

INDIVIDUAL DIRECTOR'S JOB DESCRIPTION

1. The SAC Director's Job Description, Broadly Defined

The primary role of a Director of SPEECH-LANGUAGE & AUDIOLOGY CANADA (hereinafter referred to as SAC) is to manage and supervise the activities and affairs of the Corporation. As elected representatives of SAC, Directors are bound by the Bylaws of the Corporation as well as the policies and procedures that support the Bylaws. Further, the SAC Directors' role is to oversee the management of the business and affairs of the corporation rather than be directly involved in the day-to-day management of the corporation. Board Directors conduct themselves in a manner that is consistent with:

- a) Their fiduciary responsibility
- b) Group rather than individual authority
- c) Ethical, businesslike and lawful conduct including proper use of authority and appropriate behavior when acting as Directors.

To ensure Board Directors are familiar with these requirements, new members attend an orientation session and all Directors are expected to be familiar with the contents of the Governance Manual. In addition, members of the Board have a responsibility to review their obligations as outlined in these directives at least once per year.

In discharging their duties, Directors adhere to these key principles:

1. **Fiduciary Responsibilities**

- All SAC Directors have fiduciary responsibilities and duties, which are both ethical and legal. In this role, Directors are required to act in the best interest of the corporation. Fiduciary responsibilities fall into two main categories, as explained in more detail below.

2. **Duty of Loyalty and Duty of Care**

- Act honestly and in good faith with a view to represent the best interests of SAC and are loyal to the Association as a whole. This supersedes any conflicting loyalty such as that to advocacy or special interest groups and membership on other boards or conflicting employment
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and in performing the duties of a Director.
- Directors are to act impartially and place the interests of the corporation first, not allowing their decisions to be tainted by self-interest or self-dealing.
- Directors must respect confidentiality and not disclose or use any information that they come across in their official capacity as directors.
- Directors must declare real or perceived conflicts of interest.
- Adhere to the signed SAC Board agreement.

3. Duty of Knowledge

- The Directors will adhere to SAC Bylaws and will familiarize themselves with the SAC Bylaws.
- The Directors will adhere to policies that support the Bylaws, in particular those related to governance.
- Directors will participate in a board orientation session at the beginning of their term, which will also include a review of the Bylaws and supporting policies.
- Directors will participate in an annual review of governance policies.
- Directors must be familiar with how SAC translates plans into action through regular review of operational and strategic plans.

4. Duty of Skill and Prudence

- Specific skills and expertise of Directors should be used in the best interest of SAC.
- Directors evaluate potential risks to the corporation.
- Act cautiously to anticipate any probable consequences of actions SAC may wish to take.

2. Ethical Conduct/Conflicts of Interest

Board Directors avoid conflicts of interest with respect to their fiduciary responsibilities. Directors must annually disclose their involvements with other organizations, with vendors or any other associations that might produce a conflict of interest.

When the Board is making a decision on an issue for which a Board Director has an unavoidable conflict of interest, ruling of the Chair of the Board will determine which of the following procedures is most appropriate in the given situation:

- a) Leave the room/call for the discussion altogether
- b) Stay in the room/call but do not comment or vote
- c) Stay in the room/call and participate in the conversation but do not vote
- d) Participate Fully

The disclosure and possible abstention will be recorded in the minutes of the meeting. If a Director is uncertain of the nature or extent of a potential conflict, they should discuss the matter in advance with the Board Chair. While it is not the intention of the Association to restrict the right of Directors to become Directors of other corporate entities, Directors are asked to discuss with the Board Chair an invitation to join the Board of another organization or company where there may be a real or perceived conflict of interest.

3. Specific Duties of Directors

1. Board and Committee Meetings:

- a) Board Directors will attend scheduled Board meetings as well as the Annual Members Meeting and the Annual Conference (where applicable for Audiology or Speech-Language Pathology Members).
- b) The Board meets monthly with two face-to-face meetings per year, generally in May and November. Additional meetings may be called by the Chair as required.
- c) Board Directors are required to prepare for meetings and read all of the materials provided in advance.
- d) Complete quarterly Director reports in a timely manner.

- e) Board members will make every effort to attend all board meetings. In the event that meetings cannot be attended either in person or electronically, the Chair should be advised in advance.
- f) Board members will make every effort to arrive on time for all meetings and will advise in advance delays or absences. Additionally, Board Directors will make every effort to participate for the full duration of the meeting(s).
- g) Missed attendance of more than three consecutive meetings should be reviewed to support future participation on the Board.
- h) Board Directors are responsible for informing the Board Chair of any change in their personal or professional circumstances that may impact their continued ability to serve as an SAC Director.
- i) Complete the in-person Board meeting evaluation; and Board Director self-evaluation

2. **Decision Making:**

- a) Apply a collaborative approach to decision-making by the Board and Board Committees.
- b) Engage other Directors, committees, CEO and/or senior management as appropriate to seek input before forming opinions and making decisions.
- c) Strive to build and reach consensus in Board discussions.
- d) Vote on all motions before the Board unless potential conflict of interest exists.
- e) Respect, support and champion decisions of the Board, regardless of individual vote.
- f) Be willing to change their mind in appropriate circumstances;
- g) Attempt to reconcile and integrate various points of view;
- h) Direct any concerns about individual Board members first to the Board Chair for resolution;
- i) Direct any concerns about the Board Chair preferably first to the Board Chair for resolution or, alternatively, to the 1st Vice-Chair.

4. **Collective Authority**

Board directors do not exercise individual authority over the Association, including its staff and volunteers, except as explicitly set forth in the Terms of Reference for Directors or as delegated by the Board in Board motions approved at Board meetings.

Board directors do not speak on behalf of the Board to the public, media or others unless authorized to do so by the Board Chair or CEO and then to communicate agreed Board position statements on relevant issues.

Board directors will engage in ongoing contact with its members in order to understand their needs and reflect their diversity.

5. **Role of Staff**

The CEO is the primary liaison for staff with the Board and provides the Board with information and assistance as needed to carry out its mandate.

The CEO as the primary liaison may assign alternate staff for Board Committees. Other SAC staff may be asked by the CEO to attend meetings to provide clarity regarding agenda items

The CEO is the primary spokesperson for SAC. All media/staff questions related to SAC should be referred to the CEO or their designate. The Board Chair is also a designated spokesperson for media. The CEO and Board Chair should be consulted prior to making any statements to media.

6. Financial Oversight

Board Directors review and approve the annual operating budget with input from the CEO and Chief Financial Officer.

Board Directors review and approve the audited financial statements with input from the CEO and Chief financial officer.

Board Directors may be called upon to evaluate and review proposals from external consultants with a view to approving management's recommendations.

7. Additional Responsibilities

- a) Evaluate Board decisions and proposed actions within the context of the strategic plan
- b) Contribute to the ongoing evaluation and achievement of SAC's strategies, and; the ongoing evaluation of the annual operational plan
- c) Where applicable, participate in the review and evaluate the plausibility of management recommendations and proposals.
- d) Assist in the recruitment of SAC committee members where possible, and participate in committees when feasible and as per subject matter expertise.
- e) Help identify, recruit and mentor new Board members.

8. Director Termination and Resignation

A Director may resign from office under the provisions outlined in the Bylaws, Article V, section 5.8 (Resignation). Further, a Director may be removed under section 5.9 (Removal) of the same article.

Notwithstanding the above provisions, Directors are required to disclose to the Board Chair if any of the following events occur:

- a) the Director is unable to fulfil the time Commitments as specified in Section 7 above;
- b) the Director becomes involved in a legal dispute that could significantly impact their ability to serve as a Director and negatively impact the reputation of the Association;
- c) the Director takes on new responsibilities in business, politics or the community, which may conflict with the goals of the Association and significantly reduce their ability to serve as a Director; or
- d) there is any other change in the Director's personal or professional circumstances that reduces their ability to serve as a Director.

The Board Chair will review any submitted resignation with the Executive Committee and recommend to the Board whether the resignation should be accepted.

9. Time Commitment

One important factor to note is that the actual time commitment varies significantly throughout the year as well as from year to year, based on factors such as:

- a) Internal planning (e.g., Governance review, Strategic Planning) – every 3-5 years
- b) Oversight of Strategic Priorities
- c) External member and or stakeholder issues (e.g., member feedback, regulatory colleges)

- d) Conference attendance annually, the conference rotates across Canada and alternates between Speech-Language Pathology and Audiology. Conference registration is covered for Board Directors, but it is not mandatory to attend the conference of your sister profession.
- e) Annual Meeting of Members in May or June annually for 1 hour

Meetings:

Board Directors are expected to attend all in-person and virtual meetings.

- a) Board meetings four times annually
 - i. Two virtual meetings of 2 hours each (February and September).
 - ii. Two in-person meetings of 1.5-2 days each (Spring, Fall).
- b) Other meetings such as committee meetings and townhall meetings (as applicable) – 1-2 hours each.
- c) Board meeting preparation – varies for zoom versus in-person meetings; however, typically in-person board meetings require several hours of reviewing documents. Preparation includes contributing to the agenda via Board reports and review of meeting materials in advance. Suggest at least 4 hours of review work for in-person meetings and 2 hours for zoom meetings.
- d) Board evaluation and self-evaluation after each meeting – approximately 30 minutes.
- e) Reviewing and responding to email communications – varies throughout the year. Directors will be given a window of time to respond to emails requiring decisions or e-votes.
- f) Quarterly Board reports, are requested prior to each meeting. Estimated time to complete 30 minutes.

Other time commitments:

- a) Board Orientation (new Directors) – 3-4 hours of meetings
 - i. Reading Board materials – allow 1-2 days
- b) Board peer-to-peer mentorship – 30 minutes – 1 hour before Board meetings or as determined by mentors and mentees.
- c) Board Orientation Refresher, annually – 1-2 hours.