

Duties and Responsibilities of Governors

Duty of Knowledge	<ul style="list-style-type: none"> • Know the content of the fundamental documents: Legislation, By-Laws, Board Policies • Know the purpose of the organization • Understand how the organization translates the purpose into action
Duty of Care	<ul style="list-style-type: none"> • Act in accordance with a minimum standard of care • Exercise the care, diligence and skill of a reasonably prudent person
Duty of Skill and Prudence	<ul style="list-style-type: none"> • Act with practicality and not necessarily expertise in mind • Act cautiously and anticipate any probable consequences of any course of action that the organization may chose to take
Duty of Diligence	<ul style="list-style-type: none"> • Act in the best interests of the organization • Be as fully informed as reasonably possible about all aspects of the organization • Act prudently and reasonably to protect the integrity and reputation of the organization • To review the agenda and supporting material in advance of each board meeting • To attend meeting of the board • To be prepared to discuss the business before the meeting in a prepared and knowledgeable way • To vote on matters that come before the meeting
Duty to Manage	<ul style="list-style-type: none"> • Appoint and supervise the CEO • Establish policies and provide guidance • Comply with legal requirements • Acquire adequate knowledge of the business and functioning of the organization • Measure management's implementation of board polices • Elect officers
Fiduciary Duty	<ul style="list-style-type: none"> • Avoid acting in such a way that personal interests conflict with the interests of the organization • Act honestly and in good faith • Be loyal to and to act in the best interest of the organization • Subordinate every personal interest to those of the organization

Source: Duties and Responsibilities of Governors of Not-for-Profit Organizations, Hugh M Kelly, Q.C. – Canadian Society of Association Executives 2004.