



**Skills Canada BC**  
**Board Orientation Document**

**January 2022**

**For Review during the January 28, 2022, Board Meeting**

**(DRAFT)**

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## SKILLS CANADA BC – BOARD ORIENTATION

Welcome to the Board of Directors of Skills Canada BC! We appreciate your willingness to serve, and we believe that you will find serving on the Board a rich and rewarding experience. As a director, you and your fellow board members are responsible for overseeing Skills Canada BC's operations, while maintaining our commitment to our mission. This involves establishing our strategic direction, ensuring our compliance with all applicable legal requirements, and keeping our organization financially healthy.

This manual is an introduction to your rights and responsibilities as a director so that you can effectively carry out these duties. We encourage you to ask any questions or express any concerns you have about serving on the board. Please also ensure to read through the Policy Manual for more detailed information.

### MISSION

#### Vision

Today's youth become tomorrow's skilled trades and technology leaders.

#### Mission

Be the catalyst that creates and fosters connections within communities facilitating exposure to trades, technology, and career opportunities for youth.

#### Success

Skills Canada BC leads and coordinates youth engagement in trades and technology careers in BC.

#### Who We Are

Since 1994 Skills Canada BC has helped prepare British Columbia's youth for the highly skilled economy of tomorrow through competitions, in-school programs, online challenges, and young women's conferences.

## BOARD MEMBER ROLES & RESPONSIBILITIES

### *"The Board Governs, and the Staff Manages"*

Board members provide direction and staff executes direction of board.

Board members:

- Determine mission and purpose:

- It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- Select the Executive Director
  - Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- Support and evaluate the chief executive.
  - The board should ensure that the chief executive has the moral and professional support they need to further the goals of the organization.
- Ensure effective planning.
  - Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- Monitor and strengthen programs and services.
  - The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- Ensure adequate financial resources.
  - One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
- Protect assets and provide proper financial oversight.
  - The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- Build a competent board.
  - All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- Ensure legal and ethical integrity.
  - The board is ultimately responsible for adherence to legal standards and ethical norms.
- Enhance the organization's public standing.
  - The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community through advocacy.

Management: Paid staff are responsible for the administration of the Association. Staff acts as partners to the board, advancing the goals and strategies while taking care of daily administrative needs unique to not-for-profit organizations.

## Committees

There are specific roles and expectations for Executive members in addition to regular board member roles.

**Finance/Executive Committee** - is to be comprised of Past President, President, Secretary/Treasurer, Vice President, and the Executive Director.

The committee is given the authority to act on behalf of the Board of Directors and to be in accordance with the bylaws, and to report to the Board. The duties of this committee include:

- Assistance to the Executive Director with the production of a yearly budget, monthly financial statements, and cash flow projections.

- Approving the remuneration package for the Executive Director.
- Appointment of an auditor responsible for the year end statements.

### Other Committees

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- Governance Committee
  - HR Committee
  - Special Ad Hoc Committees  
(Nationals 2022 Planning Committee, Nationals 2022 Planning Committee, etc.)
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### BOARD MEMBER EXPECTATIONS

- Be engaged and participatory – have fun and make the most of your volunteer commitment!
- Prepare for board and committee meetings by reading minutes and materials in advance, consider providing notes in advance if you cannot attend a meeting
- Respond to staff and other board members in a timely manner, including RSVP'ing for meetings
- Please help keep the meetings to time limits – if you have an item that is not on the agenda, please refer them to Chair to get them added
- Always act objectively and in the best interest of the Association
- Communicate any concerns or conflicts of interest, avoid possible conflict situations
- Report significant planned absences to staff so that meetings can be coordinated appropriately
- Issues that arise regarding staff to be discussed with Executive prior to board meetings
- Attend all board and committee meetings and functions, such as special events
- Be informed about the organization's mission, services, policies, and programs
- Serve on committees or task forces and offer to take on special assignments
- Make a **personal financial contribution** to the organization
- Inform others about the organization
- **Advocate for the organization**
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- Keep up to date on developments in the organization's field
- Follow **conflict-of-interest** and **confidentiality policies**
- Refrain from making special requests of the staff
- Assist the board in carrying out its **fiduciary responsibilities**, such as reviewing the organization's financial statements

### OPPORTUNITIES

Being a director on the Skill Canada BC board – as a director you are welcome to attend Regional, Provincial, National and WorldSkills competitions.

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## CODE OF ETHICS

### **Member Representatives, Directors and Officers**

As a Member Representative, Director or Officer of Skills Canada BC, I will:

- represent the best interests of all constituents served by Skills Canada BC and not favour special interest inside or outside of the organization.
- not use my service as a member representative, director, or officer for my own personal advantage or for the advantage of my friends or supporters.
- keep confidential information, confidential.
- approach all issues with an open mind, prepared to make decisions based on what is best for Skills Canada BC.
- do nothing to violate the trust of those who appointed or elected me to serve as a member representative, director, or officer or of those we serve.
- focus my efforts on the mission and goals of Skills Canada BC and not on my personal goals.
- never exercise authority as a member representative, director, or officer except when acting in a meeting with the full Board or as I am delegated by the Board.
- take my responsibilities as a member representative, director, or officer seriously and will regularly attend board meetings, will actively contribute to the board meetings and any committee(s) on which I am serving and will always conduct myself in an appropriate manner that is considerate of others.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_

*(Please print)*

## LEGAL RESPONSIBILITIES OF BOARD MEMBERS

Non-profit board members have the legal responsibility to meet the duty of care, the duty of loyalty, and the duty of obedience. Under well-established principles of non-profit corporation law, a board member must meet certain standards of conduct and attention in carrying out their responsibilities to the organization. Several states have statutes adopting some variation of these duties that would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

### Duty of Care

The duty of care means that the board member actively participates, attends board meetings, is educated on the industry, provides strategic direction, and oversees management. It describes the level of competence that is expected of a board member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she decides as a steward of the organization.

### Duty of Loyalty

The duty of loyalty requires the board member to operate in the interest of the non-profit and not to use the position to further personal agenda. The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain but must act in the best interests of the organization.

### Duty of Obedience

The duty of obedience requires the board to know the laws and regulations that apply. Obedience to governing documents requires an understanding of the operating documents such as bylaws. Obedience requires that the board not act outside the scope of the organization’s legal documents. The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to fulfill the organization’s mission. This duty also requires board members to obey the law and the organization’s internal rules and regulations.

## BOARD RISKS

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- Protect the organization – The Board should be aware of the fiduciary responsibility, contracts, financials, CRA requirements, values and ethics, apparent authority, antitrust and other risks
- Liability and contracts – this relates to situations where directors enter into a contract without proper authorizations or on behalf of a non-existent corporation.
- Liability in Tort – This relates to situations where directors’ own actions are tortuous.
- Liability in Breach of Fiduciary Duty - Any person who is a fiduciary with respect to a plan who breaches any of the responsibilities, obligations, or duties imposed upon fiduciaries shall be personally liable to make good to such plan any losses to the plan resulting from each such breach, and to restore to such plan any profits of such fiduciary which have been made through

use of assets of the plan by the fiduciary, and shall be subject to such other equitable or remedial relief as the court may deem appropriate, including removal of such fiduciary.

- Common Law Liabilities – This relates to directors acting without proper corporate authority.
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## **BOARD ROLES**

### **BOARD CHAIR**

- Oversee board and executive committee meetings
- Work in partnership with the chief executive to make sure board resolutions are carried out.
- Call special meetings if necessary
- Appoint all committee chairs and, with the chief executive, recommend who will serve on committees
- Assist chief executive in preparing board meeting agendas
- Assist chief executive in conducting new board member orientation
- Oversee searches for a new chief executive
- Coordinate chief executive's annual performance evaluation
- Work with the governance committee to recruit new board members
- Act as an alternate spokesperson for the organization
- Periodically consult with board members on their roles and help them assess their performance

### **SECRETARY**

- Attend all board meetings
- Serve on the executive committee if one exists
- Ensure the safety and accuracy of all board records
- Take board meeting minutes or review minutes if that task is assigned to a staff member
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair
- Provide notice of meetings of the board and/or of a committee when such notice is required

### **TREASURER**

- Attend all board meetings
- Understand financial accounting for non-profit organizations
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit (if there is no audit committee)

### **VICE-CHAIR**

- Attend all board meetings
- Serve on the executive committee if one exists
- Carry out special assignments as requested by the board chair



- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- Participate as a vital part of the board leadership

#### **EXECUTIVE DIRECTOR**

- Serves as Chief Executive Officer, recommends and participates in the formulation of new policies and makes decisions within existing policies as they have been approved by the Board of Directors through the budgeting process.
- Plans, organizes, directs, and coordinates the staff programs and activities of the Association to assure that objectives are attained, plans fulfilled, and needs met.
- Maintains effective internal and external relationships.
- Through management and leadership, achieves economical, productive performances, forward-looking programming, and constructive growth of Skills Canada BC.