



## **Position Description for a Director**

1. CMHA Lambton Kent is committed to ensuring that it achieves standards of excellence in the quality of its governance and the position of director is integral to the achievement of this goal.
2. As a member of the Board, and in contributing to the collective achievement of the role of the Board, the individual director is required to meet the following responsibilities.

### **Fiduciary Duties**

3. Each director is responsible to act honestly, in good faith and in the best interests of CMHA Lambton Kent and in so doing, to support CMHA Lambton Kent in fulfilling its mission and discharging its accountabilities.
4. A director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience.

### **Accountability**

5. A director's fiduciary duties are owed to CMHA Lambton Kent organization. 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 CMHA Lambton Kent, as a whole. A director shall be knowledgeable of the stakeholders to whom CMHA Lambton Kent 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 CMHA Lambton Kent.

### **Education**

6. A director shall be knowledgeable about:
  - The mission, vision and values of CMHA Lambton Kent;
  - The operations of CMHA Lambton Kent;
  - The mental health care needs of the community serviced;
  - The mental health care environment generally;
  - The duties and expectations of a director;
  - The Board's governance role, its structure and processes, and governance policies;
7. A director will participate in a Board orientation session, Board retreats and Board education sessions. A director should attend additional appropriate educational conferences in accordance with Board approved policies.
8. A director shall be knowledgeable of and comply with the Board and CMHA Lambton Kent policies that are applicable to the Board including:
  - CMHA Lambton Kent Bylaw
  - The Board's Attendance policy;
  - The Board's Code of Conduct;

- The Board's Conflict of Interest policy;
- The Board's Confidentiality policy.

### **Teamwork**

9. A director shall develop and maintain sound relations and work co-operatively and respectfully with fellow directors, the Board Chair, and senior management.

### **Community Representation and Support**

10. A director shall represent the Board and CMHA Lambton Kent in the community and publicly support Board decisions when asked to do so by the Board Chair.

11. A director shall link with external networks and a broad range of contacts to promote CMHA Lambton Kent and to serve as an ambassador or spokesperson when asked to do so by the Chair.

12. Board members shall provide financial support to CMHA Lambton Kent's fund raising efforts in accordance with their means and shall support CMHA Lambton Kent through attendance at CMHA Lambton Kent sponsored events.

### **Time and Commitment**

13. A director is expected to commit the time required to perform Board and committee duties. A Board member who misses three (3) consecutive meetings without consulting the Chair of the Board shall be deemed to have resigned from the Board.

14. A director may be asked to serve on at least one standing committee.

### **Contribution to Governance**

15. 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 role of governance versus management;
- 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;
- Participating in Board evaluations and annual performance reviews, including peer reviews of fellow directors.

### **Continuous Improvement**

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

**Term and Renewal**

17. A director is elected for a term of three years. No person may be elected a Director for more terms that will constitute nine (9) consecutive years of service.