



Policy Type:	Governance	Policy Number:	GOV-01
Policy Title:	Purpose and Duties of the Board	Initial Policy Approval Date:	Nov 2021
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Section 1 – Purpose of the Board

The purpose of the board is to govern the affairs of the organization in service to its members and the community. This policy sets out the work of the board and the ways in which the board achieves its purpose.

1. The board oversees the development of a comprehensive and efficient service by:
 - a) developing and expressing the board's philosophy and values
 - b) articulating mission, service priorities and long-term strategy
 - c) setting policies on governance and service
 - d) planning for further organizational development
 - e) delegating authority to the Artistic Director(s) for management of operations
 - f) providing direction to the Artistic Director(s) through board motions, policies, and plans
 - g) providing feedback to the Artistic Director(s) through a performance appraisal process
 - h) supporting the co-artistic directors to secure the financial resources to achieve the intended results
 - a. Artistic Co-Directors prepare and write the grant proposals
 - b. The Board is kept up date with grant proposals in process.
 - i) exercising financial control
 - j) advocating for service to the membership and the community
 - k) evaluating results and assessing outcomes and impact

Section 2 – Duties of the Entire Board

1. The board governs effectively by:
 - a) setting an annual board agenda that reflects current goals and strategic issues
 - b) working proactively and making decisions that focus on the organization's future and place in the community representing the interests of the community
 - c) providing opportunities for board development and training
 - d) working effectively as a team
 - e) working collaboratively with the Artistic Director(s)
 - f) evaluating the board's performance
 - g) engaging the community in determining responsive and dynamic service
 - h) behaving with integrity

GOV-01 – Purpose and Duties of the Board (continued)

Section 3 – Duties of Individual Board Members

The board expects its members to understand the extent of their authority and to use it appropriately. This policy sets out the obligations of individual board members. While an individual board member has several responsibilities, outside of a meeting of the board he or she has no authority to make decisions.

1. Each board member is expected to become a productive participant in exercising the duties of the board as a whole.
2. Individual members of the board are responsible for exercising a **Duty of Diligence** as follows:
 - a) be informed of legislation under which the organization exists, board bylaws, mission, vision and values
 - b) be informed about the activities of OV-CAOS and the community and issues that affect the organization
 - c) be prepared for all board meetings and
 - d) attend board meetings regularly, contribute from personal and professional experience, and use meeting time productively
3. Individual members of the board are responsible for exercising a **Duty of Loyalty**, as follows:
 - a) act in the interest of the members and community over and above other interest group involvement, membership on other boards, or personal interest
 - b) speak with “one voice” once a decision is reached and a resolution is passed by the board
 - c) represent OV-CAOS positively to the community
4. Individual members of the board are responsible for exercising a **Duty of Care**, as follows:
 - a) promote a high level of service
 - b) consider information gathered in preparation for decision making
 - c) offer personal perspective and opinions on issues that are subject to board discussion and decisions
 - d) show respect for the opinions of others
 - e) assume no authority to make decisions outside of board meetings
 - f) know and respect the distinction in the roles of the board regarding governance and the employees, management and operations
 - g) refrain from individually directing the Artistic Director(s) and the employees
 - h) resist censorship of artist works by groups or individuals
5. Board members will review and follow the ***OV-CAOS Board Code of Conduct*** (see **Appendix A**)

Related Documents:

- OV-CAOS. ***BL 01 – Statement of Authority and Powers of the Board***
- OV-CAOS. ***GOV-02 – Planning***
- OV-CAOS. ***GOV-03 – Financial Control and Oversight***

Appendix A:

Board Code of Conduct

Within the framework of OV-CAOS Policy GOV-01, it is the duty of board members to maintain high ethical standards. This commitment includes the proper use of authority, appropriate decorum in group and individual behaviour and respect for others and their contributions to the organization. As such:

Respect

Within the framework of the legislative and policy requirements of the Ontario Human Rights Code, and the Workplace Harassment and Discrimination and the Prevention of Workplace Violence Policies, members will fulfill their responsibilities in ensuring that the organization is free from discrimination and harassment. No member shall:

- a) Speak disrespectfully of any member of the Board, staff or volunteers.
- b) Use offensive words in meetings of the Board or against any member.
- c) Speak in a manner that is discriminatory in nature based on an individual's age, colour, ancestry, race, citizenship, ethnic origin, place of origin, creed, disability, family status, marital status, gender identity/expression, sex, or sexual orientation.

Board meetings

With the understanding that Board meetings are open to members and that their behaviour affects the image of the OV-CAOS Board members shall:

- a) Not speak on any subject other than the subject in debate.
- b) Not disobey the decision of the Chair or of the Board on questions of order or procedure or upon the interpretation of the rules of the Board

Use of Property and Resources

Members will only use OV-CAOS facilities, equipment, supplies, services or other resources for the business of the organization.

Privacy and Confidential Information

Members will respect the privacy of others and will not disclose or release by any means to any member of the public, any confidential information acquired by virtue of their position within the organization. Members will maintain this obligation even after leaving the Board.

Conflict of Interest

Board members will act in the public interest and not engage in conflicts of interest, either apparent or real. The duties and responsibilities to OV-CAOS should not compete with private interests, financial or otherwise and the interests of family, friends or associated organizations.

Board members will not accept payments to make referrals or to act as a paid agent before the Board or Board Committee.

Gifts

Board members will not accept or provide any gift or benefit where it may be, or perceived to be, in exchange for favour or influence.

Exceptions:

- Small gifts (cards or edibles, such as chocolates or cookies)
- Advertising material (calendars, scratch pads, pens, t-shirts)
- Any hospitality or gift that has a monetary value under \$100