

NATIONAL BOARD OF DIRECTORS RESPONSIBILITIES AND DUTIES

DIRECTORS SERVING ON THE SUPPLY CHAIN CANADA NATIONAL BOARD OF DIRECTORS

PRINCIPAL RESPONSIBILITY

The principal responsibility of Directors serving on the National Board of Directors is to develop the strategic direction of the Association, through consultation with all stakeholders, and to identify the best way for the Association to support the membership and the profession in order to build leadership and recognition for the contribution made by professionals in supply chain management

KEY ROLE

The key role of Directors serving on the National Board of Directors is to:

- Attend and participate in all Board meetings, providing value added input in ensuring governance effectiveness.
- Prepare for all Board meetings, reviewing all agenda material.
- Act objectively, honestly and in good faith, and in the best interest of the Association and its members.
- Exercise the care, diligence and skill of a reasonably prudent person in exercising his/her powers and performing his/her duties as a Director.
- Develop and maintain an in-depth understanding of what the Association does in particular, how it puts its purpose into action, and be fully aware of the requirements of the internal governance mechanisms (By-Law), to ensure that the Board effectively fulfills its principal responsibility.
- Actively participate in establishing the organization's purpose and strategic plan.
- Ensure the collective interest of all members is effectively represented.

TERM OF OFFICE

Directors shall be appointed for a term of up to three (3) years which shall be calculated from the date of the Annual General Meeting at which a director is appointed until the third Annual General Meeting next following or until the Director's successor is appointed.

Supply Chain Canada Board Directors can serve a maximum term of six consecutive years ending at the AGM closest to the end of the sixth year. A Director is eligible to rejoin the Board after a break of three consecutive years.

DESIRED PERSONAL AND PROFESSIONAL ATTRIBUTES

- Has the attributes of a professional at career peak:
 - strategic leader
 - strategic decision maker
 - provider of strategic business advice
- Knowledge and understanding of the field of practice of strategic supply chain management.
- The ability and passion to advocate on behalf of the profession
- The ability to communicate effectively and concisely.
- The willingness to listen to (and acknowledge) others' point of view.
- Potential to serve as Board Chair.
- Experience on other Professional Association Boards.
- Is able to demonstrate all the core competencies and, ideally, at least one of the complementary competencies that have been identified in the competency framework for Supply Chain Canada's Board of Directors

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GENERAL RESPONSIBILITIES OF A DIRECTOR OF THE SUPPLY CHAIN CANADA BOARD OF DIRECTORS

- Help to identify the priority needs of the members and the profession and the resources required to achieve them.
- Assist in formulating and establishing strategic plans and objectives.
- Monitor the execution of the policies of the Board.
- Provide fiduciary oversight.
- Be positive in recommending Board decisions to members, and the public, speaking with one voice regardless of personal views.
- Promote the programs and services of the Association to members, prospective members, the public and to other stakeholders.
- Comply with the By-law and policies of the Association.
- Identify and understand emerging issues and opportunities for the profession and the Association.

SPECIFIC RESPONSIBILITIES OF A DIRECTOR OF SUPPLY CHAIN CANADA BOARD OF DIRECTORS

- Act honestly and in good faith with a view to the best interests of Supply Chain Canada.
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Respect and adhere to Board confidentiality.
- Prepare for meetings and read in advance all of the materials provided to Directors of the Board.
- Develop and maintain the ability to appreciate the financial implications of strategies, tactics and transactions proposed by management of Supply Chain Canada.
- Understand and respect the differences between the Board's job and the job of management at Supply Chain Canada.
- Understand Supply Chain Canada's strategic plan.
- Be demonstrably committed to the success of Supply Chain Canada.
- Make available his/her knowledge and experience for the benefit of Supply Chain Canada.
- Consistently use his/her best efforts in discharging his/her duties as a Director of Supply Chain Canada.
- Consistently evaluate Board decisions and proposed actions in the context of Supply Chain Canada's strategic plan and in the best interest of the majority of stakeholders.
- Review and evaluate management's recommendations and proposals to the Board in order to obtain reasonable assurance that what is being proposed is plausible.
- Demonstrate and encourage innovative thinking.
- Understand and accept that the Board speaks with one voice and that no one individual member speaks for the Board unless specifically designated to do so.
- Apply a collaborative approach to decision-making by the Board.
- Be economical with his/her words and the time of the Board.
- Encourage open and candid discussion of the real issues at meetings of the Board.
- Listen to and be respectful of the views of other Directors and members of management.
- Be prepared to respectfully express honest disagreement with the views of management and other Directors.
- Question and probe all management and Board decisions in a positive and constructive manner.

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- Be willing to change his/her mind in appropriate circumstances.
- In appropriate circumstances, attempt to reconcile and integrate various points of view.
- Generally only seek to “approve or reject” management recommendations and refrain from directing or instructing Management to pursue alternative options or particular courses of action which Management has not specifically proposed.
- Direct any concerns about individual Board members to the Chair of the Board for resolution.

TIME COMMITMENT

Approximately seven (7) business days and three (3) weekend days per year for actual meeting times, with an equivalent amount of time dedicated to meeting preparation, travel and participation in items which may need to be resolved through electronic means between meetings. In addition, Board Committees typically meet in person once per year, with three additional conference calls, for a total additional time commitment of approximately four days in total, including travel and preparation time.