
Terms of Reference Regional Directors

BCSPCA

SPEAKING FOR ANIMALS

THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors
February 26, 2022

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.

In accordance with its Bylaws, the Board is comprised of Regional Directors and Appointed Directors. As a member of the Society’s Board of Directors, Regional Directors participate in supervising the management of the affairs and business of the Society.

II. PURPOSE

The Terms of Reference for the Board of Directors (Tab X) define the roles and responsibilities of the Board as a whole (i.e. what the Board does), while the Board Operating Guidelines (Tab X) outline how the Board as a whole operates to carry out its duties and responsibilities of stewardship and accountability.

The Terms of Reference for Regional Directors and Appointed Directors outline the requirements, expectations and commitments required from individual Board Directors serving on the Board of the BC SPCA.

These four policies should be read together to ensure a full understanding and appreciation of the role and responsibilities of the Board as a whole and the Board Directors who serve on it.

III. ELIGIBILITY

- A. In order to be nominated and elected to serve (or continue to serve) as a Regional Director, a person must:
- i. be 19 years or older;
 - ii. be a voting Member in good standing for at least 30 days prior to election or appointment or, in the case of election of Directors to assume office at an Annual General Meeting, 30 days prior to the date when nominations close in accordance with Bylaws 5.6(a)(iii) and must maintain their status as a voting Member in good standing, as qualification for office;
 - iii. not have been found, by a court in Canada or elsewhere, to be incapable of managing their own affairs;
 - iv. not be an undischarged bankrupt;

- v. not have been convicted in Canada or elsewhere of any offence involving fraud or cruelty to animals;
- vi. ordinarily reside in the same region as that for which they are seeking office as a Regional Director;
- vii. comply with the Policy on the Recruitment, Nomination and Election of Directors, including:
 - a. submission of a candidate package to confirm eligibility as a Board Director;
 - b. participation in a formal interview to confirm eligibility;
 - c. submission of a nomination form to confirm the criteria of being duly nominated, including having been nominated by at least two voting Members in good standing who are resident in the same region as the nominee; and
 - d. must agree to sign and abide by the Society's Board Director Code of Conduct.

IV. DUTIES AND RESPONSIBILITIES OF REGIONAL DIRECTORS

- A. Exercise the authority of the role with the skill and diligence that a reasonably prudent person would exercise in comparable circumstances;
- B. Demonstrate honesty, integrity, loyalty and good faith in the best interests of the Society;
- C. Stringently avoid conflicts of interest and adhere to the Society's disclosure requirements as specified in Bylaws 5.14 and 5.15;
- D. Read and develop a working understanding of the Society's:
 - i. Constitution and Bylaws;
 - ii. Governance policies as contained in the Board Manual;
 - iii. Strategic Plan; and
 - iv. Code of Conduct for Board Directors;
- E. Understand and be able to articulate the Society's Mission, Vision, Guiding Principles and Charter;
- F. Uphold all Board decisions regardless of personal views, and not publicly undermine any such decision in any context;

- G. Be an ambassador and advocate for the Society, and demonstrate respect and decorum in all contexts at all times while holding the position of Regional Director;
- H. Ensure awareness of current and emerging issues by thoroughly reading Board materials and participating in Board continuing education sessions and Society events;
- I. Reflect the issues and perspectives of their region, while considering and making Board decisions in the best interests of the Society and its Members as a whole;
- J. Dedicate approximately 125 hours per annum to BC SPCA governance, including approximately 75 hours of calendar time and 50 hours of non-calendar timeⁱ;
- K. Prioritize attendance of the Society's Board meetings, including a combination of in person meetings and meetings by electronic means, noting that the Bylaws set minimum standards for attendance stating in 5.11(c) that any Director who fails to attend two consecutive meetings without prior notice to and approval of the Board may be removed from office before the expiration of their period of office by a two-thirds majority vote of the Directors in office without prior notice to such Director.
- L. Upon request, attend events, meetings and other Society engagements in their region as a representative of the Board of Directors and the Society;
- M. Support the Society in meeting its financial needs through participation in fundraising initiatives and making a personal financial commitment to the Society that is meaningful to the Regional Director;
- N. Prioritize attendance of the Regional Council meetings within the Regional Director's region; and
- O. Participate on at least one standing committee of the Board each term.

V. REPORTING AND ACCOUNTABILITY

A Regional Director reports directly to the Board of Directors and is accountable to the membership of the Society as a whole.

While Regional Directors reflect the issues and perspectives of their region, they are required to make Board decisions in the best interests of the Society. Regional Directors are indirectly accountable to the voting Members of the region that the Director was elected to reflect. This duty is discharged through strict adherence to the responsibilities and duties outlined in IV above and regular attendance of Regional Council meetings.

VI. REVIEW

The Governance Committee shall review these Terms of Reference on a biennial basis or more frequently as needed, and recommend any changes to the Board for approval.

ⁱ The current **minimum calendar** time commitment for active meeting participation is approximately **75 hours annually***, calculated as follows:

- Six face-to-face Board meetings of approximately 5 hours each per annum = 30 hours
- One annual Board retreat held in conjunction with a Board meeting = 15 hours
- Four Board teleconferences @ 1.5 hours each = 6 hours
- Annual General Meeting - 3 hours
- Committee meetings (assume 2 committees x 5 meetings x 1.5 hours each) = 15 hours
- 3 Regional Council meetings @ 2 hours each = 6 hours

An additional 50 hours of non calendar time should also be anticipated covering regular email correspondence, preparatory time to read Board materials. Travel time to and from meetings and attendance at special events is excluded from this time commitment

Document Control

Issued by	Governance Committee	
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Monitoring	Governance Committee	Biennially