

By-Law No. 1 - Schedule A Officers' and Directors' Duties

Description of the Board Role

The Board is comprised of volunteers who manage the affairs of the Corporation in accordance with the By-Law as well as municipal, provincial and federal legislation.

Every Board member shall “act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.” Every Board member shall comply with the Ontario Not-for-Profit Corporations Act (2010) and its regulations in addition to the By-Law.

The Board is the legal authority of the Corporation and is the ultimate authority for decision-making and policy creation. The members of the Board are responsible for compliance with legislation, planning the Corporation's direction, creating policies, financial stewardship and Commonland management.

Position Description of the President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to Members and outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction In collaboration with the other Directors, develop standards for Board decision-support packages that include formats and level of detail for reporting to the Members.

Performance Appraisal Lead the Board in an annual process of monitoring and evaluating its performance.

Work Plan Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation Serve as the Board's central point of communication with the Members. Serve as the Board's primary contact with the public.

Reporting Report regularly to the Members on items and issues relevant to the Board's governance responsibilities.

Board Conduct Set a high standard for Board conduct and enforce policies and provisions of the By-Law concerning Directors' conduct.

Mentorship Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Position Description of the Vice President

Role Statement

The Vice President supports the President in all of that office's responsibilities. During the absence or inability of the President, the Vice President may assume the President's responsibilities, duties and powers following such resolution by the Board.

The Vice President provides leadership and works in collaboration with the other Directors in the development and implementation of a volunteer recognition program.

Responsibilities

Volunteer Registry. Actively recruit volunteers to support the work of the Board. Maintain a registry of volunteers along with a record of their volunteer activities to support volunteer recognition.

Work Plan Ensure that a work plan is developed and implemented that includes annual goals for volunteer recruitment and recognition.

Representation Serve as the Board's central point of communication with Members on matters relating volunteerism.

Reporting Deliver for approval at the Annual Meeting a report on volunteer development activities during the previous period along with a plan for the coming year.

Board Conduct Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Mentorship Serve as a mentor to other Directors.

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The Treasurer shall fulfill all government tax filing requirements including a Corporate Tax Return (T2) and any other schedules and documents as may be required from time to time.

The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Reporting Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Board Conduct Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its governance responsibilities.

Responsibilities

Document Management Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.

Meetings Give such notice as required by the By-Law of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Reporting Support the President in reporting regularly to the Members on items and issues relevant to the Board's governance responsibilities.

Attend to correspondence on behalf of the Board in keeping with Board decisions. Ensure that all reports are prepared and filed as required by law or requested by the Board.

The Secretary shall fulfill all government information filing requirements including an annual Corporate Information Return, a Change Notice as required, and other documents as may be required from time to time.

Board Conduct Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct, with particular emphasis on governance responsibilities.

Mentorship Serve as a mentor to other Directors.

Position Description of the Director - Forests

Role Statement

The Director - Forests, provides leadership to the development, implementation, maintenance and renewal of the Forest Management Plan (FMP) in collaboration with the other Directors, with the advice of the Registered Professional Forester and with the input of the Members.

Responsibilities

Direction. Provide guidance to the Board and membership to ensure that all activities undertaken on Commonland are in accordance with the FMP. This includes but is not limited to:

- activities on or near trails, shoreline, docks, watershed and wetlands; and
- the location and materials used in the development and construction of trails and docks.

Work Plan. Ensure that a work plan is developed and implemented that includes annual goals for forest management.

Representation. Serve as the Board's central point of communication with the Members on matters relating to forest management and the FMP.

In conjunction with the Registered Professional Forester liaise with the Ministry of Natural Resources for all matters relating to the FMP and Commonland.

Reporting. Deliver for approval at the Annual Meeting a report on forests activities during the previous period along with a plan for the coming year.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Position Description of the Director - Trails

Role Statement

The Director - Trails, provides leadership to the development and maintenance of the Commonland network of trails and works in collaboration with the other Directors to develop policies designed to support the safe use and enjoyment of the trails by Members.

Responsibilities

Direction Provide guidance to the Board and Members to ensure that all activities undertaken on the trails are in accordance with the Trails Policy.

Work Plan Ensure that a work plan is developed and implemented that includes annual goals for trails management.

Representation Serve as the Board's central point of communication with the Members on matters relating to trails.

Reporting Deliver for approval at the Annual Meeting a report on trails management activities during the previous period along with a plan for the coming year.

Board Conduct Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Position Description of the Director - Waterfronts

Role Statement

The Director - Waterfronts, provides leadership and works in collaboration with the other Directors in developing policies designed to preserve the Commonland shoreline in its natural state and to enhance the enjoyment of the waterfront for Members. The Director – Waterfronts carefully maintains accurate records of dock space allocation requests and approvals and any related communications.

Responsibilities

Direction. Provide guidance to the Board and Members to ensure that all activities undertaken on the waterfront are in accordance with the Waterfront Policy.

Work Plan Ensure that a work plan is developed and implemented that includes annual goals for waterfront management.

Representation Serve as the Board's central point of communication with Members on matters relating to the waterfront.

Reporting Deliver for approval at the Annual Meeting a report on waterfront management activities during the previous period along with a plan for the coming year.

Board Conduct Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Position Description of the Past President

Role Statement

The Past President provides support and knowledge transfer to the President and the other Directors in their areas of responsibility as needed. The Past President is a non-voting member of the Board.

Responsibilities

Succession Planning Maintain a list of potential Directors to support the election of new Directors to fill planned and unplanned Board vacancies.

Board Conduct Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Mentorship. Serve as a mentor to other Directors.