

Tips for New Trustees and Directors

1. Be a knowledgeable director.

Your responsibility for learning is on-going.

- Participate in the board orientation session.
- Acquire a “resources” binder that you can add to from time to time.
- Ensure that you understand your fiduciary duties and the standard of care that is expected of you.
- Have a good general knowledge of the legal framework within which your organization operates.
- Acquire information about your organization. This can be done by acquiring and reviewing the following documents:
 - Annual reports
 - Internal and/or external reviews, reports or newsletters
 - Organizational charts
 - Strategic plan
 - Mission, vision and value statements
 - Accountability statement (if one has been developed)
- Acquire a good working knowledge of issues that have faced the board – consider reviewing last year’s board minutes.
- Request orientation to the committee to which you are assigned. Review committee minutes for the last year if you are new to the committee.
- Be aware of the general industry environment (note articles of relevance to your organization).

2. Understand the rules that govern the corporation and their order of precedence:

- Legislation
- Letters Patent
- By-laws
- Board Structures (committee structures, officers and their role)
- Governance Policies:
 - Conflict of Interest
 - Board Code of Conduct
 - Confidentiality
 - Whistleblower
 - Gift Policies
 - Open Board Meeting Policies
 - Meetings without Management Policies
 - Expense Reimbursement Policies
- Rules of Order
- Corporate Policies and Practices

3. Ensure that your behavior contributes to effective governance:

- Understand and adhere to rules of fiduciary conduct.
- Ensure that you have reviewed all of the board’s policies that support board behaviour.
- Understand how the board governance structures contribute to effective governance and respect those processes.
- Work to develop a good understanding of the distinction between management and governance and appropriately maintain your “governance” role.

4. Maintain a commitment to continuous improvement:

- Take responsibility for on-going self-education.
- Attend appropriate educational conferences that will provide further knowledge and skills to support you in your role.
- Be self-critical and monitor your contribution to the board.
- Ask another board member to give you constructive feedback on your board participation.
- Develop a relationship with the board chair and use that as an opportunity to develop your personal skills, and to find a way to effectively contribute to the board.
- Acknowledge your obligation to contribute.
- Consider the roles you would like to perform that would allow you to contribute your skills and expertise, and develop a list of things you should do to perform those roles.

5. Participate constructively:

- Recognize the importance of meetings. The board is a collective and only come together when it meets.
- Properly prepare for meetings. Ensure that you are receiving relevant materials sufficiently in advance of meetings.
- Understand how you may add items to the agenda.
- Consider the board's annual work plan and ensure that you are properly prepared for each meeting.
- Participate actively in board discussions.
- Ensure that your views are clearly and fully communicated.
- Have an open mind to the views of others.
- Be prepared to change your position once you have heard the views of others expressed.
- Understand the process of consensus decision-making and your duty to accept the will of the majority.

- Where you feel strongly about an issue consider having your dissent recorded in the minutes.
- Understand how external (legal/ accounting) advice is provided to the board.
- Carefully review minutes to ensure that they accurately reflect the matters that were discussed. The minutes should contain an overview of the factors that the board has considered.
- Find an informal mentor to help you understand both board processes and the corporation.
- Ask questions before board meetings and in committee meetings, and not just at the board table.
- Recognize the past practices or precedents may be of assistance in ensuring constructive participation.
- For major processes (strategic planning, services review, CEO recruitment, redevelopment) ask about the process to be used and opportunities for orientation and input.
- Understand the indicators the organization uses to monitor performance.
- Identify opportunities for advance education sessions:
 - See if others are interested in a brainstorming board session.
 - Avoid raising your concerns at the end of the process.
 - Try to anticipate your issues in advance and raise them prior to the meeting so they can be effectively managed during the discussion.
- Be clear about why items are before the board. Ask these questions:
 - What is wanted of us?
 - What is expected or should be expected of the board?
 - What information do I need to deal with items?
- Never be shy about asking how the items affect or may affect the objectives/ mission/ values or strategic directions of the organization.