



Camping Association Of NS & PEI

BOARD OF DIRECTORS: ROLE & MANDATE

The role and purpose of the Camping Association of Nova Scotia & Prince Edward Island (CANSPEI) Board of Directors is to provide sound fiduciary governance oversight of the mission delivery, operational activities and financial management of CANSPEI and to conduct such oversight to the best practice standards of due diligence, duty of care and loyalty to the Members of CANSPEI. Very simply, the Board is in a position of trust to the Members of CANSPEI.

To fulfill its duty in the overall responsibility for the sound management of the activities of CANSPEI the Board has certain authorities and responsibilities. These are outlined in the Association's By-laws or maybe expressly conferred upon them by the Members. The Board may exercise, within the limits of the law, all powers as may be required by the Association to achieve its purposes. In particular, the Directors shall have power to set policy for the management of the Association, oversee the development of annual budgets, annual operations of the Standing Committees, the development of the Association's Strategic Plan, engage staff, and to determine their duties, responsibilities and remuneration.

Such sound fiduciary and due diligence oversight by the Board is well fulfilled when the Board does and/or ensures the following:

- The Board is faithful to its ethical and legal mandate, as defined in the organization's Objects and By-laws.
- The organization's Mission/Vision is fully operational and the organizations programs are relevant and provides value to the Members.
- The organization's Strategic Plan is current and fully operational and progress to achievement of strategic initiatives and goals is monitored, evaluated and that corrective action is taken when necessary.
- The Board has a policy and process for recruiting, selecting, orienting, training, and evaluating Directors, Officers, Committee Members, including their roles, responsibilities, and duties. This includes the President's role and responsibilities, and the role of other Officers and which also describes lines of communication and authorities.



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- The Board conducts sound oversight of all Board Standing Committees, Special Committees and special project work of the Board and ensure there is sufficient resources available for those committees and projects for them to fulfill their tasks and objectives. The President will be an ex-officio member of all Committee and special projects of the Board and organization.
- The Board has established a process for Board Evaluation and conducts such evaluation prior to the CANSPEI AGM. This will include recommendations for improving those areas of weakness or non-performance.
- The Board has established a process for formulating the organization's policies and procedures and monitors such to make sure that they relevant and reflect the organization's and Member's strategic needs.
- The Board has established on-going communication with Members and communications for the planning and conduct of the Annual General Meeting.
- An Annual Budget/Plan of anticipated revenues and expenditures for the organization's operations is developed and presented to Members at the AGM for their approval, and
- There is sound financial accounting and record keeping in place at all times to measure Actual to Budget revenues and expenditures and makes sure that there is an annual financial audit and/or Board Financial Review Process.
- The Board makes sure that the assets of the organization are protected and cared for.
- The Board makes sure that, if the hiring of an Executive Director (ED) is approved by the Members, the Board develops and defines the role, responsibilities, and duties of the ED and makes sure that the ED has the necessary skills and experience background to carry out their Job Description. Also the Board sets compensation and benefits for the ED, hires the ED and ensures their is a policy and process in place for Performance Evaluation and if necessary the Board has the authority to terminated the ED's employment with CANSPEI.
- The Board will hire and/or contract such other staff or consultants as funding is available with-in the approved Annual Budget/Plan and as as the Board judges they are necessary to fulfill the organizations Mission and operational needs.



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KEY EXPECTATIONS OF DIRECTORS & OFFICERS AND THEIR RENUMERATION

The Directors of the Camping Association of Nova Scotia & Prince Edward Island (CANSPEI) manage the day to day operations and programs of the Association as well as fulfill their fiduciary responsibilities as outlined in the Role and Mandate of the Board. This is because there is, present, no Executive Director (ED) at CANSPEI, and hence the duties and responsibilities usually assigned to the ED are undertaken by those Directors who are the Officers and/or who work on the Sub Committees and Special Committees / Projects of the Board. The following provides a brief overview of the expectations for service as Directors and Officer of the Association.

- As required by the By-laws, all Directors are expected to attend the majority of Board meetings, either in person or by conference call or by phone. There will be a minimum of 4 Board Meetings plus the AGM Board Meeting each year. Usually Board Meetings run a minimum of 3 hours and are usually in the evenings. Director's travel costs will be paid for by CANSPEI.
- Directors are expected to fully participate in all email discussions among the Directors regarding Board matters and to vote on Motions by email when and as a required, as well as provide their time to carefully review documents, drafts and proposals that are sent to them by email. These activities can result in a minimum time commitment of 4 hours per month.
- Directors may serve up to a three (3) year term of office.
- Directors who are prepared to become Officers and/or to work on the Sub-Committee and Special Committees / Projects of CANSPEI can easily spend 2 to 3 days a month working on Association business.
- Ideally, all the Directors and Officers of the Association will have strong experience and be highly knowledgeable in camping or youth programming and will have served for a number of years in a residential camp or youth program in senior leadership position for the camp's program and/or administration management.
- Ideally, Directors and Officers should also possess strong leadership, communication, team / collaboration skills, initiative and project management abilities and preferably have strong prior Board of Directors experience
- Directors and Offices must have on-going access to the Internet and have access to and be proficient in the use of a computer - word processing, spreadsheets, emails and internet searching and research, Social Media, SKYPE and conference calling.
- The President is responsible for the overall effectiveness of the Board of Directors, setting meeting dates, providing Notice of Meeting to the Directors, providing a



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written Meeting Agenda to Directors prior to meetings and shall perform such other duties as may be assigned to them by the Board or the Members from time to time.

- The President's prime duty is to ensure that the Directors of the Association meet, conduct business and fulfill their fiduciary responsibilities with due diligence so as to ensure the Association's interests are protected and the Association's affairs are conducted in good order and in accordance with the Association's By-laws.
- Ideally the President will have strong management, administration, communication and team leadership abilities and have strong prior Board of Directors experience.
- The Treasurer is responsible for overseeing the financial management and practices of the Association, insuring that Directors understand both the current and forecasted financial position and the financial and business risks of the Association and for overseeing other legal filings and records of the Board of Directors and the Association.
- Ideally the Treasurer will be highly knowledgeable and well experienced in financial and business / administration management and/or accounting and have strong prior Board of Directors experience.
- The Vice-President performs the duties of the President during the absence, illness or conflict of interest of the President , or during such periods the President may request them to do so.
- The Secretary is responsible for the Minutes of the meetings of Members and Directors, and shall perform such other duties as may be assigned to them by the Members or Directors.
- Directors are not entitled to salaried remuneration for their service as Directors, but shall be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses maybe specified in advance by a policy of the Board of Directors.
- Directors may also receive reasonable remuneration for their work as Officers or for their work on Sub-Committees or Special Committees or other Special Project or Training work on behalf of the Association, where the Board determines that this work is above the normal work expectation and duties of a Director-at-Large.
- The Members may choose to offer Directors a Personal Training and Career Development Honorarium or Bursary, for each year of completed service on the Board, to recognized their volunteer work and contribution to the Association.