

OTTAWA LITTLE THEATRE BOARD MANUAL

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INTRODUCTION

This manual is intended to acquaint members of the Board of Directors of the Ottawa Little Theatre with its governance structure as well as their duties and roles as Board members. Duties and roles can be distinguished as follows:

- duties are the things Board members legally *have to do* – minimum standards of conduct;
- roles are thing they *should do* to perform their functions well, they involve notions of good governance and best practices.

The manual also describes the duties and roles of the Executive officers of the Theatre and its standing committees.

The starting point for understanding all of this is the legal framework that surrounds the operation of the OLT.

LEGAL FRAMEWORK

The starting point for understanding the Theatre's governance is the legal framework. This framework establishes it as a corporation and defines how it can or must operate. This framework consists of three key elements:

1. Basic Statutes
 - Corporations Act (Ontario)
 - Corporations Information Act (Ontario)
2. Letters Patent
3. By-laws

Each of these is outlined below. Additional elements are provided by the Common Law and by other laws relating to the particular activities that the Theatre carries on. These elements are described later under the heading "Duties of Board".

1. Basic Statutes

Corporations Act (CA)

A corporation is a legal person that has an existence separate from the persons who establish it or are interested in it. These persons enjoy a measure of legal protection from the liabilities that the corporation may take on. They also have no direct interest in the rights or property of the corporation.

Part 3 of the *CA* provides for the incorporation of corporations without share capital. Instead of shareholders, they have members. Although members have control over the operation of the corporation, principally through the election of directors, they derive no financial return from the corporation. Such corporations are now most commonly called

“not for profit” corporations and are suited to corporations with charitable objects. The CA also sets up the structure and powers of corporations and includes requirements relating to.

- conflict of interest
- annual meetings
- records
- financial statements
- audits

Corporations Information Act

This Act requires the filing of information about the corporation with the Ministry of Government Services. This includes information about the directors. Returns must be filed annually as well as whenever there are changes to the relevant information (<http://www.cbs.gov.on.ca/mcbs/english/5HZPCB.htm>).

2. Letters Patent

Corporations are created under the CA by letters patent issued by the Lieutenant Governor. Letters patent incorporating the theatre as **Ottawa Little Theatre Inc.** were issued on August 27, 1927. They list the objects of the OLT as:

To stimulate public interest in the drama and in the study and advancement of literature generally; to encourage the art of acting, especially by members of the Corporation and to entertain the members of the Corporation and the public by dramatic and choreographic performances.

3. By-laws

By-laws build on the CA and the letters patent, providing additional rules for the operation of the OLT. Section 129 of the CA authorizes the Board to make by-laws relating to a number of matters, including “for the conduct of the affairs of the corporation” – para.129(1)(j).

By-laws can come into effect when they are made by the Board, but they must be ratified by the members at the next general meeting. If not, they cease to have effect.

The current OLT by-laws were made on November 11, 1992 and have been amended several times. The By-laws are contained in Appendix 1 to this manual. The key provisions cover

- membership,
- board of directors,

- meetings,
- officers, employees, agents,
- dissolution.

GOVERNANCE

Governance is carried-out by a number of individuals and committees, including the Board of Directors, executive officers and committees as outlined below.

1. Board

The functions of the Board are to manage the affairs of corporation (CA, s. 283). As previously noted, this includes the power to make by-laws. The current by-laws of the OLT are contained in Appendix 1 of this manual. The Board can also act by making resolutions and policies. The main resolutions and policies are set out or listed in Appendix 2. In addition to attending Board meetings, members may also sit on committees and act as Board liaison for particular productions (see particularly *Role of Board Liaison and Post Mortem* in Appendix 2).

2. Executive

The Executive consists of the officers and senior staff of the Theatre. Their roles involve managing the day-to-day functioning of the Theatre, including its staff. In so far as they are also members of the Board, they also have key roles in terms of Board functions. The particular roles of each member of the Executive are discussed below.

President

The President is the senior executive officer of the Theatre and has responsibility for its general policies and strategic direction. As Chair of the Board of Directors, the President has the leadership role with regard to the mission, policies and strategic directions of the OLT. He or she acts as the senior spokesperson for the OLT in the Ottawa community, with the OLT members, staff and volunteers, and at external events. Specific duties include

- chair meetings of the members of OLT (CA. s.93), in particular the December Annual General Meeting; compiling and delivering President's Report;
- chair bi-monthly meetings and retreats of the OLT Board of Directors (By laws, s.29);
- exercise signing authority (with others) for OLT financial and legal transactions, grant applications, tax returns, government reports, licences etc.;
- sign correspondence, communications messages, promotional material etc. on behalf of the OLT where appropriate:

- deliver speeches and remarks at staff, member, volunteer and public events on behalf of the OLT Board of Directors;
- participate in meetings and events of the wider Ottawa artistic community to help promote the OLT and further its mandate and goals;
- liaise with other community and professional theatre groups, city administration, local businesses, universities etc.

Vice-Presidents

There can be one or more V-P(s), who are authorized to exercise the powers of president in his or her absence. He/she also has other powers and duties assigned by Board or incident to the office (By-laws, s. 29). The current assignments relate to *Artistic* and *Volunteers*. The role of the V-P (Artistic) is described below with the Artistic Committees. The role of the V-P (Volunteers) is described below with the Volunteer Committee.

Secretary

The Secretary is responsible for notices, minutes of meetings and other records, as well as having other powers and duties assigned by Board or incident to the office (By-laws, s. 31).

Treasurer

The Treasurer has the care of the funds and securities of the OLT, including general financial and accounting matters such as the operating and capital budgets and signing authority (with others) for all OLT financial transactions, tax returns and financial reports. The Treasurer leads the preparation of the annual operating and capital budgets and monitors the Theatre's investment portfolio, which is managed by TD Waterhouse. The Treasurer reports at each Board meeting and AGM. The Treasurer also has other powers and duties assigned by Board or incident to office (By-laws, s. 32), including chairing the Operations Committee.

Executive Director (ED)

The Executive Director is the Chief Executive Officer and has full responsibility and accountability for the operations and administration of the theatre. The Executive Director is the "face" and "voice" of the theatre to the staff, volunteers and to the theatre's members, media and the general public. The Executive Director works with the Board of Directors, and is responsible for the consistent achievement of the mission and financial objectives established by the Board.

Goals and Objectives

- Provide leadership for the OLT to realize its vision and mission as a vibrant theatre that is an integral part of the community.

- Develop and implement results-based strategic, organizational, financial and program planning to achieve the OLT's vision and mission in line with the directions and trends in the theatre locally, provincially and nationally.
- Effectively manage the theatre, including its staff, with a focus on patron support and service.
- Support and encourage volunteer participation in all OLT activities.
- Facilitate the ongoing artistic development of OLT's productions, volunteers and staff.
- Actively promote the OLT with the public and media to broaden its profile in the community.

Principal Duties - under the general direction of the Board of directors

- manage operations and staff
 - manage the theatre's day-to-day activities - administrative, technical, financial, public relations and human resource practices/activities;
 - manage human resources (both paid staff and volunteers, implementing current HR practices and procedures - well-developed job descriptions and regular performance management, appropriate training, and succession planning and management;
- monitor
 - control all financial functions and ensure appropriate reporting and auditability;
 - report periodically/annually on plans - projects, activities, budgets and finances;
 - improve, all office systems, procedures and practices;
 - ensure staff participation in all Board and committee meetings as an ex officio member and provide appropriate secretarial support;
- communicate
 - develop and monitor communications strategy and plans;
 - ensure the best possible public/patron relations activities and functions;
 - provide operational leadership, guidance and appropriate support to the Board of Directors;
- outreach
 - optimize the use of the theatre facilities;
 - optimize revenue potential of the theatre facilities;

Decision Making

- the ED has the full trust of the Board, upon approval of strategic and business plans, to modify and adjust activities as necessary to meet stated goals and objectives;
- the ED is responsible and accountable for all operational decisions on the day-to-day activities of all departments of the theatre, liaising with
 - the Marketing/Communications Director for successful management of all public relations, promotions, media profile, sponsorship and donation activities;
 - the Production Manager and Facility Director for the successful management of, and revenue generation from, all programs, productions and activities using the facilities, equipment, and resources of the theatre;
- the ED is responsible for all financial decisions, within Board approved guidelines and policies on finances and budgets;
- the ED will make insightful recommendations to the Board to adjust future strategic/business plans and future deployment of theatre resources.

Production Manager and Facility Director (PMFD)

The PMFD reports directly to the Executive Director and is responsible and accountable for the sound and efficient management, maintenance and improvement of the physical plant, facilities and equipment of the Theatre; for the health and safety of patrons, visitors, staff and volunteers; for planning and execution, in conjunction with the Technical Director, of all production elements for the OLT season of plays and its other activities; and for liaising with all rental groups regarding their technical requirements. The PMFD is part of the management team and responsible for the successful achievement of the mission and financial objectives established by the Board.

Goals and Objectives

- keep the facility in the best physical condition possible within budget limitations;
- equip the facility in as up to date and complete a state as possible within the budget limitations;
- build a strong and effective team of volunteer and/or paid technicians, custodians and stage managers who excel at meeting the needs of OLT's productions and other activities and the needs of rental events;
- expand the knowledge base and skills of volunteers assisting in the production/technical areas of the Theatre;
- effectively manage and administer all productions and events presented at OLT
- develop/implement a successful, results based, strategic plan to improve technical services and facilities at the OLT;

- work with the Artistic Committees to strengthen and enhance the artistic quality of the technical aspects of OLT productions;
- improve the rental services offered by OLT including rentals of sets, props, costumes and facilities;
- create and maintain a safe working environment for all visitors, staff and volunteers.

Principal Duties - under the general direction of the Executive Director

- manage facility, productions and staff:
 - audit, manage, maintain and improve the physical plant, facilities and equipment of the OLT at 400 King Edward Avenue and the OLT warehouse;
 - manage, schedule and meet the technical needs of all OLT productions and other OLT activities;
 - set production schedules including scheduling auditions, rehearsals, production runs, rental events, staged readings, co-productions, drama classes, and other uses of the buildings;
 - assess technical needs of scripts; including set, lighting, sound, props, wardrobe special effects and any other special needs;
 - manage, schedule and meet the technical needs of all rental groups;
 - manage human resources (including paid technical and maintenance staff and volunteers) determining positions and hours required, and implementing current HR practices and procedures – well-developed job descriptions and regular performance management, appropriate training, and succession planning and management;
 - manage day to day operations of the organization in the absence of the Executive Director;
 - chair the Joint Occupational Health and Safety Committee and ensure that all required and prudent health and safety measures are in place and maintained.
- monitor
 - and update production schedules ensuring the safe and timely design, construction, painting, assembly and dressing of the set and all other production requirements as well as the dismantling and storage of all elements after the production;
 - and control all financial functions for the Facility and Production Department and ensure appropriate reporting and auditability;
 - report periodically on department plans, projects, activities, budget and finances;

- improve all health and safety procedures to ensure OLT is in compliance with any relevant government regulations and is providing a safe working environment for its patrons, visitors, staff and volunteers;
- ensure staff participation in Condominium Management meetings related to OLT's warehouse facility.
- communicate
 - consult with, and provide technical, design and staging advice and assistance to directors, designers and production teams for each production;
 - teach basic technical skills to volunteers, co-op students, and other trainees in formal and/or informal environments;
 - develop and monitor clear channels of communications with the Artistic Committees, each OLT production team, with the lead volunteers/staff for other OLT activities, and with each rental group;
 - develop and monitor clear channels of communication between all technical and production staff and volunteers;
 - write requests for proposals, agreements with contractors and other materials as required.
- support Executive Director
 - assist with outreach activities such as co-op education, drama festival participation, orientation sessions, tours, open houses etc.;
 - optimize rental potential of sets, costumes, properties and facilities through careful storage, cataloguing, and pricing and facilitate arrangements for all rentals;
 - apply knowledge of the directions and trends in local and provincial theatre to improve strategies and plans to improve the Theatre's facility, production and technical operations.

Decision Making

- be responsible and accountable for all operational decisions on the day-to-day activities of the Facility and Production Department
 - within Executive Director approved guidelines and policies on finances and budgets;
 - once strategic and business plans have been approved, with the full trust/support of the Executive Director and the Board, to modify and adjust to meet stated goals and objectives.
- make insightful recommendations to the ED to adjust future facility management/production management/rental management strategies and to develop cost savings to help the Theatre effectively meet its strategic goals.

Marketing Director

The Director Marketing/Communications (DM/C) reports directly to the Executive Director and is responsible for all marketing, promotional, customer services and fundraising activities for the Theatre and its programs; and for developing and implementing marketing and communications and customer service strategies and plans. The Marketing Director functions, with the Executive Director, as a liaison between the Theatre and the public: developing relationships with the corporate, retail, residential, government, educational, and tourism sectors, and with the OLT's existing audience members and the people of Ottawa. The Marketing Director is part of the management team and responsible for the successful achievement of the mission and financial objectives established by the Board.

Goals and Objectives

- increased community awareness/interest in the OLT - actively promote the Theatre with the public and media - broaden the profile in the community and beyond.
- tangible and quantifiable results-based marketing and communications activities - increased subscription revenues, renewed existing patronage, and increased revenue and business opportunities, etc.
- effective implementation of all marketing/communications related policies and plans.
- revitalized image/brand for the OLT - as a vibrant, positive and energetic community player by well-marketed products, services and facilities.
- build a strong, friendly and effective team of volunteer and/or paid Box Office, FOH and Bar staff, who excel at meeting the needs of OLT's patrons and the patrons of rental events through the provision of excellent front-line customer services.
- with the ED improve outreach to volunteers - broaden volunteerism and encourage active participation by volunteers in all areas of the Theatre.

Principal Duties - under the general direction of the Executive Director

- manage marketing, communications, fundraising and customer relations functions of the OLT
 - develop/manage all marketing, public relations (PR), advertising, promotions, media profile, customer service, sponsorship and donation activities;
 - market all Theatre products, location and services, space and programs to optimize their use and revenue potential;
 - develop multi-faceted marketing and communications strategies for one, two and five year time frames, proposed implementation plan and work plans;

- manage all activities and budget related to marketing, communications, customer services and fundraising, including the OLT website;
- identify resource requirements to support all activities;
- manage, with the Customer Services Coordinator, human resources (including paid marketing, box office, front of house and bar staff and volunteers) determining positions and hours required, and implementing current HR practices and procedures – well-developed job descriptions and regular performance management, appropriate training, and succession planning and management.
- monitor
 - update box office and FOH staff and volunteer schedules ensuring sufficient customer service staff is available for all OLT activities and rental activities;
 - quality of customer services being delivered to patrons and develop plans to improve services as required;
 - control all financial functions for the Marketing and Customer Services Department and ensure appropriate reporting and auditability;
 - report quarterly to the ED on department plans, projects, activities, budgets and finances.
- communicate
 - consult with the directors of OLT productions on any special marketing activities planned for each production;
 - teach basic customer service skills to staff, volunteers, co-op students and other trainees in formal and/or informal environments;
 - develop and monitor clear channels of communication with the Artistic Committees and each OLT production team, with the lead volunteers/staff for other OLT activities and with each rental group;
 - write marketing materials, requests for proposals, agreements with sponsors and other materials as required.
- support ED
 - assist with outreach activities such as co-op education, drama festival participation, orientation sessions, tours, open houses, etc.;
 - represent Theatre's interests in Ottawa community theatre meetings, and with other potential partners
 - provide creative solutions for increasing community awareness and patronage of the Theatre;
 - apply knowledge of the directions and trends in local and provincial theatre to improve strategies and plans to market the Theatre programming;

- apply knowledge of customer services and trends in local and provincial service industries to improve strategies and plans for the provision of exceptional customer service.
- decision-making
 - the DM/C is responsible and accountable for all decisions on day-to-day marketing/promotional activities;
 - within ED approved guidelines and policies on finances and budgets;
 - once strategic and business plans have been approved, with the full trust/support of the ED and the Board, to modify and adjust to meet stated goals and objectives;
 - the DM/C will make insightful recommendations to the ED to adjust future marketing / communications / fundraising / customer services strategies.

3. Committees

Committees are established by or under sections 41.1 to 41.5 of the By-laws to facilitate Board and Executive functions. They include the following standing committees:

1. Operations Committee,
2. Artistic Committees (Season Planning, Learning and Special Events, Artistic Quality),
3. Volunteer Committee,
4. Archive Committee,
5. Recognition Selection Committee.

There may also be ad hoc or project committees such as the Expansion Committee and the 100th Anniversary Committee.

The powers delegated to these committees are subject to any restrictions that the Board may impose from time to time. A majority of members of a committee forms a quorum and all committees report to the Board.

The particular committees are described below.

Operations Committee

The Operations Committee is established by section 41.2 of the By-laws. The Treasurer and Executive Director are members along with other members appointed by the Board. It oversees and assists the Executive Director in his/her day to day management and administration of the affairs of the Theatre ensuring consistency with the OLT's mission, values, budget, strategic directions, policies and By-Laws. The committee may also

make management decisions on behalf of the Board and fix the remuneration of the auditors. However, the power to make policies and by-laws remains with the Board.

The particular duties of the Operations Committees are

- dealing with emergencies as they arise;
- bringing forward requests for funding or action approval with Committee recommendations and supporting documentation;
- preparing and reviewing operating and capital budgets;
- monitoring, instructing and reporting on the investment portfolio and making decisions about monetary investments in conjunction with an investment manager in accordance with the *Monetary Investments Policy*.

The Treasurer reports to the Board on the Committee's activities.

Artistic Committees and Vice-President (Artistic)

The following was approved by the Board 2014-05-15

Mission:

The mission of the Vice-President (Artistic) and the Artistic Committees is to contribute to the Theatre's sustainability by building a solid and supportive artistic component, ensuring the highest quality product, optimizing box office revenue wherever possible, and enhancing staff and volunteer capacity and experience.

Mandate

The mandate of the Vice-President (Artistic) and the Artistic Committees is to take responsibility for the full scope of artistic management, as prioritized in the Board's strategic planning process.

Committee Structure and Responsibilities

There are three Artistic Committees:

- the Season Planning Committee - responsible for season planning, including the selection and scheduling of plays, directors, and shadow season for approval by the Board;
- the Learning and Special Events Committee - responsible for theatre education and learning activities, including identifying and supporting educational and professional development activities for acting, directors and technical volunteers;
- the Artistic Quality Committee - responsible for ensuring artistic quality and proposing and implementing changes as required to improve performance and audience experience, including: monitoring play processes and productions,

optimizing product success through interaction and involvement, as necessary, and assessing/evaluating the success of plays and each season.

Organization and Roles

The V-P (Artistic) is the chair of the Artistic Quality Committee and is a member of the other two committees.

The Artistic Quality Committee consists of the OLT's play directors of the current and upcoming season, the Chairs of the Board of Directors and of the other two Artistic Committees, representatives of the technical disciplines chosen by the VP (Artistic) and the OLT Executive Director, Production Manager / Facilities Director, Technical Director and Stage Manager.

The chairs of the Season Planning Committee and the Learning and Special Events Committee are appointed by the Board for terms of no more than 2 years.

The other members of the Season Planning Committee and the Learning and Special Events Committee are to be chosen by the committee chairs from all theatre disciplines. External (patrons/audience) contributions are encouraged, and committees may include OLT staff on an ad-hoc or as-needed basis.

The Executive Director is a non-voting member of each committee.

Process

The Committees will keep minutes of their meetings and decisions and report to the Board through their chairs.

Additionally, the V-P (Artistic) will meet the Board periodically to discuss expectations, report results and make recommendations.

The Season Planning Committee will follow a calendar-driven and structured process that focuses primarily on selecting a season of OLT plays and developing full theatre programming, based on:

- the availability of the Theatre,
- volunteer capacity,
- artistic merit,
- budgetary considerations,
- marketing potential.

The Season Planning Committee will also identify and develop new directors based on competencies and capacity to ensure the success of the plays chosen.

The Learning and Special Events Committee will continue to develop and implement a three year planning process to ensure appropriate and relevant training and development opportunities in all production areas and for all volunteers.

Overall, the Artistic Committees' key success criteria are: high quality theatrical products, improving the theatre's capacity to deliver those products, exceeding patrons/audiences expectations, and increasing revenue-generation.

Volunteer Committee

Under general Board guidelines, the Committee oversees recruiting, placement, training and rewarding of OLT volunteers. It is chaired by a non-Board member who has observer status and reports at Board meetings. The V-P (Volunteers) is a member.

The Chair of the Committee also chairs the Nomination Committee, which is responsible for finding a slate of nominees for positions on the Board that will become vacant at the next AGM (section 18 of the By-laws).

The Volunteer Liaison (VL) is a member of the Volunteer Committee who is assigned to assist all volunteers in a designated production. A VL will be named for every production

The VL is available to support any member of the production team who has a production related question or problem that cannot be otherwise resolved or that he/she prefers to discuss with a person less directly involved with the production. The VL's contact information will be provided to all production team members on the contact list.

The VL may seek individual guidance on issues from other members of the Volunteer Committee but will protect the confidentiality of the process.

In addition, the VL will bring to the Volunteer Committee any issue that a volunteer may wish to have raised at regular Committee meetings.

The VL will attend the audition, production meeting and an early rehearsal to introduce him/herself to all team members. The Representative will also be present at least once when the production moves on stage.

At the audition, the VL will invite any potential back-stage/front-of-house volunteers to the foyer for a briefing about the responsibilities of being a volunteer at the theatre. The OLT Production/Facility Manager will normally also participate in this briefing. There will be a binder available at the subscription desk with job descriptions for attendees to review. This information is also available on the OLT website. After the briefing, the potential volunteers will be given a tour of the theatre.

A list will be compiled with contact information of volunteers together with other data provided by the volunteer on a volunteer data sheet.

Archive Committee

Terms of reference approved 2013-11-16

Goals: To preserve and share the history and records of the OLT with the community.

1. Scope:

- The Committee's role is:
 - a. to advise on the collection and dispensation of the OLT archives;
 - b. to actively assist with the process of developing, cataloguing and procuring materials for the OLT Archives.
- All policy, procedures, and major decisions (i.e. designating the archiving body) are subject to the approval of the OLT Board of Directors before implementation.

2. Governance:

- The OLT Archive Committee will meet a minimum of four times a year.
- The Committee will consist of 4-10 people.
- The Chair of the Committee is appointed by the Board and selects the members of the Committee.
- The Executive Director is a permanent member of the Committee and has sole authority to expend resources needed by the committee.
- The Committee is supported by the staff member who is responsible for archives and records management and who reports to the Executive Director.
- Any funded positions report directly to the Executive Director (i.e. student employment).
- The staff member will act as the primary liaison with the archiving community.
- Quorum for meetings of the Committee will be 50% of the Committee members.

3. Deliverables:

- Create a records management policy and procedure for the OLT;
- Catalogue and regularly update the archives;
- Solidify a user policy for the archives;
- Determine which archiving body (or bodies) will house the OLT records once they have been retired from circulation;
- Prepare OLT records for submission to the selected archiving body (or bodies);

- Annually review an acquisition policy and procedure for all records donated to the OLT Archives including which items should be preserved on an electronic archive;
- Find and acquire records pertinent to the history of the OLT;
- Research and establish an electronic collection for the OLT archives;
- Liaise with special projects committees (i.e. the 100th Season Exhibits) on use and return of archive materials as required.

4. Resources and Budget:

- The Committee is responsible for outlining a critical path and determining the budget required to attain each of the deliverables.
- The Committee can request assistance from other OLT volunteers as needed.

Recognition Selection Committee

This committee is established under the Policy on *Recognizing Extraordinary Volunteer Contributions to the OLT*. The Board establishes the committee, which is to be composed of a Board member and four other OLT members or volunteers. The Board member chairs the committee.

The Committee annually publishes a call for nominations for recognition, reviews the nominations submitted and prepares a slate of up to 10 nominees for consideration by the Board.

DUTIES of BOARD

1. Common Law

The common law requires directors of corporations to act in best interest of the corporation. This means they must

- act in good faith, honestly and loyally
- exercise care, prudence and due diligence

The standard of care expected of a corporate director is

- a degree of skill and prudence that may reasonably be expected from a person with his/her knowledge and experience
 - subjective standard
- to devote sufficient time and skill to exercise informed judgment

The common law also includes the business judgment rule, which provides that directors are not liable for actions taken

- in good faith,
- using sound business judgment,
- with reasonable care.

2. Conflict of interest

General

Corporate directors have a legal duty to avoid or disclose conflicts of interest. This means, they must

- act in best interest of Corporation,
- disclose actual and potential conflicts,
- abstain from voting on matters subject to conflict,
- maintain confidentiality of corporate information.

Corporations Act

The CA also provides some specific rules relating to conflict of interest. Section 71 says that directors must declare their interest at the first possible directors' meeting if:

- they are a party to a material contract or transaction (or proposed contract or transaction) with the corporation; or
- they have a material interest in a person (such as a shareholding in another corporation) which is a party to a material contract or transaction (or proposed contract or transaction) with the corporation.

OLT By-laws

Further conflict of interest rules are found in section 27 of the By-laws:

27. (1) The directors shall serve without remuneration and may not directly or indirectly receive any profit from their positions as such, except that they may be paid reasonable expenses incurred by them in the exercise of their duties.

(2) No person employed by, or acting under contract with, the Theatre, may be elected as a director unless the person has declared the employment or contract to the persons voting at the election.

(3) A director who becomes an employee of the Theatre after being elected may not continue as a director unless permitted by a resolution of the Board, carried by a majority of at least three-quarters of the directors who vote on the resolution.

(4) A director who begins acting under a contract with the Theatre after being elected may not continue as a director unless he or she has complied with section 71 of

the Act and is permitted by a resolution of the Board carried by a majority of at least three-quarters of the directors who vote on the resolution.

3. Other Statutory Duties

Many other Acts impose duties that have a bearing on the responsibilities of corporate directors. They include:

- Income Tax Act
- Employment Insurance Act
- Canada Pension Plan
- Excise Tax Act (GST)
- Retail Sales Act
- Consumer Protection
- Environmental Protection
- Employment Standards
- Occupational Health & Safety
- Labour Relations
- Human Rights
- Various regulatory Acts.


A list of reports and returns that the OLT is required to file under these Acts is contained in Appendix 3 of this manual.







ROLE of BOARD

The starting point for understanding the role of the Board is the concept of governance. The Panel on Accountability and Governance in the Voluntary Sector (Broadbent report) has defined it as follows:

“... ensuring that the appropriate process and structures are in place to direct and manage an organization’s operations and activities, and to ensure that they function well. The ultimate goal of good governance is to ensure the effectiveness, credibility and viability of the organization.”

Effective governance is based on a distinction between the roles of the Board and the Executive. This distinction can be described in terms of the following pairs of concepts:

<i>Board</i>		<i>Executive</i>
Macro		Micro

Govern		Manage
Horizon		Day-to-day
Stewardship		Conduct business
Strategy		Operations
Challenge/test		Develop
Oversee/supervise		Implement

The basic elements of the Board’s role are:

1. Set organizational direction;
2. Ensure necessary resources;
3. Provide oversight.

These basic elements are elaborated below in lists of specific duties and functions. These lists conclude with a due-diligence checklist for Board members.

1. Set organizational direction

Strategic direction

- Establishing the mission, vision, values, goals and strategies of the Theatre;
- having and maintaining a clear understanding of role and purpose of Theatre;
- ensuring appropriate planning processes are implemented;
- reviewing and approving direction;
- assessing executive’s strategy.

Operating plan / budget

- Ensuring consistency with strategic direction;
- maintaining overall perspective.

2. Ensure necessary resources

Executive resources

- Identifying qualities/skills needed in the Executive Director and other senior staff;
- recruiting/hiring the Executive Director;
- identifying respective roles of Officers, senior staff and Board committees;

- evaluating executive performance;
- succession planning.

Financial resources

- Ensuring development of strategies for financial viability of corporation through;
- securing operational funding;
- setting up appropriate reserves;
- borrowing when appropriate.

Communication strategy

- Ensuring development of communication and public relations strategies;
- determining ways in which the corporation will communicate with its members, subscribers and volunteers;
- identifying who will speak publicly for the Theatre;
- public reporting of corporate goals and governance practices.

Internal control and management information systems

- Ensuring that the executive has implemented effective control systems to protect the Theatre;
- ensuring necessary management information systems to assess the Theatre's performance and progress in meeting its objectives.

3. Provide oversight

Financial

- Keeping track of Theatre's financial health;
- keeping an eye on the future and on trends in the environment;
- initiating corrective action when necessary;
- establishing an audit committee.

Risk identification and management

- Ensuring implementation of effective process to identify, assess, minimize (where possible), monitor and manage risk to the corporation.

Monitoring and evaluation

- Monitoring whether appropriate plans are being implemented and goals are being achieved;

- evaluating the quality of programs and services and whether the results are worth the expenditure of funds and effort.

Legal oversight

- Understanding legal obligations of the Theatre;
- establishing policies and providing oversight to ensure legal and regulatory compliance.

Liability Protection

- OLT By-laws
 - s. 40 – Indemnity
 - s. 41 – Liability
- directors and officers insurance
- independent advice
- disclosure of competing interests
- ratification by members
- due diligence defence
- no protection for dishonesty, default or wilful neglect

4. Board Due-diligence Checklist

- Ensure proper management
 - oversee
 - scrutinize
 - monitor – statutory requirements
 - test
 - challenge assumptions of executive officers, committees and staff.
- ensure board training and orientation session
- follow objects and by-laws
- hold and attend regular meetings
 - obtain and review reports, minutes of prior meetings, financial statements and other documents relevant to corporate matters prior to board meetings
 - keep a record book of personal notes of prior meetings
 - cease to hold office if 4 consecutive meetings are missed (by-laws s. 19(1)(c))

- receive period reports from the Executive Director about human resources, financial management, government reports and returns, environment, etc.
- ensure conflict of interest disclosure
- ensure proper management
- adopt sound policies
 - adopt policies on risky activities
 - ensure adherence to policies
- obtain professional advice when required
- ensure implementation of
 - a process to identify, monitor and manage risks
 - proper internal control
 - necessary management information systems
 - strategic planning process
- ensure proper communication with volunteers and members

Appendix 1 – OLT By-laws

The following is a consolidation of the Ottawa Little Theatre General By-law passed by the Board of Directors on November 11, 1992 and confirmed by the members on December 6, 1992. It includes the following amendments:

Amendment No. 1, passed by the Board of Directors on November 16, 1994 and confirmed by the members on December 4, 1994

Amendment No. 2, passed by the Board of Directors on March 6, 1996 and confirmed by the members on December 1, 1996

Amendment No. 4, passed by the Board of Directors on March 5, 1997 and confirmed by the members December 7, 1997

Amendment No. 5, passed by the Board of Directors on June 26, 2002 and confirmed by the members on December 1, 2002.

Amendment No. 6, passed by the Board of Directors on October 23, 2002 and confirmed by the members on December 1, 2002.

Amendment No. 7, passed by the Board of Directors on July 22, 2006 and confirmed by the members on December 3, 2006.

Amendment No. 8, passed by the Board of Directors on July 22, 2006 and confirmed by the members on September 12, 2006.

Amendment No. 10, passed by the Board of Directors on November 19, 2008 and confirmed by the members on December 7, 2008.

Amendment No. 12, passed by the Board of Directors on December 5, 2010 and confirmed by the members on December 5, 2010.

Amendment No. 13, passed by the Board of Directors on December 5, 2010 and confirmed by the members on December 5, 2010.

Amendment No. 15, passed by the Board of Directors on January 11, 2011 and confirmed by the members on December 4, 2011.

Amendment No. 16, passed by the Board of Directors on June 3, 2012 and confirmed by the members on December 2, 2012.

Amendment No. 17, passed by the Board of Directors on November 22, 2014 and confirmed by the members on December 14, 2014.

The following amendments were passed by the Board of Directors, but were not confirmed by the members

Amendment No. 3, passed on October 9, 1996,

Amendment No. 9, passed on January 14, 2008.

Amendment No. 11, passed on January 23, 2010.

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INTERPRETATION

1. In all by-laws and special resolutions of the Theatre:

"Act" means the *Corporations Act* of the Province of Ontario;

"annual meeting" means the annual meeting of members required by section 293 of the Act;

"Board" means the board of directors of the Theatre;

"director" means a director of the Theatre;

"member" means a person who is a seated life member, as provided in section 5, or an annual member, as provided in section 6 or 6.1;

"person" includes a corporation;

"President" means president of the Theatre;

"Vice-president" means vice-president of the Theatre;

"Secretary" means secretary of the Theatre;

"Treasurer" means treasurer of the Theatre;

"Theatre" means the Ottawa Little Theatre, a corporation incorporated under the Act.

2. In all by-laws and special resolutions of the Theatre:

(a) the singular includes the plural and the plural the singular;

(b) the masculine includes the feminine and the feminine includes the masculine;
and

(c) where a given number of days' notice or notice extending over a period of time is required to be given, the day of service or posting of the notice shall, unless otherwise provided, be counted in the number of days or the period.

3. Whenever reference is made in any by-law or any special resolution of the Theatre to any statute or section of a statute, the reference shall extend to any amendment or re-enactment of the statute or section.

HEAD OFFICE

4. The head office of the Theatre shall be in the City of Ottawa, in the Province of Ontario, and the directors may from time to time, by resolution, fix the location of the

head office of the Theatre within the place in Ontario designated as such by the Theatre's Letters Patent, or by special resolution of the Theatre.

MEMBERS

One Class of Members

5. There is one class of members consisting of the following persons who submit a request for membership to the Theatre Box-office:

- (a) persons recorded in the subscription records of the Theatre as “seated life members”;
- (b) persons who hold a subscription to the current regular season;
- (c) persons named on the current list of volunteers of the Theatre; or
- (d) persons who, during the current or preceding fiscal year, have made or make either a monetary donation or a donation of services or property, which donation must be of at least a minimum amount or value to be determined by resolution of the Board.

6. (1) A person who submits a request for membership continues to be a member as long as they meet the requirements of any of paragraphs 5(a) to (d).

(2) A person who was a member immediately before this by-law comes into effect is deemed to have submitted a request for membership.

Resignation

7. (1) A member may resign from membership upon notice in writing to the Theatre Box-office.

(2) A member who ceases to meet the requirements of at least one of paragraphs 5(a) to (d) is deemed to have resigned from membership.

Annual Meetings

8. (1) Subject to compliance with section 293 of the Act, the annual meeting of members must be held each year at a place within Ontario, on a day and at a time that the directors by resolution determine.

(2) At the annual meeting, the directors shall present a report of the affairs of the Theatre for the previous year, a financial statement of the Theatre, the auditor's report and any other information or reports relating to the Theatre's affairs that the directors decide to present.

Special Meetings

9. Special meetings of the members may be convened by order of the President, a Vice-President, or the Board to be held at any date and time and at any place within Ontario.

Notice

10. (1) A printed, written or typewritten notice of each meeting of members must be given to each member and to the auditor of the Theatre.

(2) The notice must state the day, hour and place of the meeting and the general nature of the business to be transacted.

(3) The notice must be given by personally delivering or mailing it at least ten days before the day of the meeting.

(4) A notice mailed to a member must be addressed to the member's address, as it appears on the membership list.

(5) Notice of the day, hour and place of each annual meeting shall also be published in the program of the last play closing at least four weeks before the day of the meeting.

11. (1) Omission to give notice of a meeting of members does not invalidate any proceedings at the meeting (including the passage of resolutions) if

(a) all the members and the auditor are present at the meeting;

(b) all absent members and the auditor (if absent) have given their written consent to the meeting being held in their absence; or

(c) the omission was accidental.

(2) A member or the auditor may waive his or her right to object to an omission of notice or to an irregularity in a notice or in a meeting.

Chairmanship

12. The President or a Vice-president shall chair each meeting of members, but in the absence of the President and every Vice-president, the members present at a meeting may choose another director as chairman, and if no director is present or if all the directors present decline to act as chairman, the members present may choose one of their number to act as chairman.

12.1 Despite section 12, the chair of the nominating committee shall chair the portion of the annual general meeting that deals with the election of directors.

Quorum

13. (1) Six members form a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting, but for all other purposes, twenty members form a quorum.

(2) No business may be transacted at any meeting unless the requisite quorum is present at the commencement of the business.

Voting

14. (1) Every question submitted to a meeting of members shall be decided by a majority of votes, except in the case of the confirmation of a by-law made under section 59, 70, 130 or 132 of the Act, or the confirmation of a special resolution.

(2) Each member is entitled to one vote, which may, in accordance with section 84 of the Act, be exercised by a nominee appointed by proxy to attend and act at the meeting.

(3) Any member may demand that a poll be taken on any question, but if no demand is made, voting shall be on a show of hands and a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

(4) In case of an equality of votes on either a show of hands or a poll, the chairman must cast a second or deciding vote.

15. (1) If at any meeting of members a poll is demanded on the election of a chairman or on the question of adjournment, it must be taken immediately without adjournment.

(2) If a poll is demanded on any other question it must be taken in such manner, and either at once or later at the meeting or after adjournment, as the chairman directs.

(3) The result of a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

(4) A demand for a poll may be withdrawn.

Adjournments

16. (1) The chairman may, with the consent of a majority of the members present, adjourn a meeting of members from time to time, and no notice of adjournment need be given to the members and a quorum need not be present.

(2) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling that meeting.

BOARD OF DIRECTORS

Directors

17. (1) The Theatre shall have a Board of nine directors, each of whom must be a member and be otherwise qualified in accordance with section 286 of the Act.

(2) The number of directors may be increased or decreased by special resolution, in accordance with section 285 of the Act.

(3) The directors to be elected at each annual meeting shall, despite subsection 14(3), be elected by poll if there are more candidates than positions up for election.

(4) Each director holds office until the second annual meeting after the director's election.

(5) Each director is eligible for re-election, if otherwise qualified.

(6) Three directors shall be elected at the 2006 annual meeting. After the meeting, the Board shall designate one of the directors elected at the previous annual meeting to serve, despite subsection (4), until the third annual meeting after the director's election.

Nominating Procedures

18. (1) Each year the names of the members of the Nominating Committee shall be published in or with the program for the first play of the regular season, together with the procedure and deadline for receipt of nominations. The deadline is the second-last Friday before the Annual General Meeting.

(2) The committee is responsible for finding a slate of nominees for the positions that will become vacant at the next annual meeting.

(3) A nomination from a member must be in writing, be signed by two other members and be received by the box office on or before the deadline for the receipt of nominations.

(4) The committee shall post the names of all nominees at the front doors to the Theatre, in the Green Room and on the Theatre's website as soon as possible after the deadline for receipt of nominations.

(5) If the nomination of any of the nominees on the slate found by the committee is withdrawn after the deadline for receipt of nominations, the committee may find and substitute other nominees and post their names.

Vacancies

19. (1) A director ceases to hold office if the director

- (a) ceases to be qualified as a director;
- (b) resigns by notice in writing to the President; or
- (c) fails to attend four consecutive regular meetings of the Board without the consent of the Board expressed by resolution passed at or before the fourth such meeting.

(2) If a director ceases to hold office, the Board may appoint any member to replace the director for the remainder of the director's term, as long as there is a quorum of directors in office.

(3) If a position on the Board is not filled at an Annual General Meeting, the Board may appoint any member to fill the position, as long as there is a quorum of directors in office.

20. (1) The members may remove a director by resolution passed by at least two-thirds of the votes cast at a special meeting of the members of which notice specifying the intention to propose the resolution has been given.

(2) If the members remove a director at a special meeting, they may, by a majority of the votes cast at the meeting, elect any member to replace the director for the remainder of the director's term.

Place of Meetings

21. Except as otherwise required by law, the Board may hold its meetings at any place that it may from time to time determine.

Quorum

22. Five directors form a quorum for the transaction of business by the Board.

Time and Notice

23. (1) No formal notice of any meeting of the Board is necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

(2) The meetings may be formally called by the President, or by the Secretary on direction of the President or a Vice-President, or by the Secretary on direction in writing of two directors.

(3) Notice of the meetings must be delivered or telephoned to each director not less than one day before the meeting is to take place, or be mailed to each director not less than four days before the meeting is to take place.

(4) The statutory declaration of the President or the Secretary that notice has been given pursuant to this by-law is conclusive evidence of the giving of notice.

(5) The Board may appoint a day in any month for regular meetings at an hour to be named, and for a regular meeting no notice need be sent.

(6) A meeting may also be held, without notice, immediately after the annual meeting.

(7) No error or omission in giving a notice for a meeting invalidates the meeting or any decisions made at the meeting, and any director may at any time waive notice of the meeting and may ratify and approve any decision made at the meeting.

Business and Voting

24. (1) The directors may consider or transact any business, either special or general, at a meeting of the Board.

(2) Questions arising at the meeting shall be decided by a majority of votes.

(3) In case of any equality of votes, the director chairing the meeting must cast a second or deciding vote.

(4) All votes at the meeting must be taken by ballot if demanded by any director present, but if no demand is made the vote must be taken in the usual way by assent or dissent.

(5) A declaration by the director chairing the meeting that a resolution has been carried and an entry to that effect in the minutes is admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Management Powers

25. The Board shall manage the affairs of the Theatre in all things and may, on behalf of the Theatre, enter into any contract into which the Theatre may lawfully enter and generally may exercise all other powers and do all other things that the Theatre is authorized to exercise and do.

By-laws

26. The Board may pass by-laws relating to the Theatre or to the conduct of its affairs, as authorized by the Act.

Remuneration

27. (1) The directors shall serve without remuneration and may not directly or indirectly receive any profit from their positions as such, except that they may be paid reasonable expenses incurred by them in the exercise of their duties.

(2) No person employed by, or acting under contract with, the Theatre, may be elected as a director unless the person has declared the employment or contract to the persons voting at the election.

(3) A director who becomes an employee of the Theatre after being elected may not continue as a director unless permitted by a resolution of the Board, carried by a majority of at least three-quarters of the directors who vote on the resolution.

(4) A director who begins acting under a contract with the Theatre after being elected may not continue as a director unless he or she has complied with section 71 of the Act and is permitted by a resolution of the Board carried by a majority of at least three-quarters of the directors who vote on the resolution.

OFFICERS

Senior Officers

28. (1) There shall be a President, no more than three Vice-presidents, a Secretary and a Treasurer.

(2) One person may hold more than one office at the same time, but shall not hold the offices of President and Vice-president at the same time.

(3) The President and Vice-presidents shall be elected by the directors from among themselves no later than six weeks after each annual meeting.

(4) The President and Vice-presidents shall hold office until the next election for those offices.

(5) The Secretary and Treasurer need not be directors, but shall be elected by the directors no later than six weeks after each annual meeting.

President

29. (1) The President is the senior executive officer of the Theatre and has responsibility for its general policies and strategic direction.

(2) The President shall, when present, chair all meetings of the Board and all meetings of the members and has any other powers and duties assigned by the Board or incident to the office of President.

Vice-presidents

30. (1) The Vice-President or, if more than one, the Vice-Presidents, in order of seniority as incumbents of that office, have all the powers and duties of the President in the President's absence or inability or refusal to act.

(2) The Vice-President or, if more than one, the Vice-Presidents have any other powers and duties assigned by the Board or incident to the office of Vice-president.

Secretary

31. The Secretary

(a) when present, shall act as secretary of all meetings of the Board and meetings of the members;

(b) has charge of the minute books of the Theatre and the documents and registers referred to in section 300 of the Act; and

(c) has any other powers and duties assigned by the Board or incident to the Secretary's office.

Treasurer

32. (1) Subject to the provisions of any resolution of the Board, the Treasurer

(a) has the care and custody of all the funds and securities of the Theatre and shall deposit them in the name of the Theatre in any bank or with any depository that the Board directs; and

(b) has any other powers and duties assigned by the Board or incident to the Treasurer's office.

(2) The Treasurer may be required to give any bond for the faithful performance of the Treasurer's duties that the Board in its discretion may require, but no director is liable for failure to require a bond or for the insufficiency of a bond, or for any loss by reason of the failure of the Theatre to receive any indemnity provided by a bond.

Executive Director

33. (1) The Board may appoint a Executive Director to whom it may delegate authority to manage and direct the business and affairs of the Theatre (except the matters and duties that by law must be transacted or performed by the Board or by the members at an annual or special meeting), and to employ and discharge agents and employees of the Theatre.

(2) The Executive Director shall carry out all lawful orders given by the Board and shall, at all reasonable times, give to a director all information the director may require regarding the affairs of the Theatre.

(3) Any agent or employee appointed by the Executive Director may be discharged by the Board.

Other Officers and Agents

34. (1) The directors may appoint any other officers and agents necessary, who may exercise the powers and shall perform the duties assigned to them by the Board.

(2) The other officers of the Theatre need not be directors and the employment of all officers shall be settled from time to time by the Board.

Delegation

35. If any officer is absent or unable to act, or refuses to act, or for any other reason that the Board may consider sufficient, the Board may delegate all or any of the powers of the officer to any other officer, or to any director for the time being.

Vacancies

36. The President, a Vice-President, the Secretary or the Treasurer ceases to hold office if he or she dies or, by notice in writing to the Board, resigns.

37. The directors may remove the President or a Vice-president by resolution at a meeting of the Board of which notice specifying the intention to pass the resolution has been given.

38. All officers, other than the President and Vice-Presidents, in the absence of agreement to the contrary, are subject to removal by resolution of the Board at any time, with or without cause.

39. (1) If the office of President or Vice-president becomes vacant, the Board may elect a director to fill the vacancy, as long as there is a quorum of directors in office.

(2) If any other office becomes vacant, the Board may appoint any person to fill the vacancy.

Indemnity

40. Every director or officer of the Theatre or other person who has undertaken or is about to undertake any liability on behalf of the Theatre and its administrators and assigns and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Theatre, from and against all costs, charges and expenses that the director, officer or other person incurs

(a) in or about any action, suit or proceeding that is brought commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in the execution of the duties of his or her office; or

(b) in relation to the affairs of the Theatre, except costs, charges or expenses that are occasioned by his or her own wilful neglect or default.

Liability of Directors and Officers

41. (1) No director, or officer for the time being, of the Theatre shall be liable for

(a) acts, receipts, neglects or defaults of any other director or officer or employee, or joining in any receipt or act for conformity;

(b) any loss, damage or expense happening to the Theatre through the insufficiency or deficiency of title to any property acquired by the Theatre or for or on behalf of it;

(c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Theatre are invested;

(d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects are lodged or deposited; or

(e) any other loss, damage or misfortune in the execution of the duties of his office or trust, or in relation to it, unless it happened by or through his own wrongful and wilful act, and wilful neglect or default.

(2) The directors have no responsibility in respect of any contract, act or transaction, whether or not entered into or done on behalf of the Theatre, unless it was authorized by the Board.

COMMITTEES

41.1 (1) The Volunteer Committee is established to oversee the recruiting, placement, training and rewarding of Theatre volunteers. It is chaired by a member of the Theatre who is not a Board member, but it includes at least one Board member.

(2) The chair of the committee has observer status at Board meetings.

41.11 (1) The Nominating Committee is established for the purpose of finding candidates to stand for election to the Board of Directors of the OLT with a view to ensuring its good governance and the achievement of its objects.

(2) The committee is composed of 3 members as follows:

- (a) the chair of the Volunteer Committee;
 - (b) a member of the Board of the OLT whose term does not expire at the next Annual General Meeting; and
 - (c) a past executive officer of the Theatre (president, vice-president, secretary or treasurer).
- (3) The Board appoints the members of the committee not later than June 30 each year to serve until the next Annual General Meeting.
- (4) The committee is chaired by the chair of the Volunteer Committee. An OLT staff member may be assigned to act as the secretary.

41.2 (1) The Operations Committee is established as an executive committee under section 70 of the Act. The Treasurer and the Executive Director are members of the Committee. The other members and the chair shall be selected by the Board no later than six weeks after each annual meeting.

(2) The committee oversees, assists and provides practical advice to the Executive Director in their day to day management and administration of the affairs of the theatre ensuring consistency with the Theatre's mission, values, budget, strategic directions, policies and By-Laws.

(3) The committee may also make management decisions on behalf of the Board and fix the remuneration of the auditors. However, the power to make policies and by-laws remains with the Board.

(4) The powers delegated to the committee by this section are subject to any restrictions that the Board may impose from time to time.

41.3 The Board may further elaborate the roles of the committees and may establish other committees as it considers appropriate to assist it in its functions.

41.4 A majority of the members of a committee forms a quorum for the transaction of business by the committee.

41.5 All committees report to the Board.

BUSINESS MATTERS

Corporate Seal

42. The seal, an impression of which is stamped in the margin of this page, is the corporate seal of the Theatre.

Cheques, Drafts, Notes Etc.

43. All cheques, drafts or orders for the payment of money, and all notes of acceptance and bills of exchange must be signed by such officer or other person, and in such manner, as the Board may designate by resolution.

Execution of Legal Documents

44. (1) Contracts, documents or instruments in writing requiring the signature of the Theatre may be signed by the President or a Vice-President, together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed are binding on the Theatre, without any further authorization or formality.

(2) Despite subsection (1), the Board may by resolution appoint any officer or other person to act on behalf of the Theatre, whether to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing, and all contracts, documents or instruments in writing so signed are binding on the Theatre, without any further authorization or formality.

(3) The corporate seal of the Theatre may, when required, be affixed to contracts, documents or instruments in writing.

(4) In this section, the term "contracts, documents or instruments in writing" includes 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, bonds, debentures or other securities and all paper writings.

(5) Without limiting the generality of the foregoing, the President, or a Vice-President, together with the Secretary or the Treasurer, are authorized

(a) to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Theatre; and

(b) to sign and execute (under the corporate seal of the Theatre or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

Borrowing

45. The Board may from time to time;

(a) borrow money on the credit of the Theatre;

(b) issue, sell or pledge securities of the Theatre; and

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Theatre, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Theatre.

(2) The Board may authorize any director, officer or employee of the Theatre, or any other person,

(a) to make arrangements with reference to the moneys borrowed or to be borrowed and as to the terms and conditions of the loan, and as to securities to be given, with power to vary or modify the arrangements, terms and conditions; and

(b) to give such additional securities for any moneys borrowed or remaining due by the Theatre as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Theatre.

Fiscal Year

46. The fiscal year of the Theatre ends on August 31st in each year.

DISSOLUTION

47. If the Theatre is dissolved, then its property shall be converted into money and any of the money remaining after payment of its debts and liabilities shall be paid to the Community Foundation of Ottawa-Carleton to be used to provide funds for registered charitable organizations as follows:

(a) to fund children's theatre in the City of Ottawa to at least the amount standing to the credit of the Sybil Cooke Memorial Award Fund in the accounts of the Theatre, and if the remaining money is less than this amount, then to the amount of the remaining money; and

(b) to fund other activities related to the performing arts in the City of Ottawa, including, without limiting the generality of the foregoing, the presentation of theatrical, musical or dance works.

Appendix 2 – OLT Resolutions and Policies

Budget and Spending Resolution

November 23, 2005, as amended November 22, 2006 and January 20, 2015

Budgets

1. The Treasurer is responsible for presenting an annual Operating Budget for the approval of the Board before each financial year begins.
2. The Treasurer is also responsible for presenting a 3-year Capital Budget for the approval of the Board before each financial year begins.
3. Line items in the Capital Budget may be approved in principle or fully approved. Full approval must be based on a written description of the item.
4. The budgets may be revised from time to time as required.

Production Expenditures

5. When proposing plays to the Board, the Season Planning Committee will flag any features of the plays that could involve above-average expenditures, including royalties (royalties for the regular season during 2012-2015 averaged \$3,030 per play).
6. Production expenditures will vary depending on the features of each play. Play directors are to discuss them with the Production Manager in the initial stages of each production and are to keep them within reasonable bounds. They are to identify significant production expenses to the Production Manager during the first production meeting
7. Expenditures for productions are to be managed by the Production Manager and Technical Director in accordance with the annual Operating Budget.

Capital Expenditures

8. Capital expenditures are for amounts of \$1,500 or more for the following classes of items, which are to be depreciated over the following periods:
 - a) buildings 40 years
 - b) equipment and fixtures 10 years
 - c) computer equipment / software 3 years
 - d) vehicles 10 years.

9. Capital expenditures for fully approved (FP) items in the Capital Budget may be made without further Board approval if they are no more than 10% over the budgeted amount.
10. Capital expenditures for items that are approved in principle (AP) must be brought to the Operations Committee for full approval (FP) before any commitments or purchases are made.

Spending Procedures

11. Executive Director and Management Team are responsible for managing expenditures within the approved budgets. No expenditure is to be made that would result in a total expenditure for a particular budget item of 10% (or more) over the amount approved for that item in the relevant budget, unless the expenditure has been approved by the Operations Committee.
12. All invoices are to be initialed before payment by the member of the Management Team having responsibility for the relevant spending matter.
13. Capital expenditures are to be made on the basis of at least two quotes by reputable suppliers or contractors.

Capital Spending and Projects Committee

14. A Capital Spending and Projects Committee is established, to be chaired by the Treasurer and to include the members of the Operations Committee, the Executive Director, the Production Manager and any other members of the Theatre as determined by the Board.
15. The mandate of the committee is to assist in the preparation of the Capital Budget and the planning and implementation of capital projects.

Encore Fund Resolution

Approved by the Board of Directors on June 3, 2012.

Recognizing the desirability of establishing a fund to be used to address the long-term needs of the Ottawa Little Theatre;

And recognizing that donors to the OLT may want to contribute to such a fund,

The Board of the Ottawa Little Theatre resolves as follows:

Establishment of Fund

1. There is established a reserve fund to be called the Encore Fund to hold
 - a) monetary donations directed to the Fund or the proceeds of other gifts donated for the purposes of the Fund; and
 - b) any other donations to the OLT that the Operating Committee decides should be allocated to the Fund.
2. An account for the Fund is to be maintained in the OLT statement of accounts.

Purposes of Fund

3. The purposes of the Fund are to provide a source of funds for long-term projects, including:
 - a) significant capital projects to maintain or improve OLT facilities or equipment; and
 - b) special projects to expand or reinvigorate OLT programs and activities aligned with the OLT's objects and mission.

Monetary Investment Policy

Adopted on March 17, 2004 and amended May 26, 2004, January 11, 2006, May 31, 2006, January 14, 2008 and January 24, 2012 and April 2, 2013

Purpose

1. The purpose of this policy is to ensure that money of the Theatre that is not immediately needed to meet its expenditures is invested in a way that ensures the security of the money, results in a reasonable return on investment and respects the legal constraints on the Theatre's investment activities.

Definition of "Monetary Investments"

2. In this policy, "monetary investments" means investments of the Theatre in things other than material assets. It also does not include money in the Theatre's current bank accounts.

Investment Objectives

2.1 (1) The investment objectives are

(a) *preservation of capital*: to not expose monetary investments to undue risk or permanent capital impairment;

(b) *income generation*: to provide income from a portion of the funds that are invested in lower volatility fixed income and equity securities;

(c) *growth*: to accept moderate volatility in the portfolio, which allows the inclusion of equity securities and alternative investments for the purpose of long-term growth, in order to achieve long term capital growth and to guard against the eroding effect of inflation;

(d) *encourage donations*: to encourage an average prudent prospective donor to entrust the donation of significant funds or their entire estate with the Theatre.

Investment Decisions

3. (1) Decisions about monetary investments are to be made by the Operations Committee. Decisions require the approval of at least 2 members of the committee.

(2) Monetary investments must comply with sections 26 to 30 of the *Trustee Act* (Ontario).

(4) Due to the tax exempt status of the Theatre, the tax consequences relating to the selection of different securities and the nature of income (interest, dividends or capital gains) they generate should not be a consideration in making investment decisions.

Investment Manager

3.1 (1) The Operations Committee may authorize an investment manager approved by the Board to exercise any of its functions.

(2) The investment manager may also be authorized to exercise all voting and related rights acquired through investments with the intent of fulfilling the investment objectives

(3) The investment manager must

(a) exercise the authorized functions in accordance with this policy and all applicable legislation;

(b) report to the Operations Committee any significant issues, including but not limited to material changes within their structure, personnel and ownership, investment philosophy changes and significant economic events;

(c) provide the Theatre with quarterly portfolio statements;

(d) provide the Theatre with quarterly compliance certificates that certify compliance with the investment policy;

(e) participate in annual reviews, or as required.

(4) The performance of an investment manager will be evaluated based on whether the manager has exceeded the following industry bench-marks over a four year “rolling” period:

(a) U.S and International Equity: S&P 500;

(b) Liquid assets: PC 91-day T-Bills;

(c) Fixed income: PC Short-Term (1-5 Years) / PC Mid-Term (5-10 Years).

Diversification

3.2 Investments are to be diversified, to the extent that is appropriate, to take into account general economic conditions and investment market conditions. It is anticipated that diversification will occur within asset classes (and individual sub-sectors) and geographically. The investment managers will have the discretion to determine both the appropriate level of diversification within asset classes (and individual sub-sectors) and the appropriate percentage of the funds to be invested outside of Canada (i.e. in the United States and in the international markets).

Liquidity Considerations

4. (1) Monetary investment decisions are to be made by taking into consideration the Theatre's projected short-term and long-term expenditures.

(2) The average balance in the Theatre's current bank accounts should not be more than an amount needed to meet its monthly expenses.

Debt Investments

5. (1) At least 45%, but not more than 75%, of monetary investments must be in debt instruments.

(1.1) Short-term debt instruments issued by corporations and financial institutions are restricted to those with at least an investment grade quality rating (R1).

(1.2) Fixed income debt instruments are restricted to those that have a minimum rating of BBB.

(2) No more than 40% of monetary investments may be in the debt instruments of the Government of Canada or the Province of Ontario and no more than 25% may be in the debt instruments of a single other provincial government.

(2A) No more than 15% of debt investments may be of a single financial institution or corporation except that up to 25% may be in an instrument with a term of not more than 60 days issued by any one of the following Canadian banks: Bank of Montreal, CIBC, National Bank of Canada, Royal Bank, Scotiabank and TD Bank.

(3) The term of debt instruments of the Theatre must not be more than 10 years and the weighted average term should be 3 to 5 years, subject to the Theatre's expenditure requirements, including non-monetary investment expenditures.

Equity Instruments and Mutual Funds

6. (1) At least 25%, but not more than 45%, of monetary investments must be in equity instruments or mutual funds.

(2) No more than 5% of monetary investments may be in the equity instruments of a single corporation or a single mutual fund.

Valuation

7. The investment limits in sections 6 and 7 apply to monetary investment decisions on the basis of values at the time of decision. These limits do not apply so as to require the investment decisions to be made as a result of changing values.

Reporting

8. The Treasurer must report to the Board at least semi-annually on the general state of the monetary investment portfolio.

Conflict of Interest

9. (1) Members of the Operations Committee must be aware of the possibility of conflict of interest, or perceived conflict of interest, and must not participate in monetary investment decisions if they are, or may be perceived to be, in a conflict of interest. Director members must also be aware of and comply with section 71 of the *Corporations Act* as regards disclosure of their interests.

(2) A conflict of interest arises if

(a) a member may gain any financial or other advantage from the knowledge or participation in a monetary investment decision; or

(b) a member's ability to give objective, unbiased advice, or to otherwise fulfill their responsibilities as a trustee, is impaired.

Privacy Policy

Approved April 21, 2004 by the Board of Directors.
Revised and Approved January 31st, 2009

1. Our Privacy Policy

(1) Ottawa Little Theatre (OLT) is committed to respecting the personal information of its patrons, members, donors, volunteers, staff, Board members, web-users and other stakeholders. In order to protect their privacy, the OLT adopts this Privacy Policy.

(2) This Policy is based on the requirements of federal and provincial laws, specifically, the Personal Information Protection and Electronic Documents Act (PIPEDA). These laws are to be regularly reviewed and the policy updated to reflect changes.

(3) The Executive Director is to review this policy annually and present it to the Board for review.

(4) All Board members, staff, volunteers and agents of OLT are to be bound by agreement to comply with this Policy both during and after their employment or term with OLT is concluded. They are also encouraged to identify situations or procedures that may cause personal information to be at risk of unauthorized disclosure.

(5) The Executive Director may vary the application of this policy so as to limit or refuse the disclosure the information. Other variations in the application of the Policy require the approval of the Operations Committee.

2. Information Officer

The designated person responsible for ensuring compliance with PIPEDA is the Executive Director. The Executive Director is also responsible for the communication of the Policy to staff, patrons, members, volunteers and agents of the OLT.

3. Defining Personal Information

(1) Personal information is any information that can be used to distinguish, identify or contact a specific individual. This information can include an individual's opinions or beliefs, as well as facts about, or related to, the individual. While certain publicly available information, such as names, addresses and telephone numbers as published in telephone directories, are not considered personal information, they should be treated as such by the OLT to ensure that privacy is not compromised.

(2) Personal information does not include

- a. information about organizations or the name, title or business address or telephone number of an employee of an organization;

- b. information that does not identify individual persons, such as web traffic, surveys and demographics.

4. Collection of Personal Information

(1) The OLT collects personal information (such contact, address, e-mail, credit card or ticket history) only from ticket-buyers, members, donors, volunteers and others who have actively shown or are likely to show an interest in the organization. This may be done by electronic media (e-mail, web access, etc), telephone, paper-based form and in person.

(2) Individuals are to be informed about the purposes for which their information will be used. This is to be accomplished through subscriber or volunteer communications and by the publication of this policy in public and back-stage spaces and on the OLT website. Copies of the policy are to be available on the OLT website and in-person at the office.

5. Storage of Personal Information

Personal information is stored in our ticket system, volunteer and other databases and in hard copy files. Only authorized OLT personnel may have access to this information. Every effort must be made to protect this information from unauthorized physical and electronic access:

- a. passwords must be maintained and meet industry standard complexity;
- b. physical data (paper, computers, etc) must be secured by practical means, such as storage in the safe or locked cabinets, from theft or other unauthorized disclosure;
- c. any remote back-up or external system must employ industry-standard encryption and must contain, but be limited to, data and functions that are critical to theatre operations;
- d. personal information must not leave the building (including electronically) without the Executive Director's knowledge and consent.

(2) Personal information that is no longer required to fulfill the stated purpose must be destroyed or made anonymous as follows:

- a. physical media must be shredded or destroyed;
- b. electronic media must be destroyed or irrevocably electronically wiped (this includes any drives, memory device or media that may have been installed on systems used to access personal data);
- c. financial and sensitive information shall be destroyed no more than two years after it is collected unless it is specifically still being used at the OLT or required to be preserved by law.

(3) Archives of financial and ticketing information may be kept beyond this limit if it is stored in a secure format or location such as safety deposit box.

6. Use of Personal Information

(1) The OLT uses personal information to better serve its patrons and to expand its volunteer community. Primarily, this includes mailings (by mail or electronic) and phone calls to:

- a. provide information about tickets, memberships and donations at OLT;
- b. thank supporters and issue tax receipts;
- c. invite members and supporters to special events at OLT or other arts events and causes;
- d. sell subscriptions, tickets and solicit donations for OLT or other arts events;
- e. inform volunteers of ongoing events and news about OLT and the arts community and opportunities to work on OLT shows in an area they may be of interest to them (acting, crew, etc).

(2) The OLT is committed to using personal information in a respectful and useful way. Patrons, members and supporters will receive information that the OLT believes will be in their interest. The OLT will also make sure patrons, members and donors do not receive more than a reasonable number of letters or phone calls.

(3) If an individual requests that their personal information not be used for one of these purposes as noted above, or for any other purpose, that request will be honoured. The individual's account will be updated accordingly as soon as possible. This may limit the information this individual receives about future events at the OLT.

7. Disclosure of Personal Information

(1) The OLT never sells or rents personal information to any third party. As a part of the arts community in Ottawa, the OLT may provide personal information to other organizations for the specific purpose of informing subscribers, donors, members or volunteers about:

- a. theatrical events in the national capital region that may be of interest to them (e.g. Magnetic North, festivals, etc);
- b. volunteer or arts community opportunities that fall within their area of interest.

(2) Before this information is provided to another organization, it must agree in writing to protect the information in accordance with this Policy. The organisation must also

assume responsibility for any injury if they do not follow this policy. This responsibility is to supersede their internal policies and usage of information.

(3) The OLT will retain ownership of the information and it is to be used exclusively for a specific event or campaign, after which it must be destroyed.

(4) The Executive Director is responsible for all requests for information from other organizations and is to ensure that agreements are in place before any information is provided. A record is to be kept of shared information for a period of three years.

(5) Financial details about an individual or an individual's level of financial support may only be published with their consent and must never be provided to any external partner.

(6) If information is received from external organization, it must be treated with the same respect as information about OLT subscribers, donors, members and volunteers.

(7) OLT may, from time to time, collect information about patrons on behalf of third parties, such as when OLT acts as box office agent for the third party or rental. Any data collected should be treated in a similar manner to OLT patron data unless explicitly detailed by the contract between the two organisations in which case OLT shall be an agent of that third party.

8. Verification of Personal Information

An individual may request to know what information is stored about them. The request must be made in writing and every effort must be made to verify that the person requesting this information is authorised to do so. The response is to be made in writing to the address of the person. Financial or credit card information must not be provided, but can only be confirmed.

9. Questions and Comments

The OLT welcomes questions and comments regarding this policy. These may be directed to:

Lynn McGuigan, Executive Director

400 King Edward Ave,

Ottawa, Ontario K1N 7M7

Office: (613) 233-8948

Email: lynn@ottawalittletheatre.com

Employee Privacy Policy

Approved May 26, 2004 by the Board of Directors. Revised and Approved January 31st, 2009

INTRODUCTION

1. This Employee Privacy Policy explains the Ottawa Little Theatre's (OLT) information gathering and handling practices as they relate to the personal information of employees.
2. The OLT values the privacy of its employees' personal information and will comply with the Policy and all applicable personal information and data protection laws.
3. It is equally important that all OLT employees comply with this and other OLT privacy policies. Employees must only collect, use and disclose personal information about other individuals, including other employees, as properly authorized. Employees are required to be familiar with this and other OLT privacy policies and to sign a written agreement as follows:

I,, have received a copy of and read the privacy policies of the Ottawa Little Theatre. I agree to comply with them and acknowledge that compliance with them is a condition of my employment.

4. If you have questions about the proper handling of personal information or about personal information management practices or policies, you should speak or write to the Executive Director.

COLLECTION, USE AND DISCLOSURE OF PERSONAL INFORMATION

5. The OLT collects, uses and discloses personal information about each employee for the purposes of establishing, managing and ending employment relationships. What follows are examples of employee personal information that may be collected, used, or disclosed by the OLT.
6. Certain employee personal information is collected, used and disclosed in order to hire and pay employees appropriately and to remit statutory deductions on their behalf. This information includes the employee's full legal name, address, date of birth, social insurance number, rate of pay, bonuses, payroll deductions, hire dates, hours worked, bank account information and insurance coverage information.
7. For the purposes of providing health and other employment benefits, the OLT collects, uses and discloses additional employee personal information, including OHIP numbers, marital status, dependent names, dates of birth and social insurance numbers, benefit claims history and pension and stapled unit account values. This information is used for identification, to enroll employees and their dependents for

benefits, to assist in claims management and to assess employee eligibility for benefits. The OLT may also collect, use and disclose personal information for the purpose of administering health and other leaves of absence.

8. In order to appropriately manage its employees, the OLT may also keep individual performance records, fitness evaluations, drivers' license information, attendance, leave of absence and vacation records, disciplinary letters, announcements and other documentation pertaining to employment relationships.
9. Employee home telephone numbers are collected for emergency contact purposes.
10. Third parties to whom personal information about employees is disclosed include:
 - Insurance companies, benefit and pension administrators, for benefit enrollment and administration
 - Banks and other financial institutions, for payroll and related purposes
 - Government agencies such as the Canada Revenue Agency, Canada Pension Plan, Employment Insurance Commission, Workplace Safety and Insurance Board, for payroll and related premium and assessment purposes, or otherwise by law.
 - Affiliates and business associates of OLT as reasonably required in connection with the operations of OLT, including payroll and benefit administration.
 - Professionals working on behalf of OLT such as lawyers and benefit consultants for the purpose of obtaining advice.
11. From time to time, personal information about employees may be collected, used and disclosed by the OLT in the course of managing its business. For example, computer and security systems in the course of their operation may collect information.
12. Although the OLT takes appropriate steps to protect and to limit the use of personal information that is disclosed to third parties, the OLT is not responsible for the subsequent uses or disclosures of the personal information by third party data recipients (such as government agencies).

INFORMATION OBTAINED FROM THIRD PARTIES

13. From time to time, the OLT may obtain employee personal information from third parties such as insurance companies, trust companies, benefit and pension administrators, government agencies, financial institutions and medical professionals. The collection, use and any subsequent disclosure of such personal information will be limited to what is necessary for business purposes.

CONSENT TO DISCLOSURE

14. Consent requirements for information disclosure vary depending upon the circumstances and the type of personal information. In determining whether consent

is required and, if so, what type of consent, the OLT will take into account the purposes for which it intends to use the information and its sensitivity. Consent may be express or implied.

15. From time to time, the OLT may advise employees of other purposes for which it will collect, use or disclose personal information, in which case the OLT will obtain their consent for collection, use or disclosure of that personal information.

SECURITY AND ACCURACY

16. The OLT will take appropriate steps to ensure the security of personal information about employees in its custody or control and will limit access. For example, highly sensitive information is to be stored in locked cabinets with access limited to those who legitimately require the information. The use of passwords, appropriate levels of security and encryption of files govern electronic files containing personal information about employees.
17. OLT will try to ensure that personal information is as accurate, complete and up-to-date as is necessary for the purposes for which it is to be used. Employees are also responsible for updating their personal information with the OLT.

DOCUMENT RETENTION

18. Personal information is retained and destroyed by OLT in accordance with the applicable laws and our document and data retention policies. Resumes and employment applications may be kept for one year.

EMPLOYEE ACCESS

19. An OLT employee may access personal information or request a correction. Requests for access or corrections should be made in writing to the Executive Director.
20. Employees may challenge the accuracy and completeness of their personal information and request it be amended as appropriate.

Code of Conduct

Approved by the Board on July 24, 2005; amended August 27, 2009 and June 23, 2010.

The Ottawa Little Theatre has a long legacy of providing a caring and supporting environment for its employees and volunteers, together with outstanding service and quality theatrical entertainment for its patrons. The Board of Directors is fully committed to maintaining and enhancing that legacy.

It is the primary objective for all associated with our theatre to ensure that the working environment – for employees, volunteers and patrons – ensures a positive theatre experience.

1. Purpose

This Code is intended to promote a harmonious and respectful working environment for all OLT employees and volunteers and to ensure that the OLT complies with the requirements of the Ontario *Workplace Health and Safety Act* (the “OWHSA”) relating to workplace violence and harassment. It aims to set the highest standards of service integrity, to minimize discord and to promote the resolution of conflicts among or between employees, volunteers and the public.

2. Application

The code applies at all times when employees and volunteers are engaged in activities at, or are representing, the OLT.

3. General Expectations

Employees and volunteers are expected at all times to:

- treat one another and the public with dignity, respect and hospitality;
- act with honesty, integrity and professionalism;
- observe high standards of appearance and conduct;
- avoid conflicts of interest;
- conduct themselves in a manner that is in the best traditions of the OLT, reflects positively on our public image, and fully supports our mission and mandate.

4. Unacceptable Conduct

Conduct considered unacceptable is what most of us reasonably understand as unbecoming or inappropriate in a workplace serving the public. It includes violence. It also includes harassment of one person by another, or others, on any basis, including: race, colour, religion, sex, sexual orientation, marital status, national origin, disability or

any other prohibited ground of discrimination recognized under the *Human Rights Act of Ontario*.

The *OWHSA* defines “workplace violence” as

- (a) the exercise of physical force by a person against a worker, in a workplace, that causes or could cause physical injury to the worker,
- (b) an attempt to exercise physical force against a worker, in a workplace, that could cause physical injury to the worker,
- (c) a statement or behaviour that it is reasonable for a worker to interpret as a threat to exercise physical force against the worker, in a workplace, that could cause physical injury to the worker.

It defines “workplace harassment” as

engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known to be unwelcome;

Harassment is often based on the perceptions of people - having something said or done to them that causes distress or discomfort. It can be culturally based - what is accepted in one culture may be inappropriate in another. However, one’s culture or ethnic background is not a legitimate excuse for inappropriate or unwanted behaviour or actions. Awareness and understanding of conditions causing harassment is crucial to maintaining good relationships among employees, volunteers and the public.

Harassment can include, but is not limited to, slurs, epithets, teasing, threats, verbal or physical abuse, derogatory comments or jokes, and the display or distribution of derogatory pictures or material.

Sexual harassment may include, but is not limited to, the following sorts of unwelcome conduct: comments or jokes of a sexual nature, the display or distribution of pornographic pictures or material, inappropriate or uninvited touch or contact, sexual advances, requests for sexual favours, verbal or physical conduct of a sexual nature, or, sexual assault,.

Unacceptable conduct must be discouraged at all times.

5. Complaints and Reports about Unacceptable Conduct

Violence

If violence occurs or is likely to occur, those involved or witnessing it must inform as soon as possible their supervisor or a senior staff member.

Other forms of Unacceptable Conduct

If any other form of unacceptable conduct occurs, those involved in or witnessing it should make a reasonable effort to resolve the situation immediately.

If that approach proves unsuccessful, or the behaviour continues or increases, the conduct should be reported as soon as possible to their supervisor or a senior staff member.

Complaints

Any person who perceives that they have been subjected to unacceptable conduct and that the matter has not been satisfactorily resolved, may, without delay, make a complaint in writing to the Executive Director.

The Executive Director of the OLT will provide an initial response within 14 working days of receiving notice of a complaint, take such action as s/he considers appropriate and report back to the complainant and respondent on the process taken to address the issue.

6. Conflict of Interest

A conflict of interest occurs when, in the course of an employee's or volunteer's activities at the OLT, they are called upon to deal with a matter in which they have a direct or indirect personal and/or financial interest.

A direct interest can occur when an individual may derive, or be seen to derive, some financial or personal benefit or avoid financial or personal loss. An indirect interest may arise when the potential benefit or loss would be experienced by another person having a relationship with the employee or volunteer. These benefits, losses, interests and relationships are generally financial in nature but may be of some other personal nature. In other words, a conflict arises when an employee participates in activities, which could advance a personal interest at the expense of the OLT's interests. Any behaviour that is, or could be perceived as, a conflict is prohibited.

Some Examples of conflicts of interest are:

- giving preferential treatment to relatives, friends or associates, or to organizations or businesses of which they or their relatives, friends or associates have an interest in, financial or otherwise;
- deriving financial gain from the use of confidential information acquired in the course of their activities at the OLT;
- using OLT equipment or resources for personal purposes unrelated to the OLT,
- accepting any personal gift, service or favour from any person, business or organization in recognition of their activities at the OLT, other than in the course of OLT employee or volunteer recognition events or programs or the normal exchange of hospitality.

Conflicts of interest for employees of the OLT may also arise from employment or business activities outside the OLT. **Subject to their employment contracts** employees may engage in these activities if they do not interfere with the performance of their duties as employees of OLT and are not otherwise incompatible with their employment.

7. Conflict of Interest Disclosure

Employees or volunteers who believe they are in, or about to enter into a conflict of interest, whether actual or perceived, are to report the matter to their supervisor (if they are employees) or the Executive Director.

8. Confidentiality

The OLT Employee Privacy Policy applies to information contained in, or related to, reports and complaints under this policy. Such information is confidential and may only be disclosed as necessary for dealing with the matter it concerns and in accordance with the law.

Feedback and Input

The Board of Directors and management of the Ottawa Little Theatre are dedicated to ensuring the highest quality working and production environment. Comments or questions on this policy are welcome.

Code of Conduct Program

Approved – 2010-09-11

Introduction

This program provides guidance and procedures for implementing the OLT Code of Conduct in accordance with the provisions of the Ontario *Workplace Health and Safety Act* dealing with workplace violence and harassment. Part 1 of this program provides a basic set of procedures for dealing with violence. The Part 2 provides the same for other forms of unacceptable conduct, including harassment. Parts 3 and 4 supplement these basic procedures. They provide detailed procedures for dealing with patrons, intruders and robbery. Finally, Part 5 describes the roles and responsibilities of those at the OLT who are responsible for the application of the Code of Conduct and this program.

Part 1 – Violence

Risk Control

Measures and procedures to control the risks identified by your assessment (see Appendix) as likely to expose a worker to physical injury

Summoning Assistance

Call the police and identify to those involved that you have done so. If you feel comfortable enough to step in to defuse the situation without resorting to violence yourself, have someone else call the police. One fact that must be made clear is that you can be found liable and subject to the applicable laws if you use violence to deter violence. The police are trained to deal with these situations. If there is a crowd, have them removed to an alternative area and get statements from witnesses.

Reporting

Anyone witnessing violence in the Theatre should report it as soon as possible to their supervisor (directors, assistant directors and heads of departments) or a senior staff member (Technical Director, Executive Director) or an executive member of the Board (President, Vice-president, Treasurer or Secretary). Whenever possible, reports should be in writing. It is important to remain objective and report the facts without interpretation. Interpretations that do not help to relay the facts are statements of bias or conclusions such as, “well, you know how they can get” or “I assume they were drinking” or “I didn’t see it happen but I know that so and so likes to cause trouble”.

Keep to the facts such as time and date, a quick background as to the situation just before the altercation, how the incident started, how it was dealt with (if dealt with at all) and what was the outcome. These facts will help supervisors, staff and/or Board members in assessing the situation and dealing with it properly. They may ask for your interpretations in an interview such as your knowledge of the individual(s) involved and any other

situations that may have aided in making the situation worse but statements of this type should be requested so that you are not seen as biased in your report.

Investigation

All reports of violence are to be sent to the Executive Director for investigation and copied to the President.

The Executive Director will provide an initial response within 14 working days of receiving a report of violence, take such action as s/he considers appropriate and report back to the complainant and respondent on the process taken to address the issue.

Follow-up

Any act of violence will be dealt with in accordance with the law. Most acts of violence involve either assaults or destruction of property. Both are punishable under the *Criminal Code*. The police may be contacted and if charges are warranted they will be laid. If the situation does not require the intervention of external authorities then the matter will be addressed by the OLT in accordance with its Code of Conduct. Potential responses include apologies, anger-management training, demotion, restricted access to OLT and/or dismissal (whether volunteer or staff) from OLT.

Part 2 – Other Unacceptable Conduct (including Harassment)

Resolution Efforts

If harassment or any other form of unacceptable conduct occurs, those involved should make a reasonable effort to resolve the situation immediately.

Reporting

If that approach proves unsuccessful, or the behaviour continues or increases, those involved or witnessing the conduct should report it as soon as possible to their supervisor (directors, assistant directors and heads of departments) or a senior staff member (Executive Director, Technical Director or Marketing Director) to see if it can be resolved.

Any person who perceives that they have been subjected to unacceptable conduct and that the matter has not been satisfactorily resolved, may, without delay, make a complaint in writing to the Executive Director.

Investigation

The Executive Director of the OLT will provide an initial response within 14 working days of receiving notice of a complaint, take such action as s/he considers appropriate and report back to the complainant and respondent on the process taken to address the issue.

Follow-up

Potential responses include apologies, anger-management training, demotion, restricted access to OLT and/or dismissal (whether volunteer or staff) from OLT.

Part 3 – Response Scenario for Disruptive Patrons

When a staff member or volunteer encounters a patron who is being disruptive or engaging in any other unacceptable behaviour, then the following steps should be followed.

STEP 1. Identify yourself by the position you are filling (usher, backstage crew, member of the cast, director etc.) and point out the behaviour of the individual(s) is unacceptable and request that they refrain or they will be asked to leave.

If a patron is intoxicated, also inform them that it is illegal to sell alcohol to someone who is intoxicated and for them to be intoxicated in a public place and offer to call them a cab to get them home.

STEP 2. If the patron does not comply with the request, get the FOH manager, explain the situation to them. The FOH manager should then go to the patron and repeat the request to refrain from the unacceptable behaviour.

STEP 3. If the unacceptable behaviour persists, repeat step 2 with a senior staff member or one or two volunteers as a show of conviction that they will comply or be escorted from the premises. Inform the patron that this is the last warning.

STEP 4. Call the police. Inform them of the situation and the steps taken. They will handle it from there.

At no point should any member of OLT actually touch the patron or make any threat, verbally or otherwise, as this often escalates the situation beyond your control and is potentially libelous.

Part 4 – Response Scenario for Intruders

When a staff member or volunteer finds an intruder/stranger, then the following steps should be followed.

STEP 1. Identify yourself by the position you are filling (usher, backstage crew, member of the cast, director etc.) and show you are working on and ask them who they are.

STEP 2. If they are not able/willing to introduce themselves and identify the show they are working on, point out that they are in a restricted area (backstage or in the house without a ticket for example) and ask them to leave.

If the intruder is intoxicated, also inform them that it is illegal to be intoxicated in a public place and offer to call them a cab to get them home.

STEP 3. If the intruder does not comply with the request get the FOH manager (if the intruder is in the FOH) or the Stage Manager (if the intruder is backstage, including green room, rehearsal hall and shop) and explain the situation to them. The manager should go to the intruder and repeat the request for them to leave and that the authorities will be called if they fail to comply.

STEP 4. If the intruder fails to comply, repeat step 2 with a senior staff member or one or two large volunteers as a show of conviction that they will comply or be escorted from the premises. Inform the intruder that this is the last warning.

STEP 5. Call the police. Inform them of the situation and the steps taken. They will handle it from there.

At no point should any member of OLT actually touch the intruder or make any threat, verbally or otherwise, as this often escalates the situation beyond your control and is potentially libelous.

Part 5 – Robbery Prevention

If an armed assailant (or even one who claims to be armed) enters the box office and demands money, the following steps should be followed.

STEP 1. Surrender all money in the drawer. Be as compliant as possible with the assailant and do nothing to offer them an opportunity to escalate the situation.

STEP 2. Do not leave the booth unless you think that your life is in danger.

STEP 3. Take note of all distinguishing characteristics of the assailant such as height, weight, body type, race, clothing, etc. in order to identify them to police. Prevent the area involved from being disturbed pending an investigation

STEP 4. Once the assailant has left, lock the doors and call 911 for the police.

STEP 5. Write down all distinguishing characteristics while you wait for the police.

STEP 6. Contact your supervisor and/or the senior staff member on site and inform them of the situation. If no one else is on site contact the Customer Service Coordinator using the emergency phone number provided. If s/he is not available contact the Marketing Director, Technical Director or Executive Director using the emergency phone numbers provided.

STEP 7. Take a moment and breathe.

Part 6 – Roles and Responsibilities

Here is a clarification of what positions are here to support the implementation of the Code of Conduct and this program.

Supervisors: Directors, assistant directors and heads of departments are supervisors. It is their responsibility to ensure that the show is doing well and that everything is on time. These people can be contacted for the basic concerns such as questions about where items should go, what order to do tasks in, clarification of duties and anything else specifically show related. When in conflict with a fellow volunteer it is always best to allow a supervisor to mediate any confusion or dispute. If not handled carefully these confrontations can escalate quite quickly.

Managerial Staff: The Stage Manager in most cases is your first contact if you are working on a show. The FOH manager is also on site during shows, especially if the conflict is with unhappy patrons or intruders. The Production Manager and Facility Director, Technical Director, and Director of Marketing, are also members of OLT staff who are qualified to deal with conflicts. If a matter is not dealt with in a prompt fashion or if a dispute is with a supervisor, then contact one of these individuals for assistance. While the Executive Director is also a staff member, it is her responsibility to receive and deal with reports and complaints if a situation fails to be resolved or requires an official or legal response. However the Executive Director may be contacted directly if the issue is with a member of staff. The Executive Director is also responsible for briefing the Board on all reports, complaints and calls to the police or other outside authorities.

Volunteer Liaison: Each production has a Volunteer Liaison to whom members of cast and crew can go to raise any issue they would rather not discuss with a member of their team.

Members of the Board: For those who are not aware of who is on the Board (FYI most OLT productions will have a board member involved as director, designer, actor etc., get to know them they are great people!), they are listed on all show programs and their pictures are posted in our foyer under the stairs to the lobby. In most cases it is the Executive Director who will bring matters to their attention but if all else fails or your problem is with the Executive Director, then contact an Executive Member of the Board.

Appendix -- Assessment of Risks for Potential Violence/Harassment in the Workplace

Violence / harassment in the Workplace Assessment Report

With the nature of OLT as a business and social activity centre there are several potential areas where the frustration, fear, peer pressure, close proximity to each other and external influences may result in harassment and/or violence. It is vital that we, as members of the Ottawa Little Theatre organization, recognize the conditions that may contribute a negative environment. These potential conditions include, but are not limited to:

- a) **Stress Levels.** Due to the strict deadlines involved with the live entertainment industry, the constant changes to schedules due to unseen circumstances and the fact that almost all of the people involved on any production are volunteers with varying degrees of experience, people can become frustrated. If this frustration is not allowed a healthy release then a negative internalizing or externalizing of this frustration may result. Examples of this would include shortness of temper, snapping or yelling at others with little provocation, excessive use of profanity, drinking/drug consumption at work/rehearsal, constant negative statements, unkempt appearance, a messy work environment, a sullen attitude, an unfriendly demeanor and so on.
- b) **Stage Fright.** Factors that induce fear responses can quickly escalate to verbal and physical violence due to the fight or flight response of the human psyche. This is not limited to the actors as many of our running crews are required to go on stage at times to preset, change staging elements and make emergency repairs. Backstage operators (including control booth personnel) can experience a 'stage fright' even though they never go on stage. The fear of embarrassment or failure can manifest itself in many ways and have horrific effects if not recognized. These symptoms can manifest as profuse sweating, sullen or erratic behavior, drinking/drug consumption while performing tasks, excessive and/or loud talking, unexplained anger or uncontrolled emotional outbursts and so on.
- c) **Strong Personalities.** As with most social groups, members of the group may try to win the favour of the group leader (a leader in the OLT environment would include staff, members of the Board of Directors, directors, designers, crew heads and lead actors). While there are many positives to this action some of the negatives include emulating the negative attitudes or opinions of the leader or trying to undermine other members of the group to impress the leader. The negative aspects of this activity can lead to alienating/ostracizing group members and either allowing the harassment of the individual(s) by the group or result in a reaction of harassment/violence by the singled out individual(s) to the group. Situations that should be avoided are negative gossip or complaints that are not actually brought to the attention of those in authority, unresponsive authority figures when confronted with a complaint, concealing ones feelings or emotional state about the work environment and/or co-workers.
- d) **Cramped Conditions.** Areas like the box office, subscriptions desk, back stage during a show and the control booth can all be areas of high activity and high stress at times. These areas can also become noisy at times when clear communication is vital. Add the limited space to the mix and you can quickly get into stressful and aggressive situations. While there is little to do about the volume of activity and lack of space, things we can do to reduce stress in these environments include scheduling shorter work shifts and several breaks,

ensuring proper training has been given to people in these work environments, and staying out of these areas if you are not required to be there.

- e) **External Influences.** This is the area of trespassers, stalkers and/or excessive noise from outside the building. Trespassers are usually easy to spot as they may look nervous or not sure where they are or where to go. As a member of OLT you should feel comfortable to politely confront a potential stranger by introducing yourself and asking who they are. If you feel uncomfortable talking to the individual(s) then note their location and contact a supervisor or staff member ASAP. In most cases the stranger will be someone who is a new volunteer who is not sure of where to go or how to get there. Stalkers are rare, but always potentially dangerous and so should be handled with the utmost care. Please refer to the section on Intruders in OLT's Code of Conduct Program for details on answering the stage door and letting unknown people in. The key identifying quality of a stalker is that they will appear frequently, ask specifically to see one individual for reasons not related to the production (most personnel will announce the expectation of someone's arrival and the reason for said arrival) and demand entry into the building and/or not leave the vicinity if refused entry. Excessive noise outside of the building is usually due to our transient population hanging out by the lobby and stage doors. The first step is to ask them to leave the area. If they are unwilling to do so or if staff feel uncomfortable to approach them, then they should call the police. The phone number for non-emergency situations is located on the emergency numbers list which is posted in the rehearsal hall, the green room by the phone, the shop by the phone, the stage managers station stage left, the subscription desk in the lobby and the box office.
- f) **Unhappy patrons.** There are times when a patron becomes unhappy. When dealing with confrontations of this nature it is important to understand OLT policy and the law in order to be clear to these individuals that we are only enforcing OLT policies and the law. The law prohibits being intoxicated, violent and disruptive in a public place and OLT follows these rules. Obvious signs of intoxication are staggering, slurring of words, inability to remain conscious and reeking of alcohol. Angry patrons are usually heard first but at times you can see an obvious look of hostility or fear on their face prior to an outburst. There is a very clear procedure for dealing with Disruptive Patrons in OLT's Code of Conduct Program.
- g) **Theft/Robbery.** The number one contributor to theft is perceived ease of the theft, for example, leaving money in plain sight and unattended and/or storing money in easily accessible areas and the second is the amount involved. The two primary areas at issue here are the bar and the box office area.

However, it should be pointed out that no one should ever leave their valuable personal belongs in any area that is accessible, like the dressing room or an

unlocked office. We have lockers located throughout the building for staff and volunteers, and the Stage Manager has a valuables lock up for performers and crew.

Theft is very often difficult to prove unless the parties involved are caught in the act or with the stolen property. In some cases, the identity of the thief is strongly suspected and in this situation recrimination or violence can start due to the personal nature of the crime or the lack of clear proof. In other situations an intruder has not been noticed and/or identified.

Robbery (especially armed robbery) is most often the work of strangers or people with little attachment to the workplace or people involved, however thieves of this nature are also known to have accomplices who work or volunteer at the location. Take note of people who seem to hang around the building and are watching the comings and goings of staff, volunteers and/or the audience. If a theft has occurred take note if it seems as if they knew where the valuables were located. Theft should be dealt with as any other situation of potential violence and harassment. There is a very clear policy in OLT's Code of Conduct Program for dealing with robbery.

Activities Involving Children (Policy)

Approved May 15, 2007; amended August 27, 2009 and November 8, 2010

Definitions

1. In this policy

“care-giver” means a person who has custody of a child or is legally authorized to care for the child;

“child” means a person under the age of 16 years;

“OLT” means the Ottawa Little Theatre;

“young adult” means a person who is at least 16 years of age, but under 19 years of age.

Application

2. (1) This Policy applies to all activities on the premises of the OLT or carried on under its direction.

(2) All OLT employees, agents and volunteers are required to comply with this policy as a condition of their employment or participation in OLT activities.

Purpose

3. The purpose of this policy is to ensure that all reasonable precautions are taken for the safety of children and young adults when they are participating in OLT activities.

Screening Employees and Volunteers

4. (1) The Executive Director is responsible for screening employees, agents and volunteers to determine whether it is appropriate for them to supervise children.

(2) An employee, agent or volunteer who supervises children in an OLT activity must complete and sign a registration form that includes the following information:

h) their name and address;

i) their date of birth;

j) a criminal records check issued by a police service within the previous 10 weeks;

k) at least two references.

Registration of Children for Activities

5. For a child to participate in an OLT activity, including a stage production, the child's care-giver must complete and sign the appropriate registration form, which must include the following information:
 - a) name, address and age of child;
 - b) name and address of the care-giver;
 - c) information about any allergy or medical condition that could endanger the child while they engage in the activity;
 - d) name of any other person authorized to pick up the child when the activity is over or permission for the child to leave the theatre unaccompanied.
6. For a child to participate in a stage production, there must be present a person whom the child's care-giver has authorized in writing to supervise the child. The person must also be approved by the Executive Director and the authorization must be provided to the Executive Director.

Duties of employees and volunteers

Children

7. All activities involving children are to be conducted in rooms or spaces either without doors (for example, lobby spaces or the stage) or in rooms with doors containing glass panels or kept open such that the activities are always observable from outside the space or room.
8. Every effort must be made to ensure that at least two adults are present together with children at all times from the time they arrive for an OLT activity until they are picked up or leave.
9. A positive approach to discipline is to be practised. Clear, consistent and age-appropriate limits are to be established for the children.
10. Children must be able to take care of their own bathroom and other personal needs unless they are disabled; if assistance is required, two adults must be present to render the assistance.
11. Children who are not authorized to leave the theatre unaccompanied are to be picked up by their care-giver or by another person that the care-giver authorizes in writing.
12. A person who supervises a child or children in an OLT activity must take reasonable care to ensure that the child or children are not neglected or subjected to any form of abuse, including physical, emotional or sexual abuse.

13. (1) A person who becomes aware of any neglect or abuse involving a child during an OLT activity must report the matter as soon as possible to the Executive Director, the Production Manager and Facility Director or an Executive member of the Board of Directors.

(2) The OLT Employee Privacy Policy applies to information contained in or related to the report. Such information is confidential and may only be disclosed as necessary for dealing with the matter it concerns and in accordance with the law.

Young Adults

14. Young adults are permitted to participate in stage productions, theatre classes and other activities at the OLT without parental consent. However, those who are directing or supervising them must take reasonable care to ensure that the young adults do not engage in illegal or improper activities such as consuming alcohol or prohibited substances.

Reporting Duties

A person who supervises a child or young adult under the age of 18 at the OLT must be aware of the duty under section 72 of the *Child and Family Services Act* to report to a Children's Aid Society if the child or young adult is in need of protection (see Appendix).

Computer and Communication System Use Policy

Approved August 7, 2008; Revised 2014-03-10 and 2014-10-02

Introduction

Ottawa Little Theatre provides and supports computer and communication hardware, software and services as tools for the operation of the theatre and the execution of its business. All employees, volunteers and contractors must use the resources appropriately and follow OLT policies during its use.

This Computer and Communications System Use Policy addresses appropriate computer, telephone and fax use and outlines types of inappropriate use. The purpose of this policy is to:

- protect OLT volunteer, staff and patron's personal data,
- protect the OLT's systems from unauthorised access,
- protect the OLT's business interest, and
- ensure OLT compliance with legal requirements.

Critical Areas

The following areas are of critical importance to all users:

Password Protection

Follow good password practices; keep it private and secure. Passwords protect data like door keys protect the building; they should be regarded with respect and these following principles should apply:

- never tell your password to anyone;
- never write down a password;
- never communicate a password by telephone, e-mail or instant messaging;
- ensure you have logged off or locked a computer before leaving it unattended;
- change passwords regularly and whenever there is suspicion they may have been compromised;
- passwords should be long, alpha-numeric and include special characters if possible, never use real words, names or easily guessed information.

Since passwords control the use of identifiable user accounts, it is everyone's interest to protect their identity.

Virus protection

Protect systems from computer viruses. Viruses can have a crippling effect on our computer system and every effort must be made to minimise the risk. Every external data source (email, hard drive, data key, CD, DVD) must be scanned for viruses before opening. If the source or integrity of the media cannot be ensured then it shall not be connected to the OLT systems. Be particularly cautious of unsolicited email attachments, installs at websites, or media from a non-protected system.

Installed Software

No unauthorised software shall be installed on theatre computers. Unauthorised software, even commercial software, may open the network to attack, reduce the performance of computers and also reduce network connection speeds. This includes, but not limited to, instant messenger/chat clients, peer-to-peer file sharing software, PDA drivers, games, browser plug-ins, unlicensed or trail software, other applications, drivers or code that is not directly required to further OLT business.

Copyright Material

Only download and use material for which OLT has the proven rights to use. Complex copyright issues exist in today's electronic world. It should be assumed that any created material (text, pictures, clipart, music or software) on the web is not available to use unless a licence agreement or permission of use is documented. All material created on OLT systems remain the copyright of Ottawa Little Theatre.

Personal files

Store only OLT related files and data on OLT systems. The capacity of the theatre computers is limited and extraneous data slows the systems and incurs incremental cost to OLT. The OLT should not be used to store significant amounts of personal files.

WiFi Use

Use the WiFi Internet access responsibly. WiFi Internet access is available to OLT staff and volunteers, but must be used responsibly. This means several things.

- Access is password-protected. Usernames and passwords will be changed regularly and will be available at the box-office. (See also the above discussion of passwords).
- Bandwidth is limited and files are not to be downloaded except for specific OLT purposes.
- OLT will not be liable for any damage or injury caused by using the WiFi, including but not limited to, any failure of performance, error, omission, interruption, defect, delay in operation of transmission, computer virus, or line failure.

- OLT will not be liable for any damage or injury, including but not limited to, special or consequential damages that result from the use of, or the inability to use, the WiFi, even if negligence is involved.
- Use of the WiFi is subject to Canadian laws, including criminal laws relating to accessing and downloading certain types of pornography. Use may be monitored for this reason and any use in violation of the law will not be tolerated.
- As a condition of using the WiFi, users must agree to comply with this Policy when they logon.

Commercial E-mail Messages (Spam)

Canadian Anti-spam Legislation (SC 2010, c. 23) imposes requirements on the sending of “commercial electronic messages” (CEMs). It applies both to organizations (such as the OLT) as well as to individuals (such as OLT staff and volunteers).

To determine if a message is a CEM, ask the following questions:

- Is it encouraging participation in a commercial activity (buying or selling a product or service, including tickets to a performance)?
- Does it contain hyperlinks or contact information that would encourage the participation in a commercial activity?
- Does it include an offer to buy or sell a product or service?
- Does it include offers to provide a business, investment or gaming opportunity?
- Does it advertise or promote a person who does any of the above?

If the answer to any of these questions is “yes”, the message is a CEM and it is subject to the requirements of the Legislation, unless it fits within one of the exceptions in the Regulations (ss. 2-3). One important exception is for messages to a personal friend or family member. Another is for messages sent primarily for “raising funds” for the OLT. This includes messages requesting donations to OLT or promoting OLT productions.

Requirements for sending a CEM

1. the addressees must consent to receive the message – these addressees will be maintained on email lists (subscribers, donors, volunteers) kept by the Box-Office;
2. the message must contain:
 - OLT’s name, mailing address and one of the following: telephone number, email address or web address,
 - a mechanism to allow the addressee to unsubscribe..

To ensure compliance with these requirements, all CEMs to subscribers or donors using the OLT lists must be reviewed by the Director of Marketing before they are sent. These lists are to be kept confidential and used only by OLT staff.

OLT is not responsible for the individual conduct of its volunteers except when they are engaged in activities on its behalf. This means that it is responsible for messages sent by volunteers in relation to our productions, including messages to casts and crews about purchasing things like tickets or tee-shirts. It is not clear whether it would include messages seeking volunteers for productions. Although volunteer participation is not a commercial activity, the production itself is.

So, OLT has to be careful about how it manages and authorizes the use of volunteer email lists. The following rules will help us do that:

General Messages

- General messages to volunteers are to be sent only to those on the OLT distribution lists, which include volunteers who have consented to receive these types of messages.
- These messages are to be sent by blind cc so that the recipients cannot see the addresses of others on the list.
- These messages are to be sent from an OLT account by the Director of Marketing in collaboration with the V-P Volunteers and the Chair of the Volunteer Committee.

Cast and Crew Messages

- Cast and crew distribution lists are to include only volunteers who have filled out a volunteer information form granting their consent to receive OLT related messages.
- These lists are not to be used for non-OLT related messages.

Inappropriate Use

The OLT has a responsibility to ensure we comply with the law and that we use the theatre's assets appropriately. Any inappropriate use is forbidden. This can include;

- Non-incident (i.e. interfering, persistent, continued or sustained) use of computer/communication systems for recreational or non-OLT business purposes.
- Installing software unless specifically approved by the Executive Director or their authorised designate.
- Attempting to bypass system security, restrictions or tampering with system files or applications.

- Unauthorized access to system files or personal data including the sharing of data found within those systems without prior authorization.
- Attempting to disrupt the integrity of the system.
- Violating Canadian laws or OLT policies, including the OLT Code of Conduct, which prohibits offensive (discriminatory, pornographic) documents, images, messages and emails since they contribute to an unacceptable work environment.
- Unauthorized copying of copyright-protected materials or personal data.

It is expected and understood that incidental and occasional use for personal reasons will occur. This must not interfere with employee's work or burden the communication system. All security and protection rules must still be followed.

Enforcement

As part of the regular maintenance and care of the OLT communications system administrators, contractors and senior staff may monitor the use of the computer and communications systems. Any data, messages and usage is subject to monitoring.

This policy applies to OLT systems and services at all times including employee breaks and off-hours.

Any staff member, volunteer or contractor who violates or disregards this policy is subject to disciplinary action up to and including dismissal or removal from the organisation.

Importance of this Policy

The risks; financial, legal and business are significant and therefore these policies and rules are of the utmost importance to OLT.

Suggestions for improvements and clarifications of this policy are welcome.

Health and Safety Policy

Approved March 19, 2009

At the OLT, the safety of the public, our volunteers and anyone who works at the Theatre is important. Health and Safety will take priority in all areas of the theatre, and there is no task so urgent that it cannot be completed safely. Through continuous, cooperative and joint efforts, a positive climate will be created and health and safety goals will be achieved.

1. The operations of the Ottawa Little Theatre are to be conducted in a manner that protects the health and safety of its employees, volunteers, patrons and others who come on its premises.
2. Every effort must be made to ensure compliance with all laws relating to the safety of its operations and the health of those involved in them.
3. The OLT shall put in place a Joint Occupational Health & Safety Committee. The Production Manager and Facility Director will Chair this committee and at least one other manager will be appointed to it annually. There will be a minimum of two representatives from staff on the committee – one from the administrative/FOH staff and one from the technical staff. The committee will meet at least four times a year.
4. The Joint Occupational Health & Safety committee has authority to set standard procedures for the theatre. Tools which may be used to assist the committee in setting such procedures include best practice guidelines such as:
 - a) *Safety Guidelines for Live Performance in Ontario*, Ministry of Labour, 2005
 - b) *To Act in Safety*, Theatre Ontario
 - c) *Safety & Health In Arts Production & Entertainment* (SHAPE)
 - d) *Safe Stages* (Best Practises), Theatre Alberta
 - e) *Entertainment Technician Certification Program* - Entertainment Services & Technology Association
5. (1) The Executive Director has authority to ensure the application of this policy and to issue directives and assign responsibility for various aspects of its compliance.

(2) The Executive Director has authority to enforce compliance with the directives through disciplinary action.
6. The Executive Director must report to the Board at least once per each year on the application of this policy and the Theatre's compliance with the relevant laws and practices.

Health and Safety is a shared commitment. It is everyone's responsibility to recognize hazards in the workplace, to protect their own safety while they are working in the theatre, and to respect health and safety policies of the OLT.

Recognizing Extraordinary Volunteer Contributions to the OLT (Policy)

Approved 2009-08-27

Revised and approved 2012-11-28

The OLT wishes to recognize volunteers who have made or are making an extraordinary contribution to the development of the Ottawa Little Theatre.

1. Categories of Recognition:

Two categories of volunteers are to be recognized: Leader and Player. An individual may be recognized in either or both of these categories.

2. Recognition Criteria

The criteria for recognizing volunteers in these categories are:

- a) *Leader*: Individuals who have made an outstanding contribution to the OLT through their leadership role in the founding, growth or management of the OLT;
- b) *Player*: Individuals who have been members of OLT's company of directors, assistant directors, actors, designers, technical or running crew, or who have worked as committee-members, front of house or other volunteers, and who have made an exceptional contribution to the level of artistry, craft or operations of the Theatre.

These individuals must also have made their volunteer contributions to the OLT during a total of at least 20 seasons, but this requirement may be shortened in the case of individuals who have gone on to achieve a high-profile career in the performing arts (famous alumni).

3. Form of Recognition

- a) A Cornerstone Art Work in a suitable place in or in front of the Theatre will list all of the individuals recognized in the Leader and Player categories.
- b) Each name on the Art Work will have a brief description of their contribution (for example, Founder, Board President, Director, Actor, Designer, Sound Crew).
- c) Being listed on the Art Work will not preclude other forms of recognition.
- d) OLT Staff will be responsible for updating the Art Work and the Wall annually.

4. Recognition Time Period.

Once a name has been added to the Cornerstone Art Work, it will remain there in perpetuity.

5. Selection Committee

- a) The Board will establish a selection committee composed of a Board member and four other OLT members or volunteers. The Board member will chair the committee.
- b) Despite paragraph (a), the Board will be the selection committee for 2013.

6. Nominations

- a) The Selection Committee will publish a call for nominations to the Leader and Player Categories. The call will set out the criteria for selection to each category and the closing date for submitting nominations.
- b) The Selection Committee may establish a form to be used for submitting nominations to these categories.
- c) Any present or past OLT member or volunteer may submit a nomination.
- d) The nomination must be signed by at least 2 present or past OLT members or volunteers and explain why the nominee deserves to be recognized.

7. Selection

- a) The Selection Committee will review the nominations submitted before the closing date as well as nominations submitted, but not selected, during the previous 5 years.
- b) The Committee will prepare a slate of up to 10 nominations for submission to the OLT Board no later than May 31 each year.
- c) The Board will select nominees who have made an extraordinary contribution to the OLT from the slate to be listed in the Cornerstone Art Work. The selection is to be based on the recognition criteria, but no more than 5 nominees may be selected each year.
- d) Despite paragraphs (a) to (c), up to 20 nominations may be submitted to the Board in 2013 and up to 10 of them may be selected in that year.

Bursaries for Theatre Arts Training (Policy)

Approved May 28, 2003; amended November 28, 2003 and November 8, 2010

1. Objectives

The objectives of this policy are:

- a) to award bursaries each year to qualified adult volunteers involved in theatrical activities at the Ottawa Little Theatre to assist them in pursuing training in the field of theatre arts; and
- b) to award bursaries each year to qualified children to assist them in attending theatre education programs offered at the Ottawa Little Theatre.

2. Source of Funds

- a) Adult bursaries are to be funded from general operating revenues as determined in the OLT's annual budgeting process.
- b) Children's bursaries are to be funded from the Children's Bursary Account. This account is to be maintained in the OLT statement of accounts for funds donated for children's bursaries, including \$4,725.00 donated to the Ottawa Little Theatre by Lakeside Theatre Productions in 2003 and subsequent contributions set aside by the OLT.

3. Eligibility

- a) Adult bursaries may be awarded to OLT volunteers who are at least 18 years of age and meet any one or more of the following three criteria within the previous two years:
 1. they have successfully completed a Learning@OLT workshop or course and demonstrate exceptional potential in, and commitment to, theatre; or
 2. they have acted in or directed an OLT production and demonstrate considerable ability or potential in acting/directing, reliability, discipline and commitment to continued involvement in the OLT; or
 3. they have worked on the technical crew of an OLT production and have experience in the area in which they propose to study, be interested in improving their skills and demonstrate commitment to continued involvement in the OLT and willingness to take on responsibility .
- b) Children's bursaries may be awarded to children from 9 to 17 years of age who meet all three of the following criteria:

1. they are referred to the OLT by a recognized social work, educational, or community organization;
2. they have a genuine interest in theatre; and
3. they would for financial reasons be otherwise unable to attend a theatre education program at the OLT.

4. Applications

a) Applications for an adult bursary are to be submitted to the OLT in a form approved by the Executive Director and must include all of the following:

1. a résumé of relevant theatre experience;
2. a description of the training program that the bursary would be used for, including the cost of the program;
3. letters of reference or the names of persons who would discuss the applicants suitability for a bursary; and
4. any other available information or demonstrations of ability or merit relevant to the criteria on which the bursaries would be awarded

b) Applications for a children's bursary are to be submitted to the OLT in a form approved by the Executive Director and must include information about the referring organization, the number of people in child's household, household income and why the child would like to attend the drama camp.

c) Children's bursary and application information are to be provided to potential referring organizations, particularly any such organizations in the vicinity of the OLT and a list of potential referring organizations and contact information is to be maintained.

d) Potential children's bursary recipients who contact the OLT directly are to be given application information and an application form and are to be directed to referring organizations.

5. Publicity

a) Information about adult bursaries is to be published on OLT notice boards.

b) Information about children's bursaries is to be distributed to potential referral organizations, particularly those in the vicinity of the OLT.

6. Awards Decisions

The Board of the OLT will consider applications for bursaries and decide, with advice from OLT staff, whether to award them.

7. Amount of Bursaries

- a) The Board will determine the total amount of all bursaries awarded in a given year as part of its annual budgeting process.
- b) The Board will determine the amount and terms of payment of each adult bursary awarded. The maximum amount of any bursary will be \$1,000.
- c) The Executive Director will determine the amount for each children's bursary awarded. The maximum amount will be no more than the fee for the OLT theatre education program for which it is awarded.

Employee Leave Policy

Approved – 2011-04-26; Revised – 2015-01-20

Definitions

1. In this policy, “year” means the period from September 1 to August 31.

Application

2. (1) This Policy applies to salaried employees who meet OLT’s eligibility requirements for staff benefits.

(2) This Policy supplements the terms and conditions of the employment contracts of these employees.

Medical Leave

3. (1) Employees are entitled to up to 10 days of paid leave for medical reasons each year.

(2) Medical leave entitlements not used in a year may not be carried over to the next year.

(3) If an employee requests leave for more than 3 consecutive days, their manager may require the leave to be verified by a certificate of a medical doctor attesting to the employee’s inability to work for medical reasons.

Jury Duty

4. (1) Employees are entitled to up to 10 days of paid leave each year for the days on which they are required to attend for jury duty.

(2) Employees who are required to attend for jury duty for more than 10 days are entitled to unpaid leave, subject to any alternative work arrangements that may be made to allow them to perform their work duties at times when they are not required for jury duty.

Bereavement Leave

5. Employees are entitled to 3 days of paid bereavement leave for the death of an immediate family member (spouse, partner, child, parent or sibling).

Holidays

6. (1) An employee is entitled to paid leave on each holiday specified in their employment contracts unless required to work on that day.

(2) An employee who is required to work on a specified holiday may take paid leave on another working day in substitution for the holiday. The leave must be scheduled within three months after the holiday. Or, if the employee has agreed in writing, the leave may be scheduled up to 12 months after the holiday.

Other Statutory Unpaid Leave

7. Employees are also entitled to unpaid leave as required by Part XIV of the Ontario Employment Standards Act, 2000.

Time Off for Other Overtime

8. Employees may take paid leave for any other overtime they work at the request of their manager. This leave must be scheduled within four weeks after the overtime was worked, unless the Executive Director authorizes it to be taken later.

Accessibility Policy and Procedures

Approved 2011-08-27

Accessibility Policy

Ottawa Little Theatre (OLT) is established for the benefit of the entire Ottawa community to come together to create art, express ideas, be challenged, entertain and be entertained. The OLT is, accordingly, committed to making every reasonable effort to make its programs and services available to patrons, staff and volunteers who have physical, visual, verbal or auditory disabilities.

Ticket Purchasing

Over the phone

Patrons with a disability can contact OLT via telephone at 613-233-8948 Ext.1. Box office staff can access their information and sell tickets on the phone to be paid by the patron's credit card. The box office hours are posted on the front door of the theatre and on its website.

At our box office

Patrons can visit OLT's box office during open hours to be assisted by staff in person. The box office is accessible for patrons with a mobility disability through OLT's front doors at 400 King Edward Ave. Patrons can pay for their tickets with VISA, American Express, MasterCard, Interac or cash.

Patrons with a hearing or verbal disability can borrow a pen and paper from box office staff in order to write down their order for processing.

Online

Patrons can also contact OLT's box office on the internet via www.ottawalittletheatre.com in order to set up a personalized web account and make purchases online. This also requires a credit card for payment and is available 24 hours a day.

Attending the OLT

Traveling to the Theatre

Patrons who have a mobility disability can travel to OLT in any number of ways.

Para Transpo is a City service administered by OC Transpo. It will accept bookings to drop off and pick up patrons 6:30AM to midnight. Para Transpo can be reached at 613-244-1289 Monday to Friday from 8AM to 5PM. Bookings must be made at least one day before the performance attended.

Parking

The OLT does not have its own parking lot, however there are several parking options in the immediate area.

Two machine operated lots are located directly beside the theatre. Capital Parking, located behind the theatre on Besserer St. is at ground level. The Quality Hotel next door on King Edward has a multi-level indoor lot.

Entering the Theatre

Patrons with a mobility disability are invited to use the theatre's stage entrance at 235 Besserer St. This entrance provides step-free access to the OLT auditorium; it does not require the patron to use stairs. Para Transpo can drop them off at this entrance. Those who arrive in any other type vehicle are also invited to use this entrance.

At each regular OLT performance a staff member or volunteer is at the Besserer St. entrance to welcome them, take tickets, hand out programs and guide them to their seat. Patrons can ring the doorbell at that entrance in order to alert staff that they are there.

Support Persons

A patron with a disability can be accompanied by a support person and have access to the person while on the theatre premises. However, when a ticket is required for the admission of the person with a disability, an additional ticket is required for the support person. Notice of this requirement is to be given to the person with a disability before they purchase their ticket.

The OLT may require a patron to have a support person on the theatre premises if necessary to protect the health or safety of the patron or others on the premises.

Service Animals

An animal is a service animal for a person with a disability

- (a) if it is readily apparent that the animal is used by the person for reasons relating to his or her disability; or
- (b) if the person provides a letter from a physician or nurse confirming that the person requires the animal for reasons relating to the disability

For example, a guide dog for a blind person is a service animal.

A patron with a disability can be accompanied by a service animal on the theatre premises unless the animal is otherwise excluded by law from being on the premises. OLT staff or volunteers will lead the patron to their seat where the animal may sit on the floor in front of the patron. Staff will tell the patron whether the performance includes

any elements that may make the animal uncomfortable, for example, gun shots or flashing lights.

Using the Theatre – Patrons with a Mobility Disability

The floor of OLT's auditorium declines, so a set of ramps have been prepared for use by wheelchair patrons in order to provide maximum comfort and sight lines.

Six wheelchair seating locations have been established in compliance with the fire code on the far left and far right sides of the theatre (three on each side). These locations are directly across the aisle from the end of row. Every effort will be made to seat a support person for these patrons at the end of the adjacent row of seats depending on availability.

Wheelchair ramps are available immediately upon request to provide stable seating with good sightlines. The Front of House Manager will make sure the ramp is laid out by her/himself or a qualified staff member/volunteer and the patron is situated safely and comfortably upon it.

The OLT accommodates patrons who use other assistive devices for mobility as follows:

- Walkers can be used to get to the row in which the patron sits. Ushers then move the walkers out of the theatre auditorium and place them in the lobby at the nearest exit to the patron's seat, in a location that does not obstruct the fire exits. The patron's support person can retrieve the walker at intermission and at the end of the show, or if the patron is alone, the ushers will ensure the walkers are returned to the patron at intermission and at the end of the show.
- Canes can remain with the patron at their seat.

Near the Besserer St. entrance, there is a washroom designed to be accessible for patrons with a mobility disability. Front of House staff and volunteers can direct patrons to this washroom should the need arise.

Using the Theatre – Patrons with a Hearing Disability

For patrons with a hearing disability, OLT's main auditorium has hearing assistance devices for their use available at the theatre's coat-check booth. Use of the devices is free of charge, but patrons are required to leave a piece of ID with the coat-check attendant. Patrons may get the devices themselves or ask a staff member or volunteer to do so for them. The devices are available in two varieties. One is a standard set of headphones with an audio plug in device; the other is a transmitter worn around the neck, which will then transmit to the wearer's digital hearing aids.

Leaving the Theatre

At the end of the performance, it is the responsibility of the OLT Front of House Manager for the evening to wait with patrons with a mobility disability until their vehicles arrives to pick them up. The FOH Manager or volunteer assigned the task will

make sure the patron gets safely to their transportation before locking the doors for the evening.

Learning at OLT

OLT services and policies regarding patrons with any type of disability are also applicable to those attending Learning at OLT opportunities. However, some classes may involve activities having a visual, auditory or other component that is not suited to patrons with a disability. Also, some programs take place in the theatre's green room or rehearsal hall, which are not currently accessible to patrons who may be in a wheelchair or unable to use stairs, but whenever possible OLT will book such events into our lobby and/or auditorium to allow accessibility to as many patrons as possible.

Front of House Staff and Volunteers

The services and policies outlined above for patrons with any type of disability are also applicable to OLT's Front of House staff and volunteers with a disability. Although there is currently no access to the theatre's green room or rehearsal hall for those in a wheelchair or unable to use stairs, OLT will, whenever possible, assign Front of House volunteers or staff tasks that allow them to perform their duties within the accessible areas of the theatre such as the box office, upper and lower lobbies and auditorium.

Training

All OLT staff and volunteers are expected to implement this policy when dealing with persons with disabilities. Reading and discussing the policy is part of OLT's annual FOH/Box Office staff training, and a copy of the policy is sent in advance to all FOH volunteers along with the FOH Volunteer Guidelines. The FOH Manager is responsible for checking that all volunteers have read and understood the policy before their first shift at the theatre. OLT Staff and Volunteers are also asked to view the Ontario Government on-line instructional course entitled *Serve-Ability: Transforming Ontario's Customer Service*, which is available at <http://www.mcsc.gov.on.ca/mcsc/serve-ability/splash.html>.

Play Festival Honoraria Policy

Approved 2012-10-25

Purpose

1. The purpose of this policy is to provide direction on budgeting and paying honoraria for play festivals such as the Eastern Ontario Drama League One-Act Play Festival, EODL Spring Play Festival and the Theatre Ontario Festival.

Honoraria for Travel and Accommodation Expenses

2. The following will be paid as honoraria to defray the expenses of OLT volunteers who participate in drama festivals as part of an OLT production with the approval of the Board:
 - a) if the festival takes place within 175 km of the theatre, the cost of tickets to the festival awards event;
 - b) if the festival takes place more than 175 km, but less than 400 km from the theatre, \$100;
 - c) if the festival takes place more than 400 km from the theatre, \$120.
3. The Season Planning Committee will take into account the honoraria to be paid under this Policy when recommending a play to the Board to be approved as an OLT entry in a drama festival so as to ensure that the total of the honoraria to be paid does not exceed \$1,500.

Directors and Actors who are Members of Professional Performing Arts Associations (Policy)

Approved by the OLT Board 2012-10-25

Purpose

1. (1) The purpose of this policy is to clarify the terms on which members of Actors Equity and other professional performing arts associations may participate in OLT productions as directors or cast-members.

(2) This policy recognizes that the OLT is a volunteer-based theatre whose mission is to create the best in popular, entertaining, community theatre for enjoyment, participation and learning and, in particular, to provide a wide range of opportunities for volunteers to be involved in theatrical productions of the highest quality.

Participation of members of professional arts associations

2. Members of professional arts associations are welcome to participate in OLT productions as directors or cast-members on a volunteer basis, but the OLT will not pay them professional fees for doing so.

Application

3. This Policy applies in relation to all director-selection and casting decisions made in relation to productions in the 2013-14 Season or later.

The following resolutions and policies are on file in the Business Office:

Banking Resolution

Approved January 11, 2011

Severance Payment for Employees Policy

Approved May 28, 2003

Sybil Cooke Children's Playwriting Competition Resolution

Approved February 11, 2004

Appendix 3 – List of Reports and Returns

Income Tax, CPP and EI premiums – Accountant prepares monthly returns and remittance payments

HST Quarterly Return – Accountant prepares

Charities Return – Executive Director prepares for Treasurer’s signature, to be sent to CCRA by February 28

T4s for employees and send T-4 Summary to Revenue Canada – Accountant prepares by February 28

Workplace Safety and Insurance return – Accountant prepares for Treasurer’s signature, to be sent to the WSIB by April 30

Corporations Information Act return – ED prepares by August 27 and whenever a change in membership of the Board

Raffle Licence Return to City of Ottawa

Insurance inventories and renewals

- General liability and loss insurance (annual renewal in March)
- Umbrella liability (annual renewal in March)
- Automobile insurance for truck (annual renewal in November)
- Directors’ liability insurance (annual renewal in August)
- Abuse Liability Insurance (annual renewal in March)