

SWRC Board of Directors Terms of Reference

Purpose

The Board of Director Terms of Reference are intended to be guidelines for Board and Committee activities. Nothing in these Terms of Reference is intended to supersede or set aside any specific responsibilities outlined in the Constitution.

A. Objectives and Principal Duties

The Board of Directors functions as the steward of SWRC and has statutory authority and an obligation to manage the affairs and business of the Council.

The Board is responsible to act in the best interests of SWRC. The Board shall develop policies and programs which will help SWRC achieve its mission: *As an advocate for community and environment, SWRC will lead in addressing the underlying causes of waste by identifying opportunities, creating connections and promoting solutions.*

It is important to note that delegation of responsibility by the Board to a Committee does not absolve the full Board from responsibility for a committee's work or decisions.

In discharging its obligations, the Board's principal duties are:

1. To provide leadership in setting the Council's long-range strategic direction, and to approve the Council's overall strategic plan, operating goals, operating budget, risk management strategy, performance indicators and the tactical plans established to achieve them;
2. To appoint, monitor and evaluate the performance of the Executive Director, taking appropriate action as warranted, and to provide for effective succession planning;
3. To adopt policies and processes to enable effective communication with members and stakeholders;
4. To ensure the integrity of the Council's internal control and management information systems;

5. To develop practices to ensure that the Board functions independently of management.
6. To ensure its members receive adequate training. Within six months of joining the board, each member will attend a board training and orientation session to ensure an understanding of Board member roles and responsibilities and an understanding of SWRC and its strategic plan.

B. Legal and Compliance Responsibilities

The Board has a responsibility to see that procedures are in place to ensure statutory responsibilities are met and Council documents and records are properly prepared, approved and maintained.

In performing their duties, members of the Board shall:

1. Act honestly and in good faith with a view to the best interests of the Council.
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
3. Comply with the provisions of the Saskatchewan Non-profit Corporations Act;
4. Identify, oversee and monitor risks that follow from strategy;

C. Constitution

1. Number of Directors - A minimum of seven and a maximum of fifteen Directors shall manage the affairs of the Council.
2. Eligibility of Directors - A Director must be a member or a representative of a member organization. All Directors must be of the age of majority.
3. The Executive shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The executive shall be elected by the Directors from among themselves at the first meeting of the Board of Directors following the Annual General Meeting.
4. The Chair:
 - (a) shall preside at all meetings of the Board and the Membership;

- (b) shall present a report of SWRC activities to members at the Annual General Meeting; and
- (c) is responsible for such other matters as the Board determines.
- (d) is ex-officio on all committees and may attend any committee meeting, as appropriate.

The Chair may, with approval of the Board, delegate powers and duties as necessary.

The Vice-Chair:

- (a) shall serve as chair when the Chair is not available

The Secretary is responsible for:

- (a) ensuring proceedings of all meetings of the Board and the Membership are recorded, and for the preparation and custody of the minutes of those meetings;
- (b) ensuring that a record of all the Members of the Corporation and their addresses is maintained;
- (c) the custody of the seal of the Corporation and the books and records of the Corporation, except financial records;
- (d) filing of statutory Corporation Documents
- (e) giving notice of all meetings of the Board and the Membership; and
- (f) such other matters as the Board determines.

The Secretary may, with the approval of the Board, delegate the responsibilities of the office as required.

The Treasurer is responsible for:

- (a) the receipt of all money paid to the Corporation;
- (b) opening and operating accounts and for the deposit of funds in any bank, treasury branch, trust company or credit union of which the Board approves;
- (c) accounting for the real and personal property of the Corporation and the preparation and custody of such financial records as are necessary;
- (d) being a member of the Finance and Audit Committee
- (e) presenting a financial statement to the Board as required;
- (f) presenting a financial statement at the Annual General Meeting; and
- (g) such other matters as the Board determines.

The Treasurer may, with approval of the Board, delegate the responsibilities of the office as required.

D. Meetings

The time and place of Board meetings and the procedures of such meetings shall be determined from time to time by the Board, provided that:

1. A quorum for meetings shall be 50% plus one of the members of the Board, present either in person or by telephone or other telecommunication device that permits all Members participating in the meeting to speak to and hear each other;
2. The Board shall meet as often as may be required but at least once every six months and the meeting shall be called by the Chair. A special meeting of the Board shall be called upon written request of any two Directors directed to the Chair with such written request to state the business to be brought before the meeting;
3. Notice of the time and place of each meeting of the Directors shall be sent to each Director by electronic mail not less than five working days before the meeting date. A Director who participates in a meeting shall be deemed to have received notice thereof. Notice of the meeting may be waived where the Directors unanimously agree to waive notice of the meeting;
4. The Board shall at all times have the right to determine which non-Board Members shall and shall not be present at any part of the meetings of the Board.

E. Minutes and Reporting Responsibilities

An outline of material issues addressed by the Board, and all recommendations, decisions and directives of the Board shall be recorded by the Secretary in the minutes of the meeting. A staff member may serve as recording Secretary at Board meetings.

A draft copy of the minutes of each Board meeting, approved by the Board Chair, shall be circulated to the members of the Board a minimum of seven days prior to the next Board meeting for the purpose of adopting and verifying the said minutes.

F. Committee Structure

The Board of Directors has established the following standing committees of the Board:

1. Finance and Audit
2. Governance

3. Strategic Direction

The Board has authority to appoint any committees that it considers necessary for the efficient conduct of the affairs and business of the Council and to prescribe the duties of any committee it appoints. Working committees may be established at the pleasure of the Board to facilitate dialogue amongst members, stakeholders and staff for the purpose of information sharing, collaboration and bringing recommendations to the Board.

G. Management Responsibilities

The Board discharges its obligations directly, through recommendations it receives from the Committees of the Board and by delegating certain of its powers to the Executive and employees of the Council.

Management is responsible for the day-to-day operations of the Council, acting within approved Board policies and directives and consistent with the Mission of the Council.

In general terms, the Board expects that management will:

1. Participate in the development of the vision and philosophy for the Council and strategic and operational plans to achieve the vision, taking into account the members and stakeholders expectations;
2. Establish, prioritize and achieve Council strategies, goals, budgets, operational plans and performance indicators;
3. Identify, prioritize and manage the principal risks of the Council;
4. Appoint, train, motivate, monitor and evaluate employees, and develop an effective succession plan;
5. Propose and implement policies and processes to enable effective communication with members, stakeholders and the public;
6. Design and implement policies and procedures to ensure the integrity of the Council's internal control and management information systems;
7. Provide accurate, complete and timely information to the Board to enable it to discharge its obligations and meet its governance and legal responsibilities;

8. Establish and implement procedures to ensure statutory responsibilities are met, and Council documents and records are properly prepared, approved and maintained;
9. Ensure compliance with significant policies and procedures by which the Council is operated.

H. Confidentiality

All deliberations of the Board, and all Council records, material and information obtained by a Member of the Board and not generally available to the public shall be considered confidential.

Each Member of the Board is expected to abide by SWRC's Ethical Behaviour and Conflict of Interest Policy.

I. Review of Terms of Reference

In conjunction with the Governance Committee, the Board shall review annually its Terms of Reference and, where appropriate, submit to the board for approval revisions to its Terms of Reference.

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