



Terms of reference (sample) - board member

SAMPLE

Part 1 - Roles & Responsibilities

1. Goals and Objectives

As a member of the Board, each director will:

- a. Fulfill the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles;
- b. Consider the interests of the communities the organization serves, ensuring that the best interests of the organization are paramount; and,
- c. Participate in the development, review and approval of governance policies and strategy and in monitoring their implementation.

2. Duties and Responsibilities

As a member of the Board, each director will:

- a. Exercise good judgment and act with integrity;
- b. Use his or her ability, experience and influence constructively;
- c. Be available as a resource to management and the Board;
- d. Respect confidentiality;
- e. Advise the Chair before introducing significant and previously unknown information at a Board meeting so that the Chair can ensure the Board is equipped with whatever is required for a well-informed discussion of the new matter. Any director may propose items for placement on any part of the Board agenda by putting them forward to the Chair directly, or, through the Chief executive or the secretary;
- f. Understand the difference between governing and managing, and not encroach on management's area of responsibility;
- g. Identify and declare to the Board Chair, any potential or real conflict of interest areas and ensure that they are appropriately reviewed;
- h. As necessary and appropriate communicate with the Chair and with the Chief executive between meetings;
- i. Demonstrate a willingness and availability for individual consultation with the Chair; and,
- j. Participate with the full board in evaluating the performance of the Chief executive.



Regarding Board and committee meetings, each director will:

- a. Prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting;
- b. Maintain an excellent Board and committee meeting attendance record; reserve and commit to the time established for Board meetings (The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would create considerable concern for the Board);
- d. Acquire adequate information necessary for decision-making.

3. Communication

Communication is fundamental to Board effectiveness and therefore each director will:

- a. Participate fully and frankly in the deliberations and discussions of the Board;
- b. Encourage free and open discussion of the affairs of the organization by the Board;
- c. Ask probing questions, in an appropriate manner and at proper times; and,
- d. Focus enquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of the organization.

4. Independence

Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each director will:

- a. Be a positive force with a demonstrated interest in the long-term success of the organization; and,
- b. Speak and act independently on agenda items in board meetings.

5. Board Interaction

As a member of the Board, each director should establish an effective, independent and respected presence and a collegial relationship with other directors, through conduct that includes:



- a. Participation in deliberations of the Board in a manner that encourages the candid expression of each director's opinion;
- b. Avoid any conduct or language that would reasonably be seen as intending to block the full expression of another director's views; and,
- c. Supporting and abiding by Board resolutions.
- d. Each director has the right to request that the Board Minutes record his or her own negative vote or abstention, however, it is inconsistent with a director's role as a Board member to fail to support a decision of the Board by conduct or language observable by persons other than sitting directors.

The appropriate course of action, if a director remains strongly of the view that a decision made by the Board is against the best interests of the organization, would be for that director to request that the Board review that decision, and by majority vote the Board may accept or decline that request.

In considering such a request, the Board may consider whether substantial new information has come to light since the decision was first made and whether the decision will be reviewed within the ordinary course of business of the organization, such as within the annual reviews set out in the board's governance policies and practices.

If the Board does not alter its decision or address that director's concerns, it is understood that in the absence of being able to support the decision, that director may choose to resign from the Board.

6. Committee Work

In order to assist Board committees in being effective and productive, each director will:

- a. Participate on committees and become knowledgeable about the purpose and goals of the committee; and
- b. Understand the process of committee work, and the role of management and staff should they be involved in supporting the committee.

7. Organization, Member & Stakeholder Knowledge

Recognizing that good decisions can only be made by well-informed directors, each director will:

- a. Become generally knowledgeable of the business of the organization and those it serves;
- b. Develop an understanding of the unique role of the organization within the community or relevant geographic area;
- c. Maintain an understanding of the regulatory, legislative, business, social and political environments within which the organization operates;
- d. Remain knowledgeable about the organization's programs, services and initiatives;
- e. Be an effective ambassador and representative of the organization.

Part 2 - Contribution to Board effectiveness

The responsibilities in this area are concerned with the personal approach, commitment and style of involvement of a director as she/he functions as a member of a board. Organizations gain the most from a board when its directors are committed to working together in the best interests of the organization and when there is a serious commitment to effective participation.

The following are some principles and general guidelines for maximizing the contribution a director can make to board effectiveness.

It is the responsibility of each director to:

- Participate actively in the business of the board and to make a positive contribution to providing leadership and direction to the organization.
- ensure that he/she understands that the board's purpose is to govern.
- Be fully conversant with the board's approach to governing and act accordingly.
- ensure the board fulfills its obligations to its stakeholders as well as its legal and regulatory requirements.
- Participate with the whole board in overseeing the management of the affairs and business of the organization.
- Act honestly, in good faith and in the best interests of those who the organization is there to serve.
- exercise the care, diligence, skill and good judgment of a reasonably prudent person.

- ensure compliance with relevant acts, regulations, articles, by-laws and board policies.
- stay informed on matters relevant to governing the organization.
- Participate actively and constructively in the discussions of the board.
- Be a resource to the board and to the Chief executive.
- Not act as the representative of the interests of special groups or individuals over the best interests of the organization.
- Use his/her abilities, experience and influence constructively.
- Not speak or act as an individual on behalf of the board unless authorized to do so.
- Respect board confidentiality.
- Not become involved in the management and operations of the organization other than through board policy or direction. This means that if a director is concerned about any aspect of the organization's operation, the matter is not raised directly with the Chief executive or other staff. direct the concern to the Chair and request that he/she put the matter on the board agenda or if there is sufficient interest among board members convene a meeting to discuss the matter.
- Make a concerted effort to attend all board meetings and to notify the Chair of your inability to attend any board meeting. if it is apparent that you are likely to miss several board meetings and therefore are unable to fulfill your obligations, you should seriously consider whether it is prudent for you to remain as a director on the board.
- inform yourself of the proceedings, decisions, and proposed actions decided upon at missed board meetings within a week of the meeting. By doing this, you can immediately register your dissent (if you have one) with the secretary of the board regarding any decisions or actions taken at the meeting you missed.
- express any contrary opinions or views you hold on matters under discussion or consideration by the board. However, once the board has made a decision or taken an action on the matter, it is not constructive or helpful to the board if you inappropriately continue to attempt to raise or discuss the matter at other times during the meeting or to continue to bring it up at every meeting.
- do your best to ensure board discussions focus on issues related to governing, policy, strategy, and results rather than day-to-day management of the organization.
- each director should establish an effective, independent and respected presence and a collegial relationship with other directors.
- Contribute to achieving the goals and work of the board by volunteering to be a member of a board committee or task group and by actively contributing to its work.
- Understand the difference between committees and task groups of the board and those of staff and respect the boundaries of how each operates.
- Honour the Code of Conduct that applies to all board directors.

- Participate in the review of the Chief executive's operational plan and in monitoring its implementation.
- exercise good judgment and act with integrity;
- Advise the Chair before introducing significant and previously unknown information at a Board meeting so that the Chair can ensure the Board is equipped with whatever is required for a well- informed discussion of the new matter. Any director may propose items for placement on any part of the Board agenda by putting them forward to the Chair directly.
- demonstrate a willingness and availability for individual consultation with the Chair or Chief executive
- Participate in evaluating the performance of the Chair and the Chief executive.
- Be an effective ambassador and representative of the organization.

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