

Category: BOARD POLICY – BOARD PROCESS	
Title: TERMS OF REFERENCE: Officers of the Board	Reference Number: AB 130
Approved by: PHSA Board of Directors	Last Approved: June 18, 2105 Last Reviewed: June 18, 2015

INTRODUCTION

- A.** In accordance with the Bylaws, the officers of the Board are: the Chair, a Vice-Chair, a Secretary, the Treasurer and the Chief Executive Officer. The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer. Each officer must be a Member, except that the Board may appoint the Chief Executive Officer as Secretary, Treasurer or the Secretary-Treasurer. At its discretion, the Board may reassign the duties and responsibilities of the Vice-Chair, Secretary, or Treasurer, in whole or in part, subject to the Bylaws.
- B.** The additional office(s) of Secretary, Treasurer or Secretary-Treasurer does not entitle the Chief Executive Officer to be a Member, nor to vote at meetings of the Board or any of its committees.
- C.** In the absence of the Chair, the Vice-Chair shall possess all of the powers and perform all of the duties of the Chair.
- D.** The Treasurer shall be responsible for causing the Authority to keep such financial records, including books of account, as are necessary to comply with the *Society Act* and with the Bylaws and for such other duties as the Board may determine from time to time.
- E.** The principal duties and responsibilities of the Secretary are to:
 - i) under the direction of the Chair, prepare the agendas for all meetings of the Board, assemble the relevant support material, ensure timely delivery to the directors and schedule appointments for individuals and groups wishing to address the Board
 - ii) take minutes for all meetings of the Board and, when approved by the Board, sign such minutes jointly with the presiding Chair

- iii) complete Board Meeting Fees Claim Forms for the payment of Board or for Other Meetings where minutes including a record of attendance are provided in the Authority's records
- iv) review and process for approval and settlement all expense claims submitted by the directors including the Chair
- v) maintain an overall record of director attendance at Board and committee meetings
- vi) hold the original copies of the Conflict of Interest declarations signed by the directors
- vii) maintain the Board Reference Manual, ensuring that approved updates are posted to the confidential Board website and periodically review the website to ensure its accuracy and relevancy
- viii) have custody of all Board records including the minutes of all meetings of the Board and its committees
- ix) have custody of the seal of the Authority, if applicable

The Board Secretary has the authority to delegate some but not all of the tasks as it relates to this position.

- F.** The officers, other than the Chair, are elected annually by the Members at the annual general meeting in each year and shall hold office for a term of one year.

Policy Created on: December 15, 2005 Revision Dates • June 26, 2014 June 18, 2015
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