



## Board of Directors Terms of Reference

### **Purpose**

The Board of Directors assumes overall responsibility for the governance of the BCEA, establishes policy to provide direction for the organization, sets strategic priorities towards achieving the Mission, Vision, and Values and monitors the overall performance of the Board, the President & CEO and the organization.

### **Accountability**

The Board of Directors is accountable to the Members

### **Authority**

The Committee shall exercise oversight in the following areas:

#### *Direct...Organizational Performance*

- Articulate the vision, mission, values of the BCEA
- Identify strategic priorities and adopt a flexible strategic plan. Establish clear performance indicators for organizational performance in relation to pre-defined goals and targets, ensuring accountability.
- Develop strategic plan of Board work, including standing committees
- Approval of annual operating plan and budget for BCEA

#### *Protect...In The Interest Of Members*

- Develop, maintain, review and audit governance policies to minimize risk to the organization and its members
- Ensure fiscal viability of the organization through a fund development strategy that includes the establishment of revenue diversification
- Appoint an auditor annually
- Conduct a regular review of the by-laws and recommend changes for approval at the Annual General Meeting
- Ensure the integrity of internal controls for financial management

#### *Respect ...Members' Expectations*

- Develop, approve and implement a 2-way communication strategy between BCEA and its members. Provide advice to management on the implementation of said strategy.
- Ensure BCEA programs and services are relevant to members and other stakeholders and incorporate feedback.



- Assure stakeholders of BCEA's financial health and the integrity of the organization's reported financial performance and compliance.

#### *Reflect...on Organizational Results*

- Review the strategic plan on an ongoing basis to adjust strategy as needed and monitor progress towards performance indicators.
- Approve and monitor the annual operating plan and budget.

#### *Select & Expect...Great Board-Management Interaction*

- Select and retain an effective President & CEO. Provide regular and effective performance management tied to organizational performance indicators.

#### *Connect...For Healthy Board Relations*

- Implement and monitor a strategy to fully engage all Board directors in an effort to create an environment where board members are willing to both understand and challenge each others' perspectives as they work towards shared expectations.
- Ensure an effective succession plan is in place for key leadership positions

### **Staff Accountability**

The President & CEO provides support to the Board.

### **Board Engagement**

- Board meetings are held in-person and/or electronically up to four times per year.
  - Additional meetings/work may be required during the course of the year.
  - The frequency of meetings will be assessed by the Board of Directors on an annual basis
- It is expected that each Board director will actively participate in a minimum of one committee (standing or advisory) as part of his/her role.
- As a result, Board members should expect to spend approximately six hours per month on board work.