

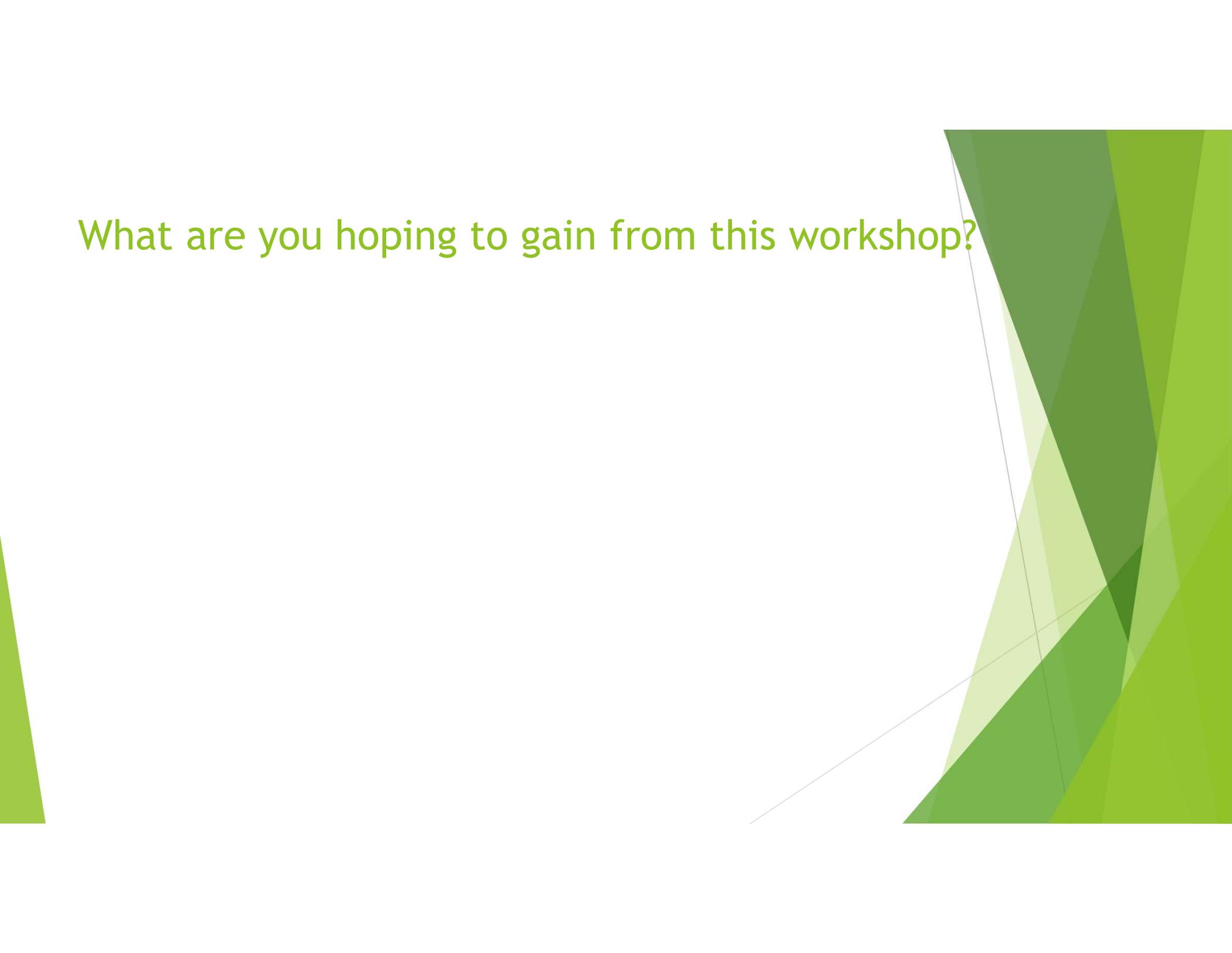
Officers

CHASEO Fall Education Day, November 2018

Introductions



What are you hoping to gain from this workshop?

The background of the slide is white with abstract green geometric shapes. On the right side, there are several overlapping triangles and polygons in various shades of green, from light lime to dark forest green. A thin, light grey line extends from the bottom left towards the top right, passing through the green shapes. On the far left edge, a small portion of a green triangle is visible.

Goals and Objectives

Workshop participants will be able to:

- ▶ Identify the officers roles,
- ▶ Understand the job descriptions of the president, vice-president, treasurer and secretary,
- ▶ Distinguish the officers duties within the structure of the co-op,
- ▶ Create job descriptions for the officer's duties, and
- ▶ Review the organizational elements for officers.



Agenda

1. Welcome
2. Description of Officers
3. Qualifications of Officers
4. Role Play Activity
5. BREAK
6. Role of the Board
7. Role of Officers / Job Descriptions
8. Duties Activity
9. Wrap-up

Positions

A co-operative shall have a president and a secretary and such other officers as are provided for by by-law or by resolution of the directors.

An officer is a person holding one of the following positions:

- ▶ President
- ▶ Vice President
- ▶ Treasurer
- ▶ Secretary



* This may also be called the executive or executive com

Executive Committee

Where the number of directors of a co-operative is more than six, and if authorized by a by-law, the directors may elect from among their number an executive committee consisting of not fewer than three of whom a majority shall be resident Canadians and may delegate to the executive committee any powers of the board of directors, subject to the restrictions, if any, contained in the by-law or imposed from time to time by the directors.



Committees and Staff

The board can arrange for things to be done by committees or staff. The board has to supervise them. The board has final responsibility and can overrule committees or staff.



Chair

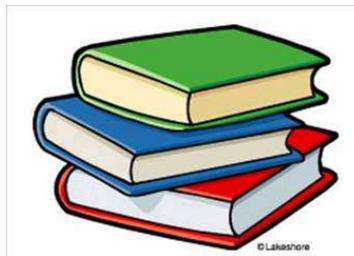
- ▶ The chair is not necessarily an officer but has a role to play.
- ▶ The chair for all board meetings will be the president, or the vice-president if the president is absent. The board can choose someone else. That person can be another director, a member or an outside person. The chair can only vote in order to break a tie and only if the chair is a director.



CoolClips.com

The Act

- ▶ Unless the articles or by-laws otherwise provide, no person shall be the president of a co-operative unless he or she is a director of the co-operative, but no other officer except the chair of the board need be a director.
- ▶ **Directors and other members can only hold one office at a time.**



Qualifications

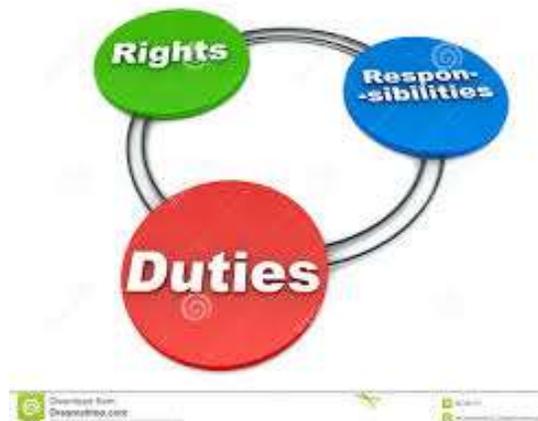
- ▶ All officers must be members of the co-op. (By-laws may vary on this issue.)
- ▶ Only the president and vice-president have to be directors.
- ▶ An office becomes vacant when the officer is no longer a member.
- ▶ If the president or vice-president ceases to be a director, the office automatically becomes vacant. If other officers cease to be directors, the office does not automatically become vacant.

Election of Officers

- ▶ Officers are elected among the board of directors annually or more often if needed.
- ▶ The election normally takes place at the first board meeting after the co-op's board elections.
- ▶ The officers term is usually 1 year.
- ▶ The board can elect any other officers and give them any authority and duties.

Standard of Care for Officers

Every director and officer of a co-operative shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the co-operative, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.



Resignation of Officers

- ▶ An officer who is a director can resign as an officer without resigning as a director.
- ▶ (An officer can resign by giving written notice to the co-op. The notice must be delivered to the president or to the co-op office.
- ▶ The resignation will take effect at the time the resignation is received or at the time stated in the resignation, if that is later.

Powers of Individual Directors

The board of directors can act only by a decision of the board as a whole. Individual directors have no authority to act except as stated in a by-law or as authorized by a decision at a board meeting.

Board Meeting



Role Play Activity

- ▶ Describe a situation where a board member may be approached to make a decision based on the office that they hold.
- ▶ Identify the key players in the situation.
- ▶ Create 2 scripts: 1 with a negative outcome and 1 with a positive outcome.

Examples

- ▶ The treasurer is approached by another board member to approve a \$5500 contract for furnace inspections.
- ▶ The president is approached by a member to add an item to the board agenda.

Performance of Directors' Duties

Each director must

- ▶ attend all board and members' meetings unless excused by the board based on advance notice of absence or later information if advance notice was not possible
- ▶ prepare for all meetings
- ▶ comply with the co-op by-laws and with board decisions, and
- ▶ comply with the Directors' Ethical Conduct Agreement and the Confidentiality and Conflict of Interest Agreement.



Confidentiality and Conflict of Interest Agreement

All officers who are not directors must sign a Confidentiality and Conflict of Interest Agreement within ten days after they become officers. A signed copy must be given to the manager. People who fail to do this are automatically removed as officers.



Duties of the Board

The board of directors shall manage or supervise the management of the affairs and business of the co-operative.



Working Together



- ▶ Ensuring that all the duties of the officers are complete is the responsibility of everyone, including:
 - Board Members
 - Staff / Managers
 - Other Professionals
- ▶ It is important to be clear about who is performing the duties.

Authority

- ▶ The co-op should determine the duties that are oversight and the duties that are day-to-day activities and develop a clear description for all those involved.
- ▶ Officers have oversight but should not be making decisions for their office without the other players.
- ▶ Officers should seek out advice and consult experts where needed to ensure their duties are fulfilled.

Role of the Board

- ▶ The board is responsible for the good governance of the co-op. The board supervises the management of the co-op. It can use all the powers of the co-op, unless the *Co-op Act* or the by-laws say that a members' meeting is needed to decide on something.



Role of the Board: Members

- ▶ approve or refuse membership applications
- ▶ call members' meetings and present an agenda to the members
- ▶ report to the members on the activities of the board and committees
- ▶ pay attention to the community needs of the members
- ▶ make sure that education about co-operatives is available to members



Role of the Board: Finances

- ▶ oversee the financial affairs of the co-op
- ▶ present a budget to the members
- ▶ make financial decisions for the co-op within the budget and by-laws
- ▶ arrange for long-term financial planning based on expected future needs of the co-op
- ▶ make sure the co-op has a current building condition assessment, a current reserve fund study and an asset management plan
- ▶ report to the members on the co-op's finances



Role of the Board: Maintenance

- ▶ ensure that the co-op's property is well maintained and repairs are done when needed
- ▶ make sure that the system for responding to member work orders operates efficiently



Role of the Board: Risk Management

- ▶ make sure the co-op has appropriate insurance for the co-op property and for co-op liability
- ▶ make sure that other kinds of insurance are maintained if prudent and cost-effective, such as directors' and officers' liability insurance and employee and contractor dishonesty insurance or bonding
- ▶ evaluate long-term maintenance contracts for co-op equipment
- ▶ make sure the co-op has a disaster relief plan
- ▶ arrange for all required fire plans
- ▶ make sure the co-op's electronic records and data are backed up and protected

Role of the Board: Organization



© Can Stock Photo

- ▶ make sure that co-op by-laws are reviewed regularly
- ▶ have a clear outline of the responsibilities of committees and staff
- ▶ direct and co-ordinate the activities of committees
- ▶ involve the co-op in the broader co-operative movement and in the local community

Role of the Board: Staff / Management

- ▶ Hiring Process
- ▶ Supporting Staff development
- ▶ Providing Staff liaison
- ▶ Evaluating Staff



JOB DESCRIPTION: President

- ▶ gives leadership to the co-op
- ▶ represents the co-op to the outside world unless the board has appointed someone else for a specific event or purpose
- ▶ chairs meetings of the board unless the board chooses someone else
- ▶ follows the decisions approved at board and members' meetings
- ▶ acts as the co-op's representative in ongoing dealings with staff unless this duty is given to another officer
- ▶ co-ordinates the work of the board, committees, members and staff, and
- ▶ reports about board activities at every members' meeting.



JOB DESCRIPTION: Vice-president



- ▶ The vice-president performs the president's duties in the absence of the president and generally works with the president in carrying out the president's duties. The president and vice-president review their roles regularly to make sure that they are carrying out all their responsibilities.

JOB DESCRIPTION: Treasurer

The treasurer will act as the co-op's representative in dealing with the auditor beyond what is normally done by staff

- ▶ work with staff and the auditor in implementing and monitoring internal financial controls
- ▶ when available, sign cheques on behalf of the co-op along with one other signing officer
- ▶ each month, review the reconciliation of the co-op's bank accounts performed by staff, sign the reconciliation statement to show the review has been performed and report to the board on any problems
- ▶ work with staff in preparing an annual budget and any capital budget and present the budget to the board, and
- ▶ receive a copy of any management report from the auditor as soon as possible, report to the board on it and work with staff and the board in implementing its recommendations.

JOB DESCRIPTION: Secretary

- ▶ giving all required notices of board and members' meetings
- ▶ providing all necessary documents for board and members' meetings
- ▶ ensuring that co-op minutes and minute books are properly kept up and meet appropriate standards, including
- ▶ minutes of board and members' meetings include all motions and the results of the motions
 - ▶ all reports, resolutions, by-laws and other things submitted at a meeting are attached to or included with the minutes
 - ▶ minutes of board and members' meetings are duly signed by two signing officers and inserted in the minute book
 - ▶ the minute book is kept up to date, and
 - ▶ minutes of all board and members' meetings are distributed before the next meeting
- ▶ making all necessary corporate filings with the government, and
- ▶ arranging for a copy of all new by-laws to be given to the members as soon as possible after they are confirmed.

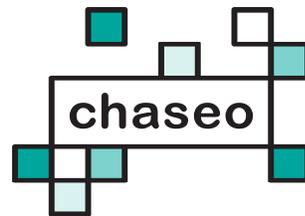
Duties Activity

- ▶ There is a list of duties that are relevant for each office.
- ▶ There is a blank duty form for each office.
- ▶ Take each duty and place it under the appropriate heading (Manager or Officer).



Resources

► <https://chaseo.coop/>



► <https://chfcanda.coop/education-and-resources/resource/>

CHF Canada Home > Education > Resource Centre

Google™ Custom Search



TOOLS

for good management and governance

- | | |
|---|--|
|  Governing your co-op |  Sustainability |
|  Managing your co-op |  Outside resources |
|  Funding programs |  Articles to clip and post |
|  Forms, by-laws and more |  Workshop Materials |
|  Diversity |  Young Member Strategy icon |
|  2020 Vision | |

TRAINING

for co-op members and managers

- | | |
|--|---|
|  Education events and workshops |  Co-operative Studies Programs |
|  Training in co-op housing management |  Online learning |
|  Workshop leaders | |

Workshop Evaluation

- ▶ Please take a few minutes to fill out the evaluation.

Evaluations help us with:

- ▶ Ideas for new workshops,
- ▶ Ways to improve workshops, and
- ▶ Hear your views.

