

### **Purpose**

A Community Futures Board of Directors provides overall strategic leadership and direction to the organization. The board is accountable to the community, the organization, funders and the law. As such, board members are responsible for establishing and maintaining corporate standards that are compatible with the values and expectations of the people who live in the communities they serve.

As stewards of public funds, Community Futures board members fulfill a fiduciary duty. They act ethically with loyalty and good faith for the benefit of the organization. They look after the governance of the organization, and safeguard its mission and sustainability.

### **Responsibilities**

- a) function as a team and speak with one voice
- b) hire, support and evaluate the General Manager
- c) lead by defining the mission and establishing clear and measurable ends
- d) govern by developing policy and monitoring compliance
- e) approve the budget and ensure adequate resources for operational needs
- f) monitor the overall performance of the organization
- g) advocate for the organization in the community
- h) listen to and represent the community and clients

### **Procedures**

- a) Although a board member may be drawn from a specific region or interest group, board members must represent the interest of the whole organization.
- b) Board members are expected to attend all board meetings and will be apprised of and be prepared to commit sufficient time and energy to attend board business.
- c) The General Manager is responsible to the entire board of directors, consequently no board member, officer or committee has authority over the General Manager unless specifically delegated that authority by the board.
- d) If a board member has a concern about the performance of the General Manager or any staff member they will bring that concern directly to the GM or to the board chair or the board as a whole. Board members will refrain from soliciting opinions from staff on the performance of the GM unless part of a board approved evaluation or investigation process. Any complaint by a staff person to a board member regarding the performance of the GM must be brought to the attention of the GM. If of a nature that may require board action it should be brought and the Chair.
- e) Board members may not attempt to exercise individual authority or undue influence over the organization.
- f) Board members will be informed of, and abide by, the conflict of interest guidelines contained in the bylaws and any subsequent board policy.

- g) Board members shall maintain the confidentiality of the details and any dynamics of board discussion, as well as those items designated as confidential. Board members will be informed of and abide by the confidentiality policy of the board.
- h) Board members will treat the opinions of staff and other board members with respect even if in disagreement and will foster an atmosphere where all members can speak freely.
- i) Board members will fully express their own opinions on matters brought before the board at board meetings rather than holding back and raising concerns outside of board meetings.
- j) Regardless of their personal viewpoint, board members will not speak against or in any way undermine board solidarity once a board decision has been made.
- k) One of the principle roles of board members is to be a liaison with the community.

**Code of Conduct: Board Members (CFSW Policy Manual)**

The Board will establish and approve a Board Members Code of Conduct to be signed by each Board Member which at a minimum shall include;

- a) The Board expects ethical and businesslike conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Directors.
- b) Directors must represent un-conflicted loyalty to the interests of the CFSW mandate. This accountability supersedes any conflicting loyalties to advocacy, special interest groups, and membership on other Boards or staffs. This accountability also supersedes the personal interest of any Director acting as an individual consumer of the organization's programs and services.
- c) Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any Director and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
- d) Upon becoming a member of the Board of Directors, each Director shall sign the Board of Directors' Code of Conduct and recommit to the Code by re-signing annually. In the event of any conflict between the provisions of the Code of Conduct and the provisions under any other applicable provincial legislation, the provisions under applicable provincial legislation shall govern.

### **Specific Responsibilities of the Directors**

- a) Review materials and meet for orientation when first elected to the board
- b) Participate regularly at board meetings and advise the chair when unable to attend
- c) Participate on at least one board committee if needed
- d) Actively help the board reach group decisions
- e) Listen to and evaluate other opinions with an open mind
- f) Become familiar with the organization's bylaws, policies, vision, mission and end results
- g) Read board reports and become aware of the organization's activities
- h) Monitor board level financial reports
- i) Evaluate the performance of the Board
- j) Become aware of changing needs in the community
- k) Be committed to fair, open and transparent processes

### **Qualifications of Directors**

- a) commitment to the mission of the organization
- b) respectfulness and the ability to work with others
- c) time to serve on the Board and committees
- d) specific expertise relating to the organization's mandate
- e) knowledge of the community and the people served
- f) ability to express a community point of view to the Board
- g) ability to advocate and represent the organization to the community

### **Time Commitment Required**

- a) one year term with opportunity for ongoing renewal, to a term no greater than 9 consecutive years.
- b) willingness to serve on at least one Board committee and participate in committee meetings
- c) attend the annual general meeting and any special general meeting of the members
- d) attend at least 75% of the regularly scheduled Board meetings and the annual planning meetings
- e) if more than three consecutive meetings are missed by a Board member a discussion will be initiated by the Board Chair regarding the ongoing interest and ability to continue as a Board member

### **Role of the Chair**

The role of the Chair *is to lead the board in its decision making process and help ensure that* the Board behaves lawfully and in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. The Chair also takes a leadership role in ensuring that the Board agenda and discussion are focused on the issues that fit within the role of the board and that future needs are anticipated. Consequently the Chair shall:

- a) Become and remain thoroughly informed of the organization's constitution, bylaws, governance policies, programs and history.
- b) Preside at Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing, etc.) and ensure the board's code of conduct is maintained at board meetings.
- c) *Ensure that board meeting rules* are observed as required and that deliberations are timely, fair, orderly and thorough.
- d) Ensure agendas *are prepared* and all necessary information and reports for meetings are sent in a timely fashion prior to Board meetings.
- e) Ensure that board discussions focus on direction setting and policy and not administrative issues.
- f) Be a member of and chair the Executive Committee.
- g) Preside at the general meetings of the society.
- h) Take the initiative to ensure board approved candidates are available to fill committee chair positions.
- i) Support the planning for the Annual General Meetings and other general meetings of the Corporation.
- j) Take a leadership role in representing the board to outside parties, and allow the GM to take the lead with respect to representing the organization on operational matters.
- k) Check with the GM to confirm that Board liability insurance is in effect at all times and that the board is advised of insurance arrangements.

**Role of the Vice Chair**

- a) Act on behalf of the Chair in his/her absence or if the chair is unable or unwilling to act.
- b) Participate on the Executive Committee.
- c) Is available to the General Manager or the Board for conflict resolution purposes if the conflict is with the Chair or the Chair is absent.

**Role of the Treasurer**

- a) Participate in the development of the budget *if requested* by the GM and review budgets in detail prior to presentation to the board for approval.
- b) Review the financial reports and present them at board meetings and Annual General Meetings.
- c) May investigate specific financial transactions, procedures or practices of the organization, on his/her own initiative if circumstances warrant it, or at the request of the Board.
- d) Work collaboratively with the GM to identify candidates for auditor and ensure that a board approved candidate is presented for approval at annual general meetings.
- e) Develop board approved terms of reference for the Auditor in collaboration with the Auditor and finance committee.
- f) Review the Auditor's financial report and management letter and present findings to the finance committee and the board. Present the Auditor's report at the Annual General Meeting and move its approval.
- g) Participate in the development of financial policy and procedure in collaboration with the GM and the finance committee.
- h) Participate as a member of the Executive Committee and chair the Finance Committee if separate from the Executive Committee.

## **Role of the Committee Members**

### **Human Resources Member Committee –**

- a) Support the board in hiring the General Manager.
- b) Support the GM in hiring additional staff.
- c) Review and be included in decisions for raises, benefits, bonuses, and all financial aspects to the HR responsibilities.
- d) Be support for any and all concerns brought forth from the board members of CFSW and staff in regards to labor standard, employment or any other concerns.
- e) Review the roles and responsibilities of each job description held at CFSW and ensure the document has been reviewed by staff and signed off for yearly audit purposes.

### **Nominating/Recruitment Member Committee –**

- a) Support the General Manager in recruiting new board members for the CFSW board
- b) Be a decision maker for the approval of new board members to the CFSW board
- c) Review annually the vacant positions standing on the CFSW board and discuss ways to recruit potential board members to fill the positions.

### **Investment Committee –**

- a) Support the General Manger in any way needed to maintain the investment portfolio.
- b) Work with the GM and the committee members to formulate specific policy around the lending of funds from the investments held by CFSW: Non-Repayable, Repayable, Disability and RRRF investment accounts.
- c) Work with the GM and board to review loan portfolio and provide any and all support required to aid in collections, delinquencies and credit problem accounts.
- d) Report back to the board members as a whole, the suggestions made by this committee, to have them voted on and approved or declined.
- e) Be a support and decision maker to the General Manager for all investments of any surplus moneys in the Investment Portfolio on behalf of Community Futures Southwest
- f) Monitoring annually, the investments held at CFSW and bring any concerns to the whole CFSW board for decisions and discussions.
- g) Be a support and decision maker to the General Manager for all withdrawals of any investments held at CFSW.

**Governance Committee –**

- a) Work with the other committee members to update policy for the organization.
- b) Communicate with the other committees for changes that need to be added or taken away from the policies once completed
- c) Report back to the board as a whole the changes that need to be voted on.
- d) Contract outside help with any parts of policy that need a third party perspective in order to make Community Futures Southwest policy right.