

## **Board Members Policy and Procedures**

The Board of Directors consists of women and non-binary folks. The Board of Directors will reflect the diverse community of MAWA, including diverse cultural and ethnic backgrounds, sexualities, ages, and abilities.

New Board members are ratified at the Annual General Meeting.

### **1. Board Recruitment**

The Governance and Nominating Committee puts forth suggestions of potential members to the Board for acceptance. Individuals are then approached by Board members or staff, and asked to serve on the Board. MAWA members may also indicate their interest in participating on the Board, through the MAWA website, through a Board member at any time during the year, or at the Annual General Meeting.

Vacancies are filled by reference to the Board Skills and Identity Matrix (attached). MAWA actively seeks people who fill gaps in the matrix.

See also By-law Section 4.C. for legal definition of this process.

### **2. Board Tenure**

Board terms are three years in duration. In special circumstances, an optional fourth year can be added at the discretion of the Board. The exception is the Student Representative, with a term of one year. At the conclusion of the Student Representative's term, they can ask to be considered for a full board term.

If a member of the Board is absent for three consecutive meetings without having sent regrets, or four consecutive meetings with or without regrets, this will lead to the Board member in question being asked to resign. Under extenuating circumstances, a Board member may be offered a leave of absence from the Board.

See By-laws Section 4.E. for circumstances leading to cessation of Board membership.

### **3. Board of Directors Members Roles and Responsibilities.**

Members of the Board of Directors will sign a Board Agreement that outlines the member's responsibilities and MAWA's responsibilities (attached).

### **4. Type of Board**

MAWA has a Governance Board that, as the governing body of the organization, makes policy decisions regarding programs, planning and allocation of funds, in close consultation with staff and community.

## **5. General responsibilities**

The Board acts as a voice for MAWA's membership, enacting a supportive mandate that facilitates programming focused on professional skills development in the visual arts. MAWA supports the professional development of Board members, especially those in executive positions, where appropriate.

## **6. Legal Responsibilities**

The Board has the ultimate legal responsibility for the policies and functioning of the organization and as such, must accept responsibility for the legal operation of MAWA. Individual Board members cannot be held financially responsible, but are accountable under the law.

The Board is obliged to determine and adhere to current mandate, by-laws, policies and procedures.

The Board must ensure that all appropriate employer's contributions to the Canadian Pension Plan, Employment Insurance Coverage, and Worker's Compensation are paid.

The Board ensures that all financial matters are in order, through an annual review engagement or audit conducted by a reputable individual or firm.

The Board ensures that appropriate insurance coverage is provided for MAWA's staff, contract workers, volunteers, participants, and equipment.

## **7. Job Descriptions of Board Members**

Board members represent MAWA to the community and participate in Board and committee meetings. They are responsible for working in cooperation with the Executive Director(s) as needed to accomplish the goals of the organization, in support of the membership. Board members are also responsible for being informed and aware about issues under consideration by MAWA.

See also By-laws Sections 4.A through H. for Conditions of Management.

## **8. Board/Staff Relationships**

Policies and MAWA's mandate fall within the jurisdiction of the Board, in close collaboration with MAWA staff. The staff are responsible for the day-to-day operations of the organization. Board and staff members must clearly understand their roles and responsibilities in order to function in a positive and creative way.

The Board appoints an external Ombudsperson who the staff, Board, or community can consult should conflict arise.

## **9. Board Structure**

The Board is composed of eight to fifteen members (see By-laws Section 4.A.). Three quarters of the Board must be Producer Members (visual artists or cultural workers), in keeping with MAWA's mandate for the professional development of women artists.

There are four Executive positions (see Job Descriptions of the Executive, and By-law Section 4.G.), a Student Representative, and enough members-at-large to complete the Board. A maximum of two established women artists and cultural workers serve as Honourary Board Mentors to the organization for a three-year term. Honourary Board Mentors are elected by the Board and are non-voting.

## **10. Job Description of the Executive**

The Executive of the Board includes the Chair, Vice-Chair, the Secretary, and the Treasurer. Three quarters of the Executive must be Producer Members.

The Executive:

- maintains current by-laws and policies
- comprises the Personnel Committee
- in special circumstances, is empowered to act on behalf of the Board

**Chair** - The Chair facilitates board meetings, defines agendas for Board meetings (in consultation with the Executive Director(s)), acts as ex-officio member of all committees, and represents MAWA to the community. After their term, the Board may ask the Chair to remain on the Board for up to one year in an advisory capacity, in order to provide historical continuity.

**Vice Chair** - The Vice Chair acts in the absence of, or upon the request of the Chair. The Vice Chair heads the Governance and Nominating Committee and the Personnel Committee.

**Secretary**- The Secretary records accurate minutes of meetings.

**Treasurer**- The Treasurer, together with the Executive Director(s), accounts properly for all funds and oversees budgets, expenditures, and the bookkeeping system.

See also By-laws Section 4.G. for Board structure.

## **11. Standing Committees**

Standing committees are working bodies that include at least one MAWA Board member and MAWA members-at-large, with the exception of the Personnel Committee, which does not include members-at-large. Committees receive their authority from the Board and do not have the right to make decisions or to change policies on behalf of the Board as a whole. Committee Chairs report to the Board at monthly Board meetings in writing or in person. All committee terms of reference are available in the MAWA office.

**Personnel Committee-** The Personnel Committee is comprised of the Executive. The primary task is to define and make recommendations pertaining to salary, personnel policies (in compliance with human rights and labour legislation) and appeal procedures. The Personnel Committee and Board Chair will conduct the performance appraisal of the Executive Director(s). A member of the Personnel Committee is present for other staff performance appraisals.

### **Board Committees**

Standing Committees include but are not limited to: Fundraising, Governance and Nominating, Finance, Hospitality, Programming, Space, Awards, Outreach, and Personnel. Ad Hoc committees are formed as the need arises.

## **12. Board of Directors Meetings Policy**

Regular monthly meetings of the Board are open to the membership. The Board reserves the right to hold in camera meetings when necessary. Special and Annual General Meetings are open to all.

MAWA uses the Consensus model of decision-making in conducting board meetings. See Board of Directors Decision-Making Policy, below.

As leading facilitator of the meetings, the Chair determines if a quorum (a majority of current Board members) is present, calls the meetings to order, and decides upon changes to the agenda. The Chair does not vote, unless their vote is required to achieve quorum, in which case a non-Board member may chair a Board meeting.

The Chair ensures that minutes are recorded, focuses discussions on the agenda topic, calls for motions, and announces the consensus results.

In situations where a vote by majority must be taken, the Chair does not vote, however, in the event of a tied result, they may be asked to take a position in order to break the tie. See By-laws Section 4.H (a) through (e) for more information on meetings.

## **13. Board of Directors Decision-Making Policy**

MAWA uses the consensus model of decision-making. This mode of making decisions grew from the feminist movement and was adopted by the artist-run centre movement

because it is non-hierarchical, constructive, and relationship-based. This method was adopted at the Board meeting of September 17, 1987.

### **Decision-Making Procedures for Consensus Vote:**

**Motion** - A member of the Board makes a motion.

**Second** - A member of the Board seconds the motion

**Discussion** - The Chair facilitates discussion so that members may discuss, question, or amend the motion. The Chair may table the issue if sufficient information is unavailable.

**Amendment** - A member can move to amend the motion.

**Consensus Vote** - The Chair asks if there is consensus. Any member may state their disagreement with the motion. The Chair may recommend changes to the motion, call for more discussion, and/or asks the member if they wish to block the motion. If consensus is achieved, the motion passes.

**Blocking consensus** - A member who objects to a motion may wish to block it, in which case it is tabled for further research, discussion and/or revision.

**Stepping back** - Alternatively, a member who objects to a motion may wish to "step back" and allow the motion to pass. The Chair must ask this member if they wish their objections to be stated in the minutes.

**MAWA Board of Directors Skills Matrix**

**Skills**

Able to read financial statements  
Marketing/communications experience  
Fundraising experience  
Board experience  
Programming experience  
Policy development experience  
Event coordination experience  
Minute-taking skills  
Network to other orgs (local & national)  
Art education Experience

**Diversity**

Francophone  
Francophile  
New Canadian  
Indigenous  
Rural member  
Student member  
Disabled  
Artist mother  
Practicing artist  
Age (to ensure intergenerationality)