



BOARD OF DIRECTORS – ROLES AND RESPONSIBILITIES

SECRETARY

Orienteering Canada, incorporated as the Canadian Orienteering Federation, is the governing body for the sport of Orienteering in Canada and is recognized as such by the International Orienteering Federation. Seven provinces and the Yukon have provincial or territorial orienteering associations that are members of Orienteering Canada. Orienteering Canada supports development, training and competition in the disciplines of orienteering by foot, mountain bike, nordic ski or trail orienteering for those with a mobility impairment.

Orienteering Canada is governed by a Board consisting of seven Directors elected by the membership, the Immediate Past President, an Athletes' Representative elected by national team athletes, and the association Executive Director (non-voting). Elected Directors hold the positions of President, Treasurer and five Directors-at-Large. Elected Directors serve two year terms and the Past President a one year term.

The Board of Directors is responsible for managing and directing the work of the federation and is accountable to the members. The over-all role of the Board of Directors is to provide leadership and stewardship to the corporation.

General Duties of Directors:

The general duties and responsibilities of all Directors shall be to:

- meet and maintain the qualification requirements of a director of a corporation as dictated by the Not-for-Profit Corporations Act
- meet and maintain the qualification requirements of a director of a Registered Canadian Amateur Athletic Association as dictated by the Income Tax Act
- meet and maintain the qualification requirements of the corporation's Bylaws that are in addition to those in the Not-for-Profit Act and Income Tax Act
- comply with the Not-for-Profit Corporations Act and its regulations, including maintaining an acceptable standard of care for the organization, acceptance of liability for decisions made and actions taken, and declaration of any true or perceived conflicts of interest between the Director and the corporation
- comply with the corporation's articles, by-laws, policies and procedures, as properly adopted by the Directors and/or membership
- attend all meetings of the Board of Directors, or providing reasonable notice if non-attendance is unavoidable. Directors are expected to maintain 80% attendance at Board meeting within each 12 month period.
- attend all meetings of committees of which the Director is a member, or providing reasonable notice if non-attendance is unavoidable. Directors are expected to maintain 80% attendance at committee meetings within each 12 month period
- report back to the Board as required by membership on committees of the corporation
- prepare for each Board of Directors meeting by reviewing previous meeting minutes and reading reports and documents circulated in advance of meetings

- prepare for committee meetings of which the Director is a member by reviewing previous meeting minutes and reading reports and documents circulated in advance of meetings
- actively participate in the Board’s planning, monitoring and evaluation responsibilities
- actively participate in the Board’s governance role of over-sight and accountability for the activities of the corporation
- submit authorized expense claims plus required original receipts for approved expenses incurred on behalf of the corporation in a timely manner
- diligently complete tasks and assignments as may be requested of the Director from time to time

Specific Duties of the Secretary:

The specific duties of the Secretary, elected as a Director-at-Large by the membership and appointed to be Secretary by the Directors, shall be to:

- be an Officer of the corporation
- ensure that the records system of the of the corporation is properly maintained
- ensure that the membership registration system and list of registered members is kept up-to-date, and liaise with the Treasurer as necessary regarding collection of membership fees
- ensure that all notices and agendas for of Board of Director meetings and membership meetings are circulated in accordance with the Bylaws and policies of the corporation
- ensure that the Minutes for all Board of Directors meeting are recorded, and that draft Minutes of meetings are produced and distributed within 7 days of each meeting
- ensure that the Minutes of the Annual General Meeting (AGM) and any other general meetings held are recorded, and that draft Minutes of the AGM and other general meetings are produced and distributed to Directors for review within 14 days of each meetings
- ensure that a copy of all Minutes from Standing and Ad Hoc Committees are received and kept in the corporation’s records system
- ensure that all filings required by the Not-for-Profit Corporations Act are submitted in a timely manner, and that the Treasurer is notified with proper documentation regarding any fees to be paid with the filings
- ensure that all official correspondence sent or received by the corporation is handled in an appropriate manner
- receive and file the records and decisions for all disciplinary actions taken or appeals heard in an appropriate manner, protecting confidentiality while ensuring that decisions and precedents are tracked and decisions made available as necessary for subsequent disciplinary and appeal bodies
- maintain the policies, procedures, regulations and /or handbooks of the corporation, ensuring that such documentation is available to members through an appropriate medium or mediums, and that all revisions, additions or deletions are made to the documentation in all of its versions, within 14 days of the decisions to revise, delete or add material
- work with Directors leaving office to ensure that there is an appropriate transfer of records to the incoming Directors responsible for the same portfolios or projects
- represent the corporation, if so delegated by the President, at meetings with funders, sponsors or other partner organizations
- represent the corporation, if so delegated by the President, at competitions or events

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