

Edmonton Screen Industries Office (ESIO)

POLICY NO. BD003

BOARD OF DIRECTORS

BOARD RESPONSIBILITIES

1. The Board of Directors is responsible for:
 - a. developing and evaluating the specific advocacy initiatives, programs and services of the ESIO;
 - b. ensuring that the powers, duties and functions of the Society are appropriately carried out;
 - c. carrying out the powers, duties and functions expressly given to it under legislation, the Bylaws and policies of the Society;
 - d. as a Board recruit, engage and manage the CEO;
 - e. monitoring and influencing the Edmonton screen industries sector of the Edmonton economy to help find new investment from inside or outside the city for job creation, economic growth and cultural diversity;
 - f. stewarding an organization that works in an integrated way across the following four dimensions to ensure that screen industries are nurtured and thrive in Edmonton:
 - i. Explore innovations and the future of the screen industries on multiple platforms, so that Edmonton can be at the forefront of new directions in the sector;
 - ii. Facilitate local content production across a variety of platforms;
 - iii. Help seek out markets and distribution channels for locally produced content; and
 - iv. Attract projects that our Edmonton talent pool can support;
 - g. Ensure effective, credible relations in respect of the screen industries, the City of Edmonton, the provincial and federal governments and other offices and organizations.
 - h. Keep apprised of significant international, national and provincial trends and/or issues that affect the local screen industries; and
 - i. Activate and monitor any services provided by the ESIO.
2. Annually the Board will establish goals for itself and for the Administration, including initiatives within the Board's strategic plan.
3. The Board will approve an annual budget to achieve its goals.

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4. The current goals of the Board and the Administration are described in Schedule I to this Policy.
5. A valid decision by the Board may only be made at a duly convened meeting at which a quorum is present.
6. The Board of Directors provides informed leadership for the Edmonton Screen Industries Office (ESIO). Each member of the Board acts as a representative for the ESIO by advancing the interests of the ESIO, its goals, programs, issues and policies.

BOARD MEMBER RESPONSIBILITIES

7. Regarding Society policies and initiatives, Board members are responsible for:
 - i. Supporting Board policies and initiatives serving the screen industries community, the citizens of Edmonton, the City of Edmonton and the Provincial and Federal Governments and fostering a sense of a united front on major issues and Board decisions;
 - ii. Encouraging screen industries stakeholders to participate in programs or seminars, if offered;
 - iii. speaking on behalf of good policy as expressed in the Board goals and objectives; and
 - iv. holding an annual education session to discuss advocacy priorities (to remain abreast of programs, policies and issues);
- 7.1. Because the screen industries expect the Board of Directors, committee members and all staff to present a unified, consistent, and collegial image in all the ESIO's undertakings before the Government, the membership and outside agencies:
 - i. All public communications by Board members shall be consistent with the majority decision of the Board of Directors;
 - ii. All public communication by committee members shall be consistent with the majority decision of the Committee;
 - iii. ESIO staff, whether or not they are attached to a Committee, are bound by all decisions of the Board of Directors and committees and are expected to develop detailed operating requirements to support and implement the policies in order to achieve goals desired and
 - iv. Communications with the media shall be conducted in accordance with ESIO Policy.
- 7.2. These policies are not to be construed as limiting opinion or advice before a decision is reached by the Board or its committees nor to bar any reconsideration the Board may wish to undertake as a result of subsequent advice.

TABLE OFFICER RESPONSIBILITIES

8. The responsibilities of the Chair are to:
 - i. Chair Board meetings;

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- ii. Represent the Society to the City of Edmonton, other levels of government and on other appropriate occasions;
 - iii. Act as the official spokesperson of the ESIO Board for media or official requests;
 - iv. Take expedient measures between Board meetings in unusual or extraordinary circumstances;
 - v. Maintain a close liaison on behalf of the Board with the Chief Executive Officer;
 - vi. Provide guidance as necessary to the Chief Executive Officer; and
 - vii. Report his/her activities to the Board.
9. The responsibility of the Deputy Chair is to carry out the duties of the Chair in the absence or at the request of the Chair.

MEETINGS

10. In accordance with the ESIO Bylaws, the Board of Directors will schedule regular meeting dates for each term of office.
11. In addition to the education session the Board will normally meet at least six times per year.
12. No Board meetings will be held on statutory holidays.
13. In accordance with the ESIO Bylaws, a Special Meeting of the Board of Directors may be called by the Chair and shall be called on the written request of four Board members with ten business days notice.
14. The Bylaws of the Society provide that a member of the Board of Directors ceases to be a Board Member if that person misses three consecutive meetings, unless authorized by resolution to do so. If that happens, the remaining members of the Board may appoint a suitable replacement.
15. For purpose of determining compliance with the ESIO Bylaws, a "meeting" is a regular meeting of the Board of Directors.
16. If a Board member expects to be absent for the third consecutive meeting, he or she shall notify the Chair no later than 9:00 a.m. of the day of the Board meeting, giving reasons for his or her absence. The Chair will report the notification to the Board of Directors and recommend a resolution.
17. If a member has failed to notify the Chair as required and/or the Board has not passed a resolution authorizing, his/her absence, the Chair shall report the case to the Board.
18. At a Board meeting a motion requires a seconder.
19. The Chief Executive Officer will provide a management report to each Board meeting.

REPRESENTATION

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20. The Society's budget will annually include an allocation to reimburse the Chair or other Directors for expenses related to attendance at functions and/or conventions which fit within the goals of the Society and are not addressed by other policy provisions.
21. In the event the Chair is unable to attend a function or convention, the Chair may delegate the duty to the Deputy Chair or any other member of the Board who is able to attend.

INDEMNIFICATION

22. In addition to the registration of the Society under the Societies Act and the Bylaw provision providing indemnification for Board members, in order to further limit the exposure of the ESIO and Board members from liability Board members should practice the following guidelines in this policy.
23. The Society is a corporation under the Societies Act and as such operates according to that Act, the Society's bylaws and policies.
24. To limit the exposure/liability of Directors and Officers, Board members should be aware of the following:
 - i. Federal and Provincial statutes and the common law generally require every Director and Officer to act honestly, and in good faith with a view of the best interests of the Society by exercising care, diligence, and skills that a reasonable prudent person would expect in a comparable situation.
 - ii. Preparation for meetings is important. While agendas are significant, Board members should do their best to be informed and be prepared to respond.
 - iii. Participation in all meetings is important. If a Board member is unable to attend a meeting, his or her views can be presented by another member of the Board.
 - iv. Speaking honestly is important. Board members should be both thinkers and speakers. If a Board member disagrees, he or she should say so.
 - v. Nothing should ever be assumed. If in doubt, ask. Board members should expect that an inquiry will prompt a response that may or may not satisfy your needs.
 - vi. Board members should speak their minds if they see benefits or pitfalls.
 - vii. The activities of Board members should be restricted to directing rather than managing or steering rather than rowing. The Standing Committees and staff are required to comply with policies and procedures put forth by the Board and failure to adhere to this can result in remedial action to those failing to comply.
 - viii. When members of the Board are responding to inquiries from the media, other members or interested persons, clarification should always be given that the response is a personal opinion and that official ESIO Board media contact is through the Chair.

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25. The Society shall require indemnification for Board members, directors and officers, employees or representatives appointed to other Boards or Commissions or other entities that have decision-making authority.
26. This indemnification shall be satisfactory to the ESIO and shall include:
 - i. the appropriate Directors/Officers Liability Insurance;
 - ii. indemnification in the Bylaws or Constitution that create the entity; or
 - iii. if it is a Government created entity, appropriate protection through legislation protecting participants and the Society from liability and any variation of this policy shall be approved by the Board.

REMUNERATION

27. Board members are not entitled to receive honoraria.

Approved

Date MARCH 16, 2018



Chair ESIO



Chief Executive Officer ESIO