

Director Position Description

The role and responsibilities of the Board as a whole are set out in the Board's Terms of Reference. This position description sets out expectations and responsibilities of individual Directors.

1. Standards of Conduct and Covenant

In discharging their responsibilities, each Director is required to:

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

In keeping with these responsibilities, a Director should:

- act in the best interests of RHF and not in their self-interest, nor in the interest of a particular entity or group;
- comply with RHF policies, including the Board Code of Conduct and the Covenant;
- make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Conflict of Interest Policy; and
- keep confidential information, including all information associated with *in camera* meetings, confidential until the Board decides that the information may be disclosed.

2. Board Activity

Each Director is expected to:

- be prepared and well-informed on relevant issues (through pre-read materials or otherwise);
- contribute their own experience, wisdom, judgment and influence on issues;
- interact with fellow Directors and management in a respectful and constructive manner;
- express independent opinions in a clear and respectful manner;

- express points of view for the Board’s consideration even if they may seem contrary to other opinions previously expressed;
- listen to, and exercise tolerance for, others’ perspectives;
- be adaptable, flexible and open-minded in the consideration and implementation of change;
- analyze issues from many perspectives, considering the impact of decisions on RHF’s key stakeholders;
- participate in the performance evaluation of the Board Committees and Directors;
- participate in the evaluation of the CEO;
- whenever possible, advise the Board Chair and CEO in advance of introducing significant and previously unknown information;
- understand the difference between governing and managing, focusing inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management;
- devote the necessary time and attention to be able to make informed decisions on issues that come before the Board;
- be an effective ambassador of RHF;
- have knowledge and skills in one or more areas of Board governance and management as set out in the Board Skills Matrix; and
- once Board decisions are made, support those decisions in a positive manner.

In carrying out their responsibilities, each Director is expected to be actively engaged in and add value to the Board’s work.

3. Attendance

Directors are expected to maintain an excellent Board meeting attendance record. Preferably, Directors will attend meetings in person but may attend meetings by conference telephone or other communications facilities (not limited to videoconferencing) by means of which all Directors participating in the meeting can hear one another and agree, in advance, to such participation.

4. Relationship with Management

Each Director should be available as a resource to the CEO and other members of senior management as reasonably requested by the CEO.

Directors may direct questions or concerns on RHF's performance to the CEO through Board or Committee meetings or the Board Chair.

Directors must respect the position of the CEO and the organizational structure of management. A Director has no authority from their position as Director to direct any staff member. Requests for information from senior management should be directed through the Board Chair.

5. Communications

The CEO is the primary spokesperson for RHF and the Board Chair is the primary spokesperson for the Board. The Board speaks with one voice and no Director should speak on behalf of the Board without the explicit authority of the Board Chair.

6. Orientation and Professional Development

Directors are expected to participate in RHF's Director orientation program and ongoing professional development (for the Board or for an individual director).

7. Remuneration and Meeting Expenses

Directors serve without remuneration but may be reimbursed for necessary expenses reasonably incurred in relation to their services as a Director, as approved by the Audit and Finance Chair. Any Director may attend any Committee meeting and will only be reimbursed for their expenses for attending meetings of Committees of which they are a member of or are invited.

8. Director Terms and Maximum Term Limit

Directors are appointed for a three-year term and may be re-appointed up to a maximum of nine years. In exceptional circumstances, a Director's term limit may be extended (e.g., Board leadership position, leading special project).

9. Removal

Members may by ordinary resolution remove a Director before the expiration of their term of office and may elect a successor to complete the term of office.

10. RHF's Property

Upon a Director's term ending, they must return all materials and other items belonging to RHF received in his or capacity as a Director, including confidential Board materials.

11. Fundraising Activities

Directors make an important contribution to RHF through their gift of time and passion for RHF's vision.

Directors help RHF in its fundraising efforts through:

- approving RHF's fundraising strategy and monitoring the RHF's effectiveness in achieving the approved plan;
- willingness to serve and participate on ad hoc committees/task forces that support RHF's fundraising activities;
- their business and community connections by helping to identify potential donors or partners and cultivating relationships to support RHF; and
- representing and promoting RHF by attending strategic fundraising functions and networking, where possible.

Directors are not required to make financial contributions to the RHF by virtue of their position as Director of RHF. Directors are encouraged to contribute to RHF commensurate with their means.