

# Board of Directors Duties and Responsibilities

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## **Mandate**

The Board of Directors shall manage the affairs of the Association through responsible governance. The Board shall ensure that the Association's goals are directed toward the mission of the Association.

The Board fulfills its governance duties through providing oversight of all activities of the Association. The Board defines, through policy, the means by which the Association pursues its goals. The Board shall govern itself according to its policies.

The Board is accountable and reports to the membership at General Meetings of the membership.

## **Authority**

The Board, its Committees and task groups make decisions collectively, through a defined process outlined in rules of order. The Board shall delegate a representative to report decisions, which will typically be the Chair.

The Board of Directors and President are elected to provide leadership and strategic direction to the Association. The Board delegates certain tasks to committees, task groups and representatives. The Board delegates the President as its representative to communicate Board decisions. The Board delegates the administration and operation of the Association to its sole employee, the Chief Executive Officer. However, the Board remains ultimately responsible for the conduct of its representatives and for the activities of the Association.

## **Duties and Responsibilities**

The Board of Directors shall conduct the following activities to ensure the success of the mission of the Association and Board governance:

### Define objectives

To oversee the overall direction and objectives of the Association, to evaluate the Mission, and to set and monitor the Strategic Plan.

### Self-governance

To ensure that the Board behaves consistently with By-laws and Policies, to ensure that measures are in place to comply with legal requirements, and to evaluate Board performance and the performance of Board members.

#### Monitor the Chief Executive Officer

To develop a job description and recruit the CEO, to define the limits of the CEO, to evaluate the performance of the CEO, and to ensure that a succession plan is in place.

#### Link with Association Members

To make contact with engineering technology and applied science professionals and to report on the activities, goals and objectives of the Association; to ensure that policies are in the best interests of all engineering technology and applied science professionals in the province; and to promote the benefits of the Association.

#### Liaise with Others in the Engineering Community

To provide insight regarding the engineering industry environment, and to participate in advocacy activities.

#### Support Revenue Generation

To represent the Association positively; to promote the Association to non-members and the engineering industry; and to participate in marketing, recruitment, and other revenue-generating activities.

### **Education**

The Board of Directors will ensure that all members of the Board, its Committees, task forces, and its representatives attend orientation and education activities regarding duties, responsibilities and governance documents.

### **Reporting Structure**

The Board shall define reporting structure and duties in Terms of Reference for all Committees, sub-committees, task groups or individuals to whom the Board of Directors delegates responsibilities. A committee, task group or representative shall have a direct reporting relationship to the Board of Directors, Committees of the Board, the President, or a delegated staff supervisor to ensure accountability.

Communication within the Association shall follow the defined reporting structure. The Association will maintain an organizational chart to identify the reporting structure. Committees, task groups and representatives shall follow the reporting structure in their communications.

Email communication regarding Association business shall be kept confidential. Email shall not be used to circumvent Association reporting and delegation structures, to replace debate and discussion in appropriately convened meetings, or to discuss sensitive matters.

### **Media**

The Board designates the President and the CEO as the authorized spokespersons of the Association. Any media requests shall be referred to these individuals.

## **Rules of Order**

Rules of order for meetings enable Association business to be conducted with speed and efficiency and, at the same time, protect the rights of all participants. Rules of order shall be used during the Annual General Meeting or Special General Meetings, and meetings of the Board of Directors, Regional Councils and Committees of the Board.

The Board will designate a Rules of Order handbook for use during Association meetings.

Members of the Board shall receive training on the Rules of Order at the beginning of their tenure.