

OFFICERS AND DIRECTORS – RESPONSIBILITIES

Based on the values determined by the Board of Directors and approved by the membership the following guidelines are provided for Board and Committee members.

Values: Collaboration, Excellence, Responsibility, Leadership

Officers and Directors of PIJAC Canada shall:

Board Meetings

- Act in the best interests of the association and shall be as fully informed as reasonably possible with respect to all aspects, purpose and manner of operation of the association, including;
 - awareness of the content of: the Letters Patent and Objects,
 - the Constitution and By-Laws,
 - the Mission, Vision Values and Mandate
 - the Code of Practice,
 - Policies and Position Statements
 - Committee mandates and membership;
- Review the agenda and supporting material in advance of each meeting of the Directors and any committee to which he/she is appointed;
- Attend all Board meetings as agreed upon by the directors at the previous meeting unless emergency circumstances arise;
- Be prepared to discuss the business brought forth at the meeting in a prepared and knowledgeable way;
- Participate at meetings through feedback and discussion where required;
- Vote (unless excluded by reason of conflict of interest or other prohibition) on matters that come before the meeting;
- If attendance at the applicable meeting is not possible, review the minutes of the meeting and financial statements of the organization in order to stay informed. This is of particular importance in situations where the absent Director is in disagreement with decisions taken at a meeting and wishes his/her opposition to be recorded in the minutes of the meeting at which this dissent is voiced;

Committees

- Commit to sitting on at least one committee per year;
- Attend all phone calls /meetings for that committee;
- Respond to request for feedback by deadlines set;
- Offer professional expertise;

Committee Chair is responsible for:

- Arranging committee meetings
- Distribution of materials
- Chairing meetings
- Reporting outcomes to association management and at National Board meetings

Membership

- Assist in recruiting new members.

Communication (Feedback requests/Surveys etc)

- Comment when requested on or before deadline;
- Make available business connections where appropriate;

General

- Preserve the integrity and reputation of the association;
- Exercise the level of care of an ordinary person.

PIJAC Canada will:

- Schedule meetings to accommodate schedules to the best of its ability
- Distribute materials in a timely manner as dictated by the situation
- Send one reminder of meetings and feedback requests where necessary
- Provide tools for board members to use for member recruitment and advocacy initiatives

Directors of non-profit corporations are increasingly interested in finding out about potential liabilities which they might face in their capacity as a director. That information should be a key element of all non-profit organization annual orientation programs. As directors of PIJAC Canada, you must be aware of key duties and responsibilities that limit your exposure to liability. These key duties and responsibilities of directors revolve around the following points:

- Duty of knowledge: of the “cornerstones” of the organization, such as documents which outline its fundamental purpose and internal governance mechanisms (letters patent, By-Laws, mission, etc);
- Duty of Care: with respect to performance of your activities; and
- Duty of Diligence: to act in the best interests of the organization and to be fully informed of its policies and Code of Conduct.

The purpose of the Board Orientation is to familiarize you with all of the tools required to assist you in the performance of these duties and responsibilities.

Board Member Implication: Each member of the Board is personally responsible for the decisions of the Board, whether in attendance at meetings or absent. Should legal action be taken against the association, each Board member will be **liable** in that suit. The association requires all Board members to remain up to date on all decisions made by the board and uphold the responsibilities, and duties set forth in the association's bylaws.

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