory outcome is not achieved, the complainant should be invited to pursue appropriate adjudication in their Province of jurisdiction. The CIO Association of Canada stands firmly behind an environment that is free from harassment and in keeping with codes of conduct in place across Canada.

6.2 Definition of Sexual Harassment

Sexual harassment means engaging in comment or conduct of a sexual nature which is known or ought reasonably to be known to be unwelcome. It includes but is not limited to:

- (i) Sexual solicitations, advances, remarks, suggestive comments and gestures communicated verbally, written, gestured, via email or telephone.
- (ii) The inappropriate display of sexually suggestive pictures, cartoons, posters, objects or graffiti.
- (iii) Physical contact of a sexual nature: pinching, grabbing, leering, kissing, hugging, and brushing against a person (including sexual assault under the Criminal Code).
- (iv) Sexual conduct that interferes with an individual's dignity or privacy such as voyeurism, and exhibitionism and creates an intimidating or hostile work environment.
- (v) Where submitting to or rejection of sexual conduct becomes either an explicit or implicit term or condition of any business conducted by the association.

6.3 Definition of Personal Harassment

Personal Harassment is defined as any unwelcome action by a person whether verbal or physical on a repeated basis which humiliates, insults or degrades a person on the basis of certain personal attributes or characteristics. Unwelcome refers to any action which is known or ought to reasonably be known by the harasser and regarded as an undesirable action by the victim of harassment. Personal Harassment may include, but is not limited to:

- (i) Behavior such as the dissemination of hate literature, graffiti, racial slurs and jokes, derogatory remarks, gestures and physical attacks regarding place of origin, ancestry, race, ethnicity, colour, sex, sexual orientation, age, family status, marital status, or disability.

7. COMMUNICATION POLICY

7.1 Communication Policy

The Association is committed to keeping its members informed. As such, it is important that messages to the Board, Membership, Association Partners, and the media be clear, consistent and accurate.

7.2 External Communication

- (a) External communication tools include but are not limited to organizational brochures, newsletters, press releases, press conferences, workshops, the annual report, newspaper op-ed articles, letters to the editor, websites, and social media.
- (b) As this communication represents the Association to its members and to the general public, any such communication must receive prior approval from the President, or by a body delegated by the President to handle such matters.

7.3 Media Relations

- (a) The President or his designate is the central contact point for all media requests. All such requests received by directors, staff or volunteers must be forwarded to the President or his or her delegate.
- (b) No person other than the President may speak to the media directly on behalf of the Board without prior authorization from the CIOCAN President.
- (c) From time to time the President may appoint an individual to speak to the media on a specific issue. These appointments will be of a limited, designated time period.
- (d) Where deemed necessary all Board members will be notified by the President or his or her delegate after a statement has been made to the media.

8. FINANCIAL MANAGEMENT POLICIES

8.1 Fiscal Year

The Association's fiscal year end is June 30.

8.2 Bank Accounts

The Association will maintain the appropriate bank accounts at a major National financial institution.

- (a) The signing officers for the Association will be the President, President-Elect, Treasurer, Immediate Past President, the Executive Director and the Association Administrator.
- (b) Any one signatory can sign a cheque of a maximum of \$500. All cheques over \$500 must be signed by 2 signatories.
- (c) No signing officer will sign a cheque made out to themselves.

- (d) The Association Administrator will not sign any cheque for staff reporting directly to them or the Executive Director.
- (e) Internet Banking E-Transfer may be used for paying vendors where the amount being paid is less than Cdn\$3,000 and where it is cheaper to process payment this way. E-transfers must follow the EFT Policy as approved by the National Board of Directors (**see Appendix 3**) and which may be changed from time to time. Internet Banking Email Transfer may be used for paying volunteers where the amount being paid is less than Cdn\$3,000 and where it is cheaper to process payment this way. Email transfers must follow the EFT Policy as approved by the National Board of Directors and which may be changed from time to time

Where an expense claim does not adhere to the policy, it will be referred to the Treasurer for resolution.

The Association Administrator will review the bank account at least once per week to ensure accuracy with the activity.

8.3 Records

- (a) The Association Administrator must ensure that all financial records and receipts are properly retained and securely stored.
- (b) The Association Administrator will submit monthly financial statements to the Treasurer for review.
- (c) The Association Administrator will maintain all minutes of Board and Members' meetings.

8.4 Annual Directors Report

The President or designate will prepare an Annual Report to be presented at the Annual General Meeting. This report may be verbal or written in the form of an Annual Report.

8.5 Financial Statement of Accounts

- (a) At the conclusion of each fiscal year, the Treasurer, working with the association Administrator, will arrange for the preparation of annual or interim financial statements for the fiscal year which will be submitted to the Board for approval and subsequently presented by the Board to the members at the Annual General Meeting for that year.
- (b) The Treasurer, with support from CIOCAN Executive Director and Association Administrator, will prepare an annual budget of revenues and expenditures for the upcoming fiscal year 60 days prior to the end of a fiscal year. The Board will approve the annual budget at the first Board meeting

after the budget issuance which will provide for an approved budget prior to the start of the fiscal year.

8.6 Audits

The Treasurer will not arrange for an audit unless directed to do so by the Board.

8.7 Expenses

- (a) All expenses must relate to the operation of the Association;
- (b) All expenses over \$3,000 must be approved by the Board;
- (c) All expenses over the amount of \$20 must be supported by a receipt; and
- (d) Where a receipt is not provided, the expense will be reimbursed with the approval of a board member who has not incurred the expense.
- (e) From time-to-time, the Finance Committee will review the Financial Management Policies of the Association and may recommend changes in procedures, policies or practices to ensure the proper financial operation of the Association subject to approval by the Board.

8.8 Investment Policy

CIOCAN's Unrestricted Net Assets should be invested to obtain the highest possible return by utilizing a mix of low risk investment instruments.

Low risk shall be defined to include: Federal or Provincial government bonds; Government backed debt instruments, i.e. Guaranteed Investment Certificates or Treasury Bills.

100% of investments will be invested in instruments backed by either the Federal or Provincial governments or the Canadian Deposit Insurance Corporation (CDIC). CDIC insurance limitations should be considered with all eligible instruments.

Investment terms will be set at the discretion of the Executive Director and the CIOCAN Treasurer based on current interest rates and CIOCAN's cash flow needs.

8.9 Short Term

Given that the majority of the funds generated by CIOCAN are required within 12–18 months of receipt, CIOCAN is not able to invest in long-term vehicles and must adhere to low-risk investment opportunities.

Funds must be invested on a short-term, low-risk basis that maximizes its investments. Short-term is defined as no longer than three years or 36 months.

The Executive Director and/or the Treasurer shall provide a report on all investments to the Board of Directors at least twice a year.

9. NON-MARKETING POLICY

9.1 Non-Marketing Policy

Association events provide professional development as well as networking opportunities. Marketing activities, vendor solicitations and/or recruiting efforts in conjunction with Association activities are strictly prohibited.

10. EVENT POLICIES

Only the Association may hold national events; Chapters are restricted to regional events. Divisions are restricted to division-specific events and are restricted to regional events, unless prior approval has been received by the CIOCAN Board of Directors. In an effort to ensure Division member value, national webinars may be scheduled by the division, however, must be coordinated through the national office.

11. CONFLICT OF INTEREST POLICIES

11.1 Conflict of Interest Definition

The term "conflict of interest" refers to situations in which financial or other personal considerations may compromise, or have the appearance of compromising, a director's professional judgment in administration, management, or other forms of decision making. The bias such conflicts could conceivably impart may inappropriately affect the goals of the Association.

11.2 Conflict of Interest Policy

- (a) Directors must avoid conflicts of interest between themselves and the Association.
- (b) Prior to Board or Committee action involving a conflict of interest, a director or committee member having a conflict of interest and who is in attendance at the meeting will disclose all facts material to the conflict of interest. Such disclosure will be reflected in the minutes of the meeting.
- (c) A Director or Committee member who plans not to attend a meeting at which he or she has reason to believe that the Board or Committee will act

on a matter in which the person has a conflict of interest will disclose to the chair of the meeting all facts material to the conflict of interest. The chair will report the disclosure at the meeting and the disclosure will be reflected in the minutes of the meeting.

- (d) A person who has a conflict of interest will not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person will not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- (e) A person who has a conflict of interest with respect to a specific action of the Association that will be voted on at a meeting will not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the action item and will not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote will be reflected in the minutes of the meeting.
- (f) In the event it is not entirely clear that a conflict of interest exists, the individual with the potential conflict will disclose the circumstances to the chair or the chair's designee, who will determine whether there exists a conflict of interest that is subject to this policy.

11.3 Confidentiality of Conflict of Interest

In the event that a conflict of interest contains sensitive information such that disclosure would be detrimental to the discloser, that individual may request that the disclosure be made in camera.

11.4 Gifts, Gratuities, and Entertainment

- (a) Acceptance of gifts, gratuities and entertainment under circumstances where it might be inferred that such action was intended to influence or possibly would influence the responsible person in the performance of his or her duties, is strictly prohibited.
- (b) This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Association.

12. CHAPTER and DIVISION CREATION AND POLICIES

12.1 Chapter Creation

The Association may create Chapters in major cities in Canada. Each Chapter serves as the Association's member organization in that city, defined as the geography represented by a 100-km radius of that city. The Chapter name will include the name of the major city it serves, e.g. CIOVAN, CIOEDM, etc. Those association members who are located outside of the geographic areas of existing chapters will be members of the National organization unless agreed to by a majority by the National Board. Exceptions will be reviewed by the Board on a case by case basis.

Chapters must follow the same Board policies as the CIOCAN Board of Directors, unless stated otherwise in this Policy Manual.

12.2 Specialty Division Creation

The Association may create specialty Divisions. Each specialty Division will focus on a primary special interest that will foster collaboration and cooperation on areas of mutual interest. The Division name will include the name of the specialty interest it serves. e.g. CISO Division.

Divisions must follow the same Board policies as the CIOCAN Board of Directors, unless stated otherwise in this Policy Manual.

All CIOCAN members can belong to any Division at an additional cost as set by the CIOCAN Board of Directors.

12.3 Membership

Each Chapter or Division will undertake to solicit members and to provide membership services to Members of the Association in its geographic/specialty Division area. Individuals will apply for membership in the Association and upon their acceptance and the payment of dues, become Members of the Association. All members will also become a member of a local Chapter and/or Division where one exists.

The number of Academic members per Chapter or Division will be limited to 10% of the Chapter or Division's total membership.

Association dues and the portion allocated to the Chapter and/or Division will be set by the CIOCAN Board of Directors and changed as appropriate by majority vote.

12.4 Qualifications for Chapter President

To qualify to be a Chapter President, an individual must be a member of that Chapter for a period of one year, and be currently in a qualified position as per section 2.1 (i), namely a Chief Information Officer, Chief Information Security Officer or Senior Information Technology executive with functional responsibility for information technology leadership in their organization. Exceptions will be approved on a case by case basis by the Board.

12.5 Qualifications for Division President

To qualify to be a Division President, an individual must be a member of that Division for a period of one year, and be currently in a qualified position as per section 2.1 (i), namely a Chief Information Officer, Chief Information Security Officer or Senior Information Technology executive. As well, the individual must have functional responsibility for the particular specialty division interest in their organization. Exceptions will be approved on a case by case basis by the Board.

12.6 Chapter Directors

Each Chapter will elect a Chapter Board. Two-thirds of the Chapter Board members must be a Chief Information Officer or Senior Information Technology executive with functional responsibility for information technology leadership in their organization, or a recent retiree (within 3 years of retiring). The Chapter Board will be comprised of a minimum of 4 directors and a maximum of 21 directors. Chapter Board Directors will be elected for a term of 2 years with each term commencing July 1st, with one third of the board rotating each year. A Chapter Board member may serve no more than 3 consecutive terms.

Elections for Chapter directors will be held prior to July 1st of each year. For the first chapter board, the CIOCAN National Board of Directors will solicit nominees from the members in that geographic area, after that the chapter's nominating committee will solicit nominees and make a recommendation to the Chapter Board. In cases where there are more nominees than available positions, an election will be held. The election will be by secret ballot. The election may be held at any meeting of the Chapter members providing that all chapter members are notified by email at least 14 days in advance of the election.

12.7 Division Directors

Each Division will elect a Division Board. Two-thirds of the Division Board members must be a Chief Information Officer, Chief Information Security Officer or Senior Information Technology executive with functional responsibility for information technology leadership in their organization, or a recent retiree (within 3 years of

retiring). The Division Board will be comprised of a minimum of 4 directors and a maximum of 21 directors. Division Board Directors will be elected for a term of 2 years with each term commencing July 1st, with one third of the Division Board rotating each year. A Division Board member may serve no more than 3 consecutive terms.

Elections for Division directors will be held prior to July 1st of each year. For the first Division Board, the CIOCAN National Board of Directors will solicit nominees from the members in that special interest area, after that the division's nominating committee will solicit nominees and make a recommendation to the Division Board. In cases where there are more nominees than available positions, an election will be held. The election will be by secret ballot. The election may be held at any meeting of the Division members providing that all Division members are notified by email at least 14 days in advance of the election.

12.8 Association Representation

The President of each Chapter and Division or his/her designated representative will serve as a Director on the CIOCAN Board of Directors. Strategic planning and advocacy will be initiatives led by the CIOCAN Board of Directors. Liaison between the Chapter or Division and the National office needs to occur regarding external communication and chapter or Division events, to achieve consistent messaging and to protect the CIOCAN brand

12.9 Conduct of Meetings

Chapters and Divisions will follow the procedures described in the Association Bylaws with respect to conducting its meetings.

12.10 Minutes

Minutes of Chapter Board and Division Board meetings will be recorded by the Secretary or delegate and will be circulated to the Chapter Directors or Division Directors and to the President of the Association.

12.11 Financial

Chapter or Division dues will be remitted by the Association to the chapter or Division in a timely manner and in any event, no later than 90 days from the Association's receipt.

Chapters or Divisions will not make any local financial or legal commitments that may create a liability for the CIOCAN Association.

12.12 Use of Name and Marks

Chapters and Divisions are authorized to use the Association logo, name and slogans in the form approved by the CIOCAN Board of Directors for association business. Any alteration of marks, logos or slogans or non-standard use of the logo must be authorized by the Association's National President. Partners may only use the Association's logo with the explicit permission of the Association as granted by The Board.

12.13 Reporting Relationship/Procedure

The Chapter or Division President will provide regular reports to The Board on matters relating to Chapter or Division activities. Chapters and Divisions will work collaboratively with the Association on national events. A written report from each chapter and Division will be presented at each CIOCAN Board of Directors meeting.

12.4 Chapter/Division Board Nominating Committee

- (a) The Immediate Past President of the Chapter/Division will chair the Chapter/Division Nominating Committee. Members of the Committee will be appointed by the Chapter/Division Board. It is recommended that two additional Chapter/Division directors in addition to the Past President be appointed to the Chapter/Division nominating committee.
- (b) The Chapter/Division Nominating Committee will determine the number of new directors required as well as the skill set required to optimize the functionality of the Chapter/Division Board.

In January of each year, the CIOCAN national office will send out a call for nominations to the membership asking for applications to their respective Chapter/Division Board for the coming year. National members with no local Chapter, can apply directly to the National Board as long as they have been a member for at least 12 months.

The Chapter/Division Nominating Committee will assess the submitted applications and select the most appropriate candidates to meet their requirements. All Board level appointments shall be based on the core values of CIOCAN and in keeping with the objective to have the diversity that fairly and equally reflects our membership and the Canadian ICT community.

The various Chapter/Division Boards will be required to confirm the appointment of any new Board members by a formal motion and vote.

The various Chapter/Division Boards are to determine from among their Board members the appropriate candidates to serve as Chapter President

and Vice-President. Appointments to these positions requires a formal vote by the Chapter Board.

- (c) Nominees may supply information regarding his/her candidacy which will be distributed to Association members with the notice of the AGM at which the election will occur.

13. POLICY DEVELOPMENT AND STRATEGIC PLANNING

13.1 Board Responsibility for Policy Development

- (a) The Board is responsible for the formulation and implementation of specific policies for the administration of the Association. The Board will arrange for the preparation and maintenance of an electronic manual containing the policies.
- (b) Association officers are responsible for developing policy and procedure proposals for their areas of authority.
- (c) the CIOCAN policy manual will be reviewed and updated if appropriate once a year (more often if the CIOCAN Board specifies it) by a Board member assigned to the responsibility by the President.

13.2 Approval of Policies

All Board policies must be approved by the Board.

13.3 Access

It is the policy of the Association that all members of the Association will have free and unrestricted access to the Policies and Procedures Manual of the CIO Association of Canada.

13.4 Strategic Planning

- (a) The Board will meet not less than every two years to review the strategic plan for the Association. The President will appoint the chair for the meeting.
- (b) A new strategic plan for CIOCAN will be developed at least every four years, or earlier if events or need so warrant. The plan will be communicated to the members.
- (c) The Board will communicate changes to the strategic plan to the members.

13.5 Strategic Alliances

- (a) Proposed strategic alliances will be presented to the Board for consideration.
- (b) Strategic alliances must be approved by the Board.

14. PRESIDENTS' COUNCIL

- (a) Mandate: To provide:
 - i. long term strategic direction to CIOCAN,
 - ii. Chapter and Division coordination, and
 - iii. Chapter, Division and national issue resolution.
- (b) The council deals with issues related to CIOCAN's future sustainability, such as:
 - i. governance, long term planning and vision,
 - ii. 3-5 year plans for advocacy,
 - iii. Chapters, Divisions and financial growth,
 - iv. sharing best practices.
- (c) Members: Past National Presidents, Presidents of the Chapters, Presidents of the Divisions, the current CIOCAN President and Vice President
- (d) Chair: The Presidents' Council is chaired by the immediate past CIOCAN President (as long as s/he is a CIOCAN member)
- (e) Meeting frequency: no less than three times a year.

PURPOSE

This policy is designed to establish principles of conduct for Directors and Members at large in order that these individuals will avoid any unethical conduct.

APPLICATION

This policy applies to all Directors and Members at large for National and all local Chapters.

All Directors and Members at large are expected to uphold at all times the integrity of the profession and the individual. They shall conduct themselves within the guidelines of this policy.

INTERPRETATION

The highest possible standards of ethical conduct are required of association Directors and Members at large in conducting affairs on behalf of the CIO Association of Canada ("CIOCAN")

These individuals shall:

- a) avoid any conflict of interest, by declaring any potential conflict in advance of discussion or involvement.
- b) not engage in any practice, which is in violation of local, Provincial or Federal laws and regulations or is considered to be illegal or unethical.
- c) not abuse the name or insignia of CIOCAN or their position in CIOCAN for their own personal profit or profit of the company they represent, gain or benefit, nor shall they allow their name, or the name or insignia of CIOCAN to be used by others in a manner deemed to be inappropriate by the Board of Directors of the Association. Any roundtable, committee or individual wishing to utilize the CIOCAN name or insignia must obtain the written permission of the National Board in advance. This includes, but is not limited to, signs, media advertising or articles, correspondence, etc.
- d) when recommending people to participate on CIOCAN Boards or in CIOCAN activities, they shall not skew participation toward or away from a particular organization, for the personal gain of their company.
- e) adhere to a strict vendor neutral policy. It follows that the proposed relationship with any entity must be on a non-exclusive basis. CIOCAN will encourage qualified industry competitors to participate on a non-exclusive basis in its events and activities in order to elevate the discourse between our members and the industry representative to the collaborative professional level that CIOCAN aspires to achieve.

CONFLICT OF INTEREST POLICY AND PROCEDURE

Any claim of unethical or illegal practice will be reviewed and investigated following the procedure below:

- a) As specified in the CIOCAN Policy Manual, the Association has a non-Marketing Policy: "Association events provide professional development as well as

- networking opportunities. Marketing activities, vendor solicitations and/or recruiting efforts in conjunction with Association activities are forbidden.”
- b) Every member of the Board of Directors of the Association who has directly or indirectly any interest in any contract or transaction to which the Association is or is to be a party shall declare his or her material interest in such contract or transaction at a meeting of the Board of Directors at which the contract or transaction is first considered. The Member then will leave the room during the discussion and voting on such contract or transaction.
 - c) If a Director has made a declaration in compliance with the above provisions and has not voted in respect of the contract or transaction, and if the Director has acted honestly and in good faith, he or she is not accountable to the Association for any profit or gain realized and the contract or transaction is not voidable.
 - d) The above provisions apply to the members of the various Committees of the Association. Each Board and/or Committee member, in order to make sufficient disclosure, is required to do so not only to his or her Committee members but also to the Board of Directors in writing.
 - e) All members invited to stand for election as Directors or serve on committees shall declare any potential conflicts of interest, and shall not proceed until the President of the National or chapter board has ruled on the potential conflict.
 - f) The Association generally collects personally identifying information with the specific knowledge and consent of its member base and associated parties, including phone numbers, titles, e-mail addresses and others. Disclosure of this information to any third party is strictly forbidden.
 - g) All members will abide by the policies as set forth in the CIOCAN Policy Manual regarding Conflict of Interest.
 - h) The National Board shall be the final authority on any disputed conflict of interest, and resulting remedies.

REMEDIES

In the event that the Board deems that a member has acted in a conflict of interest, then the Board may take whatever remedies it deems fit including but not limited to suspension or termination of membership privileges or legal action, if appropriate.

Appendix 2: BOARD MEMBER EXPECTATIONS AND PORTFOLIO RESPONSIBILITIES

General Board Member Expectations (All Board Members)

- 4 to 6 hours per month to work on CIOCAN activities.
- Participation in board meetings and annual planning session.
- Actively promote the Association and membership.
- Attendance at 25% of eligible CIOCAN Events. (Local and/or National)
- Attending (or speaking at) industry events and promoting CIOCAN and its value proposition.
- Write two articles / blogs on assigned topic(s) to be posted on our website and / or other social media as determined by the marketing or program committee.
- If Director at Large, sit on one functional committee (or as a portfolio backup) in the year of service.
- Bring opportunities to partner with other industry players back to the board for consideration and contribute to existing partnership activities.
- Reinforce and maintain CIOCAN values / code of conduct.
- Complete profile on CIOCAN website and engage in discussions.
- Provide career BIO for public viewing on CIOCAN website and other materials.

Portfolio Responsibilities

In addition to the above general expectations for board members, Directors holding the following portfolios have the following responsibilities:

President or Vice President

- Establish the agenda and chair board meetings.
- Recruit board members and manage board engagement.
- Consult with President's Council Chair on succession planning.
- Ensure governance / processes are followed for decisions.
- Delivery of Annual General Meeting. *
- Coordinate annual planning sessions flow resulting actions to board agenda. *
- Enforce code of conduct when notified of offenses.

Director, Finance

- Facilitate annual budget process and the creation of a balanced budget.
- Develop and implement an investment strategy for saved funds
- Ensure proper controls for accounting management, signing and authorization.
- Regularly review the association finances to ensure good financial health and proper accounting methods
- Liaise with accountant and admin team to ensure timely financial reports. *
- Monthly update to board on financial status.

Other Portfolios

- Develop/validate and publish the committee mandate.
- Develop an action plan for the fiscal year and associated budget
- Recruit committee members
- Schedule and manage committee meetings at least quarterly
- Report committee activity via the quarterly Status Repo

* Denotes a National responsibility.

Policy Purpose:

The primary goal of this policy is to adopt Electronic Funds Transfers (EFTs) and Email Transfers (ETs) for the CIO Association of Canada in order to initiate, execute, and approve, vendor and volunteer reimbursement payments through a secure method.

These methods of payment are to continue enabling operational efficiency and cost effectiveness for the Association.

This policy outlines the payment requirements and procedures that must be followed for Electronic Funds Transfer (EFT) and Email-Transfer (ET).

CIO Association of Canada Liability:

According to the CIOCAN bank, E-transfer limitations are:

- Individual transaction limit of max \$3,000
- Daily limit of \$3,000
- 7-day limit (rolling) \$10,000.
- 30 days limit (rolling) of \$30,000.

The Association Administrator will review the bank account at least once per week to ensure accuracy with the activity.

Policy Statement:

Internet Banking E-Transfer (EFT) or email transfer (ET) will be utilized as the primary means by which vendor payments or volunteer reimbursement are conducted, unless it is more cost effective to process payment by a cheque.

Executive Director and Association Management Company Staff will not be paid via EFT or ET.

Wire transfer of funds will ONLY be utilized under special circumstances such as; when CIO Association of Canada has made an obligation that **require immediate funds** to settle a transaction and Internet Banking E-Transfer is not available as a payment method.

General Requirements:

Once the National Office receives an expense, which has all of the required documentation, the expense is accurate and valid, and contains the appropriate Chapter President, Portfolio Director and National Treasurer or his/her designee approval. The National Office staff will assess whether it is more cost effective to pay by EFT, ET or cheque.

Please note ALL EFT and ET payments must be coordinated and submitted through the CIO Association of Canada National Office.

Roles and Responsibilities

Accounts Payable at the CIO Association of Canada National Office is responsible for ensuring that proper documentation, authorization and accounting information is provided to determine payment type (cheque, EFT or ET).

Volunteers and Vendors are responsible for submitting proper supporting documentation; bank account information (EFT only), invoices, expense claims, copies of receipts, at least seven business days prior to payment.

Procedures

To reduce financial risk to the CIO Association of Canada, the following procedures will be adhered to by anyone requesting payments and all parties involved in processing payment for EFT or ET:

1. The procedure to initiate an EFT or ET is subject to the same financial policies, procedures and controls that govern disbursement by any other payment mechanism. Namely that the expense has been approved by the appropriate Chapter/Division President/Treasurer/Director, National Director and National Treasurer with supporting documentation (appropriate receipts and any other required documentation) for such an expense. Under NO circumstances will an EFT or ET transaction be made without proper authorization.
2. Vendor payments will be processed via EFT and volunteer reimbursement will be processed via ET where possible.
3. Once the payment process has been initiated, no changes will be made.
4. Upon receipt of proper authorization, the payment will be processed via the bank account. The transaction number for the payment will be noted on the backup and, a print out of the transaction receipt attached to the backup.
5. All hard copy records will be retained in the monthly accounting "paid" file along with all other payments in a locked cabinet at the AMC offices.
6. All EFT and ET monthly transactions and monthly banking statements will be posted in Box in a secure folder provided for the CIO Association National Treasurer to review.
7. Where vendor payment or volunteer reimbursement bank account information has been submitted to facilitate an EFT or ET, the document containing the bank account information will be attached to the invoice or request for payment and kept with the hard copy records in a locked filing cabinet. If the bank account information was received via email, once a hard copy has been printed, the email will be deleted.
8. The transaction will be recorded in QuickBooks to show how payment was made.
9. The external designated accountant will validate all transactions at month end.