



## **The Army Cadet League Board of Director's Mandate**

The Board of Directors (the Board) of the Army Cadet League of Canada (Ontario) (The League) is responsible for the stewardship of the League and overseeing the conduct of the affairs of the League and the activities of the membership, who are responsible for the day-to-day conduct of the affairs of the League. The Board is duly elected by the League membership in accordance with the League by-laws.

### **Composition and Operation**

The Board operates by reserving certain powers to itself and delegating certain of its authorities to the League Membership. The Board retains the responsibility for managing its own affairs, including selecting its chair, nominating candidates for election to the Board and constituting committees of the Board. Subject to the articles and by-laws of the League, the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities to, committees of the Board.

### **Responsibilities**

The Board's primary responsibility is to ensure the League meets its obligations on an ongoing basis and operates in a reliable and prudent manner. In performing its duties, the Board should consider the legitimate interests of other interested parties such as employees, cadet corps, parents and committees, DND partners and sponsors, may have in the League. In broad terms, the stewardship of the League involves the Board in strategic planning, risk management and mitigation, senior management determination, training membership, recruiting, finding accommodation, communication planning, and internal control of integrity. More specifically the Board is responsible for

- (a) to the extent feasible, satisfying itself as to the integrity of the President and other executive officers and that the President and other executive officers create a culture of integrity throughout the organization;
- (b) adopting a strategic planning process and approving, on an annual basis, a strategic plan for the League which takes into account, among other things, the advancement and risks of the League;
- (c) identifying the principal risks of the League and ensuring the implementation of appropriate systems to manage these risks;
- (d) succession planning (including appointing, training and monitoring League members);
- (e) adopting a communication policy for the League that includes measures for receiving feedback from interested parties and recruiting as required by its mandate;
- (f) the League's internal control and management information systems;
- (g) developing the League's approach to League governance;
- (h) on an individual basis, attending Board meetings, reviewing meeting materials in advance of meetings and complying to the other expectations and responsibilities of directors of the League established by the Board.

## **Specific Duties**

The Boards specific duties, obligations and responsibilities fall into the following categories:

### **1. Legal Requirements**

- (a) The Board has oversight responsibility for the League's satisfaction of its legal obligations and for properly preparing, approving and maintaining the League's documents and records.
- (b) The Board has the statutory obligation to
  - (i) supervise the management and business of the League
  - (ii) act honestly and in good faith with a view to the interests of the League
  - (iii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and
  - (iv) act in accordance with its obligations contained in the League's articles and by-laws and other relevant legislation and regulations.
- (c) The Board has the statutory obligation to consider certain matters as a board of directors. The Board may not delegate to others including a committee of the Board the authority to
  - (i) fill a vacancy among the directors or in the office of auditor,
  - (ii) approve any financial statements of the League, or
  - (iii) adopt, amend or repeal by-laws.

### **2. Independence**

The Board is responsible for implementing appropriate structures and procedures to permit the Board to cooperate with but function independently of the National League.

### **3. Strategic Planning**

The Board is responsible for ensuring that there are long-term goals and strategic planning process in place for the League and participating with our partners and members directly or through its committees in approving the strategic plan by which the League proposes to achieve its goals.

### **4. Risk Management**

The Board is responsible for understanding the principle risks of the activities in which the League is engaged, achieving the proper balance between the risks incurred and the potential to advance the Cadet movement, and confirming that there are systems in place that effectively monitor and manage those risks with a view to the long-term viability of the League.

### **5. Reporting and Communication**

The Board is responsible for

- a) verifying that the League has in place policies and programs to enable the League to communicate effectively with it's members, partners, interested parties, other Leagues and the public generally,
- b) verifying that the financial performance results of the League are reported fairly and in accordance with generally accepted principles,
- c) verifying the timely reporting of any developments that have a significant and material effect on the value of the League, affairs of the League for the preceding year.

## **6. Appointment, Training and Monitoring the League staff and Management**

The Board is responsible for

- a) Appointing the Executive Director of the League, monitoring and assessing the Executive Director's performance,
- b) Determining the Executive Director's compensation, and providing advice and counsel to the Executive Director in the execution of the Executive Director's duties,
- c) Confirming that adequate provision has been made for the training and development of all staff and members for the orderly succession of the League positions.

## **7. Monitoring and Acting**

The Board is responsible for

- a) Verifying that the League operates at all times with applicable laws and regulations to the highest ethical and moral standards,
- b) Approving and monitoring compliance with the significant policies and procedures by which the League is operated and preparing same for general approval by the membership at the next Annual General Meeting,
- c) Verifying that the League sets high environmental standards in its operations and is in compliance with environmental laws and legislation,
- d) Verifying that the League has in place appropriate programs and policies for the health and safety of its employees in the work place,
- e) Monitoring the League's progress toward its goals and objectives and revising and altering its direction through management in response to changing circumstances,
- f) Taking action when the League's performance falls short of its goals and objectives or when other special circumstances warrant,
- g) Verifying that the League has implemented adequate disclosure controls and procedures and internal control and information systems,
- h) Ensuring that the Board receives from the National League, its partners and membership on a timely basis the information and input required to enable the Board to effectively perform its duties,
- i) Adopting a written code of conduct and ethics and monitoring compliance with the code, and
- j) Conducting and acting upon annual assessments and evaluations of the Board and its members, committees of the Board and Individual directors.

## **8. Other**

The Board may perform any other activities consistent with its mandate, the

Leagues articles and by-laws, any other governing laws, as the Board deems necessary or appropriate.