

Appendix A – Board Role Descriptions

Approved by the Board, July 2012

President

Key responsibilities

- To provide leadership for the Board/GLT and the membership
- To ensure effective governance of the membership
- To hold the Board accountable to the membership decisions (GA).
- To support, sustain and demonstrate consensus based participatory process and live into the values and mission of ICA

Key duties

- To lead the Board in setting an annual schedule of Board /GLT meetings
- To lead in planning and setting the agenda of each Board/GLT meeting
- To attend and chair and/or facilitate each Board/GLT/ GA Meeting (unless otherwise named)
- To bring impartiality and objectivity to Board decision-making which is always done by consensus or taken to the General Assembly
- To monitor that Board decisions are implemented
- To lead the Board in developing policy and strategy
- To lead the Board in developing and monitoring an annual budget and business plan
- To support and challenge individual Directors and the Board as a whole to continually improve their performance
- To work with Local Directors to resolve issues, concerns, and work-related problems
- To help Local Directors to discover peer to peer options
- To ensure effective and transparent communication between the Board and the membership, including eg: writing a regular “*Note from the President*” for the Global Magazine (Winds and Waves)
- To be available as a point of contact between the Board and Local ICAs. (All GLT board are available to all members so this is not an exclusive responsibility)
- To represent ICAI through official correspondence as necessary, to sign and execute contracts and other official agreements on behalf of ICAI
- To represent ICAI and the Board at conferences and other events, including opening ICA conferences as requested

Secretary

Key responsibilities

- To ensure high standards of documentation, reporting and accountability within the Board, and between it and the ICAI members
- To support Directors and the Board as a whole in fulfilling their legal and regulatory responsibilities

Key duties

- To ensure that proper records of members are maintained and made available as required
- To ensure that members have proper notice of meetings

- To support the Chair in the scheduling and practical arrangements for members' and Board meetings, including eg: ensuring timely distribution and accessibility of clear and complete meeting schedules, agendas & papers and joining/dialling/polling instructions
- To ensure that Board and Members' meetings are properly minuted, that minutes made available in a timely fashion
- To ensure that a full archive of minutes is kept and accessible as required
- To ensure that ICAI Bylaws, policies and procedures are regularly reviewed, recorded and accessible as necessary
- To advise the Board on the legal & regulatory implications of any strategies or decisions under consideration, and on the mitigation of any such risks
- To keep the Board informed about its legal & regulatory duties and responsibilities, and support Directors in fulfilling them
- To ensure and oversee the filing of any non-financial returns that might be required under applicable laws

Treasurer

Key responsibilities

- To ensure a high standard of financial management, governance and accountability
- To support the Board as a whole in fulfilling their financial responsibilities

Key duties

- To take lead responsibility on behalf of the Board for the safety and prudent use of ICAI funds
- To advise the Board on the financial implications of any strategies or decisions under consideration, and on the mitigation of any such risks
- To keep the board informed about its financial duties and responsibilities.
- To lead the Board's development of an annual budget in support of its business plan
- To support the Board in ensuring that ICAI funds are expensed in accordance with the approved budget
- To report to the Board on a monthly basis on the financial status of the ICAI, in relation to the approved budget
- To report to the members on an annual basis on the financial status of ICAI, and explain any important issues in an understandable way
- To approve expenditures for payment in line with the approved budget and procedures
- To ensure that any equipment and assets are adequately maintained and insured
- To ensure that appropriate financial policies, procedures and controls are in place, by leading the Board as necessary to develop and regularly review them
- To monitor ICAI financial management relative to its financial policies, procedures and controls, and advise the Board as necessary on any issues
- To oversee the preparation of ICAI's annual accounts, and their audit or other external scrutiny as required
- To ensure and oversee the annual filing of the (Return of Organization Exempt from Income Tax) and/or any other financial returns that might be required under applicable laws

Vice Presidents

Key responsibilities

- Connect with and support the ICAs in their region
- To support and deputise as necessary for the President
- To prepare to assume the role of President

Key duties

- Support and initiate in their local capacity peer to peer projects that support ICAI strategy and directions
- To chair and if needed facilitate regional dialogues
- To maintain regular communications with the President to ensure an effective partnership
- To work with the President to understand ICAI operations and strategic initiatives
- To deputise for the President as necessary in preparing and/or leading Board meetings, or otherwise