

**Spinal Cord Injury Saskatchewan Inc.
POLICIES AND PROCEDURES**

Section:	BOARD GOVERNANCE
Title:	ROLES AND RESPONSIBILITIES GUIDELINES
Date Approved:	March 11 2011
Date Revised:	September 25 2020
Number:	G101-RRG

1. PURPOSE

The Board of Directors will attend to Spinal Cord Injury Saskatchewan Inc. (SCI Sask) Policies and Procedures as defined, approved and revised as required, by the Board of Directors.

2. ROLES

As a fiduciary, Board Directors are obligated to carry out their responsibilities in accordance with the governing documents. Board Directors must meet standards of conduct broadly described in law as their *fiduciary duty*, which is implied to all directors of corporations. Fiduciaries cannot, for personal gain, avail themselves of opportunities arising from the discharge of their duties.

The Board of Directors is directly accountable to the SCI Sask clientele and membership and although the Board may receive and consider suggestions from individuals, the fiduciary role always requires decisions to be made in the best interest of the Corporation.

3. RESPONSIBILITIES

Individually, Directors contribute to the success of the Board and shall:

- 3.1 prepare for all meetings by reading all material including agendas, minutes, and reports
- 3.2 attendance:
 - 3.2.1 attend and actively participate in all meetings, listen and share their viewpoint
 - 3.2.2 if a Board Director misses three (3) consecutive Board Meeting, said director will receive written notification from the Board President that they are no longer a Director of the SCI Sask Board of Directors
- 3.3 ask questions and make informed decisions
- 3.4 participate in Board development activities
- 3.5 understand and monitor the financial health of SCI Sask
- 3.6 avoid potential conflicts of interest
- 3.7 uphold decisions of the Board
- 3.8 understand and maintain confidentiality
- 3.9 ensure the Board complies with all legal and regulatory requirements

4. QUALITIES

Demonstrated qualities that contribute to the success of the Board include:

- 4.1 commitment of time, interest and willingness to serve
- 4.2 outstanding communication and interpersonal skills
- 4.3 good judgment
- 4.4 integrity and a strong sense of ethics
- 4.5 the skills to work effectively with others
- 4.6 a willingness to learn and grow

5. CONFIDENTIALITY

Proceedings at meetings of the Board are confidential unless otherwise directed by the Board and applies to all meetings of the Board or any committee of the Board.

This confidentiality guideline applies to each Board Director or committee member of the Board and to anyone else authorized or permitted to attend meetings or to participate in deliberations of the Board or a committee of the Board.

6. FUNDRAISING

Board members must be SCI Sask donors (at least once per year) based on each individual member's capacity.

7. REQUIREMENTS

- 7.1 Criminal Record Check
 - 7.1.1 Board Directors must have a criminal record and vulnerable sector check completed and submitted to the Executive Director prior to appointment as a Board Director. SCI Sask will provide a letter to policing body to verify volunteer request and reduce cost. SCI Sask will reimburse the cost upon request and submission of clear CRC
 - 7.1.2 Board of Directors shall complete an Annual Disclosure of Clear Criminal Record Check, minimally by the Annual General Meeting. Directors are required to report charges or convictions as soon as reasonable, should they occur during the course of being a Board Director
- 7.2 Confidentiality
 - 7.2.1 Board of Directors shall sign a Confidentiality Agreement upon appointment as a Board Director
- 7.3 Membership
 - 7.3.1 Board Directors must be paid members, renewed annually, of SCI Sask per bylaw definition. Eligibility for benefits is pending confirmation of physical disability