



## AIDS COMMUNITY CARE MONTREAL • SIDA BÉNÉVOLES MONTRÉAL

### ACCM Board of Directors Responsibilities

#### 1. Determine the organization's Mission, Vision and Values

The Board of Directors is a governance Board<sup>1</sup>, and as such, its role is to provide strategic guidance and help provide resources in order to:

- ensure that mission and annual strategic goals of organization are set and clear
- ensure that leadership of organization is strong and stable
- ensure that financial capacity is strong and well supported
- ensure that organization fulfills legal role
- ensure that Board functions in accordance with By-laws

The role of the **Executive Director (ED)** is to implement the strategy and manage the resources.

#### 2. Executive Director

The board is responsible for selecting, supporting and evaluating the ED. The primary responsibility for supporting and supervising the ED falls to the President and the Executive Committee; it is however a board responsibility as well. The board as a whole should ensure that the ED:

- Receives frequent and constructive feedback;
- Is assisted when board members overstep prerogatives or misunderstand their roles;
- Feels that his/her performance is being assessed in relation to the board's performance;
- Is acknowledged for exceptional initiatives;
- Is encouraged to take professional and personal leaves for renewal; and
- Feels that the board is aware of and sensitive to family situations and needs.

It is the responsibility of the board to ensure that the organization's evaluation policy is adhered to.

#### 3. Ensure Effective Organizational Planning

Board members must be involved extensively in the strategic planning process if they are to assume proper 'ownership' of the plan and otherwise to help to implement many of the plan's goals and objectives, including the acquisition of new resources.

The board's committee structure offers particularly helpful opportunities to engage board members in certain area to be addressed in the plan. Functional areas not obviously tied to standing committees may be delegated to the executive committee.

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<sup>1</sup> Please refer to ACCM's By-Laws for more information on Board Composition and on Board Responsibilities.

The board should formally and enthusiastically approve the strategic plan following an extended period of consultation and opportunity for revision with stakeholders (members, volunteers, staff) The ED is responsible for staff implementation of the plan and for reporting on this to the Board. Strategic Planning should happen every two to three years and an Action Plan should be developed annually for presentation to the membership at the Annual General Meeting.

#### **4. Ensure Adequate Resources**

Providing adequate resources is first and foremost a board responsibility. The inclusion of a fundraiser on staff does not preclude the board's responsibility in this regard. The board should guard against a natural tendency to behave as if the fundraising committee alone bears the responsibility for initiatives in this area. Fundraising is a full board function; the appropriate standing committee is simply the board's agent to help coordinate the work of board members, the ED, and any fundraising staff.

#### **5. Manage Resources Effectively**

The board is responsible for the development and approval of the annual budget. Members of the board are also responsible for reviewing monthly financial reports provided by the Treasurer and to ensure that the annual budget is adhered to.

All salary revisions which are not covered by the Salary Structure Policy must be approved by the board upon recommendations from the ED. All ED salary revisions must be approved by the Board upon recommendation by the Administration and Personnel Committee (ADPERCOM) and/or the Executive Committee.

#### **6. Monitor and Strengthen the Organization's Programs and Services**

It is not the Board's role to get involved in the day-to-day operations of the organization (i.e. micromanaging.)

It is the responsibility of the ED to ensure that the operations of the organization are implemented by the appropriate staff. The board's fundamental role begins with the question of whether current and proposed programs and services are consistent with the organization's stated mission and vision. The board should have a good sense of its monitoring and oversight role by seeking a balance between the board's responsibility to ensure quality, cost-effective programs and services and the staff's responsibility to creatively initiate and conduct them.

#### **7. Policy Development and Adherence**

The board is ultimately responsible to ensure that the organization has policies in place to guide the organization and that these policies are adhered to. It should be a goal of the board that policy development be pro-active rather than reactive.

#### **8. Enhance the Organization's Public Standing**

Board members serve not only as a link between the organization's staff or volunteers and its members, constituents, or clients, but also as the organization's ambassadors, advocates, and community representatives. The ED and the Board President should collaborate on the role of spokesperson for the organization. No board member should represent him/herself as speaking for the board or organization unless specifically authorized to do so by the ED and/or the President.

## **9. Ensure Legal and Ethical Integrity and Maintain Accountability**

The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. By being diligent in its responsibilities, the board can protect the organization from legal action, promote a safe and ethical working environment, and safeguard the organization's integrity in pursuit of its mission.

Among the activities the board is ultimately responsible for are these:

- Adhering to local, provincial and federal laws and regulations that apply to nonprofit organizations;
- Filing and making available accurate, timely reports required by federal, provincial, and local government agencies;
- Keeping detailed records of any lobbying expenditures and activities;
- Protecting the organization's staff, volunteers, and clients from harm or injury by ensuring compliance with occupational, safety, health, labour, and related regulations..
- Developing and maintaining adequate personnel policies and procedures (including grievance mechanisms);
- Registering with the appropriate provincial agency before beginning an organized fund-raising campaign;
- Adhering to the provisions of the organization's bylaws and articles of incorporation and amending them when necessary;
- Ensuring that any advocacy role that the organization takes is in accordance with its mission, vision and any government regulations;
- Providing for an independent annual audit of all revenues, assets, expenditures, and liabilities; and
- Publishing an annual report that details the organization's mission, programs, board members, and financial condition.

## **10. Recruit and Orient New Board Members and Assess Board Performance**

The board has a responsibility to articulate and make known its needs in terms of member experience, skills, influence, demographic and many other considerations that define a balanced board composition. The board has the responsibility to properly orient new board members. The board should also assess the performance of individual board members eligible for re-election or re-appointment.

The first Board Meeting after the AGM involves an orientation component with the objective of ensuring that new Board members have a clear understanding of their roles and responsibilities. New Board members should be assigned a senior Board member who commits to doing follow-up after the first couple of Board meetings in order to answer any questions.

All new Board members are given an orientation package that contains the following:

- Welcome letter
- By-laws
- Personnel policies
- Annual Report
- Action plan
- Strategic Plan
- Financial Statement
- Budget
- Minutes from latest five board meetings
- List of staff members
- Board member contact list
- Newsletter
- Pamphlets
- Summary of previous board's self-evaluation
- Board policy on roles, responsibilities and functioning

Board members are expected to attend an all-day training session held after the Annual General Meeting. After three meetings, the President is expected to follow-up with new members in order to ensure that this is a mutually beneficial partnership and to see if any other orientation is necessary.

Board development should play an important role in the board's work throughout its mandate, including an annual self-evaluation and periodic and comprehensive assessment of the board's effectiveness.

## **Individual Board Member's Responsibilities**

As boards of directors have basic collective responsibilities, board members are also entrusted with individual responsibilities as a part of board membership. The obligations of board service are considerable--they extend well beyond the basic expectations of attending meetings, participating in fundraising initiatives and making monetary contributions; there are also certain legal requirements and responsibilities which apply (e.g. board members cannot be financially insolvent (bankrupt); there are also personal financial obligations regarding deductions at source, etc. should the organization become insolvent)

Board members as individuals have no special privileges, prerogatives or authority; they must meet in formal sessions to make corporate decisions. Individual board members are expected to meet higher standards of personal conduct on behalf of their organization than those usually expected of other volunteers.

Prospective and incumbent board members should commit themselves to:

### **General Expectations**

- Know the organization's mission, purposes, goals, policies, programs, services, strengths and needs.
- Perform duties of board membership responsibly and conform to the level of competency expected from board members as outlined in the duties of fiduciary care, loyalty and accountability as they apply to nonprofit board members (for example members are expected to be reachable and respond quickly to communications from board members)
- Suggest possible nominees to the board who are clearly people of achievement and distinction and who can make significant contributions to the work of the board and the organization's progress.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors. (All matters of potential significance should be called to the attention of the executive and the board's elected leader as appropriate.)
- Follow trends in the organization's field of interest.
- Bring good will and a sense of humor to the board's deliberations.

### **Meetings**

- In addition to attending and participating in all board meetings, board members are expected to participate in at least one board committee.
- Prepare for and participate in board and committee meetings, including appropriate organizational activities.
- Ask timely and substantive questions at board and committee meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board.
- Maintain confidentiality of the board's executive sessions, and speak for the board or organization only when authorized to do so.

- Suggest agenda items periodically for board and committee meetings to ensure that significant, policy-related matters are addressed.

### **Relationship with Staff**

- Counsel the executive director as appropriate and support him or her through often challenging situations with groups or individuals
- Avoid asking for special favours of the staff.
- Avoid special requests for extensive information from staff, without at least prior consultation with the Executive Director
- Avoid personal interference in the staff's fulfillment of their duties, but rather direct any concerns to the Executive Director and/or the President.
- When performing volunteer duties other than those normally required as a board member they must avoid using their position to their own advantage. If another volunteer or staff member is responsible for an activity the board member must act as any other volunteer.

### **Avoiding Conflicts**

- Serve the organization as a whole rather than any special interest group or constituency. Regardless of whether or not they were invited to fill a vacancy reserved for a certain constituency or organization, their first obligation is to avoid any preconception that they "represent" anything but the organization's best interests.
- Avoid even the appearance of a conflict of interest that might embarrass the board or the organization, and disclose any possible conflicts to the board in a timely fashion.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
- Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.

### **Fiduciary Responsibilities**

- Exercise prudence with the board in the control and transfer of funds.
- Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

### **Fundraising**

- Give an annual gift according to personal means.
- Assist the development committees and staff by implementing fundraising strategies through personal influence with others (corporations, individuals, foundations).

## Executive Director

While the Executive Director is an employee of the organization he or she is also an “ex officio” member of the Board. His or her job description is approved by the board and forms an integral part of this document.

*(The following Job Description was adopted by the Board on April 19, 2004)*

### **JOB DESCRIPTION**

<b>Job Title</b>	Executive Director
<b>Salary Code</b>	Executive Director
<b>Department</b>	Administration
<b>Immediate Supervisor</b>	President and Board of Directors
<b>Work Schedule (# of hours)</b>	30 / week
<b>Type of Position (Perm. / Temp.)</b>	Permanent
<b>Supervises</b>	All other paid staff
<b>Funding Source</b>	Régie régionale SOC

### **POSITION OBJECTIVE:**

The Executive Director, with the President of the Board, is also the official representative of the agency and ensures the integrity of the agency’s goals and objectives, and financial management. To direct and supervise the operations of ACCM, providing vision and ensuring continuity of services and activities. To ensure recruitment, training and supervision of staff and volunteers and encourage collaboration between them. To ensure external representation of ACCM to governments, funders, other organizations and the public. To keep the Board of Directors informed of all matters concerning the accomplishment of the organization’s mission.

### **MAIN RESPONSIBILITIES:**

Serves as an ex-officio member of the Board of Directors as well as designated committees of ACCM; attends all meetings of the Board
Reviews the goals and objectives of ACCM and makes recommendations to the Board for any action that may be appropriate.
Consults closely with the President and Committee Chairpersons in their areas of responsibility
Ensures compliance with reporting requirements established by funders
Negotiates office equipment contracts.

Monitors expenditures and revenues during the year, ensures the proper use of funds within budget guidelines and recommends action when necessary to ensure that financial targets are met. Collaborates in establishing the annual budget.
Prepares major government grant applications (ACAP; S.O.C.); works closely with the fundraising committee to ensure that the fundraising strategy is followed and that all grant applications adhere to the guidelines of the strategy and the agency's policies.
Provides direction and support to the staff in the implementation of their program responsibilities, monitors staff activities and results, reviews staff, performance, conducts performance appraisals and goal setting at appropriate times and is involved with hands on activities with staff as the need arises
Reviews program areas, identifies opportunities for enhancement of existing programs and/or development of new programs and facilitates program planning and implementation
Monitors current public events for their impact on ACCM and makes recommendations to the Board for any action that may be appropriate.
Carries out an ongoing program of public relations and communications and advocacy issues with provincial and municipal governments, the private sector, the general public and the membership to raise and maintain the public awareness of issues related to ACCM's work.
Plans and directs the marketing of all services and identifies opportunities for new service initiatives.
Liaises with national and provincial organizations as required. Develops and maintains good relations with other charitable and volunteer organizations including ASOs. Identifies possible areas of cooperation relevant to the work of ACCM
Acts as the principal media spokesperson for ACCM.

**APPROVAL**

Board:		Date:	
ADPERCOM:		Date:	
Date Created:		Date Modified	

## **Staff Representative to the Board of ACCM- Job Description**

*(adopted by Board in February 2003)*

The job of the Staff Representative is to help facilitate communication between the staff and Board regarding issues that affect them and the Organization. Consequently the Staff Representative shall:

1. Be one of the links (The Executive Director being the primary link) between staff and Board.
2. Ensure staff representation on Board committees where staff involvement is needed as part of their work tasks and as required by the Board and/or Board Committees that are, or will be struck by the Board.
3. Participate in regular Board activities as required for all Board Members. An exception to this is that the Staff Representative will not be required to be a member of a Board Committee, except as outlined in item (2) above.
4. Represent staff interests and concerns in Board discussions, as well as ensure that these are included on the agenda of Board meetings. The staff Representative may ask to have items included in the agenda by forwarding them to the Secretary, one week prior to the meeting.
5. Bring to the attention of the Executive Director any general staff concerns regarding the operations of the organization before bringing them to the Board. If necessary the staff representative may bring urgent matters to the attention of the President.
6. All board deliberations are confidential, and the Staff Representative is expected to use discernment and discretion in transmitting information to staff. It is understood that the Staff Representative will only share with staff actual decisions. If there are any questions as to whether an issue should be shared with staff, the Staff Representative should consult with the Executive Director and/or the President.
7. The Staff Representative is a voting Board Member as defined in Corporate By-law 2.01(b). However, he/she must refrain from any discussion or voting on any items which would be a conflict of role or interest. These items include, but are not limited to:
  - Employee salary or benefits
  - The status of an individual staff member
  - Executive Director salary or benefits

If the Staff Representative is required to abstain from a discussion or to be absent from a discussion he/she shall be permitted, where appropriate, to express the staff's position or point of view on the subject to be discussed.

## **Committees**

The following are descriptions of standing committees as defined in ACCM's by-laws:

6.11

**Administration and Personnel Committee:** The Board shall nominate an Administration Committee whose responsibility will be to develop financial, administrative and human resources policies, and recommend same to the Board of Directors for adoption. This committee will monitor the implementation and execution of these policies and recommend adjustments as necessary. Without limiting the generality of the foregoing, this committee will specifically assist the Executive Director in the preparation of a budget and in the identification, planning and evaluation of human resources needs and requirements. This Committee shall hear grievances in accordance with its role in the Grievance Procedure.

6.12

**Fundraising Committee.** The Board shall nominate a fundraising committee whose responsibility will be to identify targets and possible opportunities for fundraising and propose the same to the Board. This Committee shall develop, implement and review plans and strategies for fundraising activities.

6.13

**Programs and Services.** Pursuant to corporate strategy and strategic planning established by the Board of Directors, the Board shall nominate a Programs and Services Committee to review ACCM programs and services to ensure that they conform to budget and to revenue restrictions. The Committee will monitor the amount of funding, human resources and number of clients served per program or service. This Committee will function to obtain a comprehensive analysis of services and their pertinence or responsiveness to client needs.

## **Other Committees**

6.10

**Nominations Committee.** The Executive Committee shall, at a meeting held at least two (2) months prior to the Annual General Meeting of Members, appoint an *Ad Hoc* Nominations Committee of not less than three (3) and not more than five (5) Members in good standing. The Nominations Committee should be chaired by one Director who will not seek re-election, or by an Honorary Director. Any Directors serving on the Nominations Committee will not seek re-election. It shall be the duty of the Nominations Committee to present a slate of proposed nominees for election as Directors and/or appointment as Honorary Directors at such Annual General Meeting of Members.

6.14

**Other Committees.** The Board may from time to time appoint special advisory committees to hold office during the pleasure of the Board and delegate to any such committee such power and authority as the Board shall deem appropriate. The duties and rules for the conduct of any such committee shall be established by the Board.

## **Job Descriptions for Officers of the Board**

### **President**

- Provides leadership, support and supervision to the Board of Directors
- Makes sure the Board adheres to its by-laws and policies.
- Prepares the Board's agenda along with the Secretary
- Chairs meetings of the Board
- Encourages Board Members to participate in meetings and activities
- Keeps the Board's activities focused on the organization's mission.
- Evaluates the effectiveness of the Board's decision-making process
- Chairs meetings of the Executive Committee
- Co-signs Board minutes to attest to their accuracy (along with the Secretary)
- Makes sure that committee chairpersons are appointed
- Orients Board Members and committee chairpersons to the Board
- Serves as ex-officio member of committees and attends their meetings when needed
- Makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria.
- Recognizes Board Members' contributions to the Board's work.
- Acts as one of the signing officers for cheques and other documents such as contracts and grant applications when necessary
- Plays a leading role in supporting fundraising activities.
- Promotes the organizations purpose in the community to the media.
- Prepares a report for the Annual Report and the Annual General Meeting
- Makes sure that Board Members remain in their governance role.
- Is the immediate supervisor of the Executive Director
- Orients the new President when there is a change in roles.

### **Vice-President**

- Acts as President in his or her absence
- Serves on the Executive Committee
- Learns the duties of the President and keeps informed on key issues.
- Might be assigned to a special area of responsibility.
- When the Secretary and Treasurer duties are performed by the same person the Vice-President will act as a signing officer for cheques and other documents.
- Orients the new Vice-President when there is a change in roles

## **Secretary**

- Serves on the Executive Committee
- Keeps copies of the organization's by-laws and the Board's policy statements.
- Notifies board members of meetings.
- Prepares the Agenda of Board Meetings along with the President and distributes them to Board Members in advance of the meeting.
- Keeps record of Board attendance.
- Makes sure that there is quorum at Board meetings.
- Keeps accurate minutes of meetings, co-signs Board minutes to attest to their accuracy (along with the President), records all corrections to minutes and distributes copies of minutes to Board Members promptly after meetings.
- Signs official documents of the organization as required.
- Files the annual return, amendments to the by-laws and other incorporating documents with the Corporate Registry (or ensures that they are filed).
- Makes sure members are notified of General Meetings.
- In the absence of the President and Vice-President, chairs Board meetings until the election of an alternate Chairperson.
- Acts as a signing officer for cheques and other documents.
- Orients the new Secretary when there is a change of roles.

## **Treasurer**

- Serves on the Executive Committee
- Gives regular reports to the Board on the financial state of the organization.
- Keeps financial reports on files
- Acts as a signing officer for cheques and other documents.
- Makes sure that all employee deductions are remitted.
- Speaks for the budget in partnership with the Executive Director and the Administration and Personnel Committee (ADPERCOM)
- Makes sure that all necessary financial reports are filed.
- Prepares and monitors overall budget with ADPERCOM.
- Ensures that all accounting activities are properly recorded and up to date, even if the actual duties are performed by a staff member or volunteer.
- Orients the new Treasurer when there is a change of roles.

*Note it is possible for various reasons and from time to time for the duties of Secretary and Treasurer to be combined.*