



## Board Roles and Responsibilities

### Policy # BRD-004

Board Approved Motion #23-109

Date September 13, 2023

Review Cycle Annual

Last Review September 2023

Next Review September 2024

It is recognized that elected officials who are appointed to serve on the Beaver Emergency Services Commission (Commission) may, in making decisions or taking actions as a member of the Commission, take into account the broader interests of their constituents, stakeholders, and the region as a whole.

### **Purpose:**

1. To ensure Board Members understand their authority and responsibility;
2. To ensure that Board Members understand their accountability to their respective municipalities and to the BESC organization and programs

### **Definitions:**

For the purposes of this policy:

**BESC** means Beaver Emergency Services Commission.

**Board** means the Board of Directors of BESC.

**Board Member** means a member of the BESC Board

**CAO/REM** means the Chief Administrative Officer of BESC

**Chair** means the Chairperson of the board

**Commission** means the Beaver Emergency Services Commission

**Director** means a person appointed to the Board of Directors of the Commission

**Fiduciary duty** means the obligation of a Board Member to look after the best interests of BESC

**Vice-Chair** means the Vice Chair of the Board

### **Board Member Roles and Responsibilities**

1. Individual Board Members have a fiduciary duty to act in the best interest of the Commission.
2. Individual Board Members must exercise their official duties and functions and arrange their affairs in such a manner that public confidence and trust in the integrity, objectivity, and impartiality of the Commission are conserved and enhanced.
3. Board Member actions should be guided by the Commission's Vision and Mission.

4. Board Members must make decisions in accordance with legislation and in the best interest of the Commission.
5. Board Members should expect to spend a significant number of hours each month in performance of their duties as required.
6. All Board Members are provided the opportunity to submit agenda items for the upcoming meetings, two weeks prior. Board Chair will review final agenda prior to release.
7. All Board Members will attend meetings prepared to discuss items on the agenda and will have read all reports and background materials provided.
8. Board Members will focus their efforts and discussions on issues related to strategy, policy, and governance oversight.
9. Board Members will be appointed to any number of standing committees and/or ad hoc committees.
10. All Board Members are encouraged to attend functions throughout the community to maintain strong links with individuals and groups.
11. Each Director will avail themselves of training opportunities and will become knowledgeable on the practices of good governance for the Volunteer Firefighters profession.
12. No individual Board Member shall purport to speak on behalf of the board unless they are authorized to do so.
13. All Board Members must observe the rules around confidentiality as outlined in the Code of Conduct and the FOIP Act.
14. Board Members shall provide instruction to the REM/CAO as directed during a meeting. Individual Board Members cannot direct the REM/CAO, or any other Commission staff member. All directions or recommendations will come from commission meetings.
15. Individual Board Members have no direct authority over any member of the Beaver Emergency Services Commission Staff or Board Volunteers. All authority flows through approved motions of the Board.
16. Board Members will regularly report to the respective councils on the activities of the Commission.
17. All Board Members will participate in an annual board member self-evaluation process (see Appendix A)

### **Fiduciary Duty of Board Members**

#### Summary of Fiduciary Duty:

1. Act honestly and in good faith.
2. Only bound to give attention to the affairs of the Commission when reasonably required.
3. Same degree of skill of an ordinary person with the same knowledge and experience.
4. Avoids conflicts of interest.
5. Justified to trust officials where reasonable to do so.

#### Fiduciary Duty Arises Where:

1. Fiduciary has scope for the exercise of some discretion or power.

2. Fiduciary can unilaterally exercise its power or discretion to affect the beneficiary's legal or practical interests.
3. The Commission is at the mercy of the fiduciary holding the discretion or power.

### **Roles and Responsibilities of the Board Chair**

Many board chairs are experienced and enthusiastic leaders who set the strategy, ensure resources, and provide oversight for the nonprofit. The primary responsibility of the Board Chair is to lead the board by engaging individual board members to work as a unit. This involves facilitating board meetings, showing strong leadership, and supporting and supervising the REM/CAO, all while following best governing practices.

The Board Chair is responsible for leading the board and serving as the direct supervisor of the REM/CAO, who is responsible for the day-to-day running of the nonprofit. This position demands exceptional commitment to the organization, first-rate leadership qualities, and personal integrity. To acquire this position, the incoming chair must earn the respect and vote of fellow board members by demonstrating they are able to meet the challenges of the position.

#### **The Chair:**

1. Assumes a leadership role to ensure the Commission remains true to its purpose.
2. Maintains order and procedural integrity of the commission processes.
3. Ensures deliberations are fair, open, inclusive and thorough, but also timely, efficient, orderly and focused.
4. Runs a productive meeting, control dominating or out-of-line behavior during meetings.
5. Works with the REM/Administration to set the meeting agendas and provides any additional information to the Board Members.
6. Moves agenda forward during meetings.
7. Ensures appropriate voting processes are in-line with the organization's governance model.
8. Ensures the Commission acts consistently within its own policies.
9. Acts as direct supervisor of the REM/CAO in relation to governance matters and updates Board Members via electronic communication, or at the next scheduled meeting, on any direction or decisions made.
10. Ensures that any-required decisions on behalf of the Commission are ratified at the next scheduled meeting.
11. Signs cheques and agreements on behalf of the Board.
12. Act as spokesperson on behalf of the Commission.
13. Delegates, as appropriate, chairperson responsibilities to the vice chair.
14. The chair has the same right to vote as other board members.

## Roles and Responsibilities of the Vice-Chair

The Vice-Chair:

1. Assists the Chair (At the request of the Chair, and as mutually agreed) with the Chair's responsibilities.
2. Carries out the duties of the Chair if the Chair is unable to carry out their duties (as per the role and responsibility of the chair) until such time as the Chair can resume their responsibilities or a new Chair is chosen by the board.
3. Signs cheques and agreements on behalf of the Board.

## Related Documents

Policy #BRD-002 Board Code of Conduct

Policy# FIN-007 Payment of Accounts

Policy #14 Purchasing

Bylaw 5 -2021 Bylaw Respecting the Appointment of a Board of Directors-

Bylaw 6-2021 Bylaw Respecting Administrative Matters

APPENDIX A - Individual Board Member Roles and Responsibilities Self- Evaluation form

  
\_\_\_\_\_  
Board Chair

  
\_\_\_\_\_  
Board Vice Chair

15 Nov 23  
Date

15 Nov 23  
Date



## APPENDIX A

### INDIVIDUAL BOARD MEMBERS ROLES, RESPONSIBILITIES SELF-EVALUATION

From your perspective, please rate how well you believe you carry out each of the following roles and responsibilities: **1-4 (1 being not satisfied)**

NAME:Click or tap here to enter text. DATE:Click or tap here to enter text.	Not Satisfied	Satisfied	Not Sure	Not Applicable	Comments:
You are knowledgeable about the mission, vision, goals and programs of BESC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You have actively supported and promoted the mission, vision and goals of BESC.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You understand what progress BESC has made over the past year toward achieving its mission and strategic priorities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You attend commission and committee meeting regularly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You actively participate in commission discussions and deliberations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You understand what is expected of you as a commission member.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You read the agenda and materials distributed prior to the commission meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You read emails, notices, public alerts and other information sent from the BESC Office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
Concerns have been addressed about conflicts of interest between your responsibilities as an BESC Commission Member and the responsibilities you have toward your member municipality.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You have a clear understanding of your legal and fiduciary responsibilities as a commission member including the duties of care, loyalty and obedience.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You are knowledgeable about BESC financial status, including year-to-date	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.

performance under the current budget.					
You participate in the annual review of the Regional Manager and you are aware of any actions that were taken regarding the Regional Manager's compensation package (including salary and benefits).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You are aware of the current trends that affect the vitality and viability of BESC.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You have promoted BESC and BESC Programs in a professional manner to member municipalities, provincial ministries and appointments and neighboring municipalities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You attend BESC, Department and Member municipal events as available or required.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.
You have found your participation on the commission to be stimulating and rewarding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Click or tap here to enter text.