

## **Canadian Friends Service Committee (Quakers)**

### **Board of Directors (2010)**

#### Roles and responsibilities of the Board of Directors of CFSC:

To discern the leading of the Spirit we listen for promptings within ourselves and in the ministry of others. This does not mean that we don't use our brains or think. It does mean, however, that we try to open ourselves to an awareness of the working of the Spirit both within ourselves and within the meeting as a whole.

It is this experience of being gathered in the Spirit that is the unity we seek in making decisions. We share our knowledge, opinions, and insights as we feel led, but in the end we release them as we discern the leadings of the Spirit in the gathered meeting.

Meeting for worship for business is a central part of the life of CFSC, for it is here that we experience the corporate gift of God: love in action.

~ Adapted from Roger Walmsley, 2003, in *This We Can Say: Australian Quaker Life, Faith and Thought*. Australia Yearly Meeting 2003, 2.37.

#### Introduction:

CFSC is a federally registered charity and a federal not-for-profit corporation. CFSC is also a Standing Committee of Canadian Yearly Meeting.

CFSC is governed by a board of directors. Directors are persons who govern a registered charity and/or corporation. Within CFSC, the board of directors is the body which considers the direction of CFSC's service, and the spirit and manner in which it is carried out.

In fulfilling its mandate, CFSC's board of directors must comply with the objects of CFSC as stated in the letters patent and the bylaws as well as our charitable purposes. It must also comply with the relevant provisions of charity law as well as the Corporations Act (federal) and the rules established under the common law governing directors' duties. Friends serving on the board of directors are required to fulfill their role with competence (or skill) and diligence in the best interests of the corporation.

#### Membership on the board of directors:

There are twenty-two directors on the board of CFSC, including one representative appointed by Canadian Young Friends Yearly Meeting. Given CFSC is incorporated, our process is a bit unusual. Canadian Yearly Meeting appoints the members of the corporation who then appoint themselves to serve as the board of directors of CFSC at the Annual General Meeting of members, as outlined in the Memorandum of Understanding between CFSC and CYM (2001). Usually one-third of the members of the corporation (who, de facto, are the board of directors of CFSC) are nominated each year by the CYM Nominating Committee, and approved by Canadian Yearly Meeting, to serve for a three-year term. Members of the corporation (and, concurrently, the board) may serve two consecutive three-year terms. After a break of one or more years they may again be nominated for CFSC.

Members of the corporation (and, concurrently, the board) are not appointed to

represent any group or geographical area. They are chosen for their uniqueness, for who they are and for the particular knowledge, experience and skills they can contribute. Because of this uniqueness there can be no alternate named to serve. However the meetings of the board of directors are usually open and any interested person may attend (requests must be approved by the Clerk of CFSC).

Friends serving on the board of directors are required by law to be a minimum of 18 years of age and to provide their date of birth and full legal name for the Charity Return submitted to Canada Revenue Agency.

CFSC has two additional categories of membership by which Friends can be involved in the work of CFSC: Corresponding Members and Associate Members.

Further information on being a member of the corporation of CFSC and on members' meetings (such as the Annual General Meeting) can be found in the Bylaws of the Corporation.

#### Resignation:

A member of the board of directors (who is de facto also a member of the corporation) may withdraw by sending a written resignation to the Clerk, with a copy to the Recording Clerk. If a member misses two consecutive Board Meetings, the clerk will discuss the situation with the member and may ask the member to resign if they are unable to fulfill their responsibilities.

#### Frequency of meetings:

The board of directors meets for two full weekends, one in the fall and one in the spring, on dates confirmed by the board. In addition, the CFSC clerk may convene a Board Meeting prior to, or during, Canadian Yearly Meeting at a convenient time and location.

The Annual General Meeting of the corporation of CFSC is held in conjunction with the fall Board Meeting. Its business is carried out in accordance with the By-laws of the corporation and within the terms of the Memorandum of Understanding between Canadian Yearly Meeting of the Religious Society of Friends (Quakers) and Canadian Friends Service Committee.

#### Role of the board of directors:

The board of directors is responsible for:

- the overall management of CFSC;
- ensuring supervision of all staff;
- participating in program committees which set and implement the programming of CFSC and ensuring its consistency with CFSC's charitable purposes;
- developing and implementing policy;
- being knowledgeable about the business and financial affairs of CFSC and protecting its charitable property;

#### Responsibilities of Friends serving as directors on the board:

In addition to what is outlined in the letters patent and by-laws of CFSC:

- Attend the fall and spring Board Meetings of CFSC having read documentation circulated in advance and being prepared in heart and mind;
- Serve on a program committee (e.g. QPASCC, QFJ, QAAC);

- Serve on an administrative committee (e.g. Nominating Committee, Finance Committee, Personnel Committee, Executive Committee [by virtue of position or as designated]) and/or working group of the board;
- Appoint all members of administrative committees, working groups, and ad-hoc committees of the Board;
- Approve the budget of CFSC (including QIAP budget) at the spring Board Meeting;
- Ensure CFSC's fiscal responsibility (principally managed through the year by the Treasurer, CFSC Finance Committee and Executive Committee), receipt of financial reports at board meetings;
- Approve all CFSC-related policy for inclusion in the POP Manual including our vision, terms of reference, principles, etc.;
- Approval programmatic policies on the recommendation of program committees;
- Support the fundraising efforts of CFSC which are essential to fund the work;
- Be knowledgeable about the work of CFSC by reading the regular flow of information sent to directors by staff and clerks;
- Be familiar with the content of the CFSC Policy, Organization and Procedure Manual and consulting as necessary;
- Be an ambassador for CFSC with Friends in own local area including own Monthly Meeting and Half Yearly Meeting;
- From time to time considering contributing a CFSC news item for the Canadian Friend or Quaker Concern;
- Communicating concerns, support, ideas and criticism from Friends to CFSC;
- Assist in planning CFSC presentations at Yearly Meeting.

#### Compensation:

In Ontario, where CFSC's head office is located, Directors are not entitled to compensation for serving on the board of a charity other than reimbursement of reasonable expenses incurred to further the purpose and activities of the charity. Directors cannot receive salaries, stipends, grants, honorariums, consulting fees from a charity. With regards to the latter, if a director is an accountant or lawyer, for example, neither they nor their firms can provide any fees for service. (October 3, 2007 - from:

[http://www.globalphilanthropy.ca/index.php/articles/top\\_ten\\_canadian\\_charity\\_law\\_issues/](http://www.globalphilanthropy.ca/index.php/articles/top_ten_canadian_charity_law_issues/)).

Under the Income Tax Act, a registered charity that confers on a director an undue benefit is liable to a penalty equal to 105% of the amount of the benefit. This penalty increases to 110% and the suspension of tax-receipting privileges for a repeat infraction within 5 years.

Directors of the board are able to claim approved expenses associated with fulfilling their role (please see "*Finance - Expense Reimbursement and Budget Disbursements*").

#### Officers:

The officers of CFSC are the clerk, associate clerk, recording clerk and treasurer. The terms of reference for officers are outlined in both CFSC's letters patent and by-laws and separate entries in this section.