



Terms of Reference for the Board and Directors

**South Fraser OnTrax (SFOT)
Transportation Advocacy Society**

Terms of Reference for the Board and Directors for South Fraser OnTrax (SFOT) Transportation Advocacy Society

Introduction

South Fraser OnTrax (SFOT) Transportation Advocacy Society (herein “SFOT”) is incorporated under the British Columbia Society Act as a not-for-profit corporation. This document outlines the governance, purpose, duties, responsibilities, and procedures. This document is a companion to the *SFOT Code of Ethics*.

Purpose and Governance

The purpose of SFOT is:

- (a) To provide sustainable transportation research, data and information to help federal, provincial, civic, and business leaders make informed decisions.
- (b) To provide educational opportunities to the general public on sustainable communities and transportation planning and development.
- (c) To listen to the sustainable transportation concerns and needs of Metro Vancouver and Fraser Valley Region District residents, and advocate those concerns and needs on their behalf.
- (d) To support the objectives of Metro Vancouver in developing an ongoing Livable Region Strategic Plan.
- (e) To support sustainable and cost-effective transportation – to promote sustainable communities – such as light rail transit (LRT), trams, and streetcars, that will attract people looking for efficient alternatives to roads and traffic congestion.
- (f) To research, communicate, or otherwise write about and advocate for sustainable community development and related sustainable transportation alternatives.

The *Society Act of British Columbia* governs SFOT and its board of directors. The bylaws of the society are those set out in Schedule B of the *Society Act*.

The board is responsible for setting the mission and strategic direction of the organization as well as overseeing finances, operations, and policies of the organization.

The Code of Ethics for SFOT

SFOT, including its board, must abide by our *Statement of Values and Code of Ethics*.

Duties of the Board

The overall duty of the board is to ensure that the society operates according to its purpose, the SFOT Code of Ethics, and the *Society Act of British Columbia*. Specific board responsibilities include, but are not limited to:

- Hiring, firing, and regular review of the duties, performance, and salary of any hired executive director or staff member;
- Appointing and recommending new directors;
- Approving the annual operating and capital budgets;
- Reviewing the purpose and programs of SFOT;
- Establishing the authority and duties of directors and the governing body;
- Delegating certain tasks, including spending authorization and day-to-day operations of the society, to an executive director, staff member or, in the absence of an executive, no less than two directors.

Duties of a Director

The overall duty of a director is to ensure the board operates within its purpose, the SFOT Code of Ethics, and the *Society Act of British Columbia*. Furthermore, broadly speaking, a director of the SFOT board has three fundamental obligations to perform.

I. Honesty and Good Faith

Both common law and the *Society Act* require a director to act honestly and in good faith with a view towards the best interests of SFOT. The key elements of this standard of behavior are as follows:

- i) A director must act in the best interest of SFOT and not for his or her self-interest. This also means a director should not be acting in the best interest of some other special interest group or constituency or in his/her own self-interest.
- ii) A director cannot take advantage personally of opportunities that come before him/her in the course of performing his/her societal duties.
- iii) A director must disclose to the board any personal interests which he/she hold that may conflict with the interest of SFOT.

II. Skillful Management

Both common law and the *Society Act* expect that a director will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. This means that a director must be proactive in the performance of his or her duties by: attending meetings, participating in a meaningful way, and being vigilant to ensure SFOT is being properly managed and is complying with all laws.

III. Disclosure of Interests

A director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with SFOT shall disclose the nature and extent of that interest in accordance with the provisions of the *Society Act*.

A director who holds any office or possesses any property whereby, directly or indirectly, a duty of interest might be created in conflict with that director's duty or interest as a director, shall declare the fact, and the nature and extent of the conflict or potential conflict in accordance with the provisions of the *Society Act*.