

# Board of Directors Job Description

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**Source of authority:** Elected by the members at the Annual General Meeting  
**Composition:** Maximum nine directors in total, not less than three directors  
**Term of office:** 2 years, with at least 3 directors elected annually if necessary

For board composition, director qualifications and terms, election or appointment of officers and filling director board vacancies, refer to Rules 17, 18 and 21.

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## Purpose

The Board of Directors is responsible for the overall governance and management of the co-op.

## Governance

The Board will:

1. Make sure the co-op complies, in order of precedence, with:
  - the *Cooperative Association Act* and other relevant laws
  - the co-op's Memorandum of Association, Rules and Occupancy Agreement
  - policies adopted and approved by Board of Directors, and
  - decisions taken by resolution of the membership.
2. Guide and support committees and staff in operational decision-making in all areas including finance, maintenance, member selection and member relations.
3. Plan, call and make arrangements for general meetings.
4. Communicate with members and keep members informed.

5. Develop and implement co-op policy in consultation with members.
6. Approve new members and make sure an effective member selection process is in place.
7. Develop and implement plans to build and maintain a democratic, stable and healthy community and pay attention to the social and community needs of members.
8. Provide education and training to help members manage the co-op.
9. Make sure the co-op works with other co-ops to build the co-operative movement and make it stronger.
10. Have directors sign the ethical conduct, confidentiality and conflict of interest agreements.

### **Finance/Maintenance**

The Board will:

11. Monitor and manage co-op finances in a fiscally accountable way.
12. Develop and implement plans to ensure short- and long-term maintenance of buildings and grounds.
13. Develop and implement plans for the long-term financial viability of the co-op.
14. Invest co-op funds prudently.
15. Make sure the co-op is adequately insured.
16. Make sure the co-op remains an affordable housing option for current and future members.

## **Employees/Contracts**

The Board will:

17. Hire and supervise management staff, contractors and/or employees.

## **Delegation of Authority**

### Committees

The Board May:

18. Delegate any parts of its authority to committees of the directors if it thinks fit (refer to Rule 20).
19. Authorize committees to administer policies and budget lines. Committees may make recommendations to the board and/or to the membership for approval, but committees may not assume Board responsibilities (see separate committee job descriptions). The Board remains accountable for the overall operation and management of the co-op.

### Individual Directors

20. Directors work as a group or “Board of Directors.” No one director has more power than another, not even the chairperson or president. Directors make decisions as a group. Individual directors do not have special powers to act alone.
21. Sometimes the Board of Directors will authorize one or more of the directors to perform a specific duty. That director is then acting for the Board, not alone.

## **Resources**

- Co-op principles
- Ethical conduct agreement
- Confidentiality agreement
- Conflict of interest agreement
- Rules of order for co-op meetings
- Meeting agreements
- Co-op meetings in brief
- General meetings and your co-op Rules at a glance
- PIPA tools – where to find them
- Co-op Rules
- All co-op policies