

Title: Board of Directors Expectations Policy

Policy No: 1.00.002	Original: January 27, 2017
Category: Governance	Reviewed:
Approved by: Board of Directors	Revised: June 16, 2017

PURPOSE

- The purpose of this Policy is to provide general direction so that Directors of the Board are aware of the expectations of the corporation.

POLICY

The ethical conduct of its Board of Directors is a key principle that underpins Compute Ontario's business operations. Directors have a duty to properly oversee the corporation, including exercising due diligence, and a duty to care. This policy establishes a framework within which the Corporation requires its Directors to act.

As a Director of the Corporation, it is expected that the following general expectations will be met. Directors shall:

Fiduciary Duty and Duty of Care

- In discharging his or her duties to the Compute Ontario shall act honestly and in good faith with a view of the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- Comply with the *Not-for-Profit Corporations Act* (Ontario) and regulations and the Articles, By-laws and policies of Compute Ontario.

Confidentiality

- Respect the confidentiality of matters brought before the Board and all committees, in accordance with the corporation's confidentiality policy.

Conflict of Interests

- Avoid a conflict of interest, or perceived conflict of interest where possible, and disclose any possible conflicts to the board in a timely fashion.

- Not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value from persons, groups or organizations having, or likely to have dealings with the Corporation
- Not assist third parties in their dealing with the Corporation where this would result in preferential treatment to, or create an advantage for any person or organization

General Expectations

As a Director of the Corporation, it is expected that the following general expectations will be met. Directors shall:

- Support the corporation's vision, mission and strategic goals
- Devote the time and effort required to participate in Board meetings and on committees of the Board as requested by the Chair
- Take advantage of opportunities to be educated and informed about the Board and the key issues related to Advanced Research Computing as it relates to the mandate of the Corporation
- Work positively, cooperatively and respectfully with all members of the Board of Directors and the management team in the performance of his/her duties
- Participate in the ongoing evaluation of the performance of the Board
- Participate in events and activities sponsored by the corporation, when possible

All Directors have a personal responsibility to:

- Ensure that their behaviour and conduct complies with this policy
- Sign a declaration acknowledging they have read and understand the policy and commit to comply