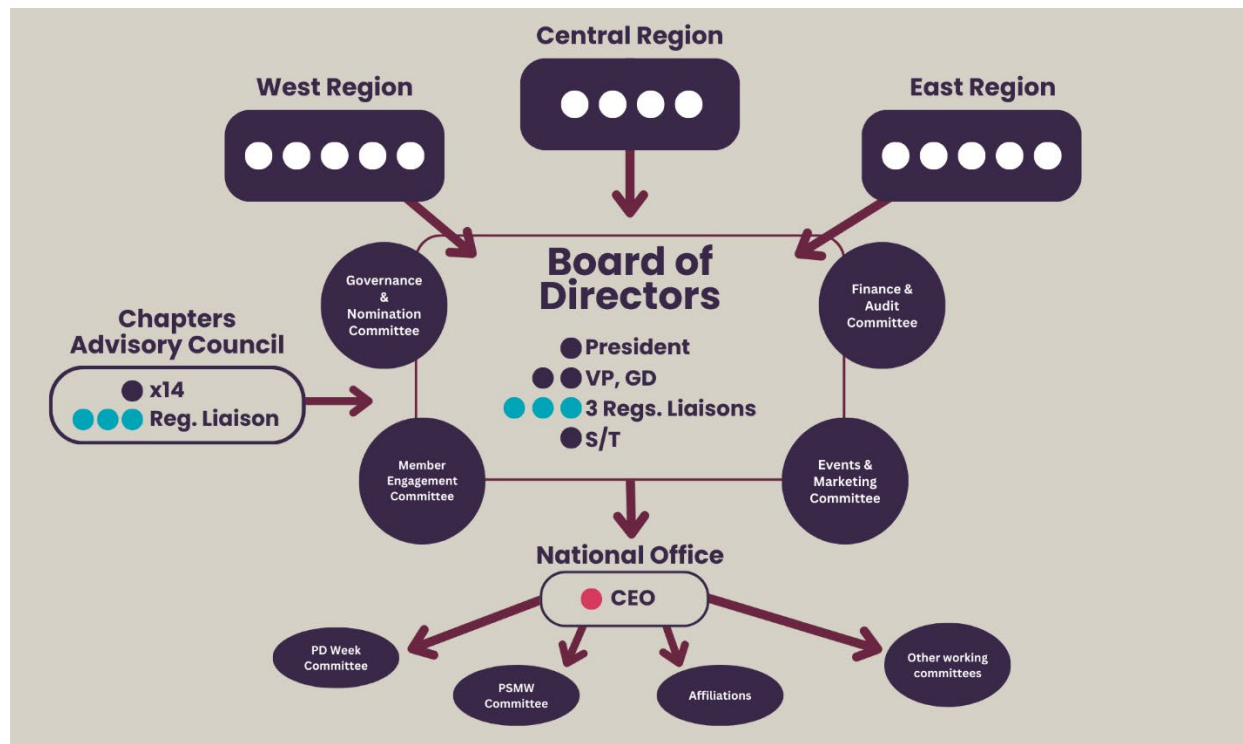


## Terms of Reference – National Board of Directors

Approved: January 2021

Organizational Structure as of June 2020



The **role as a National Board Member** is to provide strategic direction to the CEO. The CEO is responsible for operations and day-to-day activities. The Chapters are governed by the Chapter Affiliation Agreement and are responsible for fmi\*igf activities in their Chapters, outside of PD Week and PSMW. The National Board has a Board agreement and each National Board member will be asked to review and sign the agreement.

- The board is currently composed of the President, Vice President, Governance Director, the Secretary-treasurer and the three regional directors representing the interests of the Chapters. The President can appoint additional directors, depending on the work to be done.

**Responsibilities** of the National Board:

- Prepare, review and approve the annual update of the fmi\*igf strategic plan (including vision, mission and key objectives and fiscal outlook);
- Appoint Directors and Honorary Members;
- Approve the annual Operational Plan, HR Plan and Budget (prepared by CEO);
- Approve fmi\*igf Policies;
- Provide input to the objectives and performance evaluations of the CEO;
- Approve the Financial Statements and Annual Report;
- Approve all reports on performance and any other reports to the fmi\*igf membership or the public.

**Terms** of the National Board:

- Period of two years.
- Board members may stand for re-election at the end of their term.

**Annually** each Board Member will

- Review the Conflict of Interest Policy, and
- List any potential conflicts of interest in writing for presentation to the Board, and
- and sign off the Board Agreement

## Board Roles

Potential Board Role	Function	Profile	Notes
Chair	<p>*Provide leadership and direction to the Board and promote the best interests of the fmi*igf at all times;</p> <p>*Promote the strategic vision of fmi*igf, and lead in its development.</p> <p>*Preside at meetings of the membership and the Board;</p> <p>*Represent the fmi*igf in all matters, unless otherwise delegated;</p> <p>*Act as a sounding board and counsel for the CEO, including coaching the CEO and bringing forward any issues, suggestions or concerns that the Board may have;</p> <p>* Communicate (usually in conjunction with the applicable Committee Chair) with the CEO on the results of the Board's annual evaluation of the CEO. This is a very important role for the Chair, as is all of the lead up to the evaluation and ensuring that the Board's input is captured, and that the evaluation is both fair and accurate;</p> <p>*Evaluate and provide feedback on their performance, to the Board of Directors;</p> <p>*Address matters from the Chapter Advisory Council (CAC) on a timely basis.</p>	<p>*Holds senior or executive level position with federal or provincial government</p> <p>*Demonstrated integrity and ethical leadership</p> <p>*Superior communication skills</p>	<p>Geographic Rotation may be considered.</p> <ul style="list-style-type: none"> <li>• Central</li> <li>• East</li> <li>• Central</li> <li>• West</li> <li>• Central</li> <li>• East</li> </ul>
Vice Chair	<p>*Perform the duties and exercise the powers of the Chair in his/her absence</p> <p>*In support of the Chair, and at their direction, complete task/project relating to the further development of fmi*Igf. This could relate to improving national systems, website improvements, leading Chapter changes, new product offerings, or other projects/tasks that have been identified as an organizational priority.</p>	<p>*Leadership qualities</p>	<p>*May be combined with another role</p>

Secretary	<ul style="list-style-type: none"> <li>*Perform the duties and exercise the powers of the Chair in his/her absence</li> <li>*In support of the Chair, and at their direction, complete task/project relating to the further development of fmi*igf. This could relate to improving national systems, website improvements, leading Chapter changes, new product offerings, or other projects/tasks that have been identified as an organizational priority.</li> </ul>	<ul style="list-style-type: none"> <li>*Superior organizational and record keeping skills</li> </ul>	
Treasurer	<ul style="list-style-type: none"> <li>*Be responsible for financial oversight of the fmi*igf, including all banking matters and by being the FAC Chair;</li> <li>*In conjunction with the CEO, develop an annual operating budget for consideration and approval by the Board;</li> <li>*Ensure full and accurate accounts of the assets, liabilities, receipts and disbursements of the fmi*igf, and render to the Board and members an accounting of all transactions of the fmi*igf and a statement of financial position</li> <li>*Work with fmi*igf's external auditors on the annual audit process and ensure the results are brought to FAC and the Board</li> </ul>	<ul style="list-style-type: none"> <li>* Member of FAC or performed S/T role with PSMW or PD Week</li> <li>*Strong professional background in technical areas such as audit, accounting operations, preparation of Financial Statements</li> <li>*Operation of a small business or related (non-profit) technical background</li> </ul>	<ul style="list-style-type: none"> <li>*Superior organizational and record keeping skills</li> </ul>
Governance Director	<ul style="list-style-type: none"> <li>*Act as the ethical advisor and ombudsman;</li> <li>*Screen the proposed list of candidates to be presented to the GNC;</li> <li>*Provide advice to the Board and work closely with the CEO on policy matters;</li> <li>*Annual review of the fmi*igf Policies and By-laws; and</li> <li>*Propose updates to the fmi*igf Policies and By-laws as required</li> </ul>	<ul style="list-style-type: none"> <li>*Usually the Chair whose term is ending</li> <li>*If the Chair is unable to take on the role, another current Board member should be considered</li> </ul>	<ul style="list-style-type: none"> <li>*Keeper of corporate history</li> <li>*Able to provide context for previous Board decisions</li> </ul>

Regional Director	<ul style="list-style-type: none"> <li>*Represent the interests of chapters at the national level;</li> <li>*Support the Chapters in their operations;</li> <li>*Promote the National strategies and objectives to the Chapters;</li> <li>*Maintain ongoing contact with all chapters within their area of responsibility;</li> <li>*Facilitate the sharing of information; and</li> <li>*Be members of the CAC</li> </ul>	<ul style="list-style-type: none"> <li>*Must be from the Region of representation</li> <li>*Usually a current or former Chapter President or PD Week/PSMW Chair</li> </ul>	*Nomination from Region
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**\*other roles may be developed, dependent upon the needs of the organization.**

### Chief Executive Officer (CEO)

The CEO leads the organization. He or she provides direction and accountability at the national office. The CEO is responsible for leading the development and execution of the organization's long-term strategy. S/ He takes on a leadership role that makes him or her responsible for the day-to-day management decisions and for implementing the organization's strategic and operational plans.

The CEO is to be a liaison between the national office and the board. Clarity over the role is not necessarily overly detailing it but giving clear guidelines. The Chief Executive Officer (CEO) is a staff position reporting to the President.

The CEO

1. Leads the development of the organization's strategy, in conjunction with the Board;
2. Leads and oversees the implementation of the organization's long and short term plans in accordance with its strategy;

### Meetings of the National Board:

- The Board shall hold at least four (4) meetings per year at such time and place as the President may determine.
- An annual calendar of regular meetings of the Board will be provided to Directors at the beginning of each fiscal year. Seven (7) days prior notice shall be given, by the Secretary-Treasurer, to Directors of any special meeting of the Board.
- The agenda for each meeting of the Board shall be provided to all Directors at least seven (7) days in advance of the meeting. The Directors may, by unanimous agreement, waive this notice requirement. With the consent of a majority of Directors present, any new or additional business may be dealt with at the meeting, according to the Act.

- Approved minutes of the Board meeting will be made available to members, with the exception of any in-camera discussions. The Board will maintain minutes of in-camera discussions.
- At any meeting of the Board, a simple majority of the Directors defined in paragraph 7.4 then holding office shall constitute a quorum for the transaction of business.
- Board meetings may be held in person or by teleconference or web conference.
- Decisions of the Board shall be by a simple majority of those present except as otherwise provided for in these by-laws.
- Any member of the fmi\*igf may ask to attend as an observer at meetings of the Board by communicating his/her request to the President ten (10) working days in advance of the meeting. Such requests shall be accepted, excluding any in-camera portions where the Board needs to discuss confidential or sensitive matters.