Powell River Action Centre Society

Board Governance
Roles, Responsibilities, Committees, and Term Limits– 2024

Policy

Policy Title: ROLES, RESPONSIBILITIES, AND TERM LIMITS

Intent of the Policy: To make clear the role, duties, and authority of the society's directors.

Policy

Individual board members have no authority to act independently of the board except insofar as the bylaw or the board, by resolution, specifically mandates them to. This means, among other things that an individual board member cannot provide direction to the Executive Director/Manager or staff. The only legal authority to provide direction or require information is vested in the full board.

Each board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the fulfillment of the governance responsibilities outlined in Duties of the Board, board members must exercise due diligence, loyalty, and care in the performance of their duties. Each board member is responsible to exercise these duties as follows:

Duty of due diligence

- Be informed of the articles of incorporation, the legislation under which the society exists, and the society's bylaws, mission, values, code of conduct and policies as they pertain to the duties of a director.
- Keep generally informed about the activities of the society, the community issues that affect the society and general trends in the service sector in which the society operates.
- Attend board meetings regularly, serve on committees of the board and contribute from personal, professional and life experience to the work of the board.

Duty of loyalty

- Act with honesty and in good faith in what the director reasonably believes to be the best interests of the society.
- Maintain solidarity with fellow directors in support of a decision that

has been made in good faith, in a legally constituted meeting, by directors in reasonably full possession of the facts.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the society's by-laws and policies and statutory requirements.

Duty of care

- Exercise the same degree of care, diligence, and skill that a reasonable and prudent person would show in comparable circumstances. This may require a reasonable understanding of relevant legislation and jurisprudence.
- Offer personal perspectives and opinions on issues that are the subject of board discussion and decision.
- Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the board.
- Ask for a review of a decision, if the director has reasonable grounds to believe that the board acted without full information or in a manner inconsistent with its fiduciary obligations; if still not satisfied after such review, ask that the matter be placed before the membership or appointing body.
- Work cooperatively with the staff of the society on committees or task forces of the board.
- Know and respect the distinction in the roles of board and staff consistent with the principles underlying approved governance policies.

Term Limits and Election Process

- The Powell River Action Centre Society will not set limits on the number of times a person may be elected to the board, except those limits legislated at a provincial or federal level.

- Terms are one year beginning from election at the Annual General Meeting.

- Directors will be duly elected each year by the membership at the Annual General Meeting.

Executive Roles

- The board shall elect a Chair/President, Vice-Chair/Vice-President, Secretary and Treasurer from amongst its members at the first

meeting past the AGM.

- The roles of the Executive are as follows:

Chair/President

- Oversee board and executive committee meetings.
- Work in partnership with the Executive Director/Manager to make sure board resolutions are carried out.
- Call special meetings if necessary.
- Appoint all committee chairs and, with the Executive Director/Manager, recommend who will serve on committees.
- Assist Executive Director/Manager and Board Secretary in preparing board meeting agendas.
- Assist Executive Director/Manager in conducting new board member orientation.
- Oversee succession planning and search for new Executive Director/Manager.
- Coordinate Executive Director/Manager annual performance review.
- Work with the governance committee to recruit new board members.
- Act as an alternate spokesperson for the organization second to the Executive Director/Manager.
- Periodically consult with board members on their roles and help them assess their performance.

Vice Chair/Vice President

- Attend all board meetings.
- Serve on the executive committee if one exists.
- Carry out special assignments as requested by the board chair.

- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

- Participate as a vital part of the board leadership.

Secretary

- Attend all board meetings.

- Serve on the executive committee if one exists.

- Ensure the safety and accuracy of all board records.

- Take board meeting minutes or review minutes if that task is assigned to a staff member.

- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair.

- Provide notice of meetings of the board and/or of a committee when such notice is required.

Treasurer

- Attend all board meetings.

- Understand financial accounting for non-profit organizations.

- Serve as the co-chair of the finance committee with the Executive Director/Manager.

- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.

- Work with the Executive Director/Manager and the Society Accounting Firm to ensure that appropriate financial reports are made available to the board on a timely basis.

- Work with the Executive Director/Manager to prepare and present the annual budget to the board for approval.

- Review the annual audit/review engagement and answer board members' questions about the audit/review engagement.

- (note: Read Only financial statements are not acceptable, at the minimum a review engagement is necessary accounting for the organization).

Responsibilities of Individual Board Members

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Inform others about the organization. Advocate for the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up to date on developments in the organization's field.
- Follow conflict of interest and confidentiality policies.
- Refrain from making special requests of the staff.
- Assist the board in carrying out its fiduciary responsibilities such as reviewing the organization's financial statements.

Board Committees

The board of directors shall strike committees and appoint members to these committees. A minimum of 2 persons shall be on any given committee. At least one board member shall be on each committee along with the PRAC Food Bank Manager. It is the duty of committees to make advisory recommendations to the whole board.

PRAC Food Bank Committees that will be struck each year shall be at a minimum:

- Governance Committee.
    - Can include the Policy Committee

- Finance Committee – The treasurer of the board must sit on this committee.
- Fundraising Committee.
- Health and Safety Committee.