

## Board of Directors Governance Policy

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### Intent

Board members of El Sistema Grey Bruce - The Big Sound (also referred to as The Big Sound and/or TBS) are expected to act in the best interests of the organization.

### Key Roles of the Board

The Big Sound Board members are legally responsible for the governance of the organization. Within that mandate, there is an expectation that the Board will develop, implement and monitor Policies, Procedures and Best Practices that allow the organization to carry out its work.

While the Board may appoint staff and/or committees to carry out specific work related to its Policies, Programs and/or Services, the Board is ultimately responsible for meeting organizational outcomes.

The Board's role and responsibilities are based on three different activities of organizations:

1. **Governance:** as mentioned above, the Board develops Policies, Procedures and Best Practices that give overall direction to the organization.
2. **Management:** The Board takes actions and makes decisions to ensure that there are sufficient and appropriate human and financial resources for the organization to accomplish its work.
3. **Operations:** These are the activities related to the delivery of the organization's Programs and/or services (the degree to which this occurs depends on the Board Governance Structure).

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### Collectively, the Board must:

- Determine a governance model and ensure that appropriate organizational Policies and structures are in place.
- Participate in the development of a Mission, Vision and Strategic Plan for the organization.
- Hire and ensure that competent/effective Program Staff are in place.
- Maintain effective partnerships and communication with community stakeholders/funders, the organization's staff, volunteers, and clients the organization serves (children, youth and their families).
- Maintain fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets.
- Ensure transparency in all communication with its staff, volunteers, clients, stakeholders/funders and the public-at-large.
- Evaluate the organization's work in relation to established targets, goals, objectives and the organization's Strategic Plan.
- Evaluate the work of the Board of Directors itself, ensuring continuous renewal of the Board, and plan for the ongoing succession and diversity of Board membership

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### Individually, each Board member must:

- Act in the best interest of the organization.
- Understand the roles and responsibilities of being a Board member.
- Be familiar with the organization's By-laws, Policies, Procedures, Best Practices, Mission, Vision, Strategic Plan, etc.
- Ensure they avoid Conflicts of Interest including operating in the best interest of the organization not in self-interest or the interest of a stakeholder group (Refer to The Big Sound's Conflict of Interest Policy).
- Respect Confidentiality Policies that pertain to Board discussions and Program operations.
- Keep informed about the organization's financial activity and legal obligations.
- Bring skills, experience and knowledge to the organization.
- Attend Board meetings regularly and arrive prepared for meetings.
- Support Board decisions once they have been voted on.

### Board Membership

#### Director Qualifications

To be a director, you must:

- Be at least 18 years of age
- Support the Mission and Vision of the organization

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- Be willing to fulfill the roles and responsibilities associated with being a Board Member.

### Terms of Directorship

In accordance with the organization's By-laws:

(1) The applicants for incorporation shall be the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected or appointed.

(2) The Directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors shall have been duly elected or appointed whichever comes first.

(3) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, Directors shall be eligible for re-election. Retiring Directors shall continue in office until their successors shall have been duly elected or appointed.

Typically, staggered terms are preferred so that the Board doesn't refresh all at once. The general rule of thumb for Best Practices suggests that Boards should turn over no more than one-third of the Board seats annually. This will help ensure that there is always an experienced Director on the Board.

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### Quorum

The Board cannot conduct any business except at a meeting of Directors unless quorum is achieved. Quorum for a Directors Meeting is at least three (3) of the Directors.

Director Meetings (also referred to as Board Meetings) don't have to be face-to-face meetings. When a Board Member is able to attend a Directors' Meeting but is unable to physically attend the premises where the meeting is being held, the Director will be permitted to attend the meeting via Teleconference.