

Governance: Board Roles and Responsibilities

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Role of Governance

The role of governance in a non-profit organization is to provide **strategic leadership** for making meaningful and positive impact on the communities it serves. Governance leadership includes taking responsibility for setting organizational direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring overall accountability. Strong governance builds credibility, trust and confidence in the organization and its efforts among its stakeholders and the public. In Ontario’s HIV/AIDS sector, governance leadership also ensures upholding a commitment to and acting upon the principles of:

- Anti-Racism, Anti-Oppression and Anti-Black racism;
- Reconciliation with Indigenous communities;
- Greater Involvement and Meaningful Engagement of People Living with HIV/AIDS (GIPA/MEPA).

Key Responsibilities of a Non-profit Board

Key Board Responsibilities	Examples of Board Activities to Fulfill Key Responsibilities
Fulfill fiduciary duties	<ul style="list-style-type: none"> • Duty of Care: Exercise reasonable care in all decision making, without placing the organization under unnecessary risk, attend meetings, review materials. • Duty of Loyalty: Act honestly and in good faith with a view to the best interests of the corporation in the best interests of the organization, avoid conflicts of interest, and ensure transparency with interest-holders. • Duty of Obedience: Ensure compliance with laws and adherence to mission.
Determine organization’s mission and values and ensure strategic direction that is responsive to community needs	<ul style="list-style-type: none"> • Engage in strategic planning • Approve mission, vision, and long-term strategy • Monitor alignment of programs and services with mission and community needs and assess overall performance
Ensure effective and meaningful organizational planning	<ul style="list-style-type: none"> • Review and approve annual operational plans, ensuring they are aligned with the strategic plan and reflect the needs and priorities of the communities served, including meaningful engagement of people with lived/living experience • Monitor progress against plans through regular performance reports • Oversee and engage in needed risk identification, assessment, management, and mitigation activities

Key Board Responsibilities	Examples of Board Activities to Fulfill Key Responsibilities
Ensure sufficient resources to do the work	<ul style="list-style-type: none"> • Review and approve resource development strategies, including fundraising plans • Monitor financial sustainability and diversity of funding sources • Support resource development activities • Ensure staffing capacity and compensation are aligned with organizational needs • Ensure leadership succession planning
Hire, support and assess the performance of the Executive Director (ED)	<ul style="list-style-type: none"> • Recruit, hire and onboard of the ED • Set clear performance expectations and goals for the ED, providing support while maintaining appropriate oversight and accountability • Conduct regular performance evaluations and provide feedback • Reward good performance through competitive compensation and benefits
Provide proper oversight of financial and other resources	<ul style="list-style-type: none"> • Review and approve the annual budget and monitor financial performance • Review and approve audited financial statements. • Ensure appropriate financial controls and risk management systems are in place
Ensure legal and ethical integrity and maintain accountability	<ul style="list-style-type: none"> • Ensure the organization complies with all applicable laws and regulations • Approve and regularly review key governance and organizational policies (e.g., conflict of interest, confidentiality, code of conduct, whistleblower, equity and inclusion policies) • Ensure processes are in place to identify, disclose, and manage conflicts of interest, and formally declare conflicts at Board meetings • Ensure accurate and transparent reporting to members and interest-holders, including approval of the Annual Report and oversight of the Annual Meeting • Promote and uphold ethical, equitable, and inclusive organizational culture. • Act as a steward of public trust
Uphold organization's reputation and image in community	<ul style="list-style-type: none"> • Act as ambassadors for the organization in the community and at events • Build and maintain relationships with members, partners, and interest-holders • Support clear, consistent, and appropriate organizational communications

Key Board Responsibilities	Examples of Board Activities to Fulfill Key Responsibilities
Recruit new Board members, ensure succession planning for Board and assess Board performance	<ul style="list-style-type: none"> • Engage in Board recruitment, selection, and onboarding processes. • Evaluate the effectiveness of the board itself, including planning for board renewal, succession, and the diversity of members to ensure continuous improvement
Champion GIPA/MEPA, anti-racist, anti-oppressive, anti-Black racist practices and organizational culture	<ul style="list-style-type: none"> • Promote the meaningful engagement of people with lived and living experience of HIV /AIDS in governance processes and decisions • Promote ethical, inclusive, and equitable culture, including decolonizing Board practices and processes • Integrate anti-racism, anti-oppression, and equity principles into Board decision-making • Ensure policies and practices reflect commitments to anti-racism, anti-oppression and anti-Black racism • Support ongoing learning and accountability related to anti-racism and decolonizing practices

Sample Job Description for a Board Member

Role

A Board member participates in the governance of the ASO as a member of the Board of Directors. The Board of Directors is the governing body and legal authority of the ASO.

Responsibilities

Governance and Fiduciary Duties

1. Act honestly, in good faith, and in the best interest of the organization.
2. Act as a steward of the public trust.
3. Exercise reasonable care and sound judgment in all decision making, including consideration of equity impacts.
4. Avoid conflicts of interest and disclose any real or perceived conflicts.
5. Respect and maintain confidentiality.
6. Be familiar with and abide by the ASO's Bylaws and relevant policies and procedures.
7. Approve, monitor and follow Board policies and, as relevant, ASO policies and procedures.
8. Participate in risk management planning and activities.

Strategic and Organizational Oversight

9. Contribute to defining and monitoring the ASO's mission, strategic directions, programs, and services.
10. Learn about and develop a passion for the ASO's mission, programs, services and the communities it serves.
11. Champion an equitable and inclusive organizational culture
12. Support organizational accountability by monitoring performance, outcomes, and impact.
13. Respect the difference between governance and operational management, supporting and holding the Executive Director accountable without engaging in day-to-day operations.

Financial and Leadership Oversight

14. Approve and monitor the ASO's budget and ongoing financial position.
15. Participate in hiring, supporting, and assessing the performance of the Executive Director as determined by Board policies.
16. Elect the Board Chair and as required by the ASO's Bylaws, other Officers.

Board Participation and Engagement

17. Actively contribute to the integration of decolonizing approaches in Board governance, including challenging colonial structures and practices.
18. Actively contribute to the application of anti-racism and anti-oppression approaches in Board governance and decision-making.
19. Be accountable to the communities served, particularly those most impacted by HIV, by actively seeking input, reflecting community priorities in decision-making, and evaluating impact

20. Actively contribute to and share accountability for an inclusive and respectful culture in Board and committee work.
21. Attend, come prepared for, and actively participate in Board, committee, and related meetings.
22. Serve on committees and taskforces; participate in Board orientation, retreats and other Board gatherings as necessary.
23. Participate in Board training and development activities, and formal Board assessments.
24. Act as ambassadors for the ASO when appropriate.
25. Leverage power of networks to support organizational goals
26. Maintain a clear distinction between governance and operations by focusing on strategic direction and oversight, while delegating implementation to the Executive Director and staff.

Requirements

Board members are expected to demonstrate:

1. Commitment to the vision, mission, values, and work of the ASO.
2. Knowledge, experience, and/or skills in one or more areas of Board governance, including policy, finance, programming, human resources, fund development, community relations, and equity and inclusion.
3. Availability to serve a term of office of XXX (X) years, to a maximum of XXX (X) years.
4. Ability to contribute approximately 10 hours per month to Board and committee work.
5. Lived or living experience as a member of a community served by the ASO is strongly valued.