

Information for Potential Directors

Who we are

Ducks Unlimited Canada (DUC) is the nation's largest waterfowl and wetland conservation organization. We envision abundant wetlands and waterfowl - today, tomorrow and forever. Our mission is to conserve, restore and manage wetlands and associated habitats for North America's waterfowl. These habitats also benefit other wildlife and people.

Our work

DUC has a proud history of successful conservation work. We have embraced the protection and restoration of both wetlands and uplands through a mix of direct, extension and policy programs supported by communications and education initiatives. DUC acts as a catalyst in the formulation of public policy aimed at improving the environment for waterfowl, wildlife and all Canadians.

Support

DUC is financed through the contributions of individuals, corporations, major gifts, merchandise royalties, grants from private foundations, contracts with government and non-government agencies and other sources throughout North America.

The Ducks Unlimited family consists of DUC, Ducks Unlimited Inc. in the United States, and Ducks Unlimited de Mexico. All three are private, charitable, non-profit, conservation organizations whose primary goals are to conserve, restore, enhance and manage waterfowl habitat in North America.

Supporters contribute significantly by providing access to private and public lands upon which many habitat improvement projects are undertaken. Land access is an essential element in the success of a habitat-oriented conservation organization.

Board of Directors

The DUC board of directors has an illustrious history. Directors promoted to the board include John Eaton, Arthur Irving, George Reifel and Jim Richardson. Recognized for their vision and leadership, directors endeavour to uphold DUC as Canada's largest and most trusted wetland conservation organization. They are recruited based on the unique talent, skills and experience they bring. DUC strives to maintain a diverse and engaged board of directors that thrives on different viewpoints, opinions, thoughts and ideas.

The board is responsible for governance of the organization. Governance refers to the processes and structures used to guide and direct an organization's operations and activities. It establishes mechanisms to achieve accountability and defines the division of power among stakeholders, the board and management. The primary purpose of governance is the same for both for-profit and non-profit organizations: to single-mindedly steer the organization toward the accomplishment of its mission. A constant of effective governance is the ultimate accountability of the board for the mission of the organization it governs. The board of directors, as the responsible governing body of DUC, sets or amends policy for the organization, approves the annual budget, appoints the chief executive officer and assists in fundraising.



Conduct of Business

Directors review the affairs of DUC at various meetings throughout the year (approximately three meetings per year). Voting takes place by a majority of directors present in person. The annual general meeting (AGM) of DUC is typically held during the second quarter of the calendar year. At this time, two meetings are held in succession: the AGM of the members of DUC and the first Board of Directors meeting of the new year.

During the AGM, chaired by the chairman of the board, names of prospective new members are presented by the chairman of the nominating committee for approval and admission to DUC as members.

Board meetings are generally scheduled over non-holiday weekends to maximize director attendance. Committees usually meet one or two days prior to the board meeting, depending upon their agendas and whether or not there is a field trip scheduled. The various committees, acting on behalf of the board, meet with management staff on these occasions to discuss progress of the company's programs, and if necessary seek board approval for specific policies or programs.

In the spring and fall, board meetings are often combined with field trips that provide directors with first-hand knowledge of habitat projects. All DUC directors are also invited to attend the DU Inc. convention, which is held annually, usually in the United States.

In general, board meetings deal with corporate policy and direction. More detailed work is conducted by the following operating committees, which report to the board at each meeting:

- Governance
- Conservation Programs
- Membership and Revenue
- Finance and Risk
- Nominating
- Personnel
- Audit
- Development

Operating committees of the board meet as determined by the respective chairs to achieve the objectives set for them by the board. Committees review policy and program matters on behalf of the board and bring recommendations to the full board of directors for approval.

Goals and objectives

To assist DUC in reaching its goals and objectives, each director shall:

- Understand and fulfill the legal and fiduciary requirements and other obligations of a director with care, diligence and skill;
- Act honestly and in good faith in the governance of the corporation ensuring that the best interests of the members and the corporation are paramount;
- Participate, as necessary, in the review and approval of corporate policies and strategies and in monitoring their implementation;
- Provide support and assist staff, where appropriate, to achieve the objectives of the corporation, particularly in fundraising and policy;
- Annually deliver significant contributions to DUC's fundraising efforts;
- Become sufficiently knowledgeable of the corporation's businesses, services, principal regulators and industries;
- Contribute to DUC's public policy or government relations efforts; and attend all board meetings and all assigned board committee meetings.

Expenses

One of the conditions on which DUC retains its charitable status is that “no right, privilege, benefit or advantage may accrue to any member, shareholder, trustee or settlor” of a Registered Charity. (*Revenue Canada information circular 77-14, dated 1979 01 23, page 2912.*)

- Directors serve without pay and must have the financial resources to meet the travel and other commitments to DUC.
- Directors are able to claim expenses incurred in the course of their duties as members of the board. They can direct the funds to which they are entitled to, by way of reimbursement, and would otherwise be forwarded to them by cash or cheque, instead be transferred to Ducks Unlimited Canada as their gift. Directors will complete and submit a [Tax Receipt Request form](#) with their expense claim. This form replaces the former cheque swap practice and DUC will issue a tax receipt for the amount of expenses and receipts that are submitted along with this form. If Directors prefer to complete a cheque swap, they will need to forward a cheque equal to the amount of the reimbursable expenses that they are donating back to Ducks Unlimited Canada.
- Expenses are paid for duly called and approved meetings of the board, including the executive committee and other board committees or task forces. Other eligible expenses include costs of attending provincial directors’ meetings, project dedications, national or international conventions, provincial conferences and other travel on DUC business approved by the president, plus telephone calls. A director may not include spousal/significant other expenses if he/she accompanies him/her to any meeting or function.

Eligibility and qualifications

Members of DUC’s board of directors are required to have a genuine interest in wetland and wildlife conservation. Significant professional achievements also ensure that directors bring to DUC a combination of knowledge, drive and ability, which assures DUC’s continued success in meeting its objectives. Specific knowledge in governance, conservation, fundraising, finance and risk, audit, human resources, marketing & communications, public policy and lobbying gives DUC management additional depth. DUC strives to ensure there is strong representation of diverse expertise and demographics (including gender and ethnic background) within the board and employs the best outreach practices to recruit and retain top talent.

Directors must be in a position to devote sufficient time to fully carry out their responsibilities to the organization. Since all board members serve without pay, they must also have the financial resources to meet the travel and other commitments to the organization. Directors are nominated for an initial two-year term and may be re-nominated by the nominating committee for additional one-year terms. All directors are subject to an annual review and re-election on an annual basis.

Directors are also expected to become a major donor of DUC. A major donor is anyone donating \$10,000 or more at one time or over several years.