



Homes First Society Policy **Duties & Expectations of a Director and Position Description**

Principle:

Homes First Society is committed to striving towards achieving standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of Directors.

Responsibility:

Directors are responsible for acting in the best long-term interests of the organization and will bring a broad-knowledge and an inclusive perspective to the task of informed decision-making.

Position Description - 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 Homes First and in so doing, to support Homes First in fulfilling its mission and discharging its accountabilities.

- **Accountability:**

A Director's fiduciary duties are owed to Homes First. 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 Homes First as a whole. A Director shall strive to be knowledgeable of the stakeholders to whom Homes First 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 the organization.

- **Qualifications:**

A Director shall strive to be knowledgeable about:

- The activities of the organization;
- The organization's stakeholders;
- The supportive housing and shelters' sectors, as well as sensitive to the population we serve;
- The duties and expectations of a Director;

- The Board’s governance role;
- The Board’s governance structure and processes;
- The Board’s adopted policies; and,
- Organization policies applicable to Board members.

A Director will participate in a Board orientation session, Board Planning Sessions, and Board education sessions.

- **Policies:**

A Director shall be knowledgeable of and comply with the Board and organization bylaws and policies that are applicable.

- **Teamwork:**

A Director shall develop and maintain sound relations and work cooperatively and respectfully with the Board Chair, other Directors, and senior management.

- **Community Representation and Support:**

A Director shall represent the Board and the organization in the community when asked to do so by the Board Chair.

- **Time and Commitment:**

A Director is expected to commit the time required to perform Board and Committee duties. The time required will vary depending on the monthly board activities as well as any committee or task team work.

The Board meets approximately ten times a year, and a Director is expected to adhere to the Board’s attendance policy.

If a Director is unable to attend a meeting, the Director is expected to inform the Chair or Chair’s designate in advance of the meeting.

A Director is encouraged to serve on at least one Committee or Task Team.

- **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 opinions during Board and Committee meetings while at the same time respecting the decision of the majority;
- Respecting the role of the Chair;
- Respecting the role and Terms of Reference of Board Committees;

- Participating in Board evaluation;
- Participating in the review of the organization's mission and objectives and in the development of a strategic plan;
- Helping the Board to monitor the performance of the organization in relation to its mission, objectives, core values, and reputation, and with respect to all relevant legislation, regulations, and other mandatory expectations established;
- Participating in the review and approval of the annual budget and monitor the financial performance of the organization in relation to it;
- Helping establish, review and monitor operational policies, ensuring compliance;
- Always acting in the best interest of the Board as a whole;
- Participating in the hiring and performance management of the Chief Executive Officer;
- Helping to identify prospective Board and Committee members and possibly helping to recruit them;
- Being an ambassador of Homes First Society; ensuring your involvement is known within your own network of friends and contacts; and,
- Keeping informed about community issues relevant to the mission and objectives of the Homes First Society Board.

Term and Renewal:

A Director is elected for a term as stated in the corporation's bylaws. A Director's renewal is not automatic and shall depend on the Director's performance.

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- Created on June 13, 2017.
 - Approved by the HFS Governance and Nominating Committee on November 20, 2017; to be reviewed in 2022.
 - Approved by the HFS Board of Directors on December 5, 2017.
 - This Policy applies to all Homes First Society Directors.

Tips for New Directors

1. Strive to be a knowledgeable Director:

As a Director, your responsibility is ongoing and you're expected to:

- Participate in the Board orientation session.
- Ensure that you understand your fiduciary duties and the expectations of serving as a Director.
- Have a good general knowledge of the legal framework within which Homes First Society operates.
- Acquire information about Homes First Society; this can be done by reviewing the following documents:
 - Annual reports
 - Reports and newsletters
 - Organizational chart
 - Strategic plan
 - Mission, vision, and value statements
 - Accountability statement
- Acquire a good working knowledge of issues that have faced the Board - consider reviewing last year's Board minutes and other materials relevant to the Committee or Task Team.
- Request an orientation to the Committee or Task Team you serve on; review updates for the last year if you are new to the Committee or Task Team.
- Be aware of the general supportive housing and shelters' sector environment.

2. Understand the rules that govern Homes First Society and their order of precedence:

- a) Legislation (i.e., *Corporations Act (Ontario)*, *Canada Corporations Act*, *Canada Not for Profit Act*)
- b) Letters Patent
- c) Bylaws
- d) Board structures
- e) Governance policies
- f) Rules of order
- g) Homes First Society's policies and practices

- 3. Ensure that your behaviour contributes to effective governance:**
 - a) Understand and adhere to rules of fiduciary conduct.
 - b) Ensure that you have reviewed all of the Board's policies that support Board operation.
 - c) Understand how the Board governance structures contribute to effective governance and respect those processes.
 - d) Understand, respect, and support the role of the Board Chair and CEO.
 - e) Work to develop a good understanding of the distinction between management and governance, and appropriately maintain your "governance" role.

- 4. Maintain a commitment to continuous improvement:**
 - a) Take responsibility for ongoing self-education.
 - b) Attend appropriate educational conferences that will provide further knowledge and skills to support you in your role.
 - c) Be self-critical and monitor your contribution to the Board.
 - d) Ask another Board member to give you constructive feedback on your Board participation.
 - e) Develop a relationship with the Board Chair and use that as an opportunity to develop your personal skills and to find a way to effectively contribute to the Board.
 - f) Acknowledge your obligation to contribute.
 - g) Consider the roles you would like to perform that would allow you to contribute your skills and expertise and develop a list of things you should do to perform those roles.

- 5. Participate constructively:**
 - a) Recognize the importance of meetings; the Board is a collective body and only comes together when it meets.
 - b) Properly prepare for meetings; ensure that you are receiving relevant materials sufficiently in advance of meetings.
 - c) Understand how you may add items to the agenda.
 - d) Ensure that you are properly prepared for each meeting.
 - e) Ensure that your views are clearly and fully communicated.
 - f) Understand the process of decision-making and your duty to accept the will of the majority.
 - g) Where you feel strongly about an issue, consider having your dissent recorded in the minutes.
 - h) Understand how external (legal/financial) advice is provided to the Board.

- i) Carefully review minutes to ensure that they accurately reflect the matters that were discussed; the minutes should contain an overview of the factors that the Board has considered.
- j) Find an informal mentor to help you understand both Board processes and Homes First Society's industry context.
- k) Ask questions in advance of Board and Committee meetings, and not just during meetings.
- l) For major processes (strategic planning, services review, CEO recruitment, redevelopment) ask about the process to be used and opportunities for orientation and input.
- m) Be clear about why items are before the Board. Ask these questions:
 - i. What is wanted of us?
 - ii. What is expected or should be expected of the Board?
 - iii. What information do I need to deal with items?
- n) Consider asking how the items affect or may affect the object/mission/values or strategic directions of the organization.