



## **Governance Policies and Procedures**

<b>Policy Name:</b>	<b>Board Member Roles &amp; Responsibilities</b>
<b>Previous Policy Name:</b>	Board Member/Director Policy
<b>Policy Number:</b>	003
<b>Policy Type:</b>	Board Officer's Roles and Accountability
<b>Approval Date:</b>	July 29, 2022
<b>Date for Review:</b>	Every 3 Years

### **GENERAL:**

#### **Authority**

Subject to the By-Laws and Articles of the Federation, the Board of Directors is the legal authority and governing body of the CFLA-FCAB.

#### **Composition**

Subject to By-Laws and Articles of the Federation, in addition to the Chair, Vice-Chair, Secretary and Treasurer of CFLA-FCAB, the Board is comprised of members representing one or more member associations or constituencies. The Board may nominate such other Directors, as it deems appropriate.

### **PURPOSE:**

This policy ensures that Board members understand their authority, roles and responsibilities applicable for the duration of their term.

#### **Board Election & Term of Office**

Articles 31 to 34 of the By-Laws outline the Board composition, qualifications of Directors and term of office. The Corporation seeks nominations from the specified member associations and other areas well in advance of the Annual General Meeting (AGM). Directors are elected at the AGM for two-year terms and may be re-elected for one additional consecutive term. The representation outlined in the By-Laws identifies 11 Directors. As per the By-Laws, the Board may nominate such other Directors, as it deems appropriate to have a maximum of 15 Directors.

The Nominations Committee is responsible for the recommendation of a slate of Board Officers. Members of the Nominations Committee will be appointed by the Executive Committee and will be comprised of individuals with familiarity of the CFLA-FCAB Board who are not seeking a Board Officer position. All Board Officer positions must be voted in by the newly appointed Board of Directors at its first meeting following the Annual General Meeting.

#### **Vacancies**

Articles 35 and 36 of the By-Laws outline how vacancies can occur. Should a vacancy occur the Board will, after consulting with the relevant Member association(s), fill a vacancy by Board motion at a regular Board meeting. Such appointments will be valid until the next AGM.

For continuity purposes, it is expected that Board members will fulfill their 2-year term. As per

Article 33, provided a Director meets the qualifications for office set out in Article 32 on their election to office, if a Director ceases to maintain these qualifications while they are in office, this does not preclude such Director from serving the remainder of their term of office and the Director shall not be required to vacate office in such event. Should a Member association wish to change its Director during a 2-year term, the Director in question will notify CFLA-FCAB in writing as per Article 35.2. The Board may or may not fill a vacancy as per Article 36.

### **Accountability**

As a member of the Board, each Director acts in a position of trust for the overall membership of the Federation and is responsible for the effective governance of the organization. Board members are accountable for the CFLA-FCAB's performance in relation to its mission and strategic goals, and for the effective stewardship of financial and human resources.

### **RESPONSIBILITIES:**

Each Director has the responsibility to become informed on the Federation's matters, participates in the Board's deliberations, and makes decisions in matters of policy, finance, programs, personnel and advocacy. As a member of the Board, and to contribute to the collective achievement of the role of the Board, each individual Director shall exercise:

### **Accountability**

A Director shall be knowledgeable of the Membership to whom the Federation is accountable and shall appropriately take into account the interests of the Members when making decisions as a Director.

### **Communication**

Each Director is responsible for informing the association(s) they represent of important developments of the Federation. They will assist with recruitment of individuals for Federation committees and working groups.

### **Transparency & Confidentiality**

Generally, the business of the Federation is not confidential and information about its business and operations can be discussed with member associations. When confidential matters are identified, Board members will be required to maintain confidentiality. In all matters, Directors have a responsibility to ensure their communications about the Federation supports and enhances the spirit of collaboration, mutual respect and understanding.

### **By-laws and Policies**

A Director shall comply with the Federation by-laws and policies that are applicable to the board. In addition, a Director will help establish, review and monitor policies that direct the operations of the Federation.

**Time and Commitment**

A Director shall commit the time required to prepare for, and participate in, Board meetings. This includes reviewing meeting materials in advance of meetings, articulating different points of view, active listening, reading/reviewing meeting material in advance of meetings, respecting the view of others and supporting Board decisions once made.

**Contribution to Governance**

Directors are expected to make a contribution to the governance role of the Board through:

- Supporting and participating in the hiring, performance measurement and performance evaluation of CFLA staff.
- Establishing and reviewing the Federation's mission, vision and monitoring progress towards the goals of the Strategic Plan.
- Participating in the approval of the annual budget and monitoring of the financial performance of the Federation.
- Actively participating in Board self-evaluation.

**Past Executive Members**

After completing their term on the Executive, all past serving members will make themselves available within reason for the year following their term completion to the current Executive Committee to provide the Executive Committee, any and all corporate knowledge required to ensure that decisions are based upon sound and complete information. This advice is protected under board confidence and fiduciary duty.

**FIDUCIARY DUTY:****Definition**

Fiduciary duty requires Board Members to look after the best interest of the organization. Board Members are to stay objective, unselfish, responsible, honest, and trustworthy. Board Members act as stewards of public trust, always acting for the good of the organization, rather than for personal benefit. Reasonable care must be exercised in all decision making to ensure unnecessary risk is avoided for the Federation and that the Federation stays true to its mission.

**Fiduciary Responsibilities of CFLA-FCAB Board Members**

The following are areas where Board Members should exercise their fiduciary duties:

**Financial accountability:** Board Members act as trustees of the Federation's assets and must exercise due diligence to oversee that the Federation is well managed and that its financial situation remains sound. To fulfill this role, Board Members need to ensure:

- They undertake the necessary steps required to understand information that they may not initially comprehend. For example, understand basic financial terminology, are able to read financial statements and judge their soundness. Board members should have the

capacity to recognize warning signs that might indicate a change in the overall health of the Federation.

- There is overall alignment between the financial plan and the organization's core mission and strategic priorities.
- That the Federation is meeting guidelines and requirements set by the Membership and/or funders.
- There is a regular review of actual financial activity verses what has been budgeted
- That appropriate checks and balances are in place to prevent errors, fraud, and abuse.

**Overseeing Legal Obligations:** The Board of Directors is responsible for ensuring that any and all legislated requirements regarding financial reporting mechanisms are followed and that reports are completed and submitted on time.

**Organizational Reputation:** The success of CFLA-FCAB is strongly tied to its reputation and its positive relationships with its Members and other constituencies. The CFLA-FCAB Board of Directors needs to ensure its decisions and actions take into account those relationships. In an instance where Board decisions may be made that have the potential to undermine those relationships, Board members will need to look at ways to reduce the risk and limit negative impacts.