

Policy Example

**Policy
Number:**

002

Policy Name: *Board of Directors–Roles and Responsibilities*

Applies To: Board of Directors and Executive Director

Philosophy:

The Agency's vision is to end violence in society in all its forms. Its mission is to provide safe, secure, confidential emergency shelter and support services to women, with or without children, who are victims of family violence in any form.

As a trusted, dynamic organization devoted to the safety and well-being of women with children leaving domestic violence, we offer stability, hope and opportunity through emergency residential and community based support services which result in healthier families and stronger communities.

This project has been funded by Women and Gender Equality Canada



This Agency believes:

- Family violence is a community issue affecting all segments of our society
- Awareness of family violence issues needs to be strengthened in our community
- People deserve respect and have the right to live in a safe, nurturing environment
- Children have the right to be safe and protected
- People have the right to make choices and should be encouraged and supported to advocate for themselves
- In creating open, genuine, respectful and supportive working relationships between shelter-seekers, staff, board and volunteers
- As an agency we need to be cooperative in our collaborations and partnerships

This Agency Values:

- Open communication and constructive dissent
- Respectful, collaborative working relationships between staff, volunteers and participants
- Supporting staff to develop and maintain a healthy balance between work and self
- Creating and achieving clear, measurable goals which support The Agency's mandate
- Trained staff who establish supportive relationships that are strength-focused, goal oriented, self-reflective, growth, promoting and respectful of healthy boundaries in pursuit of best practices
- Accountability in all Agency activities

The Board of Directors sets and stewards The Agency's vision and mission and provides governance and leadership to the organization. In addition, individual Board Directors represent the organization within the community. Serving these critical functions, it is imperative that Directors uphold organizational values and the highest standards of integrity.

Rationale/Purpose:

The purpose of this policy is to outline the roles and responsibilities for the Board of Directors.

Policy Statement:

The Agency is incorporated as a non-profit organization and is governed by a diverse Board of Directors composed of community volunteers that includes representation of the community it serves. The Directors support The Agency's vision, mission and philosophy through effective governance.

The number and terms of office of the Board of Directors shall be implemented according to The Agency's By-laws noting the following:

- There is a maximum of nine (9) members on the Board
- Directors will serve a maximum of six (6) years on the Board
- While The Agency does not remunerate its directors, reasonable expenses incurred in the performance of their duties may be reimbursed according to the expenses policy.

The mandate of the Board of Directors is to:

a) Ensure that The Agency adheres to all laws and regulations including:

- Corporate and criminal law, employment law and environmental law
- Organizational constitution and by-laws

b) Safeguard and enhance the interests of The Agency and its shareholders including:

- Recruiting and selecting the Executive Director.
- Monitoring the performance of the Executive Director.
- Setting policies for continuous, effective and transparent Board functioning.
- Performing succession planning for Directors and key executive positions.
- Monitoring the financial performance of The Agency, including periodic assessment of internal controls.
- Setting and adhering to ethical standards for The Agency, and the Board itself.
- Allowing the Executive Director to be the official spokesperson for The Agency; although on occasion, the President or Vice President of The Board may release to the public authorized and official policies of The Agency.

c) Advise and assist the Executive Director in the direction of The Agency including::

- *Development and approval of The Agency's mission and strategies for achieving stated goals and objectives.*
- *Performance of periodic risk assessment related to the direction of The Agency.*
- *Approval of The Agency's plans including fund development/financing, new direction, partnership development, advocacy and administrative plans.*
- *In areas as requested by the President or the Executive Director.*

Within this framework, the Chair of the Board shall be responsible for the following duties:

- *Chairing meetings of the Board.*
- *Setting the agenda for Board meetings, with input from the Executive Director.*
- *Declaring decisions of the Board.*
- *Casting a deciding vote in cases where the Board decisions are tied.*
- *Reporting to the members on the activities of The Agency and its Board at the AGM.*
- *Ensuring that this policy is adhered to and that Board minutes reflect this adherence.*
- *Gaining Board consensus as to the needs of The Agency for directors and to plan for the succession of directors to the Board.*
- *Ensure that all directors have declared any conflicts of interest they may have and that these are recorded in camera.*
- *Ensure that all directors have signed an acknowledgement of The Agency Code of Ethics.*

Within this framework, the Secretary shall be responsible for the following duties:

- *Ensuring that board discussions and decisions which will put any director into a conflict of interest situation duly exclude the director affected.*
- *Faithfully recording the minutes of the AGM, Board of Directors meetings and Executive Committee meetings and ensuring that all directors duly receive a copy of the minutes.*

Within this framework, the Executive Director is responsible to the Board of Directors and shall:

- Manage the affairs of The Agency including development of the business plan, annual budgets as well as functions of hiring, managing and providing direction to staff.*
- Support the Board in its strategic planning, advocacy and fundraising activities including providing information requested by the Board to support decision-making.*
- Perform other duties as delegated by the Board of Directors.*
- Be the communication link between the staff and the Board of Directors.*

It is the responsibility of the Executive Director and the President to establish a relationship that enables the smooth functioning of both The Agency and its Board, including but not limited to the continuous clarification of responsibility, accountability and mandate relating to the various operations.

It is the responsibility of each individual Board member to perform their role as described in this policy and to respect the roles of others. As well, it is the responsibility of all directors to exercise their duty of care and their fiduciary duty to The Agency.

Definitions:

N/A

Procedures:

Directors' First Duties:

Immediately following the election of new and returning directors, orientation and reference material will be provided to the new directors. This material should include:

- Names and contact information for other directors and for the President
- Name and contact information for any staff board support
- The confidentiality and business conduct policies of the Centre
- Strategic, fundraising and other business plans
- Financial statements and budgets for the coming year(s)
- All Board policies
- The name of the external auditor
- Other information deemed appropriate by the Chair

Board Meetings:

Directors shall attend board meetings regularly and participate in committees as required. Notice of scheduled meetings of the Board of Directors shall be provided to all directors a minimum of ten (10) days prior to each meeting. Notice may be given by mail, e-mail or fax.

Regular meetings of the Board will be held at a minimum quarterly, or at other more frequent intervals set by the Board. Minutes will be taken and subsequently distributed to all directors.

The Board of Directors may hold meetings by telephone. The Board of Directors may approve matters without a meeting by means of each director signing a resolution.

Directors who miss more than three (3) consecutive Board meetings without explanation may be requested by the President to resign their seat.

Approvals:

Policy Created Date:

Policy Approved By:

Policy Approval Date:

Policy Revisions:

Policy Revised Date:

**Policy
Designate/overseen by:**

The Board Chair