

Food Secure Canada

Role and Structure of the Board of Directors

Purpose of this document

As Food Secure Canada (FSC) 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 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](#), FSC 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 FSC'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 FSC 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.

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 FSC
- 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 Board
- 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

- The Board includes a number of committees, including: Executive (a standing committee), Finance (a standing committee), Governance (a standing committee), Nominations (a standing sub-committee of Governance), Strategic Planning (ad-hoc committee), and a Regional Gathering (Assembly) Committee (ad-hoc committee). A detailed description of each of these committees can be found [here](#).
- A brief description of Executive Committee positions can be found in the FSC bylaws, and a more detailed description of these roles can be found [here](#).
- One FSC Board member also serves on the Board of 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.
- The expectation is for all board members to serve either on the executive and/or on one or several committees to share the workload and bring diverse expertise and perspectives to their 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).

Other Relevant Policies and Resources

- [FSC Executive Roles & Board Committees](#)
- [FSC By- Laws](#)