

# THE CANADIAN COWBOY CHALLENGE ASSOCIATION

## BOARD OF DIRECTORS

### CODE OF CONDUCT

#### **Purpose**

The Association's board of directors will help manage, discuss, implement and maintain the mission and goals of The Canadian Cowboy Challenge Association. They will attend regular meetings to ensure successful Associational planning and see that all resources are managed effectively.

Directors supervise all aspects of the Association's operations and evaluate its performance and success. Directors need to follow all activities that affect the mission or goals.

All directors must be able to set aside any potential conflict between their personal or individual business interests to support the ongoing growth of the Association.

The Board of Directors gets its authority from the by-laws.

#### **Duties**

Adopting duties which can be used in court to determine whether a board member has acted improperly. These are described as the duty of care, the duty of loyalty and the duty of obedience.

#### **Duty of Care**

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the Association.

#### **Duty of Loyalty**

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the Association. This means that a board member can never use information obtained as a member for personal gain, and must act in the best interests of the Association.

#### **Duty of Obedience**

The duty of obedience requires board members to be faithful to the Canadian Cowboy Challenge Association's mission. They are not permitted to act in a way that is

inconsistent with the central goals of the Association. A basis for this rule lies in the public's trust that the Association will manage donated funds to fulfill the Association's mission. The Board of Directors will abide by the Members Rules.

### **Requirements of Board of Directors**

Those elected to serve on the board of directors must:

- Have passion about the mission;
- Have knowledge of all the ins and outs of the Association;
- Have a wide variety of expertise;
- Understand of the overall mission and vision;
- Commit to the mission and its goals;
- Have time available to serve the Association;
- Serve one or two year elected terms.

### **Job Descriptions of a Board of Directors**

Members on the board of directors constitute the Association's officers. These include a President (board chair), a Vice-President, a Secretary and a Treasurer. Directors regularly attends board meetings (either in person, conference call or Skype) and important related meetings and events. If a Board member is deemed to be remiss in their duties, the remainder of the board may ask for their resignation.

#### **PRESIDENT / CHAIR**

General: Ensures the effective action of the board in governing and supporting the Association, and oversees board affairs. Acts as the representative of the board as a whole.

Community: Speaks to the media and the community on behalf of the Association; represents the Association in the community.

Meetings: Develops agendas for meetings in concert with the board of directors. Presides at board meetings.

Committees: Recommends to the board, which committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.

Board Affairs: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.

#### **VICE PRESIDENT / VICE CHAIR**

General: Acts as the President/Chair in his or her absence; assists the President/Chair with:

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Board Affairs: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members or other specified duties.

Special Responsibilities: Frequently assigned to a special area of responsibility, such as membership, media, or annual dinner.

## **TREASURER**

General: Manages the board's review of, and action related to, the board's financial responsibilities. May work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.

Reports: Ensures that appropriate financial reports are made available to the board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.

Finance Committee: Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues.

Auditor: Recommends to the board whether the Association should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.

Cash Management and Investments: Ensures, through the Finance Committee, sound management and maximization of cash and investments.

## **SECRETARY**

Is a member of the Board.

Maintains records of the board and ensures effective management of Association's records.

Manages minutes of board meetings; ensures minutes are distributed to members shortly after each meeting.

Is sufficiently familiar with legal documents (by-laws, Revenue letters, correspondence, etc.) and to note applicability during meetings.

### **ROLE OF OTHER BOARD OF DIRECTORS**

Makes serious commitment to participate actively in committee work. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.

Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.

Gets to know other committee members and builds a collegial working relationship that contributes to consensus.

Is an active participant in the committee's annual evaluation and planning efforts.

Participates in fund raising for the Association.