

Leamington Mennonite Home

**POLICY AND PROCEDURE**

<b>CATEGORY:</b> Board of Directors	<b>SUBJECT:</b> Duties and Responsibilities of Executive Officers	<b>SECTION</b> D <b>POLICY:</b> 3
<b>DATE:</b> January 2023	<b>Administrator:</b> _____ <i>J. Hart</i>	
	<b>Board Chair:</b> _____ <i>H. Enns</i>	

**DUTIES AND RESPONSIBILITIES OF EXECUTIVE OFFICERS**

**POLICY:**

The Board shall elect or appoint from their numbers a Chair, a Vice Chair, and a Secretary to comprise the Executive Committee, a standing committee of the Board. The Board may elect or appoint from time to time such other officers as it deems necessary or expedient.

**PROCEDURE:**

1) Election of Officers

- a. The basic duties of officers are outlined in the Corporation's by-laws. The Executive committee will be comprised of the following officers:
  - Chair
  - Vice Chair
  - Secretary
- a. At the first meeting of the Board after the Annual Meeting, the Board shall elect its officers for the ensuing year. Officers are expected to have at least one year of current experience with the Board. The Administrator shall chair the nominations and election process and, following the election of the officers, shall turn the Chair over to the newly elected Board Chair. If for some reason, this election is not possible at this time, the incumbents shall hold office until their successors are elected.
- b. Should a vacancy occur during the term of any officer of the Corporation, the Board shall elect a replacement from their numbers who will fill the remaining term of office for that officer.

2) Duties of Officers

- a. Chair (see policy *Duties and Responsibilities of the Chair*)
- b. Vice Chair
  - Shall perform the duties of the Chair in the absence or disability or refusal of the Chair to act. He/she shall fulfill the responsibilities as outlined in the Policy on Role of Board Chair.
  - Shall be a member of the Executive Committee and such other committees to which he/she may be appointed.
  - Presents and votes on motions.
  - Assists in planning for future operations.
  - Acts as a signing officer of the Corporation.
  - Is considered a training position to take the role of Chair in the future.

- Is sufficiently familiar with the Board's governance documents (policies, by-laws, etc.) to note applicability during meetings.
- Ensures that Directors have copies of the by-laws and access to the policies of the Board.
- Ensures that an annual performance evaluation of the Board is conducted.

a. Secretary

- Maintains accurate and up to date minutes and records for the Board and ensures effective management of the Board's records. Canada Revenue Agency requires that a charity keep its minutes of meetings of Directors for as long as the charity is registered, and for a minimum of two years after the date that registration of the charity is revoked or two years after the Corporation has been dissolved.
- Maintains and preserves all records in a secure location that is approved by the Board.
- Forwards all pertinent information to the file sharing system once the portal is established.
- Manages the minutes of Board meetings.
- Ensures that minutes are distributed to Directors within seven working days after each meeting
- Signs the approved minutes with the Chair before entering into the records.
- Keeps track of Directors' terms.
- Maintains a file on conflict of interest for all Directors.
- May act as a signing officer of the Corporation.
- Shall be a member of the Executive Committee and such other committees to which he/she may be appointed.
- Ensures that a record of attendance is kept for Board and Members' Meetings.
- Ensures that minutes are taken at the Annual Meeting.
- Knows the location of the corporate seal and all documents belonging to the Board.
- Ensures that the minute book (important corporate records) contains documents required by the Act such as:
  - The Letters Patent and Supplementary Letters Patent
  - By-laws, policies, resolutions
  - A ten-year register of members (including those who are no longer members)
  - A ten-year register of Directors (including those who are no longer members)
  - The minutes of all meetings of the Board and Executive
- Ensures that hard copies of official records (important corporate records as recorded above) are kept in a secure location at the Leamington Mennonite Home