

Duties and Responsibilities of a Board of Directors

The following description was adapted from materials from BoardSource.

The President shall, when present, preside at all meetings of the Board and at all meetings of the Society and shall be responsible for the management of the business and affairs of the Society.

- Is a member of the Board
- Serves as the Chief Volunteer of the Society
- Provides leadership to the Board
- Helps to set policy and is a partner with the Board in achieving the Society's mission
- Chairs meetings of the Board after developing the agenda with the Secretary
- Encourages Board's role in strategic planning
- Appoints the chairpersons of committees, in consultation with other Board members
- Serves ex officio as a member of committees and attends their meetings when invited
- Discusses and reviews issues concerning the Society with the Board
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
- Monitors financial planning and financial reports
- Plays a leading role in fundraising activities
- Evaluates annually the performance of the Society in achieving its mission
- Performs other responsibilities assigned by the Board

The Vice-President shall assist the President in the performance of the President's duties and, in order of seniority as determined by the Board, may perform the duties and exercise the powers of the President during the absence or inability to act of the President. If a Vice-President performs any such duty or exercises any such power, the absence or inability of the President shall be presumed with respect thereto.

- Is a member of the Board
- Performs Chair responsibilities when the President cannot be available
- Reports to the Board's President
- Works closely with the President and other staff
- Participates closely with the President to develop and implement officer transition plans
- Performs other responsibilities as assigned by the Board

The Secretary shall give, or cause to be given, all notices required to be given to the members, directors, auditors and members of committees of the board of directors. The Secretary shall attend meetings of the Board and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings.

- Is a member of the Board
- Maintains records of the board and ensures effective management of society's records
- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting
- Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings

The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Society and, under the direction of the board of directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. The Treasurer shall render an account of the financial position of the Society to the board of directors at each meeting of the board of directors, or whenever otherwise required by the board of directors.

- Is a member of the Board
- Manages finances of the Society
- Administrates fiscal matters of the Society
- Provides annual budget to the board for members' approval
- Ensures development and board review of financial policies and procedures

The Officers shall, in addition to those prescribed above, perform such duties and exercise such powers of management of the business and affairs of the Society as may from time to time be prescribed by the board of directors. An assistant to any officer shall assist such officer in the performance of such officer's duties and may perform the duties and exercise the powers of such officer during the absence or inability to act of such officer. If an assistant performs any such duty or exercises any such power, the absence or inability to act of such officer shall be presumed with respect thereto.

- Is a member of the Board
- Regularly attends board meetings and important related meetings
- Reports to the Board's President
- Makes serious commitment to participate actively in committee work
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time
- Participates in fund raising for the organization

If an Officer is assigned to oversee a Committee:

- Sets tone for the committee work and ensures that members have the information needed to do their jobs
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus
- Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes
- Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports
- Makes reports to the Board of Directors on committee's decisions and/or recommendations
- Initiates and leads the committee's evaluation and planning efforts