

## **Duties of Individual Directors**

Each Board member is expected to become an active participant in a body that functions effectively as a whole. Directors must exercise participation, due diligence, loyalty and care in the performance of their duties as described below.

### **Duty of Participation**

- Attend a minimum of two thirds of Board meetings unless there are exceptional circumstances that are discussed with the Chair of the Board of Directors. Failing to do so it will be recommended to the Board and Members that the Director be removed.
- Actively participate and contribute from personal, professional and life experience to the work of the Board and CMIC.
- Where possible actively promote CMIC and its work.

Individual Director participation will be monitored and discussions concerning participation will ensue should the level and quality of participation be deemed inadequate.

### **Duty of Due Diligence**

- Be informed of the articles of incorporation (or letters patent), legislation under which the organization exists; its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- Keep generally informed about the activities and issues that affect the organization and the community and general trends in the business in which it operates.

### **Duty of Loyalty**

- Directors must act with honesty and in good faith in what they reasonably believe to be the best interests of the corporation.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith, corroborated by facts in a legally constituted meeting.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the organization's by-laws, policies and statutory requirements.
- As an ambassador represent CMIC and its programs supportively to stakeholders and the community at large.

### **Duty of Care**

- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. This may require a practical understanding of relevant legislation.



- Offer their personal perspectives and opinions on issues that are the subject of board discussion and decision.
- Voice clearly and explicitly at the time a decision is being taken any opposition to be considered by the Board.
- Ask the directors to review any substantive decision (*that may risk the financial or legal integrity or general reputation of the board or organization*) if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its trusteeship responsibilities and fiduciary obligations; and, if still not satisfied after such review, ask that the matter be placed before the membership.
- Work cooperatively with the staff of the organization on committees or task forces of the Board.

Know and respect the distinction in the roles of Board and staff consistent with the principles underlying approved governance policies.