

**POLICY TITLE:****ROLE OF THE BOARD OF GOVERNORS****Board of Governors Approval: June 3, 2015**

The board is a policy governing board, whose role is primarily establishing vision, policy and resources, not hands-on administrative responsibilities.

The Board of Governors is a collective entity. A board can act only at legally constituted meetings at which a quorum exists or through delegation of some part of its authority to its officers, committees and the Trust's professional staff, with subsequent adoption of their actions.

The board must govern itself effectively and efficiently, independently of Trust management.

**Defining Purpose**

The board reviews the Trust's mandate and strategic directions on a regular basis to ensure that the Trust's evolving priorities and actions remain relevant.

The board specifies the expected outcomes in each priority area of activity, defines related indicators and expected impact for purposes of monitoring, and guides the board and staff in providing the financial and human resources to achieve these objectives.

With the input of professional staff and/or consultants, the board is responsible for the development and approval of framework, self-governance, operational and program policies, and for their timely implementation by staff. Annually, the board determines which policies require review.

**Ensuring Sustainability of Operations**

The board is responsible for ensuring the sustainable management of the Trust's assets and financial and human resources in order to achieve its mandate. The board ensures stewardship of the Trust's heritage assets (its properties and collections) to national standards, which can serve as a model for other organizations.

The board ensures that the Trust has the financial resources necessary to function and to achieve its defined priority objectives by:

- Establishing budgeting, financial reporting, contracting, fundraising, and sponsorship policies;
- Ensuring the Trust's endowment is enhanced, protected and well invested;
- Overseeing and participating in fundraising activities; and
- Approving the budget and monitoring expenditures by means of appropriate monitoring and financial control including year-end reports.

The board appoints the Executive Director, who appoints all other staff and service volunteers.

The Executive Director may not come from the Board of Governors. To hire the Executive Director, the board:

- Undertakes a formal search process, with appropriate confidentiality;
- Sets out in writing the job description, salary, benefits, conditions of employment and relationship with the board, including provisions for performance reviews and arbitration;
- Monitors performance through its policy, planning and budget review processes;
- Utilises regular performance reviews to communicate its evaluation, expectations and recommendations for particular actions; and
- Ensures that, should the need to terminate employment arise, the process is undertaken in a professional, ethical and legal manner, in accordance with the best interests of the Trust.

The board ensures that reports are submitted to appropriate government agencies as required by federal legislation.

### **Monitoring and Adjusting Policies, Plans, Programmes and Activities**

The board monitors the effectiveness of the policies, plans, programs and activities undertaken to achieve its mandate. Information gained from monitoring activity is used to adjust policies, plans, program and activities as may be required in order to improve effectiveness of the organization in achieving its mandate. To this end, the board will:

- Ensure that there is an annual audit;
- Establish and monitor performance measurements;
- Review reporting against annual objectives;
- Make appropriate inquiries and take decisive action if it becomes concerned that the Trust is not achieving established aims with appropriate use of resources.

In establishing written policies, the board provides governors and staff with clear delegation of authority and guidance needed to carry out their respective roles: governors to formulate, monitor and evaluate policy; and staff to implement policy and operationalize strategic objectives.

### **Building Support**

The board provides an important link between the Trust, the heritage community nationally, and society at large. Governors:

- Represent the views of the heritage community;
- Communicate the mission and vision of the Trust to the heritage community, elected representatives at all levels and to the public;
- Encourage increased membership and financial support for the Trust and its programs;
- Advocate greater public involvement and increased support for heritage concerns; and
- Monitor public response to the work and policies of the Trust.

Previous Revision Date(s): February 10, 2007