



FIPA Policy: Board Roles and Responsibilities

Administration

Approved By

The Board of Directors

Purpose

This policy describes the roles and responsibilities for the FIPA Board of Directors. Its purpose is to supply prospective and existing board members a clear understanding of their role in the Governance of the organization.

This document will be:

- Posted online as part of FIPA Governance.
- Made available as part of association on

Scope

This policy applies to the governance of the Association.

Revision Schedule

This policy will be reviewed every three (3) years.

Revision Summary

Date	Summary of Changes / Amendment
2022.05.17	Initial version approved.
2027	Next scheduled review.
Summary	Reviewed: 202404

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General

Role

The BC Freedom of Information and Privacy Association Board of Directors is legally accountable for the Association's Governance with a fiduciary responsibility under the *Societies Act* as non-profit owners listed with the *Canada Revenue Agency*.

Accountability

The board has a legal responsibility to provide oversight and accountability for the organization. They must ensure that all legal and ethical standards are followed, and the organization is appropriately managing its assets and resources.

Board members are responsible for acting in the best long-term interests of the organization and the community, and for governing the Society in accordance with its Bylaws and mandate. They will bring to the task of informed decision-making a broad knowledge and an inclusive perspective that reflects a commitment to civil liberties and to information and privacy rights as essential features of democratic society. The BC Freedom of Information and Privacy Association Board of Directors is legally accountable for the Association's Governance with a fiduciary responsibility under the *Societies Act* as non-profit owners listed with the *Canada Revenue Agency*.

Authority

Individual board members have no authority to approve actions by the Association, to direct staff, or to speak on behalf of the Association unless given such authority by the Board.

Qualifications

The following are considered key role_ qualifications for all Directors:

- Knowledge, experience, or training in areas related to information and privacy rights; a commitment to civil liberties
- Commitment to the organization's mission and strategic directions
- A commitment of time commensurate with the responsibilities of a Director
- Openness to learning and dialogue

Strategic Recruitment Considerations

FIPA strives to ensure recruitment to the board of Directors aligns with its Diversity Equity and Inclusion Policy while also enhancing existing network connections with consideration of mandate areas.

To achieve this goal its strategic recruitment objectives, include:

- Seeking Directors with experience promoting and advocating for information and privacy rights and / or whistleblower activities.
- Seeking Directors with experience, knowledge, and skill sets that will facilitate the governance of the organization
- Seeking Directors with applied experience or professional accreditation in areas that are directly related to FIPA’s mandate.
 - Note: FIPA regularly enters into planned and recurring supervisory arrangements that require the Directors involved to have particular professional positions. Examples include: Professional Experience / Co-op arrangements with university students in archival and information studies, which requires an ARMA member as a supervisor; supervision of law students, which requires a lawyer as a supervisor. Recruitment of Directors should facilitate these and other relevant ongoing commitments.
- Seeking Directors that reflect the diversity of the public and membership it represents.
- As a functioning Provincial organization on a National footing, FIPA seeks Directors beyond a single geography.

Evaluation

The President moderates the evaluation of the performance of individual directors annually, or as required, in the context of the evaluation of the whole board, based on the carrying out of their duties.

Suspension or Removal of a Board Member

A Director may be suspended for any specified period from the board, by majority vote, for not performing his/her duties, including the duty to comply with the Human Rights Act. Notwithstanding terms of leave, emergencies, or other extenuating circumstances, absence from three consecutive board meetings without reasonable cause will require the director’s resignation from the Board pursuant to FIPA’s by-laws.

Duties of All Directors

All Directors are required to comply with the 'DUTIES OF OFFICERS' set out in Part 7 of the FIPA Bylaws, and to abide by the Constitution, Bylaws, and other policies that apply to the Board.

Directors are also expected to commit, to the best of their abilities, to the following principles and activities:

- Strive to achieve consensus in all areas of governance.
- Prepare for and participate in Board meetings.
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise and disagreement.
- Monitor the performance of the Association in relation to its strategic management plan.
- Help establish, review and develop organization policies.
 - These include but are not limited to: P20210528 FIPA Diversity Equity and Inclusion Policy, P20210615 Director Nomination Process, P20210518 FIPA Spending Authority Policy, P20200609 Strategic Management Plan
- Participate in the periodic self-evaluation of the Board itself
- Participate in the strategic recruitment to the Board of Directors.
- Attend and take part in the Annual General Meeting.
- Be an ambassador and fundraiser for the Association - ensure one's involvement is known within their own network of friends, associates, and contacts.
- Stay informed about community issues relevant to the organizations mandate.
- Participate in the development and approval of the annual budget and monitor the financial performance of the Association in relation to it as set out in Policy.
- Communicate any questions or concerns about the organization or staff conduct directly to the President and/or, at board meetings, to the directors as a collective, instead of taking these matters up unilaterally with staff.
- Participate in developing the job description of the Executive Director
- Participate in the evaluation of the Executive Director.

Any member of the Board of Directors may be called upon to assist in the following from time to time:

- Participate in the hiring of, and if required, the releasing of, the Executive Director.

- Contribute to the work of the Board as a member of a Board committee.
- Periodically participate in the review of the Association’s strategic plan.
- Assist in staff oversight if the board member holds a qualification necessary for it.
- Subject to consultation with the Executive Director, to perform such work for the organization as their skills permit.
- As a functioning Provincial organization on a National footing, FIPA seeks Directors beyond a single geography.

Additional Duties of Board Officers

President

- Member of Executive Council with financial signing authority (Vancity)
- Chair business meetings of the Board and Society
- Approve agendas for meetings of the Board and Society
- Serve as a spokesperson for FIPA
- Maintain an effective working relationship with the Executive Director that facilitates FIPA operations
- May issue directions to the Executive Director on behalf of the Board

Secretary

- Member of Executive Council with financial signing authority (Vancity)
- Specific duties related to AGM proceedings and the election of Directors
- Keep or arrange to be kept the minutes of business meetings of the Board and Society
 - Supplemental material:
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Treasurer

- Member of Executive Council with financial signing authority (Vancity)
- Review routine financial statements and lead the Board in discussion of financials
- Review Audit statements and Review Engagements in preparation for AGM
 - Supplemental material:
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Vice-President

- Function as President in their absence
- Assist the President in the performance of the President's duties.