

WACC POLICY

ROLE OF DIRECTORS

Adopted by the Board

October 2011

Responsibilities

1. The Board of Directors has the responsibility for establishing the strategy for the organisation, although some matters, such as any change to the governing documents, require the concurrence of the membership.
2. Unless given specific responsibilities by the Board, an individual Director has no authority to act on behalf of the organisation.
3. Directors have a responsibility to participate in fulfilling the Board's governance duties.
4. A Director does not represent the interests of the Region by which he or she has been elected, but is expected to contribute to the meeting the perspective of the Region.
5. In reaching any decision, eg when voting, a Director must be governed by the best interests of the whole Association and all of its Members.
6. Directors may not participate in any part of a Board meeting which deals with any matter in which they have a direct personal interest (as specified in the governing documents).
7. A Director may be held accountable in law for actions of the organisation which they sanction or if they fail to take action to control.
8. Directors of WACC serve without remuneration; however, certain expenses incurred in connection with the performance of their duties are covered.

Expectations

It is expected that Directors will:

9. Attend and contribute to any face-to-face meeting of the Board held during their term of office. (Travel costs and reasonable expenses incurred by a Director to attend a meeting are covered by the Association.)
10. Participate in any on-line meeting of the Board held during their term of office.
11. Be willing to serve, if appointed, as a member of the Executive Committee.
12. Bring to the attention of the Board, through the President, any concerns that they may have about the activities of the Association.
13. Become generally familiar with the requirements of the Association's governing documents and with generally accepted standards of not-for-profit governance.
14. Become aware of the various activities and initiatives in which WACC is involved, and maintain awareness of changes in these.
15. Review the Associations financial reports when presented.
16. While a member of the Board, support all decisions taken by the Board.

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17. Identify any conflict of interest that they may have.
18. Ensure that the actions of the Board are communicated to the Region by which they were elected.
19. If requested, assist with fundraising and other activities of the Association and represent the Association at events, either organised by WACC or by others.
20. Refrain from any action that may adversely affect the Association.

Additional Information

WACC has two Boards of Directors. There is one Board for each of the companies, one of which is registered in Canada and one in the UK. The composition of the two Boards is identical, except that each has one special member from the area in which the company is located. The two Boards meet concurrently, except when dealing with matters which are particular to one of the companies. In General the Board meets face to face once every three years (other years the Executive Committee, composed of about half of the Board members, meets), and between such meetings may hold on-line meetings to deal with issues that may arise.

The UK company is registered in England and Wales. It is a Limited Company subject to the provisions of the Companies Act, and certain legal obligations are placed on the Board and on the Directors by that Act. For example, the Act provides that Directors have a duty to promote the success of the Company and take account, among other things, of the interests of the organisation's employees and the impact on the community and the environment.

WACC-UK is also a Registered Charity, and, as such is subject to the jurisdiction of the Charities Commission. Its governing documents are the Memorandum and Articles of Association and the associated Bylaw.

The Canadian company is an Incorporated Charitable Organisation, regulated by the Canada Corporations Act. Its governing documents are the Letters Patent, including Supplementary Letters Patent, which specify Articles and Bylaws.

The governing documents of the UK and Canadian companies are very similar, for the most part having identical wording for corresponding matters.

All members of the Board(s) of Directors are called Directors. The President and Treasurer are elected by the Board from the membership. The General Secretary is appointed and elected by the Board. The other Directors are elected by the Regions. The Vice President and Secretary are elected by the Board from among the Directors elected by the Regions.

Each Region elects two Directors, one male and one female, and is required to elect two Alternate Directors, also one male and one female. The Directors elected by the Regions serve for a term of three years and may be re-elected, but cannot serve more than two consecutive terms.