

CHAIR OF THE BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES

MISSION

Girl Guides of Canada-Guides du Canada (GGC) is a catalyst for girls empowering girls.

PURPOSE

The Board of Directors, the governing body of GGC, is committed to the Mission and Vision of GGC and acts in the best interests of the organization. The Board functions as a group, but each Director has specific individual responsibilities. Every Board member is expected to act honestly and in good faith in exercising her powers and discharging her duties with a view to the best interests of GGC. Board members are expected to avoid any potential conflicts of interest and understand and maintain confidentiality.

Without limiting this general statement, the responsibilities of each Director include:

- provide governance oversight and direction;
- actively promote a culture of inclusion and engage with trust, candor, and respect while working to ensure all board members are equally involved and invested, sharing power and responsibility for the organization's vision and mission and the board's work;
- steward intellectual property and brand, financial assets, real property, and all other assets;
- participate in the review, approval and compliance monitoring of governance policies;
- approve the hiring and terms of employment of the CEO as well as participate in the annual evaluation of the CEO and in succession planning;
- review and approve the strategic plan, budget, audited financial statements, and risk framework and registers;
- ensure compliance with all legislation, the Bylaws and other key policies, updating to current standards as required;
- attend and actively participate in an informed manner at Board, committee, annual general meetings and provincial meetings;
- participate in assessments of the Board, Board Committees, and individual Director peer and self-assessments;
- contribute personal expertise and experience in support of the work of GGC;
- periodically represent GGC at events or in meetings with external and internal stakeholders;
- promote and support fund development initiatives including personal support at a level that is comfortable, and reaching out to contacts and networks to promote GGC;
- keep current with issues and trends that affect GGC;
- promote awareness of GGC in the external community;
- chair or sit on committees of the Board, and Committees and Task Forces of GGC, as required;
- fulfil the responsibilities of general voting Members of GGC; and
- ensure GGC is complying with all legal, compliance and regulatory requirements.

ADDITIONAL REQUIREMENTS AS CHAIR OF THE BOARD

The Chair of the Board will be a Director, who will lead the Board of Directors and will ensure that the Board fulfils its responsibilities for the governance of GGC and the delivery of its Vision and Mission. The Chair acts as a direct liaison between the Board and the management of GGC through the Chief Executive Officer (CEO). The Chair is an officer of the corporation. In addition to fully contributing to the Board as outlined in the general Roles & Responsibilities, the Chair of the Board will:

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- ensure that the responsibilities of the Board are well understood by both the Board and management;
 - ensure that the Board receives appropriate and timely information, material and reports from management regarding GGC's business and affairs in order to allow the Board to carry out its duties and responsibilities;
 - preside at all meetings of the Board unless there is a specific reason not to, ensuring the efficiency and effectiveness of meetings and that the Board acts and functions independently from management in fulfilling its fiduciary obligations;
 - facilitate full and open Board discussions, ensuring all Directors express their candid views;
 - oversee the delegation of authority to the Board's reporting committees and sit as an ex-officio member on Board committees and task groups as appropriate;
 - foster teamwork and a cohesive Board culture and facilitate communication with and among Directors;
 - preside over Executive Committee meetings, Board Meetings, Special Meetings and the Annual General Meeting;
 - lead the annual performance appraisal of the CEO, Board Directors and the Board;
 - work with committee chairs to ensure each committee operates effectively and keeps the Board informed of actions taken;
 - collaborate with the Nominating Committee and the Governance Committee in reviewing the performance and structure of the Board of Directors and its committees;
 - work with the CEO and her staff to approve the annual cycle of meetings, approve the agendas and materials for distribution and ensure all reasonable steps are taken to ensure that resources available to the Board are adequate to support its work;
 - between meetings, liaise regularly with the CEO to support her as required in fulfilling her mandate;
 - work with the CEO and her staff to ensure new Board Directors are properly oriented to GGC;
 - act as official spokesperson and liaison to WAGGGS, with overall Board responsibility delegated to the Director-International Commissioner;
 - in coordination with the CEO and her staff, ensure all Directors of the Board are informed in a timely manner regarding any crisis and speak publicly as required;
 - delegate certain or all of her responsibilities to the Vice-Chair to act on her behalf during her absence or unavailability; and
 - carry out other duties as requested by the Board as circumstances require.

Specifically, the Chair will have expertise and experience, as follows:

- Substantial senior business and financial acumen
- Experience leading a senior level high-functioning team
- Experience in a policy governance model, especially analyzing legislation, bylaws, governance policies and other corporate documents
- Experience supporting significant change, especially related to governance and operational structures
- Previous NFP board experience in governance, risk management and change management

Members of the Board are volunteers and, as such, serve without compensation. Expenses incurred in conducting regular Board business will be reimbursed.

Directors will demonstrate expertise and experience as follows:

- Ability to separate issues of stewardship and governance from operational issues
- Strong leadership skills and the ability to influence key stakeholders
- Strong communication, listening and interpersonal skills
- Time management skills to meet demands of the role

TERM OF OFFICE

Three (3) years