

## BOARD OF DIRECTORS OVERVIEW

### Board composition

Prosper Canada is governed by a volunteer Board of up to 15 Directors plus the CEO (ex-officio, non-voting). We strive to include members from a variety of backgrounds, sectors and geographic regions that reflect, to the greatest extent possible, Canada's diversity. To view our current Board of Directors, please visit our website at [Board of Directors](#).

### Role of Board members

The Board of Directors is responsible for:

1. Establishing the vision, mission, values, and strategic priorities of the organization in collaboration with management
2. Ensuring that financial assets and any public funds received are stewarded effectively and with integrity
3. Approving short- and long-range plans for the organization to carry out its mission and goals
4. Reviewing and approving capital and operating budgets
5. Representing Prosper Canada to the community
6. Noting and responding to issues that relate to Prosper Canada's mission and its target population – Canadians living in poverty.

### Committees

The Board has an **Executive Committee** and three active standing committees with the following responsibilities:

- **External Affairs Committee** – Communications, fundraising and strategic planning
- **Internal Affairs Committee** – Finances, organizational and personnel policies
- **Governance Committee** – Board recruitment and nominations, Board policies, Board evaluation.

An **Audit Committee** meets once a year to review and approve our audited financial statements.

### Skills and experience

The Board periodically seeks individuals for presentation to the membership as potential Board members. These should possess skills and attributes that complement those of the existing Board, so that the overall diversity and expertise of the full Board is enhanced. Prosper Canada's Governance Committee periodically reviews the current Board's diversity, skills and experience and identifies attributes that would enhance the currently Board's capacity and uses these to inform its recruitment and selection of new Directors.

## Expectations of Board members

Prosper Canada Board members are directors, ambassadors and champions of the organization and, as such, are committed to our mission and vision and actively take advantage of opportunities to learn more about Prosper Canada and its work. Board members are unpaid, but are reimbursed for all expenses (e.g. travel, accommodation) incurred in the fulfilment of Board duties.

In keeping with their role as stewards of important community resources, Board members adhere to Prosper Canada's code of conduct, behave ethically, establish and adhere to sound financial policies and controls, fully declare any potential conflicts of interest, and work to uphold the reputation of the organization at all times.

Board members work as a collaborative team to fulfil their legal, fiscal and governance responsibilities effectively. To this end, they maintain confidentiality where appropriate and respect and support decisions made by the Board as a whole. All members contribute actively and fully by:

- Attending a half-day orientation session upon joining the Board.
- Attending 4 regular Board meetings annually in person or by teleconference
- Attending special Board meetings from time to time as required
- Attending a half-day strategy meeting every year (held in conjunction with a regular Board meeting)
- Serving on at least 1 Board committee and/or task force
- Preparing for meetings by reviewing meeting materials beforehand
- Participating in Board development and education
- Attending events and functions on behalf of the organization from time to time.

We invite all Board members to make an annual charitable contribution to the organization and to assist management, where possible, in identifying and engaging prospective new corporate, foundation, and individual donors.

Each Board member will spend an estimated 50 hours per year fulfilling his/her role:

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|----------------------|-----------|
| • Board meetings     | 10 hours  |
| • Committee meetings | 10 hours  |
| • Strategy meeting   | 4-5 hours |
| • Preparation        | 15 hours  |
| • Miscellaneous      | 5 hours   |

Time commitments may occasionally exceed this should Board committees take on multiple or special initiatives that require more than five meetings per year – e.g., recruitment of new Board members, a major strategic review, or fundraising initiative.

**Note:** For health and safety purposes, all Board and Committee meetings will be conducted exclusively by videoconference until such time as COVID-19 public health guidelines and our own safety assessment permit the comfortable resumption of in-person meetings.