

SAMPLE: Responsibilities of Directors

From Hot Docs *Corporate Governance Manual*, 2005

RESPONSIBILITIES OF THE DIRECTORS

Directors must exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

Directors must vote on board decisions only with the best interest of Hot Docs in mind.

Directors will adhere to the following guidelines:

- Be sensitive to any conflicts of interest whether real or perceived. Where conflict cannot be avoided, declare the conflict and, based on the specifics of the conflict, either refrain from voting and the discussion or excuse themselves from the meeting.
- With regard to Hot Docs' goals and objectives, participate in the review of corporate policies and strategies and monitor the corporation's progress
- With regard to board activity, exercise good judgment, and act with integrity, use abilities and experience and influence constructively, be available as a resource to management and the board, respect confidentiality, govern rather than manage
- With regard to preparation and attendance, maintain a good attendance record at meetings and read material provided and acquire adequate information for decision-making.
- With regard to communication, participate fully and frankly in meetings, encourage free and open discussion and ask probing questions, where necessary.
- With regard to committee work, know the purpose and goals of the committee and understand the process and the role of management and staff supporting the committee work.
- With regard to film and television industry knowledge, remain aware of the Hot Doc's services and programmes, understand the cultural, business, social, political environments affecting the industry, understand the community role and be an effective ambassador of Hot Docs.
- Establish an independent and respected presence and a collegial relationship with other board members.