



In agreeing to serve on Sackville Farmers Market (SFM) Board of Directors, Directors agree to commit themselves to respectful, ethical, professional, and lawful conduct, including the proper use of authority and appropriate decorum when acting as a whole Board. As individuals, Directors will conduct themselves without bias to personal interest, gender, or other prejudice. Further they agree to fulfill their fiduciary responsibility and other legal obligations as directors. In addition Officers and Directors shall agree to carry out the following role and duties.

Director:

- a) Shall be responsible at all times for acting in good faith, in a manner they reasonably believe to be in the best interests of the ownership of the Market, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- b) Shall demonstrate un-conflicted loyalty to the interests of the Market owners and make their decisions in what they believe to be the owners' best interests.
 - i. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
- c) Directors may not attempt to exercise individual authority over the organisation or the employees.
- d) Directors shall not speak officially on behalf of the SFM unless asked to do so by the Chair.
- e) Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the Director's personal position on the issue.
- f) Shall act as ambassadors in their dealings with the community, bearing in mind the needs and interests of the Market as a whole.
- g) Shall actively work to ensure the SFM board is rigorous in fulfilling its governance duties and avoiding directly managing and making decision regarding the interpretation and implementation of the SFM policies.
- h) Shall act according to the values outlined in board-related policies and be accountable to the full board regarding their individual performance.
- i) Shall actively participate in the work of the board and be prepared to serve on committees as requested by the Chair.
- j) Shall be expected to spend on average 3-5 hours per month on SFM business.
- k) Shall help make meetings productive in part by reviewing the relevant material pre-circulated for board meetings and preparing prior to the meeting.
- l) Shall come ready to discuss and vote on matters as needed.
- m) Shall be familiar with the SFM bylaws and policies.
- n) Shall be expected to attend all SFM board meetings; regrets or absence should be made to the Chair. If a Director is absent for three consecutive Board meetings their position on the Board shall be reviewed by the Executive.

Officers Roles:

The Officers of the board shall consist of a Chair, Vice-Chair, Secretary, and Treasurer nominated by the Board. Officers will serve a term of one year and are elected annually. No Officer has any authority to supervise or direct the Market Manager or other staff, other than that which has been collectively determined by the board.

The Chair is the Chief Governance Officer of the Sackville Farmers Market. This position assures the integrity of the board's process and ensures that the board behaves consistently within its own rules and those legitimately imposed upon it from outside the organisation.

The Chair:

- a) provides direction and vision for and with the board and holds the organisation in trust
- b) ensures the integrity and efficiency of the board process in a manner that fairly but firmly directs the group, promotes participation and adherence to the rules of order, ensures deliberations are timely and on point and achieves the intended outcome
- c) sets the agenda in collaboration with the Secretary
- d) chairs and presides at all Board meetings, meetings of the Executive Committee and the Annual General Meeting, and any Special Meeting of the members
- e) appoints committee members and is an ex-officio member of all committees
- f) performs such official (signatory) duties that may be required
- g) serves as spokesperson for the Sackville Farmers Market at the request of the board or the Market Manager, and represents the SFM to outside parties
- h) and to perform such other duties as may be prescribed by the Board

The Chair may delegate the authority described above but remains accountable for its uses.

Vice-Chair:

- a) exercises the duties and powers of the Chair in the absence or inability of the Chair to act
- b) provides support to the Chair by assisting with specific assignments which facilitate effective board process
- c) and to perform such other duties as may be prescribed by the Chair or the Board

Secretary:

- a) is responsible for the minutes, keeping all approved minutes in a minute book, and distributing copies of the minutes to the board members and to the Market Manager for distribution to the SFM members
- b) responds to board correspondence in a timely fashion
- c) ensures that advance notice of the Annual General Meeting or any Special Meetings are provided to the membership in accordance with the Bylaws
- d) ensures that preparation of the agenda, in collaboration with the Chair, and ensures the agenda and supporting documents are distributed to the board members at least one week in advance of meetings

- e) ensures annual filings to Service New Brunswick and the CRA are completed to maintain incorporation status
- f) ensures Code of Conduct forms are completed and signed annually by board members and ensures their filing both in the official minutes book and electronically
- g) and to perform such other duties as may be prescribed by the Chair or the Board

Treasurer:

- a) prepares an annual budget for the boards' approval and monitors revenues and expenses throughout the year
- b) reviews employee time-sheets and ensures the payroll is prepared and distributed
- c) ensures all invoices are paid and expenses reimbursed
- d) ensures that financial statements are prepared and reported at board meetings
- e) ensures the remittances (payroll deductions, CRA filing, HST) have been submitted and paid
- f) and to perform such other duties as may be prescribed by the Chair or the Board

Appendix – CODE OF CONDUCT FORM

Code of Conduct Agreement
For Board of Directors

I agree to abide by Board Policy - Role of Directors and Officers and Code of Conduct Policy and any subsequent changes the Board makes to that policy. I understand that if, in the unanimous opinion of the Sackville Farmers Market Directors, I have violated the letter or spirit of the Code of Conduct, the Board has the ability to vote to remove me from the Board in accordance with the Role of Directors and Officers and Code of Conduct Policy.

According to Policy, I have an affirmative duty to disclose my actual and potential conflicts of interests, including relationships (such as with associations, organizations of which our Market a member, Market employees and vendors) which may pose a conflict of interest in whole or in part with respect to my service on the Board. These are listed below. I understand that I have a duty to disclose any additional actual or potential conflicts that may arise and to abide by Board policy regarding participation in matters under consideration by the Board.

Signature of Director/Candidate
Date: _____