

POLICY NUMBER: 2.2	DATE ADOPTED: April 12/2011
POLICY TYPE: Governance Process	DATE AMENDED:
POLICY TITLE: Responsibilities of Directors (Board Members)	

Definition:

For the purposes of this policy the word *Directors* refers to all elected and/or appointed members of the Board of Directors of the Society. It does not refer to those directing productions.

Responsibilities of Directors

The Directors of the Society:

1. have a fiduciary duty (i.e. a duty of care) to act honestly and in good faith in the best interests of the Society and to place those interests above their own personal interests when participating in decision making.
2. are required to follow and cause the Society to follow the terms of its Constitution and Bylaws, proposing amendments to those documents as are deemed to be in the best interests of the Society.
3. are expected to avoid conflicts of interest, and to excuse themselves from decisions in which such a conflict exists or appears to exist.
4. are expected to attend all regular and extraordinary meetings of the Board as much as is reasonably possible.
5. serve as a communication and advocacy link to the wider community.
6. strive individually and collectively to create an environment in which excellence is achieved in all aspects of the Society's mission and activities.
7. govern as a body primarily through the creation of written policies which embody the goals of the Society, delegating authority and encouraging freedom within appropriate limits for individuals and groups working within the Society to exercise their creativity and pursue excellence.

Please see the Constitution and Bylaws for further requirements which affect the Board and its Directors. These include procedures for removal or replacement of a Director when necessary.