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# TERMS OF REFERENCE

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**OTTAWA BLACK COALITION**



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## Ottawa Black Coalition - Terms of Reference

### 1.0 Mission

The Ottawa Black Coalition ("OBC") was established to deliver coordinated, action-oriented advocacy that drives meaningful outcomes for Ottawa's Black community. Recognizing that individual nonprofits often face funding limitations and restricted reach, OBC provides a unified platform to address and drive systemic challenges.

Our mission is to empower Black residents by fostering shared leadership, community-driven advocacy, and equitable access to resources that support social empowerment and holistic well-being. The Coalition aims to:

1. **Empower Communities:** Enhance the social, economic, and political capital of Black communities through collaboration, coordination and the sharing of resources.
2. **Advocate for Change:** Engage, educate, and advocate at the community, municipal, provincial, and federal levels on issues impacting the health and wellness of Ottawa's Black community.
3. **Support Member Organizations:** Provide training, resources, and a collaborative platform to enhance the capacity and effectiveness of Black-led non-profits.
4. **Promote Unity:** Foster a sense of solidarity and collective purpose among Black organizations, encouraging mutual support and shared success.
5. **Enhance Visibility:** Amplify the voices and impact of Black-led initiatives, ensuring that the contributions and needs of Black communities are recognized and addressed by larger stakeholders.

Together, through this alliance, we strive to build a resilient, engaged and thriving Black community in Ottawa.

### 1.1 Core Activities

The Ottawa Black Coalition is a formal network where member organizations collaborate to advocate for policy change, co-develop strategies, reduce duplication, and share knowledge and resources. Members actively contribute to joint initiatives through:

- Policy submissions and sign-on letters
- Press conferences
- Strategic planning sessions
- Message coordination and shared branding.

The Coalition's work is grounded in eight core pillars that shape its strategic direction and collective impact efforts:

1. Governance
2. Housing
3. Economic development
4. Health and Substance-use health outcomes
5. Children and youth development
6. Institutional practices & racial equity in the workplace
7. Education
8. Justice

See [Annex A](#) for definitions.

## 1.2 Guiding Principles

Conflict resolution within OBC is grounded in the following:

- **Ubuntu** – Recognizing shared humanity, dignity and community interdependence.
- **Restorative Justice** – Centering healing, accountability, and reintegration.
- **Collective Responsibility** – Actively involving impacted parties and community voices in the resolution process.
- **Elder Wisdom and Cultural Knowledge** – Valuing intergenerational insight and cultural grounding in addressing harm and rebuilding trust.

## 2.0 Membership

This section outlines the types, criteria, application process, and rights and responsibilities of Coalition members.

- Membership is granted on a one-time basis following approval and does not require annual renewal. Members are encouraged to notify the coalition of any changes to their organizational representation or contact information to ensure effective communication and engagement.
- Membership does not require the payment of dues or fees. Participation is based on shared commitment to the coalition's mission, values, and collaborative principles.

- Members may withdraw at any time by providing written notice to the Executive Director or Secretary. The Executive Committee may also review and address inactive membership in accordance with [Section 2.4](#).

## **2.1 Membership Types**

This subsection describes the three categories of membership available within the Coalition and the criteria for eligibility.

### **2.1.1 Full Membership**

Full Membership is available to non-profit organizations that:

- Are Black-led, Black-focused and Black-serving (B3)\*.
- Align with the mission and objectives of OBC.
- Actively participate and collaborate within the Coalition.

*\*Non-B3 organizations may also be considered for Full Membership if they:*

- Demonstrate ongoing collaboration with B3 organizations or networks
- Demonstrate a commitment to Black equity, anti-racism, or culturally responsive services (e.g., reflected in their mission, values, or strategic plans)
- Provide tangible financial or in-kind support to Black-focused initiatives
- Maintain inclusive governance structures or formal partnerships that intentionally centre Black leadership.

### **2.1.2 Supportive Membership**

Supportive Membership is open to individuals, organizations, or institutions that:

- Support the mission and objectives of the Ottawa Black Coalition
- Do not meet the criteria for Full Membership but wish to contribute to OBC's work
- Demonstrate a commitment to solidarity, learning, and collaboration in advancing racial equity and the empowerment of Black communities

Supportive Members may be invited to participate in working groups, events, or initiatives but do not hold decision-making power within the Coalition's governance structure.

### **2.1.3 Volunteer Membership**

Volunteer Membership is available to individuals who:

- Align with the mission and values of the Ottawa Black Coalition
- Are willing to contribute time, skills, or expertise in support of OBC programs, events, or operations
- Uphold the Coalition's principles of equity, collaboration, and accountability

Volunteer Members may serve in project-specific or ongoing roles and are eligible for recognition, training opportunities, and participation in volunteer-led initiatives.

## **2.2 Application Process**

Organizations and individuals seeking membership in the Ottawa Black Coalition must:

- Submit a completed membership application form, available upon request or through the Coalition's website
- Provide documentation confirming non-profit status (e.g., charitable registration or articles of incorporation), if applying for Full Membership
- Review and formally agree to OBC's Terms of Reference, including all relevant membership expectations and code of conduct policies

The Executive Director will lead the initial intake and review of applications, conduct follow-up as needed, and coordinate with the Executive Committee or Membership Committee for final approval. The review process may include a request for additional information or a follow-up meeting to ensure alignment with OBC's mission and values.

### **2.2.1 Decision and Notification**

Applicants will be notified in writing of the outcome of their application. Successful applicants will receive a formal welcome package, including relevant onboarding materials and access to Coalition resources.

### **2.2.2. Election of Executive Members**

- Executive Committee members are elected by a majority vote of full members at the Annual General Meeting (AGM) or a Special Meeting called for that purpose
- All full members in good standing are eligible to vote and to be nominated for Executive Committee roles
- Terms are two (2) years in length, with the option to serve up to two (2) consecutive terms in the same position
- The Executive Director will coordinate all election logistics, including:
  - Issuing the call for nominations and collecting candidate statements

- Distributing proxy or ballot information to the membership
- Managing vote tallying (in person or via secure online platform)
- In the event of a mid-term vacancy, the Executive Committee member may appoint an interim Executive Committee member to serve until the next AGM or election.

## 2.3 Member Rights and Responsibilities Tables

This section outlines the rights and responsibilities of Coalition members according to their membership type, ensuring transparency and clarity around participation and expectations.

### 2.3.1 Member Rights

<b>Rights</b>	<b>Full Members</b>	<b>Supportive Members</b>	<b>Volunteer Members</b>
Participate in OBC meetings, events and initiatives	✓ Yes	✓ Yes	✓ Yes
Vote on Coalition matters at general meetings	✓ Yes	✗ No	✗ No
Access Coalition resources, capacity-building tools and training	✓ Yes	✓ (limited)	✓ (project-specific)
Eligible to serve on the Executive Committee	✓ Yes	✗ No	✗ No
Receive regular updates and communications	✓ Yes	✓ Yes	✓ Yes

### 2.3.2 Member Responsibilities

<b>Rights</b>	<b>Full Members</b>	<b>Supportive Members</b>	<b>Volunteer Members</b>
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Actively participate in Coalition meetings and group initiatives	✓ Yes	Encouraged	As applicable
Promote and uphold OBC's mission, values, and objectives	✓ Yes	✓ Yes	✓ Yes
Maintain confidentiality and adhere to ethical conduct	✓ Yes	✓ Yes	✓ Yes
Collaborate respectfully and inclusively with other members	✓ Yes	✓ Yes	✓ Yes
Contribute time, expertise, or resources to Coalition activities	✓ Yes	Optional	As agreed

**Note:** Continued membership is contingent on fulfilling the responsibilities outlined above and complying with OBC's Terms of Reference.

## 2.4 Withdrawal and Termination of Member

This section outlines the procedures for voluntary withdrawal and termination of Coalition members in alignment with OBC's values of accountability and transparency.

### 2.4.1 Withdrawal

A member may withdraw from the Ottawa Black Coalition by providing written notice to the Executive Committee at least 30 days in advance. The Executive Director shall support the withdrawal process by coordinating communication, gathering relevant documentation, and confirming receipt of the withdrawal notice in writing.

### 2.4.2 Termination for Cause

**The Executive Committee reserves the right to terminate a member's affiliation with the Coalition for cause. Grounds for termination may include, but are not limited to:**

- Persistent non-compliance with the Terms of Reference
- Breach of confidentiality
- Failure to participate meaningfully in Coalition activities as required

- Harassment, discrimination, or conduct inconsistent with OBC's values
- Actions that may bring the Coalition into disrepute

The Executive Director, in coordination with the Executive Committee, shall ensure the member is notified in writing and given the opportunity to respond prior to a final decision.

## **2.5 Withdrawal and Termination of Executive Committee Member**

This section outlines conditions under which an Executive Committee Member may be removed from their position and the process that governs such actions.

### **2.5.1 Withdrawal**

- An Executive Committee Member may resign from their position by submitting written notice to the Chairperson and Executive Director at least 30 days in advance
- The resignation becomes effective upon receipt or a mutually agreed-upon date
- The Executive Director shall coordinate communication regarding the vacancy and update records accordingly.
- If necessary, the Executive Committee may appoint an interim member to fulfill the responsibilities until the next Annual General Meeting or a formal election is held.

### **2.5.2 Termination for Cause**

An Executive Committee Member (Board Member) may be removed from their role before the end of their term for cause, including but not limited to:

- Persistent non-compliance with the Terms of Reference or governance policies
- Breach of confidentiality, fiduciary responsibility, or conflict of interest policies
- Consistent failure to attend meetings or fulfill assigned duties, including missing three (3) consecutive meetings without valid reason
- Conduct that undermines the values, integrity, or reputation of OBC
- Harassment, discrimination, or other behaviour in conflict with OBC's mission and values
- Legal ineligibility to serve as an Executive Committee Member of a not-for-profit entity.

The Executive Director shall coordinate communication with the member throughout the review process and maintain a written record of all proceedings and decisions.

### **2.5.3 Review and Oversight**

The Executive Director and Chairperson shall jointly initiate a review of any concerns related to an Executive Committee Member's conduct or performance. If established, a Governance Committee may be consulted. If no such committee exists, a neutral subcommittee of at least two (2) uninvolved Executive Committee Members shall be appointed to review the matter and make a recommendation to the full Executive Committee. A formal Governance Committee may be established to oversee such matters on an ongoing basis.

### **2.5.4 Notice and Right to Respond**

The Executive Committee Member shall receive written notice outlining the reason(s) for proposed removal at least ten (10) business days in advance of the meeting where the decision will be considered. They will be given the opportunity to respond in writing and/or in person prior to a final vote.

### **2.5.5 Decision-Making Process**

Removal of an Executive Committee Member requires a resolution supported by at least two-thirds (2/3) of the remaining voting members of the Executive Committee present at a duly called meeting. The final decision will be documented and shared in writing with the affected individual.

## **2.6 Post-Termination Obligations**

Upon termination or withdrawal, the member must:

- Cease use of any OBC materials, branding, or confidential information
- Settle any outstanding obligations
- Return any Coalition -owned documents or materials in their possession

## **3.0 Governance**

This section outlines the governance structure, roles, responsibilities, and operations of the Executive Committee that oversees OBC's strategic direction.

### **3.1 Executive Committee Composition**

The Coalition is governed by an Executive Committee (herein the "Executive Committee"), composed of the following positions:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer
- Member-at-Large (*See qualifications in [Annex C](#)*)

Term Length: All Executive Committee positions are for a term of **two (2) years**. Members are eligible for re-election or reappointment, with no limit on the number of consecutive terms served.

### 3.2 Roles and Responsibilities

- **Chairperson:** Acts as the chief representative of the Coalition, handling external relations and championing the Coalition's mission and goals. The Chairperson provides strategic leadership and serves as a public spokesperson but does not oversee administrative meeting duties. They work in partnership with the Executive Director and Executive Committee to uphold the integrity of OBC's vision and values.
- **Vice-Chairperson:** Supports the Chairperson in fulfilling their representative and strategic leadership duties and assumes their role when necessary. May act as liaison between the Executive Committee and various subcommittees or task forces, ensuring alignment and collaboration across the Coalition.
- **Secretary:** Responsible for coordinating the administrative functions of the Executive Committee, including agenda preparation (in collaboration with the Executive Director), advance distribution of materials, and accurate minute-taking. Also manages official correspondence and ensures record-keeping practices are compliant with Coalition policies.
- **Treasurer:** Oversees the Coalition's financial affairs, including preparing and presenting financial statements, monitoring expenditures, supporting the budget development and ensuring financial compliance with legal and organizational requirements. Provides regular financial reports updates and contributes to long-term financial sustainability.
- **Executive Director (ED):** Manages day-to-day operations and coordinates the implementation of strategic priorities. Works with the Secretary to prepare agendas, supports meeting facilitation, and acts as a liaison between the Executive Committee, members, staff, and stakeholders. Ensures decisions of the Executive Committee are enacted and aligned with OBC's mission and values.

- **Executive Committee:** Provide leadership, insight, and support to governance and strategic initiatives. Executive Committee are expected to contribute to informed decision-making, participate in meetings, projects and advocacy efforts aligned with the Coalition’s mission. May be assigned specific portfolios or working groups.
- **Member-at-Large:** Provide leadership and support across strategic planning, policy development, and organizational oversight. Members-at-Large are expected to participate actively in board meetings, contribute to committees or working groups, and champion the mission, vision, and values of the Coalition in the community. They play a key role in monitoring strategic objectives, especially those related to racial equity, Black leadership, and systemic change. Members-at-Large must uphold OBC’s bylaws, maintain confidentiality, act in good faith, and avoid conflicts of interest in accordance with ONCA.

### 3.3 Centering Black Leadership in Governance and Accountability

To ensure accountability, equity, and long-term impact, organizations must establish and uphold governance structures and formal partnerships that centre Black leadership at all levels. This includes:

- **Representation with Authority:** Ensuring Black leaders are not only present but hold meaningful decision-making power within boards, advisory bodies, and executive roles. Representation must go beyond tokenism and reflect the lived experience, expertise, and vision of Black communities.
- **Inclusive Recruitment and Retention:** Embedding anti-racist and culturally affirming practices in the recruitment, onboarding, and support of Black leaders. This includes addressing systemic barriers to board participation and leadership advancement through mentorship, fair compensation (where applicable), and leadership development opportunities.
- **Formalized Community Partnerships:** Establishing formal agreements (e.g., MOUs, advisory roles, co-leadership models) with Black-led organizations and networks to inform strategic priorities, program design, and accountability frameworks. These partnerships should reflect shared power and mutual benefit.
- **Accountability to Community:** Implementing clear governance infrastructure to ensure accountability to Black communities being served. This may include community consultations, participatory evaluation, and transparent reporting on equity goals and progress.

- **Ongoing Learning and Reflection:** Committing boards and leadership bodies to continuous learning around anti-Black racism, equity, and cultural safety. This learning should be supported by training facilitated by individuals with lived experience. Such efforts create an environment where Black leadership can thrive without bearing the sole responsibility for equity work.

By centering Black leadership in governance and partnerships, organizations demonstrate a commitment to structural change, deepen their community impact, and contribute to more just, responsive, and resilient systems.

### **3.4 Executive Committee Meetings**

- ⌘ The Executive Committee shall meet at least quarterly, and no later than the 4th week following the end of each quarter unless mutually agreed upon by the Executive Committee.
- ⌘ The Executive Committee shall convene nine (9) regular meetings per year, excluding July, August, and December.
- ⌘ Adhoc meetings may be called at the discretion of the Chairperson or a majority of Executive Committee members.
- ⌘ Quorum for Executive Committee meetings is established when at least 60% of its members are present.
- ⌘ The Secretary shall take minutes at the Executive Committee meetings. Minutes shall be reviewed and approved at subsequent meetings and stored in accordance with the record-keeping practices of the Secretary's host organization or as otherwise directed by the Executive Committee

### **3.5 General Membership Meetings**

- ⌘ Annual General Meeting will be held annually.
- ⌘ Quorum for general membership meetings is established when at least fifty percent (50%) of Full Member organizations are represented.
- ⌘ Member organizations will send at least one representative to each annual general membership meeting and actively participate in the work of the Coalition.
- ⌘ Member organizations are expected to actively participate in the work of the Coalition.

### **3.5.1 AGM Planning and Coordination**

The Annual General Meeting (AGM) shall be organized by the Executive Committee, with coordination support from the Executive Director and the Secretary. Responsibilities include:

- ⌘ Preparing the agenda and required reports (e.g., financial summary, program updates, strategic plan)
- ⌘ Notifying all member organizations at least 30 days in advance
- ⌘ Facilitating quorum and attendance tracking
- ⌘ Ensuring meeting minutes and key decisions are recorded and archived

## **4.0 Decision-Making**

This section describes how decisions are made within the Coalition, including quorum requirements and voting thresholds for specific actions.

- ⌘ Once quorum is established, decisions shall be made by a simple majority vote of the members present at the meeting, unless otherwise specified in these Terms of Reference.
- ⌘ In the absence of quorum, no formal decisions may be ratified, and any discussions held shall be considered informational only.
- ⌘ The following decisions require a two-thirds ( $\frac{2}{3}$ ) majority vote of the eligible voting members present:
  - Amendments to the Terms of Reference (see [Section 14.0](#))
  - Removal of an Executive Committee member (see [Section 2.5](#))
  - Termination of a member (see [Section 2.4](#))
  - Dissolution of the Coalition (see [Section 15.0](#))
- ⌘ In the event of a tied vote, the Chairperson shall cast the deciding vote.

## **5.0 Code of Conduct**

This section sets expectations for how members conduct themselves in a way that reinforces trust, safety, and mutual respect within the Coalition.

Members of the Ottawa Black Coalition are expected to uphold the highest standards of ethics, accountability, and mutual respect. These expectations apply to all members, volunteers, and representatives participating in OBC activities.

- ⌘ Members shall adhere to ethical practices and respect the diversity, dignity and rights of all individuals
- ⌘ Harassment, discrimination, and any form of misconduct shall not be tolerated
- ⌘ Members shall act with integrity and transparency and in alignment with the Coalition 's values in all interactions and decision-making processes

### **5.1 Mutual Support**

In the spirit of collaboration, members shall make a good-faith effort to support one another's activities, initiatives, and goals. This support may include, but is not limited to:

- ⌘ Participating and/or collaborating in joint initiatives or events
- ⌘ Sharing relevant resources, knowledge, or expertise
- ⌘ Promoting other members' initiatives within their own networks and platforms

### **5.2 Intellectual Property Protection**

- ⌘ Each member retains ownership over their original intellectual property, including but not limited to, research, reports, programs, and proprietary methods. OBC shall respect and protect, to the best of its ability, the intellectual property rights of all members.
- ⌘ No member shall use, reproduce or claim ownership of another member's intellectual property without explicit permission.
- ⌘ In instances of collaborative work, ownership and usage rights shall be determined in advance by a separate written agreement between the involved parties.
- ⌘ When referencing or utilizing a member's intellectual property (with permission), proper attribution shall be given to the original creator or owner.

### **5.3 Confidentiality**

Confidential Information refers to any non-public information related to the business, operations, or management of OBC or its member organizations. This includes, but is not limited to, personnel records, financial data, partner information, service models, strategic plans, and marketing or development materials

- ⌘ Except as otherwise provided in this Agreement, the Confidential Information shall remain the exclusive property of the Coalition and its official members and may only be used by to advance the Coalition 's shared goals and objectives.

- ⌘ Members shall not revise, repurpose, reproduce or distribute any OBC products, resources or project materials without the express written approval of the Executive Committee.
- ⌘ Upon withdrawal, termination of membership, or dissolution of the Coalition, members shall return or securely destroy all confidential documents, records or media in their possession that contain or relate to proprietary information, trade secrets or shared intellectual property.

## **6.0 Conflict of Interest**

All members of the Ottawa Black Coalition (OBC), including Full Members, Supporting Members, and members of the Executive Committee, are expected to always act in the best interests of the Coalition.

A conflict of interest arises when a member's personal, financial, or professional interests may compromise, or appear to compromise, their ability to fulfil their responsibilities to the Coalition with impartiality.

### **6.1 Disclosure and Documentation**

- Members must disclose any actual, potential, or perceived conflicts of interest to the Executive Committee or Executive Director as soon as they become known.
- Disclosures must be made in writing and recorded in OBC's Conflict of Interest Log.
- All conflict disclosures, recusals, and related decisions shall be formally documented in meeting minutes.

### **6.2 Recusal Procedures**

- Members with a conflict shall recuse themselves from any related discussions, decisions, or votes and exit the room (physically or virtually) during those proceedings.
- In cases of significant conflict, the Executive Committee may recommend temporary suspension from deliberations on the matter.

### **6.3 Executive Committee Obligations**

- ⌘ Executive Committee members must remain fully accountable to OBC's conflict of interest policies while representing their respective organizations.

- ⌘ They are held to the same disclosure and recusal standards, particularly where personal interests or those of immediate family members may influence decision-making.
- ⌘ All recusals by Executive Committee members shall be recorded in the official meeting minutes to ensure transparency.

## **6.4 Oversight and Enforcement**

- The Executive Committee is responsible for reviewing disclosures and determining appropriate action.
- All conflict-of-interest matters will be addressed with fairness, transparency, and alignment with OBC's values of integrity, equity, and accountability.

## **7.0 Conflict Resolution**

The Coalition is committed to resolving conflict in a manner that is restorative, culturally grounded, and aligned with Afrocentric principles. Guided by the values of Ubuntu (shared humanity and interdependence), collective responsibility, and community healing, OBC emphasizes dialogue, mutual respect, and restoration over punitive measures. The Coalition also prioritizes the early identification and prevention of conflict through open communication, community dialogue, and trust-building practices.

### **7.1 Conflict Resolution Process**

The following section outlines OBC's tiered conflict resolution process, beginning with informal dialogue and escalating to formal review only when necessary.

#### **7.1.1 Informal Dialogue**

- Members are encouraged to resolve concerns through good-faith, informal dialogue whenever possible.
- Minor interpersonal or operational matters may involve the support of the Executive Director or a neutral representative, where appropriate.
- The goal at this stage is restoration of trust and understanding without formal intervention.

### **7.1.2 Facilitated Restorative Process**

- Where informal resolution is unsuccessful or the issue affects organizational integrity, OBC may initiate a restorative circle or mediation.
- These sessions will be led by a trained, culturally informed facilitator, and may include the involvement of community elders or cultural advisors.
- A Conflict Resolution Panel may be convened to guide the process if broader community input is needed.

### **7.1.3 Formal Escalation**

- If previous steps do not lead to resolution, or if the matter involves potential misconduct (e.g., breach of confidentiality, conflict of interest, or serious violations of the Terms of Reference), it shall be formally escalated to the Executive Committee.
- The Executive Director may assist as a liaison or support the process, but all formal decisions rest solely with the Executive Committee.
- The Executive Committee will undertake a confidential review, which may include:
  - Requesting written statements
  - Interviewing involved parties
  - Reviewing documentation or other relevant evidence

All participants will be treated with dignity, respect, and fairness throughout the process.

### **7.1.4 Optional Reconciliation Agreements**

In cases resolved through restorative dialogue, involved parties may co-develop a voluntary written reconciliation agreement, outlining key commitments, timelines, and steps to restore trust. These agreements support restoration rather than punishment and are intended to promote mutual understanding, healing, and accountability.

OBC may provide optional follow-up support after resolution to monitor progress, uphold commitments, and foster reintegration and relationship rebuilding where needed.

### **7.1.5 Role of Cultural Advisors and Elders**

Elders and cultural advisors may be invited to guide restorative processes, ensuring Afrocentric grounding, intergenerational wisdom, and community accountability.

## **7.2 Timeline and Resolution Process**

All relevant documentation gathered during the conflict resolution process will be treated as confidential and maintained in accordance with OBC's records management policy.

- All formal concerns will be acknowledged within ten (10) business days.
- A preliminary response will be provided within thirty (30) business days, unless an extension is warranted.
- All parties will be afforded the opportunity to participate in a respectful, timely, and equitable process.

## **7.3. Restorative Outcomes and Accountability Measures**

The goal of any resolution is to uphold community standards while fostering accountability, learning, and restoration. In cases where misconduct, such as harassment, discrimination, or abuse of authority, is substantiated, the Executive Committee may take appropriate action, including:

- Written warnings or formal notices
- Suspension or revocation of membership privileges
- Facilitated dialogue or restorative interventions
- Referral to legal counsel in cases of unlawful conduct or misuse of protected information

Suspension may be issued for moderate violations, with the opportunity for resolution. Membership termination will only occur in cases of serious or repeated misconduct.

## **7.4 Accountability, Rights, and Review**

- Members may request a review or appeal of a decision by submitting a written request to the Executive Committee.
- The Executive Committee may refer the matter to a neutral third party or an ad hoc panel of uninvolved Full Member representatives.
- No member will be penalized for raising concerns in good faith. Retaliation will be treated as misconduct.
- All decisions will be documented in writing and managed with fairness, confidentiality, and integrity, in alignment with OBC's records management policy.
- Records will be securely maintained by the Secretary (or designated Executive Committee member) for a minimum of five (5) years.

OBC will ensure that all parties involved in a conflict resolution process have equitable access to participate fully and safely, which may include interpretation, culturally appropriate support, or accompaniment.

### **7.5 Capacity Building: Conflict Resolution**

The Coalition is committed to building internal capacity in culturally responsive conflict resolution. The Coalition will provide ongoing training in the following areas to staff, members, and board directors:

- Afrocentric conflict resolution frameworks, including Ubuntu, collective accountability and cultural humility
- Restorative practices, such as facilitated dialogue and community-led mediation
- Trauma-informed communication and de-escalation strategies, with sensitivity to lived experiences
- Anti-racism and ethical leadership, to ensure conflict resolution upholds equity, dignity and justice

Training shall be offered at least annually, with additional opportunities made available as needs arise. The Executive Committee, in collaboration with the Executive Director, shall review and update training content to ensure relevance, cultural alignment, and responsiveness to emerging issues within the Coalition and broader community.

OBC may also engage external facilitators, community elders, or cultural advisors to support delivery and mentorship, reinforcing its commitment to community-grounded leadership and lifelong learning.

### **8.0 Communication**

This section describes the Coalition's approach to internal and external communication, including responsibilities of member organizations.

- ⌘ The Coalition is committed to maintaining open, transparent and timely communication with its members, funders and stakeholders.
- ⌘ Regular updates will be provided through newsletters, email correspondence and other appropriate channels to ensure consistent engagement and information sharing.
- ⌘ An Annual General Meeting (AGM) will be held to report on progress, address challenges, and outline future priorities. The timing of the AGM shall be determined

at the discretion of the Executive Committee, in alignment with OBC's planning, reporting, and fiscal responsibilities.

- ⌘ Member organizations are expected to:
  - Respond to Coalition communications in a timely and respectful manner
  - Keep the Coalition informed of relevant activities, events, or changes within their organization
  - Support Coalition visibility by sharing OBC initiatives within their networks and acknowledging OBC's role in collaborative work where appropriate
- ⌘ All Coalition communications shall reflect its values of equity, collaboration, transparency, and respect, and members are expected to uphold these values when representing the Coalition.

## **9.0 Funding**

This section details how the Coalition secures and manages financial resources to support its mission and programs.

- ⌘ The Coalition shall be funded through grants, contributions, and donations from government sources (federal, provincial, and municipal), as well as from foundations, corporations, and individual donors.
- ⌘ The Treasurer shall provide regular financial reports to the Executive Committee and the general membership, outlining the Coalition's financial status, income sources, and expenditures.

### **9.1 Financial Management**

- ⌘ All funds shall be managed in a manner that is transparent, accountable, and aligned with the Coalition's mission and financial policies and funding agreements.
- ⌘ The Coalition shall maintain accurate and up-to-date financial records in accordance with generally accepted accounting principles for nonprofit organizations in Ontario, using a simplified accounting approach appropriate to its size and reporting and regulatory requirements.
- ⌘ The Coalition shall undergo periodic financial reviews or audits, as determined and approved by the Executive Committee, in line with its fiduciary responsibility.
- ⌘ An annual operating budget shall be prepared by the Treasurer, in consultation with the Executive Director (if applicable), and submitted to the Executive Committee for

review and approval prior to the start of each fiscal year. Any significant amendments during the year must also be approved by the Executive Committee.

- ⌘ The fiscal year of the Coalition shall run from January 1 to December 31 each year.

## **10.0 Reporting and Accountability**

This section outlines the Coalition's commitment to transparency and describes key reporting practices, including the production of annual and mid-year reports.

- ⌘ The Coalition shall produce an annual report summarizing its activities, key achievements, and financial status, including a financial summary based on its year-end records and any completed financial review or audit.
- ⌘ The annual report will be shared with the membership and made available to funders and stakeholders, as appropriate, to support transparency and community trust.
- ⌘ The approved annual budget shall be presented to the general membership at the Annual General Meeting for information and transparency, alongside the Coalition's annual report and financial summary.
- ⌘ A mid-year update on program activities, financial status, and progress toward strategic goals shall be prepared by the Executive Director (if applicable) and presented to the Executive Committee. A summary of this update may be shared with the general membership to support continuous engagement and oversight.

## **11.0 Strategic Planning**

This section outlines the Coalition's annual planning cycle to establish strategic direction, organizational priorities, and measurable outcomes.

Strategic planning shall occur annually and align with the Coalition's fiscal year. The process will be led by the Executive Committee, with input from Full Member organizations, the Executive Director, and key stakeholders.

Planning activities will include:

- ⌘ Review of progress on prior goals and deliverables
- ⌘ Identification of emerging community needs and systemic gaps
- ⌘ Analysis of environmental, funding, and policy trends
- ⌘ Assessment of organizational strengths, risks, and capacity

The approved strategic priorities will guide program delivery, advocacy, funding applications, and evaluation for the year. A summary of the plan shall be shared with members and included in year-start communications.

## **12.0 Evaluation and Monitoring**

This section defines the approach for assessing the Coalition's impact and effectiveness through data collection, analysis, and shared learning.

The Coalition will establish and maintain clear mechanisms to evaluate the outcomes and impact of its programs, initiatives, and operations. Evaluation activities will align with the strategic plan and fiscal year to support continuous improvement and evidence-based decision-making.

Metrics and indicators will be developed collaboratively to track:

- ⌘ Program outcomes and community impact
- ⌘ Member engagement and Coalition 's effectiveness
- ⌘ Progress toward strategic priorities
- ⌘ Organizational health and capacity

Methods may include surveys, feedback forms, performance tracking, focus groups, and annual member check-ins. The Executive Committee, in collaboration with the Executive Director, will oversee evaluation efforts and ensure results are shared transparently. Key results and lessons learned will be summarized in the Annual Report to inform future planning, advocacy, and funding efforts.

## **13.0 Partnerships and Collaboration**

This section highlights the importance of collaboration with external stakeholders and outlines expectations for formal partnerships.

- ⌘ The Coalition will actively seek partnerships with community organizations, institutions, and stakeholders to strengthen collective impact and align efforts toward racial equity and Black community advancement.
- ⌘ Collaboration will be pursued to leverage expertise, amplify reach, and share resources, ensuring initiatives are community-informed and culturally responsive.
- ⌘ All formal partnerships shall be guided by mutual respect, shared goals, and clear expectations, which may be defined through letters of agreement or memoranda of understanding where appropriate.

## 14.0 Amendments

This section defines the process for proposing and adopting changes to the Terms of Reference.

- ⌘ Amendments to the Terms of Reference may be proposed by any Full Member and shall be considered only at AGM.
- ⌘ All proposed amendments must be submitted in writing to the Executive Committee at least 30 days prior to the AGM to allow for adequate review and distribution.
- ⌘ Amendments require a two-thirds ( $\frac{2}{3}$ ) majority vote of the Full Membership organizations present at the AGM to be adopted.
- ⌘ All adopted amendments shall be documented in the official meeting minutes and incorporated into the updated Terms of Reference version control table in [Annex D](#).
- ⌘ Unless otherwise specified in the motion, all approved amendments shall take immediate effect upon adoption.

## 15.0 Dissolution

This section outlines the process and responsibilities involved in dissolving the Coalition and distributing any remaining assets.

- ⌘ In the event the Ottawa Black Coalition (OBC) is dissolved, any remaining assets—after the payment of debts and liabilities—shall be distributed to one or more Black-led, Black-serving, and Black-focused (B3) non-profit organizations that align with the Coalition’s mission and values.
- ⌘ The Executive Committee shall be responsible for overseeing the dissolution process, including the settlement of accounts, notification of members and stakeholders, and the selection of recipient organizations.
- ⌘ If the Executive Committee is no longer active, the Executive Director shall assume responsibility for coordinating the dissolution process. If the Executive Director is unavailable or the position is vacant, a transitional dissolution committee composed of up to five (5) remaining Full Member representatives shall be formed to complete the process in accordance with the Coalition’s principles and any applicable legal requirements.
- ⌘ A formal record of dissolution, including the rationale and asset distribution decisions, shall be documented in the Coalition’s official records

## **16.0 Liability Limitation**

This section clarifies the limitations of liability for the Coalition and its members and describes mutual indemnification in the case of damages or misconduct.

- ⌘ Each member organization or individual is responsible for their own actions, decisions, and contributions while participating in Coalition activities.
- ⌘ The Coalition, its Executive Committee, Executive Director and staff shall not be held liable for any indirect, special, incidental, or consequential damages arising from participation in Coalition-related initiatives, meetings, or events.
- ⌘ Members agree to take responsibility for their own conduct and actions. They will not hold the Coalition, its Executive Committee, or staff liable for issues resulting from their own negligence or breach of the Terms of Reference.
- ⌘ This clause does not relieve any party of obligations arising from wilful misconduct or legal non-compliance.

## Annex A – Core Pillars Definition

The Coalition's work is grounded in eight core pillars that shape its strategic direction and collective impact efforts:

Governance	Advancing inclusive leadership, accountability, and equitable representation in decision-making structures.
Housing	Promoting access to safe, affordable, and culturally responsive housing solutions for Black communities.
Economic Development	Supporting Black entrepreneurship, workforce equity, and pathways to generational wealth.
Health & Substance Use Health Outcomes	Addressing disparities in physical, mental, and substance-use health through advocacy, education, and culturally grounded care.
Children and Youth Development	Fostering the success and well-being of Black children and youth through empowerment, mentorship, and access to supportive services.
Institutional Practices & Racial Equity in the Workplace	Challenging systemic barriers and promoting equitable practices across organizations, institutions, and employment settings.
Education	Advocating for inclusive, anti-racist education systems that affirm Black identity and improve academic outcomes.
Justice	Working toward transformative justice and systemic change to address the overrepresentation and inequitable treatment of Black individuals in the legal system.

## Annex B – Core Terms

Term	Definition
<b>AGM (Annual General Meeting)</b>	The annual meeting of all members to present reports, financial statements, and strategic updates, and to vote on major decisions.
<b>Black-Led, Black-Focused, and Black-Serving (B3)</b>	Organizations led by individuals of African descent, centering Black communities in their mission and programming, and primarily serving Black individuals or communities.
<b>Coalition</b>	The Ottawa Black Coalition and its member organizations collectively working to advance shared goals and priorities.
<b>Conflict of Interest</b>	A situation where a member’s personal, financial, or professional interests may compromise—or appear to compromise—their ability to act impartially within the Coalition.
<b>Confidential Information</b>	Non-public information related to the business, operations, or management of OBC or its members, including personnel, financial, strategic, or partner data.
<b>Executive Committee</b>	The governing body responsible for OBC’s strategic oversight, governance, and decision-making. Includes the Chairperson, Vice-Chairperson, Secretary, Treasurer, and additional elected members.
<b>Full Member</b>	A non-profit organization that meets OBC’s Full Membership criteria, including being B3 or demonstrating a strong commitment to Black equity. Full Members have voting rights and may serve on the Executive Committee.

<b>Member-at-Large</b>	A member of the Executive Committee (or board) who does not hold a specific officer role (like Chair, Secretary, or Treasurer) but still has voting rights and full responsibilities as a board member.
<b>Misconduct</b>	May include but is not limited to, breach of confidentiality, failure to uphold the Code of Conduct, consistent non-participation in Coalition duties, or behaviour that undermines the integrity of the Coalition.
<b>Quorum</b>	<p>The minimum number of members required for decisions to be valid:</p> <ul style="list-style-type: none"> <li>• Executive Committee: 60% of members</li> <li>• General Membership: 50% of Full Member organizations</li> </ul>
<b>Supportive Member</b>	An individual or organization that supports OBC's mission but does not meet Full Membership criteria. Supportive Members may engage in Coalition activities but do not have voting rights.
<b>Ubuntu</b>	<p>Ubuntu is a Southern African Nguni Bantu concept often translated as: "I am because we are." Or "A person is a person through other people."</p> <p>It emphasizes interconnectedness, compassion, mutual respect, and the inherent dignity of every person within the community.</p> <p>By adopting Ubuntu:</p> <ul style="list-style-type: none"> <li>• OBC sets a values-based standard for how members relate to one another.</li> <li>• Conflict becomes an opportunity to strengthen the community, not divide it.</li> </ul>

	<ul style="list-style-type: none"> <li>• The organization models transformational leadership that reflects its commitment to racial equity, dignity, and healing.</li> </ul>
<b>Volunteer Member</b>	An individual who contributes time, skills, or expertise to OBC initiatives. Volunteer Members align with OBC's mission and may serve in project-based or ongoing roles.

## Annex C – Member-at-Large Qualifications

- The OBC is committed to equity-informed governance and values a broad range of lived and learned experiences. Ideal candidates will bring some of the following:
- Deep connection to and understanding of Ottawa’s Black communities.
- Lived experience navigating systems impacted by anti-Black racism.
- Experience or interest in governance, advocacy, public policy, health, education, justice, economic development, or community development.
- Commitment to anti-oppressive, anti-racist, and inclusive practices.
- Strong interpersonal skills and willingness to work collaboratively.
- Experience with or interest in working with community-based coalitions and/or policy advocacy organizations.

## Annex D – Version Control

Revision Number	Date	Author(s) , Title	Brief Description of Change
1.0	09/04/2025	Toni Jacob, Executive Director - ACB	Initial Draft
1.1	09/05/2025	Bo Turpin, Executive Director - Upstream	Reviewed and Comments made
2.0	06/23/2025	Alyxia Hendricks, Executive Director - OBC	Major Changes: Format and Content update
2.1	06/25/2025	Maria Atigan, Program Manager - OBC	Reviewed: minor edits and comments included
2.3	07/08/2025	Bo Turpin, Executive Director - Upstream	Reviewed and Comments made
2.4	07/22/2025	Alyxia Hendricks, Executive Director - OBC	Accepted changes. Updated format for flow.
