

2018

# BYLAW & POLICY MANUAL

COMMUNITY FUTURES WINNIPEG RIVER  
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# CORPORATE BY-LAWS, POLICIES AND PROCEDURES – HISTORY OF REVISIONS

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## 1.0 INTRODUCTION

### 1.1 OVERVIEW

This document will establish the policies and procedures which will be followed by Community Futures Winnipeg River (CFWR), hereafter referred to as the "Corporation" or "CFWR." Community Futures Winnipeg River is a non-profit, community-based regional economic development organization serving the North Eastman region of Manitoba. We support and help grow small business by providing access to capital, business counseling, and resources. Our programs and services are designed to help rural communities develop and strengthen their economic potential.

As a condition of the funding received from Western Economic Diversification Canada, Community Futures Winnipeg River agrees to deliver the Community Futures Program including:

- a. Community economic development and strategic planning;
- b. Business advisory services including business planning, business information, and entrepreneurship training to small and medium sized enterprises;
- c. Access to financial assistance to assist businesses or to help entrepreneurs to create new businesses; and
- d. Delivery of special economic adjustment programs.

These policies and procedures shall guide the Corporation by providing an effective organizational system with an inherent flexibility which will allow it to creatively respond to unique situations. Interpretive differences shall be referred to the Board of Directors of CFWR for resolution. From time to time, certain components of the manual shall, by necessity, be modified to reflect changing circumstances and priorities. Proposed changes shall be approved by the Board of Directors prior to being adopted.

### 1.2 MISSION STATEMENT

Our mission is to pursue continued growth and prosperity for the North Eastman region by supporting sustainable community economic development.

### 1.3 ORGANIZATIONAL GOALS

Long-term strategic goals of the Corporation are:

- a. To have a sufficient supply of capital to meet the needs of our region's entrepreneurs;
- b. For our businesses to have access to high-quality business development assistance to help them realize their business development aspirations;
- c. For our local economies to grow and be strengthened through the community economic development process; and
- d. To be efficient, effective, and transparent high-performers who demonstrate accountability and integrity to our communities.



## 1.4 ORGANIZATIONAL SCOPE

CFWR serves a large geographic area which is approximately 13,254 square kilometers and includes eleven municipalities, three Northern Affairs communities, one First Nation community and two provincial parks. The Corporation will serve the following communities and areas:

- a. Rural Municipality of Alexander
- b. Rural Municipality of Brokenhead
- c. Town of Beausejour
- d. Rural Municipality of Lac du Bonnet
- e. Town of Lac du Bonnet
- f. Local Government District of Pinawa
- g. Town of Powerview-Pine Falls
- h. Rural Municipality of Reynolds
- i. Rural Municipality of Springfield
- j. Rural Municipality of Victoria Beach
- k. Rural municipality of Whitemouth
- l. Sagkeeng First Nation
- m. Community of Seymourville (unorganized territory)
- n. Community of Manigotagan (unorganized territory)
- o. Community of Bissett (unorganized territory)
- p. Nopiming Provincial Park
- q. Whiteshell Provincial Park

## 2.0 CORPORATION BYLAWS

The business and affairs of Community Futures Winnipeg River (CFWR) will be governed by The Corporations Act of Manitoba (herein referred to as the Act), the Corporation By-laws, and the Corporation Policies and Procedures.

### 2.1 REGISTERED OFFICE

Unless changed in accordance with Section 19 of the Act, the registered office of the Corporation shall be at such address specified in the Articles of Incorporation which is 4 Park Avenue, Lac du Bonnet, Manitoba.

### 2.2 OWNERSHIP

The ownership and control of the Corporation shall be vested in the membership.

### 2.3 MEMBERSHIP

The members of the Corporation shall be the municipal, First Nation, and community governments located within the geographic scope outlined in section 1.4. Membership will also be open to business associations within Whiteshell and Nopiming Provincial Parks. Additional members as may be approved by the Minister responsible for Western Economic Diversification Canada.

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#### 2.3.1 TRANSFERABILITY

The interest of a member in the Corporation is not transferable.

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#### 2.3.2 TERMINATION OF MEMBERSHIP

Any member shall cease to be a member:

- a. If a member provides a signed letter to the Corporation withdrawing its participation in the Corporation; and
- b. If by resolution passed by at least two-thirds of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given.

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#### 2.3.3 NOTICE OF MEETINGS OF MEMBERS

Thirty (30) days written notice shall be given to each member and that member's delegate of any annual or special meeting of the members. Notice of any meeting may be waived in accordance with the provisions of the Act.

## 2.4 BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors that will consist of a minimum of eleven (11) directors and a maximum of seventeen (17) directors. The ideal board size will be 11-13 directors. Each member will have the right to appoint one director to represent their local area. No alternate directors may be appointed by member organizations. If the minimum number of directors is not reached at any time, an open call for director appointments will be made to all members and the current Board of Directors will pass a resolution requiring a 2/3 majority vote to determine new directors which will be termed Directors at Large. A list of Board Directors, including the terms served, geographic/sector representation, and areas of expertise will be maintained by the Executive Director.

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### 2.4.1 BOARD COMPOSITION

The ideal board composition will consist of diverse skills, knowledge and perspectives relative to the Corporation's mission and goals and representation of the various geographic areas located within the scope of the service area identified in section 1.4. New directors will be asked to complete a [Board Member Skills and Knowledge Assessment](#) (see Appendix A) within the first month of their first term. The input received will be used to determine the committees and activities where knowledge and skills may be most beneficial for the Corporation and where further education may be required. The [Board of Directors Skills and Knowledge Assessment Matrix](#) (see Appendix B) will be used to track the combined skills and knowledge within the board. Gaps and training opportunities of the board will be identified through an annual analysis of the matrix.

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### 2.4.2 ROLES & RESPONSIBILITIES OF THE BOARD

The Board of Directors, as delegates of the members, is responsible for oversight of the Corporation on behalf of the members. The board has two main responsibilities which are:

- a. To govern the Corporation to ensure that the mission is implemented effectively and ethically; and
- b. To support the Corporation and ensure that it has sufficient resources to carry out its work.

The key roles of the board are:

- a. To act as the legal entity and authority of the Corporation.
- b. To set strategic direction and goals for the Corporation.
- c. To evaluate outcomes.
- d. To provide continuity for organizational management through setting by-laws and policies.
- e. To establish a clear identity for the Corporation within the region.
- f. To develop financial budget and oversee finances.
- g. To hire and oversee the Executive Director.
- h. To attend and actively participate in meetings of the board.
- i. To identify and seek required resources.
- j. To represent the decisions of the board and speak with one voice on behalf of the Corporation.

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### 2.4.3 EXECUTIVE DIRECTOR OVERSIGHT

The Board of Directors is responsible for the hiring and oversight of the Executive Director.

Oversight and direction of the Executive Director will be channeled through the board chair, or through duties delegated to or through other executive officers.

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### 2.4.4 BOARD DIRECTOR APPOINTMENT

Each member shall have the right to appoint one director to the Corporation and to remove said director with or without cause at any time. Each member shall designate its director by resolution provided in writing to the Corporation by December 1st of each year. Such resolution shall be conclusive proof that the director has the authority to act on behalf of the member and shall continue to be conclusive proof thereof until the Corporation is in receipt of a notice in writing which confirms that the member has revoked the director's appointment or has appointed a new director. If a member has not appointed a director by December 1st, or has provided their intent in writing by December 1st, the seat will be deemed vacant.

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### 2.4.5 DIRECTOR ORIENTATION

The Executive Director will provide each new director with a written and verbal orientation to CFWR. Corporate material will be provided to the new director and will include, but is not limited to the following:

- a. Community Futures program overview information including brochures from CFWR, Community Futures Manitoba, Pan-West Community Futures Network, and Community Futures Network of Canada
- b. Contribution Agreement with Western Economic Diversification
- c. CFWR Guiding documents including by-laws, policy manual, current annual operating plan, current budget, latest annual report and financial audit
- d. CF Board Orientation Module
- e. Code of Conduct Agreement for Board Members
- f. Board Member Privacy Pledge

Each new director will be offered a tour of the CFWR office and a meeting with the Executive Director to be held as close to the start of their term as possible. Other directors are encouraged to act as mentors to new directors.

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### 2.4.6 NON-PARTICIPATING MEMBERS & REMOVAL

In the event that a member chooses not to appoint a director as their representative, or if a director, following formal notification continues to not attend meetings, the member will be considered to be a nonparticipating member. Non-participating members will relinquish the right to attend board meetings, until such time as a director is appointed and approved by the participating directors.

In the event a director shall not attend three consecutive meetings for which he/she has received proper notice, the Corporation shall notify in writing the member who appointed the director of same.

Directors may also be removed from the board for conduct deemed inappropriate or contrary to policies and bylaws of the organization by a 2/3 majority vote of the board on a motion made and seconded at a duly constituted meeting of the board.

Non-participating members will be entitled to receive services offered by CFWR and will also receive the following communications from CFWR:

- a. An annual Invitation to appoint a representative to the CFWR Board of Directors
- b. Periodic marketing of CFWR services
- c. Minutes of all Board Meeting
- d. An annual invitation to CFWR's Annual General Meeting (AGM)

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#### 2.4.7 DIRECTORS AT LARGE

In the case where a member chooses not to appoint a director, or where no communication of intent is received by the member by December 1st of each year, the Board of Directors shall have the right to fill this vacancy at any time to ensure the minimum board size of 11 directors exists. If the minimum number of directors is not reached at December 1st or at any other time of the year, an open call for director appointments will be made to all members and the current Board of Directors will pass a resolution requiring a 2/3 majority vote to determine new directors which will be termed Directors at Large. An open call for Directors at Large may also be issued at any time the Board determines that gaps exist in required skills, knowledge, geographic areas and/or sectors as per the existing [Board of Directors Skills and Knowledge Assessment Matrix](#) (see Appendix B).

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#### 2.4.8 OFFICERS OF THE BOARD & DUTIES

Three (3) Executive Officer positions are on the Board of Directors and together make up the Executive Committee. The Executive Officer positions are Chairperson, Vice-Chairperson, and Secretary-Treasurer. The duties of the officers are as follows:

- a. **Chairperson** – The Chairperson of the board shall preside at all Board of Directors meetings, and, with the Secretary-Treasurer, shall sign all by-laws. The Chairperson of the board shall be Chairperson of the Executive Committee. He/she shall act as the main liaison with the Executive Director in overseeing the business and affairs of the Corporation. The Chairperson shall have voting privileges on all motions. The Chairperson may sit ex-officio on all board committees.
- b. **Vice-Chairperson** – The Vice-Chairperson shall fulfill the duties of the Chairperson in the Chairperson's absence, in addition to such other duties prescribed by the board from time to time.
- c. **Secretary-Treasurer** – The Secretary-Treasurer shall maintain all minutes, written records, financial records and books of account of the Corporation as required and may, when appropriate, delegate these duties to an employed member of the Corporation staff.
- d. **Other Officers** – The duties of all officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

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#### 2.4.9 OFFICER VACANCIES

If any office shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the board by resolution may appoint an officer to fill such vacancy.

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#### 2.4.10 TERMS OF OFFICE

The term of office of a director shall be one year, and the said director may continue in office if reappointed by the corresponding member. Upon the completion of 9 consecutive years the member shall be asked to appoint another delegate as their representative and Directors at Large will be asked to step down unless the board deems this to be detrimental to the Corporation and approval of the Minister is sought and provided. Directors may return to the board following an absence of 1 year. The 9 year term limit also applies to all standing and ad-hoc committees of CFWR. If the membership of a member is terminated, the term of office of the director appointed by that member shall immediately expire. Terms of office shall be deemed January 1 to December 31 of each calendar year.

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#### 2.4.11 VACANCIES

If a vacancy on the board occurs for any reason, the Corporation shall provide immediate written notice to the member who appointed the director who vacated his/her office. The member may appoint a new director to fill the vacancy for the remainder of the term. If the member chooses not to appoint a new director, the board may choose to fill this vacancy with a Director at Large.

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#### 2.4.12 REMUNERATION

Directors, shall not receive any stated remuneration from CFWR for their services as Directors, but they shall be reimbursed for expenses incurred by them in connection with the affairs of the Corporation. Reimbursement of expenses pertaining to travel, meals, lodging and other expenses approved by the board while on the Corporation's business will be made at the same rates as for the employees.

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#### 2.4.13 BOARD MEMBER CODE OF CONDUCT

Professional and ethical standards are required of board directors while acting on behalf of the Corporation. These standards are outline within the [Code of Conduct Agreement for Board Members](#) (see Appendix C). The agreement will be provided to new board directors at the beginning of their term. Board directors are required to review and sign the agreement at or prior to attending their first board meeting.

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#### 2.4.14 BOARD SUCCESSION AND RECRUITMENT

To ensure the Board of Directors retains corporate memory and capacity to carry out the corporation's mission and goals, the following succession and recruitment policies will be implemented:

- a. Appointed Directors will be encouraged to remain on the Board for multiple one year terms to a maximum of nine.

- b. To avoid interruption in governance and to ensure smooth transition of Directors during municipal election years, the three Executive Officers will be made Directors at Large prior to the municipal election for the remainder of the term as defined in section 2.4.10.
- c. Gaps identified in skills, knowledge, geographic areas and/or sectors on the [existing Board of Directors Skills and Knowledge Assessment Matrix](#) (see Appendix B) will be sought for in the recruitment of Directors at Large.

## 2.5 MEETINGS OF DIRECTORS

Meetings of the Board of Directors are held monthly as required with a minimum of six Board Meetings per year. Board Meetings will be guided by the rules and parameters identified within this section of the by-laws.

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### 2.5.1 PARLIAMENTARY AUTHORITY

The parliamentary authority for the conduct of business meetings of the board shall be Roberts Rules of Order. This authority will be used, at the discretion of the board chair for the conduct of meetings, decisions of the board and the resolution of disputes.

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### 2.5.2 QUORUM

A majority of the Board of Directors must be present to constitute a quorum for any meeting of directors. A majority is defined as 50% plus one of the total number of directors.

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### 2.5.3 PLACE OF MEETING

Meetings of the Board are typically held within the region defined as the organizational scope, but may be held at any place outside the region with a board resolution.

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### 2.5.4 MEETING NOTICE

Meetings of the Board of Directors will be scheduled as follows:

- a. A meeting of the Board of Directors may be convened on at least five (5) days' notice with authorization by the Chairperson or any four (4) directors. The notice may be delivered in writing, by telephone, facsimile transmission, or electronic communications and shall specify the purpose of business to be transacted at the meeting.
- b. A meeting of the Board of Directors may be held and duly constituted at any time without notice if all the directors are present or, if any be absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence.

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### 2.5.5 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION FACILITIES

A director may participate in a Meeting of Directors by means of telephone or other communication device that permit all persons participating in the meeting to hear each other. A director participating in

the meeting by alternative communication means is deemed, for the purposes of the Act, to be present at the meeting.

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#### 2.5.6 MEETING ATTENDANCE

It is a responsibility of each director to represent their member communities and to participate in the work of the board as is possible. A director must provide notice to the Executive Director and/or the board chair of any anticipated absence from a meeting either prior to or, depending on circumstances, as soon as possible, following a meeting. Failure to attend, without notification, any three (3) consecutive meetings will cause the Corporation to send a formal letter of notification to the director and the member. Any four absences without board approval will cause the Board of Directors to request that the board director is removed and another appointment is made by the member.

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#### 2.5.7 MAKING & VOTING ON RESOLUTIONS

Any Director, with the exception of the Chairperson, has the right to make or second a motion. All Directors have the right to speak in debate, and to vote on all motions.

Unless otherwise specifically provided by statute or by these by-laws, a proposed resolution, properly made and seconded and put before any duly constituted meeting of the board shall be carried if a majority of the directors present vote in favor. Each director shall be entitled to one vote. At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number of votes recorded in favor of or against the motion.

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#### 2.5.8 RESCINDING, RECONSIDERING & AMENDING MOTIONS

Except in the case of motions that have been acted upon and cannot be undone a director may, make a motion to rescind, amend or reconsider a previously passed motion at a regularly scheduled meeting. Such a motion cannot violate the rights of absent members to vote and therefore requires a 2/3 majority vote of directors present; a majority vote of directors present if all directors have been provided with previous notice of the motion to rescind; or a majority vote of the entire membership.

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#### 2.5.9 WRITTEN & EMAIL RESOLUTIONS

A resolution in writing that is either signed, or agreed through email vote by a two thirds (2/3) majority of the Directors entitled to vote at regular meetings of the board, is as valid as if it had been passed at a meeting of the Directors.

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#### 2.5.10 MEETING MINUTES

The Executive Director will make all efforts to ensure that minutes of all duly constituted meetings of the board as well as all subcommittees will be marked draft and distributed to directors within ten (10) working days. Minutes of meetings of the Board shall be available to any member upon written request.



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#### 2.5.11 IN-CAMERA SESSION

Directors may on occasion, request that the work of the board or committees be held in-camera, or closed. Upon agreement from the chair, meetings can be moved in-camera. Minutes of in-camera meetings will not be maintained. Any motions or actions resulting from in-camera discussions will be ratified in an open meeting. In-camera actions will normally be limited to matters of personnel, confidential business matters, or personal matters. At the discretion of the board, staff may be excluded from all or portions of in-camera sessions.

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#### 2.5.12 ANNUAL MEETING

An annual Board of Directors meeting of the Corporation shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditor shall be presented. The auditors shall be appointed for the ensuing year as well. The annual meeting shall be open to the general members of the Corporation, and to the public.

### 2.6 INDEMNIFICATION OF DIRECTORS

Except as otherwise provided in Section 119 of the Act, each director of the Corporation, former director of the Corporation or a person who acts or acted at the Corporation's request as a director of a body corporate of which the Corporation is or was a member or creditor, and his heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or officer of the Corporation or body corporate.

### 2.7 STANDING COMMITTEES OF THE BOARD

The Executive and Investment Review Committees will be deemed standing committees of the Board.

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#### 2.7.1 EXECUTIVE COMMITTEE

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##### 2.7.1.1 COMPOSITION

The Chairperson, Vice-Chairperson and Secretary/Treasurer as officers of the board shall make up the Executive Committee.

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##### 2.7.1.2 NOMINATION

Annually in January, an ad-hoc Nominating Committee will propose a slate of officers from within the board. This slate of officers will include a Chairperson, Vice-Chairperson, and Secretary-Treasurer. The slate of officers will be ratified by a vote of board members and presented at the Annual General Meeting. The board may from time to time appoint such other officers as it shall deem necessary that

shall perform such duties as shall be assigned to them and have such powers as shall be delegated to them from time to time by the board and as permitted by the Act.

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### 2.7.1.3 DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee is responsible for the following duties:

- a. Monitor the effectiveness of the Corporation in achieving its stated goals and objectives.
- b. Make recommendations to the board regarding the recruitment/ dismissal and level of compensation for the Executive Director.
- c. Make recommendations for any changes in the by-laws and policies of the Corporation, where deemed necessary, to the full board.
- d. Assist the Executive Director in reviewing and establishing the Corporation's annual strategic-operational plan and budget for review by the full board.
- e. Settle grievances and disputes between the Corporation and its employees or the Corporation and the community at large as required.
- f. Review and recommend the Corporation's insurance agents and professional firms.
- g. Appoint an ad-hoc Nominating Committee for the annual election of officers. The Nominating Committee shall be comprised of two to three directors, who are not seeking an executive position in the next term.

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### 2.7.1.4 DELEGATION OF DUTIES-TO STANDING & AD HOC COMMITTEES

The Board of Directors may delegate specific duties and authority to standing and ad hoc committees to act on behalf of the board. Examples of ad hoc committees may include but not be limited to personnel, marketing, policy and/or finance. Ad hoc committees will be established for a specified period and discrete function. Membership may include any or all board directors. Ad hoc committees may require staff support which will be coordinated through the Board Chair and Executive Director. Duties for the Executive Committee and the Investment Review Committee (IRC) that the Board of Directors has delegated are identified in these by-laws.

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### 2.7.1.5 VACANCIES

If any executive office shall become vacant by reason of death, resignation, disqualification, or otherwise, the board by resolution may appoint another director to fill such vacancy.

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### 2.7.1.6 MEETINGS

The Executive Committee shall hold meetings as required. A meeting of the Executive Committee may be called by any officer with five (5) days' notice. All members must be available for an Executive Committee meeting to take place.

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## 2.7.2 INVESTMENT REVIEW COMMITTEE (IRC)

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### 2.7.2.1 COMPOSITION

The IRC shall consist of a five (5) persons, of whom a majority must be directors. The board Chairperson must be a director of the IRC. The ideal IRC composition will consist of diverse experience and

knowledge relative to entrepreneurship, small-medium business development and management, and commercial lending. The IRC shall elect a Chairperson and a Vice-Chairperson.

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#### 2.7.2.2 APPOINTMENT

The Board of Directors shall elect an Investment Review Committee (IRC) annually in January.

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#### 2.7.2.3 DUTIES OF THE INVESTMENT REVIEW COMMITTEE

The IRC shall perform the following duties:

- a. Be autonomous in its operations, maintain confidentiality, and ensure freedom from political interference.
- b. Elect a Chairperson and a Vice-Chairperson. Said officers shall have the same responsibilities as comparable officers of the Board of Directors. A quorum for all meetings shall be a majority of current members.
- c. Be responsible to regularly review and update its policies and procedures, subject to approval of any changes by the Board of Directors.
- d. Ensure that all of its loans and activities are carried out as established in the policies and procedures.
- e. Review applications for loans, guarantees and/or equity participation placed before it and make approval or rejection of such applications.
- f. Maintain a continuing review of loans, guarantees and/or equity investments made by the Corporation.
- g. Report to the Board of Directors all of its activities including number and type of loans, employment creation, and such other information to demonstrate that the IRC is fulfilling its mandate, managing its resources and operating in a conscientious, legal and fiscal manner. The IRC will report the results of its activities, not the clients, to the whole board. Detailed information about clients will be provided to the board only with specific resolution by the board or if a loan appeal process requires it.

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#### 2.7.2.4 REMOVAL

An IRC director shall automatically be removed from the IRC where if any of the following occur:

- a. He/she resigns his position by delivering a written resignation to the Corporation.
- b. The Board of Directors resolves to remove him/her from his/her position.
- c. He/she dies.
- d. The attendance requirements identified in section 2.5.6 are not met.
- e. They contravene the conflict of interest or confidentiality policies of the Corporation.

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#### 2.7.2.5 VACANCIES

Ideally, no more than three (3) IRC directors vacate their positions on the IRC in any given year, to avoid losing experience and consistency within the committee. If a vacancy occurs on the IRC, the Board of Directors may appoint another person to fill the vacancy for the remainder of the term.

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### 2.7.2.6 MEETINGS OF THE IRC

The IRC will generally meet once per month where required. Additional meetings may be held where required to review time sensitive applications. A quorum for all meetings shall be a majority of current directors of the IRC. Other IRC meeting rules include:

- a. The IRC Chairperson, any two IRC directors, the Business Development Coordinator, or Executive Director may convene a meeting of the IRC on at least five days' notice. The notice may be in writing and delivered or mailed or may be given by telephone, facsimile transmission, or electronic communications.
- b. A meeting of the IRC may be held and duly constituted at any time without notice if all IRC directors are present or, if any absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence.
- c. Participation in an IRC meeting may be in person or by means of conference call or other communications means so as to permit all persons participating to hear each other. An IRC director participating in such meeting by such means as deemed to be, for the purposes of the Act, to be present at the meeting.
- d. A proposed resolution put before any meeting of the IRC shall be carried if a majority of directors present vote in favor. Under certain circumstances, a proposal may be agreed upon on via telephone, fax, or e-mail if sufficient notice is given and there is agreement by the majority of IRC directors that interactive communication is not required to reach agreement on the issue. The proposal must be ratified through a formal resolution at the next scheduled Investment Review Committee meeting.

## 2.8 BOARD OF DIRECTORS CONFLICT OF INTEREST

A director is deemed to have a conflict of interest when a contract or transaction that the Corporation is involved with may directly or indirectly benefit the director.

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### 2.8.1 FINANCIAL CONFLICT OF INTEREST

Financial assistance cannot be provided to any business or venture in which board director or any employee of the Corporation has a financial interest. Board directors or employees of the Corporation may receive technical assistance from CFWR.

Immediate family members of the Board of Directors and employees of the Corporation are entitled to all technical and financial services available through CFWR; however, they cannot be recipient of preferential treatment or consideration. "Immediate Family" is defined as: father, mother, (or stepmother, stepfather, or foster parent), brother, sister, stepbrother, stepsister, spouse (including common-law spouse), child (including child of common-law spouse), stepchild or ward of the director or employee, father-in-law, mother-in-law, or relative permanently residing in the director's or employee's household or with whom the director or employee permanently resides.

To ensure that preferential consideration or treatment is avoided when the situation arises that an “immediate family member” of a board director or employee has a financial interest in the proposal being considered, the following procedure will be adhered to:

- a. The board director or employee declares the conflict of interest in writing to the board;
- b. The director or employee in conflict absents themselves from any and all discussion, deliberations or voting in respect of the matter; and
- c. The director or employee does not directly or indirectly attempt to influence the decision on the matter.

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## 2.8.2 GOODS & SERVICES CONTRACTS

Goods and services contracts between the Corporation and a director, employee or a business in which a director, employee, or the spouse or child of a director or employee has a significant business interest are permitted provided that:

- a. The decision is made by the full board, irrespective of the existing contracting authorities;
- b. The conflict of interest is declared by the director or employee and recorded in the minutes of the meeting of the board;
- c. The director or employee absents himself or herself from the decision and refrains from trying to influence same;
- d. A minimum of three independent competitive bids are obtained; and
- e. The contract offering the lowest cost or best value is selected.

## 2.9 CONFIDENTIALITY

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### 2.9.1 CONFIDENTIALITY RULES & PRACTICES

Client confidentiality is a CFWR requirement and standard. All employees and directors must adhere to the following rules and practices regarding confidentiality.

- a. All material that an applicant provides to the Corporation in connection with a request for financing must be considered as confidential and care must be taken to ensure that the circulation of all such material relating to the fund is restricted to those directors and staff who have a direct responsibility for a specific aspect of the administration of the account. Disclosures of information to anyone not authorized to deal with the same is strictly prohibited. These prohibitions may only be waived with the written consent of the applicant.
- b. Where the Corporation obtains credit and/or character references from outside sources, these are to be kept confidential and access to them without permission of the source must be denied to the applicant. When requested, the Corporation will give the applicant the source to whom he/she may direct the inquiry.
- c. The Corporation shall ensure compliance with the Personal Information Protection and Electronic Documents Act (PIPEDA) through implementation and adherence to the [Manitoba Community Futures Development Corporations Privacy Code and Privacy Code Policies](#) (see Appendix D).

- d. The proceedings and content of all in-camera meetings will remain confidential. Any actions or motions resulting from an in-camera meeting must be ratified during a regular meeting of the board.
- e. All directors and any external members of the IRC, shall sign a [Privacy Pledge](#) (see Appendix E). All employees shall sign an [Employee Oath of Confidentiality](#) (see Appendix F). Refusal to sign or respect the terms of confidentiality shall be grounds for discipline up to and including removal.
- f. All information that consultants working for the Corporation become privy must remain confidential and will be a hiring condition.

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#### 2.9.2 PAPER & ELECTRONIC FILE DESTRUCTION

Directors will conduct reviews of CFWR paper and electronic files in their possession on at least an annual basis and identify those that are ready for destruction. The following process will be used to destroy CFWR files:

- a. Records containing personal or client information or those considered unnecessary or outdated should be destroyed once a year;
- b. Records and information that have enduring value or are needed for statutory, legal, administrative, operational or archival purposes should not be destroyed;
- c. Paper and hard copy documents containing client information or other sensitive financial or confidential information must be shredded;
- d. Other documents may be disposed of through any method; and
- e. Electronic files and documents should be deleted from hard drives and back-up files and must be cleared from electronic devices when decommissioned.

#### 2.10 BOARD NOTICES

A notice required by the Act to be sent to a member or director of the Corporation shall be sent in the manner and within such period of time as may be set out in the Act or in this by-law.

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##### 2.10.1 COMPUTATION OF TIME

In computing the date when notice must be given under any provision of the Act or this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

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##### 2.10.2 OMISSIONS & ERRORS

The accidental omission to give a notice to any member, director, officer or auditor, or the non-receipt of any notice by any member, director, officer or auditor, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

## 2.11 BOARD TRAINING & CONFERENCES

An annual budget will be established by the Board of Directors for board training and conferences. To maximize the benefit of training and conference dollars, the following practices will be utilized:

- a. Educational needs and interests will be identified for each board director on an annual basis.
- b. Where educational needs and interests can benefit the majority of the Board, and can enhance operations of CFWR, efforts will be made to host an internal training event.
- c. Where educational needs and interests benefit the minority of the board, and can enhance operations of CFWR, efforts will be made to arrange external training opportunities.
- d. An annual board training plan in accordance with the budget will be developed and approved by the Board that attempts to provide a minimum of one training opportunity to each interested board director.
- e. The Executive Director will be responsible for coordinating board training and conferences and for monitoring the annual board training plan.
- f. CFWR will send board representatives to each provincial and national Community Futures conference. Representatives will be determined at Board meeting and in accordance with the annual budget.
- g. Information attained during training events and conferences will be made available to all CFWR board directors and staff members.

## 2.12 CHANGES TO CORPORATE PRACTICES

### 2.12.1 RULES & REGULATIONS

The Board of Directors may prescribe on motion such rules and regulations, not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient provided that such rules and regulations shall have force and effect not only until the next annual meeting of the members of the Corporation, when they shall be confirmed and in default of confirmation at such annual meeting of members, shall at and from that time cease to have force and effect.

### 2.12.2 AMENDMENT OF BY-LAWS & POLICIES

The by-laws and policies of the Corporation may be enacted, repealed or amended by by-law, by a two-thirds (2/3) majority vote of the directors at a meeting duly called by the Board of Directors for the purpose of considering an enactment, repeal or amendment of the by-laws and policies of the Corporation. The Executive Director working with the Executive Committee shall perform an annual review of the Policy Manual prior to the fiscal year end and in conjunction with annual planning. Revised and new policies will be brought forward to the Board of Directors for approval.

## 2.13 CORPORATE DISSOLUTION

Upon the liquidation, dissolution or winding up of the Corporation and after payment of all debts and liabilities of the Corporation, the remaining property and assets of the Corporation shall be distributed to a corporation of similar undertakings as approved by the Government of Canada.

## 3.0 PERSONNEL POLICY & PROCEDURES

### 3.1 INTRODUCTION

The prime goal of Community Futures Winnipeg River is to generate employment within the Corporation's area by encouraging and assisting the development of community and business opportunities. It is the opinion of the Board of Directors that this goal will best be achieved by employing people who have skills and abilities consistent with the achievement of this goal, and providing them with the flexibility to achieve corporate goals as well as personal satisfaction.

The following policies are designed to provide guidelines for the Corporation's employees so that they may better understand their obligations to the Corporation and the Corporation's obligations to them.

### 3.2 JOB APPLICATIONS

All external job openings will be advertised in local newspapers and through other appropriate forms of marketing. Any person desiring to become an employee of the Corporation shall be required to submit a resume and covering letter as application for employment.

### 3.3 JOB DESCRIPTIONS

Each employee shall be provided with a copy of the job description for his or her position, which will outline typical duties that he or she is expected to perform. Job descriptions shall be reviewed by the employee and a designated representative of the Corporation at intervals of no more than 12 months. Any revisions to job descriptions will require Board approval and a verbal review with the affected employee to discuss the intent behind the revisions. Current [Job Descriptions](#) for all employees can be found in Appendix G.

### 3.4 EXECUTIVE DIRECTOR

The Executive Director shall undertake the duties and responsibilities detailed in the job description as established by the Board of Directors and shall act as an ex-officio member of the Board of Directors. He or she shall be responsible for the daily operation of the Corporation and shall report to the Board of Directors either directly or through relevant committees.

### 3.5 HIRING AND ORIENTATION OF STAFF

The Corporation's employees shall be selected based upon their ability, experience, and education as they pertain to the job description of a given position. The following hiring process will be used:

- a. If a new or existing position is required to be filled and cannot be filled by an existing employee within a reasonable amount of time, the Executive Director in consultation with the Board of Directors shall decide the course of action for advertising a vacant position.
- b. Applications for positions will be dealt with by the Executive Director, who will conduct the personal interviews and be responsible for the selection of the successful applicant. The



Executive Director may consult with and/or seek assistance from the Board of Directors with interviews and selection. The Executive Director may assume the authority to negotiate starting salaries and further increments within the limits of the annual budget and contract with Western Diversification.

- c. A written "Offer of Employment" letter will be given to the successful applicant. This offer of employment shall contain a starting salary figure, an employment start date, an explanation of the Personnel Policy, as well as clarification of any benefits which the Corporation is prepared to offer.
- d. Acceptance of the offer of employment shall be by way of the candidate signing the offer letter, who shall then return same to the Corporation, to be retained in that employee's personnel file.

Upon commencement of employment, the Executive Director will provide each new employee with a written and verbal orientation to CFWR. Corporate material will be provided to the new employee and will include, but is not limited to the following:

- a. Community Futures Manitoba, Pan-West Community Futures Network, and Community Futures Network of Canada Community Futures program overview information including brochures from CFWR.
- b. CFWR Guiding documents including by-laws, policy manual, current annual operating plan, current budget, job descriptions, latest annual report and financial audit.
- c. Privacy Code (see Appendix D).
- d. [Employee Oath of Confidentiality](#) (Required to sign. See Appendix F).

Each new employee will be given a tour of the CFWR office an introduction to all staff and tenants in the facility. Other staff members are encouraged to act as mentors to new employees.

### 3.6 EMPLOYEE SUPERVISION

The Board of Directors is responsible for the hiring and oversight of the Executive Director. The Executive Director has responsibility for the oversight of daily operations and staff. Oversight and direction of the Executive Director will be channeled through the board chair, or through duties delegated to other executive officers.

### 3.7 PROBATION

An employee beginning employment with the Corporation shall be advised that he or she is considered to be on probation for a period of six months. A performance review will be conducted after six months, or more frequently if deemed necessary, to determine the mutual compatibility of the employee and the Corporation.

During this probationary period, the only benefits that accrue to the employee are those of vacation entitlement, compassionate leave, and sick leave.

Maintenance of employment beyond this six-month period will be at the discretion of the Board of Directors for the Executive Director and at the discretion of the Executive Director for other staff. The probationary period may be extended up to an additional six months as deemed necessary by the supervisor.

### 3.8 HOURS OF WORK

The Corporation shall consider its office hours to be from 8:30 a.m. to 4:30 p.m., Monday through Friday, barring special occasions where the office may be closed over the lunch hour or during regular business hours as deemed necessary by the Executive Director. The employees' normal work week is 37.5 hours. Aside from special occasions, it shall be expected that at least one employee shall be on the premises during office hours. Due to the nature of the jobs that employees are required to do, it may happen that from time to time, employees will be required to travel or perform other duties at times not confined to normal office hours.

When considering what activities constitute working hours, the following guidelines shall apply. Time worked shall be comprised of that time when:

- a. An employee is performing Community Futures Winnipeg River (CFWR) work on CFWR premises.
- b. An employee is performing CFWR work off the premises with the permission of the Executive Director.
- c. An employee is traveling to or from an engagement which he/she is required to attend.
- d. An employee is meeting with the Board of Directors, or a Committee of the Board, or travelling to or from such meetings.
- e. An employee is attending training or development courses or seminars at the direction of the Executive Director or the Board of Directors.

In the case of (e) above, exclusive of travelling time, the employee shall be considered to have worked a normal day.

Hours worked in excess of 37.5 hours in any one calendar week or 7.5 hours in any one working day shall be considered to be overtime hours. These hours are eligible to be taken off at a rate of 1.5 hours' time-in-lieu for each overtime hour worked. Overtime work is not encouraged and all overtime for staff requires the prior authorization of the Executive Director. Overtime work of the Executive Director will be monitored by the Board Chairperson. Accumulation of overtime in excess of 40 hours will not be allowed and time-in-lieu must be taken within three months of having been earned. If this cannot be accommodated, a mutual agreement will be reached with the employee and the supervisor.

Hours of work will be monitored by the supervisor. Any concerns arising will be brought to the Board of Directors by the Executive Director or Board Chairman.

### 3.9 CONDUCT AT WORK

The following conduct is required from all Corporation employees while performing CFWR related activities or while representing the Corporation:

- a. Maintain a satisfactory standard of dress and general appearance appropriate to their duties.
- b. Conduct themselves in a courteous, respectful and businesslike manner at all times.
- c. Keep all information acquired regarding the Corporation's clients confidential and only released to the general public or news media with permission from the client.

- d. If for any reason an employee fails to attend a session or appointment, the employee shall notify his/her immediate superior and those affected outlining the reasons for non-attendance.
- e. Adhere to the Respectful Workplace Policy outlined in Section 3.11.

### 3.10 STAFF COMMUNICATION & PROBLEM SOLVING

Staff meetings will be held twice a month or more if deemed necessary by the Executive Director. Staff meetings will provide an opportunity for each staff to report on their activities and to discuss corporate business as required. Staff are expected to communicate directly with coworkers, clients, partners and tenants in a courteous and respectful manner at all times. Should concerns or difficulties arise within the workplace, the following communication process should be taken to address concerns:

- a. An employee experiencing a concern with a co-worker, client, partner, or tenant should first attempt to speak directly to the other person/people involved to let them know about the problem and to try and reach a mutual agreement to rectify the situation. This communication should take place as soon as possible following an incident and conducted in a private and respectful manner.
- b. If an employee is not comfortable speaking privately with the person/people involved for any reason, they should then consult with their supervisor to request assistance in determining how the concern should be addressed.
- c. If an employee has a concern with their direct supervisor, they may approach the board chairperson to request assistance in determining how the concern should be addressed.
- d. The Executive Director can consult with the board chairperson or the Executive Committee at any time regarding staff communication and problem solving.

### 3.11 RESPECTFUL WORKPLACE POLICY

Every employee can expect to be treated respectfully in the workplace. Every employee has the responsibility to refrain from participating in behaviors that is, or could be perceived to be disrespectful in nature by any fellow employee, customer, or tenant. Our respectful workplace values and respects:

- a. Diversity and human rights of all people
- b. Personal dignity
- c. Courteous conduct
- d. Fair and equal treatment
- e. Positive and open communication
- f. Collaborative working relationships

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#### 3.11.1 BEHAVIORS CONSIDERED DISRESPECTFUL

Disrespectful behaviors include but are not limited to the following:

- a. Offensive or inappropriate remarks, gestures, material or behavior
- b. Inappropriate jokes or cartoons including racial, gender, or ethnic slurs
- c. Isolating people
- d. Yelling
- e. Belittling

- f. Reprimanding in the presence of others
- g. Aggressive or patronizing behavior
- h. Embarrassing or humiliating behavior
- i. Discrimination as defined under human rights legislation
- j. Sexual harassment
- k. Gossiping or spreading rumors
- l. Unwarranted physical contact
- m. Covert behavior such as withholding information, undermining behavior or underhandedness

Disrespectful behavior is not acceptable and will be addressed through Corporation discipline practice outlined in section 3.26.

### 3.12 WORKPLACE HEALTH & SAFETY

CFWR adopts the following Community Futures Workplace Safety and Health Policy Statement:

The safety and health of all staff and volunteers of the Corporation is a priority for the Corporation. The Corporation shall, so far as is reasonably practicable, provide a safe and healthy environment in which to carry on the Corporation's affairs. All reasonable measures shall be taken to prevent and eliminate accidental injuries and illnesses. The Corporation seeks to ensure that health, safety and accident prevention form an integral part of the design, construction, purchase and maintenance of all buildings, equipment and work processes under control of the Corporation.

The corporation is committed to the following:

- a. Put a safety and health system in place in order to protect staff and board from injuries and illnesses at work.
- b. Understand that safety and health is a vital part of day to day operations. Every person in Community Futures must integrate good workplace safety and health practices into their daily activities.
- c. All staff are trained in safety and health work procedures.
- d. All staff and board are accountable for implementing this program and learn the basic duties and responsibilities under Manitoba's Workplace Safety and Health Act and Regulation.

CFWR will adhere to the above policy and will follow the procedures within the [Community Futures Workplace Safety and Health Policy](#) (see Appendix H).

### 3.13 EMERGENCY PROCEDURES

In case of an emergency, each employee is responsible to immediately act upon the situation using the best solution possible following the emergency procedures outlined in sections 3.13.1 through 3.13.3.

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### 3.13.1 MEDICAL EMERGENCIES

In the event of an injury or accident requiring first aid, there is a first aid kit in the storage room. If the injuries are severe or life threatening call 911.

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### 3.13.2 FIRE SAFETY PLAN

CFWR has four (4) fire extinguishers with instructions for use at each exit of the building. The fire alarm is tied to the security system and if there is a fire, the information will be sent to a central processing department. If a fire occurs, employees are to immediately vacate the premise using the closest exit while instructing and aiding others in the building to do the same as long as your personal safety is not in jeopardy. Move well away from the building meeting at the assigned muster point which is across the street at the corner of Park Avenue and First Street. An employee is to call 911 to ensure they have been notified. Do not re-enter the building until advised to do so by the fire department.

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### 3.13.3 EVACUATION PLAN

Diagrams outlining the facility layout and exits are posted beside each exit. If employees need to exit the building, each person will exit the building in a calm and orderly fashion using the nearest safe exit. An employee is to check the building for remaining people as long as there is no risk to themselves. Once the building has been evacuated, an employee is to call 911 from the muster point and report if any missing people are thought to still be in the building.

## 3.14 HARASSMENT

CFWR adopts the following Community Futures Development Corporation (CFDC) – Prevention and Resolution of Harassment in the Workplace Policy Statement:

Harassment in the workplace is unacceptable and will not be tolerated.  
All persons working with CFWR, whether or not they are employees, will  
enjoy a harassment-free workplace.

Harassment is described by the Human Rights Code (Manitoba) as a course of abusive and unwelcome conduct or comment undertaken or made on the basis of any “applicable characteristic”; or a series of objectionable and unwelcome sexual solicitations or advances; or a sexual solicitation or advance made by a person who is in a position to confer any benefit on, or deny any benefit to, the recipient of the solicitation or advance, if the person making the solicitation or advance knows or ought reasonably to know that it is unwelcome; or a reprisal or threat of reprisal for rejecting a sexual solicitation or advance.

CFWR will adhere to the above policy and will follow the procedures within [the Community Futures Winnipeg River \(CFWR\) – Policy on the Prevention and Resolution of Harassment in the Workplace](#) (see Appendix I).

### 3.15 CORPORATION PROPERTY

Corporation employees shall protect and care for all Corporation property entrusted to them. All employees shall report to the Executive Director any faulty equipment that requires repair or maintenance. All keys issued to Corporation employees are the responsibility of the employee and under no condition shall an employee transfer any key(s) to another person.

### 3.16 REMUNERATION

It shall be the policy of the Corporation to pay its employees at a rate consistent with the rate established for similar classes of jobs in the market, and in recognition of the personal qualifications possessed by the employee that will assist in the performance of his/her job.

The [Manitoba Community Futures Human Resource Management Tool](#) (see Appendix J) and [Recommended Wage Chart](#) (see Appendix K) will be used as a guide to evaluate the employee's job related education, skills and experience and to determine fair wage compensation most comparable to their position in the Corporation. These tools will be used when a new employee is hired or when an existing employee changes positions or job duties and/or increases their level of education or competency. Wage recommendations will be determined by the Executive Director and approved by the Board of Directors.

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#### 3.16.1 REMUNERATION INCREASES

Increases in remuneration per the Wage Chart shall be considered annually as recommended by the Executive Director and it shall be the responsibility of the Board of Directors to make the final decision on remuneration increases.

It shall further be the policy of the Corporation to recognize personal attempts by employees to improve their value to the Corporation and to recognize above average service to the Corporation. The Corporation, may, on approval of the Board of Directors, compensate employees by reimbursing them for tuition costs of classes complementary to the business of the Corporation, upon proof of the successful completion of such classes. An increase in education level may also warrant a wage increase. Employees may make a formal appeal for such to their supervisor through a written request and with proof of educational accomplishments.

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#### 3.16.2 EMPLOYEE BENEFITS

Life insurance, short-term disability insurance, and long-term disability insurance will be made available by the Corporation, at the cost of the Corporation, in accordance with the Corporation's benefit plans and as permitted by the Corporation's insurer. Extended health and dental benefits will be made available by the Corporation, at a cost equally shared by the Corporation and the employee, in accordance with the Corporation's benefit plans and as permitted by the Corporation's insurer. Employees may waive coverage for extended health and dental benefits if they are covered by their spouse's benefits plan, and as permitted by the Corporation's insurer. Employees have the option of contributing to a registered retirement savings plan with a matching contribution from the Corporation up to a maximum of \$50.00 per month.

### 3.17 STAFF TRAINING & CONFERENCES

An annual budget will be established by the Board of Directors for staff training and conferences. To maximize the benefit of training and conference dollars, the following practices will be utilized:

- a. Educational needs and interests will be identified for each staff member on an annual basis.
- b. Where educational needs and interests can benefit the majority of the staff, and can enhance operations of CFWR, efforts will be made to host an internal training event.
- c. Where educational needs and interests benefit the minority of the staff, and can enhance operations of CFWR, efforts will be made to arrange external training opportunities.
- d. An annual staff training plan in accordance with the budget will be developed by the Executive Director that attempts to provide a minimum of one training opportunity to each interested staff member.
- e. The Executive Director will be responsible for coordinating staff training and conferences and for monitoring the annual staff training plan.
- f. CFWR will send a staff representative(s) to each provincial and national Community Futures conference. Representatives will be determined at staff meetings and in accordance with the annual budget.
- g. Information attained during training events and conferences will be made available to all CFWR board directors and staff members.

### 3.18 PERFORMANCE REVIEWS

In order to facilitate the smooth completion of tasks required for the efficient operation of the Corporation, it shall be the policy to provide each employee with a job description detailing activities which that employee will be expected to perform. In conjunction with this, employees may expect to have their job performance reviewed annually in conjunction with salary reviews to ensure that activities are being performed at the level and quality required by the Corporation. All performance reviews are to be discussed with and signed by the employee. The Executive Committee will complete the performance review for the Executive Director. Performance reviews for all other staff will be conducted by the Executive Director.

### 3.19 VACATION ENTITLEMENT

An employee shall be entitled to paid vacation based on the following schedule:

- a. Three (3) weeks (1.25 days per month) upon completion of one (1) year of full-time equivalent service;
- b. Four (4) weeks (1.67 days per month) upon completion of five (5) years of full-time equivalent service;
- c. Five (5) weeks (2.08 days per month) upon completion of ten (10) years of full-time equivalent service; and
- d. Six (6) weeks (2.5 days per month) upon completion of fifteen (15) or more years of full-time equivalent service.

The following rules shall apply to vacation entitlement:

- a. An employee wishing to take paid vacation prior to the completion of any year of service may take paid vacation up to the vacation entitlement accrued during that year.
- b. Vacations must be taken in a manner that allows normal business to continue during office hours. Vacation requests may be denied or altered by the supervisor if normal business will be negatively impacted by the vacation leave requested.
- c. Should a general (public) holiday fall on or during the vacation period, the employee shall be allowed to take the holiday immediately after his/her vacation leave. The onus shall be on the employee to advise the Executive Director of his/her plans regarding the public holiday prior to the commencement of the vacation.
- d. If an employee does not take all of their entitled vacation in one year, they may carry them over to the next year. No more than one year's accumulated vacation may be carried over.
- e. Vacation pay may only be taken in lieu of vacation in cases where responsibility is an essential service and does not permit the employee to take vacation time. Any employee who cannot take vacation time must submit a request in writing to the Board of Directors giving justification of such a request.
- f. If an employee resigns or is terminated, they will be paid vacation pay for any accrued vacation entitlement.
- g. All vacation pay shall be subject to regular deductions.

### 3.20 SICK LEAVE

Full-time employees are entitled to sick leave at a rate of one and one-quarter days (1  $\frac{1}{4}$ ) per completed calendar month of service, exclusive of leaves of absence without pay. Part-time employees shall accrue sick leave on a pro-rated basis. Temporary employees do not earn sick leave.

The following rules shall apply to sick leave entitlement:

- a. All eligible employees shall be entitled to a leave of absence with pay as a result of illness or injury.
- b. Employees who need to take time off for a health-related appointment that cannot be arranged outside of working hours may use sick leave for that purpose.
- c. Sick leave may also be used to cover any waiting periods for short- and long-term disability.
- d. Sick leave may also be used if the employee is unable to work because he or she must care for a sick or injured family member or must accompany them to a health-related appointment.
- e. Employees are required to report their inability to work to the Corporation within one hour of the start of the employee's scheduled work period. At the discretion of the Executive Director, a medical certificate may be requested for any absences.
- f. Sick leave cannot be used to extend a leave or a period of vacation.
- g. Misuse of sick leave shall constitute grounds for employment termination or other disciplinary action.
- h. Unused sick leave may be carried over to subsequent years and accumulated to a maximum of 450 hours or 60 days.
- i. Any employee, who for any reason resigns, retires, or whose employment is terminated, shall not be entitled to payment for sick leave accumulated.



### 3.21 COMPASSIONATE LEAVE

All Corporation employees shall be entitled to a leave of absence to deal with the death of an immediate family member. In Manitoba Employment Standards regulations, an employee's immediate family is defined as:

- a. Spouse or common-law spouse
- b. Parent, grandparent, or immediate in-law
- c. Son, daughter, stepson, or stepdaughter
- d. Brother, sister, stepbrother, or stepsister
- e. Aunt, uncle, niece, or nephew
- f. People who are not related but are considered a family member

In the case of staff, compassionate leave requests must be approved by the Executive Director, and in the case of the Executive Director, by the Board of Directors. In situations where the family member falls under (a) to (d) above, employees shall be entitled to leave of absence with pay, and shall not exceed a period of three (3) days unless approved by the Board of Directors. In situations where the family member falls under (e) or (f) above, the employee shall be entitled to three (3) days of unpaid leave of absence.

In the case of a disaster or traumatic event where the employee requests a paid or unpaid leave of absence, the individual request will be presented to the Board of Directors by the Executive Director. The Board of Directors will review the request and provide a determination to the Executive Director.

### 3.22 GENERAL HOLIDAYS

All Corporation employees shall be entitled to the following general holidays with pay:

- a. New Year's Day
- b. Louis Riel Day
- c. Good Friday
- d. Victoria Day
- e. Canada Day
- f. Civic Holiday
- g. Labour Day
- h. Thanksgiving Day
- i. Remembrance Day (if on a weekday)
- j. Christmas Day
- k. Boxing Day

If any of these holidays, with the exception of Remembrance Day, fall on either a Saturday or Sunday, the following Monday shall be observed as a holiday. Remembrance Day (November 11) shall be observed as a holiday should it fall on any day other than Saturday or Sunday. The Corporation may also recognize a public holiday deemed by the Federal, Provincial, or Municipal Government, with approval by the Board of Directors.

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### 3.22.1 HOLIDAY SHUTDOWN

The office will be closed for business for the Christmas holidays between Christmas Day and New Year's Day, December 25 through January 1 inclusive. Employees are entitled to the following General Holidays with pay: Christmas Day (December 25th), Boxing Day (December 26th), and New Year's Day (January 1st). In recognition and thanks for the hard work of our employees throughout the year, the Corporation will provide employees with paid time off for the equivalent of not more than three additional weekdays that fall within the shut-down period.

### 3.23 VOTING TIME

In the event of a local, provincial, or federal election, all Corporation employees entitled to vote shall be allowed the necessary time with pay to attend the polls.

### 3.24 JURY SERVICE

The *Jury Act* of Manitoba states that every employer must grant to an employee who is summoned to serve as a juror, a leave of absence from his or her employment. The leave of absence can be with or without pay. When the employee returns to work following jury duty, the employer must reinstate the employee to his or her position or a similar position with the same salary.

It is the position of CFWR that any staff member called for Jury Service will be granted leave with pay minus any remuneration received from the Province outside of travel related expenses for the duration of the Jury Service.

### 3.25 UNPAID LEAVE OF ABSENCE

It shall be the policy of the Corporation to grant leaves of absence from time to time in conjunction with the personal needs of employees. Leaves of absence shall be without pay in all cases. In all cases where a leave of absence has been granted, the employee shall be reinstated in the same, or a similar job with a rate of pay at least equal to what he/she enjoyed when the leave began. Requests for leaves of absence shall be made in writing to the Executive Director, who shall forward the request to the Board of Directors for approval.

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#### 3.25.1 UNPAID SICK LEAVE

Should an employee be unable to fulfill his/her duties due to protracted sickness or accident, he/she shall inform the Executive Director or, in the case of the Executive Director, the Board of Directors as soon as is reasonably possible. If sick leave benefits are exhausted or don't apply to the employee, the matter shall be referred to the Board of Directors who shall review circumstances involved and provide a decision in each individual case.

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#### 3.25.2 MATERNITY LEAVE

Female employees who have been in the continuous employ of the Corporation for twelve (12) consecutive months shall be entitled to seventeen (17) weeks of maternity leave without pay. The

employee may distribute this leave in any fashion as desired, except that it may not commence more than eleven (11) weeks prior to the anticipated date of confinement. The employee shall be allowed up to six (6) weeks leave following the date of birth even if this causes total leave to exceed seventeen (17) weeks. If complications arise, and at the request of a physician, additional time shall be granted as requested. The Corporation requests four (4) weeks written notice of the date at which maternity leave is to commence as well as a statement from the attending physician as to the estimated date of birth. The Manitoba Employment Standards Act takes precedence in all cases.

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### 3.25.3 PARENTAL LEAVE

Male employees who have been in the continuous employ of the Corporation for twelve (12) months, and upon four (4) weeks written notice, shall be allowed six (6) weeks of leave without pay following the birth of the employee's child. The Manitoba Employment Standards Act takes precedence in all cases.

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### 3.25.4 ADOPTION LEAVE

Employees, who have been in the continuous employ of the Corporation for twelve (12) months, and upon four (4) weeks written notice, shall be allowed seventeen (17) weeks leave without pay during the adoption of a child. If the adoptive parents of the child receive less than four (4) weeks' notice from the agency responsible for the adoption, then the notice period shall be amended accordingly. The Manitoba Employment Standard Act takes precedence in all cases.

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### 3.25.5 FAMILY LEAVE

Employees who have been in the continuous employ of the Corporation for thirty (30) days shall be allowed three (3) days off without pay per year to deal with family responsibilities or personal illness. The Manitoba Employment Standard Act takes precedence in all cases.

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### 3.25.6 COMPASSIONATE CARE LEAVE

Employees who have been in the continuous employ of the Corporation for thirty (30) days shall be allowed up to eight (8) weeks leave without pay to care for or support a critically ill family member who has a significant risk of death. Employees may take the leave in one or two periods. Each period must be at least one week long. Employees must provide a certificate from a doctor indicating that a family member has a serious medical condition, has a significant risk of death in the next twenty-six (26) weeks and needs care and support. The Manitoba Employment Standard Act takes precedence in all cases.

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### 3.25.7 LEAVE FOR ORGAN DONATION

Employees who have been in the continuous employ of the Corporation for thirty (30) days shall be allowed up to thirteen (13) weeks leave without pay to donate an organ or tissue to another individual. Employees must provide a certificate from a doctor stating the start date and end date for the period of time necessary to donate the organ and recover from the procedure. The length of the leave period will be as stated in the doctor's certificate. If the employee has not recovered by the end of the leave period, he/she shall be allowed to extend the leave, by up to an additional thirteen (13) weeks, if a

doctor provides another certificate stating the time period needed to finish recovering. The Manitoba Employment Standard Act takes precedence in all cases.

### 3.26 VEHICLE & TRAVEL

Employees who need to use personal vehicles for company business must agree to company policies and procedures related to vehicle and travel. Annual authorization must be granted by CFWR. The following rules and practices apply to corporate travel and vehicle use:

- a. All employee travel must be authorized by the Executive Director.
- b. All out-of-province and out-of-country travel must be approved by the Board of Directors.
- c. All out-of-region travel for staff must be pre-approved by the Executive Director and by the Chairman of the board for the Executive Director.
- d. Where an employee must use his/her own vehicle for travel while on Corporation business, mileage shall be reimbursed at Government of Canada Treasury Board rate.
- e. Employees who use their personal vehicle while on Corporation business are required to have appropriate insurance as required by Manitoba Public Insurance (MPI) with a minimum of two million dollars (\$2,000,000) in liability coverage.
- f. Any repairs, maintenance, tows, insurance fees, etc. required for personal vehicles are the responsibility of the vehicle owner, as wear and tear expenses are built into the mileage rate.
- g. All privately owned vehicles must be authorized by the Executive Director as per [VEC-001 Form - Authorization to Use Private Vehicle on Community Futures Winnipeg River Business Form](#) (see Appendix L), and in the case of the Executive Director, by the Chair of CFWR. Form VEC-001 to be completed annually, at beginning of fiscal year.
- h. If the employee is in an accident during corporation business, [VEC-002 Form – CFWR Vehicle Accident Report](#) (Appendix M) is to be completed within 48 hours of the accident and handed in to the supervisor.

### 3.27 REIMBURSEMENT FOR EXPENSES INCURRED WHILE ON CORPORATION BUSINESS

Employees who incur expenses on behalf of and directly related to the business of the Corporation shall be reimbursed at a rate determined by the Board of Directors but not to exceed the Government of Canada Treasury Board Guidelines. Expense claims, including receipts, shall be submitted to and approved by the Executive Director, and in the case of the Executive Director, by the Chairperson of the Board.

### 3.28 DISCIPLINE & TERMINATION OF EMPLOYMENT

#### 3.28.1 RESIGNATION

All employees shall be required to give written notice of their intent to resign their position. Employees who have been employed by the Corporation for more than thirty (30) days but less than one year are required to give a minimum of one (1) week notice. Employees who have been employed by the Corporation for one (1) year or longer are required to give a minimum of two (2) weeks' notice. If

an employee resigns with vacation benefits owing, the employee shall receive remuneration for such, subject to all required deductions.

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3.28.2 DISCIPLINE, SUSPENSION & DISMISSAL

Corporation employees shall be subject to discipline, suspension and/or dismissal if they are not satisfactorily performing their duties as outlined in their job description and/or terms of employment. Any Corporation employee who fails to observe the rules and regulations as approved by the Board of Directors shall be subject to discipline, suspension and/or dismissal.

If the Corporation terminates the employment of a permanent employee for any reason other than for cause, the Corporation will give the employee notice of termination as set out below.

<i>Length of Employment with the Corporation</i>	<i>Notice Period</i>
Less than 30 days	None
30 days to one year	1 week
One year to three years	2 weeks
Three years to five years	4 weeks
Five years to ten years	6 weeks
Ten years or more	8 weeks

At the discretion of the Board of Directors, the Corporation may allow the employee to work out this notice period, or pay wages in lieu of notice, for the same number of weeks, or a combination of both.

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3.28.3 DISCIPLINE, SUSPENSION & DISMISSAL PROCEDURE

Where not otherwise specified by contract, the Corporation’s discipline, suspension and dismissal procedure shall be as follows:

- a. Probationary Employees
  - i. A probationary employee’s performance will be evaluated after six (6) months, or more frequently if the Executive Director deems necessary for staff, or if the Board deems necessary for the Executive Director via a recommendation from the Executive Committee. Unless otherwise stated, the probationary period shall be a six (6) month duration.
  - ii. In the event of unsatisfactory performance during the course of probation, one formal notice in writing is considered sufficient warning preceding dismissal (should it become necessary) on the grounds of non-performance.
  - iii. Further to the above, a specific evaluation at the end of the normal probation period will take place that may result in dismissal, regular status, or extension of probation.

- b. Regular Employees
  - i. Immediate termination of employment is permitted for just cause. Examples of what might constitute just cause includes: theft, dishonesty, violence, willful misconduct, neglect of duty, or conflict of interest.
  - ii. A regular employee who does not meet performance or behavior or attitude standards will receive a verbal and written warning from the Executive Director who will advise the Executive Committee. In the case of the Executive Director, the Chairperson will provide the warning who will advise the Board of Directors. The offense will be documented, signed by both the employee and supervisor, and put in their personnel file.
  - iii. Depending on the circumstances of the situation, the offending employee may be placed on probation for a period to be determined by management for the purpose of allowing the employee time to address the problem in a manner satisfactory to management.
  - iv. Where a regular employee continues to perform in an unsatisfactory manner, a written document will be prepared, discussed with the employee and signed by the employee. A copy shall be submitted to the Executive Committee.
  - v. Where a regular employee, after receiving said notice of unsatisfactory performance, fails to meet acceptable performance standards in a reasonable period of time, will be served with a written notice of dismissal from the Board of Directors with a notice period as specified in Section 3.22.2. Pay in lieu of notice may also be given at the discretion of the Board of Directors.
  - vi. In an emergency situation, the Executive Director has the authority to impose an immediate suspension. In the case of suspicion of theft, substance abuse, violent behavior, etc., the Board of Directors must be convened at the earliest possible opportunity to make a decision on dismissal.

### 3.29 EMPLOYEE CONFLICT OF INTEREST

It is the policy of the Corporation not to prevent any employee from furthering his or her own interests in a private endeavor. A conflict of interest shall include a personal financial investment, relationship by blood or marriage to anyone making application to the Corporation, or any freelance relationship with a company making application. The following rules shall apply to all employees of the Corporation:

- a. The Corporation does, however, require that an employee who has an interest in any project, activity, or proposal under consideration by Community Futures Winnipeg River must make this interest known to the Board of Directors in writing prior to the consideration of any project, activity, or proposal.
- b. No employee shall accept money or any other valuable consideration in exchange for information or preferential treatment to any party in connection with the employee's employment with the Corporation.
- c. No employee shall give preferential treatment to any organization, business, or individual.
- d. An employee shall not allow his or her involvement in endeavors outside of his or her employment to negatively affect, in any way, his or her work performance with the Corporation.

### 3.30 LONG TERM SERVICE PROGRAM

Effective January 1, 2017, CFWR will implement a **Long Term Service Program** to recognize and appreciate staff members for years of service. Staff members will be rewarded for every five (5) years of service provided to CFWR with either an extra day(s) off with pay, or a comparable cash value. Employees will be rewarded once and within the year the anniversary occurs. Day(s) off will be considered vacation time and related policies will apply. Staff members must indicate their preferred reward to their supervisor. The **Long Term Service Program** rewards will be issued on each five year increment date (based on date of hire) as follows:

- a. For five (5) years of service, employees will be granted either one (1) additional vacation day or \$125.
- b. For ten (10) years of service, employees will be granted either three (3) additional vacation days or \$375.
- c. For 15, 20, 25, 30, etc. years of service, employees will be granted either five (5) additional vacation days or \$625.

## 4.0 ADMINISTRATIVE & FINANCIAL CONTROL POLICIES & PROCEDURES

The prime goal of Community Futures Winnipeg River is to generate employment within the Corporation's area by encouraging and assisting the development of community and business opportunities. This section outlines the Corporation's organizational structure and details the administrative and internal financial control policies to be followed in effecting the Corporation's goals.

### 4.1 CORPORATE SEAL

The Corporation shall have a seal, the impression of which is stamped in the margin hereof. Such seal may be used in the execution of any instrument of the Corporation whenever so authorized by a resolution by the Board of Directors.

### 4.2 EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by two authorized signatories of the Corporation, one of whom must be a Director. All contracts, documents or instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The terms "contract", "documents" or "instruments in writing" as used in this policy shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writings.

The Corporate seal of the Corporation, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board.

### 4.3 FISCAL YEAR

The fiscal year of the Corporation shall be April 1 to March 31.

### 4.4 BANKING FACILITY

The selection of the banking facility at which the Corporation will maintain its accounts is the responsibility of the Board of Directors. A review of the banking facility will be made as required. The approval of the Board of Directors must be obtained, by resolution, prior to a change in current banking facilities.



## 4.5 CAPITAL ASSETS

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### 4.5.1 PURCHASING

The Board of Directors may authorize purchases that are not expressly included in the present operating budget with a formally approved resolution. The Executive Director may authorize all purchases that were expressly included in the present operating budget without any additional approval by the Board. Purchases over \$2,000 will require three quotes where possible.

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### 4.5.2 DIVESTING

The Board of Directors, based on recommendations forwarded by the Executive Director, may divest the Corporation of capital assets.

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### 4.5.3 CAPITALIZATION

All equipment purchases of \$500 or more shall be capitalized and amortized according to generally accepted accounting principles.

## 4.6 INSURANCE

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### 4.6.1 ASSETS

All assets of the Corporation will be insured for their full replacement value.

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### 4.6.2 INSURANCE AGENTS

Insurance agents will be selected on an annual basis, based upon their rates, services and past performance.

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### 4.6.3 DIRECTORS' & EMPLOYEE'S INDEMNIFICATION INSURANCE

Indemnification insurance will be provided for all Corporation directors and employees. The amount of insurance will be determined from time to time by the Board of Directors, by resolution.

## 4.7 PROFESSIONAL SERVICES

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### 4.7.1 PROFESSIONAL FIRMS

The services of a solicitor and a chartered or certified accountant shall be retained at all times for the services of the Corporation. A review of these professional firms will be made on an annual basis. Additional professional firms may be retained as deemed necessary and by resolution of the board.

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#### 4.7.2 AUDITOR

The members shall at each annual meeting of the members appoint an auditor to audit the accounts of the Corporation for report to the members who shall hold office until the next annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. An incumbent auditor continues in office until his or her successor is appointed. The remuneration of an auditor shall be fixed by the Board.

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### 4.8 FINANCIAL PROCEDURES

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#### 4.8.1 BANKING

In accordance with the terms and conditions of the Contribution Agreement with the Government of Canada, all funds received for investment fund purposes and investment income repayment of loans or sale of equity must be deposited and maintained in a separate bank account. The Corporation will therefore have one or more investment accounts and one or more operating accounts.

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#### 4.8.2 SIGNING AUTHORITY

All cheques issued by the Corporation will require the signatures of two (2) authorized signing officers, of which only one may be a staff member. Signing authorities will be determined by resolution of the Board of Directors. Any employee of the Corporation is vested with the authority to sign receipts on behalf of the Corporation. Only the Executive Director is vested with the authority to sign purchase contracts on behalf of the Corporation which are necessary for the day-to-day operation of the office.

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#### 4.8.3 AUTHORITY TO APPROVE EXPENSES

The Board Chairperson has the authority to approve all expense claims for the Executive Director. The Executive Director has the authority to approve expenses for all other staff.

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#### 4.8.4 BOOKKEEPING

The Financial Administrator shall be responsible for all monetary transactions as overseen by the Executive Director. Bank statements for the various Corporation accounts and cancelled cheques are to be obtained monthly and all bank accounts reconciled monthly. The Corporation will maintain separate records for administration and investment funds, and those records will be audited annually.

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#### 4.8.5 PAYMENTS & DEPOSITS

All funds received by the Corporation are to be deposited to the Corporation's accounts within ten (10) business days of receipt. All expenses owed by the Corporation are to be paid within a timely manner that avoids interest penalties wherever possible.

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##### 4.8.5.1 CHEQUES

The Corporation shall use pre-printed and pre-numbered cheques. When a cheque is prepared, the following information must be written on the cheque stub: date; payee; amount; and particulars. Cheques must be completely written prior to signing.

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#### 4.8.5.2 RECORDING OF PAYMENTS

After writing the cheque, the transaction will be posted to ledger accounts, utilizing accounting software.

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#### 4.8.5.3 FILING OF SUPPLIER INVOICES & STATEMENTS

Supplier invoices and statements must be filed by Expense type, and in a manner as to avoid possible loss and facilitate easy access and examination should the need arise.

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#### 4.8.5.4 DEPOSITS

All revenue received by the Corporation will be deposited into the appropriate corporate bank account within ten (10) business days. Corresponding documentation for each deposit will be filed by Revenue type, and in a manner as to avoid possible loss and facilitate easy access and examination should the need arise.

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#### 4.8.6 CHEQUES, DRAFTS, & NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the board may from time to time designate.

- a. Where possible all regular expenses should be paid through a direct debit system.
- b. Any cheque will require the signature of a board member as well as the Executive Director or, in the absence of the Executive Director an alternate designated signing authority.
- c. Monthly financial statements will be presented to the Board including an itemized listing of all cheques issued and all revenues deposited.

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#### 4.8.7 CORPORATE CREDIT CARD

Permanent staff members may be assigned a corporate credit card to use as required for purchases that cannot be invoiced to CFWR. Assignment of a corporate credit card to a staff member requires a board resolution. Credit card statements will be monitored closely by the Financial Administrator and Executive Director. A cheque with two signing authority signatures is required to pay credit card bills. Credit card statements must be reviewed prior to cheque signing. Any activity deemed questionable will be brought to the board's attention by the Executive Director or Financial Administrator. Credit card bills must be paid on time to avoid interest charges. Credit card statements will be made available to board directors upon request.

## 4.9 FINANCIAL & ACTIVITY REPORTS

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### 4.9.1 ANNUAL BUDGETS

All annual budgets will be prepared and presented by the Executive Director to the Board of Directors for approval in accordance with the annual operating plan.

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### 4.9.2 MONTHLY FINANCIAL REPORTS

A monthly financial report will be prepared by the Financial Administrator and presented by the Executive Director or designate to the Board of Directors at the regular monthly meetings of the Board. The monthly financial report will contain the following information:

- a. Balance Sheet
- b. Income Statement
- c. Actual expenditures for the month just completed
- d. Budgeted expenditures year-to-date
- e. Actual expenditures year-to-date
- f. Budgeted expenditures for the remainder of the year
- g. Budgeted and actual revenues for the month and cumulative year-to-date

Any variations between the budgeted figures and the actual expenditures require explanation. The monthly financial statements are to be approved by the Board of Directors.

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### 4.9.3 ACTIVITY REPORTS

Staff will prepare monthly activity reports which will be presented at each regular meeting of the Board of Directors.

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### 4.9.4 AUDITED FINANCIAL STATEMENTS

The Corporation shall engage the services of a chartered or certified accountant to conduct an annual audit of the Corporation's financial statements. The Board of Directors acceptance is required of the annual audited financial statements as being a true picture of the Corporation's financial position.

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### 4.9.5 ANNUAL REPORT

An annual report shall be prepared by the Executive Director as a supplement to the annual audited financial statements. The annual report shall contain a minimum of the following information:

- a. Chairperson's Report
- b. Listing of the Board of Directors and staff members
- c. Comments on the Corporation's achievements for the past fiscal year
- d. Copies of the audited financial statements

## 4.10 REPORTING TO THE GOVERNMENT OF CANADA

All reporting will be done in accordance with the terms and conditions contained in the contribution agreement between the Corporation and the Government of Canada. The reports will utilize such formats as directed by Western Economic Diversification Canada.

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### 4.10.1 ANNUAL OPERATING PLAN

An Annual Operations Plan, including budget information, will be prepared by the Executive Director, in consultation with and approved by the Board of Directors, and will be submitted to Western Economic Diversification Canada no later than January 31st of each year.

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### 4.10.2 ANNUAL PERFORMANCE REPORT

An Annual Performance Report documenting the Corporation's performance against established targets and minimum performance standards will be prepared by the Executive Director and approved by the Board of Directors, and will be submitted to Western Economic Diversification Canada no later than June 15th of each year.

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### 4.10.3 QUARTERLY REPORTS

Quarterly Reports documenting the Corporation's performance against specific indicators will be prepared by the Executive Director and submitted to Western Economic Diversification Canada no later than the 20th of the month following the end of each fiscal Quarter.

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### 4.10.4 FINANCIAL REPORTS

A copy of the semi-annual financial statements of the Corporation approved by the Board of Directors will be submitted to Western Economic Diversification Canada no later than November 15th of each year. A copy of the annual audited financial statements approved by the Board of Directors shall be submitted to Western Economic Diversification Canada no later than July 15th of each year.

## 4.11 OFFICE PROCEDURES

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### 4.11.1 FILING

Files are to be maintained for all aspects of the Corporation's business and their contents shall remain confidential and inaccessible to the public. All client and personnel files shall be kept under lock and key except during business hours.

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### 4.11.2 RECORD RETENTION & DESTRUCTION POLICY

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#### 4.11.2.1 E-MAIL RETENTION & DESTRUCTION

E-mail messages transmitted or received from employees and other individuals are stored on individual employee computers and on the CFWR network server. The e-mail and network system is password protected and employees are required to change their passwords every three (3) months or when prompted by the network. Except in the case of an investigation, only employees whose responsibility it is to manage the e-mail server normally have access to e-mail messages on the server.

Where e-mail messages contain personally identifiable information about any individual, employees must not retain the e-mail message on a computer longer than twelve (12) months after the point in time that the message was received or the subject matter of the message was addressed (i.e., the final requirement for any personal information in the message has been satisfied). To eliminate the storage of unnecessary information on the computer network or employee computers, employees should delete e-mails after twelve (12) months. E-mails that may need to be referenced or retrieved, or that an employee deems vital to the performance of their jobs should be stored.

When an e-mail message contains information that should be appended to an information file, this information must be appended before the e-mail message is deleted. A copy of the e-mail message itself may be appended to the file where appropriate.

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#### 4.11.2.2 PAPER & ELECTRONIC FILE RETENTION

The following retention periods should be followed with respect to the retention of client information unless approval for an extended retention period is obtained from the Privacy Officer. Request for an extended retention period shall be made in the event of a legal or administrative action involving a particular client.

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#### 4.11.2.3 BUSINESS CLIENT FILES

Files of clients who have made a request for information or attended an appointment with a staff person will be considered Business Client files. These files will be kept for a period of no more than seven (7) years from the client's last date of contact with CFWR. At such time, client contact information and mailing addresses shall be removed from regular mailing lists. Electronic and paper files will be destroyed as set out below.

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#### 4.11.2.4 WITHDRAWN/DECLINED LOAN CLIENT FILES

Files of clients who made an application for a loan and did not receive a loan because of client's loss of contact, client's withdrawal of application, decline of approval for a loan by the Investment Review Committee, or otherwise, will be considered Withdrawn/Declined Loan Client Files. These files will be kept for a period of no more than seven (7) years from the last date of contact with the client. At such time, client information and mailing address will be removed from regular mailing lists. Electronic and paper files will be destroyed as set out below.

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#### 4.11.2.5 ACCEPTED LOAN CLIENT FILES

Files of clients who have made an application for a loan and received a loan will be considered Accepted Loan Client Files. Information received from or about these clients will be kept for a period of no more than seven (7) years from the date of full satisfaction of the loan, primarily for audit purposes and to comply with Provincial and Federal regulations. At such time, client information and mailing address will be removed from regular mailing lists. Electronic and paper files will be destroyed as set out below.

The following records and files should be retained on a permanent basis or for the designated retention period:

- a. Building plans
- b. By-laws and by-law amendments
- c. Annual Reports
- d. Signed minutes of Board of Directors meetings
- e. Audited and Corporation-produced financial statements
- f. Contribution Agreements (WD)
- g. Financial records and bank statements (seven years)
- h. Personnel files and payroll records (seven years after termination or retirement)

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#### 4.11.2.6 PAPER & ELECTRONIC FILE DESTRUCTION

Employees will conduct reviews of CFWR paper and electronic files under their control on at least an annual basis and identify those that are ready for destruction. Records containing personal or client information or those considered unnecessary or outdated should be destroyed once a year. Records and information that have enduring value or are needed for statutory, legal, administrative, operational or archival purposes should not be destroyed unless determined by the Manager to be no longer required. Paper and hard copy documents containing client information or other sensitive financial or confidential information must be shredded. Other documents may be disposed of through any method. Electronic files and documents should be deleted from hard drives and back-up files and must be cleared from electronic devices when decommissioned. Files and documents shall be destroyed within the fiscal year of their expiry unless approved for an extended retention period by the Executive Director. Electronic files the employee deems important to the performance of his or her job should be printed and filed or transferred to another media for longer-term storage.

### 4.12 E-MAIL & INTERNET USAGE POLICY

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#### 4.12.1 ACCEPTABLE USES

CFWR provides its employees with access to e-mail and the Internet as a business-related tool. While some limited personal use of e-mail and the Internet is considered reasonable, employees are expected to respect the following usage guidelines:

- a. Internet surfing should be restricted to business-oriented uses. Employees must not knowingly surf Internet sites containing offensive content. Employees must not download any non-business information from the Internet onto office computers. Employees must not access personal e-mail services from an office computer.

- b. Employees should limit the use of the CFWR e-mail system to work-related activities, but may send or receive personal e-mail messages through the e-mail system on an occasional basis.
- c. Employees must not use the e-mail system to distribute any content of an offensive or derogatory nature. Personal use of e-mail and the Internet must not interfere with the employee's duties, must not be conducted for financial gain, must not conflict with the Corporation's business, and must not violate any policy of CFWR.

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#### 4.12.2 MONITORING

The Corporation does not routinely monitor e-mail and Internet usage by employees. However, in the course of managing and maintaining the Corporation's electronic network system, or where it is perceived that an employee may be violating this e-mail and Internet usage policy, the Executive Director reserves the right to access e-mails or information downloaded from the internet that may be stored on an employee's computer and/or corporate server.

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#### 4.12.3 CONSEQUENCES OF VIOLATING THE E-MAIL & INTERNET USAGE POLICY

Employees may be disciplined, including suspension without pay or termination of employment, for violation of this E-mail and Internet Usage Policy.

### 4.13 PRIVACY POLICY

Confidentiality of information and documentation will be handled in accordance with [the Manitoba CFDC Privacy Policy and Procedures Manual](#) (see Appendix D).

### 4.14 SERVICE & RENTAL RATES

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#### 4.14.1 OUT OF REGION FEE FOR SERVICE

Communities and/or organizations from outside the regional boundaries of CFWR may, from time to time, request our assistance with community economic development projects, planning, training, or governance. The decision whether or not to take on such work will be at the discretion of the Executive Director, taking into account the time commitment required, and staff resources, capacity, and availability to undertake the work in such a way as to not adversely impact the ability to meet the operational requirements of the Corporation.

Any out-of-region work undertaken will be subject to a fee for service of a minimum of \$500 per day plus mileage and other expenses such as accommodations and meals. The community or organization receiving the service will be invoiced at the completion of the work.

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#### 4.14.2 BOARD ROOM & OFFICE RENTAL

The board room and available office space may be rented to outside users at the discretion of the Executive Director. Rental fees shall be set by the Executive Director on an annual basis, usually during the budgeting process.



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#### 4.14.3 PHOTOCOPYING & FAX SERVICE

Photocopying and fax service will be provided by CFWR to outside users at the fees set by the Executive Director on an annual basis, usually during the budgeting process.

#### 4.15 PUBLIC TRANSPARENCY & ACCOUNTABILITY

CFWR is accountable and transparent to our members, partners, stakeholders, and to the general public. As such, the following information will always be publically available on our website or by request:

- a. Names of current Board Directors, Investment Review Committee, and staff members
- b. Annual audited financial statement
- c. Annual report and performance results from the previous year
- d. List of available services and contact information for same
- e. List of member organizations and geographic scope we serve
- f. Corporate by-laws and policies
- g. Profile of Board composition
- h. Investment Fund Appeals Process
- i. Referral reference to the Francophone Economic Development Organization (FEDO)

#### 4.16 ANTI-SPAM

CFWR will comply with the regulations set forth within Canada's Anti-spam Legislation (CASL) which came into effect July 1, 2014. CASL procedures will be used for any type of electronic promotion and marketing of CFWR and its services which include email, websites and various forms of social media. CFWR will seek written consent from people receiving the following types of electronic promotions:

- a. Seeking donations or sponsorship
- b. Seeking volunteers / members
- c. Selling tickets to an event
- d. Promoting services or CFWR in general
- e. Promoting an event or activity
- f. Electronic newsletters

#### 4.17 ACCESSIBILITY FOR MANITOBANS

CFWR is committed to upholding the Accessibility for Manitobans Act and enforcing its accessibility standards. Any policies of CFWR that do not respect and promote the principles of dignity, independence, integration and equal opportunity for people with disabilities will be modified or removed.

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#### 4.17.1 CUSTOMER STANDARD SERVICE POLICY

CFWR is committed to excellence in serving all customers including people with disabilities. CFWR is committed to working with the customer to determine the barrier and what method of reducing or

removing the barrier works for them. Our accessible customer service policies are consistent with the principles of independence, dignity and equality of opportunity for people with disabilities.

CFWR will adhere to the above policy and will follow the procedures within the [Community Futures Policy for Providing Accessible Goods, Services or Facilities for The Accessibility for Manitobans Act](#) (see Appendix N).

#### 4.18 FEEDBACK PROCESS

CFWR welcomes feedback from our clients, partners and public to continually improve our service delivery. A [Feedback Form](#) (see Appendix O) is located on the CFWR website. People are directed to use Feedback Form or to email feedback to the Executive Director for the following types of written correspondence:

- a. Compliment for something that went well.
- b. Concern for a mistake we made or improvement that is needed.
- c. Comment/Suggestion/Idea

Feedback requesting follow up will be replied to in writing no later than 10 business days from receipt of initial feedback.

## 5.0 INVESTMENT FUND POLICIES & PROCEDURES

### 5.1 INTRODUCTION

Community Futures Winnipeg River has an established Investment Fund that is used to provide financial assistance to entrepreneurs for the creation of new businesses or to stabilize or expand existing businesses. The Investment Fund is administered by the Corporation in accordance with specified Terms and Conditions and policies as outlined in the Contribution Agreement with Western Economic Diversification Canada.

The Investment Review Committee (IRC), a Standing Committee of the Board of Directors, is responsible for the administration of the Investment Fund including assessing and approving applications for financial assistance, and monitoring and managing the investments made by the Corporation. It is the intent of the Corporation to make investments in business ventures that have the greatest impact on job creation and/or maintenance and that facilitate the viability of small and medium sized enterprises.

The following policies and procedures are intended to assist the IRC and Corporation staff in making sound and informed decisions on investment within the context of the Corporation's overall strategic plan.

### 5.2 INVESTMENT FUND LENDING CRITERIA & GUIDELINES

The Corporation will use its Investment Funds for maximum impact and as such will encourage applicants to proceed without our help if at all possible. The responsibility for assessing and approving investment applications will rest with the Investment Review Committee of the Corporation Board of Directors. The following criteria and guidelines will be used to determine eligibility for financial assistance:

- a. The applicant must be a Canadian citizen.
- b. The applicant must be of legal age.
- c. The applicants' business must operate within CFWR regional boundaries.
- d. The applicant must be willing and able to invest a minimum of 10% of the total funding required, thereby demonstrating a commitment to making the enterprise viable. At the discretion of the IRC, the equity invested could be in the form of financial investment, other business assets, or both. In the case of the Youth Investment Fund, and where the loan request is no more than \$25,000, a minimum of 5% equity investment by the applicant would be the requirement.
- e. The applicant must have completed a comprehensive business plan that demonstrates that the business venture has a reasonable expectation of economic viability.
- f. The applicant's business must predominantly create or maintain jobs within the region.
- g. The applicant must be willing and able to pledge sufficient security to cover at least 75% of the debt to be assumed.
- h. Not more than 25% of the financing requested is to be used for operating funds.
- i. The total amount of financial assistance that may be provided in respect of any business at any time shall not exceed \$150,000 except in the case of the Youth Investment Fund, where the

total amount of financial assistance shall not exceed \$25,000. Should a youth loan applicant require more than \$25,000, they must comply with the regular loan fund criteria. If a client requires more than the maximum loan of \$150,000, and the IRC deems further action appropriate, CFWR will look into partnering with another lending institution, or will make a formal request to Western Economic Diversification Canada to increase the maximum loan amount. CFWR will adhere to WD's terms and conditions in cases where financial assistance above the maximum loan amount is required.

- j. Financial assistance to businesses will be provided from the Investment Fund in the form of term loans.
- k. No grants, contributions or forgivable loans will be made from the Investment Fund.
- l. The Corporation will not consider applications involving refinancing of existing debt.
- m. The Corporation will not consider applications for financing agricultural businesses or ventures that might fall under Farm Credit regulations.
- n. New financial assistance clients with no previous business experience may be required to participate in entrepreneurial training arranged through the Corporation. Training requirements will be identified by the IRC or staff as part of the application process.
- o. Unless otherwise specified by the IRC, an offer to provide financial assistance shall automatically expire 30 days after approval if the applicant fails to act on the offer. Unless specifically authorized by the IRC, an offer for financial assistance shall expire six months following approval if funds have not at least been initially disbursed by that time.
- p. The loan client must ensure and provide proof to CFWR that proper licensing is in place prior to any dispersal of the loan. Licensing may include, but is not limited to, a business license, an operating license and zoning compliance. The IRC may determine exceptions based on individual circumstances.

### 5.3 APPLICATION PROCESS

An applicant requesting financial assistance will be required to meet with CFWR business development staff for an initial interview to review the business proposal and to explain the Investment Fund lending criteria, guidelines, and application process. During the interview, staff will discuss other options for financial assistance with the client to assess their efforts in acquiring other sources of funding before applying for a loan with CFWR. Discussions will be documented in the loan file and on TEA. The applicant will provide a copy of a completed business plan for review and analysis by staff. The business plan must include projected financial statements forecasting revenues and expenses for the first two or three years of operation following approved financing, together with the rationale to support it. Staff will provide technical assistance if required to help the client prepare a business plan.

Upon satisfactory review of the business plan, the applicant will complete a financial assistance application form. Depending on the proposed use of the funds, additional documentation may need to be provided. For example:

- a. Financial statements covering the previous three years of operation if the funds are to maintain or expand an existing business.
- b. Documentation to substantiate costs of the venture such as interim purchase agreements for existing facilities, firm construction quotes if new or additional facilities are planned, firm quotes for equipment to be purchased or interim lease agreements if premises or equipment will be rented or leased.

- c. Confirmation of the value of the assets to be purchased, used as equity, or pledged as security.

Once all the required documentation is complete, staff will prepare a Business Assessment Report, including a criteria checklist, for review by the IRC. At its next regularly scheduled meeting, the IRC will assess the application and decide, by way of resolution, whether to approve or decline the application for financial assistance. The next business day, staff will notify the client of the IRC decision including the conditions for acceptance or reasons for decline. All documentation (business plan, application form, and any other required documentation) must be received by our office at least 10 days prior to the next meeting of the IRC in order to be considered at that meeting.

## 5.4 THE INVESTMENT REVIEW COMMITTEE (IRC)

The Investment Review Committee (IRC) is governed by the Corporation By-Laws (see Section 2 of this Policy Manual). Section 2.7.2 Investment Review Committee (IRC) outlines the composition, duties, and committee procedures of the IRC.

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### 5.4.1 MEETINGS OF THE INVESTMENT REVIEW COMMITTEE

The IRC will generally meet once per month where required. The full meeting, normally scheduled following the regularly scheduled Board of Directors meeting, will be used to review financial assistance applications, to review Self Employment (SE) applications, to review the status of investments made by the Corporation, and to address any policy and procedural matters related to the Investment Fund. Additional meetings may be held where required to review time sensitive applications. A quorum for all meetings shall be a majority of current IRC directors.

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### 5.4.2 CONFLICT OF INTEREST

Board directors, the IRC, or employees of the Corporation may receive technical assistance from Community Futures Winnipeg River. Financial assistance cannot be provided to any business or venture in which a director of the Board, the IRC or any employee has a financial interest. Immediate family members of board directors, directors of the IRC, or employees are entitled to technical and financial assistance services of the Corporation provided they are not given preferential treatment or consideration. To ensure preferential treatment or consideration is avoided, the member of the Board of Directors or the IRC, or the employee shall:

- a. Declare his/her interest, or that of their immediate family member(s), in writing;
- b. Abstain from any and all discussion, deliberations or voting in respect to the matter; and
- c. Not directly or indirectly attempt to influence the decision on the matter.

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### 5.4.3 CONFIDENTIALITY

All members of the IRC must abide by the Corporation's policies and procedures regarding confidentiality that are outlined in section 2.9 of the Corporation's By-laws. IRC members must promise to execute their duties to the best of their ability and will not, without due authorization, disclose or make known any matter related to the Investment Fund which comes to their knowledge by reason of their position on the IRC.

All meetings of the IRC are to be considered "In-Camera", and any information obtained as a director of the IRC, in meeting or not, is to be considered confidential and proprietary. In the event that an IRC director has contact with a client, Board member, financial institution, or other stakeholder with respect to IRC business or decisions, they will speak as a Committee of the Board and not as individuals.

All material that a client provides to the Corporation in connection with an application for financing is considered confidential and circulation of all such material is restricted to those who have a direct responsibility for the administration of the file. Disclosures of information to anyone not authorized to deal with it are strictly prohibited. Credit and/or character references obtained by the Corporation from outside sources are to be kept confidential and access to the information by the client must be denied unless permission from the source is obtained.

These policies governing confidentiality will also apply to reporting to the Board of Directors. While the IRC has a responsibility to report to the Board of Directors on its activities, it is not to divulge information about clients unless required to do so by specific resolution of the Board of Directors of the Corporation.

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### 5.4.4 ROLES & RESPONSIBILITIES

In addition to the powers and duties outlined in section 2.7.4 of the Corporate By-laws, the IRC has the following roles and responsibilities:

- a. Regularly review and update its policies and procedures and present any changes to the Board of Directors for approval.
- b. Ensure that all of its investment activities are carried out as established by policies and procedures and in accordance with the Contribution Agreement with Western Economic Diversification Canada.
- c. Review and assess applications for financial assistance including the Business Assessment Report and criteria checklist prepared by staff. The IRC will seek clarification from staff on any applications during IRC meetings. The IRC will approve or reject any applications that are brought forward, or may defer a decision pending receipt of further information.
- d. Monitor the status of investments made by the Corporation and provide direction to staff on actions to be taken to realize on investments. The IRC will also determine when an investment in default is to be deemed a "write-off" for investment fund management and auditing purposes.
- e. Report to the Board of Directors on the results of its activities including: the number and type of loans; job creation and/or maintenance; and any other information to demonstrate that the IRC is fulfilling its mandate, managing the resources of the Corporation, and is operating in a conscientious, legal, and fiscal manner.

- f. Investment Review packages are to be sent out by staff three days prior to the scheduled meeting. Directors of the IRC are responsible for reviewing the material in advance and be prepared for discussion at the meeting.
- g. With respect to determining whether or not to approve an application for financial assistance, the IRC will consider:
  - I. Whether the applicant meets the criteria and guidelines for financial assistance;
  - II. Whether the business venture has a reasonable expectation of economic viability given the client's business plan and the current provincial, regional and community economic and business situation;
  - III. Whether the applicant demonstrates sufficient ability, skills, capacity, and resources to succeed in the business venture;
  - IV. Whether the applicant is prepared and able to make a financial and moral commitment to the business venture;
  - V. Whether the applicant is able to pledge sufficient security for the debt they are about to assume; and
  - VI. Whether the applicant has a sufficiently positive credit rating to warrant the overall risk to the Corporation.
- h. When an existing loan client applies for additional funding, the application will be assessed on the total new loan balance which is not to exceed \$150,000. The IRC resolution must include the additional funds approved and the total new loan amount (current loan balance and additional funds).
- i. If an application for financial assistance is approved, the IRC will determine what, if any, conditions must be satisfied prior to the disbursement of funds. If an application is declined, the IRC will declare the reason(s) for denying the loan. The IRC will document the conditions and reasons for application decline in writing for the Business Development Coordinator to communicate to the client.

## 5.5 STAFF ROLES & RESPONSIBILITIES

Staff of CFWR are bound to the same policies as directors of the board and IRC with respect to Conflict of Interest and Confidentiality stated in the Corporation's By-Laws (see sections 2.8 and 2.9). In adhering to the Corporation's Personnel Policies and Procedures, staff must also sign an [Employee Oath of Confidentiality](#) (Appendix F) under which they swear to execute their duties to the best of their ability and will not, without due authorization, disclose or make known any matter related to the Investment Fund which comes to their knowledge by reason of their employment with the Corporation.

### 5.5.1 TECHNICAL ASSISTANCE

Staff will provide information services and technical and advisory services to clients as required including:

Information Services: Current information will be provided to clients on the various federal and provincial government programs available that provide financial and non-financial assistance to small and medium-sized enterprises. The Corporation also maintains a resource library containing information on many aspects of starting and operating a small business and clients will be encouraged to make use of these resources.

Market Research: Information will be provided to clients on how to gather and analyze information about specific markets, products, consumer groups, trends, etc. to assist them in preparing their business plans.

Business Planning: Information about how to start a business and how to prepare a business plan will be provided to clients. Review and analysis of business plans to identify weaknesses and information gaps will also be offered.

Financial Analysis: Staff will offer to provide an analysis of a client's financial statements and reports (e.g., profit and loss statements, balance sheets, cash flow and financial forecasts) to help pinpoint areas of the business requiring modification to lower costs and increase sales growth and profit.

Entrepreneurial Training and Skills Development: Clients will be offered the opportunity to participate in entrepreneurial training seminars and workshops hosted or arranged by the Corporation in the areas of business start-up, business planning, marketing, and bookkeeping. Staff will also direct clients to other organizations and agencies that can provide training and skills development in all aspects of business management. One-on-one client counseling will also be offered to assist entrepreneurs with addressing specific challenges they are facing and to help them make sound business decisions. It is the policy of the Corporation that staff assist and advise clients as required, but not do the work for the clients. The onus of responsibility for working on the business plan must rest with the client. In this way, the client benefits through the learning process by building skills and capacity and by assuming ownership of his/her business plan. At the discretion of the Executive Director, a fee may be charged for services provided by the Corporation in preparing a business plan that exceeds what can reasonably be expected to be completed by the client.

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#### 5.5.2 APPLICATIONS FOR FINANCIAL ASSISTANCE

Staff must thoroughly investigate and evaluate all applications for financial assistance with respect to the overall viability of the business venture and the risk to the Corporation. Staff will assist clients with the completion of the financial assistance application form and will ensure that all criteria are met and all documentation is completed and received before the application is brought forward to the IRC. Where possible, the staff person who assists with the application process should not be the same person who assisted the client with the business plan. This will help maintain objectivity in the assessment of the application and protects staff in the event the application is declined.

Staff will be responsible for preparing a Business Assessment Report for each application brought forward. The Business Assessment Report will include the following information:

- a. Description of the business proposal and business history (if applicable) including a discussion of the market within which the business will operate, its competition, and its potential.
- b. Management - background, experience and abilities of the applicant to manage the business.
- c. Required financing and for what purposes.
- d. Other sources and terms of financing.
- e. Job creation details.
- f. Economic viability of the business concept (market analysis, cash flow analysis, financial forecasts, assessment of ability to meet total debt commitments, etc.).



- g. Description of the security and assets to be pledged including current market value and liquidation value of the assets, personal and/or corporate guarantees and their worth, and a list of chattels as applicable.
- h. Conclusions of the strengths and weaknesses of the business concept.
- i. An overall staff recommendation, with conditions if warranted, for consideration by the IRC.

The completed Business Assessment Report will be forwarded to the IRC in advance as part of the IRC Meeting Package, and the Business Development Coordinator or Executive Director will review the request for financial assistance with the IRC and address any questions.

Staff will notify clients of the decision of the IRC regarding their application for financial assistance on the next business day following the IRC meeting. In the event that the application is declined, staff will provide both a verbal and written explanation of the reasons for rejection and a description of the loan appeals process. If the application is approved, staff will prepare a letter of offer, including the conditions to be met, and upon acceptance by the client a finance contract will be prepared to be signed by the client and a duly authorized person of the Corporation. Staff will ensure that all security is in place and that all legal documentation has been completed and signed prior to the disbursement of any funds. Staff will also ensure that all required licenses are in place prior to disbursement any funds.

The Executive Director has the authority to refuse to consider an application for financial assistance if the applicant fails to meet the lending criteria, if the overall viability of the business venture is questionable, or if a credit check reveals that the applicant is an unacceptable credit risk. In all cases, a brief synopsis of the financing request and reasons for refusal to consider the application must be prepared and presented to the IRC.

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### 5.5.3 LOAN REDRESS & APPEALS

In the case where the IRC declines a loan application, the client will be informed in a written letter of decline, the reason(s) the application was denied, and that they may redress or appeal the loan decision through the following process:

- a. Provide a written letter of redress or appeal to the IRC which includes a formal request to reverse the decline decision along with corresponding rationale and supporting arguments. IRC will review and respond back to the client in form of written letter.
- b. Should the client, not accept the response from the IRC, the client may request that a review be conducted by the CFWR Board of Directors. Board will review and respond back to the client in form of written letter.
- c. Should the client, not accept the response from the CFWR Board of Directors, the client may request that a review be conducted by the CFIF Investment Review Committee. At this point CFWR will forward the loan appeal and corresponding documentation to the CFIF Committee who in turn will review the appeal and provide clear, nonbinding recommendations to the appellant and CFWR as to whether CFWR's loan decision should be:
  - i. Upheld; or
  - ii. Amended, including recommendations as to the specific amendments.

The CFIF Committee will strive to provide the appellant and CFWR with its recommendations within fifteen (15) business days of receiving all of the following:

- Notice of the appeal.
- A copy of the documentation, e.g. loan assessment, provided to and the decision made by the original lending decision authority within CFWR.
- Any additional documentation provided for, and the written results of the initial appeal decision of CFWR.

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#### 5.5.4 CLIENT & INVESTMENT FUND MONITORING

Staff will maintain regular contact with all loan clients to assess progress and continued viability of the business venture. Each loan client will be contacted at least two times a year and communication records outlining key discussion notes will be kept on file. All loan clients will be required to submit an annual financial statement within 90 days of their fiscal year end and will be required to participate in an annual interview that will assess challenges and opportunities related to the success of their business. New loan clients must allow CFWR staff to physically visit their business location one time during the first year of business. Clients that identify or display problems with making loan payments, must also allow CFWR staff to physically visit their business location as required. Additional contact and monitoring of loan clients will be conducted at the discretion of the staff. Business Development staff will use the information gathered during the client monitoring processes, to provide continued support to clients by way of one-on-one counseling services, entrepreneurial training and skills development, information resources, etc.

A schedule of all loans, payments due, due dates and client contacts is maintained by the Business Development staff on a continuous basis using the TEA system. On a quarterly basis, the Business Development Coordinator will prepare a complete Loan Status Report on investments made by the Corporation for review at full IRC meetings. These status reports will include six-month payment histories of each investment, updates on the clients' business progress and/or problems, status of the monitoring plan, and the status of actions for realizing on investments in arrears. Staff will notify the IRC within one month of any missed payments of loan clients and will seek IRC input on actions to take. Staff will follow the practices found in section 5.8 and will seek additional direction as required from the IRC with respect to dealing with clients in default.

### 5.6 INVESTMENT FUND MANAGEMENT

CFWR will administer and manage the Investment Funds in accordance with the Contribution Agreement with Western Economic Diversification Canada. The Investment Fund consists of repayable investment funds and non-repayable investment funds.

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#### 5.6.1 REPAYABLE INVESTMENT FUNDS

A portion of the Investment Fund available to be used for providing financial assistance to businesses was established with contributions from Western Economic Diversification Canada that are repayable to the Minister at the termination of the Contribution Agreement. Repayable investment funds include the Regular Repayable Investment Fund, the Disabled Entrepreneur Investment Fund, and the Youth Entrepreneur Investment Fund.

For each Repayable Investment Fund:

- a. Loans may be booked until the termination date for the Contribution Agreement.
- b. The terms of repayment to the Corporation will not normally exceed five years.
- c. The unencumbered free cash balance will be repaid to the Minister on the expiry of the Contribution Agreement with Western Economic Diversification.
- d. Subsequent to the expiry of the Contribution Agreement, all principal repayments will be repaid to the Minister each month until each contribution is entirely repaid.
- e. Interest earned after the expiry of the Contribution Agreement shall be credited to the Repayable Investment Fund.
- f. When each Repayable Investment Fund contribution has been fully repaid, one half of the remaining assets shall be paid to the Minister, and will terminate the Corporation's obligation to repay the Minister.
- g. In the event that the realized assets, including interest, are insufficient to repay the full amount of each fund contribution, the full value of the realized assets for the fund are to be paid to the Minister and the Corporation's requirement to repay the full amount of that fund will be terminated.

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#### 5.6.2 REPAYABLE DISABLED ENTREPRENEUR INVESTMENT FUND

The Repayable Disabled Entrepreneur Investment Fund is intended to assist people with a disability or health condition to overcome barriers to self-employment and entrepreneurship. Entrepreneurs who are disabled due to physical or mental impairment, or partnerships or corporations owned or controlled by disabled individuals are eligible to apply for financial assistance under this investment fund. The maximum amount of financial assistance to any one business is limited to \$150,000. Loan applicants with a disability or health condition must still meet the required lending criteria, but will be provided with additional resource support from Business Development staff as required.

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#### 5.6.3 REPAYABLE WESTERN YOUTH ENTREPRENEUR INVESTMENT FUND

The Repayable Western Youth Entrepreneur Investment Fund is intended to help develop job opportunities by providing financial assistance to young entrepreneurs. Businesses owned and operated by youth up to and including 29 years of age are eligible for financial assistance. The maximum amount of financial assistance to any one business under the Youth Entrepreneur Investment Fund is limited to \$25,000. Where the youth loan request is no more than \$25,000, a minimum of 5% equity investment by the applicant would be the requirement. Youth clients requiring more than \$25,000 can apply under the regular loan program. Youth loan applicants must still meet the required lending criteria, but will be provided with additional resource support from Business Development staff as required.

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#### 5.6.4 NON-REPAYABLE INVESTMENT FUNDS

Non-repayable contributions received from the Government of Canada prior to the transfer of the Community Futures Program to Western Economic Diversification Canada were transferred and credited to the Investment Fund. Although non-repayable to the Minister, they are considered assets of the Investment Fund and have been used to provide financial assistance to entrepreneurs in the start-up and expansion of businesses.

## 5.7 FORMS OF FINANCIAL ASSISTANCE

### 5.7.1 TERM LOANS

The Corporation only provides terms loans to assist with the establishment or expansion of businesses. Term loans are most appropriate where the entrepreneur is purchasing fixed assets, is in need of working capital, or other areas deemed appropriate by the IRC. If approved by the IRC, the Corporation would provide a term loan to the client under the following conditions:

- a. Term is five years.
- b. Interest rates are fixed for the full term of the loan. The following guidelines will be used to determine fixed interest rates, however the IRC may set different rates on a loan by loan basis to reflect high equity and sound investments or the degree of risk:
  - a. Term of 1-5 years, the rate shall be Royal Bank Prime Rate plus 3%
  - b. Term of over 5 years, the rate shall be Royal Bank Prime Rate plus 4%
- c. All term loans will be written on a demand basis with an agreed payment schedule.
- d. The approved amount of the loan would be amortized over an agreed term. Amortization may extend to a maximum of ten years.
- e. The Executive Director has the authority to approve minor variations to the repayment schedule, including approving requests for postponement of one month's payment or interest-only payments for up to three months. All other requests for variations to the repayment schedule requires the approval of the IRC.
- f. Loan payments shall be by pre-authorized automatic bank deposits or an annual supply of post-dated cheques.
- g. Cheques returned NSF shall be subject to a handling fee of \$25.00.
- h. Staff shall not be subjected to abusive and/or threatening behavior. In the event of any threatening situation, the staff person involved will inform the Executive Director immediately. The Executive Director will involve the RCMP if he/she believes it to be warranted and will provide guidance to staff accordingly. The IRC must be made aware of any threatening situations.

## 5.8 COLLECTION OF ARREARS

### 5.8.1 PROBLEM ACCOUNTS

In the event that the Corporation must respond to missed loan payments, the following steps and schedule will be followed in dealing with problem accounts:

- a. A schedule of all loans, payments due, due dates and client contacts will be continually maintained by Business Development staff using the TEA system.
- b. Business Development staff will monitor loan payments and take action on problem accounts as follows:
  - i. In the case of loan payments fifteen (15) to thirty (30) days in arrears, the Business Development staff shall contact the borrower directly at the earliest notice to determine the cause of delinquency and together staff will assess the following information:

- If the client's records are current;
  - If the revenues and expenses are meeting projections;
  - If the client is removing funds from the business through wages or draws;
  - If the business seek should further assistance; and
  - When payment will be made or if rescheduling is necessary.
- ii. Ensure the co-signer and/or guarantor (if applicable) is aware of any problems and arrangements with the loan. All correspondence to the client should also be copied and sent to the co-signer/guarantor.
  - iii. If two or more payments are in arrears:
    - The Business Development Coordinator reviews the file and contacts the client to determine if the loan is in danger of default. Determine if adjusting the terms and conditions of the loan would be appropriate. (Requires a formal letter of request from the client and IRC approval).
    - At this time a current Statement of Affairs should be obtained from the client.
    - A credit check including Equifax should be conducted.
    - The Business Development Coordinator advises the IRC concerning the loan, providing the following details: borrower, original principal amount, security provided by the client, amount of the monthly payment, dates of missed payments, date of original loan, and location of the loan and a brief description of the business.
  - iv. If payments are more than ninety (90) days in arrears, a notice of intention to enforce security will be sent to the client, and then after ten (10) days a letter demanding payment will be sent.
  - v. If payment is not received within twenty one (21) days of the letter demanding payment, a decision is then made for action through seizure of chattels, activation of personal guarantees or other appropriate steps. At this time the Business Development Coordinator may consult a lawyer. Recommendations for appropriate action will be relayed to the IRC by written report.

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## 5.8.2 FORECLOSURE

Should the IRC decide on foreclosure, the following steps will be taken:

- a. The Business Development Coordinator will contact a bailiff who will approach the client with a Voluntary Release Form to allow CFWR to collect on collateral/security.
- b. If the client agrees and signs the Voluntary Release Form – the collateral/security is taken by the bailiff and sold by CFWR. The monetary value is split with first rights to CFWR and any funds left over will go to the client (assuming there are no other encumbrances). If there is a default, arrangements are made with the client to repay the shortfall.
- c. If the client refuses to sign a Voluntary Release Form, the Business Development Coordinator will look into legal action for seizure of assets.
- d. Assets will be seized, stored and sold to the highest bidder.
- e. If the sale of the security is not enough to pay off the loan in full, the Business Development Coordinator will send a letter to the client demanding final settlement.
- f. While repayment will continue to be pursued, loans shall be written off as bad debts after a continuous period of one (1) year expires with no payments being received or earlier depending upon agreements reached with the client. The amount to be written off shall include current

Principal from date of last payment. Unpaid interest since the date of last payment shall be cancelled.

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### 5.8.3 COLLECTION FEE

A collection fee may be applied as a charge to the loan at the discretion of the IRC. The fee would apply where collections actions require significant or excessive staff time or results in other additional costs to the Corporation.

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### 5.8.4 LOAN WRITE-OFF

A loan will be written off and removed from the books after all possibilities of recovery have been exhausted and upon formal approval through resolution of both the IRC and the CFWR Board of Directors. Loans for write offs will be reviewed annually by the IRC prior to year-end. The loan will be recorded in TEA as bad debt for future reference. The following steps will be carried out to identify and process loan write-offs.

- a. Staff will identify and recommend loan write-offs after every reasonable, cost effective effort has been made to collect; when all sizable security has been realized and proceeds have been applied to the loan; and also if the borrower has declared bankruptcy and/or the loan is unsecured.
- b. The Business Development Coordinator will prepare a resolution recommending to IRC that the loan be written off.
- c. IRC will discuss and make resolutions to approve write-offs.
- d. The IRC's recommendation will be forwarded to the CFWR Board of Directors for final approval.
- e. Staff will continue collection efforts after a loan write-off as per process laid out in the subsequent policy.
- f. Staff will provide meeting minutes showing write-off approval motions to the auditor for the annual audit.

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### 5.8.5 CONTINUING COLLECTION EFFORTS AFTER WRITE-OFF

After a loan has been written off the books of CFWR, the following collection efforts will be continued.

- a. **Pursue the Account** - Continue pursuing the account until such time as it is deemed completely uncollectible, is fully collected, or a settlement has been reached.
- b. **Staff will revisit the account once a year** to determine if there are opportunities to collect.
- c. **Record any Recoveries** - Post payments information to the appropriate ledger and document the payment amount and date received in the borrower's loan file.
- d. **Close the Account** - Close the loan account when the loan is deemed completely uncollectible, is fully collected or when a settlement has been reached.

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### 5.8.6 ALLOWANCE FOR DOUBTFUL ACCOUNTS

The allowance for doubtful accounts is a balance sheet account that reduces the reported amount of accounts receivable. A change to the balance in the allowance for doubtful accounts also affects bad

debt expense on the income statement. Providing an allowance for doubtful accounts presents a more realistic picture of how much of the accounts receivable will be turning to cash.

- a. Staff will prepare an Investment Fund Status Report on a quarterly basis and present to IRC to monitor all active loans.
- b. Prior to year-end staff will review the current Investment Fund Status Report to determine any allowance for doubtful accounts that should be established based on performance of loans and the security values.
- c. Staff will present recommendations for allowance for doubtful accounts during the last IRC meeting of the fiscal year for review.
- d. The IRC will pass their recommendation by resolution.
- e. The IRC recommendation for allowance for doubtful accounts and the breakdown of loans and doubtful amounts will be provided to the auditor for the annual audit process.
- f. The auditor will provide input and work with CFWR to finalize the amount of allowance for doubtful accounts that will be entered into the annual audited financial statement.
- g. The auditor will be asked to provide any adjusting entries required to ensure that the general ledger and audited financial statements reconcile.

## 5.9 SELF EMPLOYMENT PROGRAM (SE)

Community Futures Winnipeg River administers the Self Employment Program (SE) on behalf of Manitoba Entrepreneurship, Training and Trade. Under the contract with Employment Manitoba, all eligible applicants for the SE Program must be approved by the IRC in order for them to be taken on by the Corporation as an SE client.

Manitoba Entrepreneurship, Training and Trade is responsible for determining whether an applicant meets the criteria for the SE Program. CFWR staff will work with eligible applicants in the preparation of a business concept proposal which includes:

- a. A detailed description of the business idea and the product and/or service to be provided;
- b. An assessment of the strengths and weaknesses of the business concept;
- c. An assessment of the market potential of the product and/or service;
- d. An assessment of the financial and management capabilities of the applicant to start a business; and
- e. Recommended entrepreneurial training needs.

If, based on the above assessment, the business concept appears feasible; the application will be brought forward to the IRC for approval. Staff will prepare a summary of the business proposal to be provided to the IRC in advance of their meeting. Staff will also make a brief presentation on each applicant at the IRC meeting and address any questions.

The role of the IRC is to decide whether or not to approve an applicant as a client of Community Futures Winnipeg River under the SE Program. In making this decision, the IRC will consider the feasibility of the business concept given the current community and/or regional environment, the existing market within the region, and potential competition. If approved by the IRC, staff will assist the client in the preparation of a comprehensive business plan; advise and counsel the client on all aspects of operating a successful business; arrange for entrepreneurial training; and monitor the client and their business operation throughout the duration of time on the SE Program.



## 6.0 LIST OF APPENDIXES

### 6.1 APPENDIX A

Board of Directors Skill Assessment – June 23, 2014

### 6.2 APPENDIX B

CFWR Board Skills and Knowledge Matrix – June 23, 2014

### 6.3 APPENDIX C

Board Director Code of Conduct-June23, 2014

### 6.4 APPENDIX D1

CFDC- Privacy Code- January 1, 2004

### 6.5 APPENDIX D2

CFDC – Privacy Manual –March 23, 2004

### 6.6 APPENDIX E

Board Privacy Pledge-September 21, 2012

### 6.7 APPENDIX F

Employee Oath of Confidentiality

### 6.8 APPENDIX G1

Executive Director – CED Coordinator Job Description- February 17, 2014

### 6.9 APPENDIX G2

Business Development Coordinator Job Description – February 17, 2014

### 6.10 APPENDIX G3

Financial – SE Administrator Job Description – February 17, 2014

### 6.11 APPENDIX G4

Office Administrator Job Description –February 17, 2014

### 6.12 APPENDIX H

CFDC Workplace Safety and Health Policy – November 30, 2007

### 6.13 APPENDIX I

CFCD Harassment Policy

6.14 APPENDIX J  
Human Resource Management Tool – January 2002

6.15 APPENDIX K  
Recommended Wage Chart 2012-February 11, 2014

6.16 APPENDIX L  
VEC-001 Form - Authorization to Use Private Vehicle on Community Futures Winnipeg River Business Form

6.17 APPENDIX M  
VEC-002 Form – CFWR Vehicle Accident Report

6.18 APPENDIX N  
Community Futures Policy for Providing Accessible Goods, Services or Facilities for the Accessibility for Manitobans Act

6.19 APPENDIX O  
CFWR Feedback Form