

## Board of Directors Charter

(Updated/approved February 18, 2020; March 19, 2025)

The Board of Directors of an incorporated, non-profit organization is legally responsible for the governance of the organization. Within that mandate is the expectation that the Board will develop, implement, and monitor policies that will allow the organization to carry out its work. The Board of Directors will provide effective and ethical stewardship of and leadership for Science Atlantic by fulfilling the responsibilities outlined below.

### Mission

The Board is responsible for ensuring that there is a mission in place for Science Atlantic. These will be set as required, in consultation with the community. Naturally, all non-profit board members should be passionate about the organization's mission and believe in the importance of their work and the communities who benefit from it. The responsibilities of all Science Atlantic Board members are outlined in the items below.

### Strategic Objectives

The Board will establish and monitor Science Atlantic strategic objectives:

- Lead the process and development of a Five-Year Strategic Plan
- Determine the annual strategic objectives for the Board
- Monitor and assess progress against strategic objectives

### Annual Priorities

The Board will be responsible for developing the organization's annual priorities:

- Review and recommend approval to the Membership of the annual priorities
- Monitor and report progress to the Membership

### Stakeholder Communication

The Board will establish two-way communication process with key stakeholders:

- Solicit feedback from the communities (via Division Chairs and others)
- Ensure there is effective communication to the community
- Report to the Membership at Annual Member Meetings

### Evaluation of Key Management

The Board will monitor and evaluate performance and remuneration of the Executive Director:

- Define duties, implement a process of accountability, and provide for support and professional development
- Conduct an annual performance and goal setting discussion
- Conduct a formal performance evaluation every two years
- Ensure succession planning

## **Fiscal Responsibility**

The Board is responsible to ensure that Science Atlantic's financial health is protected fiscally and ethically, in accordance with generally accepted standards:

- Set and monitor an appropriate annual operating budget, including salary scale and fee structure
- Review and recommend approval of the formally reviewed annual financial statement
- Establish a multi-year plan that is reviewed annually
- Recommend the appointment of the external reviewer, and ensure that a review of the annual financial statements is performed
- Ensure that the organization has strong financial practices and controls in place

## **Board Development**

The Board will be responsible to monitor its own performance:

- Ensure the effectiveness and efficiency of the Board, its Officers and Directors
- Maintain Board and Officer succession; Board members should think about the strengths they bring to the Board and who they would recommend to replace them when their term comes to an end.
- Provide orientation for new Board members, defining responsibilities and expectations
- Maintaining an active, strong, and engaged pipeline that is reviewed on a regular basis will help to ensure a continually strong and healthy board

## **Board Director Responsibilities**

In order to be an effective body, Directors of the Board will be expected to:

- Maintain the confidentiality of information obtained as a Director of the Board
- Attend Board meetings and serve on committees as applicable
- Be prepared for and participate in meetings
- Declare conflicts of interest as they arise
- Speak with one voice when decisions have been reached by the Board
- Support fundraising initiatives
- Act in the best interests of the organization
- Understand the roles and responsibilities of being a board member
- Be familiar with the organization's [bylaws](#), [policies and procedures](#), [strategic plan](#), [mission](#), etc.
- Ensure they avoid conflicts of interest including operating in the best interest of the organization, not in self-interest or the interest of a stakeholder group
- Respect confidentiality policies that pertain to membership and board discussions
- Keep informed about the organization's financial activity and legal obligations
- Bring their own skills, experience and knowledge to the organization

## **Organizational Risk Management**

The Board will be responsible for safeguarding that the Membership is protected from liability:

- Identify and monitor key organizational risks
- Establish and maintain appropriate risk management systems
- Ensure policies are in place to manage and mitigate risks

## **Ambassadorship**

The best board members make it a priority to promote the mission and importance of the organization whenever appropriate/possible. Whether it be during casual conversation at a local networking event or as a spokesperson at a donor gala for the non-profit, board members should be ready to deliver a targeted pitch that highlights the organization's mission, impact, and path for growth in a way that will speak to, inspire, and engage their audience.

## **Connection**

Board members should engage personal and professional networks in an effort to support the non-profit. By doing so, the board member can help cultivate prospective donors, recruit staff, and/or identify potential additional board members. Furthermore, board members should consider gaps in representation on the current board—whether it be in regards to specific industries, skill set and backgrounds, or cultural and socioeconomic diversity—to target ideal board member prospects.

## **Financial Support**

Once viewed as a luxury, board financial support is now often a necessity, as increased philanthropy is required to fulfil strategic objectives. A philanthropically engaged board member can set the tone for giving for other board members and the organization's community. Use these rules of thumb: a board member should include the organization as one of their top three philanthropic priorities, and a healthy board should aim to contribute at least 10% of philanthropic-specific revenue raised annually.

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Evaluation of this Charter will occur every two years.