

NAME OF POLICY	B-II: Individual Board Member Responsibilities & Duties	
CONSTITUTION and OTHER REFERENCES	<i>The Non-profit Corporations Act, 2022, SS 2022, c 25</i>	
APPROVAL DATE: SEPTEMBER 2020	Reviewed:	Revised:

Individual Board Member Duties

a. Conflict of Interest

Each Board Member shall undertake the following:

- complete the conflict of interest form annually;
- declare any real or apparent conflict of interest, i.e financial, political, personal, or organizational that may arise either in writing in advance of a Board meeting or by oral declaration at a meeting;
- not conceal any relevant information;

b. Duty of Due Diligence

Each Board Member shall undertake the following:

- attend all meetings of the Board including the annual general meeting - *If a Board member fails to attend three (3) consecutive scheduled meetings of the board within the business year, without prior approval of the Chair or due to extenuating circumstances, the Chair will discuss the matter with the Board Member. If the continued absence cannot be resolved to the satisfaction of the Chair, the matter will be placed on the agenda for the next board meeting. The Board may then pass a motion that the Board member is removed;*
- attend all committee meetings - *If a Board member fails to attend (3) consecutive committee meetings, the absences shall be considered in the same manner set out above pertaining to scheduled meetings of the Board;*
- prepare for each meeting by reviewing the relevant documentation beforehand on the RODS portal with a view to ensuring the meetings proceed efficiently;
- make an effort to attend or participate in at least one RODS special event;
- attend any event when designated by the Board to ensure representation of the Board. A designation may be made where a particular Board Member provides a desired skill set i.e. accounting, legal;
- exercise diligence in ensuring that all funds are expended efficiently, economically and for the best interest of RODS;
- provide Criminal Record Checks as required (every two years).

c. Duty of Governance Conduct

Each Board Member shall comply with the following:

- all RODS policies encompassing RODS training and Board Member orientation;
- maintain the integrity, confidence, and dignity of RODS;
- refrain from discussing the confidential business of RODS;
- exercise authority only as a whole i.e. no individual Board Member can act with the authority of the Board unless specifically delegated to do so by the Board;
- refrain from soliciting and communicating any issue with the media including social media without prior approval from the Board;
- treat fellow Board Members, the Executive Director, employees, volunteers and clients of RODS respectfully;
- refrain from making any disparaging remarks about another Board Member, the Executive Director, or RODS staff.

d. Duty of Governance Expectations

Each Board Member is expected to comply with the following:

- participate in honest dialogue regarding Board issues and outcomes including the annual review of the Board;
- participate on Board committees and task forces, as assigned;
- follow through with commitments;
- support and champion decisions made by the Board and the work of RODS;
- maintain an ongoing understanding and awareness of issues that may impact the work of RODS and immigration more broadly in Canada with a particular focus on Saskatchewan;
- review relevant articles and information on current events that may impact the work of RODS.

