



## Terms of Reference – Quadra Island Foundation Board Officers

### Board Chair

#### Description:

To provide leadership to the Board of Directors and to guide and manage its business to ensure that its desired outcomes are achieved, and its policies are carried out.

#### 1. INTRODUCTION

- a) The Board assumes responsibility for the stewardship of the organization and therefore has accountability for the management of the organization. Critical to meeting this accountability are the relationship between the Board and management, and the relationships among directors.
- b) The Chair, as the lead director, provides leadership in managing and guiding the work of the Board and coordinating its activities.
- c) The Chair works with the Chief Executive, manages the Board, and together with the Chief Executive fosters effective relations with persons the organization exists to serve.
- d) The Chair, while working closely with the Chief Executive, retains an independent perspective to best represent the interests of the organization, the communities it serves, and the Board.

#### 2. WORKING WITH MANAGEMENT

The Chair will:

- a) Act as a sounding Board and counselor for the Chief Executive, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships, and ensuring that the Chief Executive is aware of concerns of the Board and the communities the organization serves.
- b) Lead the Board in monitoring and evaluating the performance of the Chief Executive.
- c) Ensure that organizational strategy, plans, and performance are presented to the Board.
- d) Ensure that the Chief Executive presents management succession and development plans at least annually and implements them.
- e) Foster a constructive, harmonious, and independent relationship between the Board and management.
- f) Interpret Board policy to the Chief Executive when required and be the Board liaison with them.
- g) Keep the Chief Executive apprised of board and board committee actions and communications that will have an impact on the work of the staff and the organization.
- h) Ensure that the organizations and the boards Bylaws, Code of Conduct, Governing Principles, and Governance Policies are adhered to.

### **3. MANAGING THE BOARD**

The Chair will:

- a) Ensure that the Board has full governance of the organization's business and affairs and that the Board is alert to its obligations to the organization, to the communities or sectors it serves, to management, and under the law.
- b) Provide leadership to the Board; and assist the Board in reviewing and monitoring the strategy, policy and directions of the organization and the achievement of its objectives.
- c) Ensure that there is cohesion of direction and purpose at a policy and strategic level.
- d) Take an active role in guiding the development of the Board's annual workplan.
- e) Ensure that the organization has a current strategic plan and that this is reviewed annually.

- f) Ensure that the board has its own strategy and action plan (separate from that of the Chief Executive) for developing and maintaining effective relationships with key stakeholders of the organization.
- g) Encourage each director to contribute to deliberations, particularly in areas which call upon that director's unique skills, experience, and background.
- h) Take an active role in orienting new board members to the board and the organization.
- i) Facilitate deliberations of the Board in a manner that encourages the candid expression of each director's opinion and discourages any conduct or language that would reasonably be seen as intending to block the full expression of another director's views.
- j) Build consensus, develop teamwork, and resolve conflict within the Board.
- k) Ensure that board members fulfill their roles and responsibilities as directors and conduct themselves in accordance with the board's code of conduct and conflict of interest guidelines.
- l) Communicate with the Board to keep it up to date on all major developments, including timely discussion of potential developments, and direct management to ensure that the Board has sufficient knowledge to permit it to make major decisions when required.
- m) Implement effective processes for discussion and decision making at board meetings.
- n) Conduct an annual written survey of directors asking for a statement of preferences setting out which committee assignments would be sought, which would be acceptable, and which would be unwanted. This information will be considered but shall not necessarily be determinative of the committees to which a director may be appointed.
- o) Establish annually, in advance, the annual schedule of Board Meetings and coordinate fulfillment of the requirements set by the Bylaws, Governing Policies, and the Board Manual.
- p) Provide the Chief Executive with the agenda for each board meeting, along with the instruction to provide the board members with the information necessary to support the agenda items.
- q) Along with the Secretary, review minutes of Board meetings for accuracy and edit as appropriate.

- r) Provide appropriate guidance to all board committees and task forces and attend committee and task force meetings where appropriate.
- s) Ensure that Board meetings are conducted in an efficient, effective, and focused manner.
- t) Ensure that succession plans exist for the board directors and officers.

#### **4. MEETINGS AND FUNCTIONS**

The Chair will:

- a) Chair meetings of Members, the Annual General Meeting, and meetings of board Directors.
- b) In coordination with the Chief Executive, ensure that the organization's management and where applicable, the Board are appropriately represented at official functions and meetings.
- c) Be the chief spokesperson for the board; and along with the Chief Executive, if there is one, be co-spokesperson for the organization.
- d) Participation as a member of the Governance/Nominations Committee.
- e) Be a signing officer of the organization.

### **Terms of Reference - Vice-Chair**

#### **Description:**

In the absence of the Board Chair, the Vice Chair shall fulfill the duties of that office. In conjunction with the board, assist in governing the affairs of the organization in accordance with the constitution, bylaws, directives, policies established by the Board, and all applicable Acts and laws:

#### **Duties and Responsibilities:**

- Chair all Board meetings and General Meetings in the absence of the Chair.

- Assist the Chair in guiding and directing the work of committees and task forces committees.
- Ensure that the Board of Directors is monitoring tasks in assigned areas as the prerequisite to successful implementation of the board's work.
- Assist the Chair in ensuring that meetings are run effectively and productively
- A willingness and ability to consider serving as the Chair
- Be a Signing Officer for the organization.

## **Terms of Reference - Secretary**

### **Introduction:**

The Secretary plays a key role on the board as the person responsible for ensuring the documentation, maintenance and safeguarding of all the materials related to the governance of the organization.

The records and documentation that are the responsibility of the Secretary are the official board documents for legal purposes and for fulfilling the requirements of the Societies Act of BC.

It is important for the Secretary and the board to understand that the Chief Executive's work does not include doing the work of the board. While it is acceptable, and in some matters practical, to have various of the tasks that normally fall to the Secretary to be carried out by the Chief Executive, there are ones that should not be assigned or delegated. The responsibilities that should not be delegated or assigned and those that can be, are set out below.

### **Duties and Responsibilities to be fulfilled by the Secretary:**

- a) Ensure that official records of the board such as minutes, reports, correspondence, and statutory filing reports are maintained and where necessary submitted to requiring authorities except where the Chair or Treasurer will do so.
- b) Be a Signing Officer of the organization.

### **The Secretary is responsible and accountable for doing the following tasks:**

- Keeps lists of officers, Board Members, committees, and General Membership.

- Have hard copy or online access to board minutes at board meetings.
- Keeps record of Board attendance.
- Keeps and safely stores signed minutes of board and committee meetings including recording all motions and decisions of board meetings.
- Records all corrections to Board minutes and signs minutes to attest to their accuracy.
- Distributes copies of minutes to Board Members promptly after meetings.
- Conducts and keeps records of all Board correspondence.
- In the absence of the Chairperson and Vice-Chairperson, chairs Board meetings until the election of an alternate Chairperson.
- Orients the new Secretary.
- Ensure the safe keeping of all ballot and documents of the Society's board and board committees except those required to be kept by the Treasurer.

**Duties and Responsibilities that can be carried out by the Chief Executive:**

- Keeps copies of the organization's bylaws and the Board's policy statements.
- Notifies Board Members of meetings.
- Files the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry.
- Makes sure members are notified of General Meetings.
- Ensure the safe keeping of the common seal of the Society; and
- Ensures that arrangements are in place for the maintenance and safe keeping of the register of members

**Terms of Reference - Treasurer**

**Introduction:**

The Treasurer plays a key role on the board as the person responsible for educating the board regarding its legal and non-legal obligations, roles and responsibilities regarding its financial risk monitoring and oversight of the organization. This will require the Treasurer to be fully knowledgeable of not only the financial risk monitoring practices and requirements of effective governance and of the Societies Act, but also applicable tax acts and for ensuring that the board is educated on these matters. The Treasurer must also take the lead role in not only guiding the board in knowing the appropriate tools and methods to use in performing the financial risk monitoring and oversight, but also in requiring that the board is ensuring organizational

compliance with the Societies Act, Tax Act requirements and the auditor's annual recommendations regarding the financial operation and management of the organization.

As effective board governance involves not only the existence of good financial management and risk policies, the Treasurer must play a role in helping the board to identify areas where new financial policy is needed, where existing financial policy is ineffective and needs review and revision, and in helping to draft financial policies that will (1) assist the board with its directions to the Chief Executive; (2) assist the board with its monitoring and oversight role; and (3) provide the Chief Executive with clarity regarding the parameters within which she/he can operate regarding the financial operation of the organization as well as the board's expectations regarding risk assessment and management.

The board can, with the acceptance of the Treasurer, appoint her/him as the Chair of the board's Audit Committee and as the Chair of the Financial Risk Oversight and Monitoring Committee. This role will require the Treasurer to obtain terms of reference for the committees and to communicate to the Chief Executive the mandate for the committees, how they will operate and how, with respect to the audit, the Chief Executive's role will be limited to facilitating the auditor's access to the organization's financial data.

Additionally, the Treasurer is also responsible for assisting in governing the affairs of the organization in accordance with the constitution, bylaws, Societies Act, directives, and policies by the Board.

It is also important for the Treasurer and the board to understand that the roles and tasks associated with the financial operation/management and risk assessment and management of the organization are the responsibility of the Chief Executive and his/her staff and does not require the assistance or involvement of the Treasurer or the board. It is necessary that the Treasurer, the Board, and the Chief Executive realize that her/his work does not include doing board level work regarding the board's financial/risk monitoring and oversight roles and responsibilities. While it is acceptable, and in some matters practical, for the Treasurer to enlist the assistance of the Chief Executive with some tasks there are ones that should not be assigned or delegated.

The responsibilities that should not be delegated or assigned and those that can be, are set out below.

**Duties and Responsibilities to be fulfilled by the Treasurer:**

The Treasurer is responsible and accountable for doing the following tasks:

- a) Ensure that the board undertake an annual budget review and approval process prior to the beginning of the organization's fiscal year.

- b) Ensure that the board has and employs the appropriate knowledge, tools and methodology for monitoring organizational performance regarding financial operation/management and risk assessment.
- c) Guide the board in ensuring that the financial operations/management are in compliance with board policy and the approved annual budget.
- d) Educate the board and board directors on their legal and non-legal obligations, roles and responsibilities regarding the organization's financial operations/management, risk assessment and tax requirements.
- e) Educate or ensure that directors are provided with the financial knowledge they must have to read and approve financial statements provided by the Chief Executive
- f) Perform the lead role for the board in identifying areas where new financial or risk assessment policy is required and in drafting policy recommendations for board consideration and approval
- g) Chair the Audit Committee and work with its members to develop and present to the board a recommendation for the conduct of the annual audit
- h) Recommend the appointment of the accounting firm for the forthcoming year
- i) Present the audited financial statements to the Annual General Meeting.
- j) Chair the Financial Risk Oversight and Monitoring Committee.
- k) Be a Signing Officer for the organization.
- l) Ensure that all financial records, reports, and returns, including books of account, are kept and maintained as necessary to comply with the Society Act, the Income Tax Act, and the generally accepted accounting principles as required by the auditor.

**Duties and Responsibilities that can be carried out by the Chief Executive:**

- a) Prepare and present the annual budget for board approval
- b) Recommend any budget adjustments deemed advisable to ensure financial responsibility
- c) Keep the financial records, including books of account, necessary to comply with the Societies Act and the Income Tax Act and the generally accepted accounting principles as required by the auditor
- d) Present the financial statements to the board for monthly or quarterly board meetings
- e) Identify for the board, variances in the financial operations that are not in compliance with board policies,



## **Terms of Reference - Committee/Task Force Chairperson**

### **Description:**

This position and function are important to the successful achievement of the organizations vision and outcomes. The Chairperson is responsible for ensuring that an essential piece of work is done and done well. The person selected or chosen should have the skills to work effectively with a small group and be capable of achieving results.

### **Duties and responsibilities:**

- a) Convene and Chair committee/task force meetings.
- b) Recruit and orient volunteers for the committee/task force.
- c) Inform committee/task force members of mandate and terms of reference.
- d) Manage the work of the committee/task force.
- e) Prepare and submit committee/task force reports.
- f) Keep committee/task force members focused and involved.
- g) Liaise with the board or staff with respect to activities of the committee/task force.