

Board of Directors Job Description

Source of authority: Directors are 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.

Duties:

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.

Delegation of authority - 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.

External

Each year the Board will appoint a Delegate to CHF BC and CHF Canada.

Resources

- Rules of Paloma Housing Co-op – See Members Section of the Paloma Co-op Website
- Paloma’s Occupancy Agreement
- The Provincial Co-op Act
- All co-op policies – See Members Section of the Paloma Co-op Website

Effective date November 16, 2021