

II. GOVERNANCE PROCESS

B. BOARD ROLE DESCRIPTION

The role of the Board is to lead the organization in continuously articulating its Mission and to ensure the Mission is achieved in ethical and prudent ways. The Board's own contributions are unique to its trusteeship role and are necessary for proper governance and to enable sound management.

Accordingly, without limiting the general applicability of the foregoing, the Board will:

1. Be the link between the organization and the owners.
2. Govern through written policies which address:
 - Ends: Whom the organization will serve and the good that will be achieved (the organization's products, impacts, benefits and outcomes, and their relative worth).
 - Governance Process: How the Board conceives, carries out and monitors its own work.
 - Board-Executive Director Relationship: How authority is delegated to the Executive Director and its proper use monitored; how the Board and Executive Director interact so that the Ends are achieved within acceptable limits.
 - Executive Limitations: Constraints on executive authority which establish boundaries of prudence and ethics.
3. Ensure the Executive Director's performance in achieving the results defined in the Ends policies, and not exceeding the constraints in Executive Limitations policies.
4. Ensure that its direct obligations to external parties are fulfilled.
5. Maintain the Bylaws as an up-to-date, legal and effective governing document and ensure compliance with them.
6. Investigate, in a timely and thorough manner, all allegations of unethical behaviour brought to it by a Board member (pursuant to policy II.H.1. Code of Conduct) or by a staff member (pursuant to policy IV.D.2. Treatment Of Staff); and all appeals coming to the Board as a result of the Grievance Procedure which is a personnel policy under the authority of the Executive Director.