

### **1. General Principles:**

- a) The Board of Management commits itself and its Members to ethical, businesslike, and lawful conduct, including the proper use of authority and appropriate decorum in acting as Board Members.
- b) Board Members must represent unconflicted loyalty to the interests of the Britannia Community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
- c) Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

### **2. Board Communications:**

- a) The President will represent the Board to outside parties in announcing Board-stated positions; and in stating Executive decisions and interpretations within the area delegated thereto.
- b) The President may delegate this authority but remains accountable for its use.
- c) Board Members' interactions with the public, press, or other entities must recognize the limitation and the inability of any Board Member to speak for the Board except to repeat explicitly stated Board decisions.

### **3. Committee Roles:**

- a) Board Committees, when used, will be assigned so as to reinforce the wholeness of the Board's mandate and duties.
- b) Board Committees are intended to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board Committees will normally not have dealings with current staff operations.
- c) Board Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with the authority delegated to the Executive Director.
- d) Board Committees cannot exercise authority over staff.

- e) Board Committees are to avoid over-identification with organizational parts rather than the whole. A Board Committee that has helped the Board to create policy on some topic may (but not necessarily will) be used to monitor organizational performance on that same topic.
- f) Board Committees, except for the Standing Committees, will be used sparingly and ordinarily in an ad hoc capacity.
- g) This policy applies to any group that is formed by Board action, whether or not it is called a committee, and regardless of whether the group includes Board Members. It does not apply to committees formed under the authority of the Executive Director.

#### **4. Board Vacancies**

Vacancies occurring on the Board may be filled by the following process:

1. Individuals who ran for the Board at the prior Annual General Meeting provided the vacancy is within 3 months of the Annual General Meeting.
2. Interested community members.  
Individuals will be invited to submit a short bio prior to the next Board meeting, after the vacancy has occurred, they will also be asked to do a short presentation at the Board. A secret ballot will be provided, which will be counted by staff.