

Record of Board Meeting #2014-10 on December 4, 2014

Theme: "Directors Roles & Responsibilities"

VENUE:	Soren's home	PARTICIPANTS:	NOT ABLE TO ATTEND:
DURATION:	6:25pm – 7:35 pm	<ol style="list-style-type: none"> 1. Kathy Bellringer 2. Neil Boyd 3. Soren Hammerberg 4. Julia McCaig 5. Colleen O'Neil 6. Kim Stephens 7. Andrea Verwey 	<ol style="list-style-type: none"> 8. Jennifer Hall 9. Kristen Watson
CHAIR:	Soren Hammerberg		
RECORDER:	Kim A Stephens		

TOPIC	DISCUSSION HIGHLIGHTS / DIRECTION & DECISIONS	ACTIONS
Quorum	<ul style="list-style-type: none"> • Quorum declared by Soren Hammerberg 	

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<p>1 Report from Chair</p>	<p>a) Five administrative items:</p> <p>(a) Grant (\$5K) to Caring Circle from Cottage Farm – note: this is a flow through Decision #2014-42: Approve transfer of \$5000 grant to Caring Circle via a mechanism to be determined (Motion by Soren, seconded by Neil)</p> <p>(b) Annual Budget (\$10K) for the Helping Hand Decision #2014-43: Approve a budget of up to \$10,000 for 2015, with grant disbursements via the Little Red Church on an “as needed” basis (Motion by Soren, seconded by Neil) Decision #2014-44: The long-term goal is to build an endowment fund that would sustain grants for Helping Hand, rather than drawing from BICF proceeds as is the current practice.</p> <p>(c) 2014 Giving Campaign update Cash donations plus pledges = ~33,000 as of December 4. As proposed by the Donors Committee: Decision #2014-45: Reproduce the “donations letter” as a ½-page ad in the UnderCurrent. (Note: a donation from Soren will pay for this cost) Decision #2014-46: Send out a 2nd e-blast via Mail Chimp</p> <p>d) Community Foundations of Canada – Calgary Conference (May 2015)</p>	<p>Action #2014-36 Post announcements for Caring Circle and Helping Hand grants on the BICF website (Action by Soren & Julia)</p> <p>Action #2014-37 Firm up concept for a donor event in conjunction with AGM (Action by Soren)</p> <p>Action #2014-38 Directors to advise Soren if they are interested in attending the 2015 CFC Calgary Conference (Action by ALL)</p>
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Report from Chair (cont'd)	<p>e) Maggie Cumming Endowment</p> <p>It is necessary to make a presentation to the new Council in January so that they will be informed about the Implementation Committee and can then appoint a member of Council to sit on the committee</p>	
2 2014 Community Impact Grants	<ul style="list-style-type: none"> • There has been a complication vis-à-vis the registered charity partnership that would allow the Bowen Agricultural Alliance to receive grant funding from BICF. <p>Decision #2014-47: Delay payment of \$2500 grant for Pollinator Garden in Crippen Park Meadow until March 31st 2015, and thereby allow time for completion of community consultation & Metro Vancouver approval processes</p> <p>Decision #2014-48: Announce the BAA grant at the AGM</p>	Action #2014-39 Develop a protocol for a “cheque moment” followed by a “project action” by the grant recipient that BICF can then feature for promotional purposes (Action by Andrea)
3 Policy on Directors Roles, Duties and Responsibilities	<ul style="list-style-type: none"> • Refer to Attachment A for the Draft Policy as prepared by Soren. Note that: <ol style="list-style-type: none"> a. Replaces 10 years of ad hoc documentation b. States over-riding principles that are enduring c. Provides the Board with a guiding philosophy (i.e. our “magna carta”) d. Avoids problems that result when language is cumbersome and overly regulated e. Seeks to create a comfortable environment f. Establishes high expectations <p>Decision #2014-49: The <i>Roles, Duties and Responsibilities Policy</i> as written transcends all past documentation by previous Boards, and is deemed to be effective as of December 4, 2014</p> <p>Decision #2014-50: Appoint Andrea Verwey as Vice-Chair for a 2-yr term, recognizing that it is premature to view this appointment as “Chair-designate”</p> <p>Decision #2014-51: At the January 2015 meeting, consider:</p> <ol style="list-style-type: none"> a. names of potential candidates for recruitment as the 10th Director to replace Daron Jennings; and b. whether to advertise a public “call for applications” in February 2015 to spread the net regarding other candidates for the 10th Director 	
4 Van Foundation Conference	<ul style="list-style-type: none"> • The noteworthy item is the new tack by the Vancouver Foundation to support smaller CFs in rural areas by means of \$2000 grants 	
5 Next Meeting	<ul style="list-style-type: none"> • January 27, 2015 – 7pm at Bowen Island Municipality 	

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BOWEN ISLAND COMMUNITY FOUNDATION
ROLES, DUTIES AND RESPONSIBILITIES POLICY

A. DIRECTORS

In general terms, the Directors are responsible for carrying out the purposes of the Foundation. The Directors, acting collectively, generally exercise all the powers and do all the things that the Foundation is permitted to do.

1. Duties and responsibilities of Directors:

The Board of the Foundation is responsible, under the provisions of its Charter and by-laws for the management, administration and control of the property, business and affairs of the Foundation. Its key functions include:

- i) Approving and, from time to time, amending the Foundation's Mission and Purposes as set out in its incorporating documents and strategic plans
- ii) Approving and monitoring the execution of policy with respect to the goals expressed in the above
- iii) Appointing the Directors and Officers of the Foundation
- iv) Maintaining the Foundation's assets and participating in assisting the Foundation to grow those assets
- v) Ensuring the Foundation is well managed and accountable to the community
- vi) Overseeing the Foundation's compliance with legal, statutory and regulatory requirements
- vii) Interpreting the needs of the Bowen Island community and taking action as defined by its strategic plan
- viii) Advocating the Foundation and defending its autonomy
- ix) Directors accept responsibility for being prepared for all meetings, must act with integrity, independence and good faith to promote the best interests of the Foundation
- x) Directors acknowledge the confidentiality of Board deliberations both in committee and Board meetings
- xi) Directors must know the Foundation's purposes as set out in its Constitution. Directors should be familiar with the general requirements applicable to charities and of the B.C. Society Act, together with all policies and procedures of the Foundation

2. Duty to be Reasonable, Prudent and Judicious:

Directors must handle the Foundation's property with the care, skill and diligence that a prudent person would use. They must treat the Foundation's property the way a careful person would treat their own property. They must always protect the Foundation's property from undue risk of loss and must ensure that no excessive administrative expenses are incurred.

3. Duty to Carry Out the Charitable Purposes:

Each Director of the Board is responsible for contributing to its efforts to fulfill these functions in a manner that enables the Foundation to fulfill its mission. Upon appointment, Directors must:

- i) Recognize that the Foundation Board is a working board and, as such, Directors are responsible for carrying out both the direction and the work of the Board
- ii) Act, individually and collectively, in the best interests of the Foundation as a whole
- iii) Appreciate the role of Community Foundations in society

The Foundation's property can only be used for Foundation's purposes as set out in its Constitution. It cannot be used for any other purpose.

In addition to the Foundation's general purposes, the Foundation may from time to time hold funds or properties that are designated to be used for a more specific purpose. The Directors must ensure that the funds or property is used for that purpose.

4. Duty to Avoid Conflict-of-Interest Situations:

Directors should avoid conflicts of interest. A conflict of interest arises when a Director has a personal interest in the result of a decision made by the Foundation.

Directors must always consider the interests of the Foundation and not allow their personal interests or preferences to affect their conduct and decisions.

Directors must also avoid the appearance of conflicts of interest.

If the Directors have any discretion in choosing the people who benefit from the Foundation (for example in granting scholarships), they must use this power with complete fairness. The choices must be fair and must also appear to be fair.

If a Director has a conflict or potential conflict of interest, the Director must fully disclose the nature and extent of the conflict to the Board to enable it to make an informed decision about the conflict. If there is a vote or decision to be made with respect to the actual or potential conflict, the Director may participate in discussions but should abstain from any vote.

5. Duty to Act Gratuitously:

The Foundation may not pay a Director to act as a Director. A Director is entitled to be reimbursed for expenses “necessarily and reasonably incurred” while engaged in the Foundation’s affairs.

6. Duty to Account:

Directors are responsible for the Foundation’s property and records. They must make sure that all documents of the society, including its financial records, are properly maintained.

As the Foundation is not a “reporting society” under the Society Act, it is not presently required to appoint an auditor or produce audited financial statements. However, the Directors may nevertheless decide to appoint an auditor for the sake of fiscal prudence and as an assurance to donors, the Board and the community.

7. Duty to Invest Prudently:

Directors have a duty to invest the Foundation’s funds not immediately required for the Foundation’s purposes. Investments should be in property or security in which a prudent investor might invest. Investments should also follow an investment plan or strategy comprising reasonable assessments of risk and return, which a prudent investor would adopt under comparable circumstances.

8. Terms of Directors and Officers:

- i) The Board will be comprised of up to twelve Directors.
- ii) A Director is appointed by invitation of the Board effective at the Annual General Meeting, for a term of two years. A Director may serve up to four consecutive terms.
- iii) The positions of Chair, Vice Chair, Treasurer and Recorder are appointed by election of the Board for terms effective at the Annual General Meeting. The Vice Chair, Treasurer and Recorder are appointed for a term of two years, renewable up to four consecutive terms. The Chair is appointed for one four year term.
- iv) With the unanimous consent of the Board, and in the best interests of the Foundation, terms of Directors and Officers may be extended to facilitate an orderly transition. It is recognized that a Community Foundation requires the vitality of an evolving Board and Officers.

9. Board Meetings:

- i) The Board of Directors will meet on or about the fourth of Tuesday of each month, except in December, for regular meetings. The Annual General Meeting will be held no later than June 30th of each year.
- ii) A quorum of Board meetings is a simple majority of Directors duly appointed. Decisions of the Board should strive for consensus, however if there is a tie on a vote, and it is in the interests for the orderly business of the Foundation, the Chair may cast a second and deciding vote.
- iii) The Board may delegate administrative duties to standing sub-committees though any such delegation shall not include any spending authority that has not already been approved by the Board.

10. Limitation of Liability of Board Members:

A Board member who acts honestly and in good faith is not personally liable because of anything done or omitted in the exercise or intended exercise, of any power, or the performance or intended performance, of any duty of the Board.

B. CHAIR

One of the Directors must be appointed as Chair. The Chair's duties and responsibilities are as follows:

- i) Serve as the chief volunteer of the organization
- ii) Ultimately responsible for achieving the organization's mission
- iii) Provides leadership to the Board of Directors
- iv) Develops agendas for meetings
- v) Chairs meetings of the Board of Directors
- vi) Recommends to the Board which committees are to be established
- vii) Seeks volunteers for committees and co-ordinates individual Board member assignments
- viii) Appoints the chairpersons of committees, in consultation with other Board members
- ix) Serves ex officio as a member of committees and attends their meetings when invited
- x) Ensures that Board matters are handled properly, including committee functioning, recruitment of new Board members, orientations, and meeting preparation
- xi) Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
- xii) Reviews any issues of concern to the Board
- xiii) Monitors financial planning and financial report
- xiv) Evaluates the effectiveness of the Board members
- xv) Annually evaluates the performance of the organization in achieving its mission and objectives
- xvi) Speaks to the media and represents the organization to the community and annually reviews matters of governance that relate to the Board's structure, role, and relationship to management

C. VICE CHAIR

One of the Directors must be appointed as Vice Chair. The Vice Chair's duties and responsibilities are as follows:

- i) Acts as Chair in his or her absence
- ii) Reports to and works closely with the Chair to assist with his or her duties
- iii) Assigned to a special area of responsibility such as membership, media, personnel, annual event, grants, etc.
- iv) Performs other duties as assigned by the Chair

D. TREASURER

One of the Directors must be appointed as Treasurer. The Treasurer's duties and responsibilities are as follows:

- i) Manages the finances of the organization, including the Board's review of and action related to, financial responsibilities
- ii) Ensures appropriate financial reports are made available to the Board
- iii) Regularly reports to the Board on key financial events, trends, concerns, and assessment of fiscal health
- iv) Provides annual budget to the Board for Directors' approval
- v) Files all required tax returns with Canada Revenue Agency and ensures the maintenance in good standing of the Foundation pursuant to all legal, statutory and regulatory requirements, including the B.C. Society Act
- vi) Ensures development and Board review of financial procedures and systems
- vii) Chairs the Finance Committee and prepares agenda for meetings
- viii) Recommends to the Board whether the organization should have an audit
- ix) Assists in the selection of an auditor, if needed, and meets with him or her as necessary

E. RECORDER

One of the Directors must be appointed as Recorder. The Recorder's duties and responsibilities are as follows:

- i) Maintains records of the Board and ensures effective management of the Foundation's records
- ii) Manages the minutes of Board meetings
- iii) Ensures minutes are distributed to members in a timely manner after each meeting
- iv) Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings