



## Terms of Reference - Quadra Island Foundation Board Director

### Roles & Responsibilities

#### 1. Goals and Objectives

As a member of the Board of the Quadra Island Foundation, each director will:

- a. Fulfill the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles relevant to the directors of non-profit societies.
- b. Consider the interests of those the organization serves, ensuring that the best interests of the organization are paramount.
- c. Participate in the development, review, and approval of governance policies 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 their 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.
- f. Understand the difference between governing and managing, and not encroach on management's areas 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. Where necessary and appropriate and in compliance with the board's governing principles and policies communicate with the Chair and with the Executive Director between meetings.
- j. Participate with the full board in evaluating the performance of the Executive Director.

Regarding Board and Committee/Task Force 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.
- c. 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 & Board Interaction**

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. In board and committee meetings encourage and support board directors to engage in free and open discussion of governance related matters relevant to the organization.
- c. Ask probing questions, in an appropriate manner and at proper times.

d. When enquiring on matters related to the management and operations of the organization restrict the enquiries to matters that fall within the governance role and responsibilities of the board rather than matters relating to the day-to-day operation of the organization.

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. Avoid any conduct or language that would reasonably be seen as intending to block the full expression of another director's views.

b. Supporting and abiding by Board resolutions.

c. Each director has the right to request that the Board Minutes record their 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.

#### **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.

b. Speak and act independently on agenda items in board meetings.

## **5. Committee/Task Force Work**

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

- a. Volunteer to participate on committees/task forces and become knowledgeable about the purpose and goals of the committee/task force;
- b. Understand the process of committee/task force work, and the role of management and staff should they be involved in supporting the committee;
- c. Understand the difference between committees and task groups of the board and those of staff and respect the boundaries of how each operates.

## **6. 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 (programs, services, and initiatives) 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. Be an effective ambassador and representative of the organization.

## **8. 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:**

- a. Ensure the board fulfills its obligations to its stakeholders as well as its legal and regulatory requirements.
- b. Act honestly, in good faith and in the best interests of those who the organization is there to serve.
- c. Exercise the care, diligence, skill, and good judgment of a reasonably prudent person.
- d. Ensure compliance with relevant acts, regulations, articles, bylaws, and board policies.
- e. Follow the guidelines or rules agreed on by the board regarding how it will govern and conduct itself.
- f. Not act as the representative of the interests of special groups or individuals over the best interests of the organization.
- g. Not speak or act as an individual on behalf of the board unless authorized to do so.
- h. 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.
- i. 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.
- j. 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.
- k. Honour the Code of Conduct that applies to all board directors.