

Board of Directors Job Description

Scope

The Board of Directors acts as the governance body responsible for operating both the not-for-profit Eastern Ontario Regional Network (EORN), and the for-profit wholly owned subsidiary called EORN Consulting Services (ECS). The EORN Board does this on behalf of the 13 upper- and single-tier municipalities within eastern Ontario (the Eastern Ontario Warden's Caucus – EOWC), as well as separated municipalities (the Eastern Ontario Mayors Committee – EOMC) and First Nations communities. It is accountable to these communities for ensuring:

1. That EORN/ECS fulfills its mission as outlined in its funding agreements with the Municipalities as well as the Federal Government and the Government of Ontario.
2. That the EORN/ECS fulfills the specific obligations detailed in its agreements with the private sector partners engaged to build the project.
3. That EORN/ECS maintains the ethical standards of the Corporation and fulfills its legal obligations under the Corporations Act and the Municipal Act.

Members of the Boards of Directors have both collective responsibilities and individual accountabilities.

Collective Responsibilities

The collective responsibilities of the members of Board of Directors are:

Planning and Performance

1. Approve policies, which are consistent with the EORN/ECS Vision, the Strategic Plan, and the funding agreements.
2. Ensure responsibilities outlined in the contracted service agreement between EORN/ECS and the government funding bodies as well as the private sector partners are met.
3. Determine the vision and mission of EORN/ECS and approve its philosophy of management.
4. Develop and update an ongoing strategic planning framework for EORN/ECS and ensure that all decisions are made in accordance with the plan.

5. Monitor and evaluate plans, programs and standards to ensure that they meet the priorities, goals and policies of EORN/ECS, and approve appropriate resources to achieve these objectives.
6. Strive for continuous improvement and foster the concept of lifelong learning within the organization.
7. Approve an Annual Business Plan for the EORN/ECS encompassing programs, human resources and financial plans.
8. Ensure the existence of a corporate information system and risk management process, which allows EORN/ECS to make informed decisions.
9. Enter into contractual arrangements with various levels of government and private sector companies.
10. Ensure the existence of succession policies and manage the process.
11. Provide reports to all of the relevant stakeholder groups.

Delegation of Powers and Privileges

1. Recruit, select and evaluate the Chief Executive Officer or any other Officer who may report to the Board.
2. Provide an annual mandate letter to the Chief Executive Officer.
3. Determine measurement criteria for the Chief Executive Officer.
4. Ensure the establishment of an appropriate management organization and structure to promote the goals of the project.
5. Ensure the development of an operating plan that executes the strategic plan and the needs of the communities served.

Resource Management

1. Ensure that policies, procedures and controls are established which ensure the financial stability and viability of the EORN/ECS.
2. Approve annual and multi-year operating budgets.
3. Ensure the appointment of an independent auditor.

The Board's Practices

1. Recruit, develop, and support members of the Board of Directors. Develop and maintain on the part of members of the Board of Directors a level of understanding of EORN/ECS activities, and the Board's role responsibilities and governance issues.
2. Establish a board operating structure (e.g. committees, executive).
3. Establish procedures for conducting the business of the Board.
4. Ensure that there is an ongoing mechanism to evaluate the Board's performance.

Relationship with the Community

1. Strive to understand and meet the needs and expectations of the communities served by the EORN/ECS.
2. Ensure that the EORN/ECS maintains respectful, supportive and mutually beneficial relationships with the municipal Councils and all stakeholders of the project.

3. Ensure that EORN/ECS maintains harmonious relationships with government, allied organizations and other stakeholders.
4. Ensure that the community and all stakeholders are well informed about the EORN/ECS and its plans and activities.

Individual Accountabilities

The individual accountabilities of the members of the Board of Directors are:

1. To act honestly and in good faith and in the best interests of the EORN/ECS and the community.
2. To respect the confidentiality of matters brought before the Board.
3. To attend regular Board meetings on a monthly basis.
4. To attend and participate in Board education events.
5. To review and understand the by-laws, board policies, and the roles and responsibilities of Directors and management in the leadership of EORN/ECS.
6. To prepare for all meetings.
7. To actively participate in discussions.
8. To support decisions of the Board.
9. To declare any conflict of interest in fact or in appearance as required.
10. To actively participate on Board Committees and attend regular meeting of Committees to which he/she is named.
11. To attend and participate in as many EORN/ECS events as possible.
12. To positively promote the EORN/ECS in the community.