


<b>Policy Name:</b>	<b>EXECUTIVE OF THE BOARD</b>		
<b>Policy Number:</b>	<b>GOV-211</b>	<b>Formerly</b>	<b>BG 04,205,206,207 208</b>
 West Elgin Community Health Centre	<b>Creation Date: May 2015</b>	<b>Reviewed Date: May 2019</b>	<b>Approved by: Board of Directors</b>

## POLICY STATEMENT

This policy outlines the positions of each of the Board (the “Board”) Executive as well as their individual duties and responsibilities. The Board Executive includes the Chair, Vice Chair, Treasurer, Secretary and Membership Secretary. The Board Chair, Vice Chair and Treasurer shall assume the responsibility of signing authority.

## CHAIR of the Board

The Chair of the Board of West Elgin Community Health Centre (the “Centre”) shall be appointed or reappointed by a resolution of the Board following each Annual Meeting of the Members. The Chair’s main responsibilities are to manage and direct all matters that are brought to the Board and to preside over meetings of the Board and the Members.

## DUTIES AND RESPONSIBILITIES

The CHAIR shall have the following duties and responsibilities:

- preside over meetings of the Board and the Executive Committee if one exists.
- serve as an ex-officio member of all Board Committees established from time to time other than the Executive Committee.
- work with the Executive Director to ensure that all resolutions and policy directions of the Board are carried out.
- coordinate the work of the Board, any Committees of the Board and the individual work of Directors.
- ensure that all meetings of the Board are properly called and duly constituted.
- call such meetings of the Board as may be required to properly conduct the business of the Board.
- ensure that the Officers of the Centre and Committee members are appointed or reappointed each year following the Annual Meeting of Members.
- preside over meetings of Members.
- facilitate the discussions and decision making at each meeting over which he or she presides.
- foster a positive working relationship with the Executive Director.
- act as the official spokesperson for the Board as required, provided that the Chair disclose only final decisions of the Board and avoid providing his or her personal opinion of Board decisions or other matters relating to the Centre.
- actively participate in the orientation of new Board Directors.
- in consultation with the Executive Director, set the agenda of all meetings of the Board and the Members.

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- preside over the committee appointed to hire a new Executive Director.
- oversee any disciplinary action or review of any Director.
- help foster a sense of team spirit amongst the Directors and between the Board and staff.
- perform all other functions required by the Office of the Chair.

#### VICE CHAIR of the Board

The Vice Chair of the Board shall be appointed or reappointed by a resolution of the Board following each Annual Meeting of the Members. It is the intention that the Vice Chair shall replace the Chair as Chair at the appropriate time.

The Vice Chair's main responsibility is to provide continuity of leadership in the absence of the Chair of the Board. The Vice Chair shall also be a member of the Executive Committee if one exists. Like the Board Chair, the Vice Chair shall act only on the authority of the Board.

#### DUTIES AND RESPONSIBILITIES

The VICE CHAIR'S responsibilities shall include:

- familiarizing himself or herself with the Board Chair's duties and performing such duties when called to do so, including presiding over any meeting of the Board, the Executive Committee or Members in the event that the Chair is absent or refused to preside.
- providing such assistance and counsel to the Chair as he or she may request or require.
- fostering a close working relationship with the Chair and the Executive Director.
- chair of the Governance Committee.
- taking the lead to conduct the annual performance evaluation of the Executive Director.
- carrying out special assignments as may be assigned to the Vice Chair from time to time by the Chair or the Board as a whole.

#### TREASURER

The Treasurer of the Board shall be appointed or reappointed by a resolution of the Board following each Annual Meeting of the Members. Where possible, the Treasurer shall have an accounting or business background.

The role of the Treasurer is to ensure the financial integrity of the Centre. This is accomplished primarily through a review of all financial statements presented to the Board, including the Centre's annual audited financial statements. The Treasurer is not involved in the day-to-day management of the Centre's finances.

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#### **DUTIES AND RESPONSIBILITIES**

The TREASURER'S duties and responsibilities include:

- Working with the Executive Director and Finance and Operations Director to review and submit full and accurate financial information to the Board on a regular basis.
- Ensuring the annual audit is completed and answering any questions that the Directors may have about the audit.
- Chairing the Board Finance Committee.
- Ensuring that the Centre's financial policies are being followed.
- Providing reports to the Board regarding the Centre's financial position on a quarterly basis.
- Ensuring that the Community Accountability Planning Submission (CAPS) budget is prepared.
- Ensuring the maintenance of any other financial items as described in the by-laws.

#### **SECRETARY**

The Secretary of the Board shall be appointed or reappointed by a resolution of the Board following each Annual Meeting of the Members.

The Secretary shall ensure that an accurate record of all meetings and resolutions of the Board, and that any Committee of the Board and Members are maintained by the Centre and proper meeting notices are provided to the participants of any such meetings, although he or she is not necessarily required to take such minutes or prepare such notices.

#### **DUTIES AND RESPONSIBILITIES**

The SECRETARY'S duties and responsibilities include:

- Ensuring that all Directors are notified of the times and dates of all Board meetings with as much advance notice as possible in the circumstances.
- Ensuring that the minutes of each meeting of the Board, each Committee of the Board and the Members, as well as any written resolutions are accurately reflected in the Centre's records and are maintained in accordance with applicable laws.
- Reviewing the minutes of all meetings that he or she attended to ensure the accuracy and completeness of such minutes.
- Ensuring that an accurate list of all contact information for each Director is maintained and available to all of the Directors and the Executive Director.
- When necessary, obtaining information from the Centre's records and minutes to help the Board in its decision making process.
- Ensuring the maintenance of any other items described in the by-laws.
- Fulfilling such other duties and responsibilities as may be properly assigned to him or her by the Chair or the Board as a whole.

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#### **MEMBERSHIP SECRETARY**

The role of the Membership Secretary is to maintain a list of all Members of the Centre. The Membership Secretary shall be appointed or reappointed by a resolution of the Board following each Annual Meeting of the Members.

#### **DUTIES AND RESPONSIBILITIES**

The Membership Secretary's duties and responsibilities include:

- Maintaining or causing to maintain a list of all Members of all classes of membership of the Centre.
- Organizing or causing to organize any meetings of the Members.
- Presenting to the Board the names of prospective Members for acceptance into the Membership of the Centre.
- Presenting through the Governance Committee for the Board the names of prospective new Directors for the Board.