

## **O’Keefe Ranch and Interior Heritage Society POLICY 2.03**

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[Governance policies 2.01 to 2.06 approved in principle subject to editing March 27, 2018](#)  
[Governance policy 2.03 approved May 24, 2018](#)

### **1 POLICY**

- 1.01 The Board of Directors provides oversight to the Management Team and will not provide direction to staff except through the President.
- 1.02 The President of the Board of Directors, or his or her designate shall act as the official spokesperson for the organization.
- 1.03 The Management Team is responsible to the Board of Directors. They shall:
  - (a) Manage the affairs of the organization including development of the business plan, annual budgets, hiring and management of staff.
  - (b) Support the board in its strategic planning, advocacy and fundraising activities.
  - (c) Perform other duties as delegated by the Board of Directors.
- 1.04 The Management Team shall make all information requested by the board available at the earliest opportunity.
- 1.05 The mandate of the Board of Directors is to:
  - (a) Safeguard and enhance the interests of the organization and its shareholders by:
    - (i) Recruiting and selecting the Management Team
    - (ii) Monitoring the performance of the Management Team
    - (iii) Replacing the Management Team members where warranted
    - (iv) Setting policies for the continuous effective and transparent functioning of the board
    - (v) Performing succession planning for directors and key executive positions
    - (vi) Monitoring the financial performance of the organization, including periodic assessment of internal controls
    - (vii) Setting and adhering to ethical standards for the organization including the board itself
    - (viii) Reporting periodically to the members regarding its activities and the condition of the organization
  - (b) Ensure that the organization adheres to all laws, regulations and the articles of incorporation including:
    - (i) Corporate and criminal law
    - (ii) Employment law
    - (iii) Environmental law
    - (iv) Organizational bylaws
  - (c) Advise and assist the Management Team in the direction of the organization including:
    - (i) Development and approval of the organization’s mission
    - (ii) Development and approval of the organization’s long-term goals and objectives
    - (iii) Development and approval of the organization’s long-term strategies for achieving goals and objectives

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- (iv) Performance of periodic risk assessment related to the direction of the organization
    - (v) Approval of the organization's business plans including fund development/financing, new direction, partnership development, advocacy and administrative plans
  - (d) Advise and assist the Management Team in other areas as requested by the President
- 1.06 The President shall be responsible for the following duties:
- (a) Chairing meetings of the board.
  - (b) Chairing meetings of the executive committee.
  - (c) Setting the agenda for meetings of both the board and executive committee.
  - (d) Declaring decisions of the board.
  - (e) Reporting to the members on the activities of the organization and its board at the AGM.
- 1.07 The Secretary of the board shall be responsible for the following duties:
- (a) Scheduling and providing due notice to all directors of scheduled board meetings.
  - (b) Maintaining up-to-date confidential records of all directors' declared conflicts of interest.
  - (c) Ensuring that board discussions and decisions which will put any director into a conflict of interest situation duly exclude the director affected.
  - (d) 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.
  - (e) Acting as a resource for the Board of Directors regarding compliance with laws and regulations, bylaws, board policies and *Robert's Rules of Order*.
- 1.08 The role of the Treasurer is to function as the chief financial officer of the organization, overseeing the development of budgets, financing plans, charitable returns and financial reports related to the operation of the organization, and recommending these plans and reports to the board.
- 1.09 Directors are accountable to the members of the organization for ensuring that it is effectively governed in accordance with their mandate. Directors will exercise their office in a manner that fulfils their fiduciary and other duties.
- 1.10 Directors will attend board meetings regularly and participate in such committee work as required.
- 1.11 Notice of scheduled meetings of the Board of Directors will be provided to all directors a minimum of one week prior to each meeting, although meetings will generally be scheduled at least one month in advance. Notice will generally be by email, but may be given by mail or fax.

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1.12 Directors who miss more than one third of scheduled board meetings in the course of any year may be asked to resign by the President of the board.

1.13 The organization does not remunerate its directors, but will reimburse for reasonable expenses incurred in the performance of their duties according to the expenses policy.

### **2 PURPOSE**

2.01 The purpose of this Statement of Policy and Procedure is to articulate the accountabilities of directors and executive officers.

### **3 SCOPE**

3.01 This policy applies to the directors, including executive officers who are directors, as well as the President.

### **4 RESPONSIBILITY**

4.01 It is the responsibility of the President to ensure that this policy is adhered to and that board minutes reflect this adherence.

4.02 It is the responsibility of the President to gain board consensus as to the needs of the organization for directors and to plan for the succession of directors to the board.

4.03 It is the responsibility of the President to delineate the board’s mandate and role to the directors.

4.04 It is the responsibility of each individual on the board to perform his or her role as described in this policy and to respect the roles of others.

4.05 It is the responsibility of the Management Team and the Chair to establish a relationship that enables the smooth functioning of both the organization and its board, including but not limited to the continuous clarification of responsibility, accountability and mandate relating to the various operations.

4.06 It is the responsibility of the President to ensure that all directors have declared any conflicts of interest they may have and that these are recorded *in camera*.

4.07 It is the responsibility of the President to ensure that all directors have signed an acknowledgement of the organization’s code of ethics.

4.08 It is the responsibility of all directors to exercise their duty of care and their fiduciary duty to the organization.

4.09 It is the responsibility of the executive officers to fulfil their duties as described and in

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the best interests of the members and of the organization.

### 5 DEFINITIONS

5.01 “**Director**” refers to an individual elected to sit on the Board of Directors of the organization, also sometimes referred to as a member of the board.

5.02 “**In Camera**” refers to meetings of the board or various committees of the board from which management observers and/or certain directors are excluded.

### 6 REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE

SPP NP 2.01 – Board of Directors

SPP NP 2.02 – Board Processes

SPP NP 2.04 – Ethics

*Finance and Accounting PolicyPro Volume II — Corporate Governance*

SPP GV 1.10 – Ethics and Business Conduct

### 7 PROCEDURES

#### 7.01 Directors’ First Duties

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

- (i) Names and contact information for other directors and for the Chair
- (ii) Name and contact information for any staff board support
- (iii) The confidentiality and business conduct policies of the organization
- (iv) Strategic, fundraising and other business plans
- (v) Financial statements and budgets for the coming year(s)
- (vi) All board policies
- (vii) The name of the external auditor
- (viii) Other information deemed appropriate by the President

(b) Before a board member can assume his or her duties, a declaration of any known conflicts of interest must be made to the President.

(c) New directors are also expected to sign a personal acknowledgement of the organization’s code of ethics before they can assume their new duties.

#### 7.02 Board Meetings

(a) Regular meetings of the Board of Directors shall be held at a minimum monthly, or at other more frequent intervals set by the board. Minutes shall be taken and subsequently distributed by the Secretary.

(b) The Board of Directors may hold meetings ~~by telephone.~~

(c) The Board of Directors may approve matters without a meeting by means of each director signing a resolution.