

Board of Directors Job Descriptions and Policies

Board of Directors Job Description

Source of authority: Elected by the members at the Annual General Meeting.

Composition: 7 directors in total.

Term of office: One year, if the Director is completing the term of a Director who vacated their office in the first year of their two-year term; or two years, in a manner to ensure that no more than a simple majority of Directors is elected for a term of two years at any Annual General Meeting.

For board composition, director qualifications and terms, election or appointment of officers and filling director board vacancies, refer to the Rules of Paloma Housing Co-operative (RPHC) #17 Directors; #18 Election, Appointment and Removal of Directors, and #21 Officers.

Purpose

The board of directors is responsible for the overall governance and management of the co-op.

Governance

The board will:

1. Make sure the co-op complies, in order of precedence, with:
 - the *Cooperative Association Act* and other relevant laws,
 - the co-op's Memorandum of Association, Rules and Occupancy Agreement,
 - policies adopted and approved by the co-op, and
 - decisions taken by resolution of the board or members.
2. Make sure the co-op meets its obligations and enforces its rights under any contract or agreement, including any agreement with CMHC.
3. Guide and support committees and staff in operational decision-making.
4. Plan, call and make arrangements for general meetings.
5. Communicate with members and keep members informed.
6. Develop and implement co-op policy in consultation with members.
7. Approve new members and make sure an effective member selection process is in place.

8. Develop and implement plans to build and maintain a democratic, stable and healthy community and pay attention to the social and community needs of members.
9. Provide education and training for members, committees, board and staff.
10. Make sure the co-op works with other co-ops to build the co-operative movement and make it stronger.
11. Have directors sign the ethical conduct declaration annually.

Finance/maintenance

The board will:

12. Monitor and manage co-op finances in a fiscally responsible way.
13. Develop and implement plans to ensure short- and long-term maintenance of buildings and grounds.
14. Develop and implement plans for the long-term financial viability of the co-op.
15. Invest co-op funds prudently.
16. Make sure the co-op is adequately insured.
17. Make sure the co-op remains an affordable housing option for current and future members.

Employees/contracts

The board will:

18. Hire and supervise management staff, contractors and/or employees.

Delegation of authority

Committees

The board may:

19. Delegate any parts of its authority to committees of the directors if it thinks fit (refer to RPHC Rule #20.1 Committees of Directors).
20. Authorize advisory committees to administer policies and budget lines. Advisory committees may make recommendations to the board and/or to the membership for approval, but committees may not assume board responsibilities (see separate



committee job descriptions). The board remains accountable for the overall operation and management of the co-op.

Individual directors

21. Directors work as a group or “board of directors.” No one director has more power than another, not even the chairperson or president. Directors make decisions as a group. Individual directors do not have special powers to act alone.
22. Sometimes the board of directors will authorize one or more of the directors to perform a specific duty. That director is then acting for the board, not alone.

Resources

- Rules of Paloma Housing Co-op – See Members Section of the Paloma Co-op Website
- All co-op policies – See Members Section of the Paloma Co-op Website

Effective date **October 24th, 2017**

Board President & Vice President Job Description

The president unites the community by leading the board of directors, committees, members and staff to work together for the co-op's goal—well-maintained, affordable housing and a strong community that values diversity.

The president and vice-president work together as a team to carry out the president's responsibilities. They are usually signing officers. They decide together how to share the responsibilities. They review their responsibilities regularly to see that they are following the priorities set by the board and members. Sharing the work will keep the job of president from becoming too difficult. Here is a list of regular responsibilities.

Education

The president and vice-president:

- see that education for the board, staff, committees and general members is a top priority in the plan for each year,



- communicate with any new directors to bring them up to date and discuss their responsibilities, and
- explain rules, policies and board decisions to members in terms that everyone can understand.

Meetings

The president and vice-president:

- work with the board to set the agenda of meetings,
- see that directors and members receive early information on all agenda items, and
- make sure that there is a report on the board's activities at all general meetings.

Effective date **October 24th, 2017**

Chair Job Description

The chair makes meetings run smoothly. The chair is also responsible for making sure that members treat each other with respect during the meeting.

The board should appoint one or more members to chair members' meetings. If you do not have members with chairing experience, ask your federation to provide training for members who want to learn.

The chair should know and follow the co-op's rules of order.

Here are some guidelines for chairing meetings.

Before each meeting:

- study all reports on each agenda item,
- make sure that someone will record the minutes of the meeting, and
- check that a member will prepare and present each item on the agenda.

At each meeting:

- call the meeting to order and ask the members to approve the agenda,
- follow the agenda by keeping the speakers on topic,
- explain clearly how each item will be discussed and decided. Most items need a simple majority to pass. However, rules and special resolutions need a higher level of support,
- receive motions from the members and check that motions are clear,
- invite everyone to give their opinion,
- control the meeting so that some speakers do not take over the meeting,
- sum up each discussion and decide if members are ready to vote, and
- make sure that everyone understands the decisions they have made.

Effective date **October 24th, 2017**

Secretary Job Description

The secretary is one of the officers of the co-op and is a signing officer. The secretary's main duties deal with the corporate responsibilities of the co-op, meetings and communication.

Responsibilities

The secretary is responsible for the records of the co-op and should check regularly to make sure that:

- the co-op obeys government laws and its agreements with governments,
- the co-op makes proper reports and files the notices that the governments require. This includes the Registrar of Companies and the funding agency,
- the co-op has an up-to-date record of its rules and changes to the rules,
- the co-op obeys its own rules, policies and procedures,
- the co-op keeps the minutes up-to-date and filed electronically, and
- the co-op has all records it must keep by law.

Meetings

The secretary makes sure that:

- a quorum of members or directors is present before any decisions are made at a meeting,
- members and directors receive proper notice of meetings,



- only members move motions and vote,
- minutes are taken at all meetings of the members and the board, and that copies of the minutes are available as soon as possible.

Communication

The secretary makes sure that:

- members have up-to-date copies of rules, policies, procedures and committee job descriptions, and
- co-op correspondence is handled promptly.

The secretary takes minutes at board and members' meetings or delegates that to another member.

Effective date **October 24th, 2017**

Treasurer Job Description

The treasurer is an officer of the co-op and is appointed by the board. The treasurer monitors the finances and makes sure that the co-op keeps proper financial records. The treasurer reports regularly to the board and members and is a signing officer.

The treasurer is a liaison to the finance committee.

Responsibilities

The treasurer makes sure there is a clear presentation of:

- the annual budget to the members,
- the monthly financial statements to the board,
- the audited financial statement to the board and to the members at the annual general meeting,
- the board's recommendation of auditor at the annual members' meeting.

The treasurer makes sure that:



- the board and finance committee have all the information they need to make decisions on financial matters,
- the co-op is following its rules and financial policies,
- the co-op has an up-to-date set of financial records.
- all financial and other paper correspondence is handled properly and distributed and/or processed accordingly.

The treasurer also works with the finance committee, management company and staff to solve any problems that come up and to develop new procedures as they are needed.

Effective date **October 24th, 2017**

Personal Information Protection (PIP) Officer Job Description

The PIP officer will ensure that the co-op follows the *Personal Information Protection Act* (PIPA), its principles and the co-op's personal information protection policy. In order to ensure continuity of the position, the PIP officer will be a member of the current Board of Directors.

Responsibilities

The PIP officer:

1. reviews the co-op's policies and practices for dealing with personal information,
2. makes recommendations to help the co-op follow PIPA,
3. provides information to members and the public about how the co-op protects personal information, and
4. handles complaints as outlined in the personal information complaint procedure.

The PIP officer reports to the board with periodic reports to General Membership and serves a 1-year term, renewed annually by the board.

Effective date: **October 24th, 2017**