

Bite Size Pieces  
Learning Topic: Overview of Board Member Responsibilities  
Module One

**1. Recommended Pre-requisite(s)** – None – this is the first module

**2. Learning Objective**

Understanding the General Duties of a Board Member

This exercise can be of benefit to both new and more experienced board members. For new board members it will help to set out the fundamental expectations the board requires of them. For more experienced board members, it will be a good refresher on their basic duties. It is also a good tool to encourage dialogue and build shared understanding between old and new board members.

Note – Relax! You don't need to be a trained facilitator to run this session – everything you need is provided with this module.

**3. Content Covered**

General duties of a board member.

Note – This session's handout is taken from the Board Manual template, available on our website under "Board Tools" – "Board Tool Kit"

**4. Learning Outline**

Before the session, be sure to read the list of General Duties of a Board Member. Highlight any that are somewhat 'new' to you or that you think are of particular

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importance to your board. This will help you to lead the discussion at the board meeting.

You may also want to review some of the ideas contained in “Governing for Results: A Director’s Guide to Good Governance” by Mel Gill (Part Three – Board Responsibilities pages 45-70)

Open discussion by asking board members to call out their ideas on what their general duties are. Capture on flip chart. Prompt from list as necessary, using an introductory phrase such as “How about...?” (5 minutes)

Handout the list and give everyone time to review it. Discuss how this list compares to the list developed on the flip chart. Note any obvious omission and/or any new ideas your board has developed. (10 minutes)

Explain that they will have an opportunity to build on this if they choose to continue with this learning program when they review the Module #2 covering ‘Legal Responsibilities’ and Module #5 ‘Board Member Job Description’

Option One – If you have already gone through the ‘Governance’ modules, you may wish to remind board members of the governance model and how it helps determine the duties of a board member.

Option Two – If this is part of a new board member orientation session, you may wish to draw people’s attention to those sections of your board manual where the general

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duties of board members at your clinic is laid out. You may also wish to have your more seasoned board members explain why this approach has been chosen.

## **5. Equipment and Materials Needed**

Flip chart and markers

Handout – ‘General Duties of a Board Member’ (page 6-7)

“Governing for Results: A Director’s Guide to Good Governance” by Mel Gill (optional)

Note – The book “Governing for Results: A Director’s Guide to Good Governance” by Mel Gill can be ordered online from the BSWG website at – [www.onboardlegalclinics.org](http://www.onboardlegalclinics.org) – on the Home Page, click on ‘Board Tools’ and choose ‘Bite Size Pieces’.

## **6. Timeframe**

15 minutes

## **7. Facilitator Notes**

Note – Use this section to make your own notes about the session. Be sure to share anything of an evaluative nature when the session is over.

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## **8. Results/Evaluation**

Please make enough copies of the Evaluation form (page 8) and have each participant complete and hand in to you at the end of the session

Note – Evaluation is an important part of our training success! Please ask all participants to complete an evaluation form.

## **9. Next Steps**

Consider adding another Bite Size Piece module to your next agenda.

Ask a volunteer to lead the next session

Encourage all board members to visit:  
[www.onboardlegalclinics.org](http://www.onboardlegalclinics.org) to sign up for automatic updates on board learning and development

Tip – why not download the ‘Bite Size Pieces Board Training Grip’ which your board can use to track what training has been covered and who has been a session leader?

## Learning Topic – Roles and Responsibilities – Module One

### Handout – General Duties of a Board Member (Adapted from Appendix C of the Board Manual Template)

#### **Duties to Clinic Members**

Directors should –

- Ensure that the clinic and its directors abide by the terms of the Corporations Act, letters patent and bylaws;
- Treat all members equally;
- Ensure an open, inclusive, and transparent membership process;
- Ensure a fair process for disciplining or suspending clinic members;
- Call an annual general meeting in accordance with the Corporations Act and the by-law and to provide information to the members at that meeting.

#### **Contracts**

Directors should –

- Ensure the clinic's by-law or a board resolution sets out who has authority to enter into contracts on the clinic's behalf;
- Ensure the director is properly authorized to enter into the contract;
- Ensure that directors do not knowingly induce a breach of contract after the contract is signed;
- Ensure that the clinic complies with the terms of the contract;
- Ensure that all contact identifies the clinic properly and that the contracting party is aware that the clinic is the other contracting party;
- Ensure that the other party does not think that the director is signing the contract in his/her own name.

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#### **Civil Wrongs or Torts**

Directors should:

- Have a personnel policy in place that includes clear and comprehensive progressive disciplines and termination provisions;
- Ensure the clinic has a comprehensive harassment policy in place;
- Ensure the clinic has a screening protocol for employee and volunteers;
- Seek a legal opinion about harassment allegations and prior to dismissing any clinic employee;
- Have a clinic security policy in place, including provisions for staff meeting clients in the clinic after hours and staff visiting clients outside of the office;
- Ensure all clinic premises are safe work environments.

#### **Statutory Duties**

Directors should:

- Become familiar with the various statutes affecting clinic operations;
- Put systems in place to ensure that the clinic is in compliance with its statutory obligations, particularly for wages, source deductions and corporate reporting requirements;
- Ensure a safe work environment and working conditions;
- Comply with all of the requirements of the Ontario *Corporations Act*.

## Bite Size Pieces

### Evaluation

Name of Clinic:

Module Name: Overview of Board Member Responsibilities

Date:

Module Number: One

#### About this Module

(To be completed by all participants and the session leader)

This material contributed to a better understanding of the topic

Disagree          Neutral          Agree          Strongly Agree

The Content was relevant

Disagree          Neutral          Agree          Strongly Agree

The content was organized and easy to follow

Disagree          Neutral          Agree          Strongly Agree

The time spent on this module was worth it

Disagree          Neutral          Agree          Strongly Agree

For an introductory session, the level of the content material was:

Too Advanced          Just Right          Too Basic

This module could be improved by:

## Bite Size Pieces

### Evaluation

#### About Bite Size Pieces Training

(To be completed by all participants and the session leader)

This is an easy and cost-effective way to learn

Disagree      Neutral      Agree      Strongly Agree

I like making learning a board agenda topic

Disagree      Neutral      Agree      Strongly Agree

Everyone on the board should take a turn at leading a session

Disagree      Neutral      Agree      Strongly Agree

#### About the Bite Size Pieces Facilitation

(To be completed by the session leader)

I found the facilitation notes and material easy to follow

Disagree      Neutral      Agree      Strongly Agree

I enjoyed my role as session leader

Disagree      Neutral      Agree      Strongly Agree

**Session Leader.** Please provide a copy of this evaluation form to each participant and ask that it be completed and returned to you at the end of the session.

Tabulate all results on a separate sheet and fax to the BSWG at: 1-866-674-6714. You can also send an email of the results to: [contact@onboardlegalclinics.org](mailto:contact@onboardlegalclinics.org)