

Director at Large Role Description

Responsibility

Directors-at-Large (Directors) must look to the future of the Association and are responsible for ensuring the Association is fulfilling its mission and is meeting the objectives of its strategic plan. Directors have oversight to ensure the Association is adhering to all applicable laws and regulations and is meeting high standards in its financial and human resource practices.

Accountability

The Board of Directors is collectively accountable to the membership.

Principle Duties

Every member of the Board of Directors, including the Board's Officers, is expected to do the following:

- Monitor the performance of the Association in relation to its vision, mission and core values.
- Participate in the development of the Association's strategic plan and ensure objectives are identified, monitored and achieved.
- Abide by the by-laws, code of ethics, conflict of interest and other policies that apply to the Board.
- Participate in the approval the annual budget and monitor the financial performance of the Association.
- Review and monitor policies concerning the Board's own practices.
- Participate in the evaluation of the CEO.
- Regularly attend Board meetings.
- Review Board meeting material in advance and come prepared for discussion.
- Support Board decisions once made.

- Contribute to the work of the Board as a member of a committees, as required (Governance, HR, and Nominating, Finance, Audit and Risk etc.) and/or task groups.
- Identify prospective Board members and possibly help recruit them.
- Attend and participate in Board professional development as scheduled.
- Attend and participate in the Annual General Meeting.
- Attend and participate in Association professional development offerings.
- Be an ambassador for the Association in professional networks.

Demonstrated Competencies

Governance

- Demonstrates an understanding of the distinction between governance and management and acts appropriately in a governance role.
- Shows a good appreciation of the Association's mission and strategic plan, able to evaluate and provide insight into strategic direction.
- Contributes to the achievement of the Associations objectives by effectively applying knowledge, experience and expertise to the issues confronting the Association.
- Provides insights into Board effectiveness and identifies opportunities to enhance Board application of governance models and theoretical frameworks.

Knowledge and Judgement

- Demonstrates adequate knowledge of the profession to understand and question the assumptions upon which the Association's business plans are based.
- Demonstrates sufficient knowledge of financial matters to judge financial indicators of the Association's performance.
- Appropriately questions data and information presented to the Board for its deliberations.
- Demonstrates an ability to identify the costs, benefits and risk implications of Board decisions.

Communication

- Respects the confidentiality of the Association's business information and the deliberations of the Board.
- Contributes meaningfully and knowledgeably to Board discussions, providing valuable input and advice to the Board.
- Expresses views professionally and openly in Board meetings.
- Listens to, respects and encourages the expression of opinions by other Board members.

Teamwork

- Demonstrates a high standard of personal values and ethics and expects ethical behaviour by members of the Association.
- Interacts well with other Board members, staff and membership as appropriate.
- Shows sensitivity to complex relationships that exist among governments, the association, special interest groups, the Chair, and the Chief Executive Officer.
- Understands the importance of solidarity in Board decisions, even though the Director may not agree with the decision taken.

Overall Board Performance

- Makes a positive contribution to the long-term viability of the Association as a professional association and the succession of the Board.
- Demonstrates an ability to assist the CEO in meeting the strategic objectives of the Association.
- Contributes to consensus-building and decision-making by consensus.
- Shows an understanding of and willingness to respond to the membership.
- Contributes to the overall effectiveness of the mission and future direction of the Association.

Authority

Individual Board members have no authority to direct or make requests of staff or to speak on behalf for the Association unless they are given such authority by the Board.

Time Commitment

Six meetings are typically held per year. A minimum of four Board meetings must be held annually, as per the Association by-laws. Board meetings are typically scheduled for three to four hours each. For those Directors who are also members of Committees, additional time commitment is required. Preparation time for each Board and Committee meeting as well as attendance at professional development offering and other events is also expected.

Term of Office

Two-year term, renewable to a maximum of six consecutive years.

Qualifications

- Commitment to the Association's mission and strategic direction.
- Holds the CPHR designation in good-standing.
- Previous volunteer experience with CPHR Nova Scotia is considered a strong asset.
- Previous Board of Director experience is considered an asset.

Evaluation

Individual directors will be encouraged to evaluate their own performance and such an evaluation may be done by each person as part of evaluation of the whole board and its functioning as a governing body.

Resignation and Removal of a Board Member

If a Board member chooses to resign prior the completion of a normal term, a letter to the Board is required.

Consistent absences from Board meetings without notice and reasonable rationale may also result in the automatic removal from the board unless it otherwise decides. The Board, by resolution, may remove a Director or Officer before the expiration of the term. A Director shall be suspended from office and from fulfilling any official duties by Board resolution if the said person is under disciplinary investigation.