



Terms of Reference for Directors and Ex-Officio Board Members

BACKGROUND:

Fair Trade Vancouver (FTV) is a non-profit organization, constituted under the BC Society Act in November 2009, whose mission is to increase awareness and sales of Fair Trade products in Metro Vancouver.

In Spring 2010, FTV spearheaded Vancouver's participation in Fairtrade Canada's Fair Trade Towns campaign and on May 6, 2010, Vancouver successfully became the first major Canadian city to be designated a Fair Trade Town.

As an incorporated society under the BC Society Act, Fair Trade Vancouver will have a Board of Directors (BOD) as the governing and managing body of the society.

The British Columbia Society Act (Part 3 Section 24 and 25) states:

24 (2) Subject to this Act and the constitution and bylaws of the society, the directors
(a) must manage, or supervise the management of, the affairs of the society, and
(b) may exercise all of the powers of the society.

25 (1) A director of a society must

(a) Act honestly and in good faith and in the best interests of the society, and
(b) Exercise the care, diligence and skill of a reasonable prudent person, in exercising the powers and performing the functions as a director

25 (2) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties and liabilities of directors of a society.

COMPOSITION:

The FTV Board of Directors will comprise six (to eight) members: four officers, or executive members, (president, vice president, secretary and treasurer) plus two (to four) at-large members. All directors, or BOD members, are elected by our members at the AGM.

DESCRIPTION OF POSITIONS:

In accordance with Part 7—Duties of Officers of The Society Act

President: Presides at all meetings of the society and of the directors. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

Vice President: Must carry out the duties of the president during the president's absence.

Secretary: Conducts the correspondence of the society; issue notices of meetings of the society and directors; keep minutes of all meetings of the society and directors; have



custody of all records and documents of the society except those required to be kept by the treasurer; have custody of the common seal of the society; maintain the register of members.

Treasurer: Keep the financial records, including books of account, necessary to comply with the Society Act. Render financial statements to the directors, members and others when required.

DESCRIPTION OF ADDITIONAL POSITIONS:

Member at large: Participates in board meetings, discusses objectives, and offers critical feedback to members.

Executive director (appointed by Board): Serves as the primary spokesperson for Fair Trade Vancouver and translates vision, approach and evaluation into action and operations.

DEFINITION and LEGAL RESPONSIBILITY

The Board of Directors is a duly constituted body governing the society on behalf of the membership. Board members have a collective responsibility to run the affairs of the organization in accordance with the BC Society Act and the bylaws of Fair Trade Vancouver Society. Provincial legislation establishes the authority of the BOD as a collective entity and holds board members legally responsible to act in best interest of the membership.

RESPONSIBILITIES, COMMITMENT AND GUIDELINES

The points detailed below define the responsibilities of FTV board members and act as guidelines of service for an FTV director.

Represent Fair Trade Vancouver (FTV) with enthusiasm, honour and pride.
Become familiar with and adhere to the BC Society Act and Bylaws of Fair Trade Vancouver.
Fulfill society strategic activities and policies. Please refer to documents in Dropbox.
Uphold the FTV mission, values and Bylaws.

Service Term

Serve a 14 month-term as director when elected at the AGM.
Make every effort to provide as much notice as possible should I need to resign my position as director due to circumstances beyond my control
Serve the final two months of my 14-month term as ex-officio, supporting and coaching the director who follows me in my position.

Meetings and Tactical

Request meetings in accordance with Schedule B, Part 6, 31(4) of The Society Act: "A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors" where:

Meetings notices are sent 6 days prior to the date of the meeting.



The president or vice president serves as chair for the meeting.

An agenda is set so all Board members come prepared to discuss and/or make decisions about agenda items.

All documents and materials are sent out with the meeting notice.

Meetings are canceled if quorum—more than half of the directors—cannot attend.

Meeting participants are to:

- Notify the president or vice president of their attendance within five days of meeting request being sent.
- Provide feedback to the president or vice-president regarding agenda items if they are unable to attend.
- Attend at least two weekly “working meetings” and/or “leadership team meetings” every month, in addition to Board meetings.
- Review meeting minutes and action items before all meetings.
- Complete action items by due date.
- Provide a report on areas of responsibility (e.g., committee updates) accordingly at meetings.

Contribute 10 hours per week to Fair Trade Vancouver work.

Serve as the leading Board member on at least one (and not more than two) committee(s) of Fair Trade Vancouver as defined in “2 - Key Organizational Documents” in Dropbox.

Policies and Strategy

Attend periodic visioning, strategic planning and leadership team-building sessions. Establish organizational policy and other general guidelines and parameters for the organization’s operations.

Ensure the existence and updating of a Strategic Plan and other long range plans.

Organizational Support

Maintain Board business and FTV partner confidentiality.

Coach core-team members with respect to society strategic activities and satisfy committee outcomes.

Provide input on appointing and jointly appoint an Executive Director.

Contribute to the recruitment of FTV volunteers, especially future directors.

APPROVALS AND AUTHORITY

The Board of Directors, as a group, are together responsible for tabling, discussing, evaluating, voting on, and approving:

Project Charters

Strategic and Operational Plans

Annual and Project Budgets

Terms of References

All programs developed for and by the organization

Organizational goals and objectives

Operational rules and policies

Appointment of an Executive Director

OPERATIONAL REVIEW AND EVALUATIONS

The Board of Directors, as a group, are together responsible for:

Conducting an annual evaluation of the Executive Director to ensure alignment with agreed upon strategic planning priorities guided by the general policy framework of the society.

Reviewing the Board's own performance.

Reviewing and amending, as required, this set of Terms of Reference for Directors and Ex-officio Board Members

EX-OFFICIO BOARD MEMBERS

Ex-officio members of the board are individuals who are neither "elected" nor "appointed" to directorships but are given a seat at the table of Board meetings. An ex-officio is a member of the board in every sense except s/he does not have voting privileges. An ex-officio usually represents a special expertise/insight in a consulting capacity. The Executive Director is an example of an "ex-officio" member of the FTV Board of Directors.

ATTRIBUTES OF FTV BOARD MEMBERS

All FTV members in good standing are eligible to be nominated for a position on the Board of Directors. We strongly encourage those with the following characteristics to consider a role on the Board.

Experience, interest and/or knowledge in international development and related policies

Leadership experience in non-profit, volunteer-driven organizations

Highly motivated/passionate with strong tactical execution

Have a passion for fair trade and participating actively in FTV work

Values driven and being inspiring

Being a part of and collaborating with a diverse, educated, talented, business-savvy, etc. group

CRITICAL SUCCESS FACTORS

As the leaders of Fair Trade Vancouver, the Board of Directors is responsible for addressing the current critical success factors of the society.

As described in the leadership team meeting minutes of Nov 15, 2010, the FTV Board of Directors is responsible for attending to the people-side and the process-side of these three matters:

- Developing a culture which values and builds structural support to achieve its goals (both tactical and strategic).
- Developing the ability to rely on and trust (oneself and) every other member of the team consistently.
- Addressing burnout by balancing...tactical [execution] & [recruitment] strategy.

ACKNOWLEDGEMENT

We, the undersigned, have read, understood and acknowledge our role and



responsibilities as described in this "Terms of Reference" document.