

TNS Board of Directors Responsibilities of Individual Directors

(a) Responsibilities

The Board of Directors acts as a collective decision-making body. Directors do not have any individual authority to make decisions on behalf of the Corporation. Individual directors do, however, have legal duties to live up to during their tenure on the Board and are also expected to participate in and contribute to the Board's effective and efficient functioning.

The General By-law provides that every director and officer shall, in exercising his or her powers and performing his or her duties,

- (a) Act honestly and in good faith with a view to the best interests of Corporation; and
- (b) Exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.

Members of the Board have a fiduciary duty (i.e. occupy a position of trust) in relation to the Corporation and its assets. In practical terms, this means that individual directors are required to:

- Act prudently and reasonably in the best interests of the Corporation as a whole (versus the narrow interests of a particular stakeholder group)
- Place the interests of the Corporation ahead of all other interests
- Avoid any conflicts between personal interests and the interests of the Corporation
- Maintain the confidentiality of Board business
- Support the decisions made by the collective Board pursuant to its decision-making process (even where the individual Director may have preferred a different outcome)
- Act within the scope of applicable laws, regulations, by-laws and policies

These obligations apply equally to all members of the Board of Directors, no matter how they came to be nominated to the Board.

(b) Expectations of Directors

Directors are expected to meet the following group norms in their service on the Board:

During Board Meetings:

- Attend
- Be punctual and demonstrate a commitment to arrive on time and to stay for the full duration
- Be prepared to contribute to the discussion – read the materials
- Be respectful of others and their opinions
- Participate and offer their perspectives during discussion
- Stay focused and on topic – avoid repetition
- Demonstrate active listening
- Demonstrate collegiality and foster trust
- Declare conflicts of interest
- Demonstrate open-mindedness
- Offer perspective not representation – act in the best interests of the Corporation versus particular stakeholders
- Share their experiences, background and motivations to help others get to know them
- Be constructive and solution-oriented
- Avoid use of distracting telecommunications devices during meetings

Between meetings:

- Respect the confidentiality of Board business
- Prepare for meetings by reading the Board packages
- Follow-up on commitments
- Engage in informal communication with the CEO and Board Chair as required (e.g. as part of the Corporation's early warning system)
- Advise the Board Chair or CEO of any substantive issues that could arise at a board meeting – “no surprises”
- Support the outcomes of the Board's decision-making
- Act as a positive ambassador for the organization

Relationship with staff:

- Respect reporting relationships

Professional development:

- Stay abreast of developments affecting tourism
- Maintain a general awareness of evolving governance trends and best practices
- Develop an understanding of basic rules of procedure

(c) General Competencies

All directors are expected to demonstrate the following general competencies:

- **Commitment** – demonstrates an understanding and commitment to act in accordance with the rules and regulations that govern the Board of Directors; demonstrates dedication and commitment to serve the organization and to work with others; has the ability to commit the time necessary to be an effective director
- **Visionary and strategic perspective** – demonstrates the capacity and ability to work with the Board and the CEO to shape a shared long-term vision for the Corporation that is linked to the broader needs of the Province of Nova Scotia; maintains a clear separation between the strategic and policy role of the Board and the day-to-day operational responsibilities of management
- **Ethics and values-based judgment** – demonstrates and models commitment to high standards of performance, integrity, honest, ethical practice and good governance
- **Motivation** – demonstrates a high degree of motivation and interest in achieving the Corporation's ambitious goals; must not be driven by a personal agenda, single interest or special purpose group but rather by a desire to advance the best interests of the entire organization
- **Objective and open-minded decision-making** – demonstrates an interest and ability to learn quickly, be open-minded, objective and analytical; has the ability to deal with conflicting goals and competing interests
- **Communication and interpersonal skills** – demonstrates effective communication skills and the capability to participate effectively in group discussion on complex issues with clarity, diplomacy and credibility; demonstrates the ability to work well with others
- **Financial acumen** – has the ability to read and understand financial statements; is familiar with budgets and budgeting; recognizes the importance of the long-term financial sustainability of the Corporation
- **Continuous improvement** – demonstrates a commitment to evaluating the Board's performance and his/her individual contribution to the Board; helps to

set goals to continuously improve the Board's ongoing effectiveness;
proactively develops his/her capacity to be an effective director

(d) Time Commitment

(a) Required:

- One full-day of orientation
- Approximately six (6) regular full-day Board meetings per year
- Annual retreat (usually a Friday night and all day Saturday in [name month])
- Membership on one Board standing committee – approximately four to six (6) meetings per year
- Preparation time for committee and Board meetings
- Special meetings or teleconferences as required for Board or committee purposes

(b) Encouraged:

- Attendance at as many Tourism Nova Scotia functions as possible
- Participation in ad hoc committees

(e) Remuneration

Directors are paid an honorarium set by Government for attendance at all official business of the Board. Reasonable expenses are also covered by the Corporation as per the Remuneration and Expense Policy.

(f) Attendance

As Directors, we are committed to making available the time needed to fulfill our TNS responsibilities. In light of that commitment, and out of respect for our fellow Directors and for TNS staff, the expectation as a Board is that each Director will attend every Board and Committee meeting and arrive on time. In the rare circumstance that a Director is unable to attend a meeting, that Director will provide as much notice as possible that he/she is unable to attend.