

## **NWT Council on Invasive Species, Pests, and Pathogens**

### **Board of Directors Terms of Reference**

#### **Introduction**

The NWT Council on Invasive Species, Pests, and Pathogens (NWT CISPP, hereafter called the Council) is a multi-stakeholder non-profit society whose members all have an interest in invasive species, pests, and/or pathogens and the role and/or impact these organisms may have on the NWT's environment, economy, and people. The following terms of reference define the respective roles, responsibilities, and term expected of the board of directors. Any amendment(s) to these terms of reference must be ratified at the annual general meeting or a special meeting of the Council before taking effect.

#### **Purpose, Responsibilities, and Authority**

The purpose of the board of directors is to manage the Council and provide any support staff, if applicable, with leadership and focus consistent with the objectives and Bylaws of the Council.

The board of directors is responsible for:

- establishing policies about how the Council will be governed.
- electing officers who will ensure high-quality board leadership in accordance with the Bylaws.
- identifying and bringing forth new issues and opportunities to the Council membership.
- contracting or employing such persons, companies, or organizations as may be required to carry out the work to achieve the objectives of the Council. If no people are contracted/employed, the board members are responsible for the duties related to the Council.
- assuming the duties assigned by the Council, such as chairing committees.
- appointing ad hoc committees from among the membership to carry out specific work of the Council.
- monitoring the success of the Council's initiatives.
- managing membership, including applications, withdrawals, transfers, and the removal or expulsion of members as necessary.
- holding the annual general meeting of the Council in accordance with the Bylaws.

- calling special meetings in accordance with the Bylaws.
- approving an annual budget and securing the needed financial resources.
- managing the liabilities and assets of the Council and ensuring that the financial records are audited in accordance with the Bylaws.
- reporting to the membership regarding the activities of the board of directors, committees, and any support staff, including the presentation of financial statements for the past fiscal year at every annual general meeting.
- ensuring that a notice of directors and a financial statement is submitted to the Registrar of Societies each year within 14 days after the Council's annual general meeting.
- proposing amendments to the constitution and Bylaws of the Council, as circumstances change, for the consideration of the members.
- ensuring that the proper documents are submitted to the Registrar of Societies should there be any changes to the Council's address, constitution, or Bylaws.
- reporting to funding agencies, as required.
- the President shall be the primary spokespersons for the Council to the media.
- all directors are spokespersons for the Council to the community at large.

In addition, individual directors are expected to:

- act honestly and in good faith in the best interests of the Council.
- make corporate decisions and implement policies in the best interests of the Council and all of its members.
- not let personal interests or the interests of a third party conflict with the interests of the Council.
- attend board meetings and meetings of members, including the annual general meeting, and be fully informed and up to date about the subjects to be discussed at such meetings.
- support decisions made by the board.\
- be personally involved and interested in the Council's activities.
- not characterize the positions of other members in their discussions with the media or public.

Directors should exhibit the following attributes:

- be knowledgeable about invasive species, pests, and/or pathogens, their impacts, and their management.
- can work creatively and constructively with others toward a common goal.
- can effectively communicate with other board members during and between board meetings, including via email.

- can effectively communicate the work of the Council to others in their organization and/or sector.
- can allocate the time required to complete the work of the Council.
- respect the opinions and experience of others on the Council.

The board of directors is authorized to conduct business and to make decisions on behalf of the Council membership by virtue of their election and of the ratification of the Council Board of Directors Terms of Reference at the annual general meeting, in accordance with the Bylaws.

### **Board of Directors Structure**

There must be between 3 and 7 directors. Up to 3 partnership members may be elected to the board of directors. If fewer than 3 partnership members are elected, the remaining vacant board positions may be filled by election of additional management members. As many management members may be elected to the board of directors as there are positions to be filled after the election of up to 3 partnership members, to a maximum of 7.

Each director should have a designated alternate. Both the director and/or their alternate may attend board meetings, but have only one vote between them.

### **Term**

Directors shall serve a two-year term ending at the conclusion of the second annual general meeting following their election.

When a director's board position term has ended, the position may be filled by election at the next annual general meeting. If a board position is vacated prior to the term end, this position shall remain vacant until the position is filled by election.

Board members who have previously served may be re-elected at the end of their term.

### **Executive Committee**

Following each annual general meeting, the board of directors shall elect from among its members, a President, Vice-President, Secretary, and Treasurer to act as the executive committee.

The President's duties:

- presides at all meetings of the members and of the board.
- is responsible for the general management and supervision of the affairs and operations of the Council.
- consults with other officers as required to prepare the agenda before the meeting.
- represents the Council when dealing with funding organizations or the media.
- acts as a signing officer for the Council.
- co-signs cheques with the Treasurer.
- performs ceremonial duties at the Council's social functions.

President should, in conducting meetings:

- review items of business with officers in advance of the meeting.
- start meetings on time and proceed in a business-like manner.
- have the board approve the agenda at the beginning of the meeting.
- be familiar with the rules of parliamentary procedure and any variations of the procedures that are in the Council's Bylaws.
- conduct the meeting with tact, firmness, and fairness.

Vice-President's duties:

- learns the duties of the President.
- acts as chairperson when the President is absent or when called on by the President to do so.
- assists the President whenever possible.
- fills in for the President at events as required.
- acts as a signing officer for the Council.
- co-signs cheques with the Treasurer.
- facilitates ongoing development of board members.

Secretary's duties:

- maintains the files and records of the Council, including the minutes, copies of letter, funding applications, annual reports, briefs and proposals, and keeps these records safe.
- writes and submits funding applications as required.
- submits any required filings to the Registrar of Societies, including a notice of directors and a financial statement submitted each year within 14 days after the Council's annual general meeting
- provides notices of all meetings of members and all meetings of directors.

- distributes copies of minutes and agendas to board members before meetings.
- receives and reads correspondence, and brings it to the attention of the appropriate officer.
- records motions and decisions of meetings (minutes).
- acts as chairperson, if both the president and vice-president are absent, and appoints an acting secretary for that meeting.
- acts as a signing officer for the Council.

#### Treasurer's duties:

- ensures the Council's financial books are up to date at all times by keeping full and accurate accounts of all receipts and disbursements of the Council.
- co-signs cheques with the President or Vice-President.
- pays accounts approved by the board.
- submits financial statements at meetings of the board of directors.
- ensures that all financial reports are prepared.
- oversees the development of the Council's budget and its presentation to the board for approval.
- monitors the budget and advises the board of problems and any other financial management issues.
- ensures that funding sources, members, governments and their agencies receive timely and accurate financial reports, as required.
- provides any records or information as is needed by the auditor of the Council.

The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.

### **Board Meetings**

The board of directors will meet a minimum of two times per year. Meetings may be held in person, by conference call, videoconference, or through a combination of these, as appropriate, and as resources allow.

Meeting protocols are set out within the Meeting Policy and Procedures.

### **Decision Making**

Decisions will be recorded as majority vote, provided quorum is present. A majority of directors constitutes a quorum at all board meetings. If a director and their alternate



attend a meeting, this shall be counted as one director. Each director is entitled to one vote on any motion or resolution at all board meetings. When it is required that decisions be made by email, members will be given a date by which they must respond. No response will imply acceptance of the motion.

### **Accountability**

The Council directors are accountable to the membership for dealing with issues, priorities, and decisions. The Council will be accountable to the public for being a trusted resource for information on invasive species, pests, and pathogens.

### **Removal of a Board Member**

Any director may be expelled by a resolution passed by a majority of directors for failing to attend a majority of board meetings held in a given year, for proven dishonesty, for gross misconduct, or for failing or refusing to carry out his or her duties as a director as provided in the Bylaws and in these Board of Director's Terms of Reference. The notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the meeting before the resolution is put to a vote. Good faith efforts shall be made by the directors to schedule the meeting at a time during which the director is available. If the director fails to attend the meeting, or renders it largely impossible to schedule such a meeting (i.e., failure to respond to meeting requests, failure to accommodate any proposed times or suggest reasonable alternate times, continued rescheduling), the decision can be made in the absence of the director.