

## Board Terms of Reference

### □ VPS Board Overview

- a. The volunteer Board provides VPS strategic leadership, direction and oversight. This includes establishing policies, goals and targets and then monitoring their implementation.
- b. The Board manages, provides direction and reviews the performance of the Executive Director (ED) staff position. The ED is the primary VPS spokesperson and is responsible to manage, provide direction and review the performance of all other VPS Staff, Volunteers and Contractors.
- c. The Board champions VPS's mission, objectives and fundraising initiatives with key external stakeholders.
- d. The Board represents the interests of the LGBTQAI2S+ community and other VPS stakeholders.
- e. The Board manages the succession, recruitment and evaluation of the ED and the Board.

### □ Board Composition

- a. VPS has 9 Board Members. Specific Board roles include:
  1. Co-Chairs (2) – The two Co-Chairs work together in a collaborative fashion to manage Board and Member meetings and act as the VPS Board Spokespeople.
  2. Treasurer – Responsible to oversee VPS finances.
  3. Secretary – Responsible to oversee governance, regulatory filings, VPS records, systems and privacy.
  4. Director at Large (5) – Responsible for general oversight and direction
- b. The Board Executive consists of the 2 Co-Chairs, Treasurer and Secretary. The Board Executive provides day to day direction to the ED, manages decisions in-between board meetings and approves the ED expenses. The Board Executive roles are described further in the VPS Bylaws, Policies and Procedures.
- c. VPS has an objective that the Board of Directors is representative of the diversity of the LGBTQAI2S+ community.
- d. VPS has an objective that the Board has a variety of skill sets and members that may include:
  1. A lawyer or someone with experience in non-profit governance or managing legal issues.
  2. An accountant or someone with experience in financial management
  3. A human resource professional or someone with experience in staff or volunteer management
  4. Someone with experience in communications, social media, outreach or marketing
  5. Someone with event management experience

## □ **Board Commitments:**

- a. Time Commitment:
  1. Average of 4 - 8 hours per month, however this may be skewed with more time during the June to August VPS event season.
  2. Attend regular board meetings.
  3. Manage miscellaneous correspondence, actions and decisions in-between board meetings in a timely fashion.
  4. Participate in and/or lead at least one board committee.
  5. Attend various VPS events and the annual parade.
- b. To champion and comply with all VPS policies, in particular those governing code of conduct. All Directors are expected to register as a volunteer through the VPS website and:
  1. accept the VPS Volunteer Agreement;
  2. accept the VPS Confidentiality Agreement;
  3. accept the VPS Image Release;
  4. Complete the Annual Conflict of Interest and Gift Disclosure Form.

## □ **Benefits**

- a. Directors are not remunerated for their services, however they are reimbursed for expenses incurred while engaged in VPS affairs
- b. Directors receive the same benefits that are offered to VPS Volunteers

## □ **Expected Duties for All Directors**

- a. Understand and demonstrate a commitment to the VPS mission and programs. Keep up to date with issues and trends that affect VPS.
- b. Attend meetings regularly or provide notice of absences. Prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them. Responsiveness to e-mail and other communications between meetings.
- c. Contribute skills and knowledge by participating actively in meetings and committee work. Make inquiries when clarification or more information is needed.
- d. Be an ambassador of VPS including networking with partners, funders and community groups, participating in social media and Director recruitment activities.
- e. Manages their social media accounts to support VPS activities and comply with the VPS Social Media Policy.
- f. Refrains from acting as a spokesperson for VPS, unless otherwise authorized
- g. Mentor and provide support to the ED.
- h. To respect the Director to ED, Staff and Volunteer reporting structure. This includes understanding when acting in a Director capacity and when acting as a regular volunteer
- i. Understand and monitor the VPS financial reports and affairs including approving the annual budget.
- j. Understand and monitor VPS governance, policies, procedures, bylaws and requirements under the BC Societies Act. Monitor VPS compliance with all legal and regulatory requirements.
- k. Disclose any potential or perceived conflicts of interest and comply with the VPS Conflict of Interest Policy.
- l. Understand and maintain confidentiality.