**Terms of Reference for Board of Directors**

**Position Title:** Board of Director

**Organization:**  Friends of the Ruins St. Raphael’s Inc.

**Reviewed and Approved :** October 8th, 2024

**1. Purpose**
The Board of Directors serves as the governing body of The Friends of St. Raphael’s Ruins, a non-profit organization dedicated to Friends of the Ruins Mission. The primary purpose of the Board is to provide leadership, strategic direction, and oversight to ensure the organization fulfills its mission in a sustainable and effective manner.

**2. Scope of Authority**
The Board of Directors has the authority to:
        •       Establish and review the organization’s mission, vision, and strategic goals.
        •       Approve and monitor the organization’s annual budget and financial performance.
        •       Ensure legal and ethical integrity and maintain accountability.
        •       Oversee and approve policies and procedures.
        •       Engage in fundraising and resource development activities.

**3. Composition and Structure**
        •       Size: The Board shall consist of 10 members.
        •       Term: Each board member shall serve for a term of 1 year term, with unlimited consecutive terms.
        •       Committees: The Board may establish standing or ad hoc committees as necessary. Each committee shall have a clear mandate and report back to the full Board.

**4. Roles and Responsibilities**

**Chairperson**
        •       Preside over all Board meetings and ensure they are conducted in an orderly and effective manner.
        •       Act as the principal spokesperson for the Board.

**Vice-Chairperson**
        •       Support the Chairperson in their duties and act as Chairperson in their absence.
        •       Oversee specific projects or initiatives as assigned by the Board.

**Secretary**
        •       Ensure accurate documentation of Board meetings and decisions.
        •       Maintain the official records of the organization.
        •       Ensure compliance with statutory and regulatory requirements.

**Treasurer**
        •       Oversee the financial management of the organization.
        •       Present financial reports to the Board.
        •       Ensure that appropriate financial controls and procedures are in place.

**Board Members**
        •       Attend and actively participate in all Board meetings and committee work.
        •       Understand and promote the organization’s mission.
        •       Participate in fundraising and resource development activities.
        •       Uphold the legal and ethical standards of the organization.

**5. Meetings**
        •       Frequency: The Board shall meet at least 3 times per year.
        •       Quorum: A quorum for Board meetings shall be 50% of the total membership.
        •       Decision-Making: Decisions shall be made by a majority vote of those present, unless otherwise specified in the bylaws.

**6. Evaluation**

The Board shall conduct an annual self-assessment to evaluate its performance and effectiveness. The results of the evaluation shall be used to identify areas for improvement and inform the Board’s development activities.

**7. Compensation**

Board members shall serve without compensation. However, members may be reimbursed for reasonable expenses incurred in the course of their duties.

**8. Conflict of Interest**

Board members are expected to act in the best interest of the organization. Any conflicts of interest must be disclosed, and the member must recuse themselves from any related discussions or decisions.

**9. Amendments**

These Terms of Reference may be amended by a two-thirds vote of the Board, provided that notice of the proposed amendments has been given to all members at least 10 days prior to the meeting.

This document provides the framework for the roles, responsibilities, and operations of the Board of Directors and ensures that the organization is governed effectively and in alignment with its mission.