FINAL-REVISED: The Contemplative Society (TCS) - Governance Policies of TCS's Board of Directors

These policies, approved by the Board of Directors of The Contemplative Society (TCS) on the date of 15 October 2024 AND REVISED by TCS's Board of Directors on the date of 21 July 2026, replace any and all other Board Governance Policies developed and/or approved by TCS and its Board of Directors ("Board" or "Directors").

Index of Policy Document:	***Page Number***
I. INCORPORATION, CHARITABLE REGISTRATION, & PRIVACY LAW: FIRST LEVEL, OVERARCHING, POLICY CONTEXT	2 to 4
A) TCS Incorporation under the "Societies Act" of British Columbia:	2
B) TCS Registration with the Canada Revenue Agency as a "Charitable Organization":	2
C) CRA Basic guidelines for TCS as a registered charitable organization:	2 to 3
D) CRA Disbursement quota for TCS as a Registered Charitable Organization:	3
E) TCS alignment with Privacy, Freedom of Information, and Anti-SPAM legislation of the Government of Canada and/or the Province of BC:	4
II. BOARD COMPOSITION: SECOND LEVEL, OVERARCHING, POLICY CONTEXT	4 to 6
A) TCS Board Composition, as per the Societies Act of British Columbia, Section 44	4 to 5
B) TCS Board Composition, as per TCS Bylaws Part 4	5
C) TCS Board Composition, aligned with the BC "Criminal Records Review Act"	5 to 6
III. BOARD GOVERNANCE: THIRD LEVEL POLICY CONTEXT	6 to 20
A) TCS alignment with the Societies Act of British Columbia on matters of *governance* (also known as "Proceedings of Directors"):	6
B) TCS alignment with the Societies Act of BC on matters of Conflict of Interest:	6 to 8
C) "Fiduciary Duties" of the board of directors:	8
D) "Fiduciary Responsibilities" of the board of directors	8 to 9
E) TCS Bylaws and Policies that specifically govern these policies	9 to 10
F) Board Practice and Approach with these Governance Policies	10
G) Functioning Governance Model of these Governance Policies	10
H) Board of Directors – Purpose	10 to 12
I) Board of Directors – Values	12
J) Board of Directors – Governing Values	12 to 13
K) TCS Mission, Vision, and Values	13
L) Board of Directors – As a whole and Individual Board Members	13 to 14
M) Board of Directors – Quorum	14
N) Board of Directors – Decision-Making	14
O) Board of Directors – Meeting Procedure	14 to 15
P) Board of Directors – Remuneration	15
Q) Board of Directors - Insurance	15 to 16
R) Board of Directors – Conflict Resolution	16
S) Board of Directors – Officers and Officer Functions	16 to 17
T) Board of Directors – Committees; Committee Membership, Roles, and Functions; and Ad-hoc Committees	17
U) Membership, Roles and Functions of TCS's Standing Executive Committee:	18 to 19
V) The Membership, Roles, and Functions of TCS's Standing Retreats/Events Planning Committee:	19 to 20
IV) BOARD OF DIRECTORS: DOCUMENT RETENTION POLICY	20 to 21
V) CHIEF EXECUTIVE OFFICER (REFERRED TO AS THE "EXECUTIVE DIRECTOR") OR AN "ADMINISTRATOR"	21
VI) REFERENCES	22 to 23

I. INCORPORATION, CHARITABLE REGISTRATION, & PRIVACY LAW:
FIRST LEVEL, OVERARCHING, POLICY CONTEXT

These "Governance Policies of TCS's Board of Directors" must be read concurrently and align with all sections identified below in this Section I of these same policies, as the sections identified below in this Section I take precedence over these policies.

A) TCS Incorporation under the "Societies Act" of British Columbia:

On August 07, 1997, TCS was incorporated in the Province of British Columbia (BC) as a non-profit under the Societies Act of BC and is governed by this Act. By and under law, all income earned by TCS is returned to TCS for the promotion of its legal purpose, a purpose that was legally approved by the BC Registrar of Companies as:

"The purpose of The Contemplative Society is to encourage a deepening of contemplative practices rooted in the Christian wisdom tradition."

B) TCS Registration with the Canada Revenue Agency as a "Charitable Organization":

TCS is registered by the Canada Revenue Agency (CRA) as a "Charitable Organization." TCS programs and activities listed with the CRA are:

1. Providing access to teachings of Christian contemplative Wisdom teachers to promote and encourage contemplative practice and meditation based in the Christian Wisdom tradition and in support of the Wisdom path within other spiritual traditions.
2. Promoting the contemplative path through information provided on our website and social media, through offering regular retreats and events, through the sale of audio and written material, through networking with other organizations with a similar focus and purpose, and through curriculum development.
3. Nurturing students and upcoming teachers of the Christian contemplative/Wisdom path.
4. Expanding the availability of recorded and upcoming teachers of the Christian contemplative/Wisdom path; and
5. Offering regular retreats in contemplation, meditation, and the Wisdom path as facilitated by experienced students and teachers.

C) CRA Basic guidelines for TCS as a registered charitable organization:

The following are the CRA's basic guidelines for TCS as a registered charitable organization:

- "Engage only in allowable activities. A registered charity is allowed to carry out its charitable purposes both inside and outside Canada in the following ways:
    - carrying on its own charitable activities through
        - its staff and volunteers

    - an intermediary (over which a charity must exercise direction and control)
  - making qualifying disbursements through
    - gifts to qualified donees
    - grants to non-qualified donees that meet accountability requirements under the Income Tax Act.

  Regardless of how it operates, a registered charity must not engage in activities that directly or indirectly support or oppose a political party or candidate for public office or unrelated business activities.
- Keep adequate books and records;
- Issue complete and accurate donation receipts;
- Meet annual spending requirement (disbursement quota);
- File "Annual Registered Charity Information Return" (Form T3010);
- Maintain the charity's status as a legal entity;
- Inform the Charities Directorate of any changes to the charity's mode of operation or legal structure."

D) CRA Disbursement quota for TCS as a Registered Charitable Organization:

"The disbursement quota is the minimum amount that a registered charity is required to spend each year on either its:

- own charitable activities; and
- qualifying disbursements through gifts to qualified donees or grants to non-qualified donees."

The disbursement quota calculation is based on the value of a charity's property **not** used for charitable activities or administration.

The disbursement quota is calculated as follows:

Charitable organizations

If the average value of TCS's property not used directly in charitable activities or administration during the 24 months before the beginning of the fiscal year exceeds $100,000, TCS's disbursement quota is:

- 3.5% of the average value of that property up to $1 million
- 5% on the amount that exceeds $1 million."

What is "property not used directly in charitable activities or administration"?

For the purposes of calculating the disbursement quota, property includes any real estate, investments, or other assets that were **not** used directly in charitable activities or administration. This may include, for example, cash in bank accounts, inventory, stocks, bonds, mutual funds, GICs, land, and buildings.

****

E) TCS alignment with Privacy, Freedom of Information, and Anti-SPAM legislation of the Government of Canada and/or the Province of BC:

TCS and its Board are legally bound by provincial and federal laws in Canada as related to privacy, freedom of information, and "Canada's Anti-Spam Legislation" (CASL). *Privacy laws* relate to protecting confidential information of TCS members. *Freedom of Information* relates to the pubic having access to TCS's BC Society Annual Report filed provincially, which includes the names and contact details for all TCS directors. TCS members are legally allowed access to TCS financial statements and Board minutes. The general public, through the Canada Revenue Agency, has access to TCS's annual charitable returns. *CASL* requires that TCS must comply with three (3) main requirements when sending electronic communications, these being that TCS needs to: (1) obtain consent, (2) provide identification information, and (3) provide an unsubscribe mechanism.

II. BOARD COMPOSITION:
SECOND LEVEL, OVERARCHING, POLICY CONTEXT

A) TCS Board Composition, as per the BC Societies Act, Section 44:

The composition of TCS's Board of Directors is framed by Section 44 of the BC Societies Act, such that as stated by this section of the Act:

Section 44:

1) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.

(3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is

> (a)found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada or elsewhere, subsequently finds otherwise,
>
> (a.1)a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act,
>
> (b)an undischarged bankrupt, or
>
> (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
>
> (i) the court orders otherwise,
>
> (ii) 5 years have elapsed since the last to occur of

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine,

(C) the conclusion of the term of any imprisonment, and

(D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

B) TCS Board Composition, as per TCS Bylaws Part 4:

The composition of TCS's Board of Directors is framed and governed by TCS Bylaws as found at Part 4-Directors of the Bylaws.

C) TCS Board Composition, aligned with the BC "Criminal Records Review Act":

As per Part 5.1 — Specified Organizations and Volunteers of the BC *Criminal Records Review Act*.

TCS engages with vulnerable adults, as defined by the BC Criminal Records Review Act. TCS Board members do so in two ways: first, they are individuals comprising a board that makes decisions associated with events where vulnerable adults are present; second, they volunteer at these TCS activities. Therefore TCS requires that:

(i) All members of TCS's Board of Directors will, at TCS expense, ***complete and pass*** a "*Criminal Record Check for the Vulnerable Sector*" in order to serve on TCS's Board, and must submit the results of a "*Criminal Record Check for the Vulnerable Sector*" to TCS's President, or if TCS has an Executive Director (ED) to its ED, within 75-days of the date of the Annual General Meeting at which TCS members elect a member to serve on TCS's Board of Directors, or within 75-days of the date a member has been appointed to TCS's Board of Directors by the Board as a whole. A "*Criminal Record Check for the Vulnerable Sector*" only need be completed and passed once by a director, doing so at the start of a director's initial term of election and/or appointment to TCS's Board, if that director serves concurrently in their term of service on TCS's Board. If a director serves on TCS's Board and then leaves the Board for any period of time to then have a period of absence from their official capacity on the Board prior to their being either re-elected or re-appointed to TCS's Board, then a new "*Criminal Record Check for the Vulnerable Sector*" must be undertaken by that same director and submitted to TCS's President or, if/as appropriate to TCS's ED, within 75-days of the date of the director having been either re-elected or re-appointed to TCS's Board.

(ii) All members of TCS's Board of Directors are required to comply with applicable civil laws and regulations, particularly those related to the protection and

welfare of vulnerable populations, including but not limited to children, the elderly, individuals with disabilities, and other at-risk groups. TCS Board members must:

a) Adhere to Legal Standards: Ensure that all actions and decisions comply with relevant federal, provincial, and local laws.
b) Promote Safety and Well-being: Actively promote the safety, dignity, and well-being of vulnerable populations in all organizational activities and decisions.
c) Mandatory Report: Report any suspected abuse, neglect, or exploitation of vulnerable individuals to the appropriate authorities immediately.
d) Participate in Training and Awareness: Participate in regular training sessions on legal requirements and best practices for working with vulnerable populations.
e) Respect Confidentiality: Maintain the confidentiality of sensitive information related to vulnerable individuals, in accordance with legal and ethical standards.

Failure by any TCS Board member to adhere to these guidelines may result in disciplinary action, up to and including removal from the Board.

III. BOARD GOVERNANCE:
THIRD LEVEL POLICY CONTEXT

A) TCS alignment with the Societies Act of British Columbia on matters of *governance* (also known as "Proceedings of Directors"):

As identified under the BC Societies Act in its Section 54:

> Section 54(1): "Unless the bylaws of a society provide otherwise, the directors may meet at any location or in an electronic meeting, on any notice and in any manner convenient to the directors.".

At the discretion of the Chair of a TCS Board-related meeting, the Canadian *"Bourinot's Rules of Order"* will be reverted to if or when the Societies Act of British Columbia or TCS's Bylaws or TCS's Governance Policies do not specify how to resolve a matter related to a rule of order question that arises during any Proceedings of Directors.

B) TCS alignment with the Societies Act of British Columbia on matters of Conflict of Interest:

The Societies Act of British Columbia, in its Division Four -Directors' Conflicts of Interest, identifies matters of Conflict of Interest as related to directors. Section 56 of the Act is restated as follows in its entirety:

The Societies Act of British Columbia, Section 56:

(1) Subject to subsection (5), this section applies to a director of a society who has a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in

(a) a contract or transaction, or a proposed contract or transaction, of the society, or

(b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.

(2) A director to whom this section applies must

(a) disclose fully and promptly to the other directors the nature and extent of the director's interest,

(b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),

(c) leave the directors' meeting, if any,

(i) subject to subsection (4.1), when the contract, transaction or matter is discussed, and

(ii) when the other directors vote on the contract, transaction or matter, and

(d) refrain from any action intended to influence the discussion or vote.

(3) A disclosure under subsection (2) (a) must be evidenced in at least one of the following records:

(a) the minutes of a meeting of directors;

(b) a consent resolution of directors;

(c) a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society.

(4) If all of the directors of a society have disclosed under subsection (2) (a) a direct or indirect material interest, described in subsection (1), in a contract, transaction or matter,

(a) any or all of the directors may, despite subsection (2) (b), vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter, and

(b) subsection (2) (c) and (d) does not apply.

(4.1) A director to whom this section applies may remain in a directors' meeting for the purpose of providing information if asked to do so by one other director or, if provided for in the bylaws, a greater number of directors.

(5) This section does not apply to a director of a society in respect of a contract, transaction or matter that relates to any of the following:

(a) payment to the director by the society of remuneration for being a director or reimbursement to the director by the society of the director's expenses as described in section 46 *[remuneration and reimbursement of directors]*;

(b) indemnification of or payment to the director under section 64 (1), (2) or (4) *[indemnification and payment of expenses]*;

(c) the purchase or maintenance of insurance, referred to in section 66 *[insurance]*, for the benefit of the director."

C) "Fiduciary Duties" of the board of directors:

1) Duty of Care:

Each director must exercise the care, diligence and skill in their decision-making, and in fulfilling their responsibilities, that a reasonably prudent person would exercise in comparable circumstances. Each director will take care of TCS by ensuring prudent use of all TCS assets, including facilities (if any), people, and good will.

2) Duty of Loyalty:

Directors must act honestly and in good faith in the best interests of TCS. A director of TCS must:

a) put TCS's interests above their own and above another organization to which they have fiduciary duties;
b) ensure that TCS activities and transactions are, first and foremost, advancing TCS's mission;
c) recognize and disclose conflicts of interest;
d) make decisions that are in the best interest of TCS in preference to the best interest of an individual board member, any other individual or any for-profit entity.

3) Duty of Obedience:

Directors must:

a) ensure that TCS obeys applicable laws and regulations;
b) ensure that TCS follows its own constitution and bylaws;
c) and that TCS adheres to its stated corporate purposes/mission.

4) Non-profit:

As a Canadian charitable organization, a director will not and cannot materially profit from their position on the Board of TCS. As "not-for-profit" is defined according to the BC Government: "Societies do not earn any profits for its members. All money is donated to the organization's cause or goal."

D) "Fiduciary Responsibilities" of the board of directors:

Directors must fulfill, and will be held accountable, for the following responsibilities. They must assure that TCS is:

1) Carrying out the purpose of the Society as set out in its articles of incorporation or letters patent and its Charitable Purpose as approved by the CRA. All of the TCS's activities, programs, strategic directions or other actions must be related to TCS's purpose.
2) Complying with all of the Society's legal, legislative and regulatory requirements.
3) Behaving in a financially responsible manner.
4) Being managed properly. In the case of TCS and its contractors or staff, directors fulfill this responsibility by hiring, evaluating the performance of, and terminating TCS's Executive Director.

E) TCS Bylaws and Policies that specifically govern these policies:

In TCS's Bylaws, all of Part 4-Directors, Part 5-Directors' Meetings, Part 6-Board Positions, Part 7-Remuneration of Directors and Signing Authority, and Part 8-Finance specifically govern these policies, with these sections of TCS's Bylaws providing general oversight guidance to TCS's Board. The Bylaws are silent on many particulars of their application; therefore these Policies are particularly important. TCS Governance Policies must be read concurrently with these identified parts of the Bylaws, as these Bylaws empower or take precedence over the Governance policies until the Bylaws are amended by TCS members at an Annual General Meeting of TCS.

Specifically of importance to these policies are:

Part 5, Section 5.1 of the Bylaws that states: "A directors' meeting may be called by the president or by any 2 other directors."

Part 5, Section 5.4: "A directors' meeting may be held in a physical place, or be held as a solely electronic meeting via the Internet, or be held in a hybrid format that includes a partially electronic meeting via the Internet and a partially in-person meeting, or by telephone."

Part 5, Section 5.7: "A resolution in writing using the electronic means of e-mail, that is agreed to by all Society directors eligible to vote, is as valid and effective as if passed at a directors meeting and is to be included in the minutes of the Society."

Part 5, Section 5.8: "Subject to sections 5.9, 5.10, 5.11, and 5.12, the directors may regulate their meetings and proceedings as they think fit." This stated, please reference Section III A) above of these Board Governance Policies that identifies that the Canadian *"Bourinot's Rules of Order"* will be reverted to if or when the Societies Act of British Columbia or TCS's Bylaws or TCS's Governance Policies do not specify how to resolve a matter related to a rule of order question that arises during any Proceedings of Directors. Also see Section III R) below related to if any conflict resolution is required among the Board of Directors.

Part 5, Section 5.9: All resolutions proposed at a meeting of directors need a mover and seconder.

Part 5, Section 5.12: "The conduct and rules of procedure for the Society's directors at their meetings and proceedings will align with the values reflective of the Christian

Wisdom tradition, and will officially be those that the Society's directors have formally adopted in a set of Governance Policies that the directors are required to establish to regulate their meetings and proceedings."

Part 5, Section 5.11: "In case of equality of votes the Chair of a directors meeting will have a second or deciding vote."

Part 5, Section 5.12: "The conduct and rules of procedure for the Society's directors at their meetings and proceedings will align with the values reflective of the Christian Wisdom tradition, and will officially be those that the Society's directors have formally adopted in a set of Governance Policies that the directors are required to establish to regulate their meetings and proceedings." This stated, please reference Section III F) below on "Board Practice and Approach with these Governance Policies."

Part 5, Section 5.13: "The quorum for the transaction of business at a directors' meeting is three of the directors." This stated, please reference Section III M) 2) below on "Board of Directors – Quorum" for quorum requirements for TCS Board committee meetings.

Part 5, Section 5.14: "The directors may remove a director from office if the director does not attend three directors' meetings at any time in the preceding 12 months."

F) Board Practice and Approach with these Governance Policies:

In its practice and approach, the Board of TCS will be guided in its relationships by Matthew 22:37-40, to: "Love the Lord your God with all your heart and with all your soul and with all your mind. This is the first and greatest commandment. And the second is like it: Love your neighbor as yourself.' All the Law and the Prophets hang on these two commandments."

G) Functioning Governance Model of these Governance Policies:

The Board of TCS decided, at its meeting of May 21st, 2024, to operate under a "Management Team - Policy Board Hybrid Model", whereby the Board as a whole will focus 80% of its time and effort on policy matters, and 20% of its time and effort on hands-on operational management.

H) Board of Directors – Purpose:

1) The primary and essential purpose of TCS's Board is to ensure fulfilment of TCS's legal and fiduciary responsibilities as a provincially incorporated Society in the Province of British Columbia, including as related to TCS relations with its members, and as a "Charitable Organization" registered with the Government of Canada through the Canada Revenue Agency (CRA).
2) Flowing from that primary purpose, and as per the BC Societies Act on matters of governance, how TCS's Board chooses to structure itself and/or function beneath its primary and essential purpose is a matter for the Board as a whole to decide.

3) As aligned with the Functioning Governance Model that these policies adhere to, such as agreed by TCS's Board on March 21st, 2024, these Policies are intentional in moving TCS's Board away from its earlier approach of being a "Working Board" (that engaged in both strategic and staff-like responsibilities) to one where the Board will focus on providing high-level oversight on policy matters related to governance, and only be minorly involved in hands-on operational management activities, with the split as noted above in Section III-G) being 80% on policy and 20% on operational management.
4) The TCS Board will involve itself in the oversight and management functions of:
    a) Ensuring that TCS staff or contractors complete BC Society Annual Reports;
    b) Ensuring that TCS staff or contractors complete CRA Annual Reports (Form T3010);
    c) Selecting and nominating members to TCS's Board;
    d) Self-management of TCS Board activities;
    e) Selecting TCS Board officers and members of TCS Board Committees;
    f) Selecting an Executive Director or Administrator for TCS, only if such a role is agreed to by TCS's Board as a whole;
    g) Serving on a TCS Board Committee;
    h) Conducting a SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis for short- and long-range planning for TCS;
    i) Conducting an annual review of TCS's Vision, Mission, and Strategic Goals & Objectives, and making any required revisions to these strategic statements as aligned with TCS's legal and charitable purposes;
    j) Engaging with TCS's Executive Director or Administrator, if one has been appointed by TCS's Board, or with TCS contractors or staff, in the development of three (3)-year rolling, high-level, strategic plans and budgets for TCS, all as aligned with TCS's legal and charitable purposes;
    k) Reviewing and approving the high-level plans and budgets to ensure that they are reasonable in light of TCS's financial performance and economic activity;
    l) Determining if TCS has sufficient resources to carry out its mission as well as ensure appropriate stewardship, and assisting with fund development activities as required; and
    m) Ongoing follow-up with and oversight of TCS's Executive Director or Administrator, if one has been appointed by TCS's Board, or by TCS contractors or staff, on the implementation and delivery of TCS's Board-approved three (3)-year rolling, high-level, strategic plans and budgets.
5) It is in Section III-H)-4) above, and its subsections of a) to f), h) & i), and i) to m) that TCS's Board will engage in its 80% policy focus, and in its subsections of g), i) and l) that TCS's Board will engage in its 20% operational management focus.
6) TCS's Board does *not* direct the day-to-day operational matters at TCS, specifically any of the *ways and means* for implementing the 3-year rolling, high-level, strategic plans and budgets for TCS that TCS's Board has approved to be acted upon. Day-to-day operational matters are to be decided by TCS's

Executive Director or Administrator, if one has been appointed by TCS's Board, or by TCS contractors or staff.

I) Board of Directors – Values

TCS's Board of Directors embraces these values to be reflected in all our work internally, as an organisation, with volunteers, stakeholders, and communities and in partnerships and collaborative initiatives.

Wisdom: TCS's Board understands that Wisdom is encountered from the Heart of the Christian and other contemplative traditions.

Prayer and Contemplation: TCS's Board values our meetings engaging in prayer and contemplation at the start, throughout, and at the end of Board and Board committee meetings.

Integrity: The outcomes of TCS will be morally sound within the context of the Christian wisdom tradition. We are reliable and act with honesty and fairness, striving in all our work for the highest standards of ethical practice and accountability.

Respect: For one another, for others, for diverse viewpoints, and for the Christian wisdom tradition.

Collaboration: Consultation and communication with other organisations must be consistent and balanced with the work of TCS so as to facilitate collaborative deepening in spiritual wisdom and spiritual practices. We create and seek out opportunities for partnerships and alliances with all segments of society.

Commitment: All directors commit to the vision, mission, and values of TCS as well as participate to the maximum of their capability in all decision making and action.

Diversity: We embrace diversity and the strength that comes from involvement of those from a wide variety of backgrounds and perspectives

J) Board of Directors – Governing Values

1) In *governing*, TCS's Board will:
   a) Emphasize a forward-thinking, outward movement rooted in inner contemplation;
   b) Encourage diversity of viewpoints;
   c) Support strategic leadership rooted in Christian discernment;
   d) Align with its decision to operate under a "Management Team - Policy Board Hybrid Model," (whereby the Board as a whole will focus 80% of its time and effort on policy matters, and 20% of its activities on hands-on operational management), to ensure a clear distinction of Board and staff roles; and,
   e) Embrace healthy debate and a commitment to hearing all points of view.

2) *To accomplish effective governing*, the Board will:

a) Engage in prayer, contemplation, and discernment rooted in the Christian Wisdom tradition;
b) Direct its energies towards organization outcomes;
c) Guide and inspire organizational thinking and behavior through the provision of clearly stated policies;
d) Foster a sense of group responsibility towards excellence and self-discipline, in matters including active participation and engagement, decision-making principles, respect of identified roles, and speaking with one voice; and
e) Regularly assess its process and performance.

K) TCS Mission, Vision, and Values

TCS's Board operates aligned with TCS's Mission, Vision, and Values, as approved by TCS's Board on November 16th, 2023 and revised on October 21st, 2025.

Mission:

To embrace and share the visionary and mystical heart of the Christian Wisdom tradition.

Vision:

"The Contemplative Society seeks to be a thriving and engaging presence to anyone interested in learning and living contemplative Christian Wisdom."

Values:

The values of The Contemplative Society are:

- Living the Christian Wisdom tradition,
- Practicing meditation on a regular basis as foundational to the spiritual journey,
- Grounding in scholarship which illuminates the Christian contemplative [or "spiritual"] life,
- Honouring the contemplative Christian lineage as expressed in the life of Jesus, the early Desert Community, and Christian mystics through the ages,
- Welcoming all people who wish to engage with the Christian contemplative tradition,
- Respecting diversity within the many approaches to spiritual life,
- Acknowledging the importance of our interconnectedness with the earth, and
- Learning from the contemplative practices of other traditions, including those of Indigenous peoples.

L) Board of Directors – As a whole and Individual Board Members

1) It is understood that TCS's Board as a whole, as aligned with all of the laws of the Province of BC, laws of the Government of Canada, requirements of the BC Societies Act, and laws and regulations of the Canada Revenue Agency and its Charities Directorate, is the final body of operational oversight and governance for TCS. It is equally understood that the Board as a whole speaks in *one* voice on the decisions it approves, whether those decisions are unanimous-decisions

or split-decisions. Individual Board members are not the Board, do not make decisions for the Board, and do not speak for the Board. Board members are only to officially act as a Board member when so authorised to do so by the Board as a whole. Any Board member who acts in an individual capacity, whether complimentary or contrary to Board decisions, and has not been previously authorised by the Board as a whole to represent the Board in that capacity, is understood to act as an individual and not to be representative of the Board as a whole.

2) It is equally understood that Board Committees similarly operate as a whole and so speak in one voice on the decisions approved, whether those committee decisions are unanimous-decisions or split-decisions. Individual Board members serving on Board Committees are not a Board Committee, do not make decisions for a Board Committee, and do not speak for a Board Committee. Board Committee decisions are considered as "recommendations" by the Board Committee to the Board as a whole, and remain as recommendations if and until such time as the Board as a whole chooses, at its own discretion, to ratify and approve any Board Committee recommendations. On occasion, the TCS Board as a whole may pre-authorise a Board Committee to act on its own recommendations on a narrowly-defined matter. If and until the Board as a whole ratifies and approves and/or pre-authorises any Board Committee recommendations, any such Board Committee recommendations remain purely as recommendations and so will not be acted upon in any manner by any Board Committee member and/or by any TCS paid or contracted staff or support.

M) Board of Directors – Quorum

1) At TCS Board meetings, quorum is understood to be a minimum of three (3) directors *present* at any such TCS Board meetings.
2) At TCS Board committee meetings, quorum is understood to be of those directors *present* (regardless of the number of directors present) at any such TCS Board committee meeting.

N) Board of Directors – Decision-Making

The Board of Directors of TCS operates using a tiered process of respectful discussion, prayer and contemplation, shared discernment, and a majority vote of members present. Specifically, prior to any *non-procedural or non-standing order motion* being considered for a vote by the Board, the Board will, first, respectfully discuss the motion as a whole; then secondly, pray and contemplate as a whole on the motion; then thirdly and lastly, the Board will take a vote of members present, with the majority vote to decide the motion. A majority vote will be by a show of hands, unless the president or two directors request voting by secret ballot.

O) Board of Directors – Meeting Procedure

1) All TCS Board or Board committee meetings will begin and end with any of the following: a contemplation, prayer, reflection, or centring prayer/meditative practice AND a voluntary check-in.

2) TCS Board meetings and Board committee meetings can be held either in-person or online via electronic means (e.g. Zoom, Teams, Skype).
3) TCS Board and Board committee decisions can be made via e-mail, with those e-mail decisions then ratified at the next meeting of the Board or Board committee.
4) Board meetings and Board committee meetings will be scheduled one (1)-year in advance in the month immediately following the Annual General Meeting at which directors are elected. Directors are expected to attend each and every one of these pre-scheduled meetings of the Board or a Board committee on which they agree to serve. A minimum of two (2)-week notice is expected to be provided to the President or a Board committee chair if a director is unable to attend one of the Board's pre-scheduled meetings. The Board as a whole, upon a majority vote, may remove a director from office if the director does not attend three (3) pre-scheduled Board or Board committee meetings in the preceding 12 months.
5) Written minutes, when approved by the Board of Directors, constitute the only official record of TCS's Directors and Director Committee meetings. No video or audio recordings of any kind will be made of TCS's Director and Director Committee meetings. An exception to this policy may be made if, at any given meeting of TCS's Directors or at a meeting of a TCS Director Committee, it is unanimously agreed by all Directors present at that meeting that, on a one-time basis, a recording for informational purposes may be made.

P) Board of Directors – Remuneration

1) TCS Board members are *not* renumerated for their participation as Board members in any TCS Board meeting.
2) Travel costs to participate *in-person* at official TCS Board meetings, such as a bi-annual retreat meeting, are only authorised when the Board as a whole agrees to reimburse directors for specifically identified travel costs for a specifically identified TCS Board meeting.
3) TCS directors may, from time to time, provide their professional expertise to TCS operations outside of their Board responsibilities. Remuneration for such professional services may be provided only when:
    a. a contract has been negotiated and signed prior to the date that professional services are delivered;
    b. such remuneration is provided at or below market value for the professional services to be delivered;
    c. the contract is negotiated and signed by the TCS Executive Director or Administrator, or a contractor or staff appointed by the Board as a whole, or by the Board as a whole.

Q) Board of Directors - Insurance

At all times TCS's Board will have in place both of the following:

a. Director & Officer Liability Insurance policy in an amount of no less than $1,000,000 CAD held on behalf of TCS's Board and

b. a General Commercial Insurance Policy in the amount of no less than $2,000,000 CAD on behalf of the Society.

R) Board of Directors – Conflict Resolution

TCS Board members are elected to bring diverse views on issues to Board decision-making; constructive disagreements between Board members are encouraged in a well-functioning Board. These can generally be managed by following proper rules of procedure, good listening skills, and Christian practices of prayer, contemplation, and discernment. However, should disagreements result in serious conflict, the Board President is responsible for managing such conflicts, unless the President is involved in the conflict, in which case the President can refer the conflict to a sub-committee of the Board and this sub-committee will expeditiously resolve the conflict. The Board will develop specific guidelines to follow for conflict resolution.

S) Board of Directors – Officers and Officer Functions

1) Immediately upon conclusion of each Annual General Meeting, TCS directors must immediately meet to select or appoint from among themselves the directors to serve in the following positions:

   President;

   Vice-President/Secretary; and

   Treasurer.

2) The President is the chair of the Board and the chair of TCS's standing Executive Committee, and as such is responsible for supervising the other directors in the execution of their duties. If the President is unable to act on a temporary basis, then the Vice-President/Secretary is responsible for carrying out the duties of the President on that temporary basis under which the President is unable to act.

3) The Vice-President/Secretary is responsible for working with TCS staff or contractors to delegate to them (or if no TCS staff or contractors exist, then to ensure personally) the fulfilment of the following responsibilities:
   a) issuing notices of general meetings and directors' meetings;
   b) taking minutes of general meetings and directors' meetings;
   c) keeping the records of the Society in accordance with the Act;
   d) conducting the correspondence of the Board; and
   e) filing the annual report of the Society and making any other filings with the registrar under the Act.
   f) If the Vice-President/Secretary, is unable to act, the Vice-President/Secretary must arrange for another director to take on the Vice-President/Secretary's duties.
   g) The Vice-President/Secretary is an automatic member of TCS's Standing Executive Committee.

h) The Vice-President/Secretary, in its capacity and role as Vice-President, is responsible for serving in the President's temporary absence and is in a training-role to eventually become TCS's President at some future date.

4) The Treasurer is responsible for working with TCS staff or contractors to delegate to them (or if no TCS staff or contractors exist, to ensure personally) the fulfilment of the following responsibilities:
   a) receiving and banking monies collected, earned, or received for TCS;
   b) keeping accounting records in respect of the Society's financial transactions;
   c) preparing the Society's quarterly financial statements; and
   d) completing, presenting to TCS's Board as a whole for its review and approval, and then filing TCS's "Annual Registered Charity Information Return" (Form T3010) with the Canada Revenue Agency and making any other financial filings under the BC Society Act or for TCS as a registered "Charitable Organization".
   e) The Treasurer is an automatic member of TCS's Standing Executive Committee.

T) Board of Directors – Committees; Committee Membership, Roles, and Functions; and Ad-hoc Committees

TCS's Board will have two Standing Committees, these being:

1. Executive Committee (ExComm); and
2. Retreats/Events Planning Committee.

a) TCS Officers selected by TCS's Board as a whole, as per Section III)-T)-1) above, are the automatic members of TCS's Standing Executive Committee.
b) At its first scheduled meeting immediately following TCS's Annual General Meeting, TCS's Board as a whole will select the membership of TCS's Standing Retreats/Events Planning Committee.
c) At any time, TCS's Board as a whole may establish time-limited, mandate-specific, ad-hoc committees that it considers appropriate to support the proper functioning of TCS as both of a Society and registered charitable organisation. The Board can appoint any of its director(s) to chair and/or serve on such an ad-hoc committee, and can also select non-directors from among TCS members to serve on such an ad-hoc committee. The mandates, timeframes, and terms-of-reference of any TCS ad-hoc committee will be established by TCS's Board as a whole at the time the Board establishes any TCS ad-hoc committee.
d) Decisions of TCS Board committees serve as "recommendations" to the Board as a whole and are not official Board actions, if and until such time as the Board as a whole has received the recommendations of a Board committee, and has agreed by majority vote to accept some, none, or all the recommendations of that Board committee.

****

U) Membership, Roles and Functions of TCS's Standing Executive Committee:

The Membership, Roles and Functions of TCS's Standing Executive Committee are as follows:

1) *Membership:*

President, Vice-President/Secretary, Treasurer, and Executive Director and/or Administrator. If an Executive Director or Administrator has not been appointed by TCS's Board as a whole, then the Board may designate a contractor or employee to serve on the Executive Committee.

2) *Committee Chair:*
TCS's President serves as Chair of TCS's Executive Committee. In the President's absence, the Vice-President/Secretary will chair the committee.

3) *Role and Function:*
   a) Receive reports and updates from TCS's Executive Director (ED) or Administrator.
   b) Provide oversight and serve as a sounding-board for TCS's ED or Administrator.
   c) Review TCS's "Annual Registered Charity Information Return" (T3010), as received from TCS's accountant and reviewed by TCS's ED or Administrator, present the document to the Board as a whole for its approval, direct TCS's Treasurer or Secretary/Treasurer (as appropriate) sign it; and submit such a document to the Canada Revenue Agency.
   d) Receive, review and provide high-level guidance to the ED or Administrator in the development of DRAFTS of 3-year rolling, high-level, strategic plans and budgets prior to submission of such documents to TCS's Board as a whole for approval.
   e) Review progress reports on the *implementation* of the 3-year rolling, high-level, strategic plans and budgets approved by TCS's Board.
   f) Review and oversight of TCS's quarterly financial statements.
   g) Review staffing matters and considerations as raised by ED or Administrator, including approving personnel policies as developed by the ED or Administrator.
   h) Establish agenda and plan for the upcoming Board meeting.
   i) At least four (4) months prior to TCS's Annual General Meeting, the Executive Committee will establish itself as a "Nominations Committee", and when operating as a "Nominations Committee" it will be responsible to:
      (i) canvass current TCS Board members to determine which members will retire and which members wish to continue;
      (ii) determine what skills are needed on the board for the coming term;

(iii) review the rules and regulations of the BC Societies Act, TCS Bylaws, and these Governance Policies regarding qualifications as a Board member and officers;
(iv) identify prospective Board members and contact candidates to ask if they would have interest and willingness to serve on TCS's Board;
(v) establish a list of potential candidates to be brought to the AGM for election;
(vi) ensure that nominees sign a declaration of qualification;
(vii) ensure each and every person nominated for service on TCS's Board can complete and pass a "*Criminal Record Check for the Vulnerable Sector*"; and
(viii) be prepared to accept nominations from the floor at the AGM.

When the Executive Committee is acting as the "Nominations Committee" for TCS's Board, the ED or Administrator will serve only as an ex-officio (non-voting) member of the committee.

a) Serves as the "Hiring Committee" for TCS's Board for the purpose of if/when the Board chooses to hire an ED or Administrator. In this function, the committee will develop the ED or Administrator job description, identify ED or Administrator compensation and benefits, engage and complete the hiring process including candidate shortlisting and interviews, hire the most qualified candidate, onboard and train the new ED or Administrator, and afterward complete ongoing evaluation of the ED or Administrator.
b) Other duties as assigned by TCS's Board as a whole.

V) The Membership, Roles, and Functions of TCS's Standing Retreats/Events Planning Committee:

The Membership, Roles and Functions of TCS's Standing Retreats/Events Planning Committee are as follows:

1) *Membership:*

Two (2) to three (3) members of TCS's Board who are not members of TCS's Standing Executive Committee will serve as official members of TCS's Standing Retreats/Events Planning Committee, and the committee can also select non-directors from among TCS members to serve in a non-official capacity on this committee.

2) *Committee Chair:*

The Chair of TCS's Standing Retreats/Events Planning Committee will be TCS's Retreat Co-ordinator (if appointed). If no TCS Retreat Co-ordinator has been appointed, then TCS's Executive Director (if appointed) will serve as Chair of this Committee. If no TCS Executive Director or Administrator has been appointed then this Committee will, at its first meeting immediately following the most recent Annual General Meeting of TCS, select its chair from among those official committee members who are directors on TCS's Board and so select the chair through a show of hands.

3) *Role and Function:*
   a) Develop, design, and implement TCS retreats and/or events as identified for TCS in its annual and rolling strategic plans and budgets that have been approved by TCS's Board as a whole.
   b) Receive reports and updates from TCS's Retreat Co-ordinator or Retreat Manager (if appointed), or from TCS's Executive Director or Administrator (if appointed), or from the Committee as a whole (if no Retreat Co-ordinator or Retreat Manager or Executive Director or Administrator is appointed).
   c) Provide oversight and serve as a sounding-board for TCS's Retreat Co-ordinator or Retreat Manager (if appointed) or TCS's Executive Director or Administrator (if appointed).
   d) Receive, review, and provide guidance on retreat/event plans and budgets as developed by TCS's Retreat Co-ordinator or Retreat Manager (if appointed), or by TCS's Executive Director or Administrator (if appointed), or by individual Committee members (if no Retreat Co-ordinator or Retreat Manager or Executive Director or Administrator has been appointed).
   e) Receive and review progress reports of TCS's Retreat Co-ordinator or Retreat Manager (if appointed), or by TCS's Executive Director or Administrator (if appointed), or by individual Committee members (if no Retreat Co-ordinator or Retreat Manager or Executive Director or Administrator has been appointed) as related to implementing retreat/event plans and budgets as aligned with the 3-year rolling, high-level, strategic plans and budgets for TCS that have been approved by TCS's Board.
   f) Other duties as assigned by TCS's Board as a whole.

IV) BOARD OF DIRECTORS:
DOCUMENT RETENTION POLICY:

1) TCS, its Board, staff and/or contractors, will permanently retain the following documentation:
   a) Articles of Incorporation (Certificate of Incorporation, Constitution, Bylaws, Registration documentation).
   b) Audit reports, from independent audits.
   c) Corporate resolutions.
   d) Cheques, deposit books, deposit receipts, and credit card transaction summaries for purchases and donations via PayPal, Square, and other payment processing sources used by TCS.
   e) Notification of Registration Letter from the CRA.
   f) Financial statements (year-end).
   g) Insurance policies.
   h) Minutes of board meetings and annual meetings of members.
   i) Real estate deeds, mortgages, bills of sale.
   j) TCS's "Annual Registered Charity Information Return" (T3010) submitted to the Canada Revenue Agency (CRA).

2) Any and all documentation in support of Section IV)-1) above will be retained by TCS, its Board, staff and/or contractors, for a period of ten (10) years after it has been created or altered or last-altered, that being the time-period identified and required by the British Columbia Registrar of Companies for the retention of documents identified in this Section IV-2), after which time period such documents can then be shredded and destroyed.

3) Other, general, TCS documents can be shredded and disposed of on an ongoing basis.

V) CHIEF EXECUTIVE OFFICER (REFERRED TO AS THE "EXECUTIVE DIRECTOR" OR AN"ADMINISTRATOR"):

At its discretion, TCS's Board as a whole can choose to select or appoint, either from among itself or through an external competition, a person to serve and fulfill the role of either the Chief Executive Officer of TCS, hereafter referred to as an Executive Director (ED), or an Administrator, and to decide the renumeration that the ED or an Administrator will receive for their professional services to be provided to TCS. If the Board as a whole chooses to select or appoint either an ED or an Administrator, it is understood that the work of the ED or Administrator is directly supervised by TCS's Executive Committee and that, through TCS's Executive Committee, the ED or Administrator reports to TCS's Board as a whole through TCS's President, who serves as Chair of TCS's Executive Committee.

The ED or Administrator, if appointed or selected, is authorised to make day-to-day operational decisions and authorised to choose operational activities to achieve TCS strategic plans, goals, and objectives as aligned with all of TCS's legal and charitable purposes, TCS's Vision, Mission, and Strategic Goals & Objectives, and as approved by TCS's Board as a whole.

If TCS's Board as a whole appoints an ED or Administrator, TCS Board members are invited to volunteer with TCS in the day-to-day operational activities undertaken by TCS as authorised by TCS's ED or Administrator and/or as may be implemented by other TCS staff or contractors. TCS Board members understand that they volunteer as individuals and not in any official Board capacity if and/or when they so volunteer with TCS in such day-to-day operational activities, and so are volunteering in a role of support and not in a directive role.

****

VII) REFERENCES

Boardable (2024), *Board Governance 101*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://boardable.com/resources/board-governance-101?nab=1). Carmel, Indiana, USA.

Canada Revenue Agency – Government of Canada (2026), *Checklists for charities – Basic Guidelines*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/checklists-charities.html). Ottawa, Ontario, Canada.

Canada Revenue Agency – Government of Canada (2026), *Disbursement quota calculation*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/operating-a-registered-charity/annual-spending-requirement-disbursement-quota/disbursement-quota-calculation.html). Ottawa, Ontario, Canada.

Government of British Columbia (2024), *Criminal Records Review Act organizations*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www2.gov.bc.ca/gov/content/safety/crime-prevention/criminal-record-check/organizations/criminal-records-review-act). Victoria, BC, Canada.

Government of British Columbia (2026), *Not-for-profit organizations*. (Accessed: 26 September 2024 and 21 May 2026. Available from: https://www2.gov.bc.ca/gov/content/employment-business/business/not-for-profit-organizations). Victoria, BC, Canada.

Government of Canada (2024*), Canada's anti-spam legislation* (Accessed: 25 June 2024 and 21 May 2026. Available from: https://ised-isde.canada.ca/site/canada-anti-spam-legislation/en). Ottawa, Ontario, Canada.

Government of Canada (2026*), Access to Information Act (R.S.C., 1985, c. A-1)*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://laws-lois.justice.gc.ca/eng/acts/A-1/index.html). Ottawa, Ontario, Canada.

King's Printer (2026), *BC Societies Act [SBC 2015] CHAPTER 18*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01). Victoria, BC, Canada.

King's Printer (2026), *BC Societies Act – Societies Regulations [Last amended July 4, 2022 by B.C. Reg. 114/2022]*. (Accessed: 25 June 2024 and 21 May 2026. Available

from: https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/216_2015/). Victoria, BC, Canada.

Montreal Urban Aboriginal Health Centre (2016), *Board of Directors Policies and Procedures Manual*. (Accessed: 25 June 2024 and not available 21 May 2026. Available from: https://ihct.ca/images/pdf/board_policies_-_approved.pdf). Montreal, PQ, Canada.

National Council of Nonprofits (2024), *Board Roles and Responsibilities*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.councilofnonprofits.org/running-nonprofit/governance-leadership/board-roles-and-responsibilities). Washington, DC, USA.

National Council of Nonprofits (2024), *Good Governance Policies for Nonprofits*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.councilofnonprofits.org/running-nonprofit/governance-leadership/good-governance-policies-nonprofits). Washington, DC, USA.

Office of the Information & Privacy Commissioner for British Columbia (2026), *Legislation*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.oipc.bc.ca/about/legislation/) Victoria, BC, Canada.

Office of the Information & Privacy Commissioner for British Columbia (2026), *What are my rights*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.oipc.bc.ca/for-the-public/what-are-my-rights/) Victoria, BC, Canada.

Office of the Privacy Commissioner of Canada (2026), *Summary of privacy laws in Canada*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.priv.gc.ca/en/privacy-topics/privacy-laws-in-canada/02_05_d_15/). Ottawa, Ontario, Canada.

Ontario Nonprofit Network (no date), *Reimagining Governance - Board Essentials*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://theonn.ca/wp-content/uploads/2022/03/2021_ONN_Board-Essentials_final.pdf). Toronto, Ontario, Canada.

Peoples Law School (2024), *10 things you should know about the Societies Act*. (Accessed: 25 June 2024 and 21 May 2026. Available from: https://www.peopleslawschool.ca/10-changes-new-societies-act/). Vancouver, BC, Canada.