

## **PROBUS Club of Vancouver Board of Directors**

### **Terms of Reference**

PROBUS is a local, national, and international association of retired and semi-retired people who come together in non-political, non-sectarian, not-for-profit, autonomous clubs. PROBUS clubs in Canada are accredited by PROBUS CANADA, a not-for-profit organization that collects annual dues, provides guidelines for its member clubs, and maintains insurance coverage for itself and them against liability for bodily injury or property damage suffered by third parties.

PROBUS Club of Vancouver (the “Club”) is an autonomous, not-for-profit organization incorporated under the Societies Act of BC. Its purposes are:

- (a) To provide opportunities for retired and semi-retired professional and business persons, and others with like backgrounds, to make social contacts, as well as to discuss, and organize addresses on, topical subjects while not conducting itself in a manner which is political or sectarian,
- (b) To arrange visits by members to places and organizations of interest, and
- (c) To arrange activities which are of interest to members are not competitive with any other organization and are directed solely towards acquaintance and fellowship, as distinguished from fundraising, or providing services.

The members of the Club annually elect a board of directors, each of whom is responsible for a specific aspect of the Club’s governance and/or activities.

Board meetings are held every second month and serve two related purposes:

1. As a meeting of directors, to address governance issues including the creation of a strategic plan, to provide oversight of the Club’s operations, and to approve major decisions and the related contracts and expenditures.
2. As a management committee, to discuss operational issues and to coordinate the involvement of the relevant individuals.

The following terms of reference set out the responsibilities of each Board position and provide detailed guidance on each role. They are intended to support the

continued viability of the Club by preserving the accumulation of knowledge that should prove valuable to newly elected Board members. However, they are not intended to be used in setting absolute performance standards.

In addition to the terms of reference, the Club's sustainability depends on identifying, recruiting, and retaining volunteer board and committee members. This is the primary responsibility of the Immediate Past President in partnership with all board members whose terms of reference include a reminder to have a deputy or backup and to identify potential successors.

The Club also provides non-financial support to autonomous groups of members with shared interests who meet for purposes compatible with PROBUS objectives (such as the current book, investment, and bridge clubs). These clubs are entitled to promote their activities in the newsletter and website, and their activities are recognized in the Club history.

#### **TITLE: PRESIDENT**

#### **RESPONSIBILITIES:**

- To provide leadership to the membership of the Club.
- To uphold the purpose of PROBUS clubs in Canada: “to provide regular meetings, guest speakers, programs, and activities for retired and semi-retired persons with similar interests”
- To represent the Club in public.
- To coordinate initiatives for maintaining the viability of the Club, including the identification of potential successors for positions at all levels.
- To guide and direct the club according to the current Strategic Plan and Budget.

#### **DUTIES**

- In conjunction with the Board to establish policies.
- Subject to and in accordance with any general signing authority resolutions or other resolutions passed by the Board from time to time, to enter into contracts on behalf of the Club or delegate specific authority for other members to do so.
- To confirm that each member of the Board is fully aware of and has a copy of the terms of reference, which include those of his particular office,

- To provide a monthly “President’s Message to Members” for inclusion in the Newsletter.
- To chair Board Meetings.
- To chair the monthly meetings of the Club.
- To send welcome letters to new members.
- To serve as a member of the Nominating Committee.
- To serve as an ex officio member of each active committee.

NOTE: There is a President’s Tool Kit which each President hands on to his successor. It contains agendas, scripts and other information related to the President’s tasks. There is also a suggested letter of welcome that can be given to new members.

**TITLE: IMMEDIATE PAST PRESIDENT**

**RESPONSIBILITIES:**

- To support the continued viability of the Club by identifying potential successors for positions at all levels.
- To chair the Nominating Committee, comprising the President, First and Second Vice Presidents and others, as appropriate.
- To select and recommend, when necessary, succession to all Board and Deputy Board positions.
- To provide assistance, advice, and historical perspective to the President throughout the year by calling on previous experience with the Club

**DUTIES: As Chair of Nominating Committee**

- To recommend to the Board for consideration and approval an electoral and voting process to be used at Annual General Meetings.. The process should include a provision for members to submit nominations at least 48 hours before the Annual General Meeting, and a description of the related voting process.
- To identify and bring to the attention of the Board the names of individual members who have potential for progression within the organization, for representing Board members at Board meetings, and for succession to Board positions.

- In February, to convene a meeting of the Nominating Committee to discuss names of prospective new members as candidates for the Board, as well as assessing the effectiveness of the present members of the Board.
- To discuss the results of the meeting with each member of the Board which will result in the member agreeing to continue or stepping down.
- At the June Board Meeting to present to the members for approval a proposed slate of members for election to the Board.

**TITLE: FIRST VICE PRESIDENT**

**RESPONSIBILITIES:**

- To perform the duties of the President when the President, is unavailable or otherwise unable to perform them.
- To participate with the Past President in the succession process by serving as a member of the Nominating Committee
- To serve ex officio as a member of each active Committee,
- To maintain and update the Board terms of reference as appropriate.
- To participate with the Second Vice President in producing or overseeing the production of a Strategic Planning Report at least once every three years and monitor activities to confirm that the recommendations of the most recent Report are implemented.

**TITLE: SECOND VICE PRESIDENT**

**RESPONSIBILITIES:**

- To perform the duties of the President when the President and First Vice President are unavailable or otherwise unable to perform them.
- To review and coordinate reporting to the newsletter of the Club's Social Activities.
- To participate in the succession process by serving as a member of the Nominating Committee.
- To assist the Treasurer in drafting the annual budget.
- To participate with the First Vice President in the production of a Strategic Planning Report at least once every three years and the monitoring of activities to confirm that the recommendations of the most recent Report are implemented.

## TITLE: **SECRETARY**

### RESPONSIBILITIES

- To confirm that the Club is organized and functions on a basis that is consistent with the objects of PROBUS clubs, the Constitution, and bylaws of the PROBUS Club of Vancouver and any relevant federal and provincial legislation with the assistance of the Club's honorary counsel and outside legal counsel.

### DUTIES

- To make venue and other arrangements for meetings of the Board
- To attend and participate in Board meetings, to record the proceedings and to distribute the minutes of each meeting to members of the board and to the Website Committee Chair for posting on the website.
- To arrange, with outside counsel, the filing of the Society Annual Report with the BC Registry Services.
- To maintain a record of the location of Society documents.
- To collect from each committee chair a list of the members of each of the committees and present the list to the Board for confirmation.
- To maintain the list of committee members and present changes to the Board for confirmation.
- To prepare when required from time to time, for Board consideration and approval, a "general signing authority resolution" authorizing the execution of documents on behalf of the Society by certain directors and officers. The resolution may also authorize such directors and officers to further delegate such signing authority in particular circumstances.
- To establish and monitor, with the assistance of the Website Committee Chair, the Newsletter Editor, the Membership Committee Chair and counsel, policies and procedures for compliance with the provisions of the Personal Information Protection Act
- To identify from among the membership one or more members who will provide backup when the Secretary is not available and who could immediately succeed to the position.

WEBSITE CONTENT CONTRIBUTIONS (to be submitted to the Chair of the Website Committee as a WORD document or a pdf file):

- Minutes of Board meetings
- Annual General Meeting notice and minutes
- Constitution, bylaws, and amendments

TITLE: TREASURER

RESPONSIBILITIES:

- To collect and deposit funds received and make payments for purposes approved by the Board.
- To maintain a record of all financial transactions of the Club.
- To provide periodic financial reports as may be required from time to time.
- To participate with the Second Vice President in preparing an annual budget for approval by the Board

DUTIES:

- To provide a financial report to the Board at each meeting.
- To prepare the annual financial statement for presentation to the members at the Annual General meeting.
- In partnership with the Chair, Membership Committee, to determine the appropriate rate of annual dues for the next year for approval by the Board at or before its August meeting.
- To confirm that all regulatory requirements related to financial reporting on behalf of the Club are made in a timely and efficient manner,
- To make arrangements to pick up mail from the Club's PO Box and distribute it appropriately.
- To process all financial transactions and to reconcile monthly to the bank account,
- To establish and maintain a cheque processing protocol; of two signatures,
- To establish a format for the Activities Committee to report on the financial results of all special events,
- To maintain a program of insurance that covers the Club's risks related to third party liability, directors' and officers' liability, and the loss of significant assets.
- To make necessary parking arrangements for regular Club meetings,

- To identify from among the membership one or more members who will provide backup when the Treasurer is not available and who could immediately succeed to the position.

WEB SITE CONTENT (to be submitted to Website Committee Chair):

- Annual Financial Statements
- Format: Excel or MS Word DOC or e-mail
- Timing: After approval by Board and prior to AGM

**TITLE: HISTORIAN and ARCHIVIST**

RESPONSIBILITIES:

- To update the history of the PROBUS Club of Vancouver every year.
- To confirm retention, in paper and/or on the Club web site, of all Club records of archival significance,
- To draw to the attention of the Board all important anniversaries of the Club,
- To recommend to the Board candidates for Honorary Life Membership
- To encourage member interest in the history of the Club through historical notes in the Newsletter or on the website

DUTIES:

- To bring the history of the PROBUS Club of Vancouver up to date once a year
- To check the web site regularly to confirm the following have been posted to it:
  - Charter and founding documents,
  - Minutes of meetings of the Board,
  - Newsletters,
  - Financial records (as required by the Treasurer),
  - Citations and records of Honorary Life members,
  - Policies established by the Board and any authorized changes thereto,
  - Other records and documents deemed by the Board or the Historian and Archivist to be of importance.
  - To identify from among the membership one or more members who will provide backup when the Historian and Archivist is not available and who could immediately succeed to the position.

WEB SITE CONTENT (to be submitted to Website Committee Chair)

- History of the PROBUS Club of Vancouver
- Format: PDF
- Timing: Update as needed

The Historian and Archivist is responsible for the retention and safe keeping of all Club records of archival significance. Copies of most of this material are available on the website. The Historian and Archivist recommends additions and revisions to the content and layout of archival material.

For information purposes, the following material is included in the Membership Information Page—Archives

- The PROBUS Story
- History of the PROBUS Club of Vancouver
- Annual Financial Statements
- Historical Documents
- Honorary Life Members Presentations
- Past Presidents – PROBUS Club of Vancouver
- Past Presidents Pictures
- PROBUS Club of Vancouver – Equipment List
- PROBUS Club of Vancouver Activities from 1997

The following material is included on other pages:

- Newsletters
- Speakers
- Minutes

Note: the original History covers the years from 1996 to 2013. Additional years are added to the master document (PDF) annually.

## TITLE: CHAIR, SPEAKERS COMMITTEE

### RESPONSIBILITIES:

To select and recruit speakers to address members at their regular meetings on a variety of subjects which are topical, informative, and entertaining.

### DUTIES:

- To establish a Committee of active and interested members to solicit suggestions for speakers and to identify the most suitable approach in inviting future speakers,
- To develop a portfolio of future speakers,
- To make contact with and invite speakers to address the Club,
- To provide details of each forthcoming speaker to the Newsletter Editor,
- For each meeting, to designate a member to introduce the speaker and another to thank the speaker,
- In partnership with the Newsletter Editor, to make arrangements for equipment required by speakers (audio-visual, etc.) at Club meetings,
- To arrange an appropriate gift for presentation by the “thanker,”
- To arrange for an appropriate letter of thanks to be sent to each speaker
- To identify from among the membership one or more members who will provide backup when the Chair is not available and who could immediately succeed to the position.

### WEB SITE CONTENT (to be submitted to Website Committee Chair)

- Future Speakers
- Content: Information on speaker (Name, Date of presentation, Position, Organization, Topic, and Biography) and Picture.
- Format: Text (MS Word DOC or e-mail), Picture JPG preferred
- Timing: Four months before date of meeting

Note: after speech, detailed notes are added to the pages of individual speakers.

## TITLE: CHAIR, ACTIVITIES COMMITTEE

### RESPONSIBILITIES:

To establish and maintain a committee of interested and active members to consider and arrange activities and events (beyond the regular monthly meetings) for the benefit of interested Club members.

### DUTIES:

- To solicit members for suggestions of trips, events and activities which may be of interest to Club members,
- To develop a programme of varied trips, events, and activities,
- To make appropriate arrangements for trips, events, and activities,
- To establish break-even pricing for each event.
- To issue notices in the Newsletter and otherwise as appropriate advising location, prices, dates, times, and other details, up dated from time to time as necessary,
- To account in financial terms and in a format approved by the Treasurer, the result of each activity,
- Following each activity, to provide a written report which will serve as guidance for future Committees.
- To identify from among the membership one or more members who will provide backup when the Chair is not available and who could immediately succeed to the position.

### DETAILS:

- To designate a member of the Committee as the 'Lead' for each activity and identify the member so designated (including telephone number and e-mail address) to Club members as the principal contact for that particular activity,
- To advise the Lead of his responsibility to make all arrangements in advance (including name labels for participants), attend the activity and serve in the leadership role,
- To advise the Lead of his responsibility to receive and respond to enquiries and to handle on-going and up-dated communications,
- To confirm that all payments for attending an activity are received and properly recorded,

- Subject to the approval of the President, to enter into contracts with carriers and others providing services for Club activities,
- To advise the Lead of each activity of the need for giving full consideration to safety factors for the particular activity.

WEB SITE CONTENT (to be submitted to Website Committee Chair)

#### Future Activities

- Content: Information on event (Title, Location, Date & time, Guests allowed? Cost, travel directions, Registration instructions) and Picture.
- Format: Text (MS Word DOC or e-mail), Picture – JPG preferred
- Timing: When event is promoted at a meeting and in the newsletter

#### Activity Registrations (shown on Activities pages)

- Content: Names of registrants
- Format: Excel spreadsheet. First and last names in separate columns.
- Timing: Added and updated as registrations are received. Note: for updates, provide complete list—not just additions.

#### **TITLE: CHAIR, MEMBERSHIP COMMITTEE**

#### RESPONSIBILITIES:

To establish and maintain a committee of able and interested Club members for the purpose of considering membership matters including applications.

#### DUTIES:

- To maintain a detailed, up to date record of information of all members, past and current.
- In partnership with the Website Committee, to post a Roster of current members on the website and available to members throughout the year.
- To consider from time to time and recommend to the Board the maximum size of Club membership,
- To receive applications for membership

- To consider the suitability of candidates for membership including ensuring a broad mix of backgrounds, experiences, residences, and interests,
- To consult the “proposer” of individuals nominated for membership in determining the suitability of candidates,
- To recommend to the Board candidates for membership,
- To introduce and welcome new entrants to the membership at the regular meeting when they are admitted,
- To provide the names of new members to the Member Services Committee immediately after they have been welcomed.
- In partnership with the Treasurer, determine the appropriate rate of annual dues for the next year and obtain approval from the Board at or before its August meeting.
- In partnership with the President and Newsletter Editor, announce any increase in annual dues in the August newsletter and at the August monthly meeting.
- To receive and monitor renewals and follow-up with delinquent members,
- To determine when delinquent members should be expelled from membership and to advise them accordingly,
- In partnership with the Member Services Committee and Space Centre arrange to set up and pack away PROBUS Badges for all members attending meetings
- To make address changes (both mail and e-mail) available for distribution of Newsletters and other correspondence,
- To work closely with the Member Services Committee
- To identify from among the membership one or more members who will provide backup when the Chair is not available and who could immediately succeed to the position.

#### Database services

- Maintain member database.
- Maintain Mailchimp e-mail list.
- Create badges and make them available for presentation to new members on being admitted to membership.
- Print statistics from database as required.
- Print labels and mail hard copy Newsletters to members on the grandfathered “no e-mail” list (approx. 10-12 members)
- E-mail annual dues notices.
- In partnership with the Treasurer, prepare annual membership renewal notices in a format agreed by the Board at its August meeting.

- On or before August 31, send membership renewal notices to members by e-mail, and by postal mail to members on the “no-e-mail list.”
- Print labels for hard copy renewals on the “no-e-mail list.”

WEB SITE CONTENT (to be submitted to Web Site Committee Chair):

#### Nomination for Membership Form

- Content: Printable form for use by prospective members and sponsors
- Format: Text (MS Word DOC or e-mail),
- Timing: Review annually and update as needed

#### Change Your Membership Information

- Content: Printable form for use by members
- Format: Printable Form
- Timing: Review annually and update as needed

#### **TITLE: CHAIR, MEMBER SERVICES COMMITTEE**

#### RESPONSIBILITIES:

To arrange appropriate facilities and refreshments for regular club meetings.

#### DUTIES:

- Subject to the Board’s prior approval, to make necessary arrangements and contracts with venue owners and operators for regular Club meetings,
- To make arrangements for refreshments for regular Club meetings,
- To confirm that identifying name badges are set out by Space Centre staff and are available to members at each regular Club meeting.
- To attend each meeting or designate an alternate if unavailable to attend,
- To recruit two members to act as “Greeters” for each meeting.
- To recruit two members to act as “Cashiers” for each meeting. Responsibility is to collect any payments due except for Events. This includes, but is not limited to Parking Fees, Guest Fees, and Dues.

- For the Annual Presidents' Luncheon, to work with the Membership Chair and other groups to meet the greeting and registration requirements.
- To provide the Newsletter Editor with the names of the Greeters and Cashiers for each regular meeting prior to each meeting,
- To account for the monies collected at each regular meeting.
- To identify from among the membership one or more members who will provide backup when the Chair is not available and who could immediately succeed to the position.

## DETAILS

- To act as custodian of the Cash Float Box and bring it to each meeting. Collect and keep track of cheques or cash that members bring to the meetings for such things as Dues, new members or member outings and events. Separate envelopes are needed for each occasion.
- To organize two greeters and two cashiers within a week after the last meeting, so that the information can be shown in the newsletter. Ideally the greeters should be "new" Club members). Greeters and cashiers should arrive at the meeting place by 9 a.m.
- To arrange for members who are greeters and cashiers to be thanked from the podium at every meeting.
- To try to outfit the greeters appropriately for the time of year e.g., Christmas
- To give out Membership Packages to Guests who are thinking about joining.
- To have a Guest sign-up sheet with their contact information for the Membership Committee Chair to follow up. This form should be scanned and emailed to the Membership Committee Chair
- At 9:40 (approx.) the cashiers record the amount collected and put the money in an envelope (provided) and write the amount collected and the number of persons attending on the envelope.
- To arrange to meet with the Treasurer and pay Guest and parking fees to him.
- To email volunteers' names and assignments to the Newsletter Editor before the newsletter deadline.

## TITLE: NEWSLETTER EDITOR

### RESPONSIBILITIES:

- To prepare, publish and distribute a colourful and informative monthly Newsletter to members of The PROBUS Club of Vancouver
- To provide of appropriate audio-visual and recording equipment at monthly meetings.

### DUTIES:

- To produce a newsletter that:
  - Informs membership of the date, time, and place of next meeting (Member Services Committee),
  - Provides a report of the previous month's meeting, edited for grammatical errors and abbreviated if necessary for space requirements (from minutes received from Secretary or other person designated to take those minutes),
  - Advises details of the speaker for the next meeting, ensuring, as appropriate, that a biography, photograph, and topic of the speech are included (Speakers Committee),
  - Includes the President's column if requested (President)
  - Welcomes those new members who were admitted at the previous meeting (Membership Committee),
  - Includes any obituaries of members,
  - Includes names of Cashiers at the previous meeting (Member Services Committee),
  - Includes names of Greeters at the previous meeting (Member Services Committee),
  - Includes forthcoming events and outings (Activities Committee)
  - Includes other items of interest or importance.
- To provide to the Website Committee Chair a complete version, only edited for grammar etc., of the previous month's meeting report, including Questions & Answers, for posting to the Website.
- To make arrangements for the storage and inventory records of Club-owned equipment.
- To make arrangements (in partnership with the Speakers Committee) for necessary equipment (audio-visual, etc.) at regular Club meetings.

- To identify from among the membership one or more members who will provide backup when the Newsletter Editor is not available and who could immediately succeed to the position.

#### DETAILS - NEWSLETTER

See Newsletter Publishing Procedures document on website.

#### DETAILS – AUDIO VISUAL

See Audio Visual Procedures document on website.

#### DETAILS – PROBUS–OWNED EQUIPMENT

See PROBUS Club of Vancouver Equipment List on website.

WEB SITE CONTENT (to be submitted to Web Site Committee Chair):

#### Newsletters

- Content: Monthly newsletter
- Format: PDF file
- Timing: Monthly when published. Website Chair receives a copy and posts it
- Comments: Newsletters prior to Jan 2011 are archived. Link is on Newsletters Page.

#### Speaker notes

- Content: detailed notes of presentation including Q&A session
- Format: MS Word DOCX
- Timing: Monthly - when received and edited

#### Equipment

#### PROBUS Club of Vancouver – Equipment List

- Content: List of equipment items

- Format: Text
- Timing: When necessary

**TITLE: CHAIR, WEBSITE COMMITTEE**

**RESPONSIBILITIES:**

- To maintain the Club Website
- To chair the Website Committee

**DUTIES:**

- To establish a committee of interested members to solicit suggestions for enhancements and or improvements to the Club website.
- To identify from among the membership one or more members who will provide backup when the Chair is not available and who could immediately succeed to the position.

**DETAILS**

- To instruct two members of the committee on the procedures for updating all aspects of the website.
- To post the Monthly Newsletter
- To update the Executive Roster
- To update the Membership Rosters, Active and Past
- To post Monthly Speakers
- To post Future Activities
- To update all documents listed on the Members Only Page
- To post new documents as requested by the Board, Committee, or club Chairs.