

BOARD OF DIRECTOR POLICY

The Board of Directors is elected by the members at the Annual General Meeting. The Board contains a minimum of 5 members and a maximum of 7 members. Terms are staggered every two years to maintain consistency.

Duties and Responsibilities:

The Board is elected to manage the Co-op. It has the power to act for the Co-op except where the by-laws or the *Co-operative Corporations Act* states that a decision must be made at a members' meeting. The Board must obey the *Act*, the Articles of Incorporation, the by-laws and procedures of the Co-op. It must also govern any resolutions passed at members' meetings. The Board can only act legally after a Board meeting makes the decision.

The Board must make sure that:

- (a) the by-laws, policies and procedures are reviewed regularly;
- (b) a strategic plan will be developed;
- (c) the Co-op obeys all laws and agreements;
- (d) the Co-op property is well maintained;
- (e) the Co-op's finances are properly managed and that all financial decisions made are in the best interests of the Co-op;
- (f) the Co-op is adequately insured;
- (g) members and staff are provided with education in the principles of co-operation;
- (h) it approves or declines membership applications;
- (i) committees know their responsibilities and operate properly;
- (j) the agenda for all general meetings is drawn up, and that it reports on all Board and committee activities to the members;
- (k) it accepts responsibility for staff. The Board is also responsible for each employee's job description and pay.
- (l) the Co-op works with the community;

- (m) the Co-op works together with other co-ops to make the co-operative movement stronger.

Attendance:

Board members are expected to attend all meetings. Members who miss three consecutive meetings without cause may have their position on the Board reviewed. The Chair will approach the Member to see why they have missed the meetings. If the Member continues to be absent from the meetings, they will be removed from the Board and another Member will be appointed to replace that Member until the next AGM.

President and Vice-President:

The President provides leadership for the Co-op and makes sure that the Board, committees, members and staff work together for the benefit of the Co-op.

The President and the Vice-President work as a team to carry out the President's responsibilities. They should decide how the duties will be shared. They should review their roles regularly to make sure that all of the responsibilities are being carried out.

Specific Responsibilities

- (a) To call meetings of the Board and members' meetings.
- (b) To set the agenda of the Board and members' meetings along with the Manager.
- (c) To make sure that directors and members have been given information on items to be discussed at their meetings.
- (d) To make sure the Board is carrying out all of its responsibilities.
- (e) To have a meeting each year where Board goals are set.
- (f) To see that the annual calendar of Board activities is prepared and to make sure that the Annual Report on Board activities is presented to the Annual General Meeting.
- (g) To make sure the members are kept up-to-date on Board and Co-op activities.
- (h) To see that the Board reviews all committee reports.
- (i) To make sure that the Board, staff, committees and members co-operate and keep each other informed.
- (j) To see that new directors know their responsibilities.
- (k) To see that directors, committees, staff and members are given any training they need to carry out their responsibilities.

- (l) To explain all by-laws, policies and decisions of the Board in terms that everyone can understand.
- (m) To act as signing officers of the co-op.
- (n) To represent the Co-op to the public.
- (o) To represent the Co-op to other co-operatives.

Chairperson:

The Chairperson sees to it that every meeting of the Co-op runs smoothly. He or she makes sure that every item on the agenda is discussed fully and fairly, and that the meeting comes to a clear conclusion.

Sometimes the President (or Vice-President) is also the Chairperson. However, the Board may choose a different person as a chairperson. This allows the President to take part freely in discussions.

Responsibilities of the Chairperson:

- (a) To study the reports on all the agenda items before the meeting.
- (b) To make sure that the minutes of the meeting are properly recorded by the Manager.
- (c) To call the meeting to order and ask the Members to approve the agenda.
- (d) To make sure that the meeting does not stray from the agenda.
- (e) To choose a person to be responsible for each item. The Chairperson should have that person explain the item in clear terms.
- (f) To receive motions from the members. The Chairperson has to make sure that the motion is correctly written. The Chairperson should explain the motion in clear terms.
- (g) To urge everyone to give their opinions.
- (h) To make sure that each speaker stays on the topic.
- (i) To sum up what has been said and decide if the members are ready to make a decision.
- (j) To explain the voting to the members at general meetings. Most items need a simple majority (quorum) to be passed.
- (k) To follow the Co-op's Rules of Order.

Secretary:

The most important job of the Secretary is to work closely with the Manager and assist in keeping the records of the Co-op.

The Secretary is usually a director and can be any Co-op member who has the necessary skills.

- (a) To assist the Manager to ensure the members are given proper notice of Board and members' meetings.
- (b) To ensure quorum of directors are present before any decisions are made at the Board meetings. As well as ensuring that a quorum of members are present before any decisions are made at members' meetings.
- (c) To ensure each member who comes to a members' meeting is registered and that only Co-op members make motions and vote.
- (d) To ensure notices are filed as required by the *Act*.
- (e) To ensure the corporate seal is kept safely locked away.
- (f) To work closely with the Manager and ensures the Minute Book contains copies of the required corporate records like:
 - the Articles of Incorporation, and of any Articles of Amendment
 - the by-laws, special resolutions, policies and procedures of the Co-op
 - a register of members
 - a register of directors
 - the minutes of all meetings of members, directors and executive committee
 - copies of all committee meetings are received and kept on file
- (g) To ensure the Policies and Procedures Manual is kept up-to-date.
- (h) To ensure job descriptions for each committee are formed, approved by the Board and updated.
- (i) To ensure the Co-op obeys the Act, and its by-laws, policies and procedures.
- (j) To ensure members get copies of all by-laws, policies and procedures.
- (k) To ensure the Board approves all committee appointments and accepts any resignations.
- (l) To work closely with the Manager and ensures Board correspondence is done properly.
- (m) To ensure the dates when the Board and the members approve by-laws are recorded.

Treasurer:

The Treasurer receives monthly banking/investment reports from the Manager and reports back to the Board and looks after the financial management of the Co-op. He or she advises the Co-op on financial matters and keeps the Board and the Finance Committee in close touch.

Responsibilities of the Treasurer:

- (a) To present the monthly financial statements to the Board and explain them fully.
- (b) To ensure that the audited financial statement to the Board and the annual members' meeting for approval.
- (c) To present the Board's recommendation of auditor to the annual members' meeting for appointment.
- (d) To collaborate with the Financial Committee on financial decisions and to make sure the Board has all the information they need to make each decision intelligently.
- (e) To regularly review the bookkeeping and financial management procedures of the Co-op. The Treasurer should work with the bookkeeper and the staff to solve any problems that come up and to develop new procedures as they are needed.
- (f) To review the month-end reconciliations for all bank and credit union accounts, term deposits and reserve funds.
- (g) To review the month-end cash report.

CERTIFIED to be a true copy of the Board of Directors Policy of Birch Cliff Co-operative Homes, passed by the board of directors at a meeting held on March 21, 2012.

Director

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