

THE FRIENDS OF THE CANADIAN WAR MUSEUM

BOARD GOVERNANCE

BOARD RULES (Revision 2, dated 22 March 2010)

Authority and Amendment

1. The Friends of the Canadian War Museum (hereinafter referred to as “The Friends”) is a national, not-for-profit public organization (Letters Patent and By-Laws), incorporated under the laws of Canada, with a registered charitable status. In accord with its By-Laws (paragraph 13.1) the Board of Directors prescribed these Rules.
2. These Rules relate to the management and operation of The Friends and have force and effect from date hereon until the next annual meeting of the members of the Friends when they shall be confirmed, and failing such confirmation they shall cease to have force and effect. (By-Laws paragraph 13.1). These Rules supplement the By-Laws and in the event of any conflict between the By-Laws and these Rules the By-Laws shall prevail.
3. These Rules may be revoked or amended by resolution of the Board of Directors, with effect from the date of revocation or amendment, and any such revocation or amendment shall be submitted to the next annual general meeting of the members of the Friends for confirmation and failing such confirmation the revocation or amendment shall cease to have force and effect.
4. These Rules together with the Letters Patent and the By-Laws of The Friends shall be reviewed by the Board of Directors every three years.

Board Composition, Responsibilities and Functions

1. The Board of Directors is created by the By-Laws of the Friends and is composed of twenty-three (23) members (as prescribed in paragraph 6.6.1), seventeen (17) of whom are normally elected for a term of three years and are eligible for re-election. The remaining six (6) Directors are *ex-officio*, appointed by virtue of their occupation or position or the office they hold.
2. The Board of Directors is responsible for the affairs of The Friends in all things. It reports on activities to the membership at the annual general meeting of The Friends, provides strategic direction to the Executive Committee, formulates Board Policies for the governance of The Friends and provides oversight of The Friends processes and outcomes.
3. The principal functions of the Board of Directors include:
 - a. Compliance Oversight: Confirming that the affairs of The Friends are conducted in accord with the law, The Friends Letters Patent and By-Laws and the framework of rules and regulations prescribed by the Board of Directors and confirmed by the Friends;
 - b. Direction Setting: Establishing the mission, vision, values, ethics, strategic direction and organizational objectives of The Friends;
 - c. Financial oversight: Reviewing and approving financial plans, securing adequate

- financial resources for operational and capital requirements, assessing results and ensuring the integrity of financial reporting for The Friends;
- d. Human Resources Stewardship: Confirming sound human resource practices and policies for general members, directors, officers, staff and volunteers;
 - e. Performance Evaluation: Providing oversight of the performance of The Friends including; its operations, the Board, its Directors, its Officers, and its Committees and their Chairs;
 - f. Risk Management: Ensuring that relevant strategic risks and opportunities are systematically identified and acted upon to the benefit of The Friends; and
 - g. Stakeholder Relations: Promoting and maintain effective relationships with external stakeholders.

The Board Officers and Committees

1. The By-Laws of The Friends identify the Officers of The Friends (paragraph 6.4.1), provides for their election and removal (paragraph 6.7) and set out their respective duties (paragraph 7).
2. The By-Laws also establish an Executive Committee of the Board of Directors, identify its composition (paragraph 6.5) and empower it to take necessary action on behalf of and defined by the Board between Board meetings (paragraph 6.5.2). The Executive Committee shall also have written Terms of Reference, attached to these Rules as an Appendix, which specify its responsibilities and functions.
3. The By-Laws authorize the Board of Directors to establish Special Committees (paragraph 6.6.1) to assist the Board in carrying out its functions or to carry out a specific task or project.
4. Written Terms of Reference for each Special Committee detail the Committee's major functions, composition and reporting requirements. Except as the Board of Directors may from time to time otherwise direct, the authority of a Special Committee is limited to providing recommendations to the Board of Directors, through the Executive Committee. Terms of Reference of each Special Committee shall be annexed to these directives as Appendices.
5. A Committee's function is to bring the experience, expertise and judgement of a group of interested and informed persons to bear on a specific area of the Board of Directors responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present implications and make recommendations to the Board for decision and, when directed by the Board, follow up the Board decision with action.
6. Within three months of the Annual General Meeting of The Friends the Board of Directors shall decide which Committees are to be active for the following year and shall appoint Committee Chairs (By-Law Paragraph 7.7.2). The Committee Chairs select Friends' members for each of the active Committees adequate to accomplish the purpose for which their particular Committee was established. The Chair of a Committee may at any time select members for the purposes of filling vacancies or to meet the purpose for which the Committee was established. The Committee Chairs shall normally be directors.

7. Committees shall meet in accordance with their Terms of Reference with the dates and location of committee meetings promulgated in advance. The approved written record of Committee meetings shall be appended to the agenda of the next meeting of the Board of Directors of the Friends.
8. The Chair of each Special Committee shall recommend to the Executive Committee before the meeting of the Board of Directors each Fall the organizational objectives that will be the focus of the Special Committees' work for that year. In the spring of each year at the request of the President, the Chair of each Committee shall report to the Board their progress on the work they have focused upon and recommended to the Board the previous Fall.

ANNEX: Terms of Reference Executive Committee
Appendices: Terms of Reference Executive Committee Members

Approved by the Board of Directors on the 17th day of May, 2010.

Board Chair/President of the FCWM

Submitted to and confirmed at the Annual General Meeting of the Friends of the Canadian War Museum on the 10th day of June 2010.

President of the FCWM

Secretary of the FCWM