



## Telemark Nordic Director's Manual

So you want to be a Director of our non-profit Club? This document contains everything you need to know about the position. Appendix 1 contains a copy of the applicable clauses from the BC Societies

### Position and Role

1. The Telemark Nordic Board of Directors has the overall responsibility for:
  - a. supporting and monitoring the performance of the President
  - b. developing and clarifying the Club mission,
  - c. forcing forward thinking and approving long range plans,
  - d. monitoring programs and activities for appropriateness,
  - e. conformity with mission and achievement of expected outcomes,
  - f. ensuring financial solvency,
  - g. preserving institutional independence,
  - h. enhancing the public image,
  - i. interpreting external realities to the organization, and
  - j. assessing Board performance.
  
2. Directors are elected by majority vote at the Annual General Meeting to serve a one year term.  
Returning directors must be re-elected each year. The Board may, at any time, appoint a member as a director to fill a vacancy.
  
3. The Telemark Nordic board consists of 4 officers (President, Vice President, Secretary, Treasurer), plus  
up to 11 Directors
  
4. In addition to the regular board duties, directors have specific areas of responsibility. Telemark Nordic directors may also be assigned to serve on committees or undertake special projects. The primary responsibility of a director, however, is the responsibility to represent the best interests of the membership.

### Liabilities Telemark Nordic Director's Manual

All directors are jointly and severally liable for board decisions and are individually liable for any unlawful board activity in which they participate. In addition to damages, directors who commit an offence are subject to fines up to \$10,000. An "offence" is, in plain language, issuing a false or misleading statement. If you did not know or could not have known that a statement was false, then you have not committed an offence. An example would be deliberately altered financial statements or an improper contract award. Note that all Telemark Nordic directors are covered by Cross Country Canada Directors and Officers Liability insurance to \$1,000,000 per incident. See the Telemark Nordic policy on insurance

## Conflict of Interest

As a director, you are obligated to disclose any conflict of interest. You must:

- a) disclose fully and promptly to the other directors the nature and extent of your interest,
- b) abstain from voting on a directors' resolution,
- c) leave the directors' meeting when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
- d) refrain from any action intended to influence the discussion or vote.

## Meetings

Meetings are held once/month all year except July and August. Meetings are typically 1.5 hours on the 2nd Wednesday of the month. Meeting location varies but are normally in downtown Kelowna or West Kelowna. Dates will be adjusted to accommodate the majority of Director's schedule. Call-in attendance can usually be accommodated.

## Expense Policy

The Club will reimburse expenses incurred by directors while on approved business for the Club, but only if you are approved in advance to incur expenses on behalf of the club.

- Annually individuals with the need to incur expenses on behalf of the club will complete the Expense Policy Agreement Form, and submit a signed copy to the Treasurer.
- The Treasurer will maintain a current year list of approved individuals, including their name, Club role, address, email, and phone.
- The Treasurer will only approve payment to individuals who have completed this form for the current year.
- Individuals must enquire of the President and Treasurer what expenses are refundable prior to incurring them.

All expenses that exceed \$300 must have explicit written approval from the President and Treasurer prior to incurring the expense.

Refer to separate Expense Policy Agreement document for additional details.

## Permission to Publish Contact Information

By default, your name, email, and phone number will be published on the club web page. If you **do not** want this, you must explicitly request to be omitted from the contact page.