

# **Stanley Park Ecology Society Board of Directors Terms of Reference**

## **PRIMARY DUTIES**

The primary duties of the Board of Directors relate to their legal and fiduciary duties.

With regards to these duties board members are expected to:

- Act in good faith and in the best interest of the organization
- Use the level of skill that may reasonably be expected of someone with their experience and expertise
- Ensure the organization is operating in accordance with all relevant legislation
- Make public statements on behalf of the Board only when designated to do so
- Never represent personal opinion as the Board's position or policy
- Never participate in discussions or decision-making about a matter that may benefit them or someone close to them
- Keep sensitive information confidential
- Ensure the organization is protected from liability through appropriate insurance
- maintain an active membership in the Society

Lack of knowledge or passive participation will not absolve the director of legal responsibility.

The Directors of the Society are indemnified against third party claims through the Vancouver Park Board (see Operating Agreement section 8.1 in your Board Manual for details).

## **SECONDARY DUTIES**

The Board of Directors as a whole is responsible for the governance of the organization. Although Board members will have different levels of involvement in governance, each and every Board member is responsible for ensuring that adequate governance is in place. The secondary duties of the Board of Directors describe how they will govern or lead the organization. The governance of the organization falls under these five areas.

### **Mission and Strategic Planning**

The Board will:

- Create the mission, vision and value statement of the organization
- Review the above annually
- Set the long-term goals of the organization through a strategic plan
- Ensure that work plans, programs and services further the organization's mission, vision, values and strategic plan

### **Financial Stewardship**

The Board will:

- Ensure adequate financial resources are available

- Ensure financial controls and procedures are in place
- Approve the annual budget
- Monitor the financial health of the organization
- Support and assist the Executive Director in fundraising

### **Human Resources**

The Board will:

- Hire the Executive Director
- Support the Executive Director
- Regularly review the performance of the Executive Director
- Ensure the capability, suitability and vitality of its own membership through sound recruitment, orientation and evaluation of board members

### **Organizational Operations**

The Board will govern the operations of the organization through the creation of policy in the areas of personnel, finance, fundraising, public and community relations and more.

### **Community Relations**

Board members are the conduits between the Society and the membership/public. Board members will play a key role in community relations by actively representing the Society to the public, funders and community partners. At the same time, Board members work to maintain meaningful connections to our membership and the community to ensure that our programs and services reflect their needs.

### **VOLUNTARY CONTRIBUTIONS**

These contributions arise out the unique, individual skills and interests of Board members. While the primary and secondary duties remain the same, the voluntary contributions of Board members change from year to year.

As the name implies, voluntary contributions of the Board relate to work done over and above the primary and secondary duties. The primary and secondary duties are the first priority of the Board. When the Board feels confident that the primary and secondary duties of the Society are being adequately met, Board members are encouraged to initiate or get involved in additional voluntary contributions that further the mission and goals of the organization.

BOARD MEMBERS WILL REGULARY EVALUATE THEIR WORK TO ENSURE THAT THE PRIMARY AND SECONDARY DUTIES ARE BEING FULFILLED BEFORE TAKING ON ADDITIONAL WORK.