

Category: BOARD POLICY – BOARD PROCESS	
Title: TERMS OF REFERENCE: Officers of the Board	Reference Number: BCEHS-AB130
Approved by: BCEHS Board of Directors	Last Approved: September 17, 2020 Last Reviewed: September 17, 2020

I. INTRODUCTION

- A. In accordance with the Bylaws, the officers of BC Emergency Health Services (the “Corporation”) are: the Chair, the Acting Chair, and the Secretary. Each officer must be a Director of the Corporation.

II. DUTIES AND RESPONSIBILITIES

- A. The Acting Chair will be a Director who will perform the duties of the Chair in the absence of the Chair. The Acting Chair will assist the Chair in the performance of his or her duties upon request of the Chair. The Acting Chair will carry out special assignments for, and represent the Board externally, as may be requested from time to time.
- B. The Secretary is responsible for:
 - i) causing the financial records to be kept, including books of account, as are necessary to comply with the *Emergency Health Services Act*, the Bylaws, and the *Financial Administration Act*;
 - ii) overseeing the preparation of the reports and statements which the Corporation must prepare and submit to the Minister of Health under the *Emergency Health Services Act*; and
 - iii) such other duties as the Board of Directors may determine from time to time.
- C. The principal duties and responsibilities of the Secretary are to keep such non-financial records as are necessary to comply with the *Emergency Health Services Act* and the Bylaws and for such other duties as the Board of Directors may determine from time to time. The Secretary shall be authorized to delegate

to the Board Liaison or the Corporate Secretary responsibility to do the following:

- i) under the direction of the Chair, prepare the agendas for all meetings of the Board, assemble the relevant supporting 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) review and process for approval and settlement all Board retainer payments and expense claims submitted by the Directors including the Chair;
- iv) maintain an overall record of director attendance at Board and Committee meetings;
- v) hold the original copies of the Conflict of Interest declarations signed by the Directors;
- vi) causing Management to 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;
- vii) causing Management to maintain custody of all Board records including the minutes of all meetings of the Board and its committees; and
- viii) causing Management to maintain custody of the seal of the Corporation, if applicable.

D. The Acting Chair and Secretary are elected by ordinary resolution of the Board of Directors. The term of office for each of such officers is one year, subject to the Bylaws.

Policy Created on: December 15, 2005				
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June 26, 2014	June 18, 2015	June 28, 2016	June 28, 2017	Jun 28, 2018
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