

GUIDELINE-02 BOARD OF DIRECTORS

Roles, Responsibilities and Meeting Procedures

PREAMBLE¹:

Members of the Board of Directors are elected by the members of PEAC to oversee the strategic direction of PEAC in accordance with the Bylaw. To be effective and accomplish the vision and mission of PEAC, Board members shall participate in the governance of PEAC by focussing on:

- Strategic leadership rather than administrative detail
- Collective rather than individual decisions
- The future rather than the past
- Being proactive rather than reactive.

The Board of Directors holds ultimate responsibility and liability for the actions of the Corporation. Non-profit organizational liability insurance and commercial general liability insurance is held by the Corporation for the protection of Board Members. It is expected that members of the Board of Directors understand the responsibility and authority they hold, and that they fully understand the decisions made by the Board and by any committees to which responsibility and authority is delegated.

The members of the Board meet at least four times each year and have the primary responsibility to:

- supervise, control and direct the affairs and business of the Corporation, and
- appoint and delegate responsibility to the Executive Director.

ROLES AND RESPONSIBILITIES:

Specific roles and responsibilities of the Officers of the Board of Directors are:

The President shall:

- serve as chair of the Board, and preside at all meetings of the Members and the Board of Directors,
- be responsible for such duties and responsibilities of the executive director in the absence or disability of the Executive Director;
- have such other duties and powers as the Board may specify

¹ Resources used in the preparation of this document include:

1. Eli Mina. (2000). *The guide to better meetings for directors of non-profit organizations*. Canadian Society of Association Executives, Toronto, ON.
2. Stanford, G. (1995). *Bourinot's rules of order (4th ed.)*. McClelland & Stewart Inc. Toronto, ON.

The President-Elect/Past President shall

- preside at all meetings of the Board of Directors and of the Members should the President of the Board be absent or refuse to act,
- have such other duties and powers as the Board may specify.

The Director of Finance shall:

- supervise and scrutinize the financial processes of the Corporation,
- in collaboration with the Executive Director, render to the Board of Directors when required an accounting of the transactions of the Corporation and a statement of the financial position of the Corporation, and
- have such powers and duties as the Board may specify.

The Executive Director shall:

- be the chief executive officer of the Corporation
- be responsible for such duties and responsibilities as are determined by the Board, including implementing the strategic plans and policies of the Corporation
- serve as the secretary of all meetings of the Board, Members and committees of the board
- enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings
- give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees
- in collaboration with the Director of Finance, keep full and accurate accounts of all the assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation,
- be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation

MEETING PROCEDURES:

Members:

Board members have the following responsibilities while attending meetings:

- To arrive on time and be prepared to participate
- To address comments and questions through the Chair
- To ensure that any disagreement is expressed related to ideas and motions, not between individuals

Quorum:

Quorum at meetings of the Board of Directors is a simple majority of members of the Board.

The Meeting Chair:

The Chair of the meeting is responsible to guide participants through the meeting and accomplish meeting objectives. Specific duties of the Chair are to:

1. Be familiar with all items on the agenda and the reason for their discussion at the meeting;
2. Start and adjourn the meeting according to the agenda schedule;
3. Conduct the meeting according to the Bylaw and rules for meetings;
4. Introduce guests or observers at the beginning of the meeting;
5. Ensure that all participants are given full opportunity to express their opinions;
6. Limit discussion to matters within the scope of the meeting and decide when there has been sufficient debate on each item or motion;
7. Call for votes on motions;
8. Declare the results of voting;
9. Ensure that proper minutes of the meeting are kept.

Meeting Agendas:

The meeting agenda should be based on the overall mandate of the Board of Directors and focussed on the vision and leadership of the organization. To enable members to be creative and visionary, the agenda should include a balance of reactive (issues dictated by outside constraints) and proactive components (long range planning issues).

Items on the agenda for the Board of Directors must relate to policy or the strategic directions of the organization. The Officers of the organization and staff deal with operational issues. The nature of each agenda item will be identified as one of the following:

- Information: Items presented for the information of the members, for example, reports or correspondence.
- Approval: Items that require the approval of the members and do not require a motion, for example the order of the agenda and minutes of previous meetings.
- Discussion: Items that require discussion and action; action may be indicated in the form of a motion that is debated and voted on during the meeting.

The order of items on the agenda will include approval of minutes of the previous meeting, reports, pending business and new business. The business of the meeting will follow the order of the agenda unless all members approve a change in order.

Approving the Agenda

The agenda is distributed with the notice of the meeting is “tentative” until the members approve it.

- At the start of a meeting the Chair asks for approval of the agenda;
- A member may request, with reason that agenda items be added (such additions should deal with urgent matters) or reordered;
- The members decide if requests will be accommodated;
- The members approve the agenda by general agreement; a motion is not required to do so.

Motions:

A motion is a proposal placed before the meeting and all decisions made at the meeting should be on the basis of motions either adopted or defeated. Motions may be written and distributed in advance of the meeting or an issue may be discussed first followed by the development of a motion.

Motions should be worded so that they are clear and affirmative; they should not be preceded by a preamble. Only one motion may be discussed at a time during the meeting. Motions should be dealt with in the following manner:

1. A member makes the motion - “ I move that ...” - after receiving permission from the Chair;
2. Another member seconds the motion – “I second the motion” - so that the motion may be brought forward at the meeting;
3. The Chair restates the motion – “It is moved and seconded that Is there any discussion on this proposal?” – to open the motion for discussion; as a result the motion becomes the property of the members who can amend, withdraw, postpone, or refer it to a committee with a simple majority vote;
4. Following discussion, the Chair inquires if those present and eligible to vote are ready for the question; if there is no objection, the Chair reads the motion and calls for the vote and the motion is declared either carried or lost;
5. The adoption of a motion is recorded in the minutes of the meeting and the decision then formally becomes the decision of the Board;
6. Once a vote has taken place on a motion, it cannot be brought up again at the same meeting. However, a failed motion may be reconsidered or a carried motion can be rescinded following advance notice that the question will be considered at the next meeting.

Amendments to Motions

A member can amend a motion, by proposing a change in the wording of the motion that does not alter the basic principle of the motion. The amendment must be made at the time when the main motion is being considered and it must be seconded. Following discussion, the Chair shall ask if the amendment is carried and, if so, the Chair’s final question will be, “Shall the main motion as amended be carried?”

Voting

At all meetings of the board, every motion shall be decided by a simple majority of the votes cast on the motion, including that of the Chair. In case of an equality of votes, the motion shall be lost.

COMMITTEES

Standing Committees

There exist the following three Standing Committees of the Board of Directors:

- 1. Governance Committee: responsible for soliciting nominations of individuals who are qualified to be directors and for recommending to the Board a slate of nominees to serve as directors. Additional responsibilities are outlined in the Governance Committee Terms of Reference (TOR-01)
- 2. Joint Accreditation Committee (JAC): responsible to make recommendations regarding the Occupational Therapist Assistant and Physiotherapist Assistant Education Accreditation Program (OTA & PTA EAP). Detailed responsibilities are outlined in the JAC Terms of Reference (OTA & PTA EAP TOR-02)
- 3. Accreditation Committee: responsible to make recommendations regarding physiotherapy education program accreditation awards, accreditation standards and accreditation policies and procedures. Detailed responsibilities are outlined in the Accreditation Committee Terms of Reference (TOR-08)

Ad-Hoc Committees:

The Board may from time to time, by resolution or by approved terms of reference, appoint any other committee or advisory body, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit.

Guideline Number: GUIDE-02	
Date of last revision	Associated documents
<i>Aug 2001</i>	GOV-02 Election of the Board of Directors
<i>May 2012</i>	PEAC Member Handbook
<i>June 2013</i>	TOR-01 Governance Committee
	OTA & PTA EAP TOR-02 – Joint Accreditation Committee
	TOR-08 Accreditation Committee