

## **CSFFA board (who we are and our policies)**

This document covers who the CSFFA board is and the policies that govern it.

### **Who are the board members?**

The Board of Directors of CSFFA is elected by the membership. Each director is elected for a two-year term. Terms have been set up to be staggered so that only about half the board are up for election each year. The board must be between five and twelve members in size, and normally is between nine and eleven.

Board members must be current members of CSFFA and sign a Board Code of Conduct. Board members are not paid for any work done for the association and are not reimbursed for any travel or membership expenses. The treasurer must approve all expenses.

Board members are from all walks of life from professional writers to general fans. They all have an interest in Science Fiction and Fantasy and are passionate about promoting the genre and the association's activities.

### **What does the Board do?**

The board governs the association, including setting direction and strategic priorities to accomplish the Vision and Mission it has approved. It provides oversight for the wise use of resources, legal compliance and committee and officer activities. The board is accountable to members for results. The board promotes the awards and engages the community in awards processes. The board approves Rules and solicits Convention bids, and supports related member decision-making.

The Board is governed by the new articles and bylaws passed by the members on October 5, 2013, by the Canadian Not-for-Profit Corporations Act and by other legislation applicable to nonprofits in Canada and Ontario (because the head office is technically located in Ontario).

### **Who are CSFFA's officers?**

The Board of Directors elects a number of key positions: President, Vice-President, Treasurer and Secretary. The President presides over board meetings and is the key spokesperson for CSFFA. The Vice-President assists the President if absent. The Treasurer develops budgets for Board approval, provides interim financial reports, manages the bank and PayPal accounts, pays bills, provides all the data for the externally prepared financial statements and serves as a resource to the Audit Committee. The Secretary is responsible for developing and distributing agendas and minutes of board and annual general meeting and keeping a history of policy decisions

### **What do board members do?**

The board meets once a month for a formal online meeting. These meetings are used to discuss and vote on new proposals and deal with any issues arising from departmental reports. Email discussions happen throughout the month between the entire board and the various departments.

### **Board members' responsibilities**

All board members are bound by legal duties of care and honesty. The duty of care requires directors to be sufficiently prepared for all discussions and decisions, using their skills and competence. This duty includes good attendance at board meetings and efforts to be well informed. Board members are to act honestly and in good faith with a view to the best interests of the association. They are to exercise the care, diligence and skill of a reasonably prudent person. They are to comply with the association's articles, by-laws and any unanimous members' agreements. Board members are to actively seek to avoid conflicts of interest. If a conflict arises, a director must avoid any influence on the decision, including but not limited to not voting.

All board members are required to hold an office and/or committee role each year. There are a number of positions and committees that a board member can join. The key ones are: Aurora awards committee, Canadian Hall of Fame Jury manager, Audit, Governance, Website, Media, Voters Package, Archive and Boréal liaison. Since the association has no staff, board members also perform the staff work of the organization, with the help of a small number of non-board volunteers recruited by board members.

Board members are also liaisons for their local communities. No matter which roles they hold, they all are to promote and educate local fans and organizations about CSFFA and the activities we do, such as the Aurora awards and the Hall of Fame.

### **Aurora Award Nomination Policy**

Board members of CSFFA are not eligible to be nominated for Aurora awards for their work on the board. Board members, other than those directly managing the Aurora nominations and/or voting (Awards Committee), may be eligible for work outside of the board whether it is for professional work or fan/amateur work. Any exception to this requires a formal board vote.

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