



WSAVA
Global Veterinary Community

Executive Board Terms of Reference

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1. Role of the Executive Board

The role of the Board is to:

- a) advance achievement of WSAVA's Mission
- b) set the strategy as stated in the strategic plan
- c) monitor and review the Executive Director and Secretariat performance
- d) have financial oversight and ensure viability
- e) resource the association
- f) set the culture
- g) establish risk appetite.

2. Responsibilities of the Executive Board

- a) The Board has responsibility to govern all matters at WSAVA unless stated otherwise in the By Laws
- b) The Board may delegate management to the Executive Director as it sees fit
- c) The Board will recruit, compensate, set goals and key performance indicators, and review performance of an Executive Director
- d) Through the President, the Board advises and works with the Executive Director to ensure the smooth functioning of the association and resolving any important matters that may arise
- e) Through the Treasurer, the Board works with the Executive Director to set the annual budget for WSAVA including the budgets of individual committees
- f) Through the Treasurer, the Board works in concert with the Secretariat to ensure the annual audit is completed
- g) The Board will establish committees and working groups as necessary with clear terms of references
- h) The Board facilitates a collaborative approach and clear line of communication / decision-making in issues related to all WSAVA Committees
- i) The Board facilitates the establishment and implementation of the WSAVA strategic plan
- j) The Board supports the Executive Director in their development of an annual operational plan in line with the strategic direction
- k) The Board is responsible for ensuring good governance practices including adherence to policies and practices
- l) The Board will address workplace issues that are serious in nature
- m) If serious workplace issues escalate beyond the normal chain of command, the Board will ensure the appropriate access to and implementation of the Complaints Procedure: see separate Policy and Procedure

- n) Where policies and practices are breached, the Board will ensure that there is an escalation pathway so that they are dealt with appropriately
- o) The Board ensures an appropriate onboarding process is in place so that all volunteers learn about how WSAVA operates and their requirements and responsibilities while volunteering
- p) The Board will ensure that the WSAVA meets all obligations associated with being an incorporated not-for-profit entity registered federally in Canada.

3. Roles of individual Executive Board members

3.1. President

The President

- a) Chairs the meetings of the Executive Committee
- b) Is the Presiding Officer at Assembly meetings
- c) Is the primary Board liaison to the Executive Director and Secretariat
- d) Is a signatory to all contracts negotiated by or on behalf of the WSAVA except for those delegated to the Executive Director or another Board member
- e) Works with the Executive Director and Vice President on sponsor relationships
- f) Acts as an Ambassador of the association at various events
- g) Is the mentor of the Vice President.

3.2. Vice President

The Vice President

- a) Supports and may stand in for the President
- b) Will work with the President and Executive Director on updating the strategic plan
- c) Will act as the LNC liaison
- d) Work with Executive Director and President on sponsor relationships.

3.3. Honorary Treasurer

The Honorary Treasurer

- a) Oversees the production and approval of the WSAVA financial accounts
- b) Ensures the mandated financial reporting requirements are met as a Canadian-based incorporated not for profit entity
- c) Oversees the production and approval of the WSAVA investment strategy
- d) Ensures the WSAVA accounting and investment policies are followed
- e) Assists the Executive Director develop the WSAVA Business Plan
- f) Oversees the production and approval of the WSAVA budget

- g) Is the Board's representative to the Financial Advisory Committee.

3.4. Board Members

The Board Members

- a) Encourage and assist non-member countries in their region to develop and/or become members of WSAVA
- b) Assist members in their region to engage with, know and take advantage of the benefits of the WSAVA membership
- c) Serve as a liaison between the Board and the members where necessary
- d) Co-ordinate the Members' Forum and other regional activities
- e) Serve the needs of WSAVA as determined by the Board at any given time and assist with the implementation of the Strategic Plan goals.

3.5. Past President

The Past President is an Officer and not an Executive Board member of WSAVA and therefore entitled to attend all Board meetings

- a) Supports the President
- b) Mentor new Board members
- c) Work with Vice President on leadership identification
- d) Facilitates the annual Board performance appraisal
- e) Serve the needs of WSAVA as determined by the Board at any given time and assist with the implementation of the Strategic Plan goals.

4. Functioning of the Executive Board

- a) A quorum for the holding of a Board meeting requires a majority of the Board members to be present, but not less than 3
- b) All Board members will have a single vote at Board meetings, with a tie decided by the President
- c) The Board members do not have the right to exercise a vote at the annual Assembly meeting
- d) While each Board member may be accorded the role of liaison to various Board committees, the Board members may not be involved as full members of any other committee
- e) The Honorary Treasurer will fill the liaison role to the FAC
- f) The Vice President will fill the liaison role to the LNC
- g) The Board will undertake an annual self-performance appraisal.

5. Organization of Executive Board Meetings

- a) The Board will meet a minimum of 6 times per year, of which ideally 2 meetings will be in person
- b) Board meetings will be minuted
- c) Board minutes will be available upon request to Assembly members, unless discussion occurred in-camera
- d) Board Meetings will be scheduled with best efforts to ensure the majority if not full Board members can attend
- e) Board Meeting agenda will be generated by the President with input from the Executive Director and Board members and, if possible, provided to the Board 10 days before the scheduled meeting
- f) No Board meeting will be conducted unless a quorum of Board members is present for the meeting being a majority of the EB members present at the meeting, but not less than 3
- g) Board papers shall be tendered for Board member review not less than 4 days prior to any Board meeting.

6. Membership of the Executive Board

- a) As per the WSAVA By Laws, the Board shall be comprised of a minimum of 5 and a maximum of 21 members
- b) The final number of members will be recommended by the Board, with Assembly ratification of at least a two-thirds (2/3) affirmative vote
- c) Only capable individuals 18 years and older, not having a bankrupt status and from a WSAVA financial full Member Associations will be allowed to stand for Board nomination/service
- d) Individuals who are employed full time in an animal health industry partner or occupy a senior leadership role in another international veterinary medical association are precluded from seeking Board nomination
- e) Every elected or appointed Board member must sign an appointment letter detailing their responsibilities, consent to act and disclosure of any conflicts of interests
- f) As a minimum, the Board will be comprised of the President, the Vice-President, the Honorary Treasurer, the Past President, and two (2) Board Members
- g) Each of the above positions can only be held by one individual and will carry a term limit of 2 years, with the potentials for one (1) term renewable for the Honorary Treasurer and the two (2) Board members
- h) The Honorary Treasurer and two (2) Board member selection must comply with the defined timelines as provided in the WSAVA By-Laws and the WSAVA Nominations and Selection Process (see separate Policy and Procedure) as overseen by the WSAVA Leadership & Nomination Committee (LNC) and determined by vote by the Assembly at the annual Assembly meeting

- i) The Vice-President will be chosen from nominations received from members of the WSAVA Executive Board and Committee members with a minimum of two years' service and must comply with the defined timelines as provided in the WSAVA By-Laws and the WSAVA Nominations and Selection Process (see separate Policy and Procedure) as overseen by the WSAVA Leadership & Nomination Committee (LNC) and determined by vote at an annual Assembly meeting
- j) The President will be chosen from the Vice-President or other nominations received from the Board members with a minimum of two years' service and must comply with the defined timelines as provided in the WSAVA By-Laws and the WSAVA Nominations and Selection Process (see separate Policy and Procedure) as overseen by the WSAVA Leadership & Nomination Committee (LNC) and determined by vote at an annual Assembly meeting
- k) The Board may by majority vote appoint additional Board members based on need or expertise who shall hold office for a term expiring not later than the close of the next annual meeting of members, provided that the total number of Board members appointed may not exceed one third of the number of directors elected at the previous assembly meeting
- l) Any Board members so appointed may be re-appointed to the Board for two (2) further terms, for a total of three (3) terms, provided that the aggregate duration of all such terms shall not exceed three (3) years
- m) As with all WSAVA Volunteers, Board members are expected to honour all WSAVA Policies & Procedures, including its Code of Conduct and Conflict of Interest
- n) An elected Board member may not simultaneously hold the role of Member Association Assembly representative or remain a Chair of a Committee
- o) An elected or appointed officer may be removed from office at any time, either with or without cause, by a resolution carried by the affirmative vote of a majority of the Board members then in office, due to failure to adhere to rules and/or failure to meet performance expectations, including but not limited to their defined responsibilities, their role as Committee liaison, attendance at a minimum of 75% of the Board scheduled meetings, and active engagement in Board virtual communication
- p) In the event of an early vacancy for any reason in any of the Board positions an immediate call for nominations will take place and selection must comply with the defined timelines as provided in the WSAVA By-Laws and the WSAVA Nominations and Selection Process (see separate Policy and Procedure) as overseen by the WSAVA Leadership & Nomination Committee (LNC), and determined by postal vote by the Assembly members
- q) If the vacancy occurs for the Past President, that position will remain vacant until filled through the normal succession plan.