

ROLES AND RESPONSIBILITIES OF A BOARD OF DIRECTORS

The Board of Directors is a group of persons that acts on behalf of the organization and is responsible for important decisions and orientation of an organization. Nonprofit Board members serve without compensation but can be reimbursed for their expenses.

Main role

- To balance the changing external and internal forces acting on the organization, to ensure its relevance and sustainability.
- To represent stakeholder and management interests and provide oversight of business operations and is typically composed of internal and external members.

Main responsibilities:

1. Planning:

- Approve the organization's strategic direction and evaluate management performance.
- Assess the changing environment and plan strategy.
- Review and approve annual budgets.

2. Organization:

- Elect, oversee, evaluate, and advise senior management.
- Ensure succession planning for senior leadership.
- Approve compensation and recruitment policies.
- Understand federal and provincial laws and ensure compliance with those.

3. Operations:

- Analyze results against organizational goals.
- Ensure financial structures meet needs.
- Provide constructive feedback.
- Identify tools to improve communications and operations.

4. Financial Oversight:

- Ensure the accuracy of financial reports.
- Appoint independent auditors.
- Verify compliance with relevant laws.

5. Public Accountability:

- Manage the organization in the public interest.
- Assume responsibilities as an NPO.

6. Active Participation:

- Promote the organization in their community.
- Assist in project execution and fundraising.

ROLES AND RESPONSIBILITIES OF MEMBERS OF A BOARD OF DIRECTORS

1. PRESIDENT OF THE BOARD/ CHAIRPERSON

- **Role:**

- Assumes a leadership role in the Board and ensures it functions properly.
- Oversees the Board's work and facilitates Board meetings.
- Plays a leading role in promoting and advancing the organization's mission.
- Acts as the organization's official representative with partners and as a spokesperson and a point of contact for Board issues.
- Oversees the decision-making process among Board members and encourages consensus whenever possible.
- Works with the executive director (if the position is filled) to ensure the priorities, objectives and strategic initiatives are effectively implemented.

- **Responsibilities:**

- Presides and facilitates Board meetings.
- Recommends members for committees and assigns committee chairs.
- Identifies skills development needs within the Board and propose training and development plans.
- Establishes goals and objectives with the Board and ensures their achievement.
- Ensures compliance with governing documents.
- May take on some executive director responsibilities if the position isn't filled.
- Assists in the recruitment of new Board member candidates.
- Oversees and coordinates the regular evaluation and feedback process for Board members.

Roles and responsibilities specific to your organization

- **Role:**

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- **Responsibilities:**

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2. VICE-PRESIDENT/ VICE-CHAIR

- **Role:**

- Supports the function of the President or other leadership position if needed.
- Acts as a co-leader of the Board. Can be seen as the future leader of the board.
- Plays a leading role in the outreach and advancement of the organization's mission.
- Acts as a representative of the President and the organization with partners, if needed.
- Works with the Executive Director (if the position is filled) to ensure the priorities, objectives and strategic initiatives are effectively implemented.

- **Responsibilities:**

- Prepares to assume the office of the Board Chair.
- Fulfills the Board Chair's duties as requested or in the president's absence.
- Assists the Board Chair in the execution of his or her duties.
- Serves on committees as requested to learn the operations of the board.
- Supports the President in overseeing and coordinating the regular evaluation and feedback process.
- Supports the President in identifying skills development needs and propose training and development plans.
- Completes special duties as requested.

Roles and responsibilities specific to your organization

- **Role:**

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- **Responsibilities:**

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3. SECRETARY

- **Role:**

- Drafts minutes and reports of major Board meetings.
- Keeps track of meeting minutes and other important documents.
- Ensures that Board members receive proper notice of meetings and actively record these meetings.
- Their duties may go beyond this and vary from one organization to another.

- **Responsibilities:**

- Schedules and notifies Board members of upcoming meetings.
- Ensures the agenda has been prepared by the Board president and distributed in advance of the meeting.
- Oversees the distribution of background information for agenda items to be discussed.
- Drafts the official minutes of the meeting, documenting motions, discussions, votes, and decisions.
- Prepares and provides the previous meeting's written minutes to Board members before the next meeting and records any changes or corrections.
- Ensures the accessibility of official documents to all members.
- Holds members accountable for their tasks and tracks Board member terms.
- Monitors legal compliances.
- Be involved in the strategic planning process.

Roles and responsibilities specific to your organization

- **Role:**

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- **Responsibilities:**

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4. TREASURER

- **Role:**

- Manages and supervises the organization's finances.
- Supervises the organization's accounting activities.
- Ensures the availability of financial information.
- Makes important decisions regarding spending and investing.

- **Responsibilities:**

- Reconciles bank accounts and produces financial statements to present at Board meetings.
- Ensures tax-related and legal documents are filed on time, including those required to maintain a nonprofit organization's tax-exempt status.
- Responsible for the organization's cash flow.
- Manages, with the finance committee, the board's review of and action on its financial responsibilities.
- Produces financial statements, budget forecasts and other financial documents for presentation at Board meetings.
- Reviews the annual audit and answers Board members' questions.
- Be involved in the strategic planning process.

Roles and responsibilities specific to your organization

- **Role:**

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- **Responsibilities:**

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ROLES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

- **Role:**

- Manages the organization's day-to-day operations and ensures it operates correctly.
- Acts as an official representative of the organization with partners.
- Builds alignment across the organization.

- **Responsibilities:**

- Supervises the directors or staff of each department and advocates for their interests in front of the Board of directors.
- Oversees staff recruitment, retention, and development, ensuring clear roles and effective teamwork.
- Provides strategic guidance to department head or staff.
- Works closely with the Board to support its functions and build strong relationships.
- Acts as a bridge between the Board and the staff, provides resources and support board member selection.
- Plans and prepares meetings in coordination with the president of the Board.
- Understands and manage the organization's financial health including budgets, compliance, fundraising strategies, etc.
- Promotes and advances the organization's mission.
- Maintains strong relationships with stakeholders and manages the organization's image.
- Ensures the compliance of the organization with federal, provincial and local laws.

Roles and responsibilities specific to your organization

- **Role:**

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- **Responsibilities:**

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