



<b>POLICY:</b>	<b>Role of Officers of the Board</b>
<b>POLICY NUMBER:</b>	<b>1.02</b>
<b>ISSUING AUTHORITY</b>	<b>Community Foundation of Portage and District Inc.</b>
<b>APPROVED:</b>	<b>December 16, 2014</b>
<b>LAST REVIEWED:</b>	<b>December 2025</b>
<b>NEXT REVIEW:</b>	<b>December 2028</b>

**Purpose:**

The purpose of this policy is to define the roles of the officers of the board which form CFPD's Executive Committee

**Policy Statement:**

The CFPD Board appoints officers for the CFPD on a yearly basis after the AGM. The officers constitute and act together as the Executive Committee. The Executive Committee makes recommendations to the Board for approval. Officers' roles and responsibilities are divided as follows:

The Board Chair facilitates the operations and deliberations of the board, as well as its mandated functions and responsibilities. The Board Chair manages the activities of the Board and ensures that the Board follows the organization's policies and By-laws; and any rules imposed by applicable legislation. The Board Chair will ensure that Board meetings are conducted efficiently and effectively; and will ensure that the Board has the information and opportunity necessary to come to decisions on matters within its purview. The Board Chair is the only Board member authorized to speak for the Board of CFPD unless this duty is specifically and formally delegated. The Board Chair will be the Board's primary liaison with the Executive Director. The Board Chair is a voting member of all committees.

The Vice-Chair assumes all responsibilities and duties of the Chair in the absence of, inability of, or a conflict of interest of the Chair to act in their elected capacity.

The Past-Chair assumes all responsibilities and duties of the Chair and/or Vice-Chair in the absence of, inability of, or conflict of interest of the Chair and/or Vice-Chair to act in their elected capacity. The Past-Chair continues in their role with CFPD even if their term as a Board member has expired.

The Secretary of the Board is a position held by the Executive Director. The Secretary ensures that minutes of the meetings of the Board are accurately kept, distributed in a timely fashion to the Board, and filed in accordance with applicable legislation. Tracks Attendance of Board members stating weather, virtual or in person.

The Treasurer serves as a member of the Executive and Investment and Finance Committees, but not as chair of either committee. The Treasurer will ensure there is full and accurate accounting of all assets, liabilities, receipts and disbursements of the CFPD in keeping with established accounting principles. Statements of the financial position of CFPD along with budget variances shall be reported regularly at Board meetings. A yearly independent audit shall be contracted for by the Treasurer and approved by the Board.

The Treasurer will ensure that funds are deposited and disbursed in accordance with the CFPD's By-laws and policies. The Treasurer will work with the Executive Director to ensure that all applicable laws and financial regulations are adhered to.

The Executive Committee, which consists of the officers of CFPD, remain involved in operational functions, a great deal of which is delegated to the Executive Director on a day-to-day basis. ~~The Executive Director is subject to the control, supervision and direction of the Executive Committee, a responsibility often held by the Chair. The Executive Director is an employee of the CFPD.~~

**Responsibility:** Review, and revision of this policy if required, with subsequent recommendation to the Board for approval.

**Reference:** 2.03 Signing Authority  
TOR 1.01 Executive Committee

Governance Committee determined the word usage "control" was an outdated term that was not reflective of the type of relationship between the Board and the Executive Director. The ~~strikeout words were covered in the Executive Committee TOR and in the Executive Director Job description and did not need to be repeated.~~

Discussion regarding limiting the Treasurer from these two Chair positions was discussed and Doug was also consulted. The resulting determination was that it is considered a best practice to ensure division of power and succession of board members. It was determined that this restriction would remain.