

### **1.2.3 DIRECTOR RESPONSIBILITIES**

#### **POLICY:**

It is expected that each Director will become an active participant in a board that functions effectively as a whole. A Director is required to:

1. Be informed of the appropriate documents and legislation under which the organization exists, its By-laws, vision, mission, goals, values, codes of conduct, and policies as they pertain to the duties of a Director;
2. Keep generally informed about the activities of the organization, and general trends and issues in the sectors in which the organization operates;
3. Be in attendance at meetings;
4. Use due diligence in completing the work of the board;
5. Offer his or her personal perspectives and opinions on issues that are the subject of Board discussion and decision;
6. Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
7. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
8. Ask the Directors to review a decision, if he or she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership;
9. Be compliant with all policies and exercise vigilance for and declare any apparent or real personal conflict of interest;
10. Respect the roles of both Board and staff;
11. Speak or act for the Board only when formally given such authority for specific and time-limited purposes;
12. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts; and
13. Act as an Ambassador for the organization.

#### **PROCEDURES:**

All Directors will monitor this policy for meetings and activities of the Board. Concerns about compliance of the policy will be brought to the attention of the President.