



BOARD OF DIRECTORS – ROLES AND RESPONSIBILITIES

VICE PRESIDENT

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 Vice President:

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

- be an Officer of the corporation
- perform all of the duties of the President if the President is absent or unable to fulfill the duties of that office for a period of one month or more, and so perform these duties for the duration of the absence or incapacity, or until such time as the President may be removed or vacates the office, and the Board appoints a new President, or the membership elects a new President
- preside in the singular instance, in the absence of the President, at a meeting of the Board of Directors
- preside in the singular instance, in the absence of the President, at a meeting of the membership
- act, if so delegated by the President, as the liaison between the corporation and the member Provincial and Territorial Associations, and member clubs
- be a member of the Governance Committee of the corporation
- be a secondary signing officer of the corporation for financial instruments and contracts
- 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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