

Duties and Expectations of a Director

Purpose:

Trellis is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

Application:

This policy applies to all elected and *ex-officio* directors and is provided to directors before they are recruited for appointment to the board. A director who wishes to serve on the board must confirm, in writing, that he or she will abide by this policy.

Position Description – Board of Directors

As a member of the board, and in contributing to the collective achievement of the role of the board, the individual director is responsible for the following:

- ***Fiduciary Duties***

Each director is responsible to act honestly, in good faith and in the best interests of Trellis and in so doing, to support Trellis in fulfilling its mission and discharging its accountabilities.

A director shall apply the level of skill and judgement that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skills and knowledge are expected to apply that skill and knowledge to matters that come before the board.

- ***Accountability***

A director's fiduciary duties are owed to the corporation. The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of Trellis, as a whole. A director shall be knowledgeable of the stakeholders to whom Trellis is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a director, but shall not prefer the interests of any one group if to do so would not be in the best interests of Trellis.

- ***Education***

A director shall be knowledgeable about:

- The operations of Trellis
- The mental health and developmental services care needs of the community served
- The mental health and developmental services sector environment generally
- The duties and expectations of a director
- The board's governance role
- Board's governance structure and processes
- Board adopted governance policies, and
- Trellis' policies applicable to board members.

A director will participate in a board orientation session, orientation to committees, board retreats and board education sessions. A director should attend additional appropriate educational conferences in accordance with board approved policies.

- ***Competencies***

A director shall:

- Be personally aligned with Trellis' Mission and Values
- Be ethical

- Be able to see the “big picture” and focus on the longer term implications of decisions
- Understand how to govern and appreciate the distinction between governance, policy, and management responsibilities
- Able to work in a team by developing and maintaining sound relations and working cooperatively and respectfully with the board chair, members, of the board and senior management
- Confident and able to contribute
- Have formal or informal leadership and management experience
- Be comfortable with change, growth and personal learning
- Be emotionally intelligent
- Able to develop relationships

- ***Board Policies and Trellis Policies***

A director shall be knowledgeable of and comply with the board and Trellis policies that are applicable to the board including:

- The Board’s Code of Conduct
- The Board’s Conflict of Interest Policy
- The Board’s Confidentiality Policy

- ***Community Representation and Support***

A director shall represent the board and Trellis in the community when asked to do so by the board chair.

- ***Time and Commitment***

A director is expected to commit the time requires to perform board and committee duties. It is expected that a director will devote a minimum of between 7 and 12 hours per month.

The board meets approximately nine times a year. Board members shall make every effort to attend and participate in all meetings and be properly prepared for Board deliberation.

A director is expected to serve on at least one standing committee. Committees generally meet monthly.

- ***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;
- Contributing his or her special expertise and skill;
- Respecting the views of other members of the board;
- Voicing 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; and,
- Participating in board evaluations and annual performance reviews.

- ***Continuous Improvement***

A director shall commit to be responsible for continuous self-improvement. A director shall receive and act upon the results of board evaluations in a positive and constructive manner.

Term and Renewal

A director is elected for a one year term.

Amendment

This policy may be amended by the Board.

Approval Date: January 19, 2009

Last Review Date: January 19, 2009