

BCACC Board Terms of Reference

Purpose

The Board governs the BC Association of Clinical Counsellors (BCACC), providing high-level direction to the Executive Director [and Registrar] and ensuring accountability of the Association to its members.

Composition

BCACC members elect a total of 9-12 Board members for three-year terms, to a maximum of two consecutive terms. After serving a maximum of six consecutive years on the Board, a member may be re-elected after a three-year period off the board (one term). To achieve continuity, annual elections are for approximately one third of the total Board positions.

The Board composition will include a range of governance competencies, blending experienced and newer Directors. Key competencies include leadership and collaboration skills.

The Association will strive to reflect the diversity of our membership on the Board, in keeping with our stated values.

Operations

The Board meets approximately four times per year, at least once in person.

The Board uses BCACC *Meeting Standards* to design, chair and record meetings. It makes decisions by consensus, or by majority rule when unanimity has not been achieved and when an immediate decision is required. This reversion to Bourinot's Rules will be made at the discretion of the President, or whoever is chairing the Board meeting. {insert links to Meeting Standards and Bourinot's Rules 2-pager}

The BCACC consensus process includes the following basic steps:

1. Identify a proposed decision (through discussion);
2. Make a motion (no seconder required);
3. Discuss, identifying support and any concerns or clarifications;
4. Amend the motion, if needed (to reflect results of step 3);
5. Vote to consent, dissent, or abstain (one or more dissent votes defeat the motion).

The role of the Executive Director [and Registrar] on the Board is to serve as a resource in a non-voting capacity.

Positions

All Board members hold the position of Director. Appendix 1 provides a position description.

The Board appoints a President, President-Elect, Vice-President and Treasurer from among its members. It appoints these executive positions for terms of up to three years, and the President-Elect for a term of up to one year. Appendix 2 provides position descriptions for each of these.

Mandate

The Board's functions include the following:

1. Lead the development, monitoring and updating of strategic plans;
2. Form and dissolve committees and taskforces, approve terms of reference, and appoint / approve members to those bodies that report directly to the Board;
3. Appoint Board members to executive, Board Liaison and Portfolio Chair roles;
4. Approve annual budgets, financial reports and audit reports;
5. Select, set remuneration for, and supervise the senior management staff, including leading annual performance reviews;
6. Monitor operational performance, effectiveness and efficiency;
7. Complete annual Board performance assessments, to achieve good governance.



Source: [National Council for Non-Profits](#).

Accountability

The Board is directly accountable to BCACC members. It maintains minutes of all meetings, provides annual reports to members, and communicates with members from time to time through a variety of methods.

Appendix 1: Director Position Description

The BCACC elects Directors to serve on the Board for terms of up to three years. As part of accepting this position, Directors commit to the following duties and to the Code of Board Conduct.

BCACC Directors carry out the following core duties:

1. Participate in Board orientation, training and mentoring activities, to develop the required knowledge and skills for this position;
2. Prepare for and participate in Board meetings:
 - Directors are required to attend all Board meetings, or to advise the Board of their inability to attend a meeting by contacting the Executive Coordinator and President as soon as possible - at least two days in advance of the meeting;
 - Directors who are unable to regularly attend may step down, take a leave, or be asked to step down (for example, missing two consecutive meetings);
3. Complete duties or work agreed to in a timely fashion.
4. Participate in approved Board performance assessments.

In addition, Directors may agree to any number of the following additional duties;

1. Join and participate in BCACC committees and taskforces (based on appointment by the Board);
2. Hold an executive or liaison position (based on appointment by the Board);
3. Take on other duties as may be requested in writing by the Board, the President or the Executive Director.

Appendix 2: Executive Position Descriptions

In addition to the Director position description, Board members may accept appointment to one of four executive positions: President, President-Elect, Vice-President, and Treasurer.

President

The Board appoints the BCACC President for a term of up to three years.

The core roles of the President are to facilitate Board meetings (or delegate facilitation), oversee ongoing Board functioning, liaise with the senior management staff, and represent the BCACC Board in communication with members and external parties.

Specific duties are to:

1. Work with the Executive Director (and/or Executive Coordinator) to plan Board meetings and develop agendas;
2. Call Board meetings to order, facilitate efficiently and effectively, and adjourn within agreed time frames;
3. Monitor Board functionality, working with the Executive Director to ensure that the roles of committees, liaisons and other positions are being carried out effectively and efficiently;
4. Be a non-voting *ex-officio* member of all committees, or delegate to other Board members as appropriate;
5. Liaise with the Executive Director and Registrar to maintain appropriate communication between the governance and operational functions of the BCACC to carry out the Strategic Plan;
6. Where required, sign or co-sign contracts and other documents as per association policy;
7. Work with the Executive Director, with support from staff as required, to communicate on behalf of the Board with Association members and external parties (including preparation of annual reports from the Board);
8. Mentor the President-Elect, to help prepare them for taking on the President role;
9. Other duties, as agreed to, upon request by the Board or the Executive Director.

President-Elect

The Board appoints the BCACC President-Elect for a term of up to one year.

1. Mentor with the President and participate in other training and development activities as may be required to strongly carry out the President role;
2. Function as the association's secretary, with the support of staff, ensuring that minutes of the Board and Executive Committee or general meetings are taken and filed as required;
3. With the support of staff, ensure all records and documents are maintained according to legislation and bylaws;
4. Other duties, as agreed to, upon request by the Board or the Executive Director.

Vice-President

The Board appoints the BCACC Vice-President for a term of up to three years.

The duties of the Vice-President are to:

1. Be fully informed about the President's role and association functions;
2. Assist the President as requested and/or required;
3. Serve as the President's backup where designated;
4. Other duties, as agreed to, upon request by the Board or the President.

Treasurer

The Board appoints the BCACC Treasurer for a term of up to three years.

The duties of the Treasurer are to:

1. Oversee, with the support of staff, the financial records, including the books of account, to comply with legislation and bylaws;
2. Oversee, with the support of staff, the production and delivery of financial and audited statements to the Board, members and others when required;
3. To chair the Finance and Audit Committee and with the support of staff, develop policies and practices for financial management for the association.

Until final approval of the new governance structure in June 2018, this remains an approved working draft of the Terms of Reference.

May 2018