

Nelson Food Cupboard Society

Board of Directors Candidate Application Package

Thank you for your interest in serving on the Nelson Food Cupboard Society Board of Directors. This package is designed to provide you with valuable information to help you make a decision about standing for election to our Board. It will also help us gather information about potential candidates.

All eligible members of the Nelson Food Cupboard Society (NFCS) may stand as nominees for the Board of Directors. Eligible candidates will meet the director requirements, demonstrate that they can fulfil the specific responsibilities required of the director and show a commitment to the organization's vision and mission. Potential candidates must consider that election to the NFCS Board of Directors is a two-year commitment.

Election Timeline & Process

New directors can take office in one of two ways:

- Directors can be elected at the Annual General Meeting as per NFCS bylaws and the Society Act. A Director so elected serves a two-year term and is eligible for re-election.
- Directors can be appointed by the Board. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the society, but is eligible for re-election at the meeting. New directors can be appointed at any time when vacancies exist.

A completed board candidate package must be received at least one month prior to the AGM in order to be eligible for election at that year's AGM.

Applications received after this deadline will be considered on a case-by-case basis and may be eligible for a temporary appointment.

Notice of the AGM will be given to all members two weeks prior to the AGM.

Director Requirements

- All board candidates must be member in good standing of the NFCS.
- All board Candidates must be at least 16 years of age as of January 1 of the election year.
- All board candidates must formally declare their willingness to stand for election and return their questionnaires one month prior to the AGM.

- All board candidates must state all potential conflicts/confluences of interest on the candidate application.
- All board candidates must commit to at least one two-year term.
- All board candidates must demonstrate an ability and willingness to abide by all Board policies.

All board candidates are encouraged to attend at least one Board meeting prior to the election in order to see how our Board conducts business. Please contact the NFCS via email or phone to arrange for your attendance at a meeting. foodcupboard@shawbiz.ca or 250-354-1633. Attendance at a Board meeting may require signing of a non-disclosure agreement.

The Role of the Board of Directors

The Nelson Food Cupboard Society Board of Directors is democratically elected. The Board acts in the best interest of the NFCS and ensures that the society's constitution, by-laws and policies are being followed. The Board sets the vision, mission and goals of the organization.

Board Member Job Description

This job description, in combination with other documents in the Board manual, sets the minimum standard of performance that all Directors are expected to achieve.

Specific Responsibilities of Directors:

- Set policies for the organization's operation to establish its general course from year to year
- Ensure that the policies, constitution and bylaws are being followed and that the organization is fulfilling all aspects of its nonprofit society status
- Know the budget (capital and operating), budget process, and financial situation of the organization; monitor financial position, indicators and resources.
- Authorize appropriate indebtedness for major programs; see that the organization maintains good credit and financial standing
- Hire, evaluate, and, if necessary, replace the NFCS coordinator(s); define the NFCS coordinator's responsibilities and goals; and approve and adhere to all staff contracts and compensation packages.
- Provide adequate resources for the activities of the organization through a commitment to participation in, and promotion of, fundraising campaigns and events

- Contribute to a positive public image for the NFCS by developing and maintaining communication links to the community, and by acting as an advocate on behalf of the NFCS.
- Perpetuate a strong board through recruitment, contested elections, training and professional development.
- Make sure the organization keeps a written, permanent record of all Board minutes and official actions
- Perform other responsibilities of a Director as may be required.

Board members should not:

- Engage in the day-to-day operation of the organization (may assist as a volunteer)
- Hire staff other than the chief executive
- Make detailed programmatic decisions more appropriately left to staff

Other Expectations of Directors:

- Be familiar with, and committed to, the organization's mission, vision, programs, and long-range objectives (see Appendix A)
- Adhere to all NFCS policies as well as the NFCS Constitution and Bylaws
- Be willing to work with a consensus decision making model (see Appendix B)
- Adhere to the legal responsibilities of directors (see Appendix C)
- Prepare for and participate in regular monthly Board meetings; read materials provided prior to each Board meeting to ensure active, informed participation
- Prepare for and participate in at least one Board committee; provide committee reports to the Board when appropriate
- Prepare for and participate in Board training opportunities.
- Prepare for and participate in Board / management strategic planning and goal-setting sessions.
- Prepare for and attend the Annual General Meeting and any other member meetings as required
- Be willing to work together with Board colleagues and take responsibility for Board duties
- Be committed to keeping NFCS information and materials confidential
- Communicate in a respectful manner
- Identify and avoid conflicts of interest
- Inquire if there is something you do not understand or if something comes to your attention that causes you to question a policy or practice

NFCS Volunteers as Board Members

- Front line volunteers are invited and encouraged to apply to be directors of the board.
- Board members are invited and encouraged to apply to work as front line volunteers.
- Board members who also volunteer on the front line are expected to maintain two distinct roles in the organization.
- When members who both volunteer on the board and the front line are working on the front line, they are to report to the NFCS coordinator and follow the guidelines that have been created for front line volunteers.
- When members who both volunteer on the board and the front line are acting on behalf of the board, they are to report to the NFCS board chairperson and adhere to board policies.

Appendices

Appendix A Nelson Food Cupboard Society Vision, Mission and Goals

Appendix B Consensus Decision-Making

Appendix C Legal Responsibilities of Directors

Nelson Food Cupboard Society Potential Board Candidate Application

Please answer the following questions and return this application to:

Nelson Food Cupboard Society
Board of Directors
602 Silica Street
Nelson, BC V1L 4N1
Tel: (250) 354-1633
Email: foodcupboard@shawbiz.ca

Name _____

Mailing Address

Email Address _____

Telephone _____

Present Occupation _____

Why are you interested in standing for election to our Board of Directors?

Describe any personal skills or experience (such as organizational leadership, financial literacy, strategic planning, legal, communications, other board service, etc.) that you would contribute to the activities of our Board.

Appendix A

Nelson Food Cupboard Society Vision, Mission & Goals

Our Vision

Everyone has access to enough good food. We trust people to know what they need.

Our Mission

To give meaning to food as a basic human right, we will take steps to:

- Provide food for people who need it;
- Foster broad community involvement in both short- and long-term solutions;
- Provide public education around poverty, class, and food access; and
- Provide education related to food skills and personal empowerment.

Our Goals

- To build health, social, and emotional capacity in low-income community members through diverse programming;
- To increase ways to acquire, grow, and produce food locally for use in our programs;
- To engage in food security issues at the systemic level through advocacy and other means;
- To diversify food access opportunities;
- To operate in a space that suits our needs and where all community members feel welcome
- To foster broad community awareness of issues around food access, poverty, and related oppression.

Appendix B

Consensus

Consensus is a process in which no decision is finalized until everyone in the group feels comfortable with the decision and is able to implement it without resentment. Ideally, consensus synthesizes the ideas of every member of the group into one decision.

The easy part is when everyone agrees with the motion on the table. Because consensus is not always this immediate, the group needs effective means of communication to build a consensus (a.k.a. a decision with which everyone can live).

Here are some effective components of communication:

Trust	listening	full discussion	sharing ideas and info
Cooperation	respect for differences		a focus on mutual solutions

When consensus is elusive, there are various options:

- Refer the matter back to staff or another board member for more research and information to be brought forward at the next meeting
- If a decision is on the verge of being reached after group discussion, but you cannot fully support it, you can express your reservations but allow the group to move ahead with the decision, or block the decision if you are adamant that the course of action will be a detriment to the organization.
- Move the decision to a majority vote with a threshold in accordance with the by-laws. Many consensus processes use 70% as the approval threshold in lieu of consensus.

When agreement is blocked, the person blocking the decision must be clear with their reasons, and communicate their beliefs as well as listen to others. The rest of the group needs to listen to these reasons and take them into consideration. It is important for the blocker to make a conscious effort to work with the group on alternatives, and for the rest of the group to appreciate the blocker's strong sentiments and desire to find alternatives.

Differences of opinion are natural and often helpful. You have the right to disagree, but not to be disagreeable.

Consensus means that the group chews on something until everyone can swallow it easily and safely.

Appendix C

Legal Responsibilities of Directors

Adopted: January 15th, 2009

SUMMARY OF RESPONSIBILITIES

- Ensure that the society's charter and by-laws are being followed
- Act in the best interests of the society
- A director shall perform his/her duties as a director, including his/her duties as a member of any committee of the board upon which s/he may serve, in good faith, in a manner s/he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Duty of Attention:

- Actively participate in the oversight of the society's activities
- Regularly attend meetings and read preparation materials prior to each Board meeting to assure active, informed participation
- Know what the society is doing and what it should/shouldn't be doing

Duty of Loyalty:

- The best interests of the society and its members must prevail over any individual/ personal interests
- Full disclosure is required when a director has a material personal interest in a transaction with the society
- Directors remove themselves from discussion and decision-making on items with which they have a potential conflict of interest
- When an opportunity to acquire property, grants, or seize other business opportunity comes to the attention of a director as a result of his/her participation on the Board, the director must always defer to the society first

Duty of Confidentiality:

- A director must deal in confidence with all matters involving the society unless it is clear that such information is a matter of public record or common knowledge

Duty of Care Standards:

- Know the society thoroughly
- Research issues thoroughly
- Be prepared for and attend all meetings
- Honour the office

- Insist on complete and timely information
- Allow adequate time for deliberations
- Maintain good records of Board decisions/actions
- Approach the job with honesty and integrity

LEGAL PROTECTIONS

Written Records:

- Significant actions of the board and documentation contributing to decisions should be thoroughly and carefully recorded
- Secretary is responsible for ensuring that records are properly kept

Indemnification:

- Language in the society's bylaws may state that the society will stand behind its directors for actions they take on behalf of the society
- Directors' and Officers' liability insurance may be purchased

Business Judgement Rule:

- Courts have been reluctant to find fault (in hindsight) with directors' decisions
- The procedures by which directors make decisions are important and indicative of the care and attention directors take in their role