



A1.9 INDIVIDUAL DIRECTOR POSITION DESCRIPTION

The Board has developed this position description to clarify Directors' duties and to set out how the Board expects Directors to discharge their duties and responsibilities. The duties and responsibilities of the Board as a whole are set out in the Board Charter.

STANDARDS OF CONDUCT

In discharging his or her responsibilities, each Director must:

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

In keeping with these responsibilities, a Director is required to:

- act in the best interests of the Foundation and not in his or her self-interest, nor in the interest of a particular group or constituency;
- comply with legislative requirements and Board policies, including the Code of Conduct;
- make full and timely disclosure of any actual, potential or apparent conflicts of interest ; and
- keep confidential information confidential, including all information associated with *in camera* meetings.

PUBLIC STATEMENTS

The Board Chair is the primary spokesperson for the Foundation. In the Board Chair's absence, a Vice-Chair becomes the spokesperson.

The Board speaks with one voice; although each Director has an important role as an ambassador of the Foundation, no Director should speak on behalf of the Foundation (e.g., to stakeholders or the media) in his or her capacity as an individual Director.



INFORMATION REQUIREMENTS

Directors must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While the CEO will provide Directors with all of the information he/she thinks Directors need in order to discharge their responsibilities, Directors have a responsibility to ask for all information they believe necessary to make an informed decision. Requests for information should be directed through the Board Chair.

Directors are expected to be knowledgeable about the Foundation's mandate, goals and objectives, and operations.

BOARD ACTIVITY

During Board meetings, a Director is expected to:

- be prepared and well-informed on relevant issues (through pre-read materials or otherwise);
- bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;
- interact with fellow Directors and the CEO in a respectful and constructive manner;
- speak and act independently while remaining a team player;
- express 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;
- ask probing questions when appropriate;
- 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 the Foundation's internal and external environments;



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- whenever possible, advise the Board Chair and CEO in advance of introducing significant and previously unknown information;
- focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management of the Foundation; and
- once Board decisions are made, support those decisions in a positive manner.

Directors are also expected to participate in the Foundation's annual strategic planning retreat .

Between meetings, each Director should be available as a resource to the Board and CEO, and as necessary and appropriate, communicate with the Board Chair and CEO.

In carrying out his or her responsibilities, each Director is expected to be actively engaged in and add value to the Board's work.

FINANCIAL CONTRIBUTION

The Board believes that financial investment by every Director reassures donors that the Directors have a strong commitment to the Foundation and that the Board is motivated to ensure fiscally prudent, sound operations. As such, each Director is expected to make an undesignated gift of cash to the Foundation for an amount appropriate to such individual, on an annual basis.

The donation amount will remain confidential, known only by the Foundation's Board Chair, Treasurer and CEO.

CRIMINAL RECORD CHECK

All Foundation volunteers, including Directors, are required to complete a criminal record check.

ATTENDANCE

Directors are expected to maintain an excellent Board and Committee meeting attendance record. Directors are encouraged to attend meetings in person, but may attend meetings by teleconference on occasion.



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RESIGNATION

A Director's resignation becomes effective at the time written notice is delivered to the Board Chair (or the time specified in the notice, whichever is later).

REMOVAL

Pursuant to the Bylaws, a Director may be removed from office by special resolution of the Directors (acting in their capacity as Members).¹

¹ Bylaw 2.3.