

## Running for NEIA's Board of Directors

Individuals considering running for NEIA's Board of Directors are often hesitant to make the decision for a number of reasons. Many potential board members are not sure what the position entails and may postpone running until they have a better grasp of the board's activities. Others worry that they may not have the time and skills required to do a good job. Some others question the support they might have and do not want to be embarrassed by a poor showing. The information below may help potential board members address these concerns.

### What is involved with serving on the NEIA board?

NEIA's directors represent the interests of its members as well as those of stakeholders in directing NEIA's affairs. These stakeholders include, but are not limited to, funding providers and partnering organizations. Collectively, NEIA's directors form NEIA's Board of Directors (BOD). The BOD sets the strategic direction for the organization, determine priorities, establish policies, monitor progress against goals and adherence to policies, and provide financial oversight. It is generally felt that directors must exercise three duties:

1. The duty of diligence - the duty to act reasonably, prudently, in good faith and with a view to the best interests of NEIA and its members;
2. The duty of loyalty - the duty to place the interests of the organization first, and to not use one's position as a director to further private interests;
3. The duty of obedience - the duty to act within the scope of NEIA's governing policies and within the scope of other laws, rules and regulations that apply to NEIA.

Directors serve for a two year term and they may stand for re-election for a second term.

### What time is required?

- **Scheduled Meetings:** The BOD meets monthly. Each meeting runs between 1½ - 2 hours. NEIA's membership is province-wide and it is understood that several Directors will participate in meetings via phone or distance-meeting technology. Directors are expected to come to meetings prepared to discuss agenda items. This will usually entail reading briefing materials and familiarizing themselves with issues in advance. BOD meetings are very important in ensuring NEIA's good governance. Directors may be removed from office if they fail to participate in three (3) consecutive Regular or Special Meetings of the Board of Directors.

- Special Meetings: From time to time issues may emerge which require the BOD's attention and action but these issues may be too important and / or detailed to be addressed within the confines of scheduled meetings. Such meetings are not commonplace.
- Committee Work: Directors are expected to serve on at least one NEIA committee. The frequency of committee meetings varies based on the committee from monthly to quarterly.

### What skills should directors possess?

Each NEIA director should exercise independent thought, be ethical, share information and ideas, ask questions, engage respectfully with others, and work quickly to develop an understanding of their roles and responsibilities as a director. A solid BOD possesses a mix of skills, training and experiences to be effective. It is highly unlikely that any one director would possess all the required skills. The skill sets present within the BOD should include:

- A strong commitment to the protection of the environment
- An understanding of business and / or sector development
- Sector experience
- Experience serving on Boards and / or committees
- An understanding of basic accounting practices and / or financial control procedures
- A knowledge of government legislative, regulatory and policy processes
- Leadership skills
- Marketing and communication skills

### How is the selection made?

Each voting member will appoint a representative to vote on the Member's behalf. These representatives will be provided with a ballot which lists all individuals running for the BOD. Representatives will select up to four names (the number of BOD vacancies). Ballots will then be counted in private. Those candidates receiving the most votes are elected. The total votes each candidate receives is not announced.

### Who is eligible to serve as a director?

Anyone whose organization is designated a Voting Member of NEIA provided their organization is in good standing with NEIA and their organization designates the individual as the one and only individual eligible to serve as a Director on the organization's behalf.

Voting members are businesses. Individuals, students, industry associations, governmental departments and educational institutions do not vote and are not eligible to serve on NEIA's BOD. Beyond that, directors must satisfy conditions established by provincial legislation which states:

"Persons disqualified as directors

172. The following persons are disqualified from being a director of a corporation, a person who

(a) is less than 19 years of age;

(b) is mentally incompetent and has been so found by a court in Canada or elsewhere;

(c) is not an individual; and

(d) has the status of a bankrupt."