
7. Director Position Description

Introduction

These Terms of Reference set out Directors' duties and the expectations governing the discharge of those duties and responsibilities. The duties and responsibilities of the Board as a whole are set out in the Board Terms of Reference.

Fiduciary Duty:

In discharging his or her responsibilities, each Director shall:

- a) act honestly and in good faith with a view to the best interests of CLBC; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these standards, Directors are required to:

- a) act in the best interests of CLBC and not in his or her self-interest or in the interest of a particular group or constituency;
- b) avoid potential, perceived or actual conflicts of interest that are incompatible with service as a Director, disclose any personal interests that may conflict with the interests of CLBC, and annually sign the Disclosure of Conflict of Interest;
- c) keep confidential any information about CLBC that has not been publicly disclosed, including Board discussions;
- d) comply with applicable CLBC corporate policies, including the Code of Conduct; and
- e) comply with the CLAA, regulations made under the CLAA, and the Bylaws.

Relationship with Management

Each Director shall be available as a resource to management.

Directors may direct questions or concerns on the performance of management through Board and Committee meetings or through the Board Chair to the CEO.

Directors must respect the organizational structure of management. A Director has no authority to direct any employee of CLBC.

Public Statements

Each Director has an important role as an ambassador of CLBC, but should not speak on behalf of CLBC without appropriate authority from the Board Chair.

Information Requirements

Directors must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While management will provide Directors with all of the information management thinks Directors need in order to discharge their responsibilities, Directors have a responsibility to ask for all information they believe necessary to make an informed decision. Requests for information should be directed through the Board Chair.

Directors are expected to be knowledgeable about CLBC's mandate, goals and objectives, and operations. Directors must also maintain an understanding of the communities and political environment within which CLBC operates.

Directors' Contribution to Board Effectiveness

In carrying out his or her responsibilities, every Director is expected to be actively engaged in the work of the Board and add value to the Board's work. Those Directors who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by taking a lead on areas of Board investigation or discussion within their area of expertise. In parallel with that expertise, Directors must take care to contribute from a broad perspective, across a broad spectrum of topics, and avoid representing any constituency, cause, community or group.

Each Director is expected to:

- a) be prepared and well-informed on relevant issues (through pre-read material or otherwise);
- b) bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;
- c) demonstrate an inclusive and respectful approach with fellow Board members, management, staff, stakeholders, the public and outside guest;
- d) ask probing strategic questions; speak and act independently; express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed;
- e) seek to hear and understand all points of view and strive collaboratively towards consensus;
- f) Be innovative and/or resourceful in finding or developing solutions;
- g) Be adaptable, flexible and open-minded in the consideration and implementation of change;
- h) Analyze issues from many perspectives and consider the impact of decisions on CLBC's internal and external environments (e.g., staff, stakeholders, community);

- i) Advise the Board Chair and CEO in advance of introducing significant and previously unknown information;
- j) Actively participate in CLBC Board functions and results rather than issues relating to the day-to-day management of CLBC;
- k) Once Board decisions are made, “speak with one voice” to support those decisions in a positive manner; and
- l) Understand the process of committee work and the role of management and staff supporting the committee.

Between meetings, each Director should:

- a) be available as a resource to management and the Board;
- b) as necessary and appropriate, communicate with the Board Chair and with the CEO; and
- c) attend community functions as identified by the Board Chair.

Attendance

Except in extenuating circumstances, Directors are expected to attend all regular meetings, special meetings (such as Board planning sessions) and Committee meetings for those Committees on which the Directors serve.

A Director may participate in a Board meeting or Committee meeting by telephone or other electronic means that permits all participants to hear each other, and is not required to be physically present to be counted as part of the quorum. Participation in person is strongly encouraged for those Board meetings and events that are organized to be in-person.

CLBC will monitor attendance at Board and Committee meetings, and the Board Chair may recommend to the Minister the removal of a Board member who has failed, without reasonable excuse, to attend three consecutive regular meetings of the Board.

Orientation and Professional Development

Directors are expected to take full advantage of CLBC’s Director orientation program and to commit to ongoing professional development (for the Board or for an individual Director) as recommended by the Board. Directors are also expected to undertake any required Director training and take time to educate themselves on governance duties and broad issues of the sector, and actively participate in self and peer assessments.

Resignation

A Director's resignation becomes effective at the time CLBC receives a written resignation from him or her or at the time specified in the resignation, whichever is later.¹

Re-Appointment

A Director who is eligible for re-appointment shall inform the Board Chair at least six months ahead of the end of the Director's term whether he or she intends to seek re-appointment for a further term. If the Director intends to seek a second term, the Board Chair is required to advise the Minister as to the Director's performance during the Director's first term and recommend whether the Director should be re-appointed for a subsequent term. The Board Chair's advice and recommendation shall be informed by the Board Chair's own observations and the results of any Director assessment feedback.

End of Term

Upon a Director's term ending, the Director is required to return to CLBC all materials and other items belonging to CLBC, including confidential Board materials.

¹ Letters of resignation should be sent to CLBC's corporate address, attention to the Board Chair with a copy to the Manager, Administration and Board Liaison. Verbal resignations will be acknowledged by the Board Chair in writing.