



Montreal Urban Aboriginal Health Centre

Responsibilities and Conduct of Directors and Officers



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A. Introduction

As an agent of social change, the Montreal Urban Aboriginal Health Centre (MUAHC) is founded and is informed by the traditional values, beliefs and practices of the Aboriginal community. As a local policy development, coordination and collaboration centre, the MUAHC is committed to conducting its affairs with efficiency, effectiveness and integrity. To achieve these complementary goals in the course of directing the management and business affairs of the MUAHC, the Directors and Officers of the MUAHC must conscientiously deport themselves to a high standard of honesty, loyalty, good faith, mutual respect and an expanding appreciation of Pan-Aboriginal principles.

Given the broad range and complexity of the issues challenging Directors and Officers in the context of the MUAHC’s activities and operations, it is desirable to produce a complete statement of Directors’ and Officers’ responsibilities, a complete code of appropriate behavior, and a complete list of prohibition for uniform application. The following therefore represent guidelines for all Directors and Officers of the MUAHC. They are not intended to represent an exhaustive list of responsibilities or recommendations, however, they are set out to guide the work of the organization and should be determined in accordance with the general principles of conduct herein set out.

B. Application of Guidelines

1. General Duties of Directors and Officers

The Corporation Act of Canada requires that, in exercising his or her powers and discharging his or her duties, every Director and Officer of the MUAHC shall:

- a) Act honestly and in good faith with a view to the best interest of the corporation; and
- b) Exercise reasonable care, diligence and skill in the circumstances.

While these requirements might serve as a starting point in considering the duties of Directors and Officers, we must acknowledge and confirm that this Aboriginal organization is animated by a further set of values and principles reflecting the customs, beliefs and practices of the Aboriginal identity and autonomy.

2. Group Process

Directors and Officers must conduct themselves at all times in a manner consistent with the overarching principle of “working together to help one another.” As role models, Directors and

Officers must demonstrate in their conduct and regular Board activities, a commitment to group process, following the traditional principles of the Aboriginal community.

3. Group Communications

As a means to effectively and efficiently communicate internally, Directors and Officers are encouraged to engage in the following process and protocol. All governance and regional based issues and concerns are to be forwarded directly to the Chairperson of the agency who will then in turn process the information and disseminate it to the Executive Committee and the Chief Executive Officer for further corroboration and discussion. A file of these governance based issues will be retained at the agency's local office for record keeping purposes. All items of information related to the administration of the agency will be directly addressed and housed at the agency's local office. A file of these administration based issues will be filed at the agency's local office for record keeping purposes.

4. Reporting Responsibilities

As duly elected representatives of the MUAHC, Directors and Officers are expected to provide written reports of any events that they attended or participated in on behalf of the agency. All reports are to be forwarded to the local office within thirty (30) days of the event for records management purposes. This process will allow the organization as a whole to effectively respond or mount organizational response if need be as well as being a foundation for future organizational planning. (Report template attached).

5. Knowledge

Directors and Officers must familiarize themselves with the content of the MUAHC's Mission Statement, Constitution, Code of Ethics, Conflict of Interest Policy, Conduct and Responsibilities Policy and corporation objectives. In addition, in the course of their regular Board activities, Directors and Officers must have sufficient information to enable them to make knowledgeable decisions on matters coming before the Board, to provide guidance and develop appropriate policies from time to time. To that end, Directors and Officers must make every effort to inform themselves as to all aspects of the business operation and affairs of the MUAHC.

However, that is not to say that Directors should approach staff of the MUAHC directly with requests for information or action. Directors must have regard for the fact that the staff themselves will be engaged fully in the delivery of MUAHC programs or projects. Directors should therefore direct any requests for information to the Chief Executive Officer and not, except with the Chief Executive Officer's prior consent or direction, to the staff directly at all.

6. Honesty

In their dealings with their fellow Directors and Officers, must speak not only the truth but also the whole truth.

7. Loyalty

Directors and Officers must act at all times in the best interests of the MUACH as a whole so as to promote the purposes for which it was formed, provide services to the community and preserve its

tangible and intangible assets (e.g. property: assets and intellectual, and reputation). Directors and Officers must act faithfully, carefully (i.e. with good common sense) and with such skills (i.e. practical wisdom based on experience) as the circumstances may warrant. As Directors and Officers, the members of the Board are in a position of great trust and accountability.

8. Attending Meetings

As the elected representatives of the membership, Directors are expected to attend all meetings of the Board unless they have compelling reasons for failing to do so. Failure to attend meetings may be evidence of a lack of diligence in discharging their duties to the MUAHC. Directors must therefore communicate their regrets either by facsimile, letter or email to the Chairperson or Chief Executive Officer as far as possible in advance of the meeting date. (suggested two weeks' notice).

9. Consensus

Board meetings will be conducted in a manner consistent with the traditional practices and the overarching principles of mutual respect. Directors and Officers are expected to adhere to these values. Directors and Officers should therefore reserve discussion of all matters relevant to the MUAHC for the Board as a whole at regularly scheduled meetings. The Board can discuss matters of concern with a view to developing, by consensus, an appropriate position, action or response. At the time, the Board will determine in which manner the Board's position is to be communicated to interested parties including, without limitation, delegating the responsibility of representing the Board in that regard either through an action statement or directive. All other decisions will be by way of a motion.

10. Deemed Consent

A Director who is present at a meeting shall be deemed to have consented to any resolution passed or action taken there unless he or she states his or her dissent and the request that the dissent be recorded in the minutes of the meeting, or the Director sends the dissent either to the secretary of the meeting or by registered mail to the registered local office of the MUAHC.

11. Public Statement

The MUAHC's public relations activities are functions to be performed by the Chairperson or Chief Executive Officer. Individuals other than the Chairperson or Chief Executive Officer must be careful to ensure that nothing in their public writings and utterances could reasonably be construed as expression of policy or opinion by the MUAHC unless otherwise endorsed by the Board. (See "Representative Guidelines").

In addition, Directors and Officers must not engage in any public criticism of the MUAHC, its management or staff which would or may be detrimental to the interests of the MUAHC.

12. Use of Information

Directors and Officers shall not disclose confidential or restricted information concerning the affairs, officers, staff, property or organization of the MUAHC without prior, written authorization

from the Chairperson or Chief Executive Officer, nor shall they use any such information to further their personal interests.

In these guidelines “*confidential or restricted information*” shall include all information acquired by Directors and Officers in the course of performing their duties to the MUAHC other than information already released or generally available to the public.

Directors and Officers shall neither disclose nor discuss the minutes of any meeting deemed confidential or internal, nor any information they receive as Directors and Officers, with any person other than another Director or Officer unless they have obtained the prior written consent of the Chairperson or Chief Executive Officer.

The responsibility for maintaining the confidentiality of information to documents includes the responsibility to ensure that such information or documents are not directly or indirectly made available to any unauthorized person.

12. Acceptance of Gifts

Directors and Officers shall not accept gifts, favors or services from any person, organization or corporation, other than:

- a) In a manner consistent with traditional ceremony or practice;
- b) The normal exchange of gifts between friends;
- c) The normal exchange of hospitality between persons doing business together;
- d) Tokens exchanged as part of protocol; or
- e) The normal presentation of gifts to persons participating in public functions.

14. Discipline

If and whenever the Board finds that any Director or Officer has breached any of these guidelines, the Board may:

- a) Seek and act on the advice of the Elders;
- b) Ask for and accept the Director’s or Officer’s resignation; or
- c) Remove the Director or Officer from his or her current responsibilities and assign the Director or Officer to other responsibilities or portfolios.

15. Practical Advice

The following are recommended to all Directors and Officers:

- a) Familiarize yourself with MUAHC’s operating policies;
- b) Attend all meetings of the Board;
- c) Insists on receiving before the meeting, all documents and reports on which the Directors will be expected to vote;
- d) Read these documents
- e) Review with care, all minutes or record of decisions of meetings;
- f) Keep notes of your own impressions of meetings;

- g) Keep a loose-leaf notebook and a binder in which you collect minutes and other important documents;
- h) Insist on writing professional opinions for any important step or on whose advice the Board is expected to act;
- i) Insist on minutes recording your dissent or abstaining from voting.