



Institute on  
Governance

LEADING EXPERTISE

Institut sur  
la gouvernance

EXPERTISE DE POINTE

## **Director Job Description**

**Approved September 24, 2013**

### **1. Objective**

1.1. This job description is designed to assist the Institute on Governance and its Board of Directors to achieve the Institute's objectives, through a clear understanding of the individual roles and responsibilities of each Director.

### **2. Definitions**

2.1. **Institute** refers to the Institute on Governance.

2.2. **Board** refers to the Board of Directors of the Institute on Governance.

2.3. **Director** refers to an individual member of the Board of Directors of the Institute on Governance.

### **3. Policy Statement**

3.1. The Board of Directors governs the Institute, and Directors support the work of the Institute by providing oversight, leadership and strategic advice. While day-to-day operations are led by the Institute's President, the appropriate involvement of Directors is both critical and expected.

### **4. Roles and Responsibilities**

#### **4.1. Oversight**

4.1.1. Reviewing agenda and supporting materials prior to Board and committee meetings.

4.1.2. Attending and actively participating in Board and committee meetings (in person or electronically).

4.1.3. Approving the Institute's Strategic Plan, annual budget, audit reports, and material business decisions.

4.1.4. Reviewing outcomes and metrics created by the Institute for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics.

4.1.5. Being informed of, and meeting all, legal and fiduciary responsibilities.

4.1.6. Contributing to an annual performance evaluation of the President.

4.1.7. Working with other Directors to ensure that board resolutions are carried out.

#### **4.2. Leadership and Advice**

4.2.1. Serving as a trusted advisor to the President as s/he develops and implements the Institute's Strategic Plan.

4.2.2. Serving on committees or task forces and taking on special

assignments.

4.2.3. Assisting the Governance Committee in identifying and recruiting other Directors.

4.2.4. Participating in an annual Director self-assessment process.

4.2.5. Attending annual board development events.

4.3. Stakeholder Engagement

4.3.1. Representing the Institute to stakeholders; acting as an ambassador for the organization.

4.3.2. As appropriate, assisting the Institute in its outreach to new potential partners and others providing relationship-building support.

**5. Board terms/participation**

5.1. The Institute's Directors will normally serve a three-year term and be eligible for re-appointment for up to two additional terms, or a maximum of nine years of total service.

5.2. Board meetings are held quarterly and committee meetings are typically held in coordination with full board meetings.

**6. Remuneration**

6.1. Service on the Institute's Board of Directors is without remuneration.