



3. Obligations and Expectations of a Director

Directors individually represent the Board as a whole and thus the organization too. Directors must remember that the Board's role is to govern and the manager's role is to manage and operate.

Directors are most effective when they are committed to working together in the best interests of the organization and when they contribute to the work of the Board while interacting with other directors in a positive, respectful way.

Directors are *obliged and expected* to:

- Act in the best interest of the organization.
- Know and respect the distinction in the roles of Board and Management.
- Respect the views of individual directors while acknowledging and accepting the principle of majority rule.
- Understand that they have no authority to act on behalf of the Board unless expressly authorized to do so.
- Represent the Board and the organization in a positive manner.
- Support the Manager and his staff.
- Willingly devote personal time and effort to carry out their responsibilities as a board member.
- Regularly attend all meetings and functions.
- Actively and constructively participate in discussions of the Board.
- Be informed of the articles of incorporation of the organization, the by-laws, mission statement, guiding principles and policies as they pertain to the duties of a board member.
- Voice clearly and explicitly any opposition to a decision by the Board, at the time a decision is being taken, and request a review if not satisfied that the Board has full information about the matter.
- Voice any concerns they may have to the Chair of the Board, not to the manager.
- Keep all discussions, votes and documents strictly confidential.
- Identify and avoid any real or potential conflicts of interest and ensure they are declared.
- Realize that if they cannot abide by the rules, policies and decisions of the Board then they should reconsider their ability to serve on the Board.