

POSITION DESCRIPTION FOR A BOARD MEMBER

The SEIU-West Constitution describes the roles and responsibilities of the officers and Executive Board members as follows:

OFFICERS & EXECUTIVE BOARD MEMBERS

The Officers of this Union shall be the President, Vice-President and Treasurer. The Executive Board of this Local Union shall consist of three (3) Officers together with fourteen (14) Members at Large, three (3) Trustees and (1) Young Worker.

The Term of Office shall be for four (4) years for all Executive Board roles except the Young Worker representative. The Young Worker representative will be chosen from the Young Worker Committee (YWC) and will be a (2) year term. The remaining Executive Board shall take Office immediately following the election and after having been sworn in under the Officers installation Obligation oath contained in the Service Employees International Constitution, and this Constitution. The President shall be in a full-time, paid position.

ROLES & RESPONSIBILITIES

President

The President shall serve as the chief representative of SEIU-West in any and all dealings with Members, Employers, and other Unions, including other SEIU Local Unions, the Federal, Provincial and Local Governments and agencies, and the public.

The President shall have authority to interpret this Constitution and decide on all points of law submitted to him/her by Units or the membership thereof, subject to appeal to the SEIU-West Executive Board and subsequent review by the Service Employees International union.

By virtue of their election to the position of President, the President becomes the first and automatic delegate to the International and Canadian conventions.

Vice-President

The Vice-President shall serve perform the duties of the President in the absence of that Officer. The Vice-President shall also preside when called upon by the President and at any other time when the President may be temporarily unable to discharge the duties of the office.

Treasurer

The Treasurer shall oversee the finances of the Local Union with the appropriate financial staff.

Trustees

There shall be three (3) Trustees who ensure that the financial obligations of the Local Union are being properly met. The Trustees shall audit the books of SEIU-West and report their findings on same, in writing, with such report to be filed with the Local Union.

The Trustees shall be responsible for ensuring that all finances of the Local Union are managed in accordance with the requirements of the Constitution and By-Laws of the International Union, and this Constitution.

Executive Board Members

The Term of Office shall be for four (4) years for all Executive Board roles. They shall take Office immediately following the election and after having been sworn in under the Officers installation Obligation oath contained in the Service Employees International Constitution, and our Constitution.

For a Young Worker the term of office shall be two (2) years coincident with convention years and this is an appointed position based on the recommendation from the Young Worker Committee.

A board members' first duty is to serve the best interests of the organization and protect the equity of your members and not those of other board members.

A board member must be in good standing and in order to be considered in good standing and to be eligible to participate in all of the gratuities and benefits of this local and the International Union, members must pay, on time, the full dues and other payments prescribed by the Constitution of this Local Union.

A Member must be in good standing for the past two (2) years up to and including the month prior to convention in order to attend and vote.

Each board member must be engaged in the work of the board to:

Identify and assist with recruiting unit executive members.

Establish a relationship with and support to the unit chairs who fall within their assignments as per the Internal Organizing model.

Identify and assist with recruiting and mentoring shop stewards and activists.

Partner with staff representatives and broaden the communication between SEIU-West and our members.

Advise a unit on how to run a unit meeting, if required (chair meeting if required, e.g. unit elections).

Connect with the members on campaigns undertaken by SEIU-West; convene

conference calls as needed.

Try to attend one unit meeting in person per year for each of your assigned units.

Report to the Executive Board on the union building efforts within their units.

Engage activists and shop stewards via educational opportunities, activist activities and events, general communications, campaign engagement, etc.

Ensure that the staff representative is copied on communication with the unit.

Direct members to the MRC for new/emerging issues.

Talk with the staff representatives and local executive/members about rumours/concerns/issues, and resolves/actions/directions in the workplace. All Executive Board Members shall volunteer eight (8) hours per month.

Fulfill the duties and obligations of their elected office. If three (3) or more consecutive meetings are missed, without being excused by the President, a meeting will be set up with the President and Vice-President;

Meet the obligations and duties of their Executive Board role. If it is deemed by the Executive Board that a Board member is not meeting these obligations and duties, a request to remove them from the Board will be forwarded to the President. An evaluation will be done by the President or Vice-President and two (2) other Board members. If in the opinion of the committee, the Board member is not fulfilling their duties, a request to remove the member from the office shall be forwarded to the Executive Board for review. Upon a unanimous vote of the remaining Executive Board, the member shall be removed from office;

Establish, adopt, prescribe and order such procedures, rules and regulations, consistent with the Constitution, as are required for the direction and management of the affairs of SEIU-West and its constituent subordinate bodies and to repeal or amend the same;

Delegate, consistent with the Constitution, to any of its Officers, Executive Board members or employees any of the functions and powers herein set forth;

Establish and/or approve the payment of salaries, wages, expenses, allowances and disbursements for its Officers, Executive Board, members and employees, and adopt, maintain or amend any pension or benefit plan which it deems to be in the interest of the Officers and employees of SEIU-West;

Take such legal action as it deems necessary to protect the interests of SEIU-West, its Officers, representatives, agents, employees, members, or constituent subordinate bodies, including the initiation, prosecution and defence of lawsuits and arbitrations, the settlement or compromising of any claim whether defended or prosecuted and the payment of expenses and costs all of such proceedings and actions, or abstain from enforcing any claim;

Securely invest or reinvest the funds of SEIU-West as is considered desirable for the

effectuation of the purposes and objects of SEIU-West and the interest of its members, or permit such funds to remain uninvested;

Lease, buy and in every lawful manner acquire, on behalf of SEIU-West, all property, rights and privileges, as it shall think desirable for the effectuation of the purposes and objects of SEIU-West and the interests of its members, at such prices, terms and conditions as this Board shall, in its discretion, determine, sell, lease, rent, mortgage, pledge, exchange, or otherwise dispose of any property, real or personal, tangible or intangible, and any rights or privileges appertaining, or belonging to or in the possession of SEIU-West, or its membership, whenever in its discretion the Board considers that the purposes and objects of SEIU-West and the interests of its members will be thereby effectuated for such prices and upon such terms and conditions or for such consideration as the Board in its discretion determines;

Obtain loans from any banks, firms, corporations or institutions, upon such terms and conditions as the Board shall determine and for the sums so borrowed, issue its promissory notes or other evidence of indebtedness;

Enter into, issue and create, effectuate and terminate such mortgage, deeds, trust agreements and negotiable instruments, however secured, as the Board in its discretion believes will effectuate the objects and purposes of SEIU-West and in the interests of its members;

Be authorized to enter into new types of arrangements including, but not limited to, partnerships, affiliations and/or alliances on a national or global scale, for expanding the Union's outreach to, and involvement with, organizations and people with common goals. Accordingly, the authority set forth in this Article should be broadly interpreted to carry out the intent and purpose of this mission as well as to take advantage of new opportunities available through advances in technology and the internet. In entering such arrangements, the Executive Board may grant such waivers from the provisions of the Constitution until the next convention as will advance this objective;

Be the final authority in fulfilling, interpreting and enforcing this Constitution, subject to review by an International Union. The opinion of an attorney, accountant, or other professional consultant or expert hired pursuant to this Constitution shall be full and complete authority and protection in respect to any action taken, suffered or omitted by this Board or any member thereof in good faith and in accordance with such opinion. The Executive Board, or any member of it, shall not be liable to any person or organization, for any act, which is not wilful misconduct or in bad faith, done by this Board or said member in effectuation of the purposes and objects of this Constitution and the interests of the members of this organization.

Fill any vacancies of the Executive Board by way of appointment.

Undertake to periodically evaluate its own performance.

Include members with an express commitment to participate in Internal Organizing for the promotion of Local Union Activities and/or committee efforts; and

Perform any other duties as assigned by the President or designate.

In addition, Executive Board members are assigned bargaining units as per the Internal Organizing model approved by SEIU-West. The Board member is expected to:

Undertake meaningful dialogue and mentorship efforts with Unit Chairs within their portfolio.

Ensure that nominations and elections are conducted by a Top Officer, staff representative or an Executive board member.

Ensure that a member is first nominated in order to run for election.

Ensure that nominations are made in person or by signed letter.

Ensure that proxy or absentee voting is not allowed.

Have two (2) members who are not running for any positions and the Top Officer, staff representative or Executive Board member count the ballots.

Destroy such ballots within two (2) months, as per policy.

A report back on their union building efforts will be done during the regular Executive Board meetings.

You have certain legal responsibilities that you must follow.

If the board has a specific situation which requires guidance, it should consult with the SEIU-West Ethics Liaison Officer, the SEIU International Ethics Ombudsperson, or our legal counsel to determine what is appropriate on a case-by-case basis.

The board must:

Act in a manner that upholds the highest ethical standards and to create this expectation for the board and others.

Make clear that, in making decisions, it is doing what it believes is in the best interests of SEIU-West to help carry out the strategic plan.

Comply fully with our board and member policies.

Approve a yearly budget.

As a board member, you must perform your responsibilities with the same care an ordinarily prudent person would use in managing his or her own affairs. This means that you should act in good faith, stay informed and active, disclose to other board members material information that is not already known to them unless you are

obligated to keep the information confidential, and exercise independent judgment when making decisions on behalf of SEIU-West.

The board may delegate certain core board functions to committees of the board. Any committee authorized to act on behalf of the board must be comprised entirely of board members. The board delegates day-to-day duties to the organization's senior management (directors and top officers), subject to the board's regular review and oversight.

As a board member, you may rely upon:

1. Information provided by employees as part of their jobs;
2. Professional advice of lawyers, independent public accountants, and other experts in their field; or
3. Information provided by a board committee in the course of its assigned work.
4. Information provided by Directors and Top Officers in the course of their work.

You may not delegate your personal responsibilities as a member of the board to others. You and your fellow board members bear the responsibility for determining what is best for the organization.

You must act honestly and in the best interests of SEIU-West and not for your personal benefit. To avoid impropriety or the appearance of impropriety, you must disclose to the board any potential conflict of interest or appearance of conflict of interest and refrain from participating in any decision of the board in which you have such a conflict. Act openly and appropriately when you encounter these situations.

The top officers have a duty to provide the Executive Board with the information that the officer has learned while performing his or her duties that is material to the board in carrying out its responsibilities to the organization.

An officer also has an obligation to inform the Executive Board if the officer believes that another person has engaged or is likely to engage in a material breach of duty to SEIU-West or in a material violation of the law involving the organization. If you also serve as an officer of SEIU-West as well as a board member, you must comply with the duty to inform. If you only serve as a board member, you too must inform your fellow board members of any wrongdoing as part of carrying out your Duty of Care to the organization.

You should not disclose information about the organization's activities unless the board decides to make the information public, or unless the information is a matter of public record.

Attendance at Executive Board meetings is one measure of the commitment and contribution of an individual member to the governance of our union. Executive Board members are expected to attend board meetings and all committee meetings in

which they serve. As part of its commitment to maintaining accountability and transparency the Executive Board has chosen to voluntarily disclose the attendance record of each board member for each fiscal year.

Being a member of the Executive Board is a personal responsibility.

A board member's legal rights are designed to assist you in carrying out your fiduciary duties as a member of the board. For example, it is important that you stay informed about the organization's business affairs. Consequently, as a board member, you have a right to have reasonable contact with the top officers and directors to discuss the organization's business affairs. You also have the right to inspect the books and records of the organization and to request additional information from management.

At the same time, you should remember that while the board retains the ultimate responsibility for operations, the top officers and directors are responsible for the day-to-day management of the organization. Your duty as a board member is to ensure that they exercise their management responsibilities in a manner that best serves SEIU-West.

When you request information from management, it is important that you are reasonable in the frequency and scope of your requests. You want to take care that your requests are suited to what you need to perform your job as a board member, and not the day-to-day management of the organization.

You have the right to ask for a copy of the minutes if not provided because staying informed about the organization's activities means reviewing the board and committee minutes.

Open, respectful and informed debate among board members helps ensure the best possible decisions are made. If you disagree with any action the board proposes to take, you have the right to vote against the action. You have the right to have the objection recorded, by name, in the minutes of the meeting.

Union leave is only for authorized union business.

No Executive Board member shall:

1. Engage in any outside employment, business or undertaking:

(a) that will, or is likely to, interfere with the performance of their duties with SEIU-West;

(b) in which they will gain, or appear to gain, a benefit as a result of their position with SEIU-West; or

(c) that will, or is likely to, influence or affect the manner in which they carry out their duties with SEIU-West.

2. Accept any gifts or favours from any person, business, organization or corporation, which is directly or indirectly, involved in any manner whatsoever with SEIU-West, unless:
 - (a) the gift or favour is a normal exchange of hospitality among persons doing business;
 - (b) the gift is token exchanged as part of protocol;
 - (c) the gift is a normal presentation made to persons participating in public functions.

3. Use or request the use of any SEIU-West property for personal convenience or profit, unless:
 - (a) the property is available for such use by the public generally and they are receiving no special preference in its use; or
 - (b) the property is made available to them as a matter of SEIU-West policy or under the terms of their employment or appointment.

4. Benefit, or appear to benefit, from the use of information acquired as a result of their duties with SEIU-West unless such information is available to the public generally; nor shall they disclose such information without proper authorization.

5. Get any special consideration, treatment or advantage to any person in his/her dealings with SEIU-West.

6. Represent any private interests in their dealings with SEIU-West or any of its departments.

You can summarize your fiduciary duties by answering the following questions:

Do you put the organization's interests before your own?

Do you ensure that others do as well?

Do you regularly attend board and committee meetings?

Do you read the information provided to you as a board member or otherwise stay informed?

Do you exercise your independent business judgment as best as you can?

Do you do your best to make sure that SEIU-West follows the law, including the special rules applicable to trade unions and non-profits?

Do you rely on the advice of legal counsel and independent accountants to assist you in your work?

If you follow these steps, you will go a long way towards faithfully carrying out your fiduciary duties as a board member and help establish the proper ethical tone for SEIU-West.