Article 9: Role of the Board of Directors

9.1 Duties of Board of Directors

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. Some of the board's duties are to:

(a) **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

(b) **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

(c) **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

(d) **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

(e) **Organization**

- 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

(f) **Staffing**

- deal with staffing as stated in Article 16 (Staffing)

9.2 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.

9.3 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.