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TITLE: RANGING TERM LIMITS POLICY	ORIGINAL:
APPROVAL:  EXECUTIVE DIRECTOR	REVIEWED:

**B.7.1. Board Member Term Length Ranges**

To ensure the terms of length for members of the Board, adhere to the requirements set out by the Agency Bylaws.

**B.7.2. Purpose**

Given past experiences, there are times the Board must deviate from Section 5.4(Term of Office) of the Bylaws so as to achieve the general objective set out therein.

**B.7.3. Scope**

This Policy applies to the Board of Directors and each Member individually

**B.7.4. Procedure**

Term of Office

The Directors of the Corporation shall retire in rotation. At the first meeting of the Members called for the election of Directors, the election of Directors shall be conducted as follows:

- One-third (1/3) of the Directors shall be elected for a three (3) year term;
- One-third (1/3) of the Directors shall be elected for a two (2) year term; and
- One-third (1/3) of the Directors shall be elected for a one year (1) year term.

If the number of Directors in office is not divisible by three (3), any surplus of Directors not divisible by three (3) shall be elected for a term of one (1) year.

After such date, and thereafter at each annual meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three (3) years.

No person may be elected a Director for more terms than will constitute the greater of nine (9) consecutive years of service or three (3) consecutive terms; provided, however,

that a Director completing nine (9) years of service on the Board, may have one's service as a Director extended so as to permit the individual to complete the term as Chair or Vice-Chair. Following a break of at least one year in the consecutive service, the same person may be an elected Director.

### **B.7.5 Executive Roles**

#### Executive Director

- The Board may appoint an Executive Director who shall be the Chief Executive Officer of the Corporation, and who shall, subject to the direction of the Board and/or the Chair of the Board supervise and control the operations of the Corporation.
- The Executive Director shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any Committee of the Board (including the Executive Committee) and the Members of the Corporation, except those meetings where the terms of employment, compensation or disciplinary action of the Executive Director are discussed.
- The Executive Director shall be the Secretary of the Corporation.

#### Duties of the Chair

- Preside at all meetings of the Board and of the members (and in the absence of the Chair of the Executive Committee, meetings of the Executive Committee).
- Supervise the affairs and operations of the Corporation.
- Sign all documents requiring the signature of the Chair.
- Have the other powers and duties from time to time prescribed by the Board or Executive Committee or incident to the office.
- Be an ex-officio member of all Board committees.

#### Duties of the Vice-Chair

- Exercise the powers of the Chair, during the absence or inability to act of the Chair. If the Vice-Chair exercises any of those duties or powers, the absence or inability to act of the Chair shall be presumed with reference thereto.
- Perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

#### Duties of the Secretary

- Act as Secretary of each meeting of the Corporation, the Board or Executive Committee or delegate those duties to another person.
- Attend all meetings of the Board and of the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose.
- Give all notices required to be given to members and to Directors.

- Be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation.
- Perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

#### Duties of the Treasurer

- Ensure reasonable systems are in place to keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account.
- Ensure reasonable systems for the deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee.
- Provide oversight and be accountable to the Board for the disbursement of the funds of the Corporation under the direction of the Board or Executive Committee, taking proper vouchers therefor.
- Render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation.
- Co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation.
- Perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

#### **B.7.6. Glossary of Terms**

#### **B.7.7. Related Policies**

*From Board policy Manual:*

B.2 Guidelines for Director Selection Policy

#### **B.7.8. References**

#### **Appendix**

