

## Role of the CESBA Board

The CESBA Board is responsible for the following:

- Developing a three-year strategic plan that includes the Mission and Vision, Values and Strategic Pillars of CESBA and refresh or revise the plan accordingly by the expiration of the plan.
- Developing and approving Governance Policies that guide the work of the Board, ensuring adequate oversight of the Executive Director and responsible stewardship of resources, assets and fiscal management.
- Reviewing and revising the Governance Policies at least every three years.
- Reviewing and revising the By-Laws at least every three years.
- Hiring, supporting, giving direction to and annually evaluating the performance of the Executive Director.
- Respecting the Executive Director's primary role to manage the operations of CESBA.
- Monitoring its own processes, performance and results at least annually.
- Participating in regular training and development opportunities at least once per year.
- Approving the annual operating budget presented by the Executive Director ensuring there is ongoing financial stability and growth.
- Recruiting and building a competent Board and Committees, ensuring appropriate onboarding of new members.
- Planning for its own Board succession, including:
  - setting and complying with term limits of directors and officers
  - active ongoing recruitment of new members
  - orderly transition of outgoing and incoming directors.
- Ensuring that appropriate Directors & Officers (D&O) insurance is in place.
- Ensuring compliance with all laws, by-laws and policies, both internal and external and ensure that all filings and remittances are in order.

The Board will not involve itself in operations except during a crisis or when the Executive Director requests the assistance of the Board or individual Board members.

The Board and Executive Director relationship will reflect mutually respectful treatment, open communication, transparency and a commitment to maintaining a constructive partnership.

## Expectation of Directors

### 1. Responsibilities & Duties

Board members have three main fiduciary duties as follows:

#### Duty of Loyalty

- Act in the best interest of the whole organization
- Create a relationship of trust between directors and the organization
- Cannot use a Director's position to benefit themselves, family, friends or other parties (see CESBA's Board & Committee Conflict of Interest Policy)
- Cannot exploit organizational information for private benefit
- Cannot misuse any of the organization's assets or resources

#### Duty of Care

- Use due diligence, care and skill in fulfilling Director member responsibilities
- Understand foundational documents (bylaws, letters patent, policies, etc.)
- Stay informed of CESBA's activities and programs
- Prepare for, actively participate in and attend board meetings
- Make informed decisions

#### Duty of Obedience

- Ensure the Executive Director and organization adheres to its mission and vision and strategic directions.
- Ensure the Executive Director and organization adheres to all laws, regulations, etc and follows all legal and ethical standards
- Support the organization's operational and financial stability

#### Additional Director responsibilities and requirements are as follows:

- Support all Board decisions and speak as one voice.
- Listen to others' views and be open to compromise.
- Support the Executive Director and staff and respond to staff and volunteers promptly and in a professional manner.
- Understand that blindsides of any kind are unacceptable and that they undermine board governance.

- Maintain confidentiality and safeguard documents (see CESBA's Board Confidentiality Policy).
- Participate in the evaluation of the Executive Director.
- Attend other CESBA events.
- Be an ambassador in the CESBA community.
- Participate in board evaluation processes.
- Participate in new Board member orientation sessions.
- Participate on Committees as required.

## **2. Authority**

The Board collectively works as a team and makes decisions. Individual board members have no authority to direct or make requests of the Executive Director or staff or to speak on behalf of CESBA unless given such authority by the Board.

## **3. Term**

The term of office of each Director shall be three (3) years, to expire at the third Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected. Directors can serve up to two three-year terms and can reapply to the Board after an absence of two years.

## **4. Time Commitment**

The Board meets at least four times per year with a mix of virtual and in-person meetings. Regular board meetings are typically three hours in length, though full day meetings may be scheduled as required. In addition, a two-day strategic retreat is usually held once per year. From time to time, there may be shorter ad-hoc meetings as required.

Directors are required to prepare for meetings in advance and read all the materials. This can take between 30 minutes to one hour depending on the size of the meeting package.

Directors are expected to attend all Member meetings and the annual CESBA conference; they are encouraged to participate in other CESBA events.

Directors may be asked to serve on a Board Committee. The time commitment varies from committee to committee.