

Section 1 – Ensuring Board Effectiveness

Part A – Governance Framework

Consent and Statement of Qualification as a Director

At the beginning of their first term, a Director is obliged to sign a Statement of Consent and Qualification as shown in Appendix 1. The purpose of this form is to attest to their qualifications to be a Director and to provide the Corporation with the contact information.

The form remains in effect for the Director's tenure. The Director has a responsibility to update his/her information if their circumstances or contact information changes and will be reminded of this obligation annually.

The information provided by the Director is subject to confidentiality policy and is held in the custody of the Secretary.

Fiduciary Duty and Duty of Care

As a "fiduciary" of the Corporation, a Director acts honestly, in good faith and in the best interests of the Corporation having regard to all relevant considerations including, but not limited to considering the impact of the Board's decisions. A Director must be loyal to the Corporation, avoid conflicts of interest and declare conflict if it is encountered. Where a Director's personal interests conflict with those of the Corporation, a Director must subordinate his/her personal interests to those of the Corporation.

A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A Director with special skill and knowledge is expected to apply that skill and knowledge to matters that come before the Board. A Director does not represent the specific interests of any constituency or group.

A Director must be informed about the needs of the community and the Corporation's stakeholders. A Director complies with all applicable laws, including the *Corporations Act*, as well as the Corporation's by-laws, Board policies, and national membership standards.

Exercise of Authority

A Director carries out the powers of office only when voting during a duly constituted Board meeting or Board committee meeting. A Director respects the responsibilities delegated by the Board to the CEO.

Conflict of Interest

A Director complies with the Corporation's Code of Conduct and the Board Conflict of Interest Policy 1-A-11. All Directors and Non-Director volunteers sign an annual declaration affirming their commitment to conflict of interest requirements.

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Confidentiality

A Director respects the confidentiality of Board discussions and information. All Directors sign an annual declaration affirming their confidentially commitment as required in the Confidential and Privileged Information Policy 1-A-12.

Team Work

A Director works positively, cooperatively and respectfully with all other Directors and the senior management team in the performance of their duties. A Director communicates with the CEO through the Board Chair on any issues or concerns on the management or operations of the Corporation.

Formal Dissent

A Director who is absent from a Board meeting is deemed to have supported the decisions of the Board made in his/her absence unless the Director formally records a dissenting view with the Secretary. While an absent Director may formally record a dissenting view before the approval of the minutes at the next Board meeting, this does not change the decision reached by the Board.

Policy Solidarity

The Chair is the official spokesperson for the Board. The Chair may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure. A Director refers requests for statements on behalf of the Board to the Chair.

A Director supports approved Board policies and Board decisions.

Attendance

A Director is expected to attend all meetings of the Board, assigned committees, and Board retreats in person or by electronic means. Unless otherwise decided by the Board, a Director is expected to attend a minimum of 75% of Board and assigned committee meetings on an annual basis and attendance will be reported. All Directors are expected to serve on at least one Board Standing Committee annually and to represent the Board when requested.

Participation

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A Director comes prepared to meetings of the Board, assigned committees and events, asks informed questions, provides wise counsel and makes a constructive contribution to discussions.

Competencies

A Director actively contributes specific skills and expertise to inform Board discussion and decisions. However, the elected Directors do not provide formal or professional advice to the Board.

Education

A Director takes advantage of opportunities to be educated and informed about the Board, key issues related to the Corporation through participation in initial orientation and ongoing Board education.

Evaluation

At least annually every Director participates in the evaluation of the performance of the Board as a whole and of their performance as a Director as noted in Policy 1-C-3. Periodically, peer evaluation takes place by the Governance Committee and/or Board Chair to ensure the right mix of skills, experience and effective performance at the Board level, also noted in Policy 1-C-3.

Financial support and fundraising

In recognizing the importance of the fundraising activities and other revenue generation activities of the Corporation, give an unrestricted annual gift or program/project support in line with your particular interests and personal means