

Calgary Sexual Health Centre Society Board of Directors' Mandate

GENERAL

The Board of Directors' fundamental responsibilities are to appoint a competent Chief Executive Officer ("CEO"), to oversee operations and fund development, to set the strategic direction and to ensure ethical conduct through an appropriate system of corporate governance and controls. This mandate complements and clarifies the duties of the Board as laid out in the bylaws of the Calgary Sexual Health Centre (the "Society").

SPECIFIC

CEO Oversight

- Appoint the CEO, approve compensation and monitor performance against mutually agreed upon objectives directed at achieving strategic success.
- With the CEO, develop a mandate for the CEO, which includes a description of the CEO's responsibilities.
- Establish a process that adequately provides for CEO succession planning which includes ensuring senior staff members are appointed, trained and monitored with succession in mind.
- Establish limits of authority delegated to the CEO.

Operational Oversight

- Review and approve the strategic plan annually, including consideration of changes to opportunities and risks.
- Review and approve the annual budget and review performance results relative to the budget and objectives.
- Review processes, programs, and opportunities on a regular basis to ensure that compliance requirements are addressed by the Society.

Fund Development Expectations

- Endorse the Society as ambassadors who are able to articulate a case for support, with a solid working knowledge of the mission, vision and programs provided by the Society.
- Contribute as an individual by supporting events and campaigns, identifying new donors and performing stewardship activities.

Financial Reporting Oversight

- Review and approve the Society's annual audited financial statements.
- Oversee compliance with applicable audit, accounting and reporting requirements.

Ethical Conduct

- Approve an Ethical Code of Conduct for employees, contractors, volunteers and directors and monitor awareness and compliance.
- Adhere to the Ethical Code of Conduct.
- Ensure that communications, practices and policies approved by the Board align with the Ethical Code of Conduct.

Board Effectiveness

- Meet at least six times a year with the CEO.
- Establish committees of the Board and approve their respective mandates and limits of authority delegated to each committee.
- Annually review and re-assess the adequacy of Board and committee mandates and delegations, and the CEO Mandate and limits of authority delegated by the Board.
- Annually ensure Board compliance with the Society's bylaws.
- Annually review the Society's insurance coverage.
- Annually establish work plans for the Board.
- Proactively assess Board composition and effectiveness.
- During Board succession planning, maintain a skilled and balanced Board.
- Support the Society's strategic direction.