

DRAFT (Approved by the Governance Committee; Board of Directors approval pending on January 29, 2021)



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 Board Chair, President, Past-President and President-Elect, as well as three regional representatives, the Chair of the Section Forum, the Nova Scotia representative on the CMA Board of Directors, a medical resident representative and a medical student representative.

The Board's Role

The role of the Board of Directors is to:

- Provide oversight and direction of the business and affairs of DNS,
- Understand the mandate and objectives of the association,
- Understand key operations,
- Assess achievements or results (financial and non-financial), and
- Focus in on the strategic direction versus details of operational issues.

The Board of Directors is responsible for:

- The oversight of the association's business and affairs, and for acting in the best interests of DNS when discharging its responsibility,
- Establishing good governance policies and processes,
- Participating in the development and approval of the association's Strategic Plan, annual business plans and their associated budgets,
- Monitoring progress towards the goals and objectives outlined in the Strategic Plan and annual business plans and altering direction as circumstances dictate,
- Ensuring DNS operates at all times in accord with all applicable laws and regulations and in accord with moral and ethical standards,
- Ensuring that routine legal documents, requirements and records are properly prepared, approved and maintained,
- The supervision and assessment of the performance of the CEO,
- Understanding its role relative to the role of staff and committees,
- Defining the responsibilities of the Board's standing committees and appointing members to those committees.

The Directors Role

1. Leadership Qualities

Individual Board members consistently demonstrate the following leadership qualities:

- Personal integrity,

- Ability to maintain professional, collaborative, and productive working relationships,
- Respect for fellow Board members, staff and all DNS members,
- Approachability, emotional and social intelligence,
- Commitment to sharing knowledge and experience for the benefit of DNS,
- Confidence,
- Willingness to help mentor new Board members,
- Impartiality, objectivity and open-mindedness,
- Comfort with expressing respectful disagreement with the views of management and other Board members,
- Desire to strive for consensus or near-consensus decision-making,
- Encouragement of candid discussion at meetings of the Board and Board standing committees, and
- Readiness to ask and answer tough questions.

2. Values

Individual Board Directors consistently:

- Uphold the Purpose of DNS,
- Contribute to a positive Board culture,
- Demonstrate commitment to the success of the Board and DNS,
- Demonstrate commitment to Board approved decisions,
- Accept accountability, jointly with the rest of the Board, for the performance of the Board and DNS,
- Act loyally, honestly and in good faith,
- Act with high levels of integrity and ethical standards,
- Respect the confidentiality of documents, discussion and decisions,
- Act as a champion and an advocate for DNS, and
- Demonstrate respect for all DNS members.

3. Duties

The following are duties of directors who serve to protect the individual and the organization against poor decisions and liability:

3.1 Duty of Knowledge

Directors should be aware of the content of the DNS bylaws, Rules & Regulations, Code of Conduct/Conflict of Interest policy and other governing policies, and the core functions and activities of the organization. This can be obtained by a formal orientation and a review of key documents found in the [Board orientation section of the DNS website](#).

3.2 Duty of Care

A director must act in accordance with a minimum standard of care and diligence (generally expressed as a standard of care that a reasonably prudent person would exercise under similar circumstances).

3.3 Duty of Skill & Prudence

Where an individual director has a particular level of expertise, that level must be used in the best interests of the organization; however, no liability is imposed for mere errors in business judgment. The duty of prudence forces a director to act cautiously and anticipate any probable consequences of any course of action that the organization may choose to undertake.

3.4 Duty of Diligence

A director must be as fully informed as reasonably possible with respect to all aspects of the association. Directors are expected to:

- Review the agenda and read and understand all reports and proposals presented to the Board in advance of and between meetings,
- be prepared to discuss the business in a knowledgeable way,
- vote (unless excluded by a conflict), and
- Keeping informed of activities, policies, affairs and business of DNS.

3.5 Fiduciary Duty

This duty requires the director to act honestly, in good faith and in the best interest of the association as a whole, to avoid any conflict of interest and to support the decisions of the Board. This means:

- 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 as a whole.
- A director cannot take advantage of an opportunity presented by virtue of their director position.
- A director must declare when duty to DNS and personal/professional interests are in conflict.
- 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.

4. Time and Commitment

A Board member is expected to commit the time required to attend and prepare for meetings and events. It is expected that a Board member will:

- Attend new Board member orientation,
- Make every effort to attend all regularly scheduled Board meetings (generally 6-8 meetings per year held on Fridays, usually 4-5 hours in duration).
- Attend the Annual General Meeting,
- Participate in Board retreats, training and development as required,
- Serve on committees as required,
- Represent the Board at social and community events as required, and
- Inform staff in advance of the meeting if unable to attend a meeting.

5. Limitations on the Individual Board Director Duties

Individual Board members discharging their duties are obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and are indemnified from any liability incurred while acting prudently and in the best interests of DNS.

The essence of the individual Board members' duties is reviewing the briefing material provided and monitoring the progress of goals and objectives to gain reasonable assurance that the Board's oversight is:

- being conducted effectively and in compliance with applicable laws, statutes and regulations,
- reasonable and appropriate in the circumstances given the nature of the organization and its strategic plan, and
- sufficiently and accurately reported upon to members and all relevant stakeholders.

6. Terms and Renewal

Elected members of the Board may serve no more than two consecutive three-year terms and must be elected for each term.

Regional representatives are appointed by the Board for a one-year term.

The Section Forum Chair is a member of the Board for the term appointed by the Section Forum (generally a two-year term).

The Nova Scotia representative on the CMA Board of Directors is a non-voting member of the DNS Board for the term appointed by the CMA (maximum of two three-year terms).

Resident and student members are appointed to the Board by their respective associations (generally for one-year terms with the option to re-appoint).