



## CMTCA Board Member Duties and Responsibilities

This document describes the duties and responsibilities of members of the CMTCA Board of Directors.

### 1 Fiduciary Duty

Each Director shall act honestly, in good faith, and in the best interests of the Council and, in so doing, will support the Council in fulfilling its mission and discharging its accountabilities. A Director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

### 2 Other Duties

The following are additional duties of Board members:

- Approve the By-Laws of the Council.
- Monitor Board effectiveness and alignment with the established Policy manual.
- Approve the hiring and release of the Executive Director
- Establish the Mission, Vision, and Values of the Council.
- Participate in the development and approval of the Council's strategic plan and annual work plan, including an annual review of progress against these plans.
- Approve, where appropriate, policy and other recommendations received by the Board, its standing committees and senior staff.
- Approve and monitor all Board policies.
- Assist in developing and maintaining positive relations among the Board, any committees, staff members, and stakeholders to enhance the achievement of the Council's Ends Policies.
- Support and participate in evaluating the Executive Director

### 3. Accountability

A Director's fiduciary and other duties are owed to the Council. A Director is not accountable to any special group or interest, and shall act and make decisions that are in the best interest of the Council consistent with Board-approved policy, fiscal, and administrative directions.

A Director shall be knowledgeable about the policy directions of the Council and shall appropriately take into account these directions when making decisions as a Director.

### 4. Knowledge/Education

Directors shall be knowledgeable about:

- The strategic, policy, and program priorities of the Council.
- The operations of the Council.
- The duties and expectations of a Director.
- The Board's governance role.
- The Board's governance structure and processes.
- The Board-adopted governance policies.
- Administrative policies applicable to Board members.

A Director will participate in sessions for orientation to the Board and relevant committees, Board retreats, and Board education sessions. A Director should attend additional educational conferences in accordance with Board approved policies and as appropriate.

### 5. Board Policies

A Director shall be knowledgeable of and comply with policies that are applicable to the Board including the:

- Board's Policy Governance Manual
- Board's Code of Conduct.
- Board's Conflict of Interest Policy.
- Board's Confidentiality Policy.

### 6. Teamwork

A Director shall develop and maintain sound relations and work co-operatively and respectfully with the Board chair, other members of the Board, and senior management.

## 7. Time and Commitment

A Director is expected to commit the time required to perform Board and committee duties. The Board meets online a minimum of six times per year for board meetings and potentially another eight times per year for accreditation decision meetings and a Director is expected to adhere to the Board's attendance policy. If standing committees are in place, a Director is expected to serve on at least one standing committee. The term of service is 3 years with the potential renewal for a second term.

## 8. Contribution to Governance

Directors are expected to make a contribution to the governance role of the Board through:

- Reading materials in advance of meetings and coming prepared to contribute to discussions.
- Offering constructive contributions to Board and committee discussions.
- Actively contributing his or her special expertise and skill.
- Respecting the views of other members of the Board.
- Voicing relevant or conflicting opinions during Board and committee meetings, but respecting the decision of the majority even when the Director does not agree with it.
- Respecting the role of the Chair.
- Respecting the role and Terms of Reference of Board Committees.
- Participating in Board evaluations and annual performance reviews.

## 9. Continuous Improvement

A Director shall commit to being responsible for continuous self-improvement, and will take advantage of opportunities to be educated and informed about the Council and key Council strategy, policy, and program related issues. A Director shall receive and act upon the results of Board evaluations in a positive and constructive manner.

## 10. Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the Executive Director and avoids interfering with their duties but insists upon accountability and reporting mechanisms for assessing organizational performance.

## 11. Formal Dissent

A Director who is absent from a Board meeting is deemed to have supported the decisions of the Board made during the absence unless s/he formally records a dissenting view with the Chair or other designated Board officer at the soonest practical opportunity.

## 12. Board Solidarity

The official spokesperson for the Board is the Chair; or in their absence the Executive Director or another Board member as delegated by the Board. A Director supports the decisions and policies of the Board in discussions outside of Board meetings even if the Director holds another view, or voiced another position during a Board discussion, or was absent from a Board meeting.

## 13. Conflict of Interest

Directors will be knowledgeable of and comply with the Board of Directors' Conflict of Interest Policy.

## 14. Confidentiality

A Director respects the confidentiality of discussions and information to which s/he becomes privy by virtue of acting as a Director and will comply with the Board's Confidentiality Policy.