



## **Canadian Simmental Association Director's Guidelines**

### ***Purpose***

The purpose of this document is to ensure that all Directors are familiar with the conduct that is expected of them as a director of the Canadian Simmental Association (CSA). The provisions set out in these guidelines reflect the CSA's commitment to high professional and ethical standards and serve as a guideline in support of Directors.

### ***Mission Statement***

To be a leader in the cattle industry through innovative marketing, technology, programs and services while expanding Canadian Simmental genetics worldwide.

### ***Vision***

To lead the cattle industry by providing member- driven services and innovative technologies through the strength of our diverse breed and our programs.

### ***Governance***

**The Board of Directors will govern with an emphasis on:**

- Strategic leadership rather than administrative detail
- An outward and positive vision
- Encouragement of diversity in viewpoints
- Clear distinction and respect of Board and staff roles
- Collective rather than individual decisions
- Commitment to obtaining membership input when necessary
- National rather than regional perspective
- Proactivity rather than reactivity

### ***Conflict of Interest***

It is incumbent on Directors to disclose to the Board any business or personal interest that may in any way create a conflict or distraction affecting their judgment or ability to act in the best interest of the CSA. Such disclosure should, for their protection, be presented and documented in the minutes prior to any discussion of the matter presenting a potential conflict of interest being made.

### ***Board Member Values & Objectives***

The "owners" of the Canadian Simmental Association are defined as the members. The Board shall be accountable for the Association to its owners as a whole. The Board shall act collectively on behalf of the owners as a whole and without bias towards the region of the country from which they come.

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**As a Board Member, Director(s) Tips:**

- Represent non-conflicting interests with loyalty to the Canadian Simmental Association.
- Represent the CSA membership as a priority over any other Board or their personal activities or interests.
- Use the information that is received as a Director only to carry out proper duties and responsibilities as a CSA Director. The information is not to be used for any improper purpose, personal gain, or for any purpose detrimental to the long-term welfare of the CSA's membership as a whole.
- Once made, support and defend board decisions in a positive light.
- Respect board authority and decisions and refrain from exercising individual authority over the organization except as explicitly set forth in Board policies.
- Respect and maintain confidentiality of a sensitive nature, and privileged information unless authorized to do so by the CSA Board of Directors.
- Support and speak positively with the public about staff, a member, a CSA director or a business segment of the Canadian Simmental Association.
- Allow all staff to be responsible for the day to day operations and perform their individual duties as directed by the General Manager and as outlined in their job descriptions. Any interference or influence by a director should be reported to the Executive Committee.
- Bring any concerns regarding staff performance to the President who will then work with the General Manager and the Executive Committee in validating and then addressing those concerns.
- Refrain from publicly passing judgment on the CSA or Simmental Country Management and staff's performance.

**As a Board Member, I will:**

- Represent an un-conflicted loyalty to the interests of CSA. This position is paramount over any other Board activities.
- Avoid conflict of interest with respect to my fiduciary responsibility.
- Not carry out private business that benefits me from having insider information.
- Report external activities to the Board where such activities carry any real, potential or perceived conflict where I, as a Director, would solely benefit.
- Not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.



- Not speak with the public on matters relating to confidential Board decisions, policies or practices unless authorized to do so by the Board of Directors.
- Recognize I have no direct authority over the CEO/General Manager and other staff.
- Refrain from publicly passing judgment on the CEO/General Manager's performance, staff, the CSA and Simmental Country Management.
- Bring any concerns regarding staff performance to the President who will then work with the General Manager and the Executive Committee in validating and then addressing those concerns.
- Respect the confidentiality appropriate to issues of a sensitive manner.

### **Standing Committees**

The Board of Directors shall establish Standing Committees which shall serve in an advisory capacity and report to the Board of Directors:

- A committee is a Board committee only if its existence and charge comes from the Board, regardless of whether Board members sit on the committee. The only CSA committees are those which are set forth in the CSA by-laws.

### **Breed Improvement Committee:**

The Breed Improvement Committee shall be responsible for planning the activities of the Association directed towards improvement of the Simmental breed of cattle and shall make recommendations to the CSA Board of Directors.

### **Promotion Committee:**

The Promotion Committee shall be responsible for planning the promotion of information regarding the breed of Simmental cattle and shall make recommendations to the CSA Board of Directors.

### **Finance Committee:**

The Finance Committee shall be responsible for reviewing the finances of the Association on an ongoing basis and shall submit audited financial statements at the end of each fiscal year. The Committee will work with staff to prepare the annual proposed budget that is presented to the Board Directors for final approval prior to the start of the each fiscal year.

### **Ad-Hoc Committee:**

The board may establish such other committees as it deems necessary or desirable to assist in the fulfillment of its duties and responsibilities.



### **Job Descriptions Applicable to Officers - President**

The President shall:

- a) when present, preside at all meetings of the Members of the Association and at all meetings of the Board of Directors;
- b) be an ex officio member of all Committees;
- c) Have the general oversight of the management of the affairs of the Association with the assistance of the Executive when necessary and shall see that all orders and resolutions of the Board of Directors are carried into effect;
- d) provide leadership to the Board of Directors and the Members, liaise with the CSA Membership;
- e) When required he/she will also liaise with industry and government stakeholders and act as the primary spokesperson for the Association;
- f) oversee and provide guidance when required to the General Manager of the Association; and
- g) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the President from time to time by the Board of Directors.

### **First Vice-President**

The First Vice-President shall:

- a) in the absence of the President, preside at all meetings of the Members of the Association and of the Board of Directors;
- b) be vested with all the powers and shall perform all the duties and exercise the powers of the President in the absence or inability or refusal of the President to act;
- c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the First Vice-President from time to time by the Board of Directors.

### **Second Vice-President**

The Second Vice-President shall:

- a) in the absence of the First Vice-President, preside at all meetings of the Members of the Association and of the Board of Directors;
- b) be vested with all the powers and shall perform all the duties and exercise the powers of the First Vice-President in the absence or inability or refusal of the First Vice-President to act;
- c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Second Vice-President from time to time by the Board of Directors.



### **Committee Chairperson Responsibilities:**

- Provide the CSA Board with a summary of relevant decisions/recommendations from your committee.
- Make sure the information you give your committee members and the CSA directors is ACCURATE and UNBIASED.
- Conduct meetings with an accepted method of parliamentary procedure.
- Ensure that all motions are clearly worded by the mover before voting occurs.
- Do not accept negative motions.
- Clearly delegate responsibilities to your committee members in an effective manner.
- Be sure that all committee members thoroughly understand their assignments, and agree to accept the responsibilities associated with them.
- The minutes of each meeting will be circulated by the staff liaison to the committee members within a minimum of one month.
- Material for committee meetings will be assembled by the staff liaison and the committee Chair and then distributed to the committee by the staff liaison a week in advance of the next meeting.
- For reporting purposes there are times the Chairperson will be asked to provide a written report on their committee for the CSA. I.e. Annual Report, Board Meetings. This report is required in a timely manner.

### **Board Member Responsibilities to Committees:**

- Board members are appointed to committees by the CSA President and Committee Chairperson.
- As members of the committee they are responsible for providing input on business arising in the meetings.
- They are to report to the committee chairperson with any responsibilities or assignments they have agreed on.

### **Staff Liaison Responsibilities to Committees:**

- Staff liaisons exist on each of the committees that are a part of the CSA.
- Staff are a part of all committee meetings and responsibilities include taking minutes during the meetings.
- They are responsible for assembling meeting materials along with committee chairperson and then circulating all documents to the committee.



**Director's Oath of Office Optional Signature**

I, \_\_\_\_\_, have read and agree with the CSA Directors Guidelines and I do hereby solemnly swear to fulfill to the best of my ability the duties of my position with the Canadian Simmental Association. I acknowledge that I have a responsibility first and foremost to the goals and objectives of the CSA and commit myself to fulfilling my obligations to the best of my ability.

\_\_\_\_\_  
Signed, CSA Director

\_\_\_\_\_  
Date