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| <b>OAFE POLICIES &amp; PROCEDURES</b>                        | <b>POLICY #: 005</b>                      |
| <b>NAME OF POLICY: BOARD OF DIRECTORS TERMS OF REFERENCE</b> | <b>DATE OF REVISION/REVIEWED:</b><br>Date |

## **SCOPE**

This policy exists to clarify roles and responsibilities of each Board position. A basic understanding will help the board members to act effectively when dealing with Association business.

## **PURPOSE**

The board shall consist of the number of directors specified in Section V of the by-laws and the directors purpose shall be defined in this policy.

## **POLICY**

The Association/s Board of Directors shall have the following mandatory members: (i) President; (ii) Vice-President; (iii) Secretary and three Directors (Director 1, Director 2, Director 3). The Board may appoint such other ex-officio members, committees and sub-committees as the Board determines is appropriate and the duties of such shall be determined at the discretion of the Board.

The duration of office shall be two-years, staggered terms. The Board members shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

The terms will be staggered as follows:

On even-numbered years, the Vice-President, Treasurer and Director 2 will be elected.

On odd-numbered years, the Secretary, Director 1 and Director 3 will be elected.



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The President of the Board is a two-year term, to be automatically served by the outgoing Vice President. In the event that the Vice President cannot fulfill the term of the President, the outgoing President, any Past President or any current member of the outgoing Board may be appointed, by the Board of the day, to serve as the President for the new term.

## **POSITION DESCRIPTIONS**

### **President**

The President shall chair all Meetings of Members and of the Board, shall lead the general and active management of the affairs of the Board and shall see that all orders and resolutions of the Board are carried into effect. The President shall be the official representative of the Association and also perform such other duties as may from time to time be determined by the Board and set out in the Policies and Procedures.

### **Vice President**

The Vice President's term will include learning the role of President, participate in any committee and stakeholder meetings where appropriate, and support the Board's strategic plan. In the event that the President is absent or otherwise not able to function in such position, the Vice-President will fulfill the role and shall exercise all the authority and comply with all the obligations of the President. The Vice-President shall also perform such other duties as may from time to time be determined by the Board and set out in the Policies and Procedure.

### **Secretary**

The Secretary shall attend all meetings and act as recording clerk thereof, prepare agendas, record the minutes of all proceedings, and maintain the records of such. The Secretary is responsible for giving notice of all meetings of the members, meetings of the Board of Directors and any other meetings as needed. The Secretary is responsible for drafting and distributing all official correspondence of the Board of Directors and the Association and shall perform



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such other duties as may be prescribed by the Board and set out in the Policies and Procedures.

### Directors (First, Second & Third Directors):

Directors shall be assigned a portfolio based on the skill set of the individual and the current needs of the Board/Association. The responsibilities of the portfolios include, but are not limited to:

- **Corporate Communications** (including news releases, website, social media, audio/visual resources, etc.)
- responsible to the Board for the organization, management and day-to-day activities of the Association through the staff of the Association, in accordance with the Act, the By-laws, Resolutions, Policies and Procedures, and any other regulations and guidelines established by the Board from time to time.
- custodian of the seal of the Association, which the Executive Director shall deliver only when authorized by resolution of the Board to do so and to such Person or Persons as have been named in the said resolution
- **Member Events & Training** - coordinate the training workshops, seminars, AGM (virtually or in-person) for the Association
- **Strategic Planning** – create, review and maintain any strategic planning tools that are required to further the objectives of the Association
- **Stakeholder Relations** – creative, cultivate, strengthen and explore partnerships with internal and external stakeholders, work with potential sponsors or in-kind contributors, communicate with members and solicit feedback, measure member satisfaction and make recommendations to the Board accordingly
- **Special Projects** – based on the annual objectives of the Board and Association, Directors will lead, participate in or support special projects throughout the term.
- perform such other duties as may from time to time be determined by the Board and set out in the Policies and Procedures.



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### **Qualification Requirements**

The qualification requirements for the Officers shall be in accordance with Policy #3 - Membership.

### **Election and Appointment**

The Officers shall be elected or appointed in accordance with Policy # 6 - Elections.

### **Multiple Offices**

A Person may hold more than one Board position with the exception of the President.

### **Filling Vacancy of Officers**

If a position becomes vacant by reason of death, resignation, removal, or otherwise, the Board may appoint a person to fill such vacancy for the unexpired term of such Officer position.

If the position of President becomes vacant by reason of death, resignation, removal or otherwise, the Vice President will assume the position and the Board may appoint a person to fill the position of Vice President.

### **Duties of Directors and Officers**

Every Board member, in exercising such position's powers and discharging such position's duties, shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Member and Director of the Association shall comply with all applicable provincial and federal legislation, relevant regulations and the governing documents of the Association.