



The Brockville Theatre Guild

P.O. Box 474, Brockville Ontario K6V 5V6

Board of Directors Roles & Responsibilities

Matters of keeping the corporation in order

The responsibility to keep the corporation in good order is shared among all directors.

Some positions on the board have more defined responsibilities than others, but the bylaws and various federal and provincial legislation stipulate a shared liability for the running of the business.

Responsibilities of all directors include:

- Maintaining and upholding the bylaws and policies of the corporation.
- Exercising all the powers of a board member (8.a-h.)
- Vote on any matter before the board (5.f. and 7.a.)
- Ensuring corporate records are filed with Canada Revenue Agency (charity return) and the Province of Ontario for corporation status.
 - The auditor will often file the charity return free of charge after the end-of-year audit.
 - Changes to bylaws must be filed with the charity directorate of the CRA [online](#).
 - Changes to the year-end require [authorization](#) from the Minister
 - The secretary or other director must file a [Form 1](#) within 15 days of the appointment of new Directors (change of board)
- Maintaining and fulfilling any responsibilities for contracts (e.g. lease)
- Ensuring a valid insurance policy with minimum liability stipulated by the venue's in which productions are hosted (e.g. Brockville Arts Centre)
- Ensuring a record of all meetings and decisions. This may be in any form (electronic or paper), but minutes are a necessary component to maintaining charity (federal) and corporate (provincial) status.
- Maintain the address of the corporation (i.e. the Post Office)
- Maintain a register of members (members vote – therefore an accurate record must be kept)
- Maintain a register of accounts (finances are subject to audit and must be maintained and accounted for monthly to the Directors and at the Annual General Meeting)
 - Provide all financial records and receipts to the independent auditor as part of the end-of-year procedures.
- Maintain a register of assets (real and virtual)
- Maintain a record of policies and procedures
- Must ensure there is an Annual General Meeting at the conclusion of each business year at which time there is a full accounting of the business and finances of the corporation; and, an election of the next board of the Corporation (18.d.).



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Specifics

1. Upon accepting the office of Director, must provide their full names, address and date of birth to the Secretary/Secretary-Treasurer and permit their name to be published online as part of the Charity Filing with CRA.
2. Must read and acknowledge the bylaws and related policies of the Brockville Theatre Guild.
 - a. Must report any breach of policy in accordance with terms set forth in the policy;
 - b. Upon being appointed to participate in the discovery of facts of a breach of the Code of Conduct, or Production Code of Conduct as stipulated in policy., will participate in fact finding and recommend outcomes to the convenor.
3. Attend all meetings; or, must provide enough advance notice and reasons if an absence is unavoidable.
4. Directors, other than the named critical positions, are considered Directors at large. These typically accept responsibility for other related departments of the corporation although bylaws allow for Officers to be appointed. Departments include:
 - a. Newsletters ~ create and ensure the distribution of the BTG newsletter “the Masque” at least twice in a fiscal year.
 - b. Membership ~ while maintaining a record of the membership is the responsibility of the Secretary or Secretary-Treasurer, the day-to-day engagement of the community of members is a shared responsibility and can be delegated.
 - c. Social Media ~ the BTG must manage the online component of it’s brand in accord with the social media policy
 - d. Archives ~ keeping a physical or digital copy of all the activities of the organization.
 - e. Awards/Bursary ~ While the awards are voted on by the board, the engagement with schools and applicants and arranging for presentations and engravings necessitates specific attention.
 - f. Eastern Ontario Drama League ~ The BTG has been a long-standing member of the EODL and the board has typically nominated at least one representative to attend meetings, share announcements etc...
 - g. Keep and Shop ~ The BTG may appoint a director(s) to oversee the keep and shop, or work with the Chief Stewards of the Keep and Shop (appointed Officers) to ensure the assets of the corporation are in good order.
5. Attend the post-office and maintain correspondence. There are currently two keys to the post office and given there is no physical address, the post-office should be checked twice-monthly as good practice. This may fall to any officers of the corporation depending on availability and proximity.



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President

The duties of the President are defined in the bylaws and include the following:

- All the powers of a board member (8.a-h.)
- Vote on any matter before the board (5.f. and 7.a.)
- Charged with general management of the affairs of the corporation (11.b.)
- Call meetings (18.b.iii.)
- Declare that notice has been provided given of a meeting of directors (5.c.) or the Annual General Meeting and call meetings as necessary (5d)
- Chair all meetings of the members of the corporation and board of directors (11.a.)
- Sign and certify by-laws (11.c)
- Shall sign deeds, transfers, licences, contracts and engagements (15.a.)
- Declare a resolution carried or defeated (22.c.)
- Sign cheques (24.a.)
- Maintain records (this is a joint shared responsibility) (16)
- The President may not hold any other office of the board (10.b.)

Broadly speaking, the President generally acts as a “tie-breaker” in cases when the board is at an impasse. This is the natural result of the uneven number of members of the board; however, the President has no greater vote than any other member (7.b.) and a tied resolution is considered defeated.

Specifics:

In day-to-day terms, the President generally oversees and maintains the accountability of all key positions (Vice-President/Secretary/Secretary-Treasurer/Treasurer as the case may be) and departments and may delegate accordingly.

They maintain oversight of the Costume and Property Keep, and Shop and any other facility owned or leased by the organization and may delegate accordingly.

In the company of the Treasurer or Secretary-Treasurer, must attend the bank with the outgoing President, or secure a note of transition from the outgoing President or Treasurer or Secretary-Treasurer, to transfer signing authority.

In addition to participating in any investigation of a breach of policy, must keep and maintain a confidential copy of any investigation and outcomes; and transfer these files to their successor until such time as the records are destroyed in keeping with the timing set forth in the decision/outcome of the investigation.



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Vice-President

The bylaws stipulate that the Vice-President must exercise the duties of the President during any absence or the inability of the President to fulfill their duties. In these rare cases, the Vice-President position must be back filled (11.d. and 11.e.)

The Vice-President may call meetings (18.b.iii) and sign cheques (24.a.)

Outside of the above, the Vice-President is a director and as such as the same authority/responsibilities:

- All the powers of a board member (8.a-h.)
- Vote on any matter before the board (5.f. and 7.a.)

Broadly speaking, the Vice-President fills in where there is an absence or gap in any other domain. The Vice-President acts as a sounding board for the President.

The Vice-President may not hold any other office of the board (10.b.)

Secretary

The Secretary, or secretary-treasurer (10.a.) is a director and as such as the same authority/responsibilities:

- All the powers of a board member (8.a-h.)
- Vote on any matter before the board (5.f. and 7.a.)

The Secretary has additional authorities and responsibilities including:

- Sign bylaws with the President or Vice-President (11.c.).
- Call a meeting of directors at the direction of the President, or Vice-President or on direction of two directors (5.d.)
- Attend and take accurate minutes of all meetings (12.a.) which includes
- Make sure notices of the corporation are sent and posted appropriately (12.b.).
- Make sure all records of members are kept up to date (12.c.) and provide each member of notice of their admission (17.c.).
- Be the custodian of the seal, and all records of goods, all papers, correspondence and keep these records confidential unless authorized by resolution to provide them to any member.



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- Accepts evidence of the appointment of a proxy vote of any member to any person attending a meeting of the membership (22.a.)

Broadly speaking, the secretary or secretary treasurer is the records keeper of the organization; sets up agendas, records and files minutes and files corporate records and correspondence of the organization with any federal, provincial and municipal institution as required by law or at the behest of the President and/or Board of Directors.

Specifics:

1. Upon accepting the office, must meet and take ownership/co-ownership any digital or paper records in the care of the previous secretary or delegate officers, and confirm the register of assets.
 - a. Physical paper books and records, including membership role, should be filed and stored according to the current best practices in place
 - b. In fulfilling these duties, should limit or remove access of any person outgoing directors who are “no longer authorized” to access books, records, assets of the organization at the Director level.
2. Must verify a copy of the insurance policy, lease, letters of patent and incorporation are all current and sufficient to conduct the business of the organization.
 - a. Must ensure the proper filings are complete, including sending/filing a Form 1 (notice of change of Directors) to the province with any change to directors;
 - b. Must file any changes to bylaws with the Charity directorate of Canada Revenue Agency.
3. The following digital assets must be managed/co-managed by the Secretary, or Secretary-Treasurer and delegated as necessary:
 - a. Guild Web-Page
 - i. The domain name (www.BrockvilleTheatreGuild.ca) must be renewed annually
 - ii. The page host account must be renewed annually
 - b. Hotmail and Gmail Accounts log-in
 - i. The email must be monitored for new correspondence and manage the correspondence accordingly.
 - c. Facebook group page
 - d. Instagram account
 - e. DropBox account
4. Must ensure a copy of the approved agenda and minutes of all meetings are kept in paper and electronic stored format (dropbox / google docs) within 30 days of the meeting having taken place.



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Treasurer

The Treasurer, or Secretary-Treasurer (10.a.) is a director and as such as the same authority/responsibilities:

- All the powers of a board member (8.a-h.)
- Vote on any matter before the board (5.f. and 7.a.)

In addition to this, the Treasurer, or Secretary-Treasurer is also responsible to:

- Deposit money, disperse funds, present reconciliations to the board monthly, keep records of all the foregoing and present a financial report at the Annual General Meeting (13.a-g.)
 - Provide all records to the auditor as part of the year-end accounting process.
- Sign contracts, deeds and engagements with the President or Vice-President (15.a.)
- Sign cheques with the President or Vice-President (24.a.)

Broadly speaking, the Treasurer or Secretary-Treasurer is the custodian of the financial record of the organization. They should be party to all discussion related to spending money and provide their vote in context of the financial interest of the organization.

Specifics:

1. Upon accepting the office, must attend the bank with the President and/or outgoing treasurer, and/or a letter authorizing the transfer of the signing authority from the previous treasurer.
2. Must be familiar with basic bookkeeping principals: record all debits and credits and assign them to approved categories in the books.
 - a. Books must be kept and stored for audit purposes. Electronic reports of all debits/credits must be printed for this purpose.
3. Must ensure all expenses are validated by receipt or invoice; or when a receipt is lost, to take written documentation/reporting to fulfill the requirement of accounting for a reimbursement.
4. Must provide a copy of the bank statement and a reconciliation report to the board of directors at every meeting of the Directors.
5. Must provide a copy of all financial records to the auditor in preparation of the Annual General Meeting;
 - a. Must report any discrepancies of a financial nature to the Directors and/or to the members at the Annual General Meeting