



BOARD OF DIRECTORS

TERMS OF REFERENCE

June 24, 2022

The Board of Directors (the “Board”) are the voting Members of Geoscience BC Society (“Geoscience BC”). The Board is governed by Geoscience BC’s *Constitution and Bylaws*.

Purpose, Functions and Responsibilities

- The Board ensures compliance with BC’s *Societies Act*, and all applicable legislation.
- The Board’s primary responsibility is the fulfillment of the organization’s purposes as set out in the *Constitution* and the legal accountability for its operation.
- The Board ensures that adequate human and financial resources are available, sets the annual budget and forms the strategic plan to accomplish its purposes. The Board provides strategic direction and leadership for Geoscience BC by developing and approving the strategies, policies and plans necessary to fulfill the organization’s Strategic Plan and to prevent perceived, potential or actual conflict of interests.
- The Board oversees the role of the President & Chief Executive Officer (CEO), including their hiring, compensation, performance reviews, guidance and succession planning.
- The Board oversees the application process for non-voting Members.

Director Expectations and Agreements

- Directors are asked to annually sign an Acknowledge and Declaration of the *Code of Conduct and Ethics, and Conflict of Interest Guidelines*, and to declare any potential conflicts of interest to the President & CEO or Chair of the Board if, and when, they arise.
- Directors agree to:
 - Be an advocate for Geoscience BC;
 - Be personally committed to the purposes of Geoscience BC and willing to volunteer sufficient time to help achieve the organization’s purposes;
 - Act in the best interest of the organization;
 - Be accountable to fulfill your duties on behalf of Geoscience BC under applicable standards of conduct;
 - Make reasonable efforts to attend Board meetings (with the expectation of at least two of the four yearly scheduled meetings), and attend to Board consent resolutions or other matters as efficiently as possible;

Board Membership

- The Board consists of a minimum of five and a maximum of 13 Directors, all of whom are appointed at a general meeting for three-year terms, with the exception of the President & CEO who is a Director by virtue of their position.
- A Director can be appointed for a maximum of three three-year terms unless extended due to extenuating circumstances.
- The Board retains the authority to revoke an appointment as may be deemed necessary.
- Any Director vacancy can be filled by the voting Members for the remainder of the term of the Director being replaced.
- If a Director misses three consecutive meetings without giving reasonable cause to the Chair in advance, he or she will be deemed to have resigned from the Board.

Appointment of the Chair of the Board, Vice-Chair, Treasurer and Secretary

- The Board will appoint the Officers of Geoscience BC, including the Chair of the Board (“Chair”), Vice-Chair, Treasurer and Secretary, at any Board meeting following the Geoscience BC Annual General Meeting each year, or at any general meeting.
- The Board retains the authority to revoke an appointment as may be deemed necessary.

Duties of the Chair of the Board

- Ensure Board functions are carried out;
- Organize and chair Board meetings, with the assistance of the Corporate Secretary; and
- Ensure that an agreed written record (meeting minutes) of each of the Board meetings, including all recommendations, is submitted to the Corporate Secretary and forwarded to the Board as required.
- The Vice-Chair will perform the duties of the Chair of the Board in their absence.

Meeting Procedure and Frequency

- A quorum will consist of a majority of Directors.
- All Board decisions will be made by majority vote.
- The Board will meet not less than four times in each year, usually in March, June, September and December.
- Meetings of the Board may be conducted in person, by teleconference or by videoconference.

Staff and Other Resources

- The Corporate Secretary is available to assist the Board with meeting scheduling, dissemination of documentation, record keeping, and other tasks that may be required by the Board from time to time.
- Directors will be reimbursed for their travel and out-of-pocket expenses for participating in Geoscience BC meetings and undertaking Geoscience BC business.
- Directors will receive no remuneration for their services.

Terms of Reference to be reviewed annually by Board of Directors and other Geoscience BC staff if, and as, required