



PURPOSE

The Board of Directors is legally and ethically responsible to the members of the NWT Seniors' Society. The Board is responsible for the highest level of decision-making and legal authority in this organization, acting in the best interest of the NWT Seniors' Society, by being informed, having a broad knowledge and embracing an inclusive perspective. The Board is accountable for, and has authority over, the organization's resources and activities. The Board articulates and communicates the organization's vision to the membership and all communities in the NWT. Through policy, the board defines the parameters within which the organization will carry out its work.

As a steward of the organization, each board member should be made aware of and understand the organization's constitution, bylaws, and mandate. The Board should help set the organization's vision, mission and values – and ensure the organization has a direction into the future.¹

SCOPE

The Board's primary role is to oversee management and ensure the Society's affairs are being conducted in a way that achieves the organization's strategic objectives.

This includes responsibility for:

- Ensuring good governance is in place;
- Developing and maintaining a long-term perspective;
- Ensuring sound performance;
- Ensuring financial health, and
- Ensuring good relationships.

ACCOUNTABILITY

Directors are accountable to members for the NWT Seniors' Society performance in relation to its statement of purpose and strategic objectives, and for the effective stewardship of resources. The Board of Directors may delegate certain duties to others (management, contractors and/or committees) as appropriate; however, the accountability remains with the Board. Officers of the board² are accountable to the Board as a whole.

¹ The Non-Profit Board's Role in Governance. (April 2024). Retrieved from:
<https://www.saskculture.ca/programs/organizational-support/organizational-resources/good-governance/the-non-profit-boards-role-in-governance>

² Officers of the Executive Committee consists of the President, Vice-President, Secretary-Treasurer and immediate Past President (See: NWT Seniors' Society By-Laws and Constitution, Nov 5, 2024, Section 9)



RESPONSIBILITIES

1. Duties of Officers and Directors

- a. Responsibilities specific to Officers are detailed in the NWT Seniors' Society By-Laws and Constitution, Nov 5, 2024, Section 9.
- b. Board Members will not use their affiliation with the NWT Seniors' Society to benefit their personal interest or that of a third party.
- c. Officers and Directors are not responsible for day-to-day operations. However, routine liaison with management is important to ensure supports and services are being met as per the agreed upon direction approved by the Board.

2. Authority

Individual Directors have no authority to approve actions of the NWT Seniors' Society, to direct contractors or staff, or to speak on behalf of the Corporation unless given such authority by the Board.

Authority specific to Officers include:

- a. President:
 - i. Under exigent circumstances, the President may, on behalf of the Corporation, enter contracts without the knowledge and approval of the Board. The Board shall be advised at the earliest practicable opportunity.³

3. Active Participation

Board members are to exercise the duties and responsibilities of their position with integrity, collegiality, and care. This includes:

- a. Attending all meetings of the Board is a high priority.
 - i. Please refer to the NWT Seniors' Society By-Laws and Constitution, Nov 5, 2024, *Withdrawal and Expulsion of Members*, Point II for additional detail.
- b. Being prepared to discuss the issues and business on the agenda, having read all background material relevant to the topics at hand.
- c. Cooperating with and respecting the opinions of fellow Board members, by leaving personal prejudices out of all board discussions. Actions of the Board are supported even when the Board member personally did not support the action taken.
- d. Putting the interests of the organization above personal interests.
- e. Representing the organization in a positive and supportive manner.
- f. Showing respect and courteous conduct in all Board and committee meetings.

³ NWT CSC Policy Information, Shared with the NWT Seniors' Society (2024).



- g. Refraining from intruding on administrative issues that are the responsibility of the Executive Director, except to monitor the results and ensure that procedures are consistent with board policy.
- h. Observing established lines of communication and directing requests for information or assistance to the Executive Director.
- i. Taking part in educational activities which will assist them in carrying out their responsibilities.
- j. Identifying prospective Directors and assisting in the recruitment of new Directors.

4. Conflict of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as a member of the Board.

It is recognized conflicts may arise from time to time.

- a. Where there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the NWT Seniors' Society and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b. It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking.
- c. Board members must disclose if there is a conflict of interest, such as involvement with other organizations, businesses or individuals where such a relationship would be viewed as a conflict of interest. Any conflicts of interest, including, but not limited to financial interests, on the part of any Board member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action.
- d. When the Board is to decide upon an issue about which a Director has a conflict of interest, that Director shall absent him/herself without comment from not only the vote, but also from the deliberation. They shall not be counted in determining the quorum for the meeting.
- e. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- f. No Director shall accept any gift or service which could be viewed as payment for services rendered through their position. Gifts which are the normal exchange between friends or hospitality between persons are acceptable.
- g. Any new Board member will be advised of this policy during Board orientation and all Board members will be reminded of the importance of adhering to this code of conduct, the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.⁴

⁴ National Council of Nonprofits. (2022). *Sample Code of Conflict Policy*. Retrieved from: <https://www.councilofnonprofits.org/files/media/documents/2023/sample-board-code-of-conduct-2022-ncn.pdf>



5. Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or NWT Seniors' Society members may be included in board materials or discussed from time to time. Board members should respect the confidentiality of information on sensitive issues, especially in personnel matters. Board members will not disclose confidential information to anyone.

Board members will not disclose or discuss differences of opinion on the board with those who are not on the board. The Board should communicate externally with "one voice".

6. Code of Conduct

The objective of the Code of Conduct is to create a climate of integrity within the organization and to assist Board members who may be called upon to make decisions of an ethical nature.

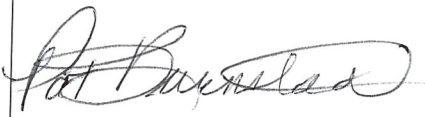
Directors shall:

- a. Act in the best interest of the NWT Seniors' Society. The well-being of the NWT Seniors' Society shall supersede personal or affiliate interests.
- b. Demonstrate a culture of mutual respect amongst all directors and staff in activities, including meetings and events.
- c. Act or be seen to act in an ethical manner. Ethics are based on the underlying values of integrity, honesty, fairness, respect, loyalty, cooperation and accountability.
- d. Board members who have objections to the behaviour of another Board member may address such issues privately with that director before taking the issue to the Board President, who shall then privately attempt to resolve the issue. If the issue remains unresolved, the President will refer the matter to the 'Officers' for a discussion and resolution.
- e. Any Board member with concerns about the code of ethics and conduct of the Board or a member of the Board, may at any time bring the issue forward to the entire Board for discussion and resolution.⁵⁶

⁵ Adapted from SaskCulture Web Resources – Sample Policies. (April 2000). *Code of Ethics and Conduct*. Retrieved from:
https://www.saskculture.ca/content/documents/14.06.03.SaskCulture_GovPolicies.Sample.Code_of_Ethics.pdf

⁶ Adapted from GoverningGood. (2023). *Board Members' Code of Conduct*. Retrieved from:
<https://www.governinggood.ca/wp-content/uploads/2023/04/Board-Members-Code-of-Conduct.pdf>



Authorized Signature: 	Effective Date: Passed by Board resolution June 17, 2025 Cancels & Supersedes: N/A Date of Last Review: N/A Date of Next Review: Spring 2029
---	---

