

CNA Board of Directors – Duties and Expectations of Directors

Date of creation: Dec. 4. 2020

Revisions:

1. Purpose

This policy describes the duties and expectations of directors of the Canadian Nuclear Association's (the "organization") Board of Directors (the "board").

2. Duties and Expectations

As a member of the board, and in contributing to the collective achievement of the role of the board, each director is responsible for the following:

Fiduciary Duty and Standard of Care

Every director in exercising their powers and discharging their duties must act honestly and in good faith with a view to the best interests of the organization; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director must comply with the *Canada Not-for-profit Corporations Act* and regulations, and the organization's articles and by-laws. Fulfilling these statutory duties requires every director to:

- Make informed decisions in good faith, without self-interest, and in the best interest of the organization.
- Act solely in the best interest of the organization and refrain from deriving personal gain to the organization's detriment.
- Declare and avoid any conflicts of interests.
- Take active steps to inform themselves about all material information and review such information with care.
- Maintain the confidentiality of information acquired by virtue of their position. This requirement survives the termination of the person as a director.
- Not usurp a corporate opportunity for their own personal gain.
- Not delegate decisions or powers to management that should remain with the board.



- Act always within the scope of their authority under applicable laws and regulations and the organization's articles and by-law.

Accountability

A director's fiduciary duties are owed to the organization. The director is not solely accountable to any special group or interest and must act and make decisions that are in the best interest of the organization, as a whole. A director must be knowledgeable of the stakeholders to whom the organization is accountable and must appropriately take into account the interests of such stakeholders when making decisions as a director, but must not prefer the interests of any one group if to do so would not be in the best interests of the organization.

Authority

As an individual director, the individual has no specific authority, but only has authority as a part of the board of directors. A director cannot unilaterally operate, give direction to management, or authorize transactions unless specific authority has been delegated by the board and is properly transacted. If a director has a request of management, these must be addressed to the CEO.

Time and Commitment

Each director is expected to commit the time required to perform board and committee duties, including attending all board meetings, the organization's annual general meeting of members, and all meetings of the committees to which they are appointed. Directors are expected to be available, within reasonable expectations, as a resource to management, the board and the board chair.

Contributions to Governance

Directors are expected to make contributions to the governance role of the board through:

- Preparing for and participating in board meetings and applicable board committee meetings (directors who do not attend meetings are deemed to have consented to the resolutions passed at those meetings unless notices of dissent are filed appropriately).
- Offering constructive contributions to board and committee discussions.
- Respecting the views of other members of the board.

- Voicing conflicting opinions during board and committee meeting but supporting governance decisions once made.
- Respecting the role of the chair. This includes advising the board chair prior to introducing significant and/or new information or material at a board or committee meeting.
- Respecting the role and responsibilities of board committees.
- Operating at a governing level and not encroaching on management's area of responsibility.
- Participating in the processes of evaluation for the board, board committees and the CEO.
- Developing and maintaining sound relations and working co-operatively and respectfully with fellow directors and management.

Orientation and Continuing Education of Directors

Directors should be knowledgeable about the operations of the organization. New directors will participate in a board orientation session, orientation to committees (if applicable) and board continuing education sessions. Every director is required to invest time to pursue ongoing learning to better equip themselves in conducting their duties and making effective decisions for the organization. A director must receive and act upon the results of board evaluations in a positive and constructive manner.

3. Review

The GHRC committee will review this policy every second year from the date of its approval or sooner if warranted and will recommend changes to the policy, if any, to the board. This policy is considered in effect, unless revoked by resolution of the board.

4. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- CNA Board of Directors Guidelines
- CNA Board of Directors Delegation of Authority Policy