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# Terms of Reference Board of Directors

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THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors on September 23, 2023

## I. ROLE

The Board of Directors (“Board”) of The British Columbia Society for the Prevention of Cruelty to Animals (“BC SPCA” or “Society”) is a single and complete governing body whose role, as set out in Section 5.1 of the Society’s Bylaws, is to manage, or supervise the management of, the affairs and business of the BC SPCA and to establish policies, rules and regulations to carry out the obligations and powers of the Society under the Prevention of Cruelty to Animals (“PCA”) Act.

## II. PURPOSE

- A. The Board monitors, oversees and provides direction for the organization’s fulfillment of its Mission and pursuit of its Vision in accordance with its Guiding Principles.
- B. The Board’s role is fiduciary and includes a wide range of matters and responsibilities typically associated with a governing body, including strategic planning; financial reporting; risk management; organizational and management capacity; integrity of internal control and management information systems; ethics and values; and communications with stakeholders. The Board's role also includes support with fundraising.
- C. The Board has the responsibility to oversee the conduct of the business of the BC SPCA. The Board fulfills its responsibility both directly and by delegating certain duties to committees of the Board. The Board has delegated the responsibility for the day-to-day conduct of business to management. The Board, through the CEO, will set the standards of conduct for the BC SPCA's business. These Terms of Reference are prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management.

## III. COMPOSITION

- A. In accordance with Bylaw 5.4, the Board will be comprised of the following:
  - i. Eight (8) Regional Directors, two (2) from each of the four (4) governance regions established pursuant to Bylaw 191, comprised of voting Members elected pursuant to Bylaw 5.6; and
  - ii. Up to three (3) Directors comprised of voting Members appointed pursuant to Bylaw 5.7.
- B. Board Directors are elected or appointed for a three (3) year term of office and are eligible to serve one additional term of three (3) years to a maximum of six (6) consecutive years.

- C. A Board Director who has served for six (6) consecutive years may not be re-elected or re-appointed for at least three (3) years following the expiry of their latest term.
- D. In order to be eligible as a Board Director, whether elected or appointed, and to serve as a Board Director, an individual must comply with the qualifications of Board Directors pursuant to Bylaw 5.5
- E. No Board Director shall be remunerated for being or acting as a Board Director but may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the BC SPCA.

#### **IV. CHAIR AND OFFICERS OF THE BOARD**

- A. The Board shall elect from among the Board Directors, a Chair , Vice-Chair, and Treasurer at the first meeting of the Board held after the Annual General Meeting (“AGM”) in each year.
- B. The Board Chair and Officers shall hold office until the first meeting of the Board held after the next following AGM. The Board Chair and the Officers shall act in accordance with their respective Terms of Reference.

#### **V. DUTIES AND RESPONSIBILITIES**

- A. Mission, Strategy and Plans:
  - i. Participate with management in the development of the BC SPCA’s Mission, Vision, and Guiding Principles;
  - ii. Adopt a strategic planning process;
  - iii. Participate with management in the development of, and ultimately approve, a Strategic Plan for the Society that considers, among other things, the opportunities and risks facing the Society;
  - iv. Monitor the BC SPCA’s progress toward the objectives set in the strategic, operating and capital plans.
- B. Legal:
  - i. Ensure management complies with all legal requirements and that documents and records have been properly prepared, approved, and maintained;
  - ii. Ensure all Board Directors fulfill their fiduciary obligations, as imposed at common law and under the PCA Act, to carry out the duties of their office:
    - honestly and in good faith;

- in the best interests of the BC SPCA; and
- with the care, diligence, and skill of a reasonably prudent person.

C. Management and Human Resources:

- i. Appoint and replace the CEO, and monitor the CEO's performance;
- ii. Approve the position description for the CEO;
- iii. Approve the CEO's goals and objectives for each upcoming year;
- iv. Annually review the CEO's performance against these goals and objectives and established leadership competencies;
- v. Set and approve the CEO's compensation;
- vi. To the extent possible, ensure the integrity of the CEO and other senior management, and ensure that the CEO and senior management foster a culture of integrity throughout the BC SPCA;
- vii. Ensure plans are in place for the recruitment, management, development, training, monitoring and succession of the CEO and senior management; and
- viii. Provide advice and guidance to the CEO in the execution of their duties.

D. Finances and Risk:

- i. Approve and monitor the Society's operational and capital budgets;
- ii. Take reasonable steps to ensure the implementation and integrity of the BC SPCA's information management systems and internal controls;
- iii. Ensure that the principal financial and non-financial risks to the Society are identified by the CEO and management and appropriate systems and programs to manage these risks are implemented;
- iv. Monitor operational and financial results;
- v. Approve annual financial statements, and their dissemination and/or publication; and
- vi. Approve the appointment of external auditors and approve audit costs.

E. Policies and Procedures:

- i. Approve and monitor compliance with all Board policies and significant operating policies that govern the activities of the BC SPCA;
  - ii. Monitor Members' compliance with the Society's Code of Ethics and Governance Member Code of Conduct, where applicable and Board Directors' compliance with the Board Director Code of Conduct; and
  - iii. Ensure that the CEO directs management to implement systems to ensure that the BC SPCA operates within applicable laws and regulations, and to the highest safety, ethical, and moral standards at all times.
- F. Communication to Members and Stakeholders:
- i. Support the BC SPCA in communicating its Mission, and in being responsive and open to listening to the BC SPCA's Members and stakeholders;
  - ii. Ensure that the financial and operational performance of the BC SPCA is adequately and promptly reported as required by law;
  - iii. Ensure financial results are reported fairly and in accordance with generally accepted Canadian accounting principles;
  - iv. Ensure timely reporting of any other developments that have a significant and material effect on the performance of the BC SPCA; and
  - v. Report annually on the Board's stewardship for the preceding year.
- G. Managing the Affairs of the Board:
- i. Regularly review the composition and size of the Board and present recommended changes to the Membership;
  - ii. Annually review, in conjunction with the CEO, the skills and experience represented on the Board in light of the strategic direction of the BC SPCA, for the purpose of determining the Board's requirements to inform the recruitment, election and/or appointment of Directors;
  - iii. Elect, in accordance with Bylaws 7.1 , the Board Chair, Vice Chair and Treasurer and plan for Board committee leadership and succession;
  - iv. Ensure that Board Directors receive a comprehensive orientation and ongoing development as required;

- v. Develop and administer an appropriate process for assessing the effectiveness of the Board, Board Chair, Board committees, and the contribution of Board Directors; and
- vi. Assume responsibility for the Society's governance practices, including the development and maintenance of a Board Governance Manual that includes governance principles, guidelines and policies that are specifically applicable to the BC SPCA.

H. Director/Management Relationship:

- i. Delegate Board authority to employees through the CEO, so that all authority and accountability of employees and volunteers is viewed by the Board as the authority and accountability of the CEO;
- ii. Ensure that no Board Director, Officer or committee assumes authority over the CEO or any employee. These individuals or groups may request information of the CEO or, with the agreement of the CEO, direct or indirect reports; however, if the CEO determines that fulfilling such a request requires an unreasonable amount of the Society's financial or human resources, or that the request is disruptive, it may be refused or referred to the Board for discussion; and
- iii. Ensure that any Board Director who acts in an operational support role, such as through participation on an operational management committee, is regarded as volunteering in an operational capacity and not as a Director of the Society.

## VI. PROCEEDINGS

- A. The Board of Directors shall meet approximately six (6) times per year at regular intervals. Regular meetings will be scheduled and approved by the Board annually. Extraordinary meetings may be held in person or by Electronic Means on an as-needed basis.
- B. A majority of Board Directors shall constitute a quorum, and decisions, except those specifically identified in the Bylaws, will be made by a simple majority vote among those present, including the Board Chair. In the case of an equality of votes, the Board Chair does not have a second or casting vote.
- C. In accordance with Section 6.9 of the Society's Bylaws, a duly signed and filed resolution in writing is a valid and effective alternative to a motion passed at a meeting of the Board.
- D. The Board Chair shall be responsible for keeping the activities of the Board within these Terms of Reference and the Society's Bylaws.

- E. The Executive Assistant to the CEO shall work with the Board Chair to establish the agenda for each meeting in accordance with the Board calendar; prepare and upload meeting documents; and record meeting minutes.

## **VII. BOARD COMMITTEES**

- A. The Board has established the following standing committees to assist with fulfilling its responsibilities:
- - Human Resources Committee;
  - Finance and Audit Committee;
  - Governance Committee; and
  - Facilities Committee.
- B. The Board has established Terms of Reference for each of these committees that set out, without limitation, the composition, duties, and responsibilities of each committee. The Board may establish other committees, or such standing and special committees as required to assist the Board in meeting its responsibilities.

## **VIII. REPORTING AND ACCOUNTABILITY**

The Board of Directors reports to the Membership of the Society as a whole.

## **IX. REVIEW**

These Terms of Reference shall be reviewed at the commencement of each Board term and, if required, amended annually or more frequently as needed.

**Document Control**

<b>ISSUED BY</b>	Governance Committee	
<b>APPROVED (ORIGINAL DATE)</b>	Board of Directors	April 21, 2012
<b>REVISED/REAFFIRMED</b>	Board of Directors	September 23, 2023
<b>MONITORING</b>	Governance Committee	Annually