

Schedules A, B, C, D to Friends of Guild Park (FGP) Proposed By-Laws

Drafted as addendums to the Proposed By-Laws under the Ontario Not-for-Profit Corporations Act, 2021

Prepared by FGP Board Directors, September, 2023

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SCHEDULE A: Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

- **Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- **Direction.** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.
- **Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.
- **Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- **Representation.** Serve as the Board's primary contact with the public.
- **Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.
- **Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- **Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- **Succession Planning.** Ensure succession planning occurs for senior management, if any, and Board.
- **Committee Membership.** Serve as Member on all Board committees.

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SCHEDULE B: Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

- **Custody of Funds.** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.
- **Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- **Mentorship.** Serve as a mentor to other Directors.
- **Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

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SCHEDULE C: Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

- **Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- **Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- **Meetings.** Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

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Schedule D: Code of Conduct of Directors:

In carrying out his or her duties as a Director, and in serving on committees of the Board, each Director of the Friends of Guild Park shall use his or her best efforts:

1. To uphold the integrity and reputation of the Friends in all of the Director's actions.
2. To act honestly, in good faith and with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. To uphold and promote the objects, goals and mission statement of FGP.
4. To participate in and contribute to the collegiality of the Board, so FGP reflects the cooperative legacy of the Guild of All Arts and continues gaining support from those who visit and use the site.
5. To attend meetings of the Board and its committees and to carry out tasks assigned or accepted.
6. To advise the officers of FGP as promptly as possible when career, family and/or personal commitments prevent attending meetings, or the completion of tasks, and to co-operate in the reassignment of such tasks.
7. To respond promptly to communications regarding Board business.
8. To act as a liaison with all Park Authorities, Community Groups and to promote co-operation and communication between the Board, Park Authorities and Community Groups.
9. To act, participate and debate with courtesy, in good faith and with respect of the views expressed and positions taken by others.
10. To refrain from taking any action in the name of FGP, except when authorized by the Board or the Executive, and to defer to and recognize the authority of the Board, the Executive and the Officers in all dealings with volunteers, members of FGP, members of the media and all others associated with or doing business with FGP.
11. To recognize that the vote of the Board on any issue, in accordance with FGP By-laws, shall be binding and determinative, provided that:
 - A Director may, if he or she feels the Board is acting contrary to the FGP By-Laws, this Code of Conduct or the law, ask that his or her objection, and negative vote, be noted in the minutes and it shall be so noted.
12. To declare any conflict of interest with the Institute and to remove himself or herself from:
 - participating in or listening to any discussion involving such conflict;
 - from receiving or viewing any confidential correspondence, minutes or documents concerning such conflict; and
 - any vote concerning such conflict.
13. Not to use or allow the use of any confidential information of FGP for any purposes other than those authorized by the organization, nor to disclose or transfer that information to any other party.

Signature of Director _____

Signed on the _____ day of _____, 20____.