

## Exhibit D

### Board Vice-Chairperson/Vice-President Job Description

The Corporate Vice-President serves as the Board Vice-Chairperson/Vice-President. The Board Vice-Chairperson/Vice-President is responsible for ensuring that the Board of Directors and its members: are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently, and are accountable for their performance.

In order to fulfill these responsibilities, and subject to the organization's bylaws, the Board Vice-Chairperson/Vice-President presides over meetings in the absence of the Board Chair/President, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, submits various reports to the board, to funders, and to other "stakeholders"; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws.

**Accountability** - The Vice-Chairperson/Vice-President is accountable to the Board Chair/President, Board of Directors or Members as specified in the bylaws. The Vice-Chairperson/Vice-President may delegate specific duties to Board members and/or committees as appropriate; however, the accountability for them remains with the Chair/President.

#### Specific Duties

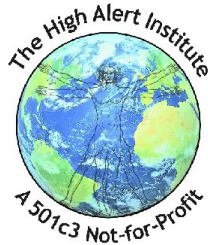
**Board Committees** - The Vice-President serves as an ex-officio member of board committees specified in the bylaws. In this capacity, the Vice-Chairperson/Vice-President's role is

- to serve as a voting member of the committee (if specified in the bylaws);
- to negotiate reporting schedules;
- to identify problems and assist the committee Vice-Chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors.

**Community Relations** - The Vice-Chairperson/Vice-President ensures the organization maintains positive and productive relationships with media, funders, donors, and other organizations. In this capacity, the Vice-Chairperson/Vice-President works in conjunction with the Chair/President to serve as one of the primary spokespersons for the organization.

Duties may include:

- representing the organization to the media;



- representing the organization on governmental or nongovernmental organizations and committees;

**Signing Officer** - The Chair/President is normally designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Vice-President may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization in the absence of the Chair/President.

**Board Development** - The Vice-Chairperson/Vice-President ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

**Fundraising** - The Vice-Chairperson/Vice-President ensures that structures and procedures are in place for securing the resources required by the organization. Depending upon the organization, this may require the Vice-Chairperson/Vice-President to play a leadership role in fundraising campaigns through personal contributions of services and money.