

## Board / Staff Relationship

In general, the Board will be responsible for establishing policy and strategic direction and for monitoring its progress. The Board is accountable to the membership.

The Staff (Executive Director) will be responsible for implementation of policy and execution of the strategic plan, and will be accountable to the Board, providing quarterly reports on KPIs. The Executive Directors is also responsible for the provincial office, including staffing, maintenance of records, fulfilling all CRA and corporate responsibilities and member relations.

The Board President will work directly with the Executive Director on a regular basis, receiving updated reports and consultation on key issues.

The following chart provides guidance on the specific roles of the Board and Staff:

Activity	Responsibility
<b>PLANNING</b>	
Direct the process of planning	Board
Provide input to long range goals	Joint
Approve long range goals	Board
Formulate annual objectives	Staff
Approve annual objectives	Board
Prepare performance reports on achievement of goals and objectives	Staff
Monitor achievement of goals and objectives	Joint
<b>PROGRAMMING</b>	
Assess stakeholder (customers, community) needs	Staff
Train volunteer leaders (nonprofits only)	Staff
Oversee evaluation of products, services and programs	Board

Activity	Responsibility
Maintain program records; prepare program reports	Staff
Prepare preliminary budget	Staff
Finalize and approve budget	Board
See that expenditures are within budget during the year	Staff
Solicit contributions in fundraising campaigns (nonprofits)	Board
Organize fundraising campaigns (nonprofits)	Staff
Approve expenditures outside authorized budget	Board
Insure annual audit of organization accounts	Board
<b>PERSONNEL</b>	
Employ Chief Executive	Board
Direct work of the staff	Staff
Hire and discharge staff member	Staff
Decision to add staff (nonprofit)	Board
Settle discord among staff	Staff
<b>COMMUNITY RELATIONS</b>	
Interpret organization to community	Board
Write news stories	Staff
Provide organization linkage with other organizations	Joint

Activity	Responsibility
<b>BOARD COMMITTEES</b>	
Appoint committee members	Board
Call Committee Chair to urge him/her into action	Board
Promote attendance at Board/Committee meetings	Joint
Recruit new Board members	Board
Plan agenda for Board meetings	Joint
Take minutes at Board meetings	Joint
Plan and propose committee organization	Joint
Prepare exhibits, material and proposals for Board and Committees	Staff
Sign legal documents	Board
Follow-up to insure implementation of Board and Committee decisions	Staff
Settle clash between Committees	Board

## Governance

### 1. Model/ Rules of Conduct

#### 65. Rules of Order

Except where the bylaws otherwise, the Association shall be governed in all procedural matters by Roberts Rules of Order, Newly Revised, by General Henry M. Robert, Scott Foresman, A Division of Harper Collins Publishers, 1990, 9th Edition, or later editions.

For quick reference guide, see: <http://www.robertsrules.org/>

### 2. Board Structure

12 members, with regional representation (at least 2/region)

Executive Committee:

- President
- Vice President
- Secretary
- Treasurer
- Past President

Term of appointment

Directors shall be appointed for a term of three (3) years, commencing at the commencement of the annual meeting at which the appointment of such individuals to the Board of Directors is to be effective, provided that at the first meeting of the Members, at which time the Board of Directors shall be elected, the term of office for such first Board of Directors shall be as follows:

- (a) One-third (1/3) of the Directors shall be elected for a term of one (1) year;
- (b) One-third (1/3) of the Directors shall be elected for a term of two (2) years;
- (c) One-third (1/3) of the Directors shall be elected for a term of three (3) years.

No director shall be eligible to serve more than two consecutive terms, except in the case of a Past President who may hold office during the term of his or her successor. A member who has served two consecutive terms shall not be eligible to serve again as a Director before the passing of at least three years.

### 3. Job Descriptions/Expectations for Board Members

*The following descriptions were adapted from materials from BoardSource as provided on [www.managementhelp.org](http://www.managementhelp.org)*

All Board members are OCASA members.

#### Board Chair/President Job Description

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization
3. Is a partner with the Chief Executive in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive.
6. Encourages Board's role in strategic planning
7. Appoints the chairpersons of committees, in consultation with other Board members.
8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the Chief Executive.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Chief Executive any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fundraising activities
14. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.
16. Performs other responsibilities assigned by the Board.

#### Vice Chair/Vice President Job Description

1. This position is typically successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:  
Is a member of the Board
2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
3. Reports to the Board's Chair
4. Works closely with the Chair and other staff
5. Participates closely with the Chair to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board.

#### Board Secretary Job Description

1. Is a member of the Board
2. Maintains records of the board and ensures effective management of organization's records
3. Manages minutes of board meetings
4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings

**Board Treasurer Job Description**

1. Is a member of the Board
2. Manages finances of the organization
3. Administers fiscal matters of the organization
4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures

**Board Member Job Description**

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.
7. Participates in fund raising for the organization

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**Committee Chair Job Description**

1. Is a member of the Board
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's Chair.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
9. Initiates and leads the committee's annual evaluation.

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