

Food Secure Canada

Role and Structure of the Board of Directors

Purpose of this document

As Food Secure Canada continues to grow and mature as an organization, the Board and staff have recognized a need to reflect on its broader governance, including the role, structure and working approaches of the Board to better reflect the goals and needs of the organization.

This document aims to provide guidance on the role and structure of the Food Secure Canada (FSC) Board of Directors. It intends to provide an increased understanding of individual Board role descriptions and responsibilities, approaches for decision making, and mechanisms (e.g. finance and HR policies, etc.) to better inform and strengthen Board governance processes.

Role of the Board

A Hybrid Board - Governance and Policy Board

As per our [By-laws](#), Food Secure Canada is governed by a Board of Directors composed of its individual members. The Board has a primary mandate to provide organizational governance, strategic policy direction, financial oversight and stewardship, and a broader fiduciary responsibility to advance FSC's organizational mandate. FSC's Board values deep collaboration, consensus, engagement and dialogue on issues affecting the organization and its work. We work to engage FSC staff, members, and organizational partners whenever possible and appropriate, and seek to consider the diversity of opinions in our decision making to advance FSC's best interests.

FSC's Board of Directors has three primary functions:

(1) To develop organizational policies which guide day to day operational decisions made by the Executive Director. This means the Board does not make decisions to determine operational activities and processes, but instead, outlines the terms and criterion on which decisions are made, based on the organizational policies, values, and priorities. In this capacity the Board operates at arm's length from the day-to-day operations, which are the purview of the Executive Director. Examples of day to day operations outside of Board purview include: event logistics, including meeting locations, community partnership development, financial budget lines, programmatic decisions and staff hiring processes. In contrast, the Board would help to inform these decisions through providing feedback and direction on the strategic vision (endorsing or approving an event), concept proposal (for events, partnerships or new initiatives) and policies guiding the execution of activities.

(2) To set the broader strategic direction of the organization. The Board acts as the policy voice for the organization helping to guide broader policy decisions as one single entity acting in the organization's best interests. This includes an emphasis on future-oriented, long-term decision-making that aims to achieve the mission and strategic vision of the organization. With a diverse representation of food movement actors from across Turtle Island, the Board provides strategic insight into the needs, opportunities and challenges experienced by local food movement actors to better inform and direct FSC's activities and decisions to strengthen our work. Strategic planning, the development of a theory of change, organizational values, approval of new organizational members, statements and endorsements, all fall within this scope.

(3) To provide financial guidance and accountability in line with Board Director fiduciary responsibilities. Fiduciary responsibility requires that Board Directors act in the best interests of the organization (and not in the interest of personal gain), including a duty to disclose conflict and demonstrate a duty of care by actively engaging in Board activities in an informed manner. Directors have a fiduciary duty to read, understand and respond to financial reports with the ability to examine variances and account for expenditures. This includes ensuring that FSC's assets are used in accordance with our organizational mission and in a way that follows financial reporting laws and regulations. One way to ensure this is done is through developing prudent financial management policies. Examples of financial policies include: conflict of interest policy, policy that describes how cash is handled; how a board member or employee's travel expenses are reimbursed; and the role of the board in reviewing and adjusting Executive Director's compensation.

Other Special Duties as Assigned

In recognition of the continuing growth and ongoing evolution of Food Secure Canada's Board from a Managing Board to a Governance and Policy Board, there are specific areas of work outside of the three primary Board mandates that the Board can undertake (some in keeping with existing FSC policies) at the request of the Executive Director, in response to organizational need or Board member expertise. These areas may include, but are not limited to:

Fundraising / Development

As per the FSC Finance Policy approved in 2014, board members may be asked to use their experience, connections and influence to solicit resources for the organization. These activities may include identifying and cultivating donors (including to the PFI), sponsors, funders and other financial supporters. This may also include support to develop grant and funding proposals.

Stakeholder Relations

Board members may be asked to cultivate, maintain and/or support relationship building with organizational members, community members, leaders, government officials and or project partners as needed to advance the organizational mission, a specific project, campaign and or initiative.

Decision making

The Food Secure Canada Board draws its foundational food-related policy positions from the [People's Food Policy \(PFP\)](#). New policy documents and decisions not already approved within the [People's Food Policy \(PFP\)](#), the [Truth and Reconciliation Report](#), including the 12 principles and 94 Calls to Action (previously endorsed and approved by the FSC Board), or other policy documents, such as submissions to parliament, and the Food Policy for Canada consultations should be discussed and approved in a democratic manner, relying on a consensus decision making approach. This means that prior to bringing forward a significant new policy position, the Board must discuss and approve new policy orientations. As such, the Board should receive regular policy briefings from staff and offer advice as appropriate.

The FSC strategic plan is also an important document to guide Board decision making. Currently FSC is in-between strategic plans, but will continue to refer to the current plan to help guide organizational decisions (with consideration of any Board updates), while the development of a new strategic plan is underway. To help guide FSC during this interim period and beyond, we have developed a series of considerations and priority questions based on our work, Board and staff conversations, and feedback from membership to help prioritize our efforts and work in the coming years.

Priority Questions:

1. Embed Reconciliation, decolonization, racial justice and broader food justice principles in everything we do
 - a. Does this action or effort improve board/staff/broader food movement understanding and capacity to move forward on Reconciliation, racial justice and broader food justice issues/commitments?
 - b. Does this action or effort improve the rights, autonomy, conditions (food sovereignty) for Indigenous Peoples?
 - c. Does this action centre the voices, work, demands, and experiences of racialized communities (especially those most adversely impacted by the challenges of our current food system)?
2. Improve food movement engagement, and deepen relationships and capacity of food actors
 - a. Does this action or effort increase the number of food movement actors able to contribute/participate at the decision making table?
 - b. Does this effort or action allow us to build deeper relationships with food movement actors (to understand their challenges, opportunities and general local context)?

- c. Does this action or effort share knowledge or learning to increase the local or regional capacity of food actors for (larger) food systems change?
3. Strengthen our federal policy advocacy efforts
 - a. Does this action or effort advance federal food policy change as envisioned by the PFP, Truth and Reconciliation Recommendations and our Food Policy for Canada proposals?

Structure of the Board

Expectations and Responsibilities of the Board

The Board shall consist of between five (5) and fifteen (15) Directors, as specified by FSC's By-laws. The Board of Directors is authorized by the membership of the Association to, by resolution, fix the number of Directors of the Association and the number of Directors to be elected at the annual meetings of the members, as it deems necessary from time to time.

To the best of the Board's ability (as supported by the Nomination Sub-committee), the FSC Board of Directors should broadly represent the diversity within Canada's food movement, with a priority to address gaps in board skills, experience and geographical location. This may include, but is not limited to: people working at the intersections of food and farming, Indigenous Peoples, policy, nutrition, academic, research, front-line food work, food programs, youth, people experiencing food insecurity, labour, food justice and food businesses (at the Board's discretion, criteria to be developed). The Board should also aim to have representation from across the country with representation from at least 6 provinces, if not more, territories/treaty lands when possible.

Chair of the Board

The Chair of the Board is an executive officer of the organization and in this capacity shall:

- Preside over board meetings and the Annual General Meeting
- Provide support to the ED (as requested)
- Facilitate and support leadership and vision with Board and Staff
- Serve as chairperson of the Executive Committee
- Serve as a member of the Nominations Committee
- Recommend what committees should be formed and who should chair them
- Be a primary spokesperson for the Board and organization as needed
- Lead the board in the performance of its responsibilities
- Be the officer with whom the Executive Director liaises and who coordinates the performance evaluation of the Executive Director

- Support the management of Board relationship with the ED, including sharing information, updates and decisions as needed
- Work in conjunction with the Chairs of Committees to manage subcommittees and Board work plan and work load
- Meet regularly with Executive Director for one-on-one meetings
- Supports the creation of Board meeting agendas, with ED, and secretary
- Liaise and support Board members as needed to achieve Board goals
- Sign cheques (as signing officer), as needed
- Perform such duties as directed by the [By-laws](#) and the board
- Adhere to general expectations for Directors at Large

Vice Chair

The Vice Chair will undertake any responsibilities of the Chair in their absence, and in addition will:

- Perform duties and support functions requested by the Board Chair
- Serve as a member of the Executive Committee
- Serve as the Chair of at least one committee
- Serve as a member of the Governance Committee
- Support the development of FSC Advisory groups (as outlined in this document)
- Adhere to general expectations for Directors at Large

Secretary

The Secretary helps take and maintain minutes for important meetings of the Board of Directors, with specific duties as follows:

- Participate as a member of the Executive Committee
- Take meeting minutes during board meetings and the Annual General Meeting
- Maintain a current list of board action items
- Share minutes and action items with board after meetings
- Support the development of a Board meeting agenda in collaboration with ED and Chair of the Board
- Distribute the Board meeting reminder Notice to all directors at least 3 business days before a meeting (ideally 1 week)
- Distribute calendar invites for all Board meetings at the beginning of each Board term
- Support the archival memory of the organization by supporting staff in filing key documents
- Sign official documents on behalf of the organization, as required
- Adhere to general expectations for Directors at Large

Treasurer

The Treasurer provides leadership and support to advance FSC’s financial reporting and positioning. S/he prepares finance reports to share with the Board and acts as the Board’s steward to achieve the finance objectives identified in FSC’s strategic plan document. S/he therefore advises on how to achieve strategic objectives pertaining to budgeting and finance planning, reporting, internal controls and accountability policies. :

- Provides expert advice and guidance to the Executive Director and Board to ensure the financial health of the organization
- Review monthly and quarterly financial reports, and present to members at board meetings
- May act as signing officer for cheques and other documents
- Ensure all necessary financial reports are filed
- Assist in preparation of the annual budget as needed
- Ensure auditor’s report is prepared before the Annual General Meeting
- Presents financial report at the Annual General Meeting
- Participate as a member of the Executive Committee
- Support efforts (as needed) to build Board Director understanding of financial accountability
- Support the Executive Director to streamline financial processes at FSC
- Adhere to general expectations for Directors at Large

People’s Food Institute (PFI) Liaison

2019 is the first year the FSC Board has appointed a Board member to be a liaison for the People’s Food Institute (PFI), with support from the PFI board. This includes sitting on the Board of the PFI as well as sharing information and updates from the PFI Board with FSC’s Board of Directors and vice versa. This person will be approved by the PFI Board and can be appointed on an annual basis, with a recommendation to serve at least 2 years in this role to increase continuity because they will act as a liaison between FSC and PFI, sharing information and updates.

Board Directors at Large (inclusive of all Directors)

The estimated time commitment for all board members is approximately 8 hours a month (some executive positions may exceed this) in order to: read material, prepare for and attend board meetings, and contribute to at least one committee (as outlined below). FSC Board members are expected to:

- Be an individual member of Food Secure Canada
- Attend as many Board meetings as possible via zoom and in person, no less than 75% of all meetings, unless there are exceptional circumstances (including Board retreat and

Assemblies)

- Informs the Chair well in advance if unable to attend meetings
- Actively participate and contribute to the work of the Board by bringing skills, experience and local perspectives and insights to Board deliberation
- Read all materials provided to Board members and be prepared to engage on them
- Contribute to consensus building in the deliberations of the Boards
- Represent FSC in their respective region of the country and in any relevant professional or other constituencies, and share relevant knowledge, opportunities and connections to advance FSC’s mission
- Keep up to date on Board and Staff activities, especially with regard to any missed meetings
- Participate in at least 1(one) Board Committee
- Contribute to developing and supporting FSC Assembly/gatherings’ conceptual vision and implementation
- Comply with and help evolve relevant FSC policies
- Review outcomes for evaluating our impact, and theory of change
- Contribute to the annual performance evaluation of the ED as led by the Executive Committee
- Act as an Ambassador for FSC when appropriate or requested to by the Executive Director or Chair
- Disclose conflict of interest and act in the best of interest of FSC at all times
- Speak on behalf of FSC with prior agreement of the Chair or the ED

Note: If Board members are unable to meet these expectations on a consistent ongoing basis they may be asked to reconsider their term on the Board, at the discretion of the Executive Committee.

Board Committees

Mandate and Structure of Committees

The Food Secure Canada Board has both Standing Committees and Ad-hoc Committees to advance our work. Committees use a voting, consensus style same decision making format, similarly to the Board. Currently, FSC has only Board Directors serve on Board Committees, but would like to expand Committee members to include both Board and non-Board members (and staff where possible and appropriate). This change includes all Committees with the exception of the Executive and Nominations Committee. Although non-Board members would be welcomed to join various Board Committees as a member, Committees would continue to be Chaired by a Board member, with a maximum of 8 members serving on any given Committee, at any one time. Committee members who are not Board members would apply to join the Committee through a call process, and could also be invited by the Chair and/or Executive

Committee, with a recommendation to engage unsuccessful Board Director candidates when possible. This composition provides an opportunity for non-Board food movement actors to contribute to FSC's work (as there are a limited number of Board seats). It also allows for a greater diversity of perspectives and experiences informing FSC's work, as well as creating increased capacity of the Committee to execute their work in a given year. All Committee decisions impacting board governance, finances and strategic policy decisions need to be reviewed and approved by the Board. Committee work that does not affect these areas, but will be externally facing must be reviewed and approved by the ED.

Food Secure Canada has a number of networks. Board members can participate in FSC networks, but in that capacity would play the same role as any other FSC member, unless their participation or leadership is specifically sought out on a specific matter. The Coalition for Healthy School Food and the Provincial, Territorial networks and the FSC Youth Caucus are all examples of FSC networks.

Note: One FSC Board member also serves on the Peoples' Food Institute (PFI) as an FSC representative and provides updates to FSC and PFI. This is not a formal Committee of FSC, but instead is a liaison role to share information between the two organizations.

Executive Committee

The Executive is a standing committee composed of four officers, including the Board Chair, Vice Chair, Secretary and Treasurer and is chaired by the Chair of the Board. The Executive Director is also an ex-officio member of this Committee who does not officially vote on decisions. The Executive Committee has a mandate to convene on an as needed basis, to oversee and make decisions on 3 (three) types of items: i) The performance review of the Executive Director; ii) At the request of the Executive Director to advise on urgent issues when it is not feasible to meet with the Board in full; and iii) At the request of the Chair to troubleshoot or discuss opportunities, challenges or information to identify a position before presenting it to the Board. All the decisions of the Executive Committee must be minuted and shared and approved by the FSC Board, except in extreme cases where a time-sensitive decision must be made, and is only shared with the Board (rather than approved).

Other duties of the Executive Committee include:

- Fulfills responsibilities of Directors under bylaws
- Ensures quorum at Board and AGM (and therefore must advise the Chair as soon as possible if unable to attend meetings)

Finance Committee

The Finance Committee is a standing committee that works to oversee and monitor the financial health of the FSC. Due to limited capacity the Finance Committee will be rolled into the

Executive Committee and convene on an as needed basis to respond to urgent financial issues. Working closely with the Executive Director the Treasurer will share all urgent and non-urgent financial updates through monthly financial updates at board meetings. Monthly financial reports to the Board should include information such as financial irregularities on a monthly basis, concerns or items of note. This Committee can also provide support to the treasurer to develop financial policies at FSC, and leads conversations and initiatives regarding financial health and sustainability.

Governance Committee

The Governance Committee is a standing committee that works to provide recommendations to strengthen governance at FSC. As a part of this work, the Governance Committee is responsible for clarifying procedures, roles, responsibilities and structures around decision making in general. The Committee achieves this by helping other committees develop terms of reference and annual work plans to clarify decision making processes and strengthen organizational capacity. The Governance Committee will lead the annual board evaluation, survey and analysis to improve board/Committee capacity (skills) and ability to advance work plans and broader strategic plan objectives. This may include identifying policies that need to be updated or developed to guide FSC's work. They also act as an advisory body to the Strategic Planning Committee to inform the respective membership and values development processes. During this interim period, other key activities of the Committee include:

- To support the development of a revised membership structure to inform strategic planning (including potential by-law changes)
- To provide guidance and feedback on the implementation and communications around organizational values
- To work with the Vice Chair to identify a process for establishing a Circle of Elders and the Anti-racism Advisory group.
- To support board professional development & training, with an explicit focus to build Board capacity to centre anti-racism, decolonization, reconciliation and equity principles in our policies/work.

Nominations Committee

The Nominations Committee will be transitioned from an adhoc committee to a standing sub-committee of the Governance Committee, although reports directly to the Board. The sub-Committee facilitates the selection and on-boarding of new Board Directors for FSC. The Committee is composed of the Chair of the Board, the Vice Chair and ideally 2-3 other Board members, with support from the ED as an ex-officio member who provides recommendations but does not vote on the Board decision. The role of the Committee is to help identify board gaps and needs for the current year, develop a call for new Directors based on those needs, review applications, and recommend a slate of Directors to the current Board for approval. This

Committee is usually struck and held between April and December of each year.

Strategic Planning Committee

The Strategic Planning Committee is an ad-hoc committee to oversee the development of a new strategic vision for FSC. As part of this work they are tasked with identifying a strategic process, and overseeing the implementation and final operationalization (workplan) of the plan. As part of this work, the Committee will oversee approaches to FSC's business development and financial sustainability, membership (in collaboration with Governance), and values development approaches to engage the broader food movement, including but not limited to the Assembly. This group is also the primary group to oversee the (current) ISED grant contribution process.

Regional Gathering (Assembly) Planning Advisory

The Regional Gathering (Assembly) Planning Committee is an ad-hoc committee to support the implementation and operational execution of "alternative" Assemblies models that are being developed. This Committee will be led or supported by FSC staff and will likely be composed of local food movement actors and Board members. The composition of this Committee will likely change based on the needs of the Assembly that is being designed.

Other Relevant Policies and Resources

- Board Meeting Norms Document (under development)
- [FSC By-Laws](#)