

INDIVIDUAL DIRECTOR POSITION DESCRIPTION

1.1. Introduction

The Board has developed this Position Description to clarify Directors' duties and to set out how the Board expects Directors to discharge their duties and responsibilities. The duties and responsibilities of the Board as a whole are set out in the Board Charter/Terms of Reference.

1.2. Standards of Conduct

In discharging his or her responsibilities, each Director must:¹

- a) act honestly and in good faith and in the best interests of West End Business Improvement Association (WEBIA); and
- b) exercise the care, diligence and skill of a reasonably prudent person.

In keeping with these responsibilities, each Director is required to:

- a) act in the best interests of the association and not in his or her self-interest, nor in the interest of a particular group or constituency;
- c) comply with Board policies, including the Code of Conduct and Confidentiality requirements;
- d) comply with the *Society Act* and the WEBIA's Bylaws;
- e) make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Board's Code of Conduct in order to protect the integrity of the Board's decision-making processes; and
- f) keep confidential information confidential, including all information associated with *in camera* meetings as outlined in the Directors' Confidentiality Agreement.

1.3. Public Statements

The Executive Director and the Board Chair are the spokespersons for WEBIA and the Board Chair is the spokesperson for the Board. Although each Director has an important role as an ambassador of WEBIA, no Director should speak on behalf of WEBIA (e.g., to government or the media) in his or her capacity as an individual Director, unless authorized to do so by the Board.

¹ *Society Act*, section 25.

1.4. Board Meetings

During meetings, a Director is expected to:

- a) be prepared and well-informed on relevant issues (through Board meeting materials or otherwise);
- b) bring his or her own experience, wisdom, judgment and influence to bear constructively on issues facing the association;
- c) interact with others in a respectful and constructive manner;
- d) speak and act independently while remaining a team player;
- e) express opinions in a clear and respectful manner;
- f) express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed;
- g) ask probing questions when appropriate;
- h) listen to, and exercise tolerance for, others' perspectives;
- i) be adaptable, flexible and open-minded in the consideration and implementation of change;
- j) exercise a logical, rational approach to problem solving;
- k) analyze issues from many perspectives, considering the impact of decisions on WEBIA's internal and external environments (e.g. members, staff, the public, government, stakeholders);
- l) be innovative and resourceful in developing solutions; and
- m) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management of WEBIA.

On any given issue the Board must have a single voice in the public domain i.e. outside the Boardroom discussions/debates. The power of the Board is not as individuals, but as a group, because it is the Board as a whole that is entrusted with the authority to govern WEBIA. Therefore, following meetings, the Board speaks with one voice. This means that although there may be vigorous discussion or debate of competing viewpoints in the meeting, when the Board makes a decision, that decision stands as a united position of the Board and Directors are expected to support the Board's decision.

Between meetings, each Director should be available as a resource to the Board and Executive Director, and as necessary and appropriate, communicate with the Board Chair and the Executive Director.

In carrying out his or her responsibilities, each Director is expected to be actively engaged in 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. Examples include, but are not limited to, contributing to discussions on topics within their area of expertise at the Board level and by participating on a Committee(s) or Working Group(s).

1.5. Attendance

Directors are expected to maintain an excellent Board and Committee meeting attendance record. See Code of Conduct for attendance expectations and notice of absence.

1.6. Compensation

Directors are not compensated for being or acting as a Director.

1.7. Orientation and Professional Development

Directors are required to participate in WEBIA's Director orientation program and ongoing professional development (for the Board or for an individual Director) as recommended by the Board.

1.8. Resignation

A Director's resignation becomes effective at the time it is delivered to the Board Chair in a letter or email or the date specified in the resignation letter/email, whichever is later.

1.9. Re-election

Approximately six months prior to the end of a Director's term, the Director should inform the Chair of the Governance Committee which conducts the nominations process on behalf of the Board (See Governance Committee Terms of Reference) whether he or she intends to seek re-election for a further term. If the Director desires a further term, the Governance Committee Chair will advise the nominating committee.

1.10. End of Term

Upon a Director's term ending, the Director is required to return to WEBIA all WEBIA property (eg. keys) and confidential Board materials (eg. staff and/or supplier contracts). Directors can maintain routine Board correspondence (eg. Meeting Minutes, Confidentiality Agreements, budgets/financial reports, strategic plans etc.) which are generally available to area businesses and/or the public). The aim is to ensure WEBIA property is accounted for and control over confidential information is maintained.