

Atikokan Literacy Incorporated
ADULT LEARNING CENTRE
Board of Directors
Policy/Procedure

Director Responsibilities

APPROVED BY: Atikokan Literacy Incorporated Board of Directors

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DISTRIBUTION:

Policy

The integrity of the Atikokan Literacy Incorporated Board of Directors makes for effective and ethical governance. Board members' failure to conduct themselves in a responsible and legal manner could result in legal action against both the organization and individual directors. When a Board member is acting in the interests of the organization, they are said to have a fiduciary relationship.

Procedure

The fiduciary obligations of Board members include:

1. The **duty** to be loyal is a standard of faithfulness. A Board member must give undivided allegiance when making decisions affecting the organization. This means that a Board member can never use information obtained as a member for personal gain, but must always act in the best interests of the organization. Board members are accountable to the public.
2. The **duty** to ensure that all decisions of the Board are lawful.
3. The **duty** to act honestly and in the utmost good faith.
4. The **duty** to act only in ways that are consistent with the central goals of the organization. Board members must ensure that Board decisions are within the mandate set out in the constitution and by-laws, and work to exercise their authority fully, by attending meetings, carefully considering information, and taking seriously their decisions.
5. The **duty** to act with diligence and competence is commonly expressed as the duty of care that an ordinary prudent person would exercise in a like position and under similar circumstances. This means that a Board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
6. The **duty** to respect confidentiality.
7. The **duty** to acknowledge any conflict of interest. Board members must not participate in matters where they may directly or indirectly benefit.

**Reference CLO Volume II