

## DUTIES OF THE BOARD AND EXECUTIVE OFFICERS

**Category:** Governance  
**Policy Number:**

**Date Established:** 11/04/16  
**Date Reviewed:**  
**Date Amended:**

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**Position:** Board Member (member at large)  
**Time Commitment:** Five hours month (meetings, preparation, consultation)  
**Term:** Three years, elected annually at the Annual General Meeting (AGM)

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### Accountability

The Board of Directors are collectively accountable to the membership, community, funders and other stakeholders. They are accountable for Pembina Active Living (55+)’s performance in relation to its mission and strategic objectives and for the effective stewardship of financial and human resources.

### Authority

Board members are responsible for acting in the best long-term interests of Pembina Active Living (55+) and its community and will bring to the task of informed decision-making, a broad knowledge and an inclusive perspective.

### Responsibility

The Board Member will work closely with the Board of Directors of Pembina Active Living (55+).

### Primary Duties

Every member of the Board of Directors is expected to:

- Prepare for and attend Board meetings
- Work as a team member and support Board decisions
- Participate in the annual or periodic review of Pembina Active Living (55+)’s mission and objectives and the development of a strategic plan
- Monitor the performance of Pembina Active Living (55+) in relation to objectives and core values
- Approve the budget and monitor financial performance in relation to it

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- Abide by the Bylaws, code of conduct and other polices that apply to the board
- Establish, review and monitor polices that guide core operational practices (eg. financial management, human resource management)
- Participate in hiring and releasing the Executive Director
- Participate in the evaluation of the Executive Director
- Participate in the recruitment of new board members
- Participate in the evaluation of the Board itself
- Participate in committee work
- Attend and participate in the Annual General Meeting and other special events
- Keep informed about community issues relevant to the mission and objectives of the Organization.

## **Other duties**

Recognizing that the Board Member's role is a voluntary one, the Board may authorize a Board Member to take on additional duty to those above.

## **Qualifications**

The following are considered key job qualifications:

- Knowledge of the community
- Commitment to Pembina Active Living (55+)’s mission and strategic directions
- A commitment of time
- Openness to learning

## **Evaluation**

The performance of directors is evaluated annually in the context of the evaluation of the Board in accordance with the duties and responsibilities as outlined above.

## **Removal of Director**

A director may be removed from the board, by majority vote, if absent from three meetings without notification or he/she does not act in the best interests of Pembina Active Living (55+).

# Pembina Active Living (55+)

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<b>Position:</b>	<b>President</b>
<b>Time Commitment:</b>	Ten hours month (meetings, consultation, special events)
<b>Term:</b>	One year, elected annually by the Board of Directors at the first meeting following the Annual General Meeting (AGM)

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## **Accountability**

The President serves and is accountable to the board of directors of Pembina Active Living (55+) for his/her performance.

## **Authority**

The President has no formal authority to direct the board or the affairs of Pembina Active Living (55+), unless otherwise authorized by the Board of Directors. The president may not, on behalf of Pembina Active Living (55+), enter into contracts without the knowledge and approval of the board and/or the Executive of the board and without the knowledge of the Executive Director.

## **Responsibility**

The President is, first and foremost, responsible for the effective functioning of the board in its role of governing Pembina Active Living (55+). All other duties are secondary.

## **Primary Duties**

In addition to the duties of every board member, the President is responsible for:

- Overseeing the preparation of the board's meeting agenda with input from the Executive Director
- Presiding over all meetings of the Board of Directors
- Reviewing and signing off on approved meeting minutes
- Enforcing rules of conduct as they apply to the board and its individual members
- Ensuring there is a process to evaluate the effectiveness of the Board
- Ensuring that there is a process to evaluate the performance of the Executive Director
- Serving as spokesperson, together with the Executive Director, for Pembina Active Living (55+)
- Ensuring full and timely communication with members of the board
- Ensuring the effectiveness of Board Committees
- Preparing for and presenting at the Annual General Meeting (AGM)
- The preparation of an annual report from the Board for presentation at the AGM
- Acting as signing officer for Pembina Active Living (55+).

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## **Secondary duties**

The President may, with greater regularity than other members of the board:

- Prepare recommendations for Board consideration
- Make recommendations to the members for changes to bylaws
- Be available to the Executive Director for consultation purposes
- Represent the Association at community meetings and events.

## **Other duties**

Recognizing that the President's role is a voluntary one, the board may authorize the President to take on additional duties outside the above.

## **Qualifications**

The President must have:

- Knowledge of meeting procedures including 'Roberts Rules'
- Knowledge of the Bylaws for Pembina Active Living (55+)
- Sufficient time to devote to his/her primary duties.

## **Evaluation**

The effectiveness of the President shall be evaluated as part of the evaluation of the Board itself.

## **Removal of President**

Unless otherwise indicated in the Bylaws, the President may be removed by a special resolution of the Board for which advance notification has been given to all Directors, duly moved and seconded, and passed by a majority of directors present at a regular or special meeting of the Board.

# Pembina Active Living (55+)

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<b>Position:</b>	<b>Vice President</b>
<b>Time Commitment:</b>	Ten hours month (meetings, consultation, special events)
<b>Term:</b>	One year, elected annually by the Board of Directors at the first meeting following the Annual General Meeting (AGM)

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## **Accountability**

The Vice President serves and is accountable to the Board of Directors of Pembina Active Living (55+) for his/her performance. This position is typically a successor to the President's position.

## **Authority**

The Vice President has no formal authority to direct the board or the affairs of Pembina Active Living (55+), unless otherwise authorized by the Board of Directors. The Vice President may not, on behalf of Pembina Active Living (55+), enter into contracts without the knowledge and approval of the board and/or the Executive of the board and without the knowledge of the Executive Director.

## **Responsibility**

The Vice President is, first and foremost, responsible for learning the duties of the President and acting as President when the President is absent, or when called to the chair by the President (please refer to the President's job description).

## **Primary Duties**

In addition to the duties of every board member, the Vice President is responsible for:

- Assisting the President whenever possible
- Assuming duties as assigned by Pembina Active Living (55+) and usually chairing the Governance Committee
- Filling in for the President at major presentations and other events as required
- Acting as President if the President leaves Pembina Active Living (55+)
- Acting as signing officer for Pembina Active Living (55+)
- Ensuring ongoing Board member development.

## **Other duties**

Recognizing that the Vice President's role is a voluntary one, the board may authorize the President to take on additional duties outside the above.

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## **Qualifications**

The Vice President must have or be gaining:

- Knowledge of meeting procedures
- Knowledge of the Bylaws for Pembina Active Living (55+)
- Sufficient time to devote to his/her primary duties.

## **Evaluation**

The effectiveness of the Vice President shall be evaluated as part of the evaluation of the Board itself.

## **Removal of Vice President**

Unless otherwise indicated in the Bylaws, the Vice President may be removed by a special resolution of the Board for which advance notification has been given to all Directors, duly moved and seconded, and passed by a majority of directors present at a regular or special meeting of the Board.

## Pembina Active Living (55+)

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<b>Position:</b>	<b>Secretary</b>
<b>Time Commitment:</b>	Ten hours month (board meetings, secretarial duties as described below)
<b>Term:</b>	One year, elected annually by the Board of Directors at the first meeting following the Annual General Meeting (AGM)

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### **Accountability**

The Secretary serves and is accountable to the Board of Directors of Pembina Active Living (55+) for his/her performance.

### **Authority**

The Board Secretary is elected in a manner consistent with the Bylaws. The Secretary is an Executive Officer of Pembina Active Living (55+). He/she is accountable to the Board of Directors and has no authority to act beyond that required to fulfil the duties outlined below.

### **Responsibility**

The Secretary will work closely with the President in the planning of Board of Directors and Organization meetings.

### **Primary Duties**

In addition to the duties of every board member, the Secretary of the Board shall be responsible for ensuring:

- The creation and timely distribution of agenda for Board of Directors and Pembina Active Living (55+) membership meetings (i.e. Annual General Meeting or Special Meeting of the Members)
- The accurate recording and distribution of the minutes of Board of Directors meetings.
- The updating, maintaining and safe storage of Pembina Active Living (55+)’s minute book and other legal documents
- That Pembina Active Living (55+)’s incorporation and charitable registration status is maintained through the annual filing of required reports and information
- That the Board’s Policy Manual contains all Board directives and that such policies are systematically subject to board review
- The maintenance of an up-to-date list of members of the Association

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- That external correspondence to, and requests made of, the Board of Directors, or relevant to the governance of Pembina Active Living (55+), is reported and responded to in a timely manner
- The accurate recording and distribution of the minutes of Pembina Active Living (55+)’s Annual General Meeting.
- He/she acts as signing officer when required.

### **Other duties**

Recognizing that the Secretary’s role is a voluntary one, the Board may authorize the Secretary to take on additional duties outside the above.

### **Qualifications**

The Secretary must have:

- Commitment to furthering the purpose of Pembina Active Living (55+)
- Good communication and leadership skills
- Access to a computer
- Computer skills.

### **Evaluation**

The effectiveness of the Secretary shall be evaluated as part of the evaluation of the Board itself.

### **Removal of Secretary**

Unless otherwise indicated in the Bylaws, the Secretary may be removed by a special resolution of the Board for which advance notification has been given to all Directors, duly moved and seconded, and passed by a majority of directors present at a regular or special meeting of the Board.



## Pembina Active Living (55+)

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<b>Position:</b>	<b>Treasurer</b>
<b>Time Commitment:</b>	Ten hours month (board meetings, Treasurer duties as described below)
<b>Term:</b>	One year, elected annually by the Board of Directors at the first meeting following the Annual General Meeting (AGM)

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### **Accountability**

The Treasurer serves and is accountable to the Board of Directors of Pembina Active Living (55+) for his/her performance.

### **Authority**

The Treasurer is elected in a manner consistent with the Bylaws. The Treasurer is an Executive Officer of Pembina Active Living (55+). He/she is accountable to the Board of Directors and has no authority to act beyond that required to fulfil the duties outlined below.

### **Responsibility**

The Treasurer will monitor the budget and advise the Board of Directors of unanticipated expenditures. The Treasurer of the Board shall be responsible for ensuring that funding sources, members, governments and their agencies receive timely and accurate financial reports.

### **Primary Duties**

In addition to the duties of every board member, The Treasurer of the Board shall be responsible for:

- Ensuring that Pembina Active Living (55+) funds are kept in a bank or credit union account, as directed by the Board
- Acting as signing officer for Pembina Active Living (55+)
- Ensuring that an accurate record of all receipts and expenditures is maintained, and also ensuring that Pembina Active Living (55+)’s fiscal books are up-to-date at all times
- Paying accounts approved by the Board
- Submitting regular financial statements at monthly meetings of the Board of Directors and executive committee
- Submitting an annual report showing receipts, payments and balance on hand. (The president “puts” the question of adopting the report and this, in effect, approves the Treasurer’s report.)

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- Overseeing the development of Pembina Active Living (55+)’s budget and its presentation to the Board for consideration and approval
- Monitoring the budget and advising the Board of Directors of forthcoming expenditures, problems and any other financial management issues
- Recommending to the Board of Directors the name of a qualified auditor or accounting firm to conduct the annual review of the financial statements
- Organizing a series of interviews once every three years to ensure that a competent accountant and/or bookkeeper is selected.

### **Other duties**

Recognizing that the Treasurer’s role is a voluntary one, the Board may authorize the Treasurer to take on additional duties outside the above.

### **Qualifications**

The Treasurer must:

- Have knowledge of Pembina Active Living (55+) and personal commitment to its goals and objectives
- Understand financial accounting for non-profit organizations
- Serve as the chair of the Finance Committee.

### **Evaluation**

The effectiveness of the Treasurer shall be evaluated as part of the evaluation of the Board itself.

### **Removal of Treasurer**

Unless otherwise indicated in the Bylaws, the Treasurer may be removed by a special resolution of the Board for which advance notification has been given to all Directors, duly moved and seconded, and passed by a majority of directors present at a regular or special meeting of the Board.

# Pembina Active Living (55+)

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<b>Position:</b>	<b>Standing and Ad Hoc Committee Chairperson</b>
<b>Time Commitment:</b>	Ten hours month (meetings, consultation, special events)
<b>Term:</b>	One year, appointed or elected annually by the Board at the first meeting following the Annual General Meeting (AGM)

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## **Accountability**

The Committee Chairperson serves and is accountable to the Board of Directors of PAL (55+) for his/her performance.

## **Authority**

The Committee Chairperson has no formal authority to direct the Board or the affairs of PAL (55+), unless otherwise authorized. The Committee Chairperson may not, on behalf of PAL (55+), enter into contracts without the knowledge and approval of the Board and/or the Executive of the Board and without the knowledge of the Executive Director.

## **Responsibility**

The Committee Chairperson is responsible for the overall effectiveness of the committee as a whole. The Committee Chairperson provides structure and support to the Committee and is accountable to the Board for the committee's work.

## **Primary Duties**

In addition to the duties of every board member, the Committee Chairperson is responsible to:

- Leading and setting the tone for the Committee work
- Ensuring that members have the information needed to do their jobs
- Overseeing the logistics of the Committee's operations by setting agendas, chairing meetings, ensuring distribution of work and minutes
- Communicating with the President and Executive Director (keeping President and Executive Director informed of work/direction of the Committee)
- Reporting on the Committee's decisions/recommendations to the Board
- Initiating and leading the Committee's annual evaluation.

## **Other duties**

Recognizing that the Committee Chairperson's role is a voluntary one, the Board may assign additional duties to the Committee Chairperson.

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## **Qualifications**

The Committee Chairperson must:

- be a member of PAL (55+)
- have good communication and leadership skills
- have interest in the activity of Committee
- be committed to furthering the purpose of PAL (55+).

## **Evaluation**

The effectiveness of the Committee Chairperson shall be evaluated as part of the evaluation of the Board itself.

## **Removal of Committee Chairperson**

Unless otherwise indicated in the Bylaws, the Committee Chairperson may be removed by a special resolution of the Board for which advance notification has been given to all Directors, duly moved and seconded, and passed by a majority of directors present at a regular or special meeting of the Board.