

## Board of Directors - Roles and Responsibilities

The Theatre Scarborough Board of Directors is elected a little differently than other Boards. The Presidents of the three member performing arts organizations (SMT, SP, and STG) are automatically the first three members of the TS Board.

At the AGM, seven additional members are elected: the **President**, and six **Members at Large**. From the nine members (excluding the President, and probably excluding the 3-group Presidents) the 10 BOD members elect a Secretary and Treasurer. The four remaining Board members are the Members at Large.

### The President

The President shall be the chief executive officer of the Corporation. The President shall have the responsibility for the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors and Members of the Corporation as Chairperson. In the event that the President is absent from a meeting of the Board of Directors or Members, those in attendance at such a meeting shall select a person from among them to serve as Chairperson for the meeting. The President shall be a member of all committees established by the board ex officio with voting privileges.

### The Secretary

The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall be custodian of the seal of the Corporation, which the Secretary shall deliver only when authorized by a resolution of the Board of Directors to do so and only to such person or persons as may be named in the resolution.

### The Treasurer

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 of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority and will provide to the President and the Board of Directors at the regular meeting of the Board of Directors, 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 of Directors.

### Members at Large

Members at Large might sit in for an Officer position, should an Officer be unable to attend. Members at Large might also lead certain committees (*e.g., TS-Website, Publicity & Marketing, Community Outreach, Accessibility, Governance*) or be the BOD Liaison for certain BOD-externally run work groups (*Box Office, Theatre Coordination, Refreshments*). Members at Large could also express an interest in learning and backing-up one of the Officer roles in the interest of succession planning – President, Secretary, or Treasurer,