- Treasurer (Officer and Board Member)
    - Keep the financial records necessary to comply with the Society Act, and render financial statements to the directors, members and others when required
    - Works with the Society's bookkeeper
    - Provide training and updates on bookkeeping software to the Secretary or appropriate Senior Managers as necessary
    - Administrate fiscal matters of the Society
    - Provides annual budget to the Board for member's approval
    - Ensures development and board review of financial policies and procedures
    - Shall deliver an annual report at the AGM
    - Serve as Chair of the Finance and/or Fundraising Committee
    - Works with Senior Managers in the development of Program budgets
    - Works with the Secretary to approve financial reports, which are then taken to the Board
    - Works with the Board to develop long-term financial strategies
    - Keeps current with legal, regulatory and sector developments relating to the Board's fiduciary responsibility
  - Basic familiarity (and acknowledgement): with the documents found in the following folder: **Shared Drive>Administration>Board>Folder: documents to be familiar with and acknowledgement**

Proceedings of Directors

By-laws:

- Director Meetings
    - The directors may meet at any location, on any notice and in any manner convenient to the directors.
    - The quorum to conduct business and pass directors' resolutions at a meeting of the directors is 3.
    - The president is the chair of all meetings of the directors, except if the president is not present within 30 minutes after the time appointed for holding the meeting.
    - In the absence of the president, the vice president must act as chair.
    - If neither the president nor the vice president is present, the directors present may choose one of their number to be the chair at that meeting.
    - Any director may decline the role of chair at any specific meeting.
    - Any director may request a meeting of the Board at any time.
    - Upon request, the Society's secretary must convene a meeting of the directors within 14 days of the request.
- Decision making at Director Meetings
    - Questions arising at a meeting of the directors and committee of directors should be decided by consensus, but may be decided by a majority of votes present.

    - In the case of a tie vote, the chair does not have a second or casting vote.
    - A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
    - A resolution in writing, signed by a majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- Delegation of power by directors to committees, senior staff and/or officers is set out in the Policy Manual.

General Policies

- Notice for board meetings will be provided as early as possible.
- Discussions are confidential.
- Minutes are the approved record of meetings. These act as a repository of valuable history for the Society.
- Minutes are to be posted at least 1 week prior to the next scheduled board meeting.
- Guests must agree to respect confidentiality.
- Facilitators may ask a guest to leave at any point if their behaviour is deemed disruptive to the functioning of the meeting.
- Any Board or Committee member may call for an in camera discussion to deliberate on the possible removal of a disruptive guest.
- Board members must attend at least 50% of meetings over the course of a year. If not, then they may not stand for election for at least 2 years.
- Correspondence with stakeholders (funders, clients, sponsors, customers, etc) is by official VPH email. If letterhead or invoices are sent as attachments or by mail, the standard VPH templates will be used. They are kept on the Drive.

In-Camera policy

- *In-camera* - refers to a confidential discussion whose audience is confined to the board of directors, and those with whom they seek council.
- *Staff* - for the purposes of this document shall refer to discussions specifically regarding human resources of the society and must specifically regard the hiring, performance evaluations, discipline, lay-off, contractual termination, or firing of employees, volunteers, and contractors of the society.
- *Property* - for the purposes of this document shall refer to discussion regarding the acquisition, purchase, or sale of property by the society.
- *Legal* - for the purposes of this document refers to any legal liabilities, and any pending or enduring cases of the Society.

In-camera meetings are held sparingly and only for the purposes described above.

In Camera Meetings

- To enter into an *in camera* meeting during a regular board meeting, a director must make a resolution. Providing board members are in agreement, a vote is not required. The resolution to declare *in camera* must state the nature of the business in the meeting minutes with at least one of the following characteristics: Property; Staff; Legal.
- When a resolution to go *in camera* is presented, all other business shall be put on hold until regular order is restored.
- The validity of the *in camera* discussion can be challenged in terms of the scope of the discussion if, whilst *in camera* the discussion veers away from property, staff or legal.
- *In camera* minutes are taken and stored in such a manner as to secure their confidentiality. These minutes must be made part of the regular minutes after the risk being managed has passed.
- To exit *in camera* sessions a resolution is required. Provided there are no objections, a vote is not required.
- Having exited the *in camera* session, the discussion cannot be raised again in the general meeting.

Board Decision-Making

- The Board uses Robert's Rules as a procedural guideline.
- Most decisions of the Board will be made at regularly scheduled monthly meetings. The Board will not make major decisions via email or phone unless:
    - At least two Board members agree that the decision is sufficiently urgent to be made before the next regularly scheduled meeting
    - All Board members (excluding those out of town) are contacted about the decision by email or phone
    - The decision gets a majority approval (majority in this case being a majority of the whole board)
- Most decisions of the Board, made at regularly scheduled meetings, will seek consensus. If consensus cannot be achieved, the Board vote will be registered in the minutes, with dissenting votes noted. The Board will accept a majority vote as an agreement in cases where consensus cannot be achieved.

Participation in Board Meetings

- The Board invites and welcomes all members of the Society to raise matters of concern with its committees, staff and board members. Members are welcome to attend board meetings, with the exclusion of any *in camera* segments.
- Non-members may attend and/or present at Board meetings at the discretion of the Board.
- The Society's governance principles mandate respectful behaviour.