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## Canadian Meat Goat Association Board of Directors Job Descriptions

### ALL BOARD MEMBERS:

As per the Canadian Meat Goat Association (CMGA) by-laws, the CMGA Board consists of seven (7) members, each elected for a term of three (3) years. All board members:

- are Canadian residents;
- are elected by mail ballot by voting members in good standing;
- shall manage the affairs of the CMGA and direct the policy of the Association according to the CMGA Bylaws;
- shall make decisions in accordance with the spirit of the principles contained in the CMGA Bylaws. The Board shall be responsible for initiating and exercising whatever actions are necessary for the promotion of the purposes of the Association;
- shall not be liable to any CMGA member in damages or otherwise for any matter or act done by the Directors acting in good faith.

The term of office shall begin immediately after the announcement of the election results at the Annual General Meeting (AGM). Directors may serve for an unlimited number of years, providing that a minimum of one year's absence from the Board shall occur after any two consecutive complete terms, excluding any partial terms that a Director has served completing the mandate of another Director. The one year absence from the Board is not required after completing someone else's term.

Should a perceived conflict of interest arise at any meeting of the Board of Directors (BOD) on any issue that may be put to a vote, the Director(s) in conflict may speak to the issue and then shall be temporarily excused from the meeting while discussion and voting on said issue takes place. Occurrences of this nature shall be recorded in any minutes of the meeting.

Any member of the BOD who misses more than two consecutive meetings or a total of three meetings in any year, may be subject to immediate removal from the Board at the discretion of the remaining Board Members, based on a vote supported by a simple majority of the BOD.

## **ATTENDANCE OF BOARD MEMBERS AT ANNUAL GENERAL MEETING (AGM)**

- BOD travel costs to attend the AGM will be paid by CMGA [(mileage, airfare, airport parking, and meals (at a rate determined by the BOD)]. Flights will be arranged by the General Manager(GM) to ensure the lowest cost to the Association. When available, Directors will be billeted by the AGM hosting committee. Directors who choose alternate lodging when billeting is available will incur these costs at their own expense. Transport to and from the airport, to the AGM location/overnight accommodation will be provided for Directors travelling by plane. If this is not available, alternate modes of transportation (i.e. taxi, rental car, etc.), must be approved by the CMGA BOD/GM for those costs to be covered by CMGA.
- Directors attending the AGM at the cost of the CMGA will be expected to:
  - attend all CMGA BOD face to face meetings on the day prior to the AGM; and
  - be in attendance for the duration of the AGM and Conference (unless otherwise approved by the CMGA BOD).

## **EXECUTIVE:**

### **1. PRESIDENT:**

- After each AGM, the President is elected for a one-year term by the other members of the BOD.
- is the Chief Executive Officer of the Association.
- is a member of the CMGA Executive Committee. As such, in addition to the time required to perform this job, the President will have additional responsibilities and time requirements expected of them as a member of the Executive committee.
- is a non-voting member of CMGA BOD.
  - In case of a tied vote, the President can either ask for another vote from Board members or vote on the proposal.
  - The president cannot make or second motions.
- presides at all General Meetings of the Association.
  - Must present a report on the activities of the Association.
- calls the meetings of the Directors when required, and if necessary, upon the request of a quorum of Directors.
- will preside over all Board meetings making sure that:
  - approved agenda is followed,
  - previous meeting minutes are revised and adopted, including the follow-up on action items listed at last Board meeting,
  - treasurer's report is discussed, amended (if necessary) and adopted
  - current meeting minutes are being taken (in case of the absence of the GM and/or CMGA Secretary),
  - motions are properly stated, seconded, discussed and well understood by every Board member, and then voted on,
  - every Board member has a chance to share their opinion freely
  - focus is kept on the agenda issues.
- will preside over all Executive Committee meetings making sure that:
  - motions are properly stated, seconded, discussed and well understood by every member of the Executive, and then voted on,
  - every member has a chance to share their opinion freely,
  - focus is kept on the agenda issues,

- motions that are approved at Executive meetings are realized.
- will report to the whole Board the recommendations or decisions that have been made at Executive Committee meetings.
- will sit on various CMGA Committees as an observer and advisor, ensuring that the CMGA's Strategic Plan, mission and vision are being considered into the different recommendations the Committees will submit to the whole Board.
- will write the President's Message in each issue of the Canadian Meat Goat Journal or assign a designate from within the Board to do so. This message can: comment about Meat Goat Industry issues; promote CMGA activities such as AGM, JLF; comment about and promote CMGA projects; talk about any other issue that will have a positive impact on the membership; give the tone for the rest of the content of the actual MGJ issue.
- ensures that all CMGA activities are being held in accordance to the CMGA by-laws.
- encourages the participation of Board members to make sure that tasks are being done or passed along to other Board members to be completed.
- if necessary, may be required to mediate conflict and have personal discussions with individual Board members
- may exclude a Board member (or ask him/her to resign) if he/she is not responding to the requirements of the CMGA by-laws or if it has been proven that the Board member is not working in the best interest of the Association.
- will receive all financial communications from the GM and if the Treasurer is unavailable, will approve any necessary payments.
- may represent CMGA (or delegate to another Board member) at various association or government meetings (i.e. Canadian Livestock Records Corporation (CLRC AGM, etc.).
- ***Time required for the role:*** Generally speaking, this job is suited to someone who has time to devote to the job on a weekly basis. Invoices for payment are received at the CMGA office on a weekly basis, and approval from the Treasurer or President (via e-mail), is required before payment can be made. Time required for an average week is generally one to two hours a week (includes review of weekly statements sent by GM and responding to requests to approve payment of invoices received at CMGA office). Once a month, approximately 30 minutes is required to review bank statements sent by the GM and to review the CLRC statements, etc. Considerably more time can be expected to be spent in the event CMGA is applying for grants (i.e. AGM or project grants). The amount of time spent on assisting with the budgets for these projects is dependent on the dollar amount/complexity of the project/grant.

## 2. VICE PRESIDENT:

- After each AGM, the Vice President is elected for a one-year term by the other members of the BOD.
- is a member of the CMGA Executive Committee. As such, in addition to the time required to perform this job, the Vice President will have additional responsibilities and time requirements expected of them as a member of the Executive committee.
- will assist the President in exercising his/her duties (see President's duties).
- will perform the duties and have the powers of the President in the President's absence (see President's duties).

- may be delegated by the President to sit on various CMGA Committees. He/she will then take over the President's responsibilities of observer and advisor, ensuring that the CMGA's Strategic Plan, mission and vision are being considered into the different recommendations the Committees will submit to the whole Board.
- ***Time required for the role:*** Varies depending on duties that may be required if president is unavailable. Average one hour per week.

### 3. TREASURER:

- After each AGM, the Treasurer is elected for a one-year term by the other members of the BOD.
- is a member of CMGA Executive Committee. As such, in addition to the time required to perform this job, the Treasurer will have additional responsibilities and time requirements expected of them as a member of the Executive committee.
- must respond promptly to the GM with requests to approve payment of expenses (occurs on a weekly basis). When invoices are received at the office, GM forwards the invoice to the Treasurer electronically, and needs e-mail approval from the Treasurer before she can issue a cheque for payment.
- reviews weekly financial reports sent by GM (deposits, cheques written, sales by item, etc.).
- reviews all financial information sent by GM.
- assists with the audit of CMGA Finances as necessary.
- prepares Treasurer's reports for each board meeting (minimum of four (4)/year).
- prepares the budget (in consultation with GM/Board). Normally occurs once yearly, however budget review could occur more often if major changes occur in CMGA finances/operations.
- reviews budget as compared to actual income/expenses on a quarterly basis to ensure adherence to budget.
- prepares projections in relation to possible changes in income/expenses.
- will have signing authority on all CMGA accounts – must complete signature cards and other information for all accounts to financial institutions as required in a timely fashion.
- While this is a position that is elected for one year, ideally, the person taking this position would continue in this position for more than one year. Achieving a good working knowledge of the income and expenses of CMGA typically takes a minimum of six months. Consistency in the individual doing this job is an asset to the Association.
- Current procedure for receiving income/paying invoices for CMGA (as of May 2011):
  - all income and invoices are sent to the CMGA office;
  - all deposits are made by the CMGA GM;
  - all CMGA accounts have three signing authorities on the accounts, requiring a minimum of two signatures on all cheques written;
  - cheques are pre-signed by one of the signing authorities (other than the GM), and are sent to the GM. For the GM to add her signature and send payment, the Treasurer must receive a copy of the invoice (via e-mail), and give their approval for payment (via email);
  - all requests for payment of invoices are sent from the GM to the Treasurer and cc'd to the President.

- The Treasurer is responsible for reviewing all correspondence from the GM. In a situation where one person is both receiving income and can sign cheques, approving expenses and reviewing bank statements and other documents to ensure financial accountability is a requirement on the Association's part as far as internal control is concerned and satisfying audit requirements.
- The Treasurer, with the assistance of the GM, shall properly maintain the Association's account books or other items generally included therein and furnish periodically a detailed financial statement and reports on other transactions in accordance with instructions from the BOD or the Executive Committee.
- ***Time required for the role:*** Generally speaking, this job is suited to someone with an aptitude for finances who has time to devote to the job on a weekly basis. Invoices for payment are received at the CMGA office on a weekly basis, and approval from the Treasurer (via e-mail), is required before payment can be made. Time required on a weekly basis is generally 60-90 minutes (includes review of weekly statements sent by GM and responding to requests to approve payment of invoices received at CMGA office). Once a month, approximately 30 minutes is required to review bank statements sent by the GM and to review the CLRC statements, etc. Considerably more time can be expected to be spent in the event CMGA is applying for grants (i.e. AGM or project grants). The amount of time spent on assisting with the budgets for these projects is dependent on the dollar amount/complexity of the project/grant.

#### 4. SECRETARY:

- After each AGM, the Secretary is elected for a one-year term by the other members of the BOD.
- is a member of CMGA Executive Committee. As such, in addition to the time required to perform this job, the Secretary will have additional responsibilities and time requirements expected of them as a member of the Executive committee.
- should have sufficient knowledge of the Association's by-laws in case a question or motion is passed that does not follow by-law rules and regulations.
- if the GM is not available, the Secretary will keep minutes of meetings and ensure that they are distributed to board members shortly after the meeting. Requirements of minutes should include at a minimum:
  - date, time, location of meeting;
  - list of those present and absent;
  - list of items discussed;
  - list of reports presented;
  - list of motions presented and description of their disposition;
  - list of action items that are required to be completed from individual directors before the next meeting date.
- ***Time required for the role:*** Minimal unless the GM is unavailable.