



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (BC SPCA)

Request for Expressions of Interest: Board of Directors

Are you passionate about animal welfare? Do you have the skillset necessary to help chart the future direction of one of the largest animal welfare organizations of its kind in North America? Are you ready to make a difference in the lives of animals in our province? If so, the BC SPCA may be looking for you!

At 120 years young, the BC SPCA provides a wide range of services and programs to homeless, injured and abused animals each year. Through our 42 locations throughout BC, our 550+ staff and 4,000+ volunteers work tirelessly to protect and enhance the quality of life for domestic, farm and wild animals in British Columbia.

The BC SPCA is seeking expressions of interest for vacancies on its provincial Board of Directors in the upcoming election cycle.

The Board's primary responsibility is to establish and support the strategic direction for the organization. The Board also oversees the complex affairs and business of the BC SPCA and ensures it meets all of its legal and fiduciary responsibilities. The Society is accountable under the Prevention of Cruelty to Animals Act and the Board establishes policies that support its obligations and powers under the Act. The Board is also charged to monitor legal and financial risks for a very large organization. Another important part of the job is to protect the Society's reputation as one of the [top charities](#) in Canada, ensuring it adheres to the highest standards of financial accountability and transparency.

We would like to hear from you if you have a strong background in one or more of our key focus areas: governance, finance, legal, policy development, risk assessment/compliance.

Motivation to serve vulnerable animals in the province is the most important criteria in the assessment of suitability of candidates. Knowledge of the complexity of the organization will be an important part of the evaluation. Non-profit governance experience is helpful to the Society, and experience with the Society is a preferred attribute, but not required. The expected commitment of time, energy and expertise are further outlined in the [Director Recruitment Profile, Board of Directors Terms of Reference, Regional Director Terms of Reference and Director at Large Terms of Reference](#).

In the upcoming election cycle, the following vacancies are open for election. All incumbent Directors already in these positions have expressed an interest to stand for the upcoming term.

- Director at Large (1 position)
- Regional Director, Vancouver Island/Gulf Islands/Powell River
- Regional Director, Thompson/Okanagan/Kootenays
- Regional Director, Lower Mainland/Fraser Valley/Sunshine Coast

Interested and qualified candidates are invited to send us a résumé and cover letter detailing qualifications, in Word or PDF format, by email to: board@spca.bc.ca. In the subject line, please quote "**Expressions of Interest – Board of Directors.**" Qualified individuals will be interviewed by a subcommittee of the Board Development Committee. The subcommittee will provide a recommendation to voting Members based in part on the skills and experience candidates offer to augment those of the existing Board members and which will allow the Board to optimally carry out its fiduciary duties.

No telephone calls please. All candidates will be provided with the nomination package. We thank you for your interest in the BC SPCA.

The fine print!

*These positions are elected by the membership of the BC SPCA for **a term of 35 months**. Term of Office: April 2019 to March 2022. Nominations for the Director at Large position can be of individuals from anywhere in the province, while nominations for the Regional Director positions must be of individuals who reside in the region of each position.*

To be nominated for any of these positions, individuals must already be or be willing to become a member of the BC SPCA 30 days prior to the close of nominations. Candidates may be required undergo a criminal record check as a condition for serving on the Board of Directors.

*The official nomination period takes place between **February 2, 2019 and March 6, 2019**. All candidates for the Director at Large position must be nominated by two members of the BC SPCA, while candidates for the positions of Regional Director must be nominated by two members of the BC SPCA who reside in the region of the position.*

To learn more about the BC SPCA - visit our website at www.spca.bc.ca.

Director Recruitment Profile

For potential members of the BC SPCA Board of Directors



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors February 9, 2008

INTRODUCTION

- A. The real value of the Board of Directors (the “Board”) comes from the collective knowledge of its members, their cohesion as a group, their commitment to The British Columbia Society for the Prevention of Cruelty to Animals (the “BC SPCA”) and its work, and its relationship with the Chief Executive Officer (the “CEO”).
- B. The recruitment profile for Board members encompasses a number of factors: backgrounds and areas of expertise, personal attributes and characteristics, the interrelationship of these factors, and the diversity of viewpoints that are being brought to the Board table.
- C. Primary characteristics include:
 - i. People who know the basic functions of a Board of Directors of a non-profit society;
 - ii. People who understand and observe the BC SPCA’s Constitution and Bylaws;
 - iii. People who are prepared to contribute their knowledge and judgment, and the time and energy required; and
 - iv. People who understand and commit to the BC SPCA’s Mission and Charter, Code of Ethics and strategic directions.

BACKGROUNDS AND EXPERTISE

To ensure a strong and effective Board that can fulfill its mandate, the following core competencies must be represented on the Board, with each director contributing knowledge, experience and skills in at least one of the following areas:

- A. Accounting, Finance and Risk Management
- B. Development/Fundraising
- C. Investment Management
- D. Law
- E. Boards and Governance
- F. Non-profit Management
- G. Strategic Planning
- H. Communications/Marketing
- I. Human Resources
- J. Executive Leadership
- K. Real Estate/Architecture/Construction
- L. Business Management
- M. Volunteer Management
- N. Formal Animal Welfare Research/Education

RECOMMENDED PERSONAL CHARACTERISTICS

Potential BC SPCA director candidates should possess the following personal characteristics:

- A. *Membership and Commitment to BC SPCA’s Mandate and Issues*
 - Directors shall be Members in Good Standing of the BC SPCA when nominated.
 - Directors shall be aware of animal welfare issues and committed to advancing the cause of animal welfare.

- Directors shall understand and support voluntarism and the integral role of volunteers in accomplishing the mission work of the Society.

B. *Integrity and Accountability*

- Directors shall demonstrate high ethical standards and integrity, loyalty and good faith, and shall be expected to act in the best interests of the Society.
- Directors shall be prepared to act on – and remain accountable for – their boardroom decisions.
- Directors shall understand the duties, responsibilities and liabilities of a board of directors.

C. *Personal Style*

- Directors shall demonstrate effective judgment through the application of common sense, measured reasoning, knowledge and experience in their discussions and conclusions.
- Directors shall be trustworthy and conscientious and can be relied on to speak with integrity, openness and honesty.
- Directors shall commit to learning about the organization and its issues.

D. *Financial Literacy*

- Directors shall be able to read and interpret financial reports.

E. *Mature Confidence*

- Directors shall value Board and team performance over individual performance, and demonstrate respect for others.
- Directors shall strive to provide information clearly, succinctly, respectfully, on topic and in a timely fashion, and to receive information attentively, respectfully, without judgment and with a desire for understanding, resolution, and progress.
- Directors shall ensure conflict is resolved justly and fairly in order to maintain professional and collegial relationships.

F. *Financial Contribution*

- Directors shall make a personal financial contribution at a level that demonstrates their personal commitment and establishes credibility if called upon to ask others to give.

BOARD TERM & MEETINGS

- A. Board members shall be prepared to serve a three-year term. A retiring Director is eligible for re-election, can serve a maximum of three terms and thereafter must retire from the Board for at least one year.
- B. The beginning of each term will commence immediately following the Annual General Meeting of the Society.
- C. Board members shall be prepared to attend six regular board meetings, the annual General Meeting of the Society and one planning session per year, plus additional teleconferences if and as needed, with the majority of Board meetings taking place in person in Vancouver and generally on the weekend. The total approximate time required is 108 hours per year, which does not include the time required to prepare for board meetings and travel time.

- D. Board members shall participate on at least one standing Board Committee, Sub-committee or Task Force, as a member or as the Chair.

- E. Board members shall attend a minimum of 75 percent of the Society's Board meetings annually, including face-to-face meetings and teleconferences.

- F. Board members shall be prepared to commit the time required to prepare for and attend Board and committee meetings.

- G. Board members shall be expected to attend the AGM and to make a reasonable effort to attend donor recognition events, fundraising events and other public engagements to represent the Society.

Approved by the Board of Directors
February 9, 2008

Terms of Reference: Board of Directors

For members of the BC SPCA Board of Directors



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors
April 21, 2012

ROLE

The Board of Directors of the BC SPCA (the “Board”) 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.

PURPOSE

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 and Charter.

The Board oversees the Society’s Chief Executive Officer (“CEO”), who is responsible for the day-to-day conduct of the Society’s business. The Board must act in the best interests of the Society as a whole at all times.

The Board’s primary functions are to:

- Determine the BC SPCA’s Mission, Vision, Guiding Principles and Charter;
- Ensure the Society has adequate resources, and that its activities are conducted and its resources are used effectively and efficiently for the fulfillment of its Mission and pursuit of its Vision in accordance with its Guiding Principles and Charter;
- Provide financial oversight of the Society;
- Approve and monitor the fulfillment of the Society’s Strategic Plan;
- Select, oversee, support, assess the performance of, and provide feedback to the CEO;
- Recruit and orient new Board members;
- Assess the performance of, and provide feedback to, individual Directors and the Board as a whole;
- Uphold and enhance the BC SPCA’s public reputation and image;
- Ensure legal and ethical integrity and accountability;
- Determine, monitor and strengthen the organization’s programs and services; and
- Support and participate in fundraising.

COMPOSITION

The number of Directors and structure of the Board must comply with Section 5.4 of the Bylaws.

DUTIES AND RESPONSIBILITIES

The Board’s specific responsibilities are as follows:

Mission, Strategy and Plans

- Adopt a strategic planning process;
- Participate with the CEO in the development of the BC SPCA’s Mission, Vision, Guiding Principles and Charter;
- Participate with the CEO in the development of a Strategic Plan for the Society that takes into account, among other things, the opportunities and risks facing the Society;
- Monitor the BC SPCA’s progress toward the objectives set in the Strategic, Operating and Capital Plans.

Legal

- Direct management to ensure legal requirements have been met, and documents and records have been properly prepared, approved, and maintained;
- Ensure all 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.

Management and Human Resources

- Appoint and replace the CEO, and monitor the CEO's performance;
- Approve the position description for the CEO;
- Approve the CEO's goals and objectives for each upcoming year;
- Annually review the CEO's performance against these goals and objectives and established leadership competencies;
- Set and approve the CEO's compensation;
- Assure the integrity of the CEO and other senior officers, and ensure that the CEO and other senior officers foster a culture of integrity throughout the BC SPCA;
- Ensure plans are in place for the recruitment, management, development, training, monitoring and succession of the CEO and his/her senior staff; and
- Provide advice and guidance to the CEO in the execution of his/her duties.

Finances and Risk

- Approve and monitor the Society's Operational and Capital Budgets;
- Take reasonable steps to ensure the implementation and integrity of the BC SPCA's information management systems and internal controls;
- Ensure that the principal financial and nonfinancial risks to the Society are identified and appropriate systems and programs to manage these risks are implemented;
- Monitor operational and financial results;
- Approve transfers among unrestricted, restricted, capital and endowment funds;
- Approve annual financial statements, and their dissemination and/or publication; and
- Annually recommend the appointment of external auditors to the Membership and approve audit costs.

Policies and Procedures

- Approve and monitor compliance with all policies that govern the activities of the BC SPCA;
- Monitor Members' compliance with the Society's Code of Ethics and Directors' compliance with the Director's Code of Conduct and Ethics; and
- Ensure that the BC SPCA operates within applicable laws and regulations, and to the highest safety, ethical, and moral standards at all times.

Communication to Members and Stakeholders

- Support the BC SPCA in communicating its mission, and in being responsive and open to listening to the BC SPCA's Members and stakeholders;
- Participate with the CEO in developing government relations strategies, and in meetings and other communications involving or in regard to Members of the Legislative Assembly;
- Ensure that the financial and operational performance of the BC SPCA is adequately and promptly reported as required by law;

- Ensure financial results are reported fairly and in accordance with Canadian generally accepted accounting principles;
- Ensure timely reporting of any other developments that have a significant and material effect on the performance of the BC SPCA; and
- Provide an Annual Report to Members on the Board's stewardship for the preceding year.

Managing the Affairs of the Board

- Review the composition and size of the Board and present recommended changes to the Membership;
- 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;
- Elect, in accordance with Bylaws 7.1 and 8.1, its President, Vice Presidents, Secretary-Treasurer and any additional Executive Committee members, and plan for Executive Committee succession;
- Ensure that Directors receive a comprehensive orientation and ongoing development as required;
- Develop and administer an appropriate process for assessing the effectiveness of the Board, Board President, Committees, and individual Directors; and
- Assume responsibility for the Society's governance practices, including the development and maintenance of a Governance Manual that includes governance principles, guidelines and policies that are specifically applicable to the BC SPCA.

Director/Management Relationship

- Delegate Board authority to staff through the CEO, so that all authority and accountability of staff is viewed by the Board as the authority and accountability of the CEO;
- Ensure no Director, officer or committee assumes authority over the CEO or any staff member. These individuals or groups may request information of the CEO or, with the agreement of the CEO, his/her direct or indirect report; 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
- Ensure that any Board member 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.

PROCEEDINGS

- The Board of Directors shall meet in person at least six times per year at approximately two-month intervals. Regular meetings will be scheduled and approved by the Board annually. Extraordinary meetings may be held in person or by teleconference on an as-needed basis.
- A majority of Directors shall constitute a quorum, and decisions will be made by a simple majority vote among those present, including the Chair. In the case of an equality of votes the Chair does not have a second or casting vote.
- 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.

- The Chair shall be responsible for keeping the activities of the Board within these Terms of Reference and the Society's Bylaws. The Executive Assistant to the CEO shall record minutes of the meetings of the Board.

REPORTING AND ACCOUNTABILITY

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

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.

Approved by the Board of Directors
April 21, 2012



Director at Large Terms of Reference

Link to Mission:

To protect and enhance the quality of life for domestic, farm and wild animals in British Columbia

Position: Director at Large, Member of the Board

Responsible to: Board of Directors (Chair)

A Director at Large shall participate in managing, or in supervising the management of, the affairs and business of the Society, which includes, but is not limited to, establishing policies, rules and regulations to carry out the obligations and powers of the Society under the *Prevention of Cruelty to Animals Act*.

Responsibilities

- Demonstrate high ethical standards and integrity, loyalty and good faith, and be expected to act in the best interests of the Society.
- Exercise his/her power with competence, prudence and due diligence.
- Understand and be able to articulate the Society's mandate.
- Read and understand the Society's:
 1. Constitution and Bylaws,
 2. Strategic Plan,
 3. Director Code of Conduct and Ethics,
 4. Community Council Manual.
- Avoid conflicts of interest and adhere to the Society's disclosure rules.
- Uphold Board decisions regardless of his/her personal views.
- Prepare for Board meetings and events by reading Board materials and other information provided in advance of Board meetings. This expectation also applies to Committee and Regional Council meetings.
- Attend Board meetings.
- Represent the issues and perspectives of the members to the Board while considering and making Board decisions in the best interests of the Society and its members as a whole.
- Promote the Society in the community.

BCSPCA

Duties:

- Attend and vote at general meetings of the Society.
- In partnership with Regional Director(s), a Director at Large will provide support and guidance to Community Councils and Regional Councils.
- At the invitation of the Regional Council, a Director at Large shall attend Regional Council meetings, in their local area or throughout the province.
- Participate on at least one standing Board Committee, sub-committee, or Task Force, as a member or as the Chair.
- Present a report to the Membership at the Society's Annual General Meeting on activities undertaken by any Board Committee(s) he/she has chaired during the past year.
- Attend donor recognition events, meetings and other Society engagements as a representative of the Board of Directors and the Society.
- Participate in the appointment, evaluation, or removal of the Chief Executive Officer.
- Participate in defining the duties, responsibilities, remuneration and privileges of the Chief Executive Officer.
- Understand, and participate in overseeing, the Society's ongoing financial management.

Leadership Skills and Attributes:

- Awareness of animal welfare issues and commitment to advancing the cause of animal welfare
- Understand and support volunteerism and the integral role of volunteers in accomplishing the mission work of the Society
- Strong Communicator
- Mentor
- Knowledge of not-for-profit Board Governance
- Ability to Analyze and Understand Risks
- Financial literacy

Financial Contribution

Directors shall make a personal financial contribution at a level that demonstrates their personal commitment and establishes credibility if called upon to ask others to give.

BCSPCA

Time Commitment:

The estimated **minimum** time commitment for meeting participation is approximately **75 hours annually**, calculated as follows:

| | | |
|--|------------|--------|
| Board meetings, face-to-face | 7 @ 6 hrs | 42 hrs |
| Board meetings, teleconferences | 2 @ 1 hr | 2 hrs |
| Board annual planning session | 1 @ 8 hrs | 8 hrs |
| Leadership Conference (LC) | 1 @7 hrs | 7 hrs |
| Annual General Meeting (after LC) | 1 @3 hrs | 3 hrs |
| Committee meetings, teleconferences | 6@ 1.5 hrs | 9 hrs |
| Other: | | |
| Regional Council meetings, teleconferences | 2@ 2 hrs | 4 hrs |
| <i>or</i> | | |
| Regional Council meetings, face to face | 2@3 hrs | 6 hrs |

Additional time commitments include:

- Preparation for Board meetings by reading material in advance of the meetings,
- Preparation for Board Committee meetings as Chair or committee member,
- Participation in Board Committee work,
- Attendance at Branch annual general meetings, events and fundraisers,
- Attendance at Community Council meetings,
- Coordination of Regional Council meetings,
- Travel time to and from meetings, and
- Attendance at special events.

The actual time commitment of individual directors may vary based on the level of involvement in the above activities

Director Evaluation:

Self and by the Board annually.

Document Control:

Terms of Reference to be reviewed every three (3) years, or more frequently as needed.

| | | |
|---------------------------------|----------------------|------------|
| Approved (original date) | Board of Directors | |
| Revised/reaffirmed | Board of Directors | 2005-12-10 |
| Issued by | Board of Directors | 2018-12-08 |
| Monitoring | Governance Committee | |



Regional Director Terms of Reference

Link to Mission:

To protect and enhance the quality of life for domestic, farm and wild animals in British Columbia

Position: Regional Director, Member of the Board

Responsible to: Board of Directors (Chair)

A Regional Director shall participate in managing, or in supervising the management of, the affairs and business of the Society, which includes, but is not limited to, establishing policies, rules and regulations to carry out the obligations and powers of the Society under the *Prevention of Cruelty to Animals Act*.

Responsibilities

- Demonstrate high ethical standards and integrity, loyalty and good faith, and be expected to act in the best interests of the Society.
- Exercise his/her power with competence, prudence and due diligence.
- Understand and be able to articulate the Society's mandate.
- Read and understand the Society's:
 1. Constitution and Bylaws,
 2. Strategic Plan,
 3. Director Code of Conduct and Ethics,
 4. Community Council Manual.
- Avoid conflicts of interest and adhere to the Society's disclosure rules.
- Uphold Board decisions regardless of his/her personal views.
- Prepare for Board meetings and events by reading Board materials and other information provided in advance of Board meetings. This expectation also applies to Board Committee and Regional Council meetings.
- Attend Board meetings.
- Represent the issues and perspectives of the members to the Board while considering and making Board decisions in the best interests of the Society and its members as a whole.
- Promote the Society in the community.

Duties:

- Attend and vote at general meetings of the Society.
- Provide timely feedback to the Region on matters arising or decisions taken at Board Meetings
- Provide support and guidance to Community Councils and Regional Councils.
- Attend and assist with facilitating semi-annual Regional Council meetings; be willing to act as Regional Council Chair as necessary.
- Submit a written report to the Board at its last meeting prior to the Society's Annual General Meeting on activities and/or emerging issues in the region he/she represents.
- Participate on at least one standing Board Committee, sub-committee, or Task Force, as a member or as the Chair.
- Present a report to the Membership at the Society's Annual General Meeting on activities undertaken by any Board Committee(s) he/she has chaired during the past year.
- Attend donor recognition events, meetings and other Society engagements as a representative of the Board of Directors and the Society.
- Participate in the appointment, evaluation, or removal of the Chief Executive Officer.
- Participate in defining the duties, responsibilities, remuneration and privileges of the Chief Executive Officer.
- Understand, and participate in overseeing, the Society's ongoing financial management.

Leadership Skills and Attributes:

- Awareness of animal welfare issues and commitment to advancing the cause of animal welfare
- Understand and support volunteerism and the integral role of volunteers in accomplishing the mission work of the Society
- Strong Communicator
- Mentor
- Knowledge of not-for-profit Board Governance
- Ability to Analyze and Understand Risks
- Financial literacy

Financial Contribution

Directors shall make a personal financial contribution at a level that demonstrates their personal commitment and establishes credibility if called upon to ask others to give.

BCSPCA

Time Commitment:

The estimated **minimum** time commitment for meeting participation is approximately **75 hours annually**, calculated as follows:

| | | |
|--|------------|--------|
| Board meetings, face-to-face | 7 @ 6 hrs | 42 hrs |
| Board meetings, teleconferences | 2 @ 1 hr | 2 hrs |
| Board annual planning session | 1 @ 8 hrs | 8 hrs |
| Leadership Conference (LC) | 1 @7 hrs | 7 hrs |
| Annual General Meeting (after LC) | 1 @3 hrs | 3 hrs |
| Committee meetings, teleconferences | 6@ 1.5 hrs | 9 hrs |
| Other: | | |
| Regional Council meetings, teleconferences | 2@ 2 hrs | 4 hrs |
| <i>or</i> | | |
| Regional Council meetings, face to face | 2@3 hrs | 6 hrs |

Additional time commitments include:

- Preparation for Board meetings by reading material in advance of the meetings,
- Preparation for Board Committee meetings as Chair or committee member,
- Participation in Board Committee work,
- Attendance at Branch annual general meetings, events and fundraisers,
- Attendance at Community Council meetings,
- Coordination of Regional Council meetings,
- Travel time to and from meetings, and
- Attendance at special events.

The actual time commitment of individual directors may vary based on the level of involvement in the above activities

Director Evaluation:

Self and by the Board annually.

Document Control:

Terms of Reference to be reviewed every three (3) years, or more frequently as needed.

| | | |
|---------------------------------|----------------------|------------|
| Approved (original date) | Board of Directors | |
| Revised/reaffirmed | Board of Directors | 2006-02-18 |
| Issued by | Board of Directors | 2018-12-08 |
| Monitoring | Governance Committee | |