

Saskatchewan Invasive Species Council

Board of Directors Terms of Reference

Introduction

The Saskatchewan Invasive Species Council (SISC) is a multi-stakeholder non-profit society whose members all have a vested interest in invasive species. The following terms of reference define the respective roles, responsibilities, and term expected of the Board of Directors. Any amendment(s) to these terms of reference must be ratified at the Annual General Meeting or a General Members' Meeting of the Saskatchewan Invasive Species Council (SISC) before taking effect.

Purpose, Responsibilities and Authority

The purpose of the Board of Directors is to:

Provide the membership and Coordinator with leadership and focus consistent with the goals and objectives, by-laws and business plan of the SISC.

The Board of Directors is responsible for:

- actively providing the Coordinator with support and direction regarding governance, funding, projects and activities of the SISC.
- identifying and bringing forth new issues and opportunities to the SISC membership.
- contracting or employing such persons, companies or organizations as may be required to carry out the work of the SISC. If no people are contracted/employed, the Board members are responsible for the duties related to the Council.
- annual Coordinator performance review and feedback.
- appointing committees from among the membership to carry out specific work of the SISC.
- holding the Annual General Meeting of the SISC in accordance with the by-laws.
- calling Special Meetings in accordance with the by-laws.
- monitoring the success of SISC initiatives.
- managing the liabilities and assets of the SISC and ensuring that the financial records are audited annually in accordance with the by-laws.
- reporting to funding agencies, as required.
- reporting to the membership regarding the activities of the Board of Directors, committees and Coordinator.
- the Chair and the Coordinator shall be the primary spokespersons for the SISC to the media
- all directors are spokespersons for the SISC to the community at large.

In addition, individual Directors are expected to:

- support decisions made by the board
- not characterize the positions or suggestions of other members in their discussions with the media or public
- be personally involved and interested in SISC activities
- accurately represent the interests of their organization and sector
- attend board meetings and be fully informed and up to date about the subjects to be discussed at such meetings

Directors should exhibit the following attributes:

- be knowledgeable about invasive species, their impacts and their management
- can represent the interests of their sector while working creatively and constructively with others toward a common goal
- can effectively communicate the work of the Council to others in their sector
- can allocate the time required to complete the work of the Council.
- respect the opinions and experience of others on the Council.

The Board of Directors is authorized to conduct business and to make decisions on behalf of the SISC membership by virtue of their election and of the ratification of the SISC business plans and Board of Directors Terms of Reference at the Annual General Meeting, in accordance with the by-laws.

Board of Directors Structure

There will be four sector categories for board representation. These are:

- Government of Saskatchewan
- Other government (Municipal/Federal)
- Non-government organizations/Individuals/Academia
- Industry

The composition of the Board should respect the need for balance among the four broad categories, ideally with a mix of representation within each category. The Council will also strive to achieve representation regarding all types of invasive species and habitats. The Board shall contain no less than 8 members. Ex-officio board members are allowed.

The Council's expectation is that, if/when a board position term has ended, it will be filled by election at the AGM.

If a board position is vacated prior to the term end, this position shall remain vacant unless the board can appoint a suitable replacement to stand as "Acting Director" until the next AGM, at which time the vacant position will be filled by election.

Term

Directors shall serve a three-year term with a maximum of six consecutive years from the date of the Annual General Meeting in which they were elected. However, board members who have previously served may be re-elected after a one year break. Terms will be staggered, with a maximum of four directors turning over in any one year. However, acknowledging that other positions may occasionally be vacated, some years may have additional vacancies to be filled at the election, in addition to the expired positions.

Ideally, a Board that is equally representative of all four sector categories should be strived for.

Executive Committee

Following each annual general meeting, the newly elected Board of Directors shall elect from among its members, a Chair, Vice-Chair, Secretary and Treasurer to act as the Executive. An Executive Committee member may serve annual terms up to six (6) years.

Board Meetings

The Coordinator and the Board of Directors will meet a minimum of four times per year.

Meetings may be held in person, by conference call, videoconference, internet, email, or through a combination of these.

Meeting protocols are set out within the Meeting Policy and Procedures.

Decision Making

Decisions will be made by consensus wherever possible. A vote will formalize the decisions made by consensus. Decisions will be recorded as majority vote, provided quorum is present. Each Board of Directors member has one vote. Quorum will constitute 50% + 1 of Board of Directors members. When it is required that decisions be made by email or fax, members will be given a date by which they must respond. No response will imply acceptance of the motion. Ex-officio board members have all of the rights that board members do, except that they don't count toward quorum when they are not a member of the Saskatchewan Invasive Species Council.

Accountability

The SISC Directors are accountable to their member groups and overall membership for dealing with issues, priorities and decisions. The SISC will be accountable to the public for being a trusted resource for information on invasive species and issues associated with invasive species.

Removal of a Board Member

A board member may be removed before the expiration of their term for many reasons, such as failing to attend four consecutive board meetings, acting illegally or for failing to fulfill the duties of the board as outlined in the Board of Directors Terms of Reference. Council members and/or Board members may remove a Board member if they submit, in writing, a letter stating why they wish to remove the Board member, giving specific examples of their objectionable behavior. This letter must have 5 signatures of Council members in good standing and be submitted to one of the Executive members (President, Vice-President, Secretary or Treasurer). Upon receipt by the Executive, a special meeting will be called within three month's time to vote on the dismissal of the Board member in question. The special meeting should be advertised to the membership and any SISC member in good standing will be allowed to attend and vote at this meeting. The Board member in question will be contacted to ensure their attendance. If the Board member can't be contacted in 3 months, can't commit to attend a special meeting within three months or commits and fails to attend the meeting, the meeting will take place in their absence. At the meeting, the accusations will be read to the Board member in question, and they will have no more than 30 minutes to defend themselves, after which a vote by secret ballot will take place. Quorum will consist of 50% + 1 of the Board. In order to dismiss the Board member, 50% + 1 of the attendees' votes will be needed (majority rule). At the next annual general meeting, the dismissed Board member can appeal their dismissal, taking no longer than 30 minutes, after which another secret vote will be held, where 50% + 1 of the attendees' votes will be needed to overturn the original decision.