



Individual Director's Job Description

A. The OPA Director's Job Description, Broadly Defined

The primary duties of a Director of the Ontario Pharmacists Association ("OPA") are

- (i) to contribute consistently and meaningfully to the effective performance of the Board of Directors ("Board") of OPA; and
- (ii) to constructively engage with Management to improve the performance of OPA.

In discharging his/her duties, a Director must:

- a) act honestly and in good faith with a view to *the best interests of OPA in its entirety*;
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) respect and adhere to board confidentiality;
- d) demonstrate commitment to the strategy of OPA;
- e) adhere to the OPA Code of Conduct;

B. Specific Duties of an OPA Director

Without limiting the generality of the primary duty of a Director as described in Section 1 above, a Director shall:

- a) **Qualifications and Preparedness**
 - i. prepare for meetings and read in advance all of the materials provided to Directors of the Board and Committees of the Board;
 - ii. develop and maintain the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by OPA's financial statements;
 - iii. develop and maintain the ability to appreciate the financial implications of strategies, tactics and transactions proposed by Management of OPA;
 - iv. develop and maintain a reasonable knowledge of those segments of the Ontario Pharmacists' professional community and businesses within which OPA operates;
 - v. understand and respect the differences between the Board's job (as specified in the Charter of the Board) and the job of Management at OPA;



- vi. understand and contribute to the evaluation, choice and achievement of OPA's strategy (as defined in the Charter of the Board); and
 - vii. be deemed to be independent. For the purposes of this mandate, a Director is independent if the Director has no relationship with OPA which, in the view of the Board, could reasonably be expected to interfere with the exercise of the Director's independent and objective judgment. Such non-independent relationships include, within the past three years, being a supplier or consultant to OPA; being an employee of OPA; or other criteria.
- b) Values and Commitment
- i. be demonstrably committed to the success of OPA;
 - ii. be demonstrably committed to the strategy and values of OPA;
 - iii. be demonstrably committed to honesty and integrity in the conduct of OPA's affairs; and
 - iv. accept accountability, jointly with the rest of the Board, for the performance of the Board and OPA.

C. Specific Director Responsibilities

- a) make available his/her knowledge and experience for the benefit of OPA;
- b) consistently use his/her best efforts in discharging his/her duties as a Director of OPA;
- c) consistently evaluate Board decisions and proposed actions in the context of the OPA's strategy;
- d) review and evaluate management's recommendations and proposals to the Board in to order to obtain reasonable assurance that what is being proposed is plausible;
- e) demonstrate and encourage innovative thinking;
- f) be a member of at least one committee;
- g) understand and accept that the OPA Board speaks with one voice and that no one individual member speaks for the Board unless specifically designated to do so. Refer (i) all media/staff questions related to the Association, to the CEO; and (ii) all media/staff questions related to the profession, to the Chair of the Board;
- h) help identify, recruit and mentor new board members;



- i) “policing” oneself and ensure compliance to all other governance policies and/or protocol, for example, conference calling and communicating among Board members in between Board meetings, etc.;
- j) get to know other Board members and members of Management; and
- k) participate in a self-evaluation of the Board and individual members.

D. Individual Director’s Style

- a) apply a collaborative approach to decision-making by the Board and Board committees;
- b) be economical with his/her words and the time of the Board and Board committees;
- c) encourage open and candid discussion of the real issues at meetings of the Board and Board committees;
- d) listen to and be respectful of the views of other Directors and members of Management;
- e) be prepared to express honest disagreement with the views of Management and other Directors;
- f) question and probe all relevant Management and Board decisions (as specified in the Charter of the Board) in a positive and constructive manner;
- g) be willing to change his/her mind in appropriate circumstances;
- h) attempt to reconcile and integrate various points of view;
- i) 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;
- j) direct individual requests for written reports/ analyses – or specific actions on the part of management - only to the Board Chair or appropriate Committee Chair;
- k) direct individual requests for ‘verbal response information’ primarily to the CEO;
- l) direct any concerns about individual Board members first to the Board Chair for resolution and subsequently, if necessary, to the Chair of the Governance



and Nominating Committee (“GNC”); and

- m) direct any concerns about the Board Chair preferably first to the Board Chair for resolution or, alternatively, to the Chair of the GNC;

E. Time commitment

- a) attend at least 80 percent of the meetings of the Board and meetings of Board committees of which he/she is a member;
- b) regularly (80 %) arrive on time; and
- c) regularly remain at Board and Board committee meetings (80%) until the meeting’s end.

F. Director Termination and Resignation

A Director whose personal and/or professional circumstances change such that they no longer qualify to be eligible for nomination or appointment to the Board under the OPA Nomination and Appointment Policy shall immediately notify the Board Chair and discuss the appropriate course of action which may include immediately discontinuing serving as a Director.

A Director whose annual evaluation shows that he or she has not satisfactorily carried out his/her Specific Duties as specified in Section 2 and who upon notification by the Board Chair refuses to undertake corrective action shall be deemed to be in breach of his/her fiduciary duties and will be recommended to the Governance and Nominating Committee for disqualification from continuing to serve as a Director.

A Director who is found to be in breach of the Time Commitments as specified in Section E above shall be deemed to be in breach of his/her fiduciary duties and will be recommended to the Governance and Nominating Committee for disqualification from continuing to serve as a Director.

Approved by Board of Directors: April 2009