



## Board of Governors - Job Description

### **Corporate Accountability**

The Board of Governors are collectively accountable to the OLTA members, funders, and other stakeholders. They are responsible for the performance of OLTA in relation to corporate vision and mission, for the oversight and implementation of strategic plans and programs, and for the effective stewardship of financial and human resources.

### **Board Responsibility for Governing Decisions**

Governors are responsible for acting wisely in making fiduciary decisions in the best long-term interests of the organization and its community and will bring to the task of informed governance, a broad knowledge for inclusive democratic perspective.

### **Individual Authority**

Individual Board members do not have authority to independently approve actions by OLTA, to direct staff, or to speak and take a position on a policy matter on behalf of the Alliance, unless such authority is given to represent or act for the OLTA Board.

### **Individual Commitment of Time and Expertise**

Governors are expected to contribute approximately five to ten hours per month attending and contributing to key events and meetings, consulting with stakeholders and networking in the community in support of the Ontario land trust movement.

### **Terms and Conditions of Appointment**

Governors are elected annually at the Annual General Meeting for a term of up to three years or by an in year appointment until the next Annual General Meeting. Governors must sign a Declaration of Eligibility and OLTA Board Member Agreement.

### **Desired Qualifications**

The following are considered to be desired qualifications for all Governors:

- Knowledge of land trusts, conservation and/or not for profit community dynamics as well as role-specific skills and experience to meet current Board requirements.
- Commitment to organizational mission, vision, and strategic direction.
- A contribution of time with talent and democracy in teamwork.
- An interest in continued learning and sharing expertise.

### **Performance Evaluation**

The Board will monitor and discuss its governance and the performance of all governors annually to ensure proper attention to its fiduciary duties as follows:

1. The *Duty of Care* that requires, in the fulfillment of their duties, a Board member owes OLTA the reasonable care and due diligence that a reasonably prudent person would exercise in a like position and under comparable circumstances.
2. The *Duty of Loyalty* that requires Board members to act with honesty and good faith in what they reasonably believe to be the best interests of OLTA and its members.
3. The *Duty of Obedience* that requires Board members to be faithful to the vision and mission of OLTA in policy directions and program actions.

A Governor may be removed from the Board, if unable to attend meetings without due cause or for other reasons, as decided by a majority vote of the Board.

*(Board Approved – Mar 30, 2016, Policy Continued – Nov. 19, 2018 and Next Review – Nov. 2021)*