

From: Hugo Dann

To: Pride Board

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Hi Everyone:

I'm passing this along for use as a guide to those who are thinking of becoming Officers of the Society.

With the exception of the ' Roles and Responsibilities of Board Members' – which were adopted at the 2007 AGM (in highlighted italics below), Halifax Pride has never gotten so far as to actually draw up a Policies & Procedures Manual. I have cobbled this together from several other Boards that I've served on and made some changes here and there that are Pride specific. I'm hoping we can use these as guidelines until the Board Governance Committee is up and running and submits its proposals to us.

BOARD OF DIRECTORS

The Board of Directors (BOD) is the legal authority for the Halifax Pride Society (HP). The Board is accountable to the membership and to the community. In accordance with the By-Laws, the management of the activities of HP is vested in the Board.

The Terms of Reference for The Board of Directors are the bylaws of the Society.

The BOD will consist of not less than seven and not more than fifteen full-voting members. The Board will be elected by the membership at the AGM. The Board may invite as many as four Associate Members to serve on the Board of Directors.

Any organization based in Nova Scotia, or any individual over the age of 18 years residing in Nova Scotia, that upholds the objectives of the Society, that advances the well-being of the LGBTQ community in Nova Scotia; and that agrees to adhere to the bylaws, policies and procedures of Halifax Pride may be invited to join the Board as an Associate member. Associate members shall be entitled to attend any meeting of the BOD and shall have a half vote. Invitations to join as Associate members will be at the discretion of the Board of Directors.

Roles and Responsibilities of Board Members:

Board Member (Director):

As a member of the BOD, a Director acts in a position of trust for Halifax Pride and is responsible for the effective governance of HP.

Generally, a Director:

- Assigns a high priority to assisting with the success of Halifax Pride, strives to be a leader in fundraising, and leads by example in the community;
- Interprets the mission of Halifax Pride, defends it when it is under pressure, and represents it in the community; and
- Provides advice and assists with Halifax Pride's programs and activities with all the goodwill, energy and expertise the individual Director can bring.

It is expected that a Director:

- Espouse the Mission & Values of HP
- Commit to the work of HP, its development and day-to-day operations;
- Regularly attend scheduled Board meetings - If a Member cannot attend a meeting, then regrets shall be sent;
- Prepare for and participate in the discussions and deliberations of all items on the Board meeting agenda, including the review of any distributed written material;
- Serve on at least one (1) committee or subcommittee;
- Participate as a volunteer in one (1) or more of HP's programs, fund-raisers, activities or events per year;
- Attend the Annual General Meeting (AGM);
- Be aware and abstain from any conflict of interest, or perceived conflict of interest.
- Respect the confidentiality of the BOD and refrain from revealing the details of any in camera deliberations of the BOD

A Director's major duties include:

- Determine the future direction of HP by helping to establish overall long and short-term goals, objectives, and priorities, as well as policies;
- Foster a positive working relationship with other Board Members, staff, and volunteers;
- Ensure that there is the availability of adequate resources and the effective management of resources;
- Monitor and assess the Board and HP's overall effectiveness and performance through a review of programs and/or projects;
- Enhance HP's public image;
- Promote HP membership;
- Maintain an up-to-date knowledge of HP and the issues affecting the community;
- Be an advocate in, and on behalf of, the community; and
- Ensure that the fiduciary duties of HP are met.

Board Chair

Over and above the major duties of a Director, the Board Chair:

- Provides guidance and leadership to the Board in conjunction with the Executive Committee;
- Is the primary spokesperson for Halifax Pride to the media and the community at large, or delegates this responsibility accordingly;
- Represents Halifax Pride to Government officials and at community functions, or delegates this responsibility accordingly;
- Chairs regularly scheduled Board meetings with focused attention on fostering a forum for fair and equal discussions and deliberations;
- Addresses the Annual General Meeting;
- Is a member and the Chair of the Executive Committee;
- Reports to the Board on the status of major programs and/or projects;
- Is a signing authority on behalf of the Board for financial and legal purposes;

- Arranges for Vice to chair meetings in the absence of the Chair;
- Sets Board meeting agenda and schedule in conjunction with the Executive Committee; and
- In conjunction with the Communications and Outreach Committee, enhances relationships with other Rainbow Community groups and agencies.

The Chair is authorized to make expenditures of less than \$100

Vice Chair

In addition to adhering to the major duties of a Director, the Vice Chair:

- Is a member and Chair of the Outreach Committee;
- Is an active member of the Executive Committee;
- Is a signing authority on behalf of the Board for financial and legal purposes; and
- Fulfills the Chair's position in the absence of the Chair during Board and Executive Committee meetings.

Secretary

The Secretary adheres to the major duties of a Director. Moreover, the Secretary:

- Is an active member of the Executive Committee;
- Prepares and maintains the minutes and records of all Board meetings;
- Prepares and maintains the minutes and records of all Executive Committee meetings;
- Reviews, monitors and verifies the accuracy of the meetings minutes, and circulates to all Directors in a timely manner, preferably seven (7) days prior to each meeting; and

Treasurer

In addition to adhering to the major duties of a Director, the Treasurer:

- Is an active member and Chair of the Finance Committee, if one is established;
- Is an active member of the Executive Committee;
- Is responsible for the administration of the financial policy of the Board;
- Is a signing authority on behalf of the Board for financial and legal purposes;
- Implements and supervises the bookkeeping and financial controls to ensure that the assets of Halifax Pride are appropriately controlled and that the resulting financial statements are auditable;
- Ensures that monthly financial reports are available to the Board on a timely basis;
- Ensures that appropriately reviewed financial statements are presented to the Board in time to be presented at the Annual General Meeting; and
- Acts as a resource for other committees and activities of the Board.

Member-at-Large(s)

In addition to the general duties of a Director, the Member-at-Large is an active member of the Executive Committee.

EXECUTIVE COMMITTEE TERMS OF REFERENCE

The Executive Committee is a standing committee of the Halifax Pride Board of Directors, composed of the Chair, Vice-Chair, Treasurer and Secretary, as well as the Member(s)-at-large.

The Executive Committee is chaired by the Chair of the Board, or in the absence of the Chair of the Board, by such other member of the Executive Committee as may be agreed upon by the members present.

The Executive Committee should meet once per month in between Board meetings, or as required, and is accountable to the Board of Directors. A report of its activities shall be provided to the Board of Directors by the Chair or Vice-Chair prior to each meeting of the Board of Directors.

The role of the Executive Committee is to handle administrative and management issues, and addresses any policy issues, when a decision is required between Board meetings.

The Executive Committee is authorized to make decisions regarding expenditures of less than \$500.

The Executive Committee is authorized to Act on behalf of the Board of Directors regarding:

- ensuring that operations are being conducted in a manner consistent with board policies and directives; and

The Executive Committee will make recommendations to Full Board regarding:

- strategic planning and policy development, including recommendations for revisions to existing policies, and / or development of new policies; and
- reviews, amendments, additions or deletions to Standing or Ad Hoc Committees of the Board.

The 2008 Executive of Halifax Pride sometimes brought in other Board Members to participate in discussions around particular issues.

Other Committees of the Halifax Pride Board of Directors:

Board Governance Committee (BGC)

The Board Governance Committee should consist of and three to five other members of the Board of Directors. Ideally the Chair or the Vice Chair would sit as members of the BGC. Their mandate is to assess the bylaws and present recommendations for amendments to the Board of Directors, They also develop and maintain the Policies and Procedures of the Society and present these as recommendations to the Board of Directors for approval prior to laying them before the membership at the AGM.

Other Committees

It was the intention of the 2008 Board that community members could be engaged in the business of Pride by sitting on Committees, such as the Outreach & Fundraising Committee, the Volunteer Committee, etc., providing such committees were chaired by a Director and were accountable to the Board of Directors, which would have authority over them. It was thought that this could increase the number of community stakeholders in Halifax Pride and develop the talent pool for recruiting potential new Directors for future Boards.

