

## Roles and Responsibilities of a National Board Director

The purpose of this document is to attempt to clarify the responsibilities and expectations of current and prospective members of the Board of Directors of CANASA.

Overall, the role of the Board of Directors is to help meet the needs of the members. At CANASA the Board also helps to develop programs consistent with the mission, strategic direction and policies of the organization.

The Board of Directors has three primary responsibilities:

1. Organizational Governance
2. Board Governance
3. Linkage with the Membership

### **1. Organizational Governance**

The Board must create, and modify when appropriate, the written governing policies of the Association. These policies include the definition of goals, the definition of executive limitations and responsibilities, financial planning, asset protection, an appropriate code of conduct, Board operations and performance.

- The Board is responsible for setting the strategic directions of CANASA. The Board, in conjunction with CANASA staff, define the directions, programs, services and outreach efforts of the Association. The Board has responsibility for approving the annual business plan and the associated budget, which defines the CANASA programs and initiatives for each fiscal (calendar) year.
- The entire Board will review and approve any and all actions of the Executive Committee of the Board, which is empowered to act between Board meetings, and under circumstances when a full Board meeting is not possible.
- Board members of CANASA have the ultimate fiduciary responsibility for the Association, and are responsible for assuring that the Association is fiscally sound and is operated within procedures and policies that are sound, prudent and ethical.
- The Board has responsibility for determining member dues for the Association.
- The Board has ultimate responsibility for the Association, but it is important that all Board members recognize that management is the responsibility of the staff of the Association. The Board's primary roles are to define policy and to set direction for the Association.

## **2. Board Governance**

The Board creates the policies of the organization and procedures for the governance of the Board. The Board takes the necessary steps to ensure that its members are knowledgeable about the Association, including its culture and norms, the profession, the higher education enterprise which it serves, and the roles, responsibilities and performance of the Board. The Board nurtures the development of its members as a cohesive working group, and regularly monitors its performance.

- It is incumbent on each Board member to express his or her individual viewpoint in any and all discussions. However, once the Board collectively arrives at a position, it is expected and appropriate that all Board members publicly express their assent and support for the decisions of the Board.
- Board members are not expected, nor will they be asked to participate in fund raising, dues solicitations, etc. On some occasions, as a part of the entire Board, a member may be asked to sign a Board letter of support for a grant application. No active solicitation of any kind of philanthropy is involved in this role.
- A Board member of CANASA is expected to attend all Board meetings. Normally, there are five Board meetings annually: in January (usually held via conference call), April, May or June, August (usually held via conference call), and October. While it is understood that other commitments will occasionally preclude attendance, failure to attend two consecutive meetings, shall constitute cause for removal from the Board.
- All Board members are expected to have read the Volunteer Guide, and all supporting materials prior to each Board meeting, in order to maximize the quality of the discussion, and to reduce the length of Board meetings as much as possible.

## **3. Linkage with the Membership**

The Board must develop and maintain healthy relationships with the membership, and, through linkages, help the Association keep in touch with current issues and set strategic directions.

- All Board members should clearly understand that their role is to act in the best interest of the CANASA membership, supporting directions that serve all members and types of institutions. Board members should not act in a limited or representative role reflective of a given constituency (region/chapter) with which they are or have been affiliated.
- It is expected that all Board members will act as emissaries for CANASA, helping the Association make connections with various constituencies that a given Board member may have special connections, and occasionally represent the Association in making presentations, etc.