



**Royal Astronomical Society of Canada (RASC),
Halifax Centre**

Dedicated to the Advancement of Astronomy and Allied Sciences

B1: Terms of Reference - Board of Directors

(Adopted October 19, 2018)

Name:

Board of Directors, Halifax Centre

Type:

Executive Committee of RASC, Halifax Centre

Accountability:

The Board of Directors is accountable to the Members of Halifax Centre. The Board will supply copies of its plans, minutes, reports and other documents to members upon request.

Board of Director Membership:

In accordance with Bylaw #1, Subsection 6.2 Composition of the Board, the Board shall consist of no less than 5 and no more than 10 directors elected by the membership. All board members must be RASC, Halifax Centre members in good standing.

Election & Appointment Process:

1. Members of Halifax Centre shall elect directors to the Board of Directors at the Annual General Meeting (AGM) in accordance with Bylaw #1, Subsections *7.4 Election of Officers and Directors* and with policy *G6: Procedures regarding Nominations, Elections & Appointments*.
2. Should a position become vacant, another eligible member of the Centre may be elected to fill such a vacancy in accordance with Bylaw #1, Subsection *7.13 Vacancy of an Office* and with policy *G6: Procedures regarding Nominations, Elections & Appointments*.

Chair, Board of Directors:

1. The President of Halifax Centre presides as Chair of the Board of Directors in accordance with Bylaw #1, Subsection *7.6 Duties of the President*.
2. If the President is absent, the determination of the Chair shall be in accordance with Bylaw #1, Subsection *6.5 Voting at Board of Director Meetings, Article 6.5.1*.

Authority:

The Board of Directors has the authority to:

1. Determine the governance model and ensure that appropriate organizational policies and structures are in place.
2. Determine and review Centre programs and services and manage their delivery.
3. Ensure current terms of references are maintained and met by all Board members.
4. Maintain effective partnerships and communication with the community, the organization's members and its stakeholders.
5. Ensure the planning and execution of the Annual General Meeting.
6. Ensure the completion of an Annual Report for the Society and the Halifax Centre Annual General Meeting.
7. Maintain fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets.
8. Ensure requirements of the Nova Scotia Registry of Joint Stock Companies are fulfilled.
9. Ensure transparency in all communication to members, stakeholders and the public.
10. Evaluate the organization's work in relation to a strategic plan.
11. Evaluate the work of the Board of Directors, ensuring continuous renewal of the Board, and plan for the succession and diversity of the Board.
12. Other rights and powers as determined by members or the Board.

Meetings:

The Board of Directors shall meet before the regular monthly Members' Meeting. The directors may agree to set meetings at other dates and times.

The Board of Directors will conduct its business through meetings in person or by telephone or other method of telecommunications, in accordance with Bylaw #1 *Section 6 - Board of Directors*.

Quorum

No business shall be conducted at any point of a meeting at which a quorum is not met, in accordance with Bylaw #1 Subsection 6.6 *Quorum at Board of Directors Meetings*.

Decision Making:

Voting shall take place in accordance with Bylaw #1, Subsection 6.5 *Voting at Board of Directors Meetings*.

When voting, majority (50%+1) rules with quorum present. There shall be no proxy or email voting unless explicitly determined by the Board in advance of a vote.

A member of the Board cannot commit the use of the organization's financial resources without prior approval from the Board.

Should a decision be needed whereby a vote by the Board is required between regularly scheduled meetings (refer to Bylaw #1, subsection 6.5.3), the following process for electronic voting shall be used:

1. Once a motion has been moved and seconded, the President or Secretary will send out an email to the Board list.
2. The subject line of this email should include, "BOARD MOTION," and the language of the motion should be concise and clear.
3. The message will note that all voting members have a specified time to vote for or against the motion, no less than 72 hours (3 days) and no more than 168 hours (seven days).
4. Those who moved and seconded the motion are expected to vote on the motion.
5. The motion will be considered passed (or defeated) by either the President or Secretary when:
 - a) the number of votes for (or against) the motion is greater than 50% of the number of voting members. This may happen before the specified time limit.
 - b) after the specified time limit, if the total number of votes for (or against) is the largest, and the combined votes total meets the Board quorum.
 - c) after the specified time limit, if the vote is tied, the President shall cast the deciding vote.
 - d) if there are not enough votes to either approve or defeat the motion at the end of the specified time limit, the motion will be considered withdrawn.
6. Once the motion is passed or defeated, the President or Secretary will send out an email to the Board list to announce the result. The motion will be entered into the minutes at the next regular board meeting with a note that the motion was done by e-mail including the date the motion was declared carried or defeated.

Minutes of Meeting

The Secretary shall take minutes at the Board of Director meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept and stored in accordance with the organization's practice.

Guests

The Chair may invite guests to attend meetings as a resource as required.

Term Limits:

The term limits of office shall not exceed those adopted in Bylaw #1, Subsection 7.5 *Terms of Office*.