



## Board of Directors Nomination Form

<u>Position (Check One) Descriptions found below</u>	
President	<input type="checkbox"/>
Treasurer	<input type="checkbox"/>
Member At Large	<input type="checkbox"/>

Candidate Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Signature: \_\_\_\_\_

Current Member:      YES                       NO

I have read the attached documents outlining the board positions, roles and responsibilities.

                         YES                       NO

<p><u>Nomination Support:</u></p> <p>I, the undersigned,</p> <p>Name: _____</p> <p>Signature: _____</p> <p>Being a Voting Member in good standing of the Bow River Trout Foundation, I hereby support the nomination of the above individual (who is also a Member in good standing) as a Nominee for Director of the Bow River Trout Foundation:</p>
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Please complete this page, scan and return via email by April 29,2019

[jason.villeneuve@usask.ca](mailto:jason.villeneuve@usask.ca)



## Director Information

- All positions are two-year terms
- Terms begin and end at the Annual General Meeting

### President: Executive Position

- Establish search and selection committee for hiring an executive director
- Is a partner with the executive director in achieving the organization's mission
  - Discuss issues confronting the organization with the executive director
  - Review with the executive director any issues of concern to the board
  - Liaise with executive director concerning board and operational matters
- Initiate and facilitate the performance appraisal of the executive director; ensure a written process exists to guide the appraisal process
- Effectively chair regular board meetings, executive committee meetings and other meetings, as required
  - Develop agenda in cooperation with the executive director
- Ensure that the board matters are handled properly, including committee functioning, recruitment of new board members, orientations, and meeting preparation
- Help guide and mediate board actions with respect to organizational priorities and governance concerns
  - Initiate self-evaluation by the board of directors
  - Annually evaluate the performance of the organization in achieving its mission and objectives
  - Annually review matters of governance that relate to the board's structure, role, and relationship to management
- Monitor financial planning and financial reports
- Oversee the work of all board committees
  - Recommend to the Board which committees are to be established
  - Seek volunteers for committees and coordinate individual board member assignments
  - Appoint the chairpersons of committees, in consultation with other board members
  - Serve ex officio as a member of committees and attend their committees when invited
- Create a sense of teamwork within the board and with senior staff
- Initiate strategic planning; ensure monitoring of progress toward goals and objectives
- Attend meetings with community, funders, etc., as the board's representative
- Speak to the media and represents the organization to the community
- Mentor and support the in-coming president
- Address concerns with behavior of individual board members
- Identify and address conflict of interest with members
- Solve problems and conflict among members

### Treasurer: Executive Position

- Manage the finances of the organization, including the board's review of and action related to, financial responsibilities
  - Ensure appropriate financial reports are made available to the board
  - Review and question financial statements with the executive director and/or finance manager
  - Present statements to the board, and answer questions concerning them
  - In partnership with the executive director or finance manager, present the annual operating and capital budgets to the board for approval; suggest revisions when necessary
  - Present the audited statement first to the board and then to the membership for approval at the Annual General Meeting
- Regularly report to board on key financial events, trends, concerns and assessment of fiscal health
- Ensure development and board review of financial procedures and systems
- Chair the finance committee and audit committee and prepare agendas for the meetings
- Attend executive committee meetings
- Recommend to the board whether the organization should have an audit
  - Assist in the selection of an auditor, if needed, and meet with him or her annually
  - Review the draft audited financial statements; suggest changes if necessary
- If requested by the executive director or finance manager, act as a consultant on any matters relating to finances of the organization (e.g., accounting practices, investment practices, bank liaison, CRA, etc.)
- If required by the board, perform "spot checks" of any aspects of finances of the organization. This process should be guided by written policies and procedures. It should be done either routinely or when requested by the board or executive director. It should never be done as a "surprise" unless approved first by the board in a motion

### Member At Large: Director Position

A member at large offers specific expertise and/or experience to the board. They have no specific duties like the Executive Directors but are tasked by the board to complete specific duties as determined by the board. Members at large also play a vital role as liaison between the membership and the board. Members at Large can be assigned as committee chairs to run/plan/organize events for the Bow River Trout Foundation. These duties can include:

- Plan and oversee the logistics of committee operations
- Draft/review the terms of reference and mandate of the committee as outlined by the board
- Assign work to committee members
- Ensure committee members have the information needed to do their jobs
- Set the agenda for and run committee meetings
- Ensure distribution of committee meeting minutes
- Report to the President
- Present committee decisions/recommendations to the board
- Work with applicable staff in achieving the objectives of the committee
- Evaluate committee effectiveness in reaching goals and objectives



# BOW RIVER TROUT FOUNDATION (BRTF)

## BOARD ROLES & RESPONSIBILITIES

### ROLES

The board is responsible for the highest level of decision-making and legal authority. By law, it is ultimately accountable for, and has authority over, the BRTF resources and activities.

The BRTF board articulates and communicates the organization's vision to the membership and the community.

Through policy, the board defines the parameters within which the BRTF will carry out its work.

The main function of the BRTF board is governance. It carries out this function by establishing, directing, and influencing the implementation of policy in the following areas:

- Framework
  - Examples
    - Mission, vision and strategic direction
    - By-laws
- Self-governance
  - How the board will organize itself and get work done, how it will govern and the board's relationship to its membership and to the community
- Operational
  - All areas relating to service, finances, and administration.

### RESPONSIBILITIES

#### **1. TO HIRE, GUIDE, DIRECT, AND EVALUATE THE EXECUTIVE DIRECTOR.**

- The board must develop policies and procedures to guide the recruitment process of staff positions.
- The board currently has one employee—the Executive Director hired on a three-month term contract that has been extended for a further three months ending March 31, 2019. Extension of this contract is expected.
- As or when subsequent contract staff are needed, they will report to the Executive Director.
- The board chairperson should meet regularly with the Executive Director to discuss concerns, provide updates and problem solve.
- The Executive of the board, (President, Secretary & Treasurer) will give direction to and be accountable for the Executive Director.
- The board must comply with organizational policy and provincial regulation in all dealings with the executive director. This is particularly important if the board finds it necessary to use disciplinary action or to dismiss the executive director.

## **2. TO UNDERSTAND AND PRACTICE GOOD GOVERNANCE.**

The board:

- Must recruit and orient new members.
- Seeks to improve its own performance.
- Develops governance policies (its own rules) that mandate and limit the work of the board.
- Initiates board development and education as needed with the expectation all members will attend.
- Respects the responsibility of staff to manage the organization and works diligently to support their work, without becoming involved in it.

## **3. TO ENSURE THE LONG-TERM FINANCIAL HEALTH OF THE ORGANIZATION.**

The board:

- Monitors the financial status of the organization via review of the monthly or quarterly financial statements.
- Requires that financial reports provide year-over-year comparisons and budget variance reporting (monthly/quarterly and year-to-date).
- Asks questions of the treasurer, finance manager and/or executive director.
- Reviews and approves annual operating and capital budgets as well as requests from the executive director for approval of expenditures not anticipated in budgets.
- Initiates and/or participates in entrepreneurial activities, fund-raising and other revenue generating activities.
- Ensures sufficient cash reserves to carry the organization's operating expenses for at least three, and ideally, six months.
- Responds assertively to financial crisis.
- Asks individual board members to make financial contributions if they are able or commit volunteer time to revenue generation activities in lieu of making a donation.

## **4. TO PRACTICE RISK ASSESSMENT AND LIABILITY PREVENTION.**

The board:

- Is aware of key areas of liability.
- Consults legal counsel when liability concerns arise.
- Verifies the organization has purchased necessary comprehensive general liability and directors' liability insurance.
- Requests information from the executive director about areas of risk and how these are being managed proactively.

## **5. TO ENSURE ITS OWN CONTINUITY.**

The board:

- Has a standing nomination committee that recruits potential new directors on an on-going basis.

- Has policies and procedures to guide recruitment, orientation and board development activities.
- Actively recruits new members with the skills needed to meet the goals of the strategic plan and the future needs of the organization.
- Recognizes the individual talents and skills of its members and uses these to best advantage.
- Recognizes and rewards the contributions of members during their term and as they leave the board at the end of their term.
- Chairperson and executive director work together to develop strong relationships and a sense of teamwork with members of the board.

**6. TO ENSURE EFFECTIVE FACILITATION OF BOARD COMMITTEE MEETINGS, FOCUSING ON IMPORTANT ISSUES AND TASKS.**

- The executive director ensures the board has the information needed to make fully informed decisions.
- Individual members participate fully and use their skills to benefit the organization.
- The chairperson of the board and of each committee has the skills and training necessary to fulfill their role.

**7. TO BE AMBASSADORS FOR THE ORGANIZATION, ENHANCING ITS PUBLIC IMAGE IN THE COMMUNITY.**

- Members recognize unmet needs and opportunities in the community and bring these to the attention of the board and executive director.
- Members attend community and organizational activities on behalf of the organization.
- Members speak positively and knowledgeably about the organization with members of the community.
- Members use their personal and business contacts to benefit the organization.
- Members must not speak about board matters or disclose information from internal discussions to non-board members or share board materials with non-board members unless authorized to do so.

**8. TO ENSURE THE PROGRAMS AND SERVICES ARE EFFECTIVE AND EFFICIENT.**

The board:

- Ensures programs and administrative operations are fully evaluated at least once every three years.
- With the support of the executive director and key managers, ensures each department or service area develops outcome or results statements and has data gathering practices in place to confirm results are being achieved.
- Addresses areas for improvement through annual strategic planning and by directing senior management to set operational goals.

**9. TO ENSURE POLICIES ARE SET, KEPT UP-TO-DATE AND ARE EFFECTIVE.**

The board:

- Reviews current policies (governance and/or operational) at least once every two years.
- Responds to concerns of the executive director, members of the board, and committees by developing or changing policies as required.
- Reviews, questions, amends and then approves policies developed by management.

**10. TO ENSURE THE ORGANIZATION HAS THE STRATEGIC DIRECTIONS WHICH WILL FURTHER ITS MISSION AND VISION.**

The board:

- Initiates and participates in the development of a three to five-year strategic plan.
- Initiates reporting of progress toward goals and updating of the strategic plan.
- Engages a wide range of stakeholders in the planning process.
- Review and updates the mission and vision at least every three years.