



FARM MANAGEMENT CANADA
GESTION AGRICOLE DU CANADA

DIRECTORS' DUTIES AND OBLIGATIONS: HIGHLIGHTS FOR BOARD NOMINATION CONSIDERATION

Objectives of Farm Management Canada (FMC):

1. Increase awareness of the principles of farm business management and the potential gains of applying these principles in the management of a farm operation;
2. Improve farm business management in the areas of finance, production economics, marketing, human resources, farm transition and strategic direction;
3. Increase the extent of application of farm business management principles, skills and tools to achieve a positive change in management behaviour and more stable and viable farm operations.

Board Roles and Responsibilities

Stewardship

The Directors' role is one of stewardship of FMC. Stewardship means that Directors cannot be mere figureheads; Directors must exercise leadership visibly and assertively as and when necessary.

The ultimate accountability for major strategic decisions and the exercise of general discretion must always rest with FMC's Directors. Oversight must be proactive and effective.

General Duties

The Board is responsible for directing the organization and protecting the owners' interests by:

- providing strategic direction to the organization;
- driving the development of corporate policies;
- ensuring the effective performance of the Executive Director; and
- making decisions in the best interests of FMC as a whole.

Specific Duties

To achieve these results, the Board will:

- ensure compliance with legal responsibilities and due diligence;
- ensure adequate controls are in place to manage risks and financial resources;

- assign roles and responsibilities and delegation of authority;
- ensure communications with key stakeholders;
- approve all financial expenditures which do not fall within the Board-developed budget parameters;
- provide direction for the development and publication by FMC of a corporate long-term and annual Business Plan including a vision, strategic directions and goals and monitor the implementation of this Business Plan by the Executive Director; and
- ensure the annual review and updating of Board policies.

Director Roles and Accountabilities

Directors will:

- actively seek to understand the role and functions of FMC and the context within which it operates;
- provide experience and expertise to FMC by participating fully in Board discussions and decision-making;
- attend Board meetings and conference calls;
- prepare for meetings by reading pre-meeting material;
- participate in the work of Board committees as assigned by the Board;
- support Board decisions outside of Board meetings with the constituencies they represent;
- protect the confidentiality of Board matters and privileged information as the bona fide intellectual property of FMC;
- function within Board approved policy;
- maintain effective interpersonal relationships with other Board members;
- provide encouragement and guidance to the Executive Director in his/her work as required;
- communicate directly with owners of the organization and represent all owners in decision making;
- inform the Board of any personal interest in an affair or decision of the organization in a timely manner;
- function in an ethical manner and to ensure compliance with legal responsibilities and due diligence;
- ensure compliance with and execution of the specific duties of the Board; and
- establish individual roles for Board members based on expertise and experience.

Meetings

While other Board meetings will be called according to the needs of FMC, the following Board meetings are mandatory for Directors:

- Annual Meeting (summer): Purpose: expanded membership meeting, idea gathering, options and opportunities generation.
- Governance Training & Orientation, Business Planning (fall): Purpose: expectations and planning for the next fiscal year.
- Business Planning (winter): Purpose: finalization of the Business Plan for the following year.

Director Eligibility and Election

In general, potential Directors will:

- be a member of FMC in good standing;
- have experience or knowledge of agricultural business management and/or FMC itself;
- be able to speak on behalf of the industry they represent as well as having an interest in the advancement of agriculture as a whole; and
- be considered by their peers and colleagues as a credible representative.

Newly Elected Directors

Nominees to the Board will pay their own expenses. Should a nominee be elected to the Board, FMC will cover all expenses for which a regular Board member qualifies incurred after they were elected.

Time Commitment

In order to satisfy Board roles and responsibilities, Directors will be expected to commit approximately fourteen (14) full days per year to Board activities.

In Summary

The position of Director with FMC carries with it important duties and accountabilities that point to the need to:

- Act in the best interests of FMC, not a particular region, or sector;
- Show national vision and leadership;
- Act fairly toward those affected by what FMC does;
- Proceed with an open mind and be prepared to listen;
- Proactively manage FMC's affairs, intervening when necessary and ensuring that delegated tasks are properly carried out;
- Prepare well and ensure that decisions are reasonable and well informed;
- Work to build trust and co-operation among Directors and between FMC and its stakeholders;
- Avoid conflict of interest situations that could jeopardize the integrity of FMC.

Reference documents:

Governance Policy
Fiduciary Duties of Directors
By-Laws
Letters of Incorporation