



## 2. Executive Terms of Reference

### The President will:

- Ensure that the Board has full governance of the organization's business and affairs and that the Board is alert to its obligations to the organization, to the shareholder, community and stakeholders it serves, to management, and under the law.
- Provide leadership to the Board; assist the Board in reviewing and monitoring the strategy, policy, and directions of the organization and the achievement of its objectives.
- Ensure that there is cohesion of direction and purpose at a policy and strategic level.
- Encourage each director to contribute to deliberations, particularly in areas calling upon that director's unique skills, experience, and background.
- Facilitate deliberations of the Board in a manner that encourages the candid expression of each director's opinion and discourages any conduct or language that would reasonably be seen as intending to block the full expression of another director's views.
- Serve as the official liaison person with the Management.
- Ensure that the Board and Management are working with an up-to-date strategic plan.
- Ensure that a succession plan is in place for the next President.
- Act as a co-signing officer along with the Manager for cheques and other documents.
- Ensure that the Board is diligent in conducting its oversight and monitoring functions.
- Meet annually to review the effectiveness of the President, each director and the entire Board.
- Assist the Board in the discharge of its duties and responsibilities relating to the review of the following:
  - organizational goals and policies of the Board
  - strategies and business plans developed by Management
  - management, capital, and operating plans, financial statements, and management reports
  - the allocation of resources
  - the annual performance evaluation of Management

### The Vice-President will:

- Act in the absence of the President.
- Learn the duties of the President and keep informed on key issues.
- Work closely as consultant and advisor to the President.
- Prepare to serve a future term as President.
- Orient the new Vice-President.



### The Secretary will:

*Note\* The VCF does not have a board member acting as secretary therefore, the following duties have been delegated by the Board to the manager's staff.*

- Keep copies of the organization's bylaws and the Board's policy statements.
- Maintain the register of shareholders/members.
- Notify Board members of meetings (in partnership with the President).
- Keep record of Board attendance.
- Make sure that a quorum exists for Board meetings.
- Keep accurate minutes of meetings, including recording all motions and decisions of meetings.
- Distribute copies of minutes to Board members promptly after meetings.
- Conduct general Board correspondence and keep records of all Board correspondence.
- Review and approve Board minutes and corrections to confirm their accuracy and sign official documents of the organization, as required.
- File the annual return, amendments to the bylaws, and other incorporating documents with the Corporate Registry, or other authority.
- Look after the common seal of the Company.
- Make sure members are notified of general meetings.
- In the absence of the President and Vice- President, chair Board meetings.
- Orient the new Secretary.

### The Treasurer will:

- Chair the Finance Committee (if applicable).
- Work with Management to understand all financial reports.
- Act as signing officer, with another officer or the Manager, for cheques and other documents as required.
- Orient the new Treasurer.