2026/27 Board Roles and Responsibilities
Vancouver Regional Construction Association

VRCA Board Function: Governance

The VRCA Board is a volunteer, governance and strategic Board, and not a paid, working, or operational board. As such, the VRCA Board's focus is on the current and future strategic direction of the association and its member and industry service and governance-related matters.

Eligibility

To be nominated, elected and remain eligible to serve as a Director on the Board, Directors must work for a VRCA Member in Good Standing, with voting rights, in one of the following four divisions:

- General Contractors
- Trade Contractors
- Manufacturers and Suppliers
- Professional Services (Professional Premium only, to satisfy the requirement of full voting rights)

Director Responsibilities and Commitments

Commitment of Time

A member of the Board of Directors will be expected to attend all four (4) regular Board meetings each year, with the possibility of additional special meetings as required, in addition to the Annual General Meeting. Board meetings are generally scheduled for a duration of 2.5 hours.

Directors are expected to have read the confidential Board package, to be issued a week prior to a regularly scheduled Board meeting. Directors are also expected to be prepared to discuss items as listed on the Agenda.

There is an expectation that all Board members make every effort to attend their Division's meetings and promote and encourage attendance by member organizations.

Board Effectiveness

- Participate actively in the business of the Board and provide visionary leadership and direction to the organization, while ensuring it fulfills its obligations to its stakeholders and its legal and regulatory requirements.
- Oversee the management of the affairs and business of the organization.
- Ensure compliance with relevant acts, regulations, articles, bylaws, constitution, and Board policies.
- Stay informed on matters relevant to governing the organization.

Board Meetings

- Make an honest effort to attend all Board meetings and to notify the Chair of your inability to attend any Board meeting, prior to the meeting.
- Read Board Packages prior to Board meetings and be prepared to discuss agenda items and participate in potential votes.
- If it becomes apparent that you are likely to miss several Board meetings and are therefore unable to fulfill your obligations as a director, then you and the Chair shall consider whether it is prudent for you to continue as a director on the Board.
- If unable to attend a Board meeting, within one week inform yourself of the proceedings, decisions, and proposed actions decided upon at the missed meeting.

Board Discussions

- Follow the guidelines or rules for governance and conduct as agreed upon by the Board.
- Participate actively and constructively in the discussions of the Board.
- Express any contrary opinions or views you hold on matters under discussion or consideration by the Board. Once the Board has decided and/or acted on a matter, it is not constructive to the Board to inappropriately attempt to raise or discuss the matter at other times.

Board Communications

- Do not represent the interest of special groups or individuals over the interests of the organization.
- Do not speak or act as an individual on behalf of the board unless authorized to do so.
- Do not become involved in the management and operations of the organization other than through Board policy.

Legal and Regulatory Requirements

- Directors must know their legal rights and duties as well as protect themselves from exposure to legal liabilities. In common law, the level of skill expected of a director is “what may reasonably be expected of a person of his knowledge and experience”.
- Case law has emphasized that directors, as fiduciaries, owe a duty of utmost good faith to their society. Directors are obliged to account for the funds received by the association, as well as to safeguard the Association’s properties.
- While there are numerous federal and provincial statues that impose duties on directors and officers of non-profit organizations, generally, there are three categories:
    - Employees and the workplace – the Employment Standards Act
    - Taxation – the Income Tax Act
    - Environment – the Canadian Environmental Protection Act or Waste Management Act

Directors will make every effort to participate in Association events, will positively promote Association membership, and will assist others in understanding the requirements and expectations of Board service.

Directors are asked to sponsor VRCA events both through time and sponsorship funds when possible. VRCA hosts over 20 events a year and the visibility of the Board is vital to our success.

Director Integrity

Competition Act

The Vancouver Regional Construction Association assigns the highest priority to full compliance with both the letter and the spirit of the Competition Act, and it is vital that all meetings be conducted in a manner consistent with that policy.

During Association meetings and programs, the VRCA shall not condone or permit any discussions, official or unofficial, of price-fixing, boycotts, refusals to deal, blacklisting, market allocation, supply restrictions or other anti-competitive activity. If at any time during a meeting the Association staff or any member present believes that a sensitive topic under the Act is being discussed, or is about to be discussed, they shall advise the Chair of the meeting and ask that further discussions cease.

Attendees at all meetings shall likewise not hesitate to voice any concerns they may have in this regard. Any discussion or commercial dealings with one's competitors may create the appearance of a Competition Act violation, even though none may exist. Therefore, such discussions shall be avoided at all times before, during and after all meetings.

In exercising the powers and performing the functions of a director, a director must:

- Act honestly and in good faith and in the best interests of the Association, and
- Exercise the care, diligence, and skill of a reasonably prudent person.

Ethics: Use of VRCA Brand

A director may not independently use the VRCA brand or any brand within the Association, or independently accept on behalf of the Association any favour, gift, or personal/professional benefit, or engage the Association in any events, programs, or opportunities of any form, without full knowledge and consent of the VRCA president or the president's specifically appointed representative.

A director may not use the VRCA brand or any brand within the Association to independently seek or acquire any personal/professional gain.

A director may not represent themselves as having the authority to engage the Association in any manner legally.