

Roles and Responsibilities of Board Members¹

Co-Chairs

There will be two international Co-Chairs of Gwich'in Council International:

- The Canadian Co-Chair position will rotate between Gwich'in Tribal Council and Vuntut Gwitchin First Nation on a biannual basis. The organization holding the Co-Chairmanship is responsible to appoint the Co-Chair; and
- The Alaskan Co-Chair position will be held by a representative of the Council of Athabascan Tribal Governments.

Accountability

- The Co-chairpersons serve and are accountable to the Board of Directors.

Authority

- The Co-chairpersons have no formal authority to direct the board or the affairs of the Association, unless otherwise authorized. Like other board members, the Co-chairs are entitled to make motions and vote on matters.
- The Co-chairs may not, on behalf of GCI, enter into contracts without the knowledge and approval of the board and the Executive Director.

Time Commitment:

- Two hours month (board meetings, preparing for board meetings, attending special events).
- Travel (minimum two times per year usually for a week each).

Term of Office:

- Two-year term with unlimited renewals based on the agreement of the appointing organization.

Responsibility

- The Co-chairs are, first and foremost, responsible for the effective functioning of the board in its role of governing the Association. All other duties are secondary.
- The Canadian Co-Chair has additional responsibilities under the *Not-For-Profit Act*, which include:
 - Overseeing the work of the Executive Director;
 - Financial oversight, cheque signing, and procurement; and
 - Signing contracts and correspondence.

¹ 2016 Governing Good.

Primary Duties:

In addition to the duties of every board member, the Co-Chairs are responsible for:

- Participating in the preparation of the board's meeting agenda;
- Chairing meetings of the Board of Directors;
- Reviewing meeting minutes;
- Enforcing rules of conduct as they apply to the board and its individual members;
- Coaching members of the board;
- Ensuring there is a process to evaluate the effectiveness of the board;
- Serving as spokesperson, together with the Executive Director; and
- Ensuring full and timely communication with members of the board.

Secondary duties

The Co-chairs may, with greater regularity than other members of the board:

- Prepare recommendations for board consideration;
- Prepare recommendations to the members for changes to by-laws;
- Be available to the Executive Director for consultation purposes; and
- Represent GCI at community meetings and events.

Other duties

- Recognizing that the Co-chairs' role is a voluntary one, the board may formally authorize the Co-chair to take on additional duties only if they do not interfere with any of the above.
- Participation in working group projects or representing GCI in Working Groups.

Ex-officio Status

- To ensure effective communication, the chair will be an ex-officio member of all governance committees and may attend their meetings when needed.

Qualifications

The Co-Chairs must have:

- A commitment to, and a clear understanding of the mission of GCI;
- Knowledge of meeting procedures, governance policies and by-laws of GCI; and
- Sufficient time to devote to his/her primary duties.

Development & Evaluation

- The Co-chairs shall regularly consult the board on their expectations of the Co-chairs role and assess his/her strengths and areas for improved effectiveness.

Removal of Chair

- The Chair may be removed by a three-quarter vote of the Board.

Board Member

Each Member Organization has the right to appoint Board Members to the GCI Board: The Council of Athabaskan Tribal Governments (4 members, including Co-Chair); Gwich'in Tribal Council (2 members); and Vuntut Gwitchin First Nation (2 members).

Accountability

- The Board of Directors is collectively accountable to the members, community, funders and other stakeholders. They are accountable for the Association's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources.

Authority

- Individual board members have no authority to approve actions by the Association, to direct staff, or to speak on behalf for the Association unless given such authority by the board.

Time Commitment

- Two hours a month (board meetings, preparing for board meetings, participating in committees and attending special events).
- Travel to Senior Arctic Official, Working Group, or other meetings, *as funding permits*.

Term of Office

- Two-year term with unlimited renewals with support of appointing organization.

Responsibility

- Board members are responsible for acting in the best long-term interests of the Association and the community and will bring to the task of informed decision-making a broad knowledge and an inclusive perspective.

Principle Duties

Every member of the Board of Directors, including the Board's officers, is expected to do the following:

- Prepare for and participate in board meetings;
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise;
- Support governance decisions once made;
- Participate in the review of GCI's mission and objectives and in the development of a strategic plan;
- Help the board to monitor the performance of GCI in relation to its mission, objectives, core values and reputation;
- Abide by the by-laws, code of conduct, conflict of interest and other policies that apply to the board;
- Participate in the approval the annual budget and monitor the financial performance

- of GCI in relation to it help establish, review and monitor operational policies;
- Participate in the hiring of, and if required, the releasing of, the Executive Director;
 - Participate in the evaluation of the Executive Director;
 - Identify prospective board members and possibly help recruit them;
 - Participate in the evaluation of the board itself;
 - Contribute to the work of board as a member of a board committee or Arctic Council Working Group representative;
 - Attend and participate in the Annual General Meeting;
 - Be an ambassador for the GCI and ensure ones involvement is known within their own network of friends and contacts;
 - Keep informed about community issues relevant to the mission and objectives of GCI.

Qualifications

The following are considered key job qualifications:

- Knowledge of the community;
- Commitment to the Association's mission and strategic directions;
- A commitment of time; and
- Openness to learning.

Evaluation

The performance of individual directors is evaluated bi-annually in the context of the evaluation of the whole board and is based on the carrying out of duties and responsibilities as outlined above.

Removal of a Board Member

- A director may be removed with a three-quarter vote.

Treasurer

In addition to the roles and responsibilities as a Board Member, according to the By-Laws, the Treasurer is also responsible for:

- Custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and such depositories as may be designated from time to time by the Board of Directors.
- Disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Co-Chairperson's and directors at the regular meetings of the Board of Directors or whenever they may require an account of all her/his transactions as Treasurer and an account of the financial position of the Corporation.
- Perform such other duties as may from time to time be determined by the Board.
- May be required by the Directors to give the Corporation a bond in the sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of her/his office, and for the retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under her/his control belonging to the Corporation.