



**Bowen  
Children's  
Centre**

Bowen Children's Centre Society  
650 Carter Road, Bowen Island, BC, V0N 1G  
(604) 947-9628

[info@bowenchildrenscentre.ca](mailto:info@bowenchildrenscentre.ca)  
[www.bowenchildrenscentre.ca](http://www.bowenchildrenscentre.ca)

# **Board Composition, Responsibilities, Meetings and Recruitment Policy**

## **Purpose**

The purpose of this policy is to clearly articulate the composition and responsibilities of the BCC Board of Directors, to set expectations regarding the duration of a Director's term, to outline the Board's meeting requirements, and to establish an open and transparent process for recruiting and electing new Directors.

## **Policy**

### **Board composition and responsibilities**

1. The BCC Board of Directors should maintain a total of at least four, and no more than ten, Directors at any time.
2. The responsibilities and duties of the Board of Directors are set out in the BCC [Bylaws](#), the [Societies Act](#), and the set of policies maintained on the BCC website. In addition to these duties and responsibilities, the Board of Directors is responsible for developing and approving all BCC policies.

### **Duration of a Director's term**

1. Except in exceptional circumstances, each Director's term will be two calendar years.

2. Typically, a Director's term will commence following their election at the Annual General Meeting and conclude at the Annual General Meeting two years later. If a Director is appointed or elected at a time other than the Annual General Meeting, their term shall be two years from the date on which they were elected or appointed.
3. Each Director will confirm with the current President whether they intend to stand for re-election for the upcoming year at least three months before the Annual General Meeting. If resigning from the Board at any other time, a Director should provide the President and the Executive Director with as much notice as possible to provide the Board with sufficient time to find a new Director.

### **Board meetings**

1. Directors will aim to hold a Board meeting once a month. In the summer months, meetings may be held less frequently. Emergency meetings may be held on an ad hoc basis.
2. Directors may participate in Board meetings in person or via remote technology.
3. A quorum composed of the majority of Directors must be present at each Board meeting. If a quorum is not present, the meeting must be rescheduled.
4. A Director must not be absent for more than three Board meetings in a calendar year.
5. The Directors shall receive updates from the Executive Director at each meeting, including those concerning financial matters and significant human resource matters.
6. With respect to human resource matters raised at a Board meeting, the following guidance applies:
  - a. The Directors' default position on human resource matters should be one of staying informed without becoming actively involved or interfering with the Executive Director's role as decision-maker.

- b. A vote by the Directors on a human resource matter shall be reserved only for rare and extraordinary circumstances.
- c. If the majority of the Directors are of the view that a vote on a human resource matter is in the best interest of the BCC, the Executive Director shall provide the Board of Directors with a confidential written report containing the necessary background on the matter at least three days prior to the issue being discussed at an *in camera* session of a Board meeting.
- d. The Board of Directors should only become involved in human resource matters if, by way of a vote, the majority of the Board feels that the Executive Director is unable to perform the required human resource functions in a satisfactory manner.

### **Annual General Meeting**

1. Pursuant to the [BCC Bylaws](#) and the [Societies Act](#), an Annual General Meeting will be held each year at the time and place determined by the Board of Directors. Typically, the Annual General meeting will occur in September or October.
2. The Annual General meeting will be conducted in accordance with the procedures and requirements set out in the [Societies Act](#) and the [BCC Bylaws](#).

### **Electing new Directors**

1. At least three months before the Annual General Meeting, the President will determine the number of open seats on the Board, if any, and for those open seats, the skills and/or knowledge required or desired in order to fulfill the BCC's vision, mission and strategy.
2. At least six weeks before the Annual General Meeting, the Board of Directors, with the assistance of the Executive Director, will advertise any open Director positions via an email or e-newsletter sent to the BCC members, on the BCC website and, if warranted, in electronic or print media in the broader Bowen Island community.

3. At least two weeks before the Annual General Meeting, an individual who wishes to be a candidate in the election of Directors must submit an application to the President or the Executive Director. Each written application must address the criteria set out in the notice of open seats, which will generally include:
  - a. qualifications for the Board's required or desired skills and/or knowledge;
  - b. relevant work and volunteer experience;
  - c. ability to participate actively on the Board;
  - d. any existing or potential conflicts of interest, including those with other professional or volunteer work; and
  - e. contact details for two references, at least one of whom should be local, who can speak to the applicant's character and qualifications.
4. An individual who has previously submitted an application for candidacy is not required to resubmit an application unless their previous application is no longer accurate.
5. The current Directors will review each applicant to ensure that they are eligible to stand. The President will contact any applicants deemed ineligible for any reason including, but not limited to, the following conflicts of interest:
  - a. the candidate or an immediate family member of the candidate is paid by the BCC as a staff member, consultant, or independent contractor; or
  - b. the candidate is on the board or management team of another childcare centre on Bowen Island.
6. At least one week before the Annual General Meeting, the Board of Directors, with the assistance of the Executive Director, will inform the BCC members about the slate of candidates standing for the upcoming Board election, including a short bio for each candidate.
7. At the Annual General Meeting, the election of Directors to the Board will occur as follows:

- a. The President or the Executive Director will introduce each candidate.
  - b. Where there are more candidates than available positions, members will vote using a paper ballot listing candidates' names. Each BCC member present at the Annual General Meeting will be permitted one vote for each Director position. No proxy votes will be permitted.
  - c. The positions on the Board of Directors will be filled by the candidates that receive the most votes.
  - d. When there are the same number of candidates as available Director positions, the BCC members will vote for the full slate of candidates. To be elected, the slate of candidates must receive votes from the majority of the BCC members present at the Annual General Meeting.
8. In the event of the resignation of a Director at a time other than the Annual General Meeting, a new Director may be appointed by the remaining Directors. This individual will remain a Director until they are presented to the BCC members for election at the next Annual General Meeting.
  9. The orientation of newly elected Directors is the responsibility of the existing and outgoing Directors and the Executive Director. Orientation must include a review of the relevant sections of the *Societies Act*, the BCC Bylaws and the BCC policies.
  10. Outgoing Directors shall remain available in an advisory capacity as needed by the incoming Directors.

<b>Related BCC policies and legislation</b>	<b>This policy approved on:</b>
<i>All BCC policies</i>  <i>Societies Act</i>  <i>BCC Bylaws</i>	<b>May 26 2020</b>

