



POLICY 05: INDIVIDUAL BOARD MEMBERS' ROLES AND RESPONSIBILITIES

Background:

Articles 27, 28 and 29 of the *CGSAC By-laws* delineate the appointment of Directors and the general duties of the officers of the Board which are identified as chair, vice-chair, president (if appointed), secretary and treasurer. These same Articles give the Board the authority to expand or limit the powers and duties of these same officers, as well as the authority to delineate the roles and responsibilities of any other Director as they see fit to further the work of the Association.

The role of the Director is to contribute to the Catechesis of the Good Shepherd Association of Canada as it carries out its mandate and mission as outlined in *Policy 01*.

A. APPOINTMENT AND ORIENTATION OF DIRECTORS:

1. After each AGM, at their first Board meeting, the members of the Board will elect/appoint or re-affirm individuals in each of the officer and other Director positions. The Board should be mindful of the end dates of terms of its members to allow for proper mentoring and transitioning for people new to various positions.
2. New Board members should receive an orientation that includes information on the role of Directors, the Board, Board committees, CGSAC bylaws, Board policy, agendas, and minutes; organizational structures and procedures of the Association and Association services.

B. RESPONSIBILITIES OF INDIVIDUAL DIRECTORS:

1. Become familiar with Association bylaws, policies and procedures, meeting agendas and reports in order to participate in Board business.
2. Become familiar with and adhere to the *Director Code of Conduct*.
3. Attend Board meetings, and committee meetings as assigned, being prepared to participate in, and contribute to, the decisions of the Board in order to provide the best solutions possible for the furtherance of the CGSAC mission.
4. When delegated responsibility, exercise such authority within the defined terms of reference in a responsible and effective way.
5. Refer matters not covered by Board policy, but requiring a corporate decision, to the Board for discussion.
6. Vote on every Board motion unless there is a conflict of interest.
7. Support a majority vote of the Board as if the vote had been unanimous.
8. Support the decisions of the Board and refrain from making any statement that may give the impression that such a statement reflects the corporate opinion of the Board when it does not.
9. Follow CGSAC retention and disposition guidelines as outlined in the *CGSAC Access and Privacy Policy*.
10. Participate in local CGS community initiatives/activities as a member of the community when possible.



C. SPECIFIC RESPONSIBILITIES OF THE CHAIR (OR CO-CHAIRS):

1. Provide leadership to the Board.
2. Act as spokesperson for the Association.
3. Represent the organization at public/community events.
4. Represent the organization with funders, church and government officials.
5. Act as one of the signing authorities on behalf of the organization.
6. Chair Board meetings and encourage all Board members to participate.
7. Chair meetings of the membership, such as the Annual General Meeting and any special meetings.
8. Sit in an ex-officio capacity on all committees.
9. Set Board meeting agendas in consultation with Board members and advisors.
10. Ensure Board members receive the materials they need to do their job, including reports, meeting agendas and minutes.
11. Recognize Board and committee members for their work.
12. Orchestrates a smooth transition of responsibilities to the incoming chair

D. SPECIFIC RESPONSIBILITIES OF THE VICE-CHAIR:

1. Assist the chair in fulfilling responsibilities as requested by the chair.
2. Act as spokesperson for the Association, as requested by the chair.
3. Represent the organization at public/community events as requested by the chair.
4. Represent the organization with funders, church and government officials, as requested by the chair.
5. Act in the absence of the chair.
6. Take over as the chair if the chair resigns during the term of office.

E. SPECIFIC RESPONSIBILITIES OF THE TREASURER:

1. Provide regular financial reports to the Board; read and interpret budgets and financial statements for the Board.
2. Ensure the financial functions of the Association are carried out and that all necessary reporting and filing is done accurately and within regulated timelines.
3. Ensure financial statements (audited, if required) are presented to the membership on an annual basis.
4. Act as one of the signing authorities on behalf of the Association.
5. Identify any financial risks or concerns for the Association.
6. Ensure that there is an appropriate historical record of the finances of the Association.

F. SPECIFIC RESPONSIBILITIES OF THE SECRETARY:

1. Record and maintain minutes of Board meetings (in particular motions and decisions) as per the agreed upon template.
2. Circulate minutes to all Board members and make corrections as necessary.
3. Ensure that the final approved minutes of each meeting is archived on G-Suite.



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4. Hard copies of the minutes should be maintained by the secretary and forwarded to the new secretary when officers change.
5. Ensure that every three years that hardcopies of all materials are transferred to the central archival location.
6. Carry out other correspondence as needed.
7. Ensure lists of Board members, committee members are kept current.
8. Prepare an annual summary of Board motions for the fiscal year (October 1st - September 30) by the AGM.

G. SPECIFIC RESPONSIBILITIES OF THE FORMATION DIRECTOR:

1. Chair the Formation and Credentials Committees.
2. Ensure that the responsibilities of the Formation and Credentials Committees are fulfilled as per the specific terms of reference for these committees.
3. Maintain regular communication with formation directors of other national associations.

H. SPECIFIC RESPONSIBILITIES OF THE MEMBERSHIP DIRECTOR:

1. Chair the membership committee.
2. Provide a quarterly or as needed update on membership.

I. SPECIFIC RESPONSIBILITIES OF THE COMMUNICATIONS DIRECTOR:

1. Chair the Communications Committee.
2. Ensure that the responsibilities of the Communications Committee are fulfilled as per the specific terms of reference for the committee.
3. Update the Board on a quarterly or as needed basis on the activities of the Communications Committee.

J. EXECUTIVE COMMITTEE:

1. Purpose: To oversee the smooth functioning of the Board and guided by Board policy, respond to routine and time-sensitive decisions on behalf of the Board between regular Board meetings.
2. Membership: Chair, Treasurer and Director of Formation.
3. Responsibilities:
 - 3.1. Set the priorities for the Board meeting agendas.
 - 3.2. Follow up with other Board members regarding action items to ensure completion.
 - 3.3. Signing authority for the Association per banking and contracts.
 - 3.4. Take action on time-sensitive emergent issues and business between regular Board meetings.
 - 3.5. Call special Board meetings on emergent time-sensitive issues if deemed necessary.