## Board of Directors Job Description

**Source of authority:** Elected by the members at the Annual General Meeting

**Composition:** 5 directors in total, not less than three directors

**Term of office:** 2 years, with at least 2directors elected annually

For board composition, director qualifications and terms, election or appointment of officers and filling director Board vacancies, refer to Rules 17, 18 and 21.

## Purpose

The Board of Directors is responsible for the overall governance and management of the co-op.

## Governance

The Board will:

1. Make sure the co op complies, in order of precedence, with:

* the *Cooperative Association Act* and other relevant laws
* the co-op's Memorandum of Association, Rules and Occupancy Agreement
* policies adopted and approved by the co-op, and
* decisions taken by resolution of the Board or members.

1. Make sure the co-op meets its obligations and enforces its rights under any contract or agreement.
2. Guide and support committees and staff in operational decision-making.
3. Plan, call and make arrangements for general meetings.
4. Communicate with members and keep members informed.
5. Develop and implement co-op policy in consultation with members.
6. Review and approve new members as recommended by the Membership Committee and make sure an effective member selection process is in place. (The Board may approve the new member at a Board meeting or at a General membership meeting after it has received the recommendation from the Membership Committee.)
7. Develop and implement plans to build and maintain a democratic, stable and healthy community and pay attention to the social and community needs of members.
8. Provide education and training opportunities for members, committees, Board and staff.
9. Make sure the co-op works with other co-ops to build the co-operative movement and make it stronger.
10. Have directors sign the ethical conduct agreement annually.

## Finance/ Maintenance

The Board will:

1. Monitor and manage co-op finances in a fiscally responsible way.
2. Develop and implement plans to ensure short- and long-term maintenance of buildings and grounds.
3. Develop and implement plans for the long-term financial viability of the co-op.
4. Invest co-op funds prudently.
5. Make sure the co-op is adequately insured.
6. Make sure the co-op remains an affordable housing option for current and future members.

## Employees/contracts

The Board will:

1. Hire and supervise management staff, contractors and/or employees.

## Delegation of authority

**Committees**

The board may:

1. Delegate any parts of its authority to committees of the directors if it thinks fit (refer to Rule 20.1).
2. Authorize committees to administer policies and budget lines. Committees may make recommendations to the board and/or to the membership for approval, but committees may not assume Board responsibilities (see separate committee job descriptions). The Board remains accountable for the overall operation and management of the co op.

**Individual directors**

1. Directors work as a group or "Board of Directors." No one director has more power than another, not even the chairperson or president. Directors make decisions as a group. Individual directors do not have special powers to act alone.
2. Sometimes the Board of Directors will authorize one or more of the directors to perform a specific duty. That director is then acting for the Board, not alone. (2007-4-24) (2007-9-18)

## Officers, Roles and Responsibilities

# President

* set agenda
* chair meetings
* liaise with Maintenance Coordinator
* represent the co-op (in contested situations)
* (ensure governance education is available)
* (ensure report is presented to general meetings)

# Vice-president

* assist President

# Treasurer

* ensures clear presentation of year end statements to members
* ensures clear presentation of annual budget to members
* ensures Board recommendation of Auditor to members
* ensures clear presentation of monthly statements to Board
* reconciles cheques against monthly bank statement
* liaise with Finance Assistant
* liaise with financial management group and auditor

# Secretary

* (recording) take minutes, circulate to Board, then to members
* (filing) file paper copies of received documents
* ensure annual report filed to Registrar of Companies
* ensure effective communication within the co-op

# Signing Officer

* Co-sign cheques for co-op expenses, after checking documentation for:
  + correct name, amount in $ and words (match invoice)
  + correct date matching stub
  + appropriate authorization of invoice
  + fit with Spending Policy

# (Board liaison to a committee)

* (ensure Board and committee work towards the same goals
* ensure Board and committee keep each other fully informed
* keep in regular contact with committee representative
* bring committee recommendations to the Board)

## Resources

* Co-op principles
* Ethical conduct agreement
* Confidentiality agreement
* Rules of order for co op meetings
* Meeting agreements
* Co-op meetings in brief
* General meetings and your co-op Rules at a glance
* PIPA tools � where to find them
* Co-op Rules
* All co-op policies