1. **Board Terms of Reference** (amended/approved November 30, 2022)

**Mandate:**

* To fulfill the legal requirements and obligations of a Director and to govern the Whistler Community Services Society (WCSS) according to bylaws and policy through leadership and oversight
* Oversee all aspects of WCSS, including overseeing its operations and holding management accountable for delivering on the mission of WCSS
* Make decisions based on the best interests of WCSS, considering the impact of staff, clients, volunteers and other stakeholders

**Structure:**

* Executive Officers included in succession plan – Chair; Vice-Chair; Treasurer
* Executive Officers not included in succession plan – Secretary
* Minimum 3 to maximum 15 Directors
* RMOW appointed Directors – two – voting
* All elected Directors are voting

**Appointment and Duration:**

* Directors are also members of the WCSS
* Directors are elected for a 1 or 2-year term by the membership at the annual general meeting
* Directors may succeed their term for 3 more terms (total 8 years)
* The Board executive is elected for a 1-year term annually by the Board
* Refer to bylaws for additional clarification
* Special Resolution – **Board Member Attendance - August 28, 2022**
  + - * ***A special resolution that states:***

*‘That Directors do not need to reside in the STS corridor; however, this resolution will be revisited prior to the next AGM.’*

* **Motion approved by the Board – November 30, 2022 Note: Special resolution reaffirmed at May, 31, 2023 BOD meeting.** 
  + The WCSS Board encourages in-person attendance at Board meetings whenever possible.
  + Recognizing the remote needs of certain Board directors and to maximize attendance at Board meetings, the WCSS Board will continue to conduct hybrid in-person / online Board meetings with the online experience enhanced by the Meeting OWL technology.
  + The Governance Committee will solicit feedback on this approach during the 2023 fiscal year through Board surveys and other mechanisms and will revisit this policy prior to the 2023 AGM.

**Reporting:**

* The Board of Directors reports to the membership, staff and public at the annual general meeting

**Board Responsibilities:**

* Set the strategic direction and approves the strategic plan
  + Monitor achievement of the strategic goals
* Oversee the financial affairs of the organization
  + Review statutory remittances
  + Appoint the auditor
  + Approve the annual budget
* Monitor organizational performance (overseeing the conduct of the business of WCSS)
* Receive the annual communication plan
* Oversee risk management
* Develop the Board’s governance framework and processes and manage Board dynamics
  + Review bylaws annually, ensuring any amendments follow the Act under which the WCSS is filed
  + Set Board policy and review on an annual basis or as needed, ensuring they reflect governance best practices
  + Establish an annual Board evaluation process
  + Maintain Imagine Canada accreditation
* Select, supervise, evaluate and compensate the Executive Director
* Oversight role
  + Assess the past
    - Review and evaluate the audited financial statements, service quality and quantity measures and the health, retention and development of staff
  + Assess the present
    - Review budget and whether service objectives are being met
  + Assess the future
    - Recognize and analyze changes in the WCSS environment to determine short and long-term implications for its services, its finances and its capacity and capabilities

**Director Responsibilities**

* Commitment to the work of the WCSS
* Attend Board governance training and have a working knowledge and skill in one or more areas of Board governance
* Participate on at least one committee or task force per year
* Attend Board meetings and committee meetings
* Participate in Board and Director evaluations
* Participate in the annual strategic plan review
* Attend the annual general meeting
* Be informed of the services provided by the WCSS
* Be aware of and abstain from any conflict of interest
* Prepare for and participate in the discussions and deliberations of the Board
* Refer to Board policy manual for further information
* Commit 5-10 hours per month to Board/committee work

**Timelines and meeting dates:**

* As per Board calendar
  1. **Director’s Conduct** (amended 2021-4-28)
     1. WCSS is dedicated to diversity, inclusion and anti-racism.
        1. Our commitment is reflected in our programming, the clients we engage with and the team members we employ.
        2. We encourage a workplace in which individual differences are recognized, appreciated and respected.
        3. Behaviour which goes against our code of conduct will not be tolerated.
     2. Directors are expected to always act with fairness, honesty, integrity and openness; respect the opinions of others and treat all with equality and dignity without regard to gender, race, colour, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, or sexual orientation.
     3. The Board has a responsibility for compliance with the BC Societies Act, under which it was created as well as an obligation to the interests of the Members and stakeholders. This accountability supersedes any responsibility to staff and to conflicting loyalties such as that to advocacy or interest groups and membership on other boards or staffs.
     4. Directors must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.
        1. There must be no self-dealing or any conduct of private business or personal services between any Director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to ‘inside’ information.
        2. Should a Director be considered for employment, they must temporarily withdraw from Board deliberation, voting and access to applicable Board information. If the applicant is successful, they must immediately resign from the Board as a condition of employment.
     5. Directors are prohibited from attempting to exercise individual authority over the organization except as explicitly set forth in Board policies.
     6. Directors’ interaction with the ED or staff carries no authority or formal influence.
     7. Directors’ interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Director to speak for the Board.
     8. The Chair of the Board or their designate and the ED shall be the spokesperson for WCSS.
     9. Directors who are lobbied by a person, group, or organization shall direct the lobbyists to submit their questions or concerns in writing and direct them to the Chair for referral to the Board or appropriate committee for review.
     10. Judgements of the ED’s performance can only be made within the context of explicit Board policies and by the formally established performance review process.