

The Board's definition of its value proposition shapes the role and responsibilities of board members and the Board as a whole. **The Board as a whole plays a pivotal role in ensuring the success of the HSA in providing hindsight, oversight, insight and foresight to the strategy process of the Union, and advocating for the interest of the Union and its members. On behalf of all 31,000 members, Board Members provide critical oversight and assurance of the performance of the organization, relative to its strategy.** At the same time, Board Members play a leadership role in the Union's efforts to engage, inspire, and advocate on behalf of members.

Individual board members bring complementary expertise and perspectives to the Board deliberations and enhance the organization's ability to shape and implement strategy. Each individual board member carries a **fiduciary responsibility** meaning that they must act in the interest of the organization, not in their own interest.

Broadly speaking, there are two types of fiduciary obligations owed by HSA Board Members.

A. Duty of Loyalty (Honesty and Good Faith)

Board members must act honestly and in good faith with a view towards the best interests of HSA. The key elements of this standard of behaviour are:

- A board member must act with a view to the best interests of HSA and its members, and not in their own self-interest. This also means a board member should not be acting in the best interests of a special interest group or constituency.
- A board member cannot take personal advantage of opportunities that come before them in the course of performing their director duties.
- A board member must disclose to the Board any personal interests that they hold that may conflict with the interests of HSA.

B. Duty of Care (Skillful Management)

Board Members must exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances. This means:

- Board members must be diligent in developing an understanding of HSA's structure and functions and the issues that may face HSA from time to time. The Board should retain professional advice as and when required.
- A board member must be proactive in the performance of their duties by:

- Attending board and committee meetings; a board member who has not attended meetings must show diligence by reviewing reports, discussions with other board members, and otherwise being sufficiently familiar with HSAA's activities so that they do not suffer as a result of non-attendance.
- Participating in General Meetings and events. Participating in board decision-making in a meaningful way.
- Being vigilant to ensure HSAA is being responsibly managed and is complying with laws affecting HSAA.
- Contributing between meetings, when required.
- Understanding the HSAA's unique context
  - Board members must operate with an understanding of HSAA's mandate and strategic context. This requirement should be translated into the Board's annual development (learning) agenda, as well as board member's individual efforts to understand the dimensions of strategic environment and to govern according to the model of governance established in this Charter.

The following table describes the key responsibilities of the Board, as a collective body and of individual Board members.

Role	Responsibilities of the Board as a <u>whole</u>	Responsibilities of <u>Individual Board Members</u>
<b>Advocacy and Member Engagement</b>	<ul style="list-style-type: none"> <li>○ Advocate on behalf of HSAA and its members to advance its vision, mission, purpose, values, and strategy. Be an effective ambassador and representative of HSAA. Working with the ED, shape long term strategies to effectively advocate for members.</li> <li>○ Use information and collective intelligence gathered through established channels about the stakeholder environment in the Board’s decision-making process.</li> <li>○ Report on the Board’s activities to the membership at its general meetings.</li> <li>○ Provide leadership by increasing public understanding of the impact, role and mission of HSAA.</li> </ul>	<ul style="list-style-type: none"> <li>○ Contribute to efforts aimed at engaging, advocating for, and activating members, consistent with the HSAA strategy and labour movement more generally.</li> <li>○ Be an effective ambassador and representative of HSAA.</li> <li>○ Engage directly with members through active participation in special events, district events, member meetings, AGMMS, etc. <u>in an ambassadorial role, not an organizing role.</u></li> <li>○ <u>On behalf of the Board</u>, provide updates and share relevant messages/communications with Members. Actively promote union values, and offering sponsorship support.</li> <li>○ Sponsor the HSAA strategy externally among members and stakeholders.</li> <li>○ Promote the successes including bargaining and negotiations, employee relations, contracts etc. To have in charge the general interests of the Union and its members in the intervals between general meetings.</li> </ul>

Role	Responsibilities of the Board <u>as a whole</u>	Responsibilities of <u>Individual</u> Board Members
<p><b>Advocacy and Member Engagement</b></p>	<ul style="list-style-type: none"> <li>○ Establish and oversee performance of the HSAA including targets and financial and non-financial performance of the HSAA, its strategy and resource allocation relative to the strategy; monitor the implementation of HSAA's strategic plans, annual business plans and related risk management practices. Working with the ED, shape long term strategies to effectively advocate for members.</li> <li>○ Review and approve HSAA enterprise risk assessment and mitigation plans, as well as insurance coverages.</li> <li>○ Approve the Annual Operational/Business Plan and Budget.</li> <li>○ Create an environment of individual and collective accountability; ensure accountability of the Executive Director for organizational performance through a regular review process.</li> <li>○ Review and approve significant actions and transactions (per policy). <ul style="list-style-type: none"> <li>○ Approve the internal financial statements on a regular basis.</li> <li>○ Approve the annual audited financial statements.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>○ Actively participate in review and approval processes related to strategy, risk management, business planning, and budgeting.</li> <li>○ Participate in monitoring and performance evaluation of the organization and the Executive Director in achieving established goals, priorities and expectations.</li> </ul>

Role	Responsibilities of the Board <u>as a whole</u>	Responsibilities of <u>Individual</u> Board Members
<p><b>Governance System Effectiveness</b></p>	<ul style="list-style-type: none"> <li>○ Ensure the ongoing development, advancement, and effectiveness of the governing system, consistent with the growth and maturation of the HSAA and its strategy</li> <li>○ Monitor governance system performance to ensure effectiveness of the Board in fulfilling its defined role and responsibilities.</li> <li>○ Align governance practices and processes to the Board’s overall intent.</li> <li>○ Appoint such governing committees as are necessary for the effective governance of the Union.</li> <li>○ To appoint the auditors of the Union and ensure that the books of the Union are audited each year, or as often as required during the year.</li> <li>○ To approve investigators as per Article: Complaint(s) of a Constitutional Breach.</li> </ul>	<ul style="list-style-type: none"> <li>○ Maintain confidentiality of all information that is obtained as a Board member.</li> <li>○ Hold oneself and management accountable to commitments, responsibilities, and obligations.</li> <li>○ Understand conflict of interest issues and declare real or perceived conflicts; and disclose contracts or arrangements in which the board member has a vested interest.</li> <li>○ Participate in regular board orientation and development programs developed by HSAA.</li> <li>○ Participate in board evaluation surveys/processes.</li> </ul>

### Contributing to Effective Group Behaviour: A Board Member's Responsibilities in Practice

In practice, at and between meetings, board members should:

- Participate fully and frankly in Board deliberations and discussions; and contribute in a meaningful and knowledgeable manner by asking thoughtful questions.
- Be a team player - work effectively with fellow board members; and be a positive and constructive force within the Board, while maintaining an independent mindset.
- Communicate persuasively and logically; voice concerns; listen; raise tough questions in a manner that encourages open discussion.
- Be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of the discussion; exercise independent judgment.
- Accept the decisions of the Board and “speak with one voice” once a decision of the Board has been made.
- Treat all other board members with respect, recognizing and valuing diverse opinions and perspectives, and promoting a culture of inclusivity and collegiality within the Board and the organization as a whole.

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