



RNSC Board Director Role Description

Board Approved: Aug 18, 2022

Reaffirmed: June 14, 2023

Term: A board member is elected for a two year term unless their appointment was not done at an AGM. A board member who joins outside of an AGM by board approval, is elected until the next AGM. Directors can run for more than one term.

Mandate and Authority of the Board:

The board is collectively accountable to club members for realizing the club's purposes, for the effective stewardship of financial and human resources, and for the overall quality of service to club membership. Board members act in good faith for the best long-term interests of the club and bring to board deliberations their knowledge, a long-range view, and openness to learning.

Collectively the board:

- Determines a governance model and ensures that appropriate organizational policies and structures are in place.
- Participates in the development of a mission and strategic plan for the organization, and evaluates the organization's work in relation to a strategic plan.
- Hires the Executive Director (ED) and supports the ED in the hiring of other staff and ensuring effective staffing.
- Maintains effective partnerships and communication with the community, the club's members and its stakeholders.
- Maintains fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets.
- Ensures transparency in all communication to members, stakeholders, and the public.
- Evaluates the work of the board of directors, ensuring continuous renewal of the board, and planning for the succession and diversity of the board.

Individual board members have no authority to direct staff or to speak on behalf of the club unless given such authority by the board. Details can be found in the [Org chart](#) and in [role descriptions](#).

Expectations of Directors:

Every member of the board of directors is expected to:

- Be prepared for meetings by reading and thinking about pre-circulated material in advance of the meeting.
- Directors should be familiar with the [board manual](#) and [strategic plan](#).
- Submit board reports on time if required to do so.
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise.
- Support governance decisions once made.
- Participate in strategic planning to help guide future decisions.
- Abide by the bylaws and board policies.
- Keep abreast of issues as they arise by promptly reading emails and other correspondence.
- Participate in the approval of the annual budget and monitor the financial performance of the club in relation to it.
- Help establish, review, and monitor operational policies.
- Contribute to the work of the board as a member of board committees.
- Be an ambassador for the club in the wider community.
- Keep informed about community issues relevant to the work of the club.
- Support the club's purposes.
- If chairing a committee, prepare an annual work plan with key dates and milestones of events or major activities, as well as a budget if appropriate.

Conduct:

In general, it is expected that:

- Directors shall conduct themselves in an ethical and professional manner,
- Directors will respect the confidentiality of the decisions and deliberations of the board and only communicate those decisions and deliberations through agreed upon timelines and channels.
- Directors deliver their comments and concerns about staff to the president, unless otherwise indicated in the role descriptions.
- All internal documents are the property of the RNSC. The Provincial Information and Privacy Act shall govern all requests for information and no personal information or documents should be released to third parties without director or board approval, as appropriate.
- Directors shall disclose a conflict of interest if decisions being deliberated at the board table directly or indirectly benefit themselves, their family, or friends. If such a conflict of interest does exist, the director involved will be asked to step away from the deliberations and decision making until the matter is decided.
- Directors' contribution to discussions and decision-making shall be positive and constructive.
- Directors' interaction in meetings shall be courteous, respectful, and free of animosity.
- Unless a director discloses a conflict of interest and recuses themselves, and the remainder of the board approves the arrangement, no director shall directly or

indirectly receive any profit from his or her position or be compensated for their services.