



INCAM Board of Director Responsibilities

This document, based on “Duties and Responsibilities of Directors of Non-Profit Corporations” (1) is to provide a snapshot of the responsibilities associated with being a member of the INCAM Board of Directors..

1. Duty of Knowledge:
 - a. Members of the Board of Directors should understand the purpose and goals of INCAM
 - b. Duties as Board of Director Member (also known as duties of diligence) include:
 - i. Attend at least two thirds of meetings (Board of Director, committees you are on)
 - ii. Review minutes and budgets. Is what needs to get done getting done?
 - iii. Engage in discussions and processes (prepare by reading minutes, reports, agenda). Keep notes.
 - iv. Participate in voting
 - v. Represent the Network and help with membership development
 - vi. Know your additional duties and reporting responsibilities for designated positions (Committee, Chapter, and Special Interest Group positions)
 - c. Members of the Board of Directors should have a working knowledge of the By-laws, Network policies and procedures.
2. Duties of Care, Skill, and Prudence:
 - a. “Act honestly and in good faith in the best interests of the network.” (2)
 - b. “Exercise the care, diligence, and skill of a reasonably prudent person when exercising powers and performing duties as a director.” (2)
 - c. Where an individual director has a particular level of expertise, that level of expertise must be used in the best interests of the organization. (1)
 - d. Declare conflicts of interest, and act accordingly
3. Duty to Manage:
 - a. Help establish and maintain policy and procedure in the best interest of the network.

- b. Consider opportunities for improving function.
 - c. Ensure all Committees and Special Interest Groups are set up with clear duties, outcomes, reporting and timeline expectations, and, when applicable, budget allowance.
 - d. Consider and bring forward new opportunities that fit the network purpose and goals.
4. Fiduciary duty:
- a. Understand and review the budget
 - b. Support the treasurer in developing and maintaining a responsible budget
 - c. Avoid personal conflicts of interest relative to the best interests of the network
 - d. Respect financial prudence and minimal spending

References

1. Kelly HM, and Frederick MR. *Duties and Responsibilities of Directors of Non-Profit Corporations*. Canadian Association of Society Executives, Toronto, Canada. 2002.
2. British Columbia Societies Act, 1996 Section 25(1). Queens Press, Victoria, Canada. 1996.