

BOARD OF DIRECTORS' HANDBOOK

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Preface

This handbook provides new directors at campus and community (“c/c”) radio stations in Canada knowledge about some of the basic requirements of governing a radio station. While it is intended for board members, station staff may also find it useful. Additional information and resources are available by contacting the NCRA/ANREC office [here](#).

This handbook was funded by the Community Radio Fund of Canada and developed by NCRA/ANREC Membership Coordinator, Luke Smith, with extensive support from Catherine Fisher, Freya Zaltz, Benjamin Miller, and Barry Rooke.

Every effort has been made to ensure the accuracy of the content in this handbook, but legislation and best practices change over time. If you notice something you believe is incorrect, please reach out to the office [here](#).

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This initiative is made possible by the Community Radio Fund of Canada, the only organization mandated to financially support campus and community radio stations in Canada.

1. The NCRA/ANREC

The National Campus and Community Radio Association / l'Association nationale des radios étudiantes et communautaires (NCRA/ANREC) is dedicated to advancing the role and increasing the effectiveness of c/c radio in Canada.

The NCRA/ANREC:

- facilitates communication among members and provides developmental materials and networking services.
- represents the interests of the sector to governments, industry, and other agencies,
- promotes public awareness and appreciation of c/c radio in Canada.

If you are reading this, your station is a member of the NCRA/ANREC.

The NCRA/ANREC and your radio station

Who represents your radio station to the NCRA/ANREC?

Your board of directors collectively represents your radio station. This is because your board of directors is legally responsible for your radio station's:

1. status as a not-for-profit corporation/society
2. broadcasting license (if your station has one)

The NCRA/ANREC defines members as the collective voice of the board of directors, not individual people at a station. This means that official decisions related to your station's NCRA/ANREC membership must come from the board of directors as a *whole*—not an individual staff member or volunteer.

Who does the NCRA/ANREC communicate with?

For ease of communication, the NCRA/ANREC requires your board to designate a single person to communicate with the NCRA. This contact person is usually a board member or a staff member.

For example, we require your Board to document who your representative will be at NCRA/ANREC's Annual General Meeting (AGM). How you determine who that is and what process you use to decide how you will vote is up to you. For instance, some stations designate one rep who functions alone, whereas some work as a collective to provide input to the rep.

Please note that the NCRA/ANREC will not engage in stations' internal conflicts. However, we will do our best to provide resources and support. For any questions related to the support the NCRA/ANREC can provide to members in the case of conflicts, please contact the office [here](#).

Services Available from the NCRA/ANREC

[Here](#) is an overview of the services that the NCRA/ANREC makes available to its members. One of the most requested services is regulatory support.

Regulatory Support

Over the years, the NCRA/ANREC has developed a dedicated committee to assist stations with regulatory concerns. This is the External Policy Committee, and it acts as the Association's Regulatory Affairs Department.

We encourage stations to contact the NCRA/ANREC to get assistance from this committee when unusual issues emerge with:

- the [Canadian Radio-television and Telecommunications Commission](#) ("CRTC"),
- [Innovation, Science and Economic Development Canada](#) ("ISED") and
- other organizations (e.g. copyright collectives such as the [Society of Composers, Authors and Music Publishers of Canada](#) ("SOCAN").

We can help you with:

- Licensing and other types of applications,
- regulatory compliance issues,
- complaints, and
- other legal issues as needed.

2. Good Governance and Responsibilities

An organization's board of directors is accountable to its members. Generally, directors are elected by the members at an Annual General Meeting ("AGM") or appointed in between AGMs. Election or appointment to a non-profit board places you in a position of public guardianship which requires you to act in the best interests of your organization.

A Director's Legal Responsibilities

As a director of the board at your radio station, you have a relationship of trust with the organization. Consequently, you have a legal obligation to act in the organization's best interest. This obligation is called a "fiduciary duty". You can find out more about the legal duties of directors [here](#). We have summarized some of the key duties below.

Duty of diligence

You are required to act reasonably, prudently and in good faith.

What it means in practice:

- Educate yourself about the organization by reading its bylaws and policies.
- Make reasonable inquiries into the day-to-day management of the organization, consider explanations and make informed decisions.
- Seek the advice of qualified professionals where necessary.

Duty of skill/competence

Directors with a special skill or knowledge (For example, as a Chartered Professional in Human Resources (CPHR), or a lawyer, or an accountant) may (depending on the province) have a duty to use that expertise in their role as a board member, and to practice the standard of care expected of their professional abilities. Board members without special skills or knowledge in the area in question are expected to act as a prudent person would act. You should research the requirements in your station's province.

Duty of loyalty

Directors have a duty to always place the interest of the organization first.

What it means in practice:

- Act honestly, in good faith and in the best interest of the organization.
- Disclose any potential conflicts of interest fully and promptly.
- Actively avoid perceived or real conflicts of interest.
- Ensure that your organization has a conflict of interest policy, be aware of it, and adhere to it.

Duty of obedience

Directors have a duty to act within the scope of the governing documents of the organization and to ensure that committees and staff do so as well. This duty includes ensuring that governing documents are kept up-to-date and are made available. Directors also have a duty to obey all laws and statutes that apply to the organization.¹ Once the Board has collectively voted on something (assuming the decision doesn't violate any bylaws, laws, or other rules), directors also have a duty to follow through even if they disagree.

The Higher Standard for Registered Charities

In addition to the obligations outlined above, directors of registered charitable organizations have additional duties. and are broadly held to a higher standard than not-for-profits without the CRA charitable designation. Stations that have charitable status should ensure that they are aware of any relevant legislation that exists in their province.

For example, in Ontario, directors of a registered charity are held to the standard of a trustee in Ontario's *Charities Accounting Act*. In the case of non-profits that are not registered charities, directors must uphold the standard of care which requires them to handle the property of the organization with the skill, care and diligence of a **reasonable person**. In the case of registered charities, they must treat the property with the diligence of a '**prudent person**', treating the property (i.e. funds etc.) the way a careful person would treat their own property and protect the charity property from undue risk of loss, and avoid excessive administrative expenses. Other provinces have similar legislation.

No c/c radio station has been successful in attaining charitable status since 1991. The Canada Revenue Agency ("CRA") relies on decisions of Canadian courts to establish what counts as charitable. They do not consider radio broadcasting to be charitable, and for the vast majority of stations, radio broadcasting is their primary function. At the moment, the NCRA/ANREC does not believe stations will be successful in getting their own charitable status, although they could potentially partner with existing charities to obtain charitable grants for some of their specific activities. These partnerships need to be developed carefully and will not always be suitable, as the charity has to maintain direction and control over the funds, and the activities have to be charitable in nature and fall within the mandate of the particular charity involved.

Board Function

There are several different ways that your board may be structured depending on the nature of your station. This typically depends on the amount of capital (human or monetary) and interest in the board of directors in running the day-to-day aspects station. The structure of your organization may fluctuate over time depending on external and internal factors.

¹ Legal duties of directors. HR Council . http://hrcouncil.ca/hr-toolkit/planning-board-role.cfm#_secA3

Types of Boards

Working/Administrative Board

If you have a station that is smaller and volunteer-run, directors may be involved with most or all elements of the organization and broadcasting.

Mixed Working/Governance Board

This is common amongst medium-sized stations which have some staff to support the work. Usually, if a station has a station manager, the board will be less involved with operations, but may still be involved in a variety of tasks which staff can't cover or supplement the work of the staff during busy times like funding drives.

Policy/Governance Board

In this case the board is focused less on the day-to-day operations and more on governance and policy. Policy/governance boards are usually found at stations that have several staff members and stable finances and the board usually directs the staff through strategic plans and policies. Staff usually manage the day-to-day operations of the station, and lead initiatives such as grant writing, sometimes in collaboration with board members, seeking approval from the board before a grant is submitted. In this scenario staff roles and expectations are usually defined formally in job descriptions and employment contracts. This type of board often uses committees to highlight the expertise of its board and uses the unique skills members bring to the board. For example, you may have an accountant on the Board who can assist the staff in their work on a finance committee, or a person with HR skills who can develop good HR policies.²

These categories are not set in stone and a board can be different types for different purposes. Regardless of the type, **make sure your board and staff understand their roles**. Otherwise, things could fall through cracks in your organization's structure.

The nature of your board may also change over time to reflect the engagement of your board, staff, or your organization's financial stability. It is important that any changes are recognised and clearly communicated within the organization so that everyone understands their roles.

Best Practice Tips:

- The NCRA/ANREC does not recommend having paid staff on station boards, unless the bylaws specify that they do not have voting power in order to avoid conflicts of interest.
- We recommend that you consider regularly inviting your station manager or other paid staff to board meetings to ensure that you get their information and input.
- It is essential to have a conflict of interest policy and procedure in place.

² *Different types of Boards*. Partners in Policy Governance. <http://www.policygovernanceconsulting.com/about-governance-and-board-work/different-types-of-boards>

Officers of the Board

Your board officer positions may vary based on your board structure and bylaws (or rules, if your station is a co-operative) and these may vary depending on where your station is incorporated (i.e. federally or provincially).

Board officers have duties and obligations above and beyond that of a regular board member. Depending on your bylaws, the officer positions may be elected by your membership, or selected/elected internally by the board following your annual general meeting (or in some cases, at your AGM).

Some boards delegate decisions to an executive committee composed of officers of the board who make urgent decisions between board meetings. Executive committees often fill the role of an HR Committee in an organization, reducing the amount of confidential information other board members receive. Note that your bylaws should limit the duties and powers of your executive committee if you have one and the executive should not be used as a work-around for board decisions.

The minimum officers of the board are as follows:

Chairperson or President

- may chair board meetings, or delegate this responsibility to another board member
- often only votes in the case of a tie, but this is a custom, rather than a requirement
- responsible for the smooth functioning of the board
- often a signing authority
- in some cases a spokesperson for the organization to the public and other agencies (although this function may be fulfilled by your station manager, outreach coordinator, or others tasked with this function).

Vice-Chair

- usually in place to succeed the Chair
- chair the meetings in the Chair's absence.
- other specific duties may be assigned in your bylaws.

Treasurer

- manages finances of the organization
- prepares financial documents or the annual budget for the members' approval (with or without the support of staff).
- ensures the board reviews and follows financial policies

Secretary

- maintains the records of the board and
- ensures the management of the organization's records.
- often files documents related to the organization's corporate or society standing (e.g. current lists of directors, bylaw amendments)

- often manages board agendas and minutes, ensuring they are distributed within the allotted timelines, etc.
- if your bylaws and provincial legislation don't require that the secretary be a board member, the board could designate an external person (i.e.: not a board member) as secretary.

Other common officers:

- HR Officer
- Equity Officer
- Compliance Officer

Your bylaws or Rules may also require you to have additional officers.

Committees of the Board

Committees of the board are delegated a specific issue or area of responsibility by the board and they generally assume responsibility for:

- seeking and reviewing information,
- forming an opinion and
- making a recommendation to the board.

Every committee should be created with the goal to maximize the board's effectiveness, allowing it to focus its expertise where it is most needed.

Remember! While the board may delegate some responsibilities to committees it retains the ultimate oversight responsibility for the organization.

Standing Committees

Organizations may require in their bylaws or policies that the board create certain committees. These are called "standing committees". Standing committees operate throughout the year and should be re-establish or populated each time a new board comes into power. Standing committees contain board members and they may also contain staff and non-board volunteers. Typical standing committees include;

- Finance Committee
- Personnel / HR Committee (this function is sometimes fulfilled by an Executive Committee)
- Programming Committee
- Governance/ Internal Policy Committee

It is common for the board of directors to require that each standing committee of the board be chaired by a board member; this is to ensure that the committees are reporting directly back to the board. However, you may choose to have a staff member or other volunteer chair a committee. An ideal size of committee is often 3 to 7 people who are engaged in the subject matter, based on NCRA experience in the industry.

Ad hoc Committees

Ad hoc committees are struck by a board resolution to achieve a set project or goal. For example, you might create a committee for a funding drive, or to review a specific policy issue. Ad hoc committees can be composed of any combination of board, staff and volunteers.

Operational Committees

If you have administrative staff such as a Station Manager you may have ‘Operational Committees’. These are overseen by the staff to assist in their work. Unlike board committees these are not appointed by the board but by the staff. It is important to have clear terms of reference created for these committees to ensure clear accountability.³

Working groups, task forces, ad hoc committees

Instead of committees you may choose to create a temporary group of people working to achieve a specific task or project. There is often a timeline applied to this. Your committees or staff may also strike a working group, which is a group of people whose expertise can assist the committee or staff in their work on a specific project or goal.

Committee Terms of Reference

To ensure that your committee is achieving its core goals you may want to create a terms of reference or ‘charter’ for the committee. This would outline the purpose, the composition (size) who the chair is, the reporting obligations and the responsibilities of the committee.^{4 5} Terms of reference are really just answers to “frequently asked questions” about how your committee works. [This document](#) has some tips for setting up committees and making them work well.

Director Dissent

There may be occasions when you do not agree with a decision being taken by your radio station’s board. You may find the decision objectionable, believe it is not in the best interests of the organization, or worry that it may expose the board to liability. If, as a director, you feel concerned about a potential board decision, you may cast a dissenting vote and ensure your concern is captured in the minutes as the official record. To achieve this, you can request a roll call vote, where each director’s name and their vote will be recorded. You can also just request that your objection be noted in the minutes. Taking the step of recording your dissent may also inspire more debate on the topic. It may also demonstrate your position if you are later held legally accountable for the decisions taken by the board. If your board uses a consensus decision making model, dissent can be expressed by standing aside after making your views and the reasons for them clear, and having that decision recorded, or by blocking a decision and having that noted in the minutes.

³ Humphrey, L Sandi CAE. Guide to Effective Committees for Directors of Not-For-Profit Organizations. Third Edition. Canadian Society of Association Executives.

⁴ Deazeley, Beth. Committees of the Board. SectorSource.ca . 2010. http://sectorsource.ca/sites/default/files/resources/files/beth_deazeley_jan_2010.pdf

⁵ McNamara, Carter. Typical Types of Board Committees. Free Management Library. Authenticity Consulting, LLC. <http://managementhelp.org/boards/committees.htm>

Minutes should be carefully crafted to demonstrate that the directors complied with their duties. In general, directors should attend all meetings, and, if absence from a meeting is unavoidable, they should obtain all details about the meeting and if they disapprove of any potential actions, they should ensure their dissent is recorded since liability for certain actions is imposed only on directors who voted for or consented to the action. If you do not record that you were opposed to an action, it may be assumed that you have consented to it.

In situations where there is serious concern about a potential action, directors should consider protecting themselves by obtaining professional advice on their duties and responsibilities and acting in reliance on such advice.

Even in cases where you have recorded your dissent to a vote it is standard practice for individual directors not to undermine the decisions of the board of directors in public, and for the board to stand as one publicly even if not all directors agreed with the decisions made. Ensuring that your opposition to a vote is on the record is a sensible precaution; disparaging a vote or decision publicly can undermine the board and may lead into questions of your duty of loyalty.

Best Practice Tip: We suggest that your station develop a Board Agreement if you do not already have one. You also may want to ensure that it is possible to still record opposition within the legal minutes of the meetings, however, this does not limit a Board Agreement from restricting undermining board decisions in public.

Board Liability and Insurance

Board Liability

If your radio station is incorporated, then it is, by definition, a corporation (even if it is called a “society” or a “co-operative”).

A corporation is a legal entity with separate legal status from its individual board members. Once it is incorporated, it can:

- Enter into contracts
- Sue and be sued
- Buy property
- Borrow money
- Have a bank account
- Apply for a CRTC broadcasting license

Funders often require applicants be incorporated. Even when funders don’t require it, incorporation shows funders that an organization is more stable and therefore appealing.

Because a corporation is its own legal entity, it usually protects its directors from being personally responsible (legally or financially) for its decisions. However, directors may be still

exposed to personal liability if they are careless or act in bad faith. The most effective way for directors to limit their liability is to perform their duties diligently, both individually and as a board. We recommend you investigate ways to limit your liability, discussed in more detail below.

Board Insurance

Many organizations purchase directors and officers liability insurance (often called D&O Insurance), which is a type of liability insurance covering directors and officers for claims made against them while serving on a board or as an officer. Insurance policies vary, but in general companies may cover liabilities of a board if board members can prove that they exercised due diligence (which means that they took reasonable precautions to identify or prevent foreseeable risks). To receive any potential coverage, a board must be insured prior to any incident that could lead to liability.

Remember! Make sure to fill out your application forms for insurance 100% accurately. If you get something wrong, you could lose some or all over your coverage. Your board should review the application before it goes to the insurer.

Indemnification Policies and Bylaws

Some organizations have a bylaw or policy that promises to pay for board members' expenses if they are sued for fulfilling their duties. This is called indemnification. Corporate laws in Canada allow organizations to do this for both current and former directors, only if those directors were fulfilling their fiduciary duty (i.e. acting honestly and in good faith, competently, without a conflict of interest, etc.). If a director breached their fiduciary duty, a corporation is not allowed to cover their costs.

An indemnity is only as good as an organization's ability to honour it, so a corporation with little money or few assets will not be in a position to indemnify its directors. Therefore indemnification of directors as a risk-management strategy may not be a good fit for stations in our sector. If indemnification is something you are considering, we recommend that you reach out to the NCRA/ANREC for more information first.

Non-Financial Strategies

If your station can't afford to purchase insurance or to indemnify, you will have to do non-financial things to limit liability. You can:

- create (and follow) very clear policies and procedures,
- develop board agreements that members sign setting out their duties,
- ensure that new directors receive adequate training about their responsibilities, and
- develop robust bylaws that allow you to remove directors who are not doing their jobs.

Directors must ensure that station management inform them, on a timely basis, about all significant or exceptional circumstances that may expose them to liability. You should include this point in your financial policies and board and staff training resources.

It is also important to inform directors that it is not enough to ensure that they themselves have satisfied their duties. Each director must work to ensure that the board as a whole observes responsible principles of corporate governance.

In spite of your best efforts as a director, situations may arise where the only means of avoiding personal liability is to resign. An example might be if the organization cannot meet its obligations to employees. Directors should be aware that their resignation does not absolve them of responsibility for any actions taken before they resigned, and may not protect them from exposure to liability for events that happened after. Directors should be sure that their resignation and concerns are clearly noted in meeting minutes and keep detailed notes themselves about the concerns they raised and the results of raising them.

Corporations Canada lists ways that corporations can limit risk.⁶ You can find the link to the Corporations Canada page [here](#), and we have summarized their suggestions about how to limit risk below:

1. **Duty of care:** requires that, in carrying out their functions, the directors and officers must:
 - exercise at least the level of care and diligence that a reasonable person would exercise in similar circumstances
 - act honestly at all times, in good faith and in the best interests of the corporation, as opposed to their own personal interests.
2. **Remain informed:** A corporation's directors and officers cannot avoid liability on the grounds that they did not know what the corporation was doing. Directors and officers, within the scope of their authority, must always:
 - remain informed about the corporation's activities, including attending all meetings, reading all documents, minutes, reports, and correspondence, and asking questions if anything is unclear
 - ensure that the corporation's activities are legal and in the best interests of the corporation.
3. **Prevent conflicts of interest:** Failure to disclose conflicts of interest could result in a court setting aside the contract upon application by the corporation or a shareholder.
 - ensure that the corporation has a clear conflicts of interest policy describing what constitutes a conflict or a potential conflict and what action should be taken when one arises.

⁶ Note that Corporations Canada applies to organizations that are incorporated federally. Different standards may apply to different provincial corporations.

Side Note: The NCRA/ANREC has formed a partnership with Spark Insurance a non-profit insurance provider. They provide directors' and officers' insurance, general liability, cyber liability, volunteer injury, legal expense insurance, media and broadcasting insurance and content and asset insurance. On average stations that have switched to Spark have reported savings of around 30%. There is more information [here](#).

What sort of personal liabilities might you face as directors?⁷ (The descriptions are only an example and not an exhaustive list)

1. **Civil:** If your conduct itself has been tortious (a wrongdoing that can be taken to civil court). For example, if the board is accused of gross negligence which has led to injury.
2. **Contract:** You may face liability if you have signed a contract without the authority to do so.
3. **Statutory:** Directors may be held personally liable for losses to the corporation suffered because of a director's breach of their fiduciary duties, as set out in provincial or federal legislation.
4. **Employee/Workplace:** Directors may be personally liable for unpaid wages or unpaid source deductions owed to employees.
5. **Tax:** Directors may be personally liable for failure by the corporation to comply with tax reporting and other obligations (note that even though non-profits do not usually have to pay income tax, they still do have tax reporting obligations for things like GST).
6. **Canadian Anti-Spam Legislation:** Directors may be personally liable for contraventions of the [CASL rules](#), if without a due diligence defence.
7. **Criminal:** This is very rare, and the most common cases are conspiracy or fraud, where fraud has been authorized, permitted or ordered by a director.

The Importance of Bylaws

When you incorporate a new not-for-profit society or co-operative, you must draft and file bylaws or rules with the provincial registrar or Corporations Canada. It is critical that all directors familiarize themselves with their organization's bylaws or rules. They should include information about:

- election procedures,
- the term length of directors,
- how to fill vacancies on the board, and
- how the bylaws or rules can be amended.
- the duties of officers on your board
- what protections you must have as board members
- how conflicts of interests should be dealt with.

⁷ WATSON. Duties and Responsibilities of Directors of Not-for-Profit Organizations. 4 ED. Canadian Society of Association Executives. 10 King Street East, Suite 1100, Toronto, Ontario. 2015

If these are not included in your bylaws, they should be included in separate policies. **All not-for-profits are required to have a policy or bylaw (see which in your jurisdiction) related to conflicts of interest.**

Your bylaws will also define who can be a member of your organization and how, and what voting and other rights they have, while also outlining how those members would hold an annual general meeting or special general meeting in order to elect the board of directors and conduct other business. Most AGMs follow the [Roberts Rules](#) format.

For some tips on how to draft bylaws that work for you see "[Five Traits of Effective Bylaws](#)". All provincial registrars and Corporations Canada (for federally-incorporated groups) provide more information about what needs to be included in bylaws or rules of organizations incorporated in their jurisdictions. Please refer to the links below for more information:

Alberta	Nunavut
British Columbia	Ontario
Manitoba	Prince Edward Island
New Brunswick	Quebec
Newfoundland and Labrador	Saskatchewan
Northwest Territories	Yukon
Nova Scotia	Federal

Policies and Procedures

A policy is a guiding document adopted by your board to set out the guiding principles of your organization on specific topics. Procedures set out steps to be followed as a consistent approach to accomplish the results addressed in a policy.

Some operational policies may be developed by your staff; in this case the policies are adopted using the delegated authority of the board. For example, a policy and procedure about your music library will contain details about the guiding principles of your library, which genres and formats you accept (e.g. CDs, digital files, full albums, individual songs), the process for submitting music to your station, how submissions are processed, organized, and stored, etc.

It is the responsibility of your board to identify potential gaps in your policies and procedures, and then, taking guidance from your bylaws, Canadian laws and regulations and the best practices of our sector, fill in those gaps.

A great resource is the [HR Toolkit](#), run by the HR Council of Canada. They have an extensive questionnaire which assesses what HR policies your station has, and then it tells you what you may be missing, and offers templates of those policies. You can also have a look at the NCRA/ANREC's Policy Exchange, which includes a number of member stations' policies.

Suggested policies

- Volunteer Agreement and Code of Conduct
- Volunteer Management, Supervision, and Discipline Policy
- Board Member Code of Conduct
- Human Resources Policy
- Privacy Policy
- Financial Management Policy
- Executive Limitations Policy
- Station Access Policy
- Programming, Training & On-Air Policies
- Advertising Policy and Contract
- Conflict Resolution Policy
- Harassment Policy
- Complaints Policy
- Equity Policy
- Social Media (Internal and External) Policies

The AGM and AGMeeting App

The [AGMeeting](#) application was developed by the NCRA/ANREC for our members. It allows people to engage with your AGM directly both in person and remotely (note that remote participation in corporate AGMs is not permitted in all provinces - be sure to check your provincial legislation before using this app for that purpose). It has a built-in agenda feature, and recordings of minutes and other documentation can be uploaded for distribution prior to the meeting. The NCRA/ANREC estimates we have saved nearly \$300 in our first year of using the app due to reduced printing costs.

The app helps guide the chair through the Robert's Rules format, which enhances organization and structure, reduces "copycat" voting, and increases participation opportunities (including identifying when individual voters are speaking more than their fair share, and enabling remote participants to contribute to discussions).

The Minutes of the Board

Board minutes are very important; not only will they remind directors and staff of the actions they have agreed to take, they are also the legal record of the organization and may be relied on in court. For this reason, it is important that minutes be archived and easily available to all directors. A director's fiduciary duty also includes an obligation to be informed of what's happening, which entails reading the board minutes.

The Secretary is usually responsible for either taking accurate minutes, or reviewing the minutes taken by another person if this task has been delegated. The level of detail in minutes can be a subject of ongoing debate in an organization. There are minimum requirements, and it is also often expected that the minutes will provide the context for the decisions being made.

Some things **MUST** be captured in the minutes, including:

- confirmation of quorum
- all disclosures of conflicts of interest
- board decisions and
- any dissent to motions and abstentions (discussed in the Director Dissent section above).

When you are recording information for the minutes you should capture the following:

- The date and location
- Board members present for voting (and any regrets)
- The wording of each specific motion, and who proposed (1st) and who seconded (2nd) the motion, unless your board operates on consensus or modified consensus, in which case a call for any opposed is made.
- You may be required to record the vote breakdown if directors ask for a roll call vote, which, if the board agrees, will require the vote of each director to be recorded. If a roll call vote is not requested, it is convention to not record the names of each director and how they voted. At least a pass or fail for each motion needs to be noted if a roll-call vote hasn't been requested. An example would be "three directors in favour, four opposed"
- If a motion is 'withdrawn' it is not usually included in the minutes, although you may wish to include information about the discussion that took place for the benefit of members reading the minutes.
- Any amendments to motions should be recorded.

Action Items

Many boards find it useful to create 'action items', which are tasks or goals that board members have volunteered for or been tasked to do, as well as actions delegated to staff. Usually the Secretary or Chair will give a reminder of pending action items a couple of weeks (or reasonable time) prior to the next meeting to ensure that they are done. Action items are a very useful tool for keeping track of the board's work if you have a working Board.⁸

⁸ Davidson, Cindy. *Board Governance Resource Guide for Nonprofit Organizations (Revised in June 2014)*. Community Literacy of Ontario. 2014. <http://www.communityliteracyontario.ca/wp/wp-content/uploads/2014/07/Board-Governance-Manual-June-2014.pdf>

3. Understanding the Regulatory Environment

It is critical that your station meet all regulatory requirements which are conditions of your license, and your board of directors is responsible for ensuring that these requirements are met. The NCRA/ANREC has many resources to supplement the information below, so do not hesitate to contact us for more information on these topics. Our Regulatory Survival Guide is a great resource. The term “regulatory requirements” is often used to refer to the requirements from several different sources, all within the jurisdiction of the CRTC, as described below.

Broadcasting Act

The [Broadcasting Act](#) is federal legislation regarding broadcasting⁹. In short, it sets out a framework for how the broadcasting system works within Canada. You are required to uphold the principles in the *Act*, however most of your specific responsibilities are set out in the Radio Regulations.

Radio Regulations

The [Radio Regulations](#) are related to the *Broadcasting Act*. They set out many of the specific requirements that all licensed radio stations must meet to retain their broadcasting licenses.

Those requirements include things like:

- required percentages of Canadian Content
- annual returns
- logs and records
- allocation of political programming during election periods
- restrictions on ethnic programming
- transfers of ownership and control
- etc.

Failing to adhere to the Radio Regulations, (which is referred to as “non-compliance”) could result in reduced renewal terms, additional penalties administered by the CRTC around broadcasting of announcements on the air and, in extreme cases, revocation of license.

Conditions of License

All licensed radio stations are subject to certain conditions. There are standard conditions of license for all c/c stations like adhering to the [Equitable Portrayal Code](#), the [Broadcast Code of Advertising to Children](#), and the [Code for Broadcast Advertising of Alcoholic Beverages](#), as well as content requirements for all stations (minimum 5% category 3 music, 15% locally produced

⁹ This version of the *Act* current at time of publication (01/06/2018).

spoken word), for campus stations (maximum 10% hits and 504 minutes of ads per week), and for community stations (at least 20% music from other than subcategory 21).

Broadcasting Regulatory Policy CRTC 2010-499

This is the [policy](#) that governs the operation of all c/c stations. It outlines their role, definition, and mandate, as well as requirements (such as the minimum percentage of spoken word, Canadian Content rules, and advertising limits, to name a few). We outline these in detail in the NCRA/ANREC Regulatory Handbook, available on the members-only website.

Canadian Radio-television and Telecommunications Commission (CRTC)

The CRTC is an independent public agency in charge of regulating and supervising Canadian broadcasting and telecommunications. Stations are required to get a license from the CRTC to broadcast on AM or FM radio in Canada. The Radio Regulations requires license holders to submit an annual return to the CRTC each year. From time to time (usually every 7 years), you will also need to renew your license to confirm you are executing your mandate and adhering to policies, regulations, and conditions of your license. Failure to follow the rules, submit returns, and meet regulatory requirements may result in you losing your license or receiving a shortened license term. As mentioned, the ultimate authority responsible at your station for maintaining your license is the board of directors.

Best Practice Tip: we highly recommend consulting with NCRA/ANREC staff and the regulatory committee about any issues that arise at your station with respect to licensing applications, regulatory requirements, dealing with listener complaints submitted to the CRTC, etc.

Annual Returns

Each year, before November 30th, a station must submit annual returns to the CRTC. These require you to provide financial, programming, and volunteer data covering the period between September 1st of the previous year to August 31st of the current year. Stations must submit approximately 6 different forms highlighting what the station did over that period of time. Failure to do so by the deadline will result in your station being in non-compliance with the Radio Regulations, and you will be required to explain this non-compliance at your next license renewal. If the non-compliance is serious or repeated, it is possible that you will receive a reduced license term at that time. Multiple instances of non-compliance can lead to a station's license being revoked.

Innovation, Science and Economic Development Canada

Along with a CRTC Broadcasting License, you need to apply for approval from ISED (formerly Industry Canada). This can be done in parallel with applying for a CRTC license, though the CRTC requires you to have ISED approval before a license can be issued. You are also required to undergo ISED testing before you can officially launch a new or amended signal. You will need to renew your ISED approval periodically, around the same time that you renew your CRTC license. You cannot change your frequency, wattage, tower height or location without approval from both ISED and the CRTC.

It's important to know your obligations under ISED regulations and policies. For example, if you have a broadcasting tower, you are required to keep the general public a specific distance away from it for safety reasons to prevent undue exposure to radio frequency emissions. It is your responsibility to meet the requirements of [Safety Code 6](#). Violations can result in either a requirement to reduce your power or stop broadcasting immediately, or the levying of fines against your station and its directors.

Not-for-Profit Regulation

As noted earlier, your board of directors is bound to comply with not-for-profit legislation and policies. Note that these vary from province to province, and that although the broadcasting sector is federally regulated, almost all campus/community organizations are provincially regulated. That means that any human resources requirements are at the provincial level, not the national level.

Incorporation Maintenance and Fees

Depending on where you incorporated your station, you may be required to submit paperwork annually to your provincial or federal corporations office, along with a small fee (federally, it is \$20, for example). If you make bylaw changes, you may also need to file the new bylaws and may have to pay an additional filing fee. The requirements and fees vary but failure to keep your society, company, or corporation in good standing may eventually result in your organization being struck from the corporate register, and could have consequences for grant opportunities, income tax, land ownership, and your CRTC license.

Elections In Canada - Impacting Broadcasting

There are rules around broadcasting during elections, which include fairly distributing airtime amongst various political parties, and prohibiting anyone running for office from maintaining an on-air presence during the election campaign period. We have more information on our Prezi [here](#) (requires login).

Radio Sector - Partners and Pillars

The Broadcasting Act recognizes three pillars of the Canadian broadcasting system:

1. Private (including commercial radio stations and specialty stations like those with ethnic licenses)
2. Public (CBC/Radio Canada)
3. Community [c/c]

There are also two other associations that support c/c radio: l'[Association des radiodiffuseurs communautaires du Québec](#), which supports French language community stations in Quebec, and l'[Alliance des radios communautaires du Canada](#), which supports French language stations outside of Quebec. Together, the NCRA and the French language associations represent approximately 90% of licensed c/c stations. Stations are free to join or leave associations as they see fit. Some stations are members of two associations at the same time. [AMARC](#) is the World Association of Community Broadcasters, though they do not have an office located in Canada.

4. Copyright Obligations & Fees

SOCAN, Re:Sound, & CMRRA/SODRAC (CSI)

Stations broadcasting over the air or online only are required to pay a licensing fee to use copyrighted music on the air, and to make copies of copyrighted material for internal purposes. These fees vary based on each station's activities and the rates and tariffs change from time to time. All licensed and online-only c/c stations are currently required to pay SOCAN 1.9% annually of their annual operating costs for the right to broadcast over AM/FM and to have webstreams, simulcasts and downloadable or streaming archives. All licensed c/c stations are also required to pay \$100 to Re:Sound for the right to broadcast music over AM/FM, and all licensed and online stations must also pay \$25 per year to Re:Sound for online streaming rights. Additional tariffs are also owed to CMRRA/SODRAC (also known as CSI) for copying material internally for broadcast and online use, although the details of those tariffs are currently the subject of a Copyright Board proceeding and have not been decided yet. Full details on all of the fees are in the NCRA/ANREC Copyright Handbook.

CRTC and Industry Canada Fees

There are no fees associated with the CRTC. There is an annual fee associated with ISED only for those stations that send their signal from their studio to their transmitter using a radio signal (rather than a hard-wired phone line). As of 2018, we believe the fee is \$36.

Audited Statements

Incorporated organizations must prepare and present financial statements to their members each year. Three levels of work can be performed by an accountant on a set of financial statements. The level of accounting assurance that you choose depends not only on what you need, but also on what is required in your bylaws and by grant funders. Different stations in our sector use each of these options. The three levels are:

Compilation or Notice to Reader Statements

When an accountant or bookkeeper "compiles" financial statements, no assurance is given that the financial statements are complete or accurate. They simply take the figures provided by the station's management and put them into a standard financial statement format, which usually includes a balance sheet and income statement. To ensure that the users of compiled financial statements are aware of the statement's limitations, there is always a "Notice to Reader" report attached detailing the limited work performed by the accountant. The cost is lowest for this type

of service. If your members do not require any assurance, this would be the least expensive way to have your financial statements prepared.

Review Engagement

The next level of assurance that an accountant can provide is a review engagement. This gives the financial statement users “negative assurance” that nothing has come to the accountant’s attention that causes them to believe that the financial statements are not presented fairly. The accountant must perform sufficient work to assure the user that the financial statements are “plausible”. They check for internal consistency, analyze specific account balances, and require explanations from management for anything that seems unusual. The statements will normally consist of a balance sheet, income statement and statement of cash flows, as well as notes that accompany the financial statements and give further information to the users. This requires more work and is more expensive than a compilation.

Audit Opinion

The highest level of assurance that an accountant can provide is an audit opinion. This requires the most work and is therefore the most expensive. The accountant will analyze the accounts in detail and ask management to explain any inconsistencies. They will inspect assets and confirm balances, often with outside sources. The accountant will also recalculate entries and perform sufficient work to ensure that the financial statements are not materially misstated.

5. Reading Financial Statements

A detailed outline for nonprofits is available [here](#). For personal reference, the Government of Canada has a great toolkit which is available [here](#) for your use.

Balance Sheet and Income Statement

There are usually two major financial statements to review: (1) the balance sheet presents the organization's assets, liabilities and overall financial position, and (2) the income statement presents the financial operating results, income and expenses over a given period of time. Some boards review these monthly, others quarterly, but looking over your organization's financial reports should be a regular part of your board's routine.

As a board member, you must be aware of the financial state of the organization to make the best decisions possible. You cannot leave this to the treasurer or to staff to do alone; you must be aware of this based on your duties as a board member. Each line-item should have a connection to a budget, and goals. Ask questions when you do not understand specific items and be critical. If you need more help on this contact the NCRA/ANREC, which may be able to assist in finding training in your area.

Cashflow & Budgeting

Having significant money in your account does not mean you are in a good financial situation. Especially for stations who get funding through an annual fundraising/membership drive, there may be a lot of money in the bank at the end of the drive, but it needs to last for a long period of time. Therefore, each station should create a budget in advance of the fiscal year, which should project the station's expenses and revenue, allocate amounts to be spent on each expense, and estimate the amount of revenue to be obtained from each source. This includes ensuring that enough money will be in the bank to be able to pay for expenses during the "lean months" when revenue will be lower.

Best Practice Tip: *Budget safe, and then as the year goes along, adjust. Meaning, if you expect to spend \$10,000 on staffing costs, allocate \$11,000 in the budget, and at the end of the year determine what to do with any unspent budget money. Putting some money annually into an emergency operating fund or equipment replacement fund is a good idea, but keep in mind that as a non-profit, you are restricted to earning a limited profit that is incidental to and arising from activities that are directly connected to your not-for-profit purposes. If your reserve accumulation suggests to Canada Revenue Agency that you are operating for the purpose of profit, you can lose your tax exempt status.¹⁰ If you plan to create a reserve fund, an accountant*

¹⁰ <http://drache.ca/articles/charities-article-archive/non-profit-organizations-and-the-income-minefield/>

could help you set it up in a way that won't make CRA suspicious. There may also be consequences in terms of eligibility for some grants if you have too much money stored away.

Oversight of Finances

On average, about 5% of all revenue generated by a not-for-profit is stolen (by staff, board or others)¹¹. Stations should have policies in place addressing financial duties, and procedures to stop theft and poor planning. These can include things like requiring:

- two signing authorities on each cheque
- board approval for expenses over a certain dollar value and all unbudgeted expenses
- a monthly reconciliation process to confirm that accounting software entries and bank records match

If these are not followed, the board may be liable. Check that you have a copy of the policy documents, and if they have not been updated in a few years, think about updating them.

Best Practice Tip: *Do a random spot check of your finances. Review your policy and pick something to look into. Your board and staff should want to follow through with a review and check for issues. If they refuse or seem reluctant, this might indicate that there is an issue to investigate.*

¹¹ https://smith.queensu.ca/_templates/documents/governance/reports/fraud-in-canadian-nonprofit.pdf

6. Funding Sources

General Income

Most stations receive funding from a variety of sources. Not all stations generate income from all of these, nor are they possible at all stations. The NCRA/ANREC has developed sample budgets for stations of various sizes, which show the “typical” amounts received from advertising etc. You can find them [here](#). Many stations receive funding from the following sources:

1. Local advertising sales
2. Student levies (campus only)
3. Funding drives/Membership drives (often funding and membership drives are the same thing, depending on the station)
4. Grants (national, provincial, regional, municipal, Community Radio Fund of Canada)
5. Event income
6. Radio bingo revenue
7. National advertising sales
8. Production earnings
9. Fee-for-service arrangements (i.e.: tower space rental for other antennae, studio rentals)

Student Levies (Campus Only)

Most campus stations received funding from an annual student fee levy. This comes through the student association or from the university directly. The key concern is that a referendum can be called to remove funding from campus organizations that are not perceived to be keeping their students happy, although this is easier to do at some universities than others. As such, it is important to:

- a) know the environment with respect to funding, support for the organization on campus, and the relationship between your station, students, and the student association,
- b) react quickly and professionally when questions about the value of the levy arises and
- c) have a strong working relationship with those who provide the funding (including having signed agreements in place). One of the best ways to ensure a healthy relationship is to maintain a relationship with the student association and make sure you have a robust roster of student-led programming and student involvement in the running of the station!

Community Radio Fund of Canada

The [Community Radio Fund of Canada](#) (CRFC) was set up by the three c/c radio associations in Canada to help support stations. All licensed c/c stations can apply to the Radiometres program, a competitive annual funding program flexible enough to fund a variety of activities as long as the project proposal meets at least one of the three results of the program.

1. High-quality, locally-reflective music and spoken word **programming**.
2. Skilled and sustainable **volunteer** participation in local content creation and operations.
3. Diverse **community** participation in governance, programming, and content.

Eligible expenses include direct project expenditures. This means that all requested expenses must be directly related to your project, and you must be able to show how each expense contributes to your proposed activities, and in turn, your proposed goals. Producing local content, implementing new media approaches, and distributing programming digitally can be funded by the CRFC through the program. The NCRA/ANREC office is available to assist in your grant application. Currently, the money supporting the Radiometres program comes from Canadian Content Development (CCD) funding paid by commercial broadcasters to the CRTC. You can learn more about CCD and the CRFC [here](#).

Membership in the CRFC is open to c/c radio broadcasting stations in Canada that have a valid CRTC licence, as well as to associations that represent these stations. **Stations and associations do not need to be members of the CRFC or any other community radio association to be eligible to apply for or receive funding.** Membership fees are \$20/year, and the membership year runs from September 1 to August 31. By becoming a member of the CRFC, you can submit board nominations, vote during the elections and participate at our annual general meeting. Furthermore, you demonstrate your support to the only organisation funding the campus and community radio sector in Canada. It is also important to note that the CRFC has funded the development of this Board Handbook.

Grants

In addition to CRFC grants, you may wish to consider applying for other national, provincial, regional and municipal grants. Note that most grants are project-based and will not assist your station with its core operating costs. NCRA/ANREC staff will review any grant applications you prepare (as long as we receive at least 5 business days to review them), as well as write letters of support. Grants are challenging to get and may take a lot of time to administer. Your station's board of directors is ultimately responsible for the success of a grant, and, in most cases, needs to approve grant applications on a case-by-case basis unless they are already approved under a policy or job description.

Sources/References

Imagine Canada: Sector Source

<http://sectorssource.ca/managing-organization/board-governance/building-your-board>

Authenticity Consulting - Typical Contents of a Nonprofit Board Manual

<http://managementhelp.org/misc/Contents-Board-Manual.pdf>

Hurwit & Associates: Nonprofit Law Resource Library

<http://www.hurwitassociates.com/resources>

[NOVA SCOTIA] Nova Scotia Government: Essential Guide for Community Boards of Directors

https://www.ednet.ns.ca/earlyyears/documents/providers/Essential_Guide_for_Community_Boards_of_Directors.pdf

Clearviewc.ca: Board Policies Manual Template

http://www.clearviewcc.ca/files/AndringaNPOBPMTemplatev3_22.pdf

Leading with intent.org: Key Findings

<http://leadingwithintent.org/leading-intent/>

Government of Canada: Primer for Directors of Not-for-profit Corporations

https://www.ic.gc.ca/eic/site/cilp-pdci.nsf/eng/h_cl00688.html

(Note: this is an older resource containing some useful principles, but it does not include new updates to the law in some provinces)

[ONTARIO] Get Ready for the ONCA (Ontario Not-for-profit Corporations Act)

<http://www.nonprofitlaw.cleo.on.ca/>

[ONTARIO] Service Ontario: Directors' Liability under the Corporations Act

<https://www.ontario.ca/page/directors-liability-under-corporations-act-not-profit-corporations>

[ONTARIO] Community Literacy of Ontario: Board Governance Resource Guide

<http://www.communityliteracyofontario.ca/wp/wp-content/uploads/2014/07/Board-Governance-Manual-June-2014.pdf>

Appendix - Building Board Success

We thought we would include some best practices and tips to help make your board stronger. We encourage you to keep reading to help strengthen your time spend on the board.

Building a Strong Board

There are many ways to encourage people to become a director on your board. It's important to be clear about:

- what's expected in their role of their board
- what is the time commitment
- the number of committees
- the main duties
- requirement to participate on board committees
- etc.

If you have new board members or are reading this as a new board member, it's important to be aware of what will be needed of you as a board member. Ideally, your station has a board manual which has your station's:

- by-laws
- policies
- board minutes
- other important documents

Make sure that new board members are given an orientation of what's expected as board members. Taking time to tour the station and meet staff is important. Often volunteer programmers may step forward to join the board, this changes the dynamic between them and staff. Giving new board members and staff an opportunity to meet in that capacity is key to ensuring easy flow of information. Some stations host a board/staff retreat within the board's first month to orient staff and get the board up to speed on station happenings.

Succession Planning for Your Board

It's important to ensure that you as an organization are prepared for those occasions when you will need to recruit new directors. Most organizations' bylaws permit their boards to fill board vacancies mid-term, but some organizations' bylaws require that a by-election be held to fill vacant positions.

A key element of recruitment is identifying what skills and experience you are looking for on your board. Would you like someone with HR experience or training? Legal training? Financial management experience? Local educational institutions or businesses might be good places to find these. It's also important to maintain attention to ensuring diversity of age, race and gender

on the board. Your board should look like your community does. When recruiting people with professional skills as mentioned above it's important to consider their relationship to the station. Do they have interest or experience in community radio? Board composition for a campus stations MUST have "balanced representation from the student body and representation from the administration of the post-secondary institution, station volunteers and the community at large".¹²

Honesty is one of the best tactics in board recruitment - for example - if you are looking to better include indigenous people in the work of the organization, being upfront about that is better than people joining and then feeling tokenized later down the road. Try not to limit the scope of your recruitment to those currently at your station. Develop a recruitment file or an easy to read 1-pager which outlines who the board is and how they can contribute!

It's important to ensure you maintain an inventory of what skills your board has, to be able to effectively recruit to fill any gaps in capacity which may emerge. This will be a big help when recruiting volunteers to step forward to run for election as you can ensure that you are fulfilling the needs of the organization.

An Effective Board Meeting with an Agenda and Minutes

Your agenda is a roadmap through the board's business, and the more clear and concise it is the easier it will be to navigate the meeting. To have a good agenda you need to understand the intention of your meeting. What is your goal? Is it to address a special project, or to cover ongoing business, or is it a bit of both?

Most agendas have some key features;

- 1) Adopting the agenda
- 2) Approving the minutes of the previous meeting
- 3) Accepting staff and committee reports
- 4) Old business (items carried over from the last meeting)
- 5) New business (items being introduced at that meeting, including last minute additions)
- 6) Announcements
- 7) Adjournment (formally close the meeting)

How long should the meeting be?

To be able to answer that question you need to look at the purpose of your meeting. Talk to the people who are bringing business or items to the meeting, and find out, what is a reasonable amount of time which will be needed for each item, and do the math. Keep in mind that many peoples' attention span seems to wane after a couple hours, so if you have a long meeting ahead consider adding in a break.

¹² <http://www.crtc.gc.ca/eng/archive/2010/2010-499.HTM> item #17

A busy agenda? Big and time consuming agendas are very off-putting. Do you have a lot going on? Is everything “important”? If that is the case, it might be best to do one of the following:

- 1) Try to hold an informal meeting outside of the board meeting to consult with interested stakeholders, address the largest concerns, and try to bring some recommendations to the meeting to help move the conversation forward.
- 2) Delegate a subcommittee the tasks of doing research or making recommendations to the board.
- 3) Try splitting the meeting into more than one session.

Meetings will always balloon to fill the space you give them! always start on time, starting late pushes the whole agenda and wastes people's time.

What's under New Business?

If you have motions, or are introducing policies or bylaw changes, it's important to have a dialogue but to ensure that your meeting flows with ease make sure that you share any relevant information a few days in advance. One way of ensuring that items are appropriately addressed is to structure the agenda item as a question, for example:

- A) CD Acceptance Policy
- B) Does our CD Acceptance Policy address x issue?

“A” could lead to extensive debate, “B” narrows down the topic to a yes/no, and guides the conversation towards creating solutions.^{13 14 15 16}

Committee Best Practices

Benjamin Miller has created some best practices for committee work, see the document [here](#) (linked earlier in this handbook)

¹³ Barlow, Jeremy. *Board Meeting Agenda Format and Template*. Board Effect. April 2016. http://www.boardeffect.com/blog/board-meeting-agenda-format-template/?_bt=192834236831&_bk=effective%20meeting%20agenda&_bm=e&_bn=g&_bt=192834236831&_bk=effective%20meeting%20agenda&_bm=e&_bn=g&gclid=CI6Zz5is99MCFQqUaQodL-MAbA

¹⁴ Schwarz, Roger. *How to Design an Agenda for an Effective Meeting*. Harvard Business Review. March 2015. <https://hbr.org/2015/03/how-to-design-an-agenda-for-an-effective-meeting>

¹⁵ Lipman, Victor. *5 Simple Steps to More Efficient, Effective Meetings*. Forbes.com . March 2013.<https://www.forbes.com/sites/victorlipman/2013/03/01/5-simple-steps-to-more-efficient-effective-meetings/#51eca56271a3>

¹⁶ *7 Steps to The Perfect Meeting Agenda*. Less Meeting. <http://lessmeeting.com/7-steps-perfect-meeting-agenda/>



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