

BOARD OF DIRECTORS
Terms of Reference

A. MANDATE OF THE BOARD

The Board of the Langley Animal Protection Society (LAPS) is responsible for the overall governance of the organization, which includes a moral and legal responsibility, as well as effective animal stewardship, and accountability for funds raised and utilized. This encompasses actively participating in strategic planning and making policy decisions that ensure that there are the necessary policies in place to ensure ethical animal rights and that there are the human resources in place to accomplish the mission of LAPS and the ongoing monitoring of the execution of the strategic plan. The Board is accountable for LAPS performance, based on the standards it establishes, and for ensuring that the organization develops the capacity to meet those standards.

B. SPECIFIC RESPONSIBILITIES

1. Undertake Planning and Evaluation

- 1.1 Set the strategic direction for the organization, participating in and approving the strategic planning process and plan and setting the long-term goals.
- 1.2 Oversee an environmental scan on a regular basis to determine if LAPS strategies are responsive to and addressing community needs.
- 1.3 Ensure there is an annual operational plan and priorities developed for the various areas within LAPS and an annual evaluation of the plan.
- 1.4 Assess and evaluate the overall performance of the Board and ensure individual Board members assess their own performance.
- 1.5 Ensure there is a regular evaluation of LAPS programs and services to ensure they are consistent with the organization's mission and monitor their effectiveness.

2. Ensure all legal and ethical standards are met, responsible for policy development
 - 2.1 Ensure the Foundation has policies addressing all aspects of animal welfare, finance, human resource management, development, and communications.
 - 2.2 Review, update and approve all LAPS governance policies.
 - 2.3 Ensure compliance with all relevant material laws affecting LAPS and its programs and operations to ensure LAPS is adhering to legal standards and ethical norms.
 - 2.4 Propose a slate of prospective directors and fill vacancies as needed on the Board.
 - 2.5 Annually review the performance of the board (including its composition, organization, and responsibilities) and take steps to improve its performance.
3. Provide Proper Financial Oversight
 - 3.1 Approve the annual operating budget and ensure that proper financial controls are in place.
 - 3.2 Ensure LAPS has adequate resources to fulfill its mission, current needs, and long-term strategies.
 - 3.3 Review revenues and expenses on a quarterly basis to ensure the mission of LAPS is being upheld.
 - 3.4 Ensure that published reports properly reflect the operating results and financial condition of LAPS.
4. Human Resource Management
 - 4.1 Select, monitor, appraise, advise, support, reward, and, if deemed necessary or desirable, change top management. Ensure the Executive Director has the moral and professional support needed to further the goals of the organization.
 - 4.2 Annually approve the performance review of the Executive Director and establish compensation based on recommendations of the Executive Committee and Board Chair.
 - 4.3 Ensure that management succession is properly planned.

- 4.4 Ensure that the organizational strength and employee base can substantiate long-range goals.
- 4.5 Approve appropriate compensation and benefit policies and practices.
- 5. Provide Leadership in Fundraising and Donor Stewardship
 - 5.1 Oversees and participates in the fundraising program through the identification, cultivation, solicitation, and stewardship of donors.
 - 5.2 Contributes personally to LAPS
 - 5.3 Participates in donor recognition and ensures there is an effective donor stewardship program in place and being implemented.
 - 5.4 Ensures funds contributed are utilized in concert with donors' wishes.
- 6. Enhance the Public Image of the Foundation
 - 6.1 Develops relationships with key stakeholders promoting the mission, and vision of LAPS and generating good will for the organization and encouraging support from individuals, corporations, organizations, and the community.
 - 6.2 Serves as an informal advocate for LAPS in the community.

C. FUNCTIONING OF THE BOARD OF DIRECTORS

- 1. Membership

The Board of Directors comprises a minimum of five and maximum of eleven individuals, who are nominated by the Governance Committee, approved by the members of the Board, and elected by the members of the Society. The elected members are to be representative of the community, reflecting a cross-section of individuals from the broader Langley community including a balance with respect to gender, age, skills and knowledge, professional talents, cultural/race/religious background, experience with one or more core business areas of LAPS (animal welfare, fund development, stewardship, and community leadership), or has access and influence with potential major donors.
- 2. Meetings
 - 2.1 *Agenda and Preparation*

Materials for Board meetings, including the agenda and pertinent background information should be circulated minimally a week in advance.

2.2 *Frequency and Duration*

Meetings are held ten times a year in addition to an annual planning meeting and are usually two to three hours maximum in duration.

2.3 *Quorum*

A quorum shall be not less than 50% of the members of the Board.

3. Formal Communications

3.1 *Terms of Reference*

The approved terms of reference for the Board of Directors should be made available to Standing Committees and other groups, as requested.

3.2 *Board of Directors Orientation Manual*

A Board of Directors Orientation Manual will have a section that provides detail and information as to the functioning of the Board and will assist members in fulfilling their responsibilities.

3.3 *Minutes*

Minutes of the meetings should be taken to provide evidence that the board has discharged its responsibilities. A copy of the approved Minutes is kept in the administrative office and is signed by the Minute Recorder and the Board Chairman.

D. RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

1. Participate in Board orientation session(s); review background information; become knowledgeable about the organization, its purpose and work.
2. Prepare for meetings by reviewing minutes, reports, and other background information, attend and participate in meetings.
3. Serve actively on one or more assigned Committees or Task Forces and offer to take on special assignments.
4. Provide candid, open, and honest feedback and evaluation when appropriate.
5. Keep up to date on developments in the broader animal welfare and philanthropic field. Ask questions for clarification and to increase understanding.
6. Participate in fundraising, donor stewardship and community leadership activities and identify individuals in the community for volunteer participation and funding support.

7. Make a personal financial contribution to the organization.
8. Work to increase awareness of LAPS in the community.
9. Follow conflict of interest and confidentiality policies.
10. Assist the board in carrying out its fiduciary and legal responsibilities, such as reviewing the organization's annual financial statements.

Governance and Nominating Committee Approved- August 12, 2021

Board Approved: August 24, 2021

Date for Board Review: 2023