

Terms of reference for the offices of President, Vice-President, Secretary, and Treasurer

TERMS OF REFERENCE FOR THE OFFICE OF PRESIDENT BIRDSCARIBBEAN BOARD OF DIRECTORS

The Bylaws explain that the President is an Elected Officer Director, elected by Voting Members of the organization, except in cases where a vacancy is created by death, resignation or removal, in which case the Board of Directors can appoint the replacement. The Bylaws also describe the term of President (two years), which may be repeated once and the President's particular rights and roles. These include acting as Chair of meetings of the Membership, Board of Directors, and Executive Committee, status as Immediate Past-President following end of term as President, right to call Special Meetings of the Membership, and the restriction that President may not also serve as Treasurer or Immediate Past President concurrently. Please see the Bylaws for this information; it is not repeated here. The TOR provides guidance beyond that in the Bylaws.

- 1. Qualifications**
- 2. Charge**
- 3. Specific Duties**

1. Qualifications

The candidate for President must:

- Previously been a member of the Board;
- Be organized, experienced in chairing meetings (or knowledgeable about business meeting protocols), and able to accomplish tasks in a timely fashion.

2. Charge

The President serves as the official representative of the organization and as chairman of the board. In order to realize the purposes of the Organization, the President oversees all functions of the organization and keeps in close touch with the Board members and committee chairs. The President maintains especially close contact with the Executive Director and editors of Organization publications. The President may serve *ex-officio* on all committees.

The President must set the philosophical and scholarly tone of the Organization to ensure that all Directors and the membership understand the mission and vision of the Organization and are inspired to make a maximum contribution of time and efforts to the accomplishment of the Organization's objectives. As President, he/she should work to enhance the overall image of the Organization locally, regionally, and internationally as an inclusive membership driven organization dedicated to Caribbean bird conservation in all forms.

3. Specific Duties

Meetings

Conducting meetings. At Board meetings, the President ensures that business is transacted expeditiously. She/he also clarifies appointments and responsibilities designated at the meeting so that they may be accurately reflected in the minutes. The President presides at the annual business meeting of the organization, preserves order and decorum, and adjudicates points of order.

Review of the minutes. Within two weeks after each Board meeting the President should provide his review of the minutes, to ensure that the summaries are complete and accurate, and returns the minutes to the Secretary for distribution and appropriate archiving.

Results of Elections

The President notifies all candidates (winners and losers) of the results of elections.

Appointments

In consultation with the Board, the President appoints:

- a. the chairs of standing committees and ad hoc committees.
- b. representatives to other organizations.
- c. special appointments for organizational tasks, such as assigning specific tasks to Executive Director.

Orientation of New Board Members and Officers

The President and Executive Director conduct an orientation session with new Board members and officers prior to their first Board meeting. At such sessions, the President will normally both identify issues scheduled to be discussed at the subsequent Board meetings and recapitulate the Board's discussion of those issues to date for any such incoming Board members. He/she will ensure that new Board members receive the board orientation handbook and are appointed a mentor from among existing board members (serving for at least two years).

Calendar

The President and the Executive Director prepare and maintain the official calendar of the organization

Finance

The President consults with the Finance Committee in preparation of the budget. The President may, at her/his discretion, review the organization's finances (including disbursements) and review contracts negotiated by the organization.

When appropriate, the President acknowledges, with letters of appreciation and support, those who have served the organization, including committee chairs, key donors and volunteers of the organization.

Evaluation of staff

The President, Past President and Vice President reviews the performance of the Executive Director, and recommend appropriate action to the Board prior to the meeting at which appointments and reappointments are made.

**TERMS OF REFERENCE FOR THE OFFICE OF
VICE-PRESIDENT
BIRDSCARIBBEAN BOARD OF DIRECTORS**

The Bylaws explain that the Vice President is an Elected Officer Director, elected by Voting Members of the organization, except in cases where a vacancy is created by death, resignation or removal, in which case the Board of Directors can appoint the replacement. The Bylaws also describe the term of Vice-President (two years), which may be repeated once, and the Vice-President's particular rights and roles, which includes acting as Chair of meetings of the Membership, Board of Directors, and Executive Committee when the President is not available. Please see the Bylaws for this information; it is not repeated here. The TOR provides guidance beyond that in the Bylaws.

1. Qualifications

2. Charge

3. Specific Duties

1. Qualifications

The candidates for Vice President must:

- a. ideally been a member of the Board or an active participant in the organization (e.g., through volunteering services on one or more activities, programs, working groups or committees of the organization);
- b. be organized, experienced in chairing meetings (or knowledgeable about business meeting protocols), able to accomplish tasks in a timely fashion
- c. supportive of the role of president and provide leadership

2. Charge

The Vice President serves as an official representative of the organization and as Vice chairman of the board; be prepared to function as President in the President's absence. In order to realize the purposes of the organization, the Vice President supports the office of the President in coordination on all functions of the organization; chairs the International Meetings Committee; and chairs any other committee as designated by the President and the Executive Board; keeps in close touch with the Board members and committee chairs. The Vice President maintains especially close contact with the President, and Executive Director. The Vice President may serve ex-officio on all committees.

The Vice President is NOT President-Elect, meaning there is no requirement that that he/she will serve as President or that he/she will automatically succeed the President. The position of President must be filled by election or appointment in keeping with the Bylaws.

3. Specific Duties

Meetings

Conducting meetings. At Board meetings, the Vice President supports the office of the President in ensuring that business is transacted expeditiously. She/he also may serve as chair or co-chair at Board meetings if the President is indisposed or unavailable. The Vice President also presents on the International Meeting Committee or any other designated committee on which she/he serves as chair. The Vice President supports the President and the Executive Board in the efficient conduct of the annual business meeting of the organization, preserves order and decorum. The Vice President maintains appropriate communication with the President and members of the board..

Review of the minutes. Within two weeks after each Board meeting the Vice President should provide his review of the minutes, to ensure that the summaries are complete and accurate, and returns the minutes to the Secretary for distribution and appropriate archiving.

Review of Elections

The Vice President supports the President and the Executive Board in review of all candidates considered for the Board and of the results of elections.

Appointments

In consultation with the Board, the Vice President supports the President and Board in consideration of:

- a. the chairs of standing committees and ad hoc committees
- b. consultation with the President, chairs, and with approval of the Board, all other members of committees,
- c. representatives to other organizations
- d. special appointments for organization tasks, such as Executive Director.
- e. tellers to count the ballots for the organization elections.

Evaluation of Staff

The President, Past President and Vice President reviews the performance of the Executive Director, and recommend appropriate action to the Board prior to the meeting at which appointments and reappointments are made.

**TERMS OF REFERENCE FOR THE OFFICE OF
SECRETARY
BIRDSCARIBBEAN BOARD OF DIRECTORS**

The Bylaws explain that the Secretary is an Elected Officer Director, elected by Voting Members of the organization, except in cases where a vacancy is created by death, resignation or removal, in which case the Board of Directors can appoint the replacement. The Bylaws also describe the term of Secretary as two years, which may be repeated once, and the Secretary's particular rights and roles. These include responsibility for Minutes of meetings of the Membership, Board and Executive Committee, recording requests for Special Meetings, and ensuring that Notices to Members are receivable by email. Please see the Bylaws for this information; it is not repeated here. The TOR provides guidance beyond that in the Bylaws.

1. Qualifications

2. Charge

3. Duties

1. Qualifications

- a. Organized, with attention to detail, in recording and cataloging documents
- b. Good communicator in spoken and written format
- c. Willing to become knowledgeable of the organization's history, records and related materials, providing advice and resources to the board on topics such as governance issues and the like, that will assist them in fulfilling their duties.

2. Charge

The role of the Secretary to the BirdsCaribbean Board of Directors is to ensure that the records of the organization are properly kept and archived and to ensure that in conducting its business the Board adheres to the legal requirements stipulated in the Bylaws.

3. Specific Duties

Minutes of Meetings of the Board, Executive and Committees of the Board

The secretary is responsible for ensuring that accurate minutes of meetings of the Board, Executive and Committees of the Board are taken, shared promptly and approved.

Minutes should include at a minimum:

- date, time, location of meeting;
- list of those present and absent;
- list of items discussed, action items and any decisions taken;
- list of reports presented;
- text of motions presented and account of voting.

The minutes should be brief but have enough information to help absent directors and members understand what issues were discussed and what decisions were made. In most cases a summary will be sufficient but in some cases (e.g. if the matter is contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest), more detailed notes may be required. In such case the minutes may reflect a summary of the discussion, the rationale for decision, names of those participating in the discussion, and the roll call,

noting any declared conflicts of interest. Once drafted, the minutes should be posted on Basecamp for review and corrections.

Once the Board has made corrections and the final version has been approved, the Secretary shares the final version with the Executive and Board via posting the document on Basecamp.

Custodian of Records

The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons, e.g., articles of incorporation, bylaws, lists of directors, Terms of Reference for committees of the Board, Terms of Reference for staff, minutes of board, executive and committee meetings minutes, financial reports, and other official records.

Bylaws

The Secretary ensures that an up-to-date copy of the Bylaws is maintained and is available at all meetings.

Communication

The Secretary ensures that proper notification is given of directors' and members' meetings and General Business Meetings or other meetings of BC as specified in the Bylaws. The Secretary also prepares and sends out notices about upcoming elections and a call for nominations.

Meetings of the Board, Executive and Annual General Meetings

The Secretary participates in Board meetings as a voting member. The Secretary drafts the agenda for comments by Board Members at least one week in advance and assists with scheduling of meetings (e.g., via doodle polls). In the absence of the President (and Vice-President), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The Secretary records meeting minutes as described above.

Elections/Appointments for Board Members

The Secretary ensures that elections for Board Members are called in a timely fashion and administered according to the requirements of the Bylaws. He/she ensures that appointments of Board Members also comply with Bylaws and the organization's policy manual.

**TERMS OF REFERENCE FOR THE OFFICE OF
TREASURER
BIRDSCARIBBEAN BOARD OF DIRECTORS**

The Bylaws explain that the Treasurer is an Elected Officer Director, elected by Voting Members of the organization, except in cases where a vacancy is created by death, resignation or removal, in which case the Board of Directors can appoint the replacement. The Bylaws also describe the term of Treasurer (two years), which may be repeated once, and the restriction that the position of Treasurer may not be held by President nor Executive Director. Please see the Bylaws for this information; it is not repeated here. The TOR provides guidance beyond that in the Bylaws.

1. Qualifications

2. Charge

3. Specific Duties

1. Qualifications

- a. Organized with attention to detail that facilitates maintaining organization's financial affairs.
- b. Ethical and compliant stance in ensuring that proper financial records and procedures are maintained.

2. Charge

The Treasurer's role is to act as guardian of the organization's finances and to lead the development of a sustainable financial strategy. The Treasurer acts as a specific financial trustee (e.g., name on bank accounts and financial agreements).

3. Specific Duties

- a. Establish accounting systems and keep the accounts, with proper accounting controls in place. The Treasurer to have regular discussions with the Executive Director to help manage the finances, including examining the accounts and discussing cash-flow, and financial liabilities. Advise on financial implications of the organization's strategic plan. Ensure there is an appropriate investment policy and that there is no conflict between the investment and the organization's policies, ensure compliance with legislation, including that accounts are prepared and disclosed as required by laws relevant to the organization.
- b. To assist the President, other Board officers and the ED in ensuring that the board understands and fulfils its duties and responsibilities for the proper financial governance of the organization.
- c. Chair the Finance Committee to facilitate the Board in guiding financial policy. Treasurer will present the Committee with budgets, accounts and financial statements for review and presentation to the full Board as appropriate. The Committee is responsible for ensuring that the organization's financial dealings are prudently and systematically accounted for and that the board considers the key risk factors facing the organization regularly.

- d. To present the annual accounts at the Annual General Meeting. Membership should be confident that the financial resources of the organization meet its present and future needs, including that there is an appropriate financial reserves policy.