



### Overview of Board Responsibilities

The Board of Directors (Board) job is to govern the affairs of the Alberta Cheerleading Association (ACA) within the framework of relevant legislation and standards.

The Board, the representative of the ACA's membership, is given the legal corporate authority and responsibility for achieving the organization's mission. It is responsible for ensuring that it has adequate information to monitor the performance of the ACA.

### Role of the Board Members

Each Board member is expected to participate actively in a body that functions effectively as a whole. In addition to assisting in the exercise of the significant duties of the Board outlined above, members are responsible for exercising due diligence in their duties' performance. They are responsible to:

- Be informed of the articles of incorporation and legislation under which the ACA exists, its bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- Select and support an Executive Director to whom the responsibility for the administration of the ACA is delegated.
- Review and evaluate the performance of the Executive Director based on the job description and approved objectives.
- Keep generally informed about the activities of the ACA and the community and general trends in the industry in which it operates.
- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experiences to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- Offer their personal and professional perspectives and opinions on issues that are subject to board discussion and decisions.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Ask the Directors to review a decision if they have reasonable grounds to believe that the Board has acted without complete information or in a manner inconsistent with its fiduciary obligations. If unsatisfied after such review, ask that the matter be placed before the membership.
- Know and respect the distinction in the roles of the Board and staff consistent with the principles underlying these governance policies.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the ACA's Bylaws and policies.
- Oversee the development and approval of a strategic plan and approve the annual budget.
- Govern the ACA through broad policies and planning objectives approved by the Board, formulated with the Executive Director, and review these periodically.
- Seek and secure sufficient resources for the ACA to finance its programs adequately.
- Account to the membership, key stakeholders, donors and the public for the services of the ACA and expenditures of funds.

- Regularly review the ACA's services to ensure that they are consistent with the purpose of the ACA and that its programs are effective and relevant to member needs.

### Representation

Unless otherwise requested by the Board, the President will represent the ACA on matters of Board policy, and the Executive Director will represent the ACA on operational matters. Either may represent the ACA on issues related to advocacy on behalf of the mandate of the ACA.

Any significant advocacy statements must be consistent with the general parameters of Board-approved policies or positions. This is not intended to inhibit the expression of personal or professional opinions, but care should be taken by individual Directors to distinguish these from positions of the ACA.

### Governance Approach

Governance is the exercise of authority, direction and control of an organization to ensure its purpose is achieved. It refers to who is in charge of what, who sets the direction and the parameters within which the direction is to be pursued, who makes decisions about what, who sets performance indicators, monitors progress and evaluates results, and who is accountable to whom for what.

The Board will focus on strategic leadership and policy rather than administrative detail and operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between them in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

### Board Meetings

Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

### Board Decision-Making

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (50% + 1) is present. A quorum is required for the transaction of any business of the ACA. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage complete discussion and development of a decision that all or at least the largest possible majority of Board members can support before a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favourable vote of a majority of the members present, regardless of abstentions, is required for approval.

### Expenses

Board and staff members are entitled to be reimbursed for pre-approved expenses during



activities required to carry out their duties on behalf of the ACA. Budgets for the same are approved in the ACA's annual operating budget.

### Board Performance

The Board shall periodically review its progress on work plan objectives and effectiveness. It shall conduct a formal assessment of its performance annually at the same time that it reviews the performance of the Executive Director. The Board shall take steps to improve its governance practices suggested by such review.

### Bylaws Relating to Executive Positions

#### 12.1 Officers

The Officers of the Association are the President, Vice-President, Secretary and Treasurer, and Executive Director. Aside from the President, an Officer may hold more than one position.

An Associate Member, or a Delegate thereof, cannot be an Officer of the Association. An Associate Member who becomes registered as a Full Member while serving as a Director may hold a position of Officer in accordance with these Bylaws.

The Board may, by Board Resolution, create and remove such other Officers of the Association as it deems necessary and determine the duties and responsibilities of all Officers.

#### 12.5 Duties of President

The President will supervise the other Officers in the execution of their duties and will preside as Chair at all Member Meetings and meetings of the Board. In their absence, the Vice-President shall preside at such meetings. In the absence of the President and Vice-President, an alternate chair may be appointed to preside.

The President is an ex-officio member of all committees and may attend any committee meetings as necessary.

#### 12.6 Duties of Vice-President

The Vice-President will assist the President in performing their duties and will perform those duties in the absence of the President. The Vice-President shall also perform such additional duties as may be assigned by the Board.

#### 12.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- a. the keeping of such financial records, reports and returns, including books of account, which is needed to comply with the Act and the Income Tax Act; and
- b. the rendering of financial statements to the Directors, Members and others, when required.



12.8 Duties of Secretary

It is the responsibility of the Secretary to attend all Member Meetings of the Association and the Board and:

- a. to oversee the recording and keeping of accurate minutes of meetings;
- b. to ensure that all regulatory files are made by deadlines; and
- c. to perform such additional duties as may be assigned by the Board.

If the Secretary (or designate) is absent from any Member Meeting or meeting of the Board, the Directors present will appoint another Person to act as recording secretary at that meeting.

12.9 Duties of Executive Director

If the Board appoints an Executive Director, the Executive Director shall:

- a. be responsible for the administration and daily operations of the Association;
- b. have charge of the offices of the Association;
- c. hire, supervise and when required, dismiss all other staff and personnel of the Association;
- d. report to and advise the Directors on all matters relevant to the affairs and property of the Association; and
- e. carry out the policies, directions and instructions of the Board.

If an Executive Director is not appointed by the Board, or upon notice by the Board or any Officer to the Members, the President shall be responsible for all of the duties of the Executive Director. For greater certainty, if for any reason the President maintains the duties of the Executive Director, all references herein to the Executive Director shall refer to the President.

I confirm that I have read, understand, and agree to comply with all information contained within this document.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
ACA Position

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date