



Duties of Board Officers

Revised November 3, 2008 at the direction of the Governance Committee

Chairman¹

1. The board chair receives his/her authority by the election of the board of directors.
2. The board chair is authorized by the board to provide the leadership of the process of governance.
3. The board shall provide the board chair with the resources required for that process.
4. The limitations of the board chair shall be restricted as follows:
 - a. Taking any action not authorized by the board of directors.
 - b. Directing the decision-making process toward a specific outcome.
 - c. Giving management direction to the Executive Director or his/her staff.
 - d. Causing or allowing the board of directors to be in violation of the limitations of its authority.
 - e. Preventing any proposal from any director from being considered.
5. Duties of the Board Chair are:
 - a. Lead the governance process, including the preparation of the agenda, ensuring the flow of relevant governance information to the board of directors and chairing the meetings of the board.
 - b. Lead the process of designing and maintaining board structure and process.
 - c. Ensure the process of strategic leadership is initiated and continued.
 - d. Lead in the process of delegating authority and responsibility to the Executive Director.
 - e. Lead in the process of board accountability, including an evaluation of the strategic results, the annual review of the performance of the board, the individual directors, the Executive Director, and a process of evaluation of the board chair.
 - f. Ensure that all decisions are documented accurately in minutes, policies, and other documents.
 - g. Ensure that the requirements of the board's accountability to civil government and the stakeholders are met.
 - h. Act as the official spokesperson on behalf of the Board of Directors to the stakeholders and the public.

¹ Adapted from Governance Matters by Les Stahlke with Jennifer Loughlin, 2003. Page336

Vice-Chairman²

1. The vice-chair receives his/her authority by the election of the board of directors.
2. While serving as acting board chair, the vice-chair shall function within the board chair/board relationship description.
3. The vice chair may become the acting board chair at the request of the board chair or the board itself.
4. The duration of service of an acting board chair shall be determined at the time of the appointment.
5. While serving as acting board chair, the vice-chair is subject to the limitations of authority for the board chair.
6. While serving as acting board chair, the vice-chair carries the responsibilities of the board chair.
7. When not serving as acting board chair, the vice-chair shall assist and support the board chair in accomplishing his/her tasks.

Secretary³

1. The secretary of the board of directors receives his/her authority by the election of the board of directors. The board secretary shall be elected from among the members of the board.
2. The board secretary is authorized by the board to record the actions and decisions of the board in the official minutes of the board.
3. The board shall provide the board secretary with the material resources required to fulfill his/her duties, including the authorization to appoint a recording secretary for the purpose of taking minutes during board meetings, and carrying out other duties as may be required.
4. The board secretary shall supervise the recording of minutes, notes, and action lists at board meetings.

² Ibid.

³ Ibid.

5. Make sure that all decisions are documented accurately in minutes, policies, and other documents.
6. Ensure the distribution of minutes, documents and notices of meetings to the board members in a timely manner.
7. Ensure the distribution documents and notice of the Annual General meeting in a timely fashion to society members.
8. Ensure that the board's expectations of the board secretary are fulfilled.

Treasurer

1. The treasurer of the board of directors receives his/her authority by the election of the board of directors. The board treasurer shall be elected from among the members of the board.
2. The treasurer shall ensure that financial records that meet professional standards are kept and maintained by the Manager of Finance.
3. The treasurer shall review financial reports prepared by the Manager of Finance to ensure that the scope of information contained in the report is adequate to inform the board (and society members) on the financial condition of the society.
4. The treasurer shall ensure that all board decisions involving financial matters are supported by sufficient information for the board members to meet their fiduciary responsibility.
5. The treasurer shall review the annual budget with operational management and be prepared to recommend its approval by the board of directors.
6. In keeping with the principal of ensuring the arms length relationship between governance and management, the treasurer shall not require changes to the operational financial systems, without approval of the board of directors.