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Practices and Procedures			
Subject:	Board of Directors Policies and Procedures		
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Summary

This policy statement outlines the roles and responsibilities of the Trout Lake Vancouver Community Centre Association Board and Executive Committee members. It also includes instructions for conducting meetings for Board business. While many aspects of these matters are outlined in the Association's bylaws, this document complements the bylaws by providing additional details and procedures to aid Directors in achieving the best governance possible.

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Introduction

The Board of Directors of the Trout Lake Vancouver Community Centre Association determines the strategic direction of the Association and provides financial and operational oversight for its activities. While many aspects of this work are outlined in the Association's bylaws, this document sets out additional details and procedures to aid Directors in achieving the best governance possible.

1.0 Policy Statements

1.1 General Policies and Procedures

1.1.1 *Number of Directors*

The Board has a minimum of three (3) and a maximum of seventeen (17) elected Directors as outlined in Bylaw 4.1.

1.1.2 *Election*

Directors are elected by the voting Members of the Association at an Annual General Meeting and take office at the close of such meeting.

1.1.3 *Term*

Directors serve two year terms, with approximately half of the positions expiring each year at the Annual General Meeting.

1.1.4 *Casual vacancy on Board*

The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board. A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

1.1.5 *Term limits*

There are no term limits on being a Director.

1.1.6 *Executive roles*

The President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Treasurer and Secretary are the Association's officers and comprise the Executive Committee. Directors may be elected or appointed to Executive positions provided they have served at least one prior year of service on the Board as a Director at Large. However, if no such persons are available, the Board may appoint any Director to these roles.

See section 1.5 for position descriptions of all roles.

1.2 General Functioning of the Board

1.2.1 Number of meetings

The Board of Directors will meet a minimum of 9 times during the course of the elective year.

1.2.2 Directors' fiduciary responsibility

Directors have a fiduciary responsibility that includes both a duty of care and a duty of loyalty to the Association.

1.2.3 Committees of the Board

The Board directs work through committees of the Board, standing committees, and ad hoc committees without abdicating Board responsibility or accountability to the membership.

1.2.4 Succession planning and recruitment

The Board considers its need for fulfilling the work of the Association and works to ensure appropriate succession planning and recruitment.

1.2.5 Volunteer orientation and development

The Board considers the needs of the volunteers who serve the Association and works to ensure effective orientation and development of new Board and committee members.

1.3 Board of Directors Meeting Proceedings

1.3.1 Meeting format

Meetings can be held in person, by conference call, or through other electronic meeting methods available to all Directors.

1.3.2 Chairing

- The President is the chair at meetings of the Board.
- If the President is unable to attend a scheduled meeting, or is not in attendance within 30 minutes of the meeting start time, the First Vice-President shall act as chair.
- If neither the President nor First Vice-President are in attendance, the 2nd Vice-President will act as chair. If the 2nd Vice-President is not present, the 3rd Vice-President or another Director, as needed, must act as chair.

1.3.3 Attendance

- Every Director is entitled to attend each meeting of the Board.
- The immediate Past President, while not a Director and without any entitlement to vote, is expected to attend all Board meetings unless otherwise stated by the President and/or two (2) other officers.

- The Recreation Supervisor is invited to all meetings of the Board. Other staff may be asked to attend all or parts of meetings to address specific topics.
- No other person is entitled to attend meetings of the Board, but the Board may, by resolution of the Board, invite any person or persons to attend one or more meetings of the Board as advisors, observers or guests.

1.3.4 Quorum and voting

- A quorum is a simple majority of Directors in office at the time of the meeting.
- Board decisions will be reached by consensus or by a simple majority of votes.
- The Board chair may not cast a vote. In the event of a tie, the chair may cast a vote.

1.3.5 In camera discussion

The Board does discuss confidential information from time to time and if warranted, by motion with majority approval, go in camera for that portion of the meeting. Observers must then leave the meeting. Staff may be asked to stay or to leave the meeting. In camera minutes are kept separately from open meeting minutes. A decision reached during an in camera portion may be brought forward and recorded as part of the regular meeting minutes. Camera discussions should go to a motion. Camera discussions should be recorded.

1.3.6 Conflict of interest

A Director who has a conflict of interest with any business of the meeting must excuse themselves from that portion of the meeting, and shall not be involved in the topic discussion or vote. Their withdrawal from and re-entry into the meeting shall be recorded.

1.3.7 Meeting minutes

Board minutes will be distributed within 10 days of a meeting and posted in the electronic filing system.

1.3.8 External advisors

The Board may approve the use of external advisors for the Board.

1.4 Board of Directors General Responsibilities

Directors will:

- Comply with the BC Societies Act, the Association's Constitution & Bylaws, and policies and procedures as properly adopted by the Directors
- Sign the Consent to Act and Confidentiality agreements before undergoing Board Orientation or attending their first Board meeting

- Undergo a Police Information Check as per the Park Board policy and procedures or request an exemption from the Executive and agree to abstain from representing the Board and/or volunteering at public facing events.
- Attend all meetings of the Board of Directors or provide reasonable notice if not able to attend
- Directors are expected to maintain 75% attendance at Board meetings within each 12-month period
- Report back to the Board as required by membership on committees
- Prepare for each Board of Directors meeting by reviewing previous meeting minutes and reading reports and documents circulated in advance of meetings
- Actively participate in the Board's planning, monitoring, and evaluation responsibilities
- Actively participate in the Board's governance role of oversight and accountability for the programs and activities of the Association
- Diligently complete tasks and assignments as may be requested of the Director from time to time

1.5 Director Position Descriptions

1.5.1 President

The President will:

- Chair Board, Executive Committee and other meetings as required
- Preside at all meetings of the membership
- Act as chief executive of the Association
- Assign duties to the Directors
- Draft, with contributions from committee members, the Executive Committee and Board agendas and circulate them prior to meetings
- Act as official spokesperson for the Association and signatory of Association correspondence
- Act as primary partnership holder
- Manage the Joint Operating Agreement, ensuring that on-going monitoring takes place
- Liaise with the Centre's Recreation Supervisor and senior Park Board staff
- Act as a primary signing officer of the corporation for financial instruments and contracts
- Chair the Strategic Planning Committee or delegate to another Director
- Chair the Human Resource Committee or delegate to another Director
- Sit on the Finance Committee
- Ensure that the on-going monitoring of the Strategic Plan, performance indicators, and Association activities takes place, with regular reports to the Board of Directors

- Work with Directors to build capacity through professional development opportunities and learning partnerships with other organizations
- Report the activities of the Board to the membership at general meetings and other times throughout the year as is appropriate
- Supervise the Association's employed Administrator

1.5.2 Vice-Presidents

The Vice-Presidents will:

- Act as vice-chair of the Board
- Carry out the duties of the President if the President is (and any antecedent Vice-President/s is/are) unable to act
- Substitute for the President as requested when required
- Act as signing officer of the Association for financial instruments and contracts
- Facilitate the implementation of the Association's Strategic Plan
- Perform such responsibilities as assigned by the President or the Executive Committee
- Sit on the Executive Committee and any other Committees to which they may be appointed
- Lead or assist with special projects that will arise from time to time, with reports being submitted to the Board at regular intervals
- Undertake additional duties as may be delegated by the President or the Board from time to time

In addition, the First and Second Vice-Presidents have the following additional responsibilities.

1.5.2.1 First Vice-President

The First Vice-President, in addition to 1.5.2 above, is expected to:

- Maintain the policies and procedures of the Association, ensuring the availability of these documents, and that all revisions, additions, or deletions are made to the documentation in all of its versions within 14 days of the decisions to revise, delete, or add material
- Act as liaison with the Park Board System Wide Planning group
- Undertake any committee leadership or functional roles as recommended by the Executive Committee

1.5.2.2 Second Vice-President

The Second Vice-President, in addition to 1.5.2 above, is expected to:

- Act as the Privacy Officer for the Association
- Undertake any committee leadership or functional roles as recommended by the Executive Committee

1.5.2.3 Third Vice-President

The Third Vice-President, in addition to 1.5.2 above, is expected to:

- Undertake any committee leadership or functional roles as recommended by the Executive Committee

1.5.3 Treasurer

The Treasurer will:

- Chair the Finance Committee
- Be a member of the Executive Committee
- Act as a signing officer of the Association for financial instruments and contracts
- Oversee the functions of the bookkeeper in regards to:
 - Receiving and banking monies collected from the members or other sources
 - Keeping of accounting records of the Association's financial transactions
 - Making the Association's tax filings in compliance with the BC Societies Act and other legislative requirements
 - Preparing the Association's financial statements
- Oversee the budget and yearly audit processes
- Review monthly reconciliations with the Association bookkeeper
- Present and review quarterly financial statements with the Board
- Report to the Board on the condition of Association investments
- Review and make recommendations to strengthen Financial Policies and Procedures, for approval by the Board
- Lead or assist with special projects that will arise from time to time, with reports being submitted to the Board at regular intervals
- Undertake additional duties as may be delegated by the President or the Board from time to time

1.5.4 Secretary

The Secretary will:

- Act as a signing officer of the Association for financial instruments and contracts
- Chair the Records Management Committee
- Ensure that all notices and agendas for Board of Directors meetings, Executive Committee meetings, and general membership meetings are circulated in accordance with the Bylaws and policies of the Association

- Ensure that the minutes for all Board of Directors meetings and Executive Committee meetings are recorded and that draft minutes of meetings are produced and distributed within 10 days of each meeting
- Ensure that a copy of all minutes from standing and ad hoc committees are received and kept in the Association's records system
- Ensure that the minutes of the Annual General Meeting (AGM) and any other general meetings held are recorded, and that draft minutes of the AGM and other general meetings are produced and distributed to Directors for review within 14 days of each meeting
- Ensure that records of the Association are kept in accordance with the Societies Act
- Ensure that the filing of the annual report of the Association and any other filings with the Registrar under the Societies Act are submitted in a timely manner
- Ensure that the correspondence of the Board is conducted in an appropriate manner
- Author official correspondence as requested on behalf of the Board or President
- Ensure that Park Board undertakes maintenance of the registry of members
- Have custody of the common seal of the Association
- Undertake additional duties as may be delegated by the President or the Board from time to time
- Lead or assist with special projects that will arise from time to time, with reports being submitted to the Board at regular intervals

1.5.5 Past President

The person who was the President of the Association immediately prior to the current President may serve in an advisory capacity to the Board known as the Past President if he or she is no longer a Director of the Association.

The Past President may advise on matters related to Association business, activities, internal affairs, and external affairs.

The term of Past President will continue until either a new Past President arises or the conclusion of the annual general meeting held in the first year of such person's term as the Past President.

1.5.6 Directors-at-Large

The Directors-at-large will:

- Fulfill the duties of a Director of the Association
- Sit on any committees to which they are appointed and report back to the Board as required
- Act as the primary liaison to community partners and affiliated sport groups, as requested, and report back to the Board at regular intervals
- Lead or assist with special projects that will arise from time to time, with reports being submitted to the Board at regular intervals

- Undertake additional duties as may be delegated by the President or the Board from time to time

2.0 Related Policies and Procedures

The entire policy manual is relevant to this policy.

3.0 Revision Schedule

Association policies and procedures shall be reviewed at minimum every four years or as required by an Association resolution. Document owners will be responsible for managing the document revision cycle. All document revisions will be presented to the Association for approval by motion and amendments will be stored in the revision schedule.

Table 1: Association policy amendment history

Version	Date	Comments
1.0		New policy
2.0	2019-10-20	Strategic Planning Committee review
3.0	2020-02-12	Executive Committee review
3.0	2020-02-26	Approved by Board
4.0	2023-11-08	Draft amendments reviewed by Exec
4.0	2023-11-15	Amendments revised and adopted by Board