

# Cataraqui Archaeological Research Foundation

## Governance

### 1. Mandate

The Cataraqui Archaeological Research Foundation is a non-profit charitable organization committed to the recognition, investigation and preservation of the rich archaeological resources to be found throughout Ontario. Although the Foundation was initially established to deal with resources in the Kingston area, it has broadened its scope of involvement. The Foundation was organized by concerned individuals who recognised the great wealth of archaeological resources as an intrinsic part of our heritage.

The goals of the Foundation are met through the sponsorship of archaeological research, programs of public education, and the publication of technical and popular reports on the research conducted by the Foundation. Membership in the Foundation is open to all those who have an interest in heritage preservation and, particularly, those concerned with the role to be played by archaeology in developing heightened public awareness of our heritage. Members will be kept informed as to the activities of the Foundation through newsletters and public meetings. Furthermore, members and the public are encouraged to become actively involved in the various projects undertaken by the Foundation.

### 2. Mission Statement

The Cataraqui Archaeological Research Foundation is committed to the recognition, investigation and preservation of archaeological resources throughout Ontario. The goals of the Foundation are met through its role as an active centre, which sponsors archaeological research, programs of public education, and of the publication of technical and popular reports on the research conducted by the Foundation. Archaeological collections will be governed by a policy, which takes into consideration the maintenance of proper records, housing and conservation. Collections will be the subject of study, research and enjoyment for scholars and members of the general public.

### 3. Role of the Board Member

- a) The Board of Directors is publicly accountable for the care of the Foundation's collections to professional standards, and for assuring their exhibition and interpretation to the public and their availability, within the constraints of their security and preservation, for research and education.
- b) Each member of the Board of Directors is answerable to the Policies, Procedures, and Guidelines set down to the membership at large.
- c) Ethical behaviour is expected from each Board member while on official business for the Foundation.
- d) In the event of a conflict of interest the member will temporarily remove him/herself from discussions or plans after declaring a conflict of interest.
- e) Members are expected to fundraise, whenever possible, through membership drives or goal-oriented fundraising ventures the Foundation takes on for essential monies to operate the Centre and fulfil the mandate of the Foundation.
- f) The members of the Board will be directly involved with the planning for short- and long-term goals following the mission/mandate as its guide.

#### **4. Responsibilities of the Board:**

- a) To determine missions, goals, objectives, programs and policies and the pace at which the Centre will move forward.
- b) To ensure they are implemented in a professional and accountable manner.
- c) To maintain links to the community.
- d) To approve annual budget, outside auditors and counsel.
- e) To act as an advocate and to fundraise.
- f) To ensure the collection is being properly cared for.

#### **5. Composition of the Board of Directors**

There shall be a Board of up to 13 members, including a President, Vice-President and Treasurer, Secretary, and the Executive-Director (ex officio), as well as Past-President.

#### **6. Election of Directors and Officers**

- a) Recommendations for Directors shall be put forward by the Chair of the Nominating committee and voted upon at the Annual General Meeting within the first six months after the end of the previous year.
- b) Recommendations for Officers shall be put forward by Directors and voted upon at the first Board meeting after the Annual General Meeting.
- c) Terms of Office for the Board:
  - Each member shall be elected for a 3-year term. A Director may be re-elected after the end of a term.
  - The President shall serve for a full term.

#### **7. Board Committees**

- a) Committees are established to facilitate the work of the Board within the terms of reference established by the Board as a whole.
- b) Committee Chairs, with staff input, are responsible, in the 10<sup>th</sup> month of the fiscal year, to prepare a budget for their committee.
- c) All Committee Chairs will produce a year-end report to be added to the Annual General Meeting report.
- d) Chairs will have contact and request assistance through the Executive Director, with staff to aid in their committee's work.

#### **8. The Executive Committee**

- a) Shall consist of the President, Vice President, Treasurer and Executive Director and may include a member at large and Past President. The Executive Committee shall monitor the operation of the Foundation and Centre.

#### **9. The Nominating Committee:**

- a) Shall consist of the Corporate Secretary as chair, and at least one additional Board member.

#### **10. Ad hoc committees to be created as needed for particular fundraising initiatives.**

#### **11. STANDING COMMITTEES OF THE BOARD: PUBLIC RELATIONS, PROPERTY/DISPLAY, PUBLICATION/EDUCATION, MEMBERSHIP, HUMAN RESOURCES, AND FINANCE.**

A The Public Relations Committee:

- a) Will be responsible for positioning the Cataraqui Archaeological Research Foundation amongst peer and other identified interest groups as the pre-eminent non-profit archaeological research and education institution in Ontario.
- b) This committee will be responsible for revising, updating, maintaining and promoting the Foundation's website. It will identify and establish the relative importance of various local, regional, national/international peers, government, and business interest groups importance to the Foundation to meet its goals.
- a) Developing and maintaining a distribution list of target local, regional, national and international print and electronic media and designated reporters, columnists, assignment editors and feature editors.
- b) Continually updating a comprehensive media information kit to identify, explain and promote the research and education activities and programs of the Foundation.
- c) Preparing and implementing a three-year public relations/marketing action program, revised annually and reviewed monthly, to capitalize on newsworthy Foundation events and activities.
- d) Developing, presenting and managing an annual budget to fund approved activities.

B The Property/Display Committee

- a) Will be responsible for ensuring the safety of all persons, and the security of all artifacts and records within the site of the Kingston Archaeological Centre.
- b) This Committee will be responsible for reporting maintenance requirements, structural as well as electrical and water services, to the Board of Directors and the landlord of the property. Ensuring the accessibility of clearly marked exits and emergency equipment, as well as the training of staff and volunteers in emergency procedures (such as fire drills).
- c) Establishing standard policies of safe laboratory practice, including the use of tools, chemicals, etc., as well as policies regarding occupancy after regular hours, with regard to light levels in the exhibit space, temperature, humidity, and choice of materials used in display and storage areas.
- d) Maintaining display and storage cabinetry and security technology to prevent the theft or mishandling of artifacts, and to provide instruction in artifact handling where such handling is required, the establishment of a Disaster/Emergency Plan for the protection of artifacts and records in the collection of the Foundation.
- e) Will be responsible for communicating to the public the significance of Kingston's archaeological heritage through appropriate displays and exhibits.
- f) Responsible with appropriate staff for establishing themes and developing exhibits in relation to this theme.
- g) Ensuring that there is sufficient public space and safe easy access in display areas, for determining the length of time per display whether temporary or permanent, and for determining when new items may be added to a theme area and when items may be removed.

C The Publications/Education Committee

- b) Responsibility is the production of newsletters, brochures, and other publications on specific projects.
- c) The newsletter (*SubSoil*) is a joint effort between the Membership committee and Publications, to inform all members and influential people about the Foundation activities. To be written in a positive way at a professional level. Responsible for

publishing the annual transactions of the Foundation. To facilitate the publication of reports for public consumption.

- d) The committee will be responsible for reviewing and updating brochures when necessary, creating new brochures when deemed necessary by the Board, and assisting in developing promotional material.
- e) This committee will be responsible for working with Education staff to develop promotional and information material in a variety of formats when necessary.
- f) Newsletters will be published twice yearly.

#### D. Membership Committee

- a) To build support of the Foundation through membership as established in the Mandate of the Foundation second paragraph, last sentence.
- b) Membership committee will be responsible for continuing to build community support through growth of membership.
- c) This committee is responsible for reporting any membership drives or initiatives to the Board as a whole.

#### E. Human Resources Committee

- a) This committee will comprise a Chair, two Directors from the Foundation's Board and the Executive Director.
- b) Responsible for hiring the Executive Director.
- c) Overseeing the pay structure for each employee and for reviewing performance reviews of staff with Executive Director.
- d) This committee will ensure that the staff of the Foundation conduct personal/professional business in an ethical way.

#### F. Finance Committee

- a) The Finance Committee shall be involved in the preparation of the Annual Budget.
- b) The Committee shall monitor the monthly expenses of the Foundation and Centre, and report regularly to the Board and advise it on financial adjustments/changes that need to be made.
- c) The Finance Committee will consist of the Executive Committee and outside financial professionals when required and on an on-going basis.

### 12. Vacancies - Board of Directors

- a) Vacancies on the Board of Directors may be filled between annual meetings if a motion to do so is brought to the Board and the majority of sitting members agree to do so, otherwise such vacancies shall be filled at the next annual Meeting.

### 13. Quorum and Meetings - Board of Directors

- a) A minimum of 40% of Directors shall form a quorum for the transaction of business.
- b) Meetings shall be held a minimum of 4 times a year at such places and times determined by the Directors.
- c) Notice of meetings and the agendas for such meetings shall be delivered, telephoned or e-mailed to each Director no less than one week before the meeting is to take place.

### 14. Voting - Board of Directors

- a) Questions arising at any meeting shall be decided by a majority of votes. In cases of a tie vote, the President shall have, in addition to the original vote, a second or casting vote. If so demanded by any Director present, such votes shall be taken by ballot. A declaration by the President that a resolution has been carried and an entry to that effect into the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of votes recorded for or against such a resolution.
- Remuneration - Board of Directors
- a) The Directors shall receive no remuneration for acting as such.

#### **15. Remuneration- Board of Directors**

- a) The Directors shall receive no remuneration for acting as such.

#### **16. Dues - Board of Directors**

- a) Fully paid dues shall be required of members of the Board of Directors.

#### **17. Attendance at Meetings - Board of Directors**

- a) A Director missing 3 consecutive meetings without due notification will be asked to advise the Board of their intentions to continue as a Director.

#### **18. Duties of the President**

The Board President, in partnership with the Executive Director, will be responsible for providing leadership in areas of administration, program, planning, and organization.

- a) The President will be responsible for preparing an agenda in consultation with the Executive Director, attending and chairing Board meetings as well as committee meetings. The President will be responsible for arriving prepared to start meetings on time, having a basic understanding of parliamentary procedures as practised by the group, and ensuring that Board Members participate on Committees.
- b) This individual will be responsible for knowing the qualities inherent in leadership, and must be able to assess his/her own abilities. He/she should be able to recognize the areas in which such skills are lacking, and be able to seek assistance in order to gain the required skills.
- c) The President will be responsible for voting in tie-breaking situations, recognizing key leadership roles in shaping vision and operation of the organization. Enforcing key laws, advising and supervising all committee chairs, working closely with the Executive Committee, in evaluating the performance of the Executive Director.
- d) The President will ensure that individual Board members receive adequate training, performance monitoring, evaluation, and remain consistently informed about all major Foundation and Centre issues.

#### **19. Duties of the Vice President**

- a) The Vice-President shall aid the President in all aspects of the management of the Board.
- b) When the President is absent from meetings the Vice-President shall take the place of the President.
- c) The Vice-President will sit on the Executive Committee and the Finance Committee and may chair another committee (standing or ad hoc) of the Board if required or chooses to do so.

## **20. Duties of the Treasurer**

- a) The Treasurer, in partnership with the Executive Director, shall be responsible for ensuring that the administrative and legal Board requirements are fulfilled and the financial management of the Centre is sound.
- d) Arranges for an annual audit, and ensures that Directors are trained in the areas of Centre's fiscal management.
- e) The Treasurer will be responsible for overseeing and maintaining tax-exempt information, financial audits, the approved budget, and reporting all financial information to the board of Directors on a regular basis.

## **21. Duties of the Corporate Secretary**

- a) Ensures the official Foundation records (agendas, minutes, members lists, actions etc.) are kept on file and cared for, ensures the Foundation minutes are recorded in the established format, ensuring that corporate and legal records are maintained including Articles of Incorporation, By-law, Corporate seal, Signatory list, Policies and procedures.
- b) Maintains all Board attendance records, ensuring that adequate and correct accounts are maintained of the corporation's properties, business transactions, liabilities, receipts, disbursements, and gains and losses.

## **22. Execution of Documents:**

- c) The President, Vice-President, Corporate Secretary, Treasurer or any other person authorized by the Board may enter into contracts in the ordinary course of the Foundation's operation on behalf of the Foundation.
- d) Notwithstanding any provisions to the contrary contained in the By-laws of the Foundation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Foundation may or shall be executed.

## **23. Books and Records**

The Directors shall see that all necessary books and records of the Foundation required by the By-laws of the Foundation or by any applicable statute or laws are regularly and properly kept.

## **24. Dissolution of Foundation**

- a) In the event the Foundation ceases to operate the bills and outstanding liabilities will be satisfied through liquid assets.
  - f) When the liquid assets are no longer adequate the non-artifact holdings of the Foundation are to be sold off to satisfy the outstanding liabilities
- Artifacts will be forwarded to a credible museum to hold the collection in trust for the people of the Province of Ontario and/or will be handed over to the Province for depositing and safe-keeping