

Sustainable Building Manitoba

Board Terms of Reference

Adopted: DRAFT

Background:

Section 25 of the Organizational By-law states:

The Board shall maintain a Board Terms of Reference, which may be adopted, amended, altered or deleted by Ordinary Resolution of the Board. In the event of any inconsistency between this By-law and the Terms of Reference, this By-law shall prevail. The Terms of Reference may consist of any characteristics of the Board not already prescribed by this By-law, including but not limited to:

- (a) any prescribed positions, including descriptions for those positions, and the years in which those positions will come up for election;
- (b) the number of Directors necessary to constitute quorum at any meeting of the Directors;
- (c) any other characteristics that the Board deems necessary.

Board Terms of Reference:

1. Position (Election Year)

Chair (2016)
Vice Chair (2016)
Secretary (2016)
Treasurer (2017)
Governance (2017)
Sponsorship (2016)
Marketing/Communications (2017)
Education (2017)
Membership (2016)
"Emerging Green Builder" (2017)
Director (2016)
Director (2016)
Director (2016)
Director (2016)
Director (2016)

2. Quorum at a Board meeting is a simple majority of the Directors.
3. The Chair, if present, or, in default the Vice-Chair, if present, shall preside as chairperson at every Board meeting and otherwise the Directors present shall choose one of their number to be chairperson of such meeting.
4. Meetings of the Board shall be held in accordance to the number and schedule approved by the Board. Additional meetings of the Board shall be called on the requisition in writing to the Chair by any two (2) Directors provided notice is given at least fourteen prior. All meetings shall be called by the Secretary, with approval from the Chair.
5. Any Members who are not Directors are permitted to attend meetings of the Board, but are neither permitted to vote nor make motions for consideration by the Board at such meetings. Should any Member wish to make a presentation to the Board, the Member must provide the Chair with at least ten (10) days notice of their request to make a presentation at the meeting. Permission to make any such presentation may be granted or denied by the Chair in their absolute discretion.
6. A meeting of the Board may be held by means of telephone or other communication facilities, notwithstanding the fact that the persons constituting such meeting are not all together in the same room or place, providing however, that such facilities permit all such persons participating in the meeting and entitled to vote thereat to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
7. A meeting of the Board may be held via e-mail communication in urgent circumstances. Such a meeting may be called at any time by the Chair, at their sole discretion. Any decision of the Board made pursuant to e-mail communication is only effective if two-thirds (2/3) of the Directors indicate their approval of the proposed matter.