

INDIVIDUAL DIRECTOR'S ROLE DESCRIPTION

The primary role of the HRP Board Directors is to help regulate the Human Resources Profession in the public interest.

1. The Director's Role Description, Broadly Defined

The duty of a Director of the Human Resources Professional Association ("HRPA") is to contribute *consistently and meaningfully to the effective performance of the Board of Directors ("Board")* of HRP.

In discharging his/her duties, a Director must:

- a) act honestly and in good faith with a view to the best interests of HRP;
- 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 Human Resources profession;
- e) adhere to the HRP director code of conduct; and
- f) with the exception of the external and appointed directors, hold the CHRP, CHRL or CHRE designation.

2. Specific Duties of a 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

1. prepare for meetings and read in advance all of the materials provided to Directors of the Board and committees of the Board;
2. 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 HRP's financial statements;
3. develop and maintain the ability to appreciate the financial implications of strategies, tactics and transactions proposed by management of HRP;
4. develop and maintain a reasonable knowledge of those segments of the Human Resources professional community within which HRP operates;
5. understand and respect the differences between the Board's job and the job of management at HRP; and
6. understand HRP's strategy.
7. Understand HRP's Act, Bylaws and Regulatory framework.

b) Values and Commitment

1. be demonstrably committed to the success of HRP;
2. be demonstrably committed to the four Board approved values of HRP: trust, dignity & respect, integrity and embrace volunteerism;
3. be demonstrably committed to honesty and integrity in the conduct of HRP's affairs; and
4. accept accountability, jointly with the rest of the Board, for the performance of HRP.

c) Modus Operandi

Responsibilities

- a) make available his/her knowledge and experience for the benefit of HRP A;
- b) consistently use his/her best efforts in discharging his/her duties as a Director of HRP A;
- c) consistently evaluate Board decisions and proposed actions in the context of the HRP A's strategy;
- d) review and evaluate management's recommendations and proposals to the Board in order to obtain reasonable assurance that what is being proposed is plausible;
- e) demonstrate and encourage innovative thinking;
- f) Attend four to six Board Meetings scheduled per year, either face to face or by teleconference.
- g) In accordance with our By-Laws there are two Board and Chapter Presidents Meetings that Directors must attend.
- h) Attend HRP A's Annual Conference (typically a three day commitment – this is not a mandatory requirement).
- i) Each Director must also be a member of a Board Committee. Most Committees meet four to six times per year and have considerable hands on work.
- j) understand and accept that the 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 Association;
- k) help identify, recruit and mentor new board members;
- l) get to know other Board members and senior members of management; and
- m) participate in a self-evaluation of the Board and individual members.

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 management and Board decisions in a positive and constructive manner;
- g) be willing to change his/her mind in appropriate circumstances;
- h) in appropriate circumstances, 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 any concerns about individual Board members first to the Chair of the Association and Board Chair for resolution and subsequently to the Chair of the Governance and Nominating Committee; and
- k) direct any concerns about the Chair of the Association and Board Chair preferably first to the Chair of the Association for resolution or alternatively to the Chair of the Governance and Nominating Committee.

Board and Committee related expenses are covered by the Association as per HRP A's Travel, Hotel and Accommodation Policy.