

# **Board Director Job Description**

**Position:** Director, Board of Directors

## **Qualifications and Skills**

The Board strives to have a diverse set of competencies and experiences among its members collectively. Refer to Board Competency and Experience matrix as a guide. In addition, minimum qualifications for Board members include:

- Must be a resident of Canada
- Must be no less than 18 years of age
- Must not have been declared incapable of being a Director by a Court in Canada or in another country
- Must be an individual
- Must not be employed or under contract for the provision of services to the Corporation and any of its affiliates, or any staff member of the Corporation or any of its affiliates
- Must be a Member of WindReach Farm
- Must not have the status of bankrupt
- Must not be anyone who is an ineligible individual under the Income Tax Act (Canada)

## **Authority**

Voting member of the WindReach Farm Board of Directors, for purposes of managing and/or supervising the management of the activities and affairs of WindReach Farm (the “corporation”).

## **Responsibility**

Directors are accountable to the Members of WindReach Farm and shall oversee or supervise a wide range of activities as voting members of the Board of Directors, including (but not limited to):

- **Financial operations:** Directors must ensure the integrity of the corporation’s financial accounting and reporting and maintain the corporation’s financial stability. The fiduciary responsibility of the WindReach Farm board is limited to farm operations and programmatic viability.
- **Day-to-day operations:** Directors must ensure that the day-to-day operations of the corporation are consistent with the mission, vision, values and accountabilities of the corporation.

The Board is responsible for hiring and supervising the Executive Director of the corporation. The Board must exercise appropriate oversight over management, staff, and volunteers as they engage in the day-to-day operations of the corporations.

- **Governance and authorizations:** The Board must ensure that the actions and decisions taken by the corporation are properly authorized according to the Letters Patent and bylaws

of the corporation. The Board is also accountable for establishing and approving WindReach Farm's policies.

- **Strategy:** Guided by the mission, vision, and values of the corporation, the Board must develop the long-term objectives and strategic plan of the corporation.

### **Remuneration and Expenses**

Directors serve without remuneration and shall not receive any profit from their position on the WindReach Farm Board of Directors.

### **Term**

The Members shall elect by ordinary resolution, at each annual meeting at which an election of directors is required.

Directors shall hold office for a term of three years.

Each director shall be eligible to be re-elected for a maximum of one additional three-year term.

Any director who has served two consecutive terms shall be required to leave the Board for at least one year before becoming eligible for election by the Members, unless determined otherwise by the Board.

Not all directors elected at the meeting of members need to hold office for the same term.

A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following his/her election, but, if qualified, is eligible for re-election. If directors are not elected at a meeting of Members, the incumbent directors continue in office until their successors are elected.

### **Resignation**

A director may resign from office by giving a written resignation to Chair and Secretary of the WindReach Farm Board of Directors and such resignation becomes effective when approved by the Board or at the time specified in the resignation, whichever is later.

### **Removal**

The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board.

### **General Duties**

Board members are responsible for the following general duties:

1. Regularly attend board meetings and important related meetings (50% minimum).
2. Makes serious commitment to participate actively in all Board and Board Committee work.
3. Volunteers for and willingly accepts assignments as determined by the board, and completes them thoroughly and on time.
4. Stays informed about all Board and Board Committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.

5. Collaborates with other Board and Board Committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the Board's annual evaluation and planning efforts.
7. Participates in fundraising activities as decided by the Board.
8. Expected to contribute a minimum of 30 to 36 hours of volunteer work per year. This includes 1 Annual Members Meeting and 8 Board meetings (18-24 hours) along with committee work, events and other (12 hours).

Additionally, Board members have the following legal accountabilities:

The directors have the legal authority to make decisions on behalf of the corporation. They also have corresponding fiduciary and legal obligations to make sure that all of these decisions are in the best interests of the corporation and are consistent with the core purpose and objects of the corporation.

In managing the activities and affairs of the corporation, directors have the following core obligations:

Statutory obligations, Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23), s. 148

- A duty to act honestly and in good faith with a view to the best interests of the corporation;
- A duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;
- A duty to comply with the Canada Not-for-Profit Corporations Act and regulations; and
- A duty to comply with the corporation's articles and bylaws.

### **Benefits**

Board members volunteer their time and expertise to support the mission of the Farm and give back to a cause they believe in.

### **Time Requirements**

The following table outlines the activities and estimated time required by Board members.

<b>Activity</b>	<b>Estimated time commitment</b>	<b>Comments</b>
Board meetings	2 hours per month	Preparation for and participation at the meetings. May take place in person, on the telephone or other electronic means (e.g. zoom)
Annual meeting of Members	1 hour per year	Preparation for and participation at the meetings. May take place in person, on the telephone or other electronic means (e.g. zoom)
Board Committee Work	5 to 10 hours per year	Completion of actions taken at Board meetings.

Representation of Board of Directors at events, meetings, etc.	5 to 10 hours per year	
Volunteering	10 to 15 hours per year	Includes volunteering at the Farm with care taking of animals or property as well as events hosted by the Farm.