

There were several provisions of the Constitution that were not finalized in our last membership meeting. Below are the original and proposed provisions for review and approval.

## **5.0 BOARD OF DIRECTORS**

The Board of Directors is intended to act as a governing board to help establish the culture, set strategic direction and policy, provide financial oversight, ensure adequate resources, and hire, evaluate, and support the Executive Director.

### **Proposed:**

*The Board of Directors is the governing body of Oseredok. It has the legal and ethical responsibility to ensure the sustainability, growth, and reputation of Oseredok. The Board defines the vision for Oseredok and sets strategic direction, plans, and policies to achieve the objectives and limit exposure to risk.*

*The Board selects and appoints an **Executive Director** to execute the strategy and plans and provides support and resources necessary for this purpose. The Executive Director is responsible to implement the strategic direction established by the Board, report on progress compared to approved plans and budgets, identify issues that require Board consideration, mitigates risk, and champions Oseredok's vision and reputation.*

## **5.1 Role of Directors**

- a) Provide oversight of the strategic direction of Oseredok;
- b) Strike any committee;
- c) Appoint delegates;
- d) Appoint agents;
- e) Oversee the process for recruitment and selection of the Executive Director; and
- f) Receive reimbursement for reasonable expenses, providing the expenses are approved by a resolution of the Board, or pursuant to any policy adopted by the Board.

### **Proposed:**

*The Board of Directors, jointly and individually, ensures that the Board fulfills its legal and ethical responsibilities to:*

- a) Provide good governance that shall include, but not be limited to, the oversight of strategic direction, the establishment of committees, appointment of delegates and agents, and the recruitment and oversight of the Executive Director;*
- b) Provides oversight on the financial, organizational, program, community, and reputational integrity of Oseredok's operations;*

- c) *Approve short and long term plans and associated budgets, including the development of funding strategies that ensure adequate resources (financial, staff and operational) are available to achieve such approved plans and objectives;*
- d) *Provide leadership that promotes a healthy culture of a performance-driven, innovative and growth-oriented organization; and*
- e) *Receive reimbursement for reasonable expenses, provided the expenses are approved by a resolution of the Board, or pursuant to any policy adopted by the Board.*

## 6.6 Role of the Treasurer

~~Have care of all funds and securities of Oseredok;~~ *In alignment with the Finance and Investment Committee, the Treasurer will:*

- a) Chair the Finance *and Investment* Committee;
- c) ~~Make Oseredok's books available to Directors, upon request;~~
- d) Present a *financial and investment* report at every Board meeting.
- e) ~~Make all books available to the Auditor and the Audit Committee, when necessary.~~

### Proposed:

*Slight wording changes (incorporated above) are recommended to clarify the language of this provision.*

## 6.7 ~~Role of the Executive Director~~

~~The Executive Director shall:~~

- a) ~~be appointed by the Board;~~
- b) ~~be responsible to the Board;~~
- c) ~~hold office for such term and upon such conditions contracted in the Agreement with the Executive Director and as shall be approved by the Board;~~
- d) ~~propose to the Board such measures and such developments of Oseredok's activities as the Executive Director may consider will best serve the aims and objectives of Oseredok;~~
- e) ~~be ex-officio, non-voting member of any standing committees and may attend meetings of the Board, unless otherwise decided by the Board;~~
- f) ~~if necessary or required, make Oseredok's books available to Directors or members, Auditor, and Audit Committee, upon reasonable request.~~

### Proposed:

*Proposal to remove this provision as it is addressed in Section 5.0 as well as more operational details are appropriate to be included in the job description of the Executive Director.*

### 13.1 Motion to Dissolve

The motion for dissolution:

- a) Will be presented by the Board of Directors, and
- b) Must be passed by a two-thirds (2/3) majority of members of Oseredok.

#### Proposal:

*A motion for dissolution may be presented by the Board of Directors or by members in accordance with the provisions of Section 4.0 or 10.1. In the case of a motion for dissolution, the following shall apply:*

- a) not less than thirty (30) days notice will be given to members rather than the fourteen (14) days specified in Sections 4.0 and 10.2;*
- b) members will be given the option to participate by means other than in person (i.e. Video or Teleconference) for this purpose or may select a proxy to represent them at the meeting where the motion for dissolution is considered;*
- c) any motion to dissolve shall include the process for determining the distribution of Oseredok assets; and*
- d) the motion to dissolve must be passed by a two-thirds (2/3) majority of members of Oseredok participating in the meeting either in person or by other means as specified in (b) above.*