



NET Board Roles and Responsibilities

November 2000

Term of Office

Each Director will serve on the Board for 3 years. One-third of the Board will be up for renewal every year. For the founding Board Directors, the first rotation will begin in the third year.

General Board Responsibilities

The primary role of the Board is to provide direction for the NET in ensuring it meets its overall goals and objectives. As a group, the Board will be responsible for:

1. determining the criteria for NET funding and evaluating its overall funding programs;
2. approving funding applications;
3. determining and reviewing the NET's mission and objectives on an annual basis;
4. overseeing the proper investment and management of the NET's endowment fund;
5. determining strategic research issues of benefit to the NET;
6. representing the NET to the public and helping to build the NET's profile;
7. communicating external stakeholder interests to the organization;
8. appointing the executive;
9. regularly assessing the board's own performance; and
10. conducting its affairs according to the NET by-laws.

Individual Director Responsibilities

Individual Directors are expected to:

1. be committed to the NET's mission;
2. participate in regular board meetings, to be held once per year, and be available for consultation;
3. respect the confidentiality of board discussions and privileged information;
4. avoid conflicts of interest between their position as a board member and their personal life. If such a conflict does arise, the board member will declare that conflict before the board, absent themselves from the room when voting on matters in which there is conflict;
5. approve annual audited statements;
6. participate in fundraising to enhance the endowment fund, in a manner appropriate for the individual board member. For instance, a member may be helpful in identifying funding/donation sources, opening doors to contact funding/donation sources, assisting in cultivating relationships with key funding/donor prospects, assisting in soliciting philanthropic donations, writing letters of acknowledgement or follow-up to donors, assisting in developing new funding strategies, etc;
7. lead specific projects in which they have an interest;



8. identify the individual expertise and/or interests that the member brings to the board and can focus participation, e.g. in areas of environmental organizations/networks, environmental issues, financial planning/management, fundraising, business and planning, management, law, public relations, marketing, education, etc.
9. help identify future board members, friends and champions for the NET.

Executive Committee

The Executive Committee (composed of the Chair, Director, and Project Manager as the secretary-treasurer) shall be responsible for:

- ensuring that the directions of the Board are fully implemented;
- ensuring that the integrity and intent of the funding criteria are respected at all times
- making decisions on behalf of the full board where a decision is required and the full board can't meet, and subsequently reporting on their decision to the whole board; and
- ensuring that Board members are kept fully informed of NET operations through quarterly reports.

Other Committees

NET Endowment Fund

Members of the Endowment Committee shall be responsible for:

- overseeing prudent investments for the endowment fund, and
- advising on strategic directions to the Executive Committee.

NET Fundraising Committee

Members of the Fundraising Committee shall be responsible for:

- identifying potential contacts and sources for funds, and
- working with staff on the development of annual fundraising strategies.

Other committees may be struck as necessary.

Organizational Responsibilities to Directors

To enable the board members to meet their obligations, the NET promises the following:

- timely delivery of all necessary organizational, programming and financial information/reports that require board consideration.
- availability of staff to provide information and/or discuss organizational issues.
- a straightforward and thorough response from staff and other board members to any question a board member feels is necessary to pose to carry out their fiscal, legal and moral responsibilities to this organization.



Implications of Incorporation

The primary advantage of incorporating an organization is limited liability, which means that no member of the group is generally responsible for the debts, other obligations, or any action of the organization. However, the organization and its officers could still be prosecuted for contravening or failing to observe the provisions of its statute of incorporation.

Not all liability with respect to finances is removed from the individual directors. Under Canadian law, directors are jointly liable for all financial obligations to the organization's employees up to a limit of six months' wages.

Certain procedures are more rigid for corporate bodies. For example, formal notice is required for meetings; an annual general meeting must be held where audited accounts are presented; a membership list must be kept; and members are allowed proper access to records. Corporate returns must also be filed with the government each year. In addition, there is a cost of incorporating including the registration fee and charges for a name search.