

So you're considering being a Board Director for Restorative Justice Chatham-Kent....



That is GREAT NEWS!

Now you may be asking yourself, "...BUT, WHAT EXACTLY DOES THAT MEAN?"

The basic responsibility of directors is to represent the interest of the members in directing the affairs of the organization, and to do so within the law.

In representing the members of the organization and acting as their 'trustee,' directors have three basic duties:

- 1) The duty of diligence: this is the duty to act reasonably, prudently, in good faith and with a view to the best interests of the organization and its members;
- 2) The duty of loyalty: this is the duty to place the interests of the organization first, and to not use one's position as a director to further private interests;
- 3) The duty of obedience: this is the duty to act within the scope of the governing policies of the organization and within the scope of other laws, rules and regulations that apply to the organization.

These duties extend broadly, and are owed to:

- the organization as a whole;
- the organization's members, participants, clients, staff and volunteers;
- other directors; and
- anyone else who may be affected by the decisions of the board and the activities of the organization, including the general public.

However, a board of directors does not exist solely to fulfill legal duties and serve as a fiduciary of the organization's assets. Board members also play very significant roles providing guidance to nonprofits by contributing to the organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates. Beyond fulfilling legal duties, board members can be important resources for the organization in multiple ways.

After reading all of that, you may still be confused about your role as a Board Director. Completely understandable!

Let's clarify the GENERAL DUTIES of an RJCK Board Director...

There are certain general duties and responsibilities that all board members should adhere to, no matter their particular position on the board.

- 1) Understand and demonstrate a commitment to the RJCK's mission and programs
- 2) Keep up to date with issues and trends that affect RJCK
- 3) Prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them
- 4) Attend meetings regularly (*Refer to By-Law, Article 5.08 and Article 5.10*)
 - **NOTE:** typically ten (10) board meetings per year, including the Annual General Meeting (held sometime in summer months); meetings are limited to 1.5 hours maximum (but typically end around the 1 hour mark), as we value every individual's time!
- 5) Contribute skills and knowledge by participating actively in meetings and committee work
- 6) Make inquiries when clarification or more information is needed
- 7) Understand and monitor the RJCK's financial affairs – because: fiduciary responsibility
- 8) Avoid any potential conflicts of interest
- 9) Understand and maintain confidentiality
- 10) Ensure the organization is complying with all legal and regulatory requirements

OUR MISSION:

We provide alternative pathways for at-risk youth, restoring a positive connection with the community, thereby creating a safer, healthier Chatham-Kent.

BUILDING POSITIVE PATHWAYS FOR OUR YOUTH, OUR FUTURE.



What are the typical duties of the Board Chair?

The Chairperson, will have the following duties and responsibilities:

1. Serves as the chief volunteer of the organization
2. Establishes search and selection committee for hiring a CEO/Executive Director, in partnership with the board HR Liaison
3. Recommends compensation and benefits package of CEO/Executive Director to appropriate committee
4. Is a partner with the CEO/Executive Director in achieving the organization's mission
5. Provides leadership to the Board of Directors, who sets policy and to whom the CEO/Executive Director is accountable
6. Develops agendas for meetings with the CEO/Executive Director
7. Chairs meetings of the board of directors
8. Recommends to the board which committees are to be established, if any
 - Seeks volunteers for committees and coordinates individual board member assignments
 - Appoints the chairpersons of committees, in consultation with other board members
 - Serves ex officio as a member of committees and attends their meetings when invited
9. Ensures that board matters are handled properly, including committee functioning, recruitment of new board members, orientations, and meeting preparation
10. Discusses issues confronting the organization with the CEO/Executive Director
11. Helps guide and mediate board actions with respect to organizational priorities and governance concerns
12. Reviews with the CEO/Executive Director any issues of concern to the board
13. Monitors financial planning and financial reports
14. Evaluates the performance of the CEO/Executive Director and the effectiveness of the board members
15. Annually evaluates the performance of the organization in achieving its mission and objectives
16. Speaks to the media and represents the organization to the community, as needed
17. Annually reviews matters of governance in partnership with the CEO/Executive Director that relate to the board's structure, role, and relationship to management

What are the typical duties of the Board Vice-Chair?

1. Acts as the Chair in his or her absence
2. Reports to and works closely with the Chair to assist with his or her duties
3. May be assigned to a special area of responsibility such as membership, media, personnel, annual event, etc.
4. Performs other duties as assigned by the Chair

What are the typical duties of the Board Treasurer?

1. Provides oversight for the finances of the organization, including the board's review of and action related to, financial responsibilities
2. Ensures appropriate financial reports are made available to the Board, working with the organization's bookkeeper and CEO/Executive Director
3. Regularly reports to board on key financial events, trends, concerns, & assessment of fiscal health
4. Works with CEO/Executive Director to provide annual budget to the board for members' approval, acts as a 'pre-review' touch point
5. Ensures development and board review of financial procedures and systems
6. Assists in the selection of an auditor, and meets with him or her annually as needed

What are the typical duties of the Board Secretary?

1. Maintains records of the board and ensures effective management of the organization's records
2. Manages the minutes of board meetings
3. Ensures minutes are distributed to members in a timely manner after each meeting
4. Is sufficiently familiar with legal documents (articles, by-laws, etc.) to note applicability during meetings

What are the typical duties of a Board HR Liaison?

1. Acts as a point of contact between staff team and board of directors
2. Brings forward staff perspectives on matters such as compensation packages, etc. as needed and requested; communication portal between board and staff team as needed
3. Assists with hiring process for any positions as needed, including sitting as member of interview panel
4. Works with Board Chair in executing Annual Employee Review of CEO/Executive Director
5. Assists with amendments, and creation of new policy as it relates to human resource issues and requirements as set out by respective governing legislation

When a Committee or Task Force is created...

What are the typical duties of a Committee Chairperson?

1. Plans and oversees the logistics of committee operations
2. Reports to the Chair
3. Presents committee decisions/recommendations to the board
4. Assigns work to committee members
5. Ensures committee members have the information needed to do their jobs
6. Sets the agenda for and runs committee meetings
7. Ensures distribution of committee meeting minutes
8. Works with applicable staff in achieving the objectives of the committee
9. Evaluates committee effectiveness in reaching goals and objectives

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