

## **Cando Directors' Roles and Responsibilities Policy**

Related to the roles and responsibilities of Directors, it is important to understand the relationship of the four Cando governing components, which are:

- The Membership
- The Board of Directors
- The Executive Committee
- The Executive Director and Cando Office

The relationship of these components is as follows:

- The general membership of Cando is its base and its essence. Every description of mandate over the years reaffirms that the membership is the constituency Cando serves namely, EDOs working for Aboriginal communities across Canada
- The role of the membership is to elect a Board of peers to represent their vision of the corporation. They are able to express that through a democratic process of election
- Directly flowing from this, the Board is the custodian of this membership vision and is responsible through election to carry out the mandate of the organization
- As any elected body, the Board is ultimately responsible for the corporation and all of its affairs
- The Board elects an Executive Committee to more closely monitor and report on the progress of the affairs of the organization
- The role of the Executive Committee is to work closely with the administrative arm, providing guidance and direction, to discharge the mandate expressed in the business plans as well as the general interests of the organization
- The Executive Committee is responsible to the Board, reports to the Board and assists the Board in implementing the organization's mandate
- While the Executive Committee may make minor decisions on implementation of the business plans or furthering the general interests of the organization, they do not replace or enhance the decision-making authority of the Board
- The Executive Director and office staff constitute the administrative arm of the Board, not dissimilar from the bureaucracy of any governing body

- The Executive Director is responsible to the Board, and reports to the Chair and/or his/her designate. The Executive Director is not ultimately responsible to the Executive Committee, but works with the Executive Committee on a more day-to-day basis for guidance and direction
- The Executive Director is responsible for the management of the organization and is accountable to the Board

## **1.0 Roles and Responsibilities of Directors**

### **1.1 Legal Obligations/Authority**

The following are legal obligations as outlined in the by-laws:

- Directors are legally responsible for the property and business of the corporation
- Directors are empowered to appoint members to the Executive Committee
- Directors have authority to remove members of the Executive Committee in accordance with Cando's by-laws. Code of conduct, conflict of interest and ethics provisions should be taken into account
- A Director can be removed from office in accordance with Cando's by-laws
- The corporation is empowered to enter into contracts, signing of documents or any instrument, pursuant to the Cando financial administration policy
- The Board may appoint by resolution an Officer(s) to sign contracts, documents or instruments in writing pursuant to the financial administration policy
- Directors are empowered to establish and appoint committees
- Directors have fiduciary responsibility
- The Directors have the authority to delegate power
- The Directors have delegated management of the corporation to an Executive Director pursuant to the personnel and procedures policy and the financial administration policy

### **1.2 Indemnification**

- The Cando office will maintain Director's indemnity insurance on behalf of current Directors
- The by-laws provide specific indemnities for Directors or an Officer of the corporation

## **2.0 Director's Roles and Responsibilities**

- Directors will contribute to the development of the corporation's mandate and vision
- The Cando Board of Directors is deemed to be a "Policy Board"

- Directors therefore, have the authority and responsibility to develop policies consistent with the vision and mandate of Cando as outlined in Cando's by-laws
- Directors will develop a yearly or three year business plan outlining the corporation's vision, activities and responsibilities. This business plan will contain a corresponding budget. Directors must approve business plans and corresponding budgets
- The Directors will provide advice and guidance to the Executive Director and all committees on expected accomplishments and results
- This direction will be provided directly as a collectivity and can be done through the Executive Committee by Board resolution
- The Executive Director is an employee of the Board and the Board's sole employee
- The Executive Director is empowered, through the Cando business plan to hire, manage and dismiss employees
- The Directors as a collectivity must ensure that the administrative arm of the corporation has the ability to discharge the Board's wishes absent any undue impediments
- Directors will monitor the budgets
- Directors must approve any major deviations (greater than 10% of the total budget or anything greater than \$10,000 ) in any budget, new expenditures outside of any budget or the undertaking of new and significant ventures
- Directors must provide clear direction to the Executive Committee Officers in their role to generally oversee the day-to-day affairs of the corporation
- Directors must require corresponding accountability from the Executive Committee
- The Board of Directors is also charged with responsibility to approve business plans including budgets for committees
- Directors are responsible for communicating regularly with their respective region including dissemination of Cando activities and other relevant information
- Directors must strive to take direction from the members of their region where reasonable and consistent with the objectives and activities of Cando
- Directors will conduct the business of the corporation at meetings through resolutions, business plans and general direction
- Quorum will consist of at least five voting Board members
- All decisions of the corporation are the responsibility of the Board unless the Board specifically delegates a decision
- While activities fluctuate, Directors must be prepared to commit a minimum of fifteen to twenty (15-20) full days per year, Executive Members a minimum of twenty to twenty-five (20-25) days per year, and President & Vice President a minimum of twenty-five to thirty (25-30) days per year
- This commitment of time is in the form of, a minimum of two in person meetings for which Saturday and Sunday will be the norm, attendance at the

annual conference is essential, a minimum of two Board conference calls, other Board meetings as required by the Board, communications with other members of the Board and the Executive Director, and committee work

- While the Cando office is responsible for assembly and delivery of materials for a meeting, Directors are responsible for preparing themselves properly for meetings and for their role in the decision-making process
- While receiving materials more than forty-eight (48) hours prior to a meeting is desirable, in the event of miscommunication, it is ultimately the responsibility of the Director to inquire accordingly
- Directors are responsible for ensuring that new Directors are thoroughly briefed and provided sufficient orientation
- Directors are required, at the beginning of their term, to sign an oath, which includes obligations to comply with all of Cando's policies, by-laws, constitution and Board decisions

### **3.0 Roles and Responsibilities of Executive Officers**

- The Executive Committee acts on behalf of the Board to discharge the mandate and direction set by the Board
- The Executive Committee does not replace or supplant the decision making authority of the Board
- The Executive Committee is charged with overseeing the affairs of the Board on a more day-to-day basis
- The management of Board affairs, which includes activities articulated in the business plan, resolutions passed by the Board and general direction provided, will be executed through the Executive Director, who represents the administrative arm of the Board
- The Executive Committee's role vis a vis the Executive Director is to oversee and monitor the activities of the Executive Director pursuant to the business plan, resolutions passed by the Board and general direction provided by the Board
- Should a conflict exist between decisions or direction given by the Board, such as the business plan, relative to Executive Committee decisions or directions, the Executive Director must discharge the decisions, direction and business plan of the Board
- The Executive Committee will assist the Executive Director in discharging his or her mandate through the provision of guidance, advice and general direction
- This can be at regular Executive Committee meetings through resolutions or general direction
- Resolutions and general direction will be reported to the Board either through written communication or at the next Board meeting

- The Executive Director is charged with the responsibility of record keeping and maintenance in a manner, which is consistent with actual activities, actions, resolutions and discussions
- All records from Executive Committee meetings and Board meetings will be provided in a prompt fashion to all Board members
- On behalf of the Board, the Executive Committee is charged with the responsibility of conducting any recruitment for the Executive Director, interview process and will present a minimum of two candidates to the Board for approval
- The Executive Committee is charged with the responsibility of evaluating the Executive Director yearly and making that evaluation available to both the Executive Director and the Board
- Executive Committee members may hold an in camera session to evaluate the performance of the Executive Director
- Any other Executive Committee in camera session must be reported to the Board
- The Executive Committee is responsible, when new issues, activities or initiatives come forward which are not part of the business plan, to bring these forward to the Board
- The Executive Committee where possible, will provide recommendations, strategies or plans, to the Board in addressing these new issues, activities and initiatives
- Quorum for Executive meetings is two
- Executive Committee members can be removed at the discretion of the Board with a simple majority vote of the Board but will only be removed in the context of Cando's code of conduct, ethics, conflict of interest and all other relevant policies

Specific responsibilities include but are not limited to:

- Represent Cando whenever possible and appropriate at public meetings and functions, senior private and public sector meetings, interaction with other organizations and agencies. Such representation must be done with either Board approval or knowledge, whichever is more appropriate
- Review and recommend to the Board, the Cando business plan with corresponding budgets
- Review and present to the Board the annual report
- Review the corporate policies and by-laws and make necessary recommendations to the Board
- Present new issues and initiatives with recommendations to the Board
- Assist the Executive Director on a more day-to-day basis respecting issues and activities through guidance and direction

### **3.1 Individual roles**

#### ***President and Vice President***

While the President and Vice President will divide their responsibilities in a fair and equitable manner, responsibilities include:

- Responsibility for the affairs of the Executive Committee
- Acting as Chair for both Executive meetings and Board meetings
- Reporting to the Board on behalf of the Executive Committee
- Providing guidance and direction to the Executive Director on a regular and as required basis
- Providing guidance and direction consistent with both the Executive Committee and Board mandates
- Acting as the spokesperson for the corporation or in cases where neither is available, request the Secretary/Treasurer and then appropriate Board members
- Carrying out this function of representation a majority of the time
- The President and Vice President are charged with the responsibility in conjunction with the other Executive member to bring issues of concern or conflict forward to the Board for resolution

#### ***Secretary/Treasurer***

The Secretary/Treasurer responsibilities are focused on the management of record keeping and financial management of Cando and include:

- Ensuring that accurate records of meetings are kept and available to the Board in a timely fashion
- Assuming the lead in the audit process
- Assisting in the development of budgets corresponding to activities contained in the business plan
- Monitoring budgets, briefing Executive members and Board members
- Ensuring adherence to Cando's financial administration policy
- Providing recommendations to the President and Vice President and Board members respecting necessary financial policies or adjustments to financial policies
- Ensuring that appropriate and transparent accounting systems are in place
- Reviewing and recommending to the President and Vice President and Board members auditors
- Presenting the financial statements to the members at the Annual General Meeting