

DIRECTORS ROLES & RESPONSIBILITIES

1. Purpose of the Policy

This policy defines the roles, responsibilities, and authority of the Board of Directors, President (Chair of the Board), Executive Director, and Secretary of TULIP Association of Canada (the "Association").

It is adopted to promote effective governance, accountability, transparency, and compliance with the Canada Not-for-Profit Corporations Act and the Association's By-laws.

2. Authority of the Board of Directors

The **Board of Directors** is the governing body of TULIP Association of Canada and is collectively responsible for the management and supervision of the Association's affairs.

Board Responsibilities

The Board shall:

- Provide strategic direction and oversight of the Association
- Ensure the Association operates in accordance with its **By-laws, Articles**, and applicable laws
- Approve policies, budgets, strategic plans, and major initiatives
- Oversee financial stewardship, risk management, and compliance obligations
- Appoint, supervise, support, and evaluate the Executive Director
- Establish committees and delegate authority where permitted by law
- Act in the best interests of the Association at all times

Each Director shall act honestly, in good faith, and with the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

3. President (Chair of the Board)

Role

The **President**, serving as **Chair of the Board**, provides leadership to the Board and ensures its effective functioning.

Responsibilities

The President shall:

- Preside over all meetings of Members and the Board of Directors

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- Provide leadership to the Board in fulfilling its governance responsibilities
- Ensure Board decisions are properly implemented and recorded
- Serve as the primary liaison between the Board and the Executive Director
- Support Board development, governance effectiveness, and strategic focus
- Represent TULIP Association of Canada in official capacities as authorized by the Board
- Exercise a casting vote in the event of a tie at meetings
- Perform other duties as assigned by the Board

The President must be a **Director of the Association**.

4. Executive Director

Role

The **Executive Director** is the senior operational officer of TULIP Association of Canada appointed by the board as a board member and is responsible for day-to-day management under the direction of the Board.

Responsibilities

The Executive Director shall:

- Manage the daily operations and administration of the Association
- Manage/organize regional activities with the representatives, report to the board, and gets approval for activities from the board if needed.
- Implement Board-approved policies, resolutions, and strategic plans
- Supervise staff, contractors, volunteers, and program delivery
- Hire and dismiss employees and agents with the HR as authorized by the Board
- Ensure compliance with legal, regulatory, and governance requirements
- Prepare operational, financial, and strategic reports for the Board
- Provide timely and accurate information to the Board regarding the Association's affairs
- Represent the Association externally when delegated by the Board
- Carry out additional duties as assigned by the Board

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The Executive Director reports directly to the **Board of Directors**.

5. Secretary

Role

The **Secretary** is responsible for maintaining the official records and governance documentation of TULIP Association of Canada.

Responsibilities

The Secretary shall:

- Attend and act as Secretary at meetings of:
 - Members
 - Board of Directors
 - Board Committees
- Record and maintain accurate minutes of all meetings
- Maintain the Association's minute books, records, and legal documents
- Issue notices of meetings in accordance with the By-laws
- Ensure proper custody of governance and corporate records
- Certify copies of resolutions, by-laws, and official documents when required
- Perform other duties as assigned by the Board or President

Secretary is elected from the board members

6. Individual Directors

Role

Each **Director** contributes to collective governance and oversight of TULIP Association of Canada.

Responsibilities

Directors shall:

- Attend and actively participate in Board and committee meetings
- Act in the best interests of the Association at all times

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- Exercise independent judgment and informed decision-making
- Maintain confidentiality of Board and committee matters
- Declare and avoid conflicts of interest
- Support the mission, values, and charitable purposes of the Association
- Serve on committees or undertake special assignments as requested
- Comply with the Association's By-laws, policies, and code of conduct

7. Confidentiality and Fiduciary Duty

All Directors and Officers of TULIP Association of Canada shall:

- Respect the confidentiality of Board and committee deliberations
- Act with loyalty, care, and diligence
- Avoid using their position for personal benefit

8. Review and Amendment

This policy may be reviewed and amended by resolution of the **Board of Directors**, provided such amendments are consistent with the Association's By-laws and applicable legislation.