

## **Board of Directors Roles & Responsibilities**

The Board of Directors is the directing and governing body that works on behalf of the association between annual meetings. The board is composed of ten elected members, the president, past-president, president-elect, a medical resident representative, a medical student representative, the Chair of the Section Forum, the Nova Scotia representative on the CMA Board of Directors and up to three regional representatives appointed by the Board.

### Board's Role

- To provide overall direction;
- Understand the mandate and objectives of the association;
- Identify and analyze critical success factors;
- Understand key operations;
- Assess achievements or results (financial and non-financial); and
- Focus in on the strategic direction versus details of operational issues.

### General Responsibilities

- The overall direction of the association with particular reference to the mission, goals, objectives and business plan;
- Executive authority for the association;
- Strategic planning: setting the long range goals of the association, establishing priorities, actions to accomplish goals and objectives, assessment of achievement of strategic goals;
- Policy approval;
- Delegation for execution of policy or key issues; and
- Overseeing the financial state of the association (can rely on financial statements and reports but should not blindly accept them).

### Individual Responsibilities of Board Members

- Keep well informed on activities of the association;
- Read and understand all reports and proposals presented;
- Take advantage of opportunities to promote Doctors Nova Scotia, share accurate information and dispel myths among the profession;
- Regularly check e-mail; and
- Some issues discussed must remain confidential; it is expected that this confidentiality will be respected.

### Fiduciary Responsibilities of Board Members

*Directors must act honestly and in good faith and always in the best interest of the association as a whole.*

- Implies that although a director may be a member of a particular group within the association, when decisions are made they must be made with a view to the best interest of Doctors Nova Scotia;
- Cannot take advantage of an opportunity presented by virtue of position;
- Must not put oneself in a position where duty to Doctors Nova Scotia and personal interest are in conflict;
- Must disclose any interests which conflict with those of the association and decline to participate in any decision where the director has a personal interest in the outcome; and
- Once the board makes final decisions, directors must accept the decision made and are responsible to support that final decision with the membership and other stakeholders.

#### Liability for Board Members

- Not liable for the association's debts;
- Generally not liable when acting within the scope of authority and when fiduciary duties are complied with; and
- May be liable where the association might breach statutes.

#### Rules of Order for Meetings

- The board must act within the bounds of authority granted by the by-laws;
- Meetings are governed by rules of procedure as outlined in the latest edition of *Robert's Rules of Order*;

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