



# BOARD OF DIRECTORS INFORMATION & POLICIES

## Board of Directors

The Board of Directors shall be composed of ten to sixteen (10-16) elected members, including the Executive Officers, elected at the Annual General Meeting. The Past President shall be an ex-officio member of the Board.

**Eligibility** - Members in good standing are eligible for election to the Board, for a two-year term, at the Annual General Meeting.

**Duration** - Executive Officers can remain in the same position for a maximum of two consecutive terms.

**Term of Election** - the positions of President, Vice-President and 50% of Board Members shall be elected at Annual General Meetings, held in odd numbered years, for a two-year term. At the Annual General Meetings held in even numbered years, the positions of Secretary and Treasurer and 50% of Board Members will be elected for a two-year term.

**Vacancies** - If any vacancy should occur on the Board of Directors, the Board may appoint an individual from the membership to serve the remaining part of the term.

**Removal from the Board of Directors** - Any Board member acting against or in violation of the Constitution or Bylaws of the Association or acting in any way detrimental to the interest of the organization may be removed from office by a simple majority vote at a Board Meeting.

### Powers:

- 1) The Board of Directors shall set and oversee the policies and programs of the Association.
- 2) The Board of Directors may appoint committees or advisors when necessary and shall report such appointments to the next General Meeting.
- 3) The signing officers shall be two of the following four: Treasurer, President, Vice President and Executive Director for cheques on any money going out of SIA.
- 4) The signing officers shall be one of the following four: Treasurer, President, Vice President and Executive Director for any legal contracts or agreements as long as the rest of the Board is informed.
- 5) A Board member may be asked to resign upon missing three consecutive Board Meetings with the exception of planned or unavoidable absences.

### Notice of Meetings:

- 1) All Meetings of the Board of Directors shall convene at the call of the President, or Vice-President.
- 2) A quorum of the Board of Directors shall consist of one-half of the Directors plus one.

### **Board Meeting Voting Practices and Duties:**

- 1) Each member of the Board, except the Chair of the meeting, shall have one vote at Board Meetings. In the case of a tie, the Chair shall have the deciding vote. A simple majority of votes is required to conduct business.
- 2) The Board shall review and approve monthly financial statements and financial policy.

**Executive Officers** - The Executive Officers shall comprise the following: President, Vice-President, Secretary, Treasurer and Past President. The Executive may act on behalf of the Board between Board meetings.

### **President** – the President shall:

- 1) Call and chair all meetings of the Executive, the Board of Directors and General Membership.
- 2) Be responsible for the implementation of policies passed by the Board and/or General Membership.
- 3) Be a signing officer.
- 4) May delegate duties to individual Executive officers, Board members and staff.
- 5) Be an ex-officio member of all committees.

### **Vice-President** – the Vice-President shall:

- 1) Assume all duties of the President in his/her absence.
- 2) Be a signing officer.

### **Secretary** – The Secretary shall:

- 1) Keep a full and accurate record of all proceedings of the General meeting, the Board of Directors and the Executive Officers meetings.
- 2) Issue notices of meetings.
- 3) Keep records of communications and correspondence.
- 4) In consultation with the President, may assign any portion of his/her duties to the staff.

### **Treasurer** – The Treasurer shall:

- 1) Keep accurate records of all financial transactions.
- 2) Prepare and submit such financial statements as the Board of Directors and/or General meeting may require.
- 3) Be a signing officer.
- 4) Prepare and file the audited financial statements to the appropriate authorities within the prescribed deadlines.
- 5) In consultation with the President, may assign any portion of his/her duties to the staff.

## **Board of Directors Policies**

### **General Duties of Board Members**

- a) Attendance at all Board meetings<sup>1</sup>. Participation emphasizes policy-making and monitoring of all operations. A record of attendance will be kept and reported before the next Annual General Meeting. Directors are expected to:

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<sup>1</sup> *The days for the Board meetings are generally the 3<sup>rd</sup> Wednesday of every month unless changed due to the request of the majority of Board members.*

- I. Attend meetings on time;
  - II. Read the Board package prior to the Board meetings;
  - III. Carefully and respectfully consider the positions of your colleagues;
  - IV. Assist in constructive decision making and strive to secure consensus; and
  - V. Contribute in a concise, clear and carefully thought out manner.
- b) Be willing to participate in at least one or two Committees with regular attendance at Committee meetings;
  - c) Be a productive contributor to the Association;
  - d) Assume leadership when requested or when an issue requires this (remember that you are representing the views of SIA);
  - e) Represent SIA at community events and in any other way which promotes understanding of its purpose and programs. Speak proudly and positively;
  - f) Be informed about SIA's objectives, programs, policies and services;
  - g) Be informed and sensitive to other cultural groups in the community;
  - h) Be aware that discussions in Board meetings are confidential;
  - i) Everyone is entitled to have his/her own opinions. However, if these opinions are contrary to Board consensus and the Association (when representing SIA) then, prior to expressing them, clearly specify that your views are personal.
  - j) Board and Committee meetings are the forums where personal views can be expressed and discussed.

**Code of Conduct** – The Saskatchewan Intercultural Association (SIA) advocates for the promotion of equality and anti-racist behaviour. Given its desire to promote these issues in the community, the Board of the SIA has adopted the following Code of Conduct as a guide to its own operations.

This Code of Conduct establishes a standard for the respectful treatment of all persons that the Board may interact with. The Code of Conduct addresses the various groups that the Board has relations with. By publicly stating their commitment to these values the members of this Board prepared to be measured against these values.

a) Board Member to Board Member

All members of the Board are committed to treating their fellow members:

- I. With respect for differences in opinion;
- II. In a manner that allows for equal and full participation by all members;
- III. With sensitivity to diversity in terms of culture, gender, religion, language, ethnicity, sexual orientation, and other differences; and
- IV. In a manner that is prepared to positively address the negative effects of words or actions upon others.

b) Board Member to Staff

All members of the Board are committed to treating staff:

- I. In a respectful manner that recognizes the commitment of the staff to the SIA;
- II. In a manner that allows staff to participate in an environment where they feel free to express their concerns and viewpoints;
- III. By addressing concerns with staff member's work in a professional and constructive manner;

- IV. With sensitivity to the diverse needs of staff;
- V. By treating issues of difference in terms of culture, gender, religion, language, ethnicity, sexual orientation in a sensitive and respectful manner; and
- VI. By recognizing the power difference that exists between staff and Board members.

c) Board Members and Volunteers and Members

All members of the Board are committed to treating volunteers and members:

- I. In a manner that allows volunteers and members to be heard in a respectful environment;
- II. With sensitivity to differences; and
- III. By responding in a positive and constructive manner to the needs and concerns of volunteers and members.

d) Board and the Community

When acting on behalf of the SIA in the community all members of the Board are committed to:

- I. Demonstrating respect for diversity and equality;
- II. Challenging actions or words that promote inequality; and
- III. Refraining from actions or words that demonstrate disrespect for differences.

### Representatives to Another Organization

If the Board nominates a member or representative to another organization, that nomination should be honored by all members of the Board and Committees. If there is a problem with a representative, it should be brought to the attention of that representative first, and then to the Board. Committee Chairs should not send in other nominations without approval of the Board. (Passed by the Board on 4/14/93)

### Paid Positions and Board of Directors

A Board member cannot earn money for themselves through SIA (Passed by the Board on 7/3/90).

### Board Member Liability

#### a) Fiduciary Duties

The relationship between a director and the association that he/she serves is called a “fiduciary” relationship. A fiduciary undertakes to act in the interests of another. Directors, agents, trustees, employees, lawyers and executors are examples.

#### b) Fiduciary obligations include:

- I. Duty of loyalty;
- II. Duty of honesty;
- III. Duty to act in the best interests of the Association;
- IV. Duty to act in the utmost good faith.
- V. A director may not use his/her position for personal gain and, consequently, must declare any personal interest that he may have regarding any issue confronting the Association.

*Thus, a “fiduciary” is directly liable for a breach of his/her fiduciary obligation.*

#### c) Duty of Care

Directors may be personally liable for negligence in managing the Association’s affairs.

Case law suggests that a director must exercise the same degree of care that he/she would on behalf of his/her own affairs. The test is subjective. For example, a bank manager could be held to a higher of care than an association board member who has little or no business experience.

Directors control the activities of the Association. They are the trustees of its funds and assets. Directors are not entitled to engage in high-risk ventures. Debts that are incurred as a result may become the responsibility of the individual directors.

**d) Honorary Board Members**

A nominal director elected or appointed to a Board for honorary purposes is held to the same standard of care as a regular director.

**e) Agents of the Board**

Directors are entitled to rely on trusted officers (i.e. president, treasurer, vice-president, and staff). A board member is not liable for an officer's misconduct unless he could have detected the problem and prevented it.

A director must first ascertain that, staff, officers or outside experts are qualified. Following this, a director must exhibit evidence that he has adequately monitored any subsequent actions and does not follow advice blindly

**f) Use of Funds for Legitimate Objects:**

Directors must ensure that the Association's funds are expended in accordance with its legal objects and bylaws. All directors must be given a copy of the Association's letters patent and bylaws.

For example, a contract that is outside of the Association's objects may be declared null and void on the grounds that the Association lacked the capacity to enter into such a contract. This principle is known as the *ultra vires* doctrine. It applies whenever a person entrusted with certain powers exceeds his/her authority.

**g) Fraud**

Directors may be liable for participation in fraud, breach of trust, breach of their fiduciary duties or negligence if they turn a blind eye to fraudulent activities of a fellow director and staff, or fail to take preventative actions when suspicions are aroused.

**h) Criminal Liability**

A director is liable for prosecution for criminal acts that he/she commits, participates in or endorses in his/her capacity as a Board member. Theft is one obvious example.

The Association is subject to a number of statutes and regulations that impose liability on individual directors for violations committed by the Association. All directors must be given copies of federal and provincial legislation that could affect them.

**i) Tortuous Liability**

A director is not liable for tortuous acts (civil wrongs) committed by the organization. He is liable for tortuous acts that he/she commits while acting as a director. For example, both the Association and the director could be liable for publishing a defamatory statement.

**j) Board Member Liability**

Board members of non-profit and profit organizations are viewed as the same in the eyes of the law. The only difference is that a Board member in a for-profit organization may be remunerated for services rendered. He/she may also own shares in the corporation.

A corporation is a separate legal entity. It is not the sum of its members. As such, members are not individually liable for paying its debts. This is the principle of “**limited liability**”. It is also known as the protection of the “corporate veil”.

However, in some cases, the courts may hold directors individually liable should it be proven that they have directed that a wrongful thing be done (perpetration of fraud or reckless decision making).

**k) Loans:**

When a director signs a loan for the non-profit corporation this may be a personal act. As such, the director is wholly or partly responsible for the loan.

## **Meetings and Quorums**

### Annual General Meeting

- a) The Annual General Meeting shall be held within three (3) months after the end of the fiscal year.
- b) At least twenty-one (21) days written notice to the membership is required for the Annual General Meeting.
- c) The Association shall hold an Annual General Meeting for the following purposes:
  - i. To receive written reports from the Board of Directors;
  - ii. To approve financial statements and appointment of the auditor;
  - iii. To elect the Executive Officers and Directors;
  - iv. Any other business deemed necessary.

### General Meeting

- i. General Meetings of the Association may be called by the President or requested in writing by at least 25% of the members.
- ii. The time and place of each General Meeting shall be determined by the Board.
- iii. Notice shall be sent to all members of the date, time, place, and agenda, fifteen (15) days prior to the date of such meeting.
- iv. A quorum shall consist of the delegates present, provided clause b (iii) of this section has been met.
- v. The President and one-third (1/3) of the Board of Directors may call a special meeting of the Membership in no less than seven (7) days of the notice.

## **Fiscal Year**

The Fiscal Year shall be from April 1 to March 31, of the following year.

## **SIA Conflict of Interest**

### Definition

- a) Volunteer – includes any member of Saskatchewan Intercultural Association Inc.'s Board of Directors or committees.
- b) Conflict of Interest – any situation where a volunteer attempts to promote a private or personal interest for himself/herself or some other person, which results or appears to result in the following:
  - I. An interference with the objective exercise of his/her responsibilities with the organization; and
  - II. A gain or an advantage by virtue of his/her position with the organization.

### General Statement

Due to the nature of volunteers' responsibilities, it may be, in some cases, necessary to restrict the activities of the individuals serving as volunteers to ensure that a conflict of interest does not exist, or does not appear to exist.

### Application

These guidelines apply to all volunteers of the Saskatchewan Intercultural Association Inc. and its committees.

### Conflict of Interest – Perceived by Self

If a volunteer perceives that a conflict of interest exists, or has the potential to develop, he/she shall inform the President or the Chair of any pertinent committee of the Saskatchewan Intercultural Association Inc. who shall decide if a conflict of interest situation actually exists, then if necessary, move to resolve it. Volunteers may declare conflict of interest and remove themselves from a specific situation and abstain from discussion and voting. This abstention shall be recorded in the minutes.

### Conflict of Interest – Perceived by Others

In situations where conflict is perceived to exist by others, the President or Chair of any pertinent committee of the Saskatchewan Intercultural Association Inc. shall use his/her discretion in determining whether or not a conflict of interest exists, then if necessary, move to resolve it.

### Acceptance of Gifts

A volunteer shall never accept any gift of service that could be viewed as payment for services rendered through his/her position. Any payments, gifts or services accepted would be in conflict with this guideline.

A volunteer may accept any gift, which is:

- a) The normal exchange between friends, is;
- b) The normal exchange of hospitality between persons doing business together; and
- c) Tokens exchanged as part of protocol.

### Non-Arm's Length Dealing

Volunteers who exercise regulatory, inspectionary, and/or discretionary control over others shall not give or appear to give preferential treatment to:

- a) Family members, friends, business associates and/or former business associates; or
- b) Any organization that they are presently or were formally associated with.

#### Use of Information

Volunteers shall manage their private affairs so that neither they, nor their relatives, friends, business associates, or former business associates benefit or appear to benefit from information not available to the public.

A volunteer shall not reveal information to any unauthorized individual prior to its public release date.

#### Action Taken if a Conflict of Interest Arises

If a conflict of interest or violation of the preceding guidelines occurs, the President or Chair of the relevant committee has the following options for actions available to him/her:

- a) Remove the volunteer from the responsibilities which are causing conflict;
- b) Accept the volunteer's resignation; or
- c) The volunteer may remove himself or herself from the outside situation that is causing conflict.