



**Statement of Responsibilities
of the
Canadian Political Science Association's Board of Directors
(SR)¹**

I. Fiduciary Responsibilities²

The directors of the CPSA (not-for-profit corporation) have the following fiduciary responsibilities: duty of care, loyalty and adherence.

I.I Duty of Care

Directors must participate actively in the CPSA's strategic, governance and oversight activities and collaborate with the organization of the annual conference events and the appointment of prize juries.

I.I.1 Strategic Planning & Governance

Directors are expected to:

- approve and revise every five years the mission, vision, values and strategic directions of the Association;
- work with other Board directors to advance the mission, vision, values and strategic directions of the Association;
- attend in person the fall meetings of the Board in the city of Ottawa;
- attend in person the spring meetings of the Board in the venue of the CPSA Annual Conference;
- participate in the committee meetings they serve;
- prepare themselves for all Board and committee meetings by familiarizing with the meeting's agenda and background materials to the greatest extent possible;

¹ Approved by the Board of Directors on December 8, 2018.

² Board directors are called fiduciaries because they are legally responsible for managing a nonprofit entity's assets. Board directors are responsible for overseeing funds from philanthropists, donors and grant-makers, and making sure that the funds are being used for their intended purpose in financially supporting the organization. Board directors who diligently perform their fiduciary duties responsibly protect the organization's reputation, which also falls into the category of a fiduciary duty.

- focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable;
- express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints;
- exercise their duties and responsibilities with integrity, respect, collegiality and care;

I.1.2 Reports - Conference Events - Prizes

- The CPSA representative to the Federation, the CPSA & SQSP representative to the International Political Science Association, the Communications Officer, and the Student and Practitioner representatives are expected to submit a written report to the Board at its fall and spring meetings.
- The Student and Practitioner representatives are expected to organize an event at the annual conference of the Association.
- Directors are expected to serve on the jury of the John McMenemy Prize.

I.1.3 Financial & Organizational Oversight

Directors are expected to:

- oversee and monitor financial reports and statements;
- be aware of their personal liability for the Board's actions and of the protections available to them;
- assess organizational risks and opportunities;
- monitor organizational performance;
- appoint, supervise, evaluate, and compensate the Executive Director;
- develop the Board's governance framework and processes.

I.1.4 Administration

Directors shall:

- actively and publicly support actions taken by the Executive Committee to implement programs and achieve the objectives contained in the Association's plans and budgets as approved by the Board;
- use their best judgment to balance the relative importance of issues to be determined by the Board in setting policies and avoiding operational matters;

- recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the staff to implement them.

I.II Duty of Loyalty

Directors are expected to:

- place the interests of the Association ahead of their own interests at all times;
- immediately and publicly disclose any conflicts of interests, and
- not use Board service as a means for personal or commercial gain;

Directors shall:

- ensure that they understand their legal obligations to the Association and that they ensure those obligations are upheld;
- remove themselves from situations where their continued presence on the Board may cause embarrassment to the Association or undermine the confidence of their peers.

I.III Duty of Adherence or Fidelity to the Mission to the Association

Directors shall:

- ensure that the Association complies with applicable laws and regulations, acts in accordance with its own policies, carries out its mission appropriately, and does not engage in unauthorized activities;
- support, in an affirmative manner, all actions taken by the Board, even when they may be in a minority position with respect to any such action;
- represent the Association and the Board in a positive and supportive manner at all times and in all places;
- maintain, at all times, the confidentiality of all information and records of the Association and shall not make use of or reveal such information or records except in the course of the performance of their duties or unless the documents or information become a matter of general public knowledge;
- treat Board discussions as confidential and shall not repeat any discussions concerning the Association's business and practices, or any discussions of a personal nature of their peers in a public setting.

II. Eligibility³

³ Approved by the Board in the spring meeting of May 2017, Ryerson University.

- To be eligible to stand as a candidate for election to the Board and to serve on the Board, a person must be an individual member of the Association in good standing and be willing to comply with the Statement of Responsibilities of CPSA Board of Directors.
- A person cannot stand as a candidate for election to the Board or serve on the Board if he or she is a member of the English-language or French-language editorial teams of the CJPS/ RCSP.
- As the CPSA is a non-partisan organization and to avoid any appearance of conflict of interest, an individual currently holding an elected office at the federal, provincial or territorial level (e.g., MP, MLA, MPP, MNA) may not stand as a candidate for election to the Board or serve on the Board.

III. Responsibility

- Directors have a nondelegable duty to attend Board meetings. Directors are disqualified from holding office if they are absent for two consecutive regularly scheduled Board meetings.
The disqualification does not apply if the absence is because of illness or injury or is with the leave of the Board.
- Directors must adhere to the standards prescribed by SR, as well as to the institutional documents and policies of the Association.
- Directors shall report any breaches or potential breaches of this SR to the Board through the President.

Directors who have breached or who are in a potential breach of this SR may be requested to resign, or may request an exemption from any such breach or potential breach, by a special resolution as defined in By-Law No. 1.⁴

IV. Documents

The following documents form the basis of the SR:

- 1) [Canada Not-for-profit Corporations Act S.C. 2009, c. 23](#)
- 2) [CPSA Letters Patent 1971](#)
- 3) Articles of Continuance
- 4) [By-Law No. 1](#)
- 5) Directors Liability Insurance

⁴ By-Law No. 1. Article I. GENERAL. 1.1 Definitions (j) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

6) Conflict of Interest Policy

7) Policy #3 TRAVEL EXPENSES

Documents 3), 5), 6) and 7) can be requested by nominees to the Board of Directors to the [CPSA Secretariat](#).