



## LEGAL DUTIES OF DIRECTORS AND OFFICERS (Board of Directors)

Each board member has a fiduciary duty to the organization. This means that the board is acting on behalf of the membership or stakeholders in directing the affairs of the organization. The fiduciary duty of the board is the same for all types of governance structures. This fiduciary duty covers all areas of responsibility, including Financial, Legal and Human Resources.

In law, a duty is an obligation to act in a certain way and to a certain standard of care.

Duty	Standard of Care
Duty of Diligence	Directors are required to: <ul style="list-style-type: none"> <li>• Act reasonably, prudently and in good faith,</li> <li>• Educate themselves about the organization,</li> <li>• Make reasonable inquiries into the day-to-day management of the organization, consider explanations and to make informed decisions; and</li> <li>• Seek the advice of qualified professionals, when necessary</li> </ul>
Duty of Skill/Competence	Directors with a special skill or knowledge have a duty to use that expertise in their role as a Board member, and to practice the standard of care expected of their professional abilities. For example, HR professionals and lawyers will be held to the standard of their professions on issues related to HR management and the law respectively.  Board members without specialized skill or knowledge are expected to act as a prudent person would act. Prudent directors are cautious and careful. They try to foresee the consequences of a course of action before taking it.
Duty of Loyalty	Directors have a duty to always place the interest of the organization first. This means acting honestly, in good faith and in the best interest of the organization. Directors must fully and promptly disclose any potential conflicts of interest and take action to avoid perceived or real conflicts of interest.
Duty of Obedience	Directors have a duty to act within the scope of the governing documents of the organization and to ensure that committees and staff do so as well. Governing documents include the organization's constitution, bylaws, policies, rules and regulations. This duty includes ensuring that governing documents are kept up-to-date.  Directors also have a duty to obey all laws and statutes that apply to the organization.



## **DIRECTORS & OFFICERS**

### **Job Description and Expectations**

**Purpose:** To advise, govern, oversee policy and direction, and assist with the leadership and general promotion of BAC so as to support the organization's mission, vision and needs.

#### **Major responsibilities:**

- Organizational leadership and advisement
- Formulation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of program planning and evaluation
- Review of organizational and programmatic reports
- Promotion of the organization
- Fundraising and outreach

*\*Members of the board share these responsibilities while acting in the interest of BAC. Each member is expected to make recommendations based on his or her experience and vantage point in the community.*

**Length of term:** Two years, which may be renewed up to a maximum of three consecutive terms, pending approval of the board.

#### **Meetings and time commitment:**

The board of directors will:

- Meet at least 6 times per year. Meetings typically last 90 minutes and can be attended in person or via electronic method.
- Prepare and distribute regular reports as required for meetings to be sent to the secretary one week prior to the meeting to be distributed with the meeting agenda and other materials.

#### **Expectations of board members:**

- Attend and participate in meetings on a regular basis, and special events as required and/or able.
- Participate on a standing committee of the board, and serve on ad-hoc committees as necessary.
- Alert to community concerns that can be addressed by BAC mission, objectives, and programs.
- Help communicate and promote BAC mission and programs to the community.
- Become familiar with BAC finances, budget, and financial/resource needs.
- Understand the policies and procedures of BAC.



## **OFFICER - Job description – Board Chair (President)**

Purpose – the Board Chair provides leadership to the Board of Directors while making sure they adhere to the By-Laws and Constitution of the BAC.

### **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Serves as the Chief Volunteer of the organization;

Leads the Board of Directors in achieving the organization's mission & vision;

Convene, prepare the agenda for, and chair all Board meetings;

Encourages Board's role in strategic planning;

Helps guide and mediate Board actions with respect to organizational priorities and governance concerns;

Monitors financial planning and financial reports;

Ensure that the Board follows all by-laws set out in BAC's Constitution;

Plan the Annual General Meeting in conjunction with the other Board members;

Take on other duties, as required, in consultation with the Board;

Performs other responsibilities assigned by the Board.



### **OFFICER Job description – Board Vice-Chair (Vice President)**

Purpose – the Board Vice-Chair provides support to the Board Chair. The person in this position is typically successor to the Chair position.

### **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description);

Works closely with the Board Chair as needed and carry on tasks delegated by the President, such as convening meetings, AGM planning, overseeing BAC activities, representing BAC at functions, etc.;

Participates closely with the Chair to develop and implement officer transition plans;

Performs other responsibilities as assigned by the Board.



## **OFFICER Job description – Board Secretary**

Purpose – the Board Secretary provides support to the Board Chair.

### **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Maintains records of the board and ensures effective management of organization's records;

Manages minutes of board meetings;

Ensures minutes are distributed to members shortly after each meeting;

Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings.

Performs other responsibilities assigned by the Board.



## **OFFICER Job description – Board Treasurer**

Purpose – The Treasurer contributes to the overall success of BAC by ensuring that the organization's financial information system is efficient so as to increase BAC's capacity to meet its strategic goals.

## **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Manages finances of the organization;

Administrates fiscal matters of the organization;

Prepares updated financial reports – year to date vs budget at each board meeting;

Provides annual budget to the board for members' approval;

Provides annual financial report for members at annual meeting;

Ensures development and board review of financial policies and procedures.

Performs other responsibilities assigned by the Board.



## **DIRECTOR Job description – Communications Director**

Purpose – The Communications Director leads in the creation, implementation and evaluation of the communications strategies and plans that align with the overall goals, vision and mission of BAC.

*NOTE: this position would oversee and coordinate the work of a number of key volunteers that currently sit on the coordinating group.*

## **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Oversees and monitors all aspects of communications and public relations strategies for BAC

Organizes and oversees a communications team to ensure all methods of communication are coordinated and align with the goals, vision and mission of BAC

Prepares or delegates work related to the communications plan which may include:

- A newsletter and or annual report;
- An E-newsletter;
- Press Releases;
- BAC Website;
- Face-Book and Twitter or other social media venues;
- Publicity materials for exhibits and displays; and
- Any other communications strategy appropriate to meet the vision and mission of BAC

Creates goals and set measurable objectives for the communications committee;

Monitor effectiveness and trends, ensures message accuracy and analyses responses.

Performs other responsibilities assigned by the Board.



## **DIRECTOR Job description – Membership Director**

Purpose – The Membership Director maintains an accurate, up-to-date database of the members of the organization to ensure fees are paid and all receive the membership benefits to which they are entitled.

### **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Keeps up-to-date records of membership information including each member's full name, joining date, address, telephone number, payment amount and email address;

Sends a welcome message to new members;

Produces membership cards and distribute to members after collecting membership fees;

Submits cheques to the Treasurer after recording the pertinent information;

Submits updated contact and email lists to the Communications Director and other Board members on a timely basis;

Prepares and presents a report for the AGM;

Contacts members who have not paid their annual dues before removing their names from the members' list.

Performs other responsibilities assigned by the Board.





## **DIRECTOR Job description – Exhibition Director**

Purpose – The Exhibition Director maintains an accurate, up to date database of the possible venues for BAC shows and ensures that events are organized to highlight members work.

### **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Investigates and coordinates possible venues for member exhibits;

Works with other appropriate BAC Directors to coordinate all aspects of the exhibits as required including:

- Venue
- Call for Entry
- Volunteers
- Judges
- Refreshments
- Publicity

Performs other responsibilities assigned by the Board.



## **DIRECTOR Job description – Regional Director(s) (Member(s) at Large)**

Purpose – The Regional Directors will represent the views and needs of members within their region of the country.

### **Duties and Responsibilities**

In addition to the general responsibilities outlined in the Directors & Officers job description and expectation, this position:

Supports the Membership, Communications and Exhibition Directors whenever possible to promote BAC and increase membership and participation;

Actively works to improve Board function as a national organization and seeks opportunities to increase member benefits;

Performs other responsibilities assigned by the Board.