

EORN Board of Directors Job Description

February 2023



EORN

EASTERN ONTARIO
REGIONAL NETWORK

EORN Board of Directors Job Description

Introduction

The board of directors acts as the governance body responsible for operating both the non-profit Eastern Ontario Regional Network (EORN) and the for-profit wholly owned subsidiary called EORN Consulting Services (ECS). The EORN board does this on behalf of the 13 upper and single-tier municipalities within eastern Ontario on behalf of the Eastern Ontario Wardens' Caucus (EOWC) and the the Eastern Ontario Mayors' Caucus (EOMC). It is accountable to these communities for ensuring:

- 1) That EORN and ECS fulfills its mission as outlined in its funding agreements with the municipalities as well as the federal government and the Ontario government.
- 2) That EORN and ECS fulfills the specific obligations detailed in its agreements with the private sector partners engaged to build the project.
- 3) That EORN and ECS maintains the ethical standards of the corporation and fulfills its legal obligations under the Corporations Act and the Municipal Act.

Members of the boards of director have both collective responsibilities and individual accountabilities.

Collective responsibilities

The collective responsibilities of the members of board of directors are:

Planning and performance

- 1) Approve policies, which are consistent with EORN's and ECS' vision, the strategic plan and the funding agreements.
- 2) Ensure responsibilities outlined in the contracted service agreement between EORN and ECS and the government funding bodies as well as the private sector partners are met.
- 3) Determine the vision and mission of EORN and ECS and approve its philosophy of management.
- 4) Develop and update an ongoing strategic planning framework for EORN and ECS and ensure that all decisions are made in accordance with the plan.
- 5) Monitor and evaluate plans, programs and standards to ensure that they meet the priorities, goals and policies of EORN and ECS, and approve appropriate resources to achieve these objectives.



EORN Board of Directors Job Description

- 6) Strive for continuous improvement and foster the concept of lifelong learning within the organization.
- 7) Approve an annual work plans for EORN and ECS encompassing programs, human resources and financial plans.
- 8) Ensure the existence of a corporate information system and risk management process, which allows EORN and ECS to make informed decisions.
- 9) Enter into contractual arrangements with various levels of government and private sector companies.
- 10) Ensure the existence of succession policies and manage the process.
- 11) Provide reports to all the relevant stakeholder groups.

Delegation of powers and privileges

- 1) Recruit, select and evaluate the CEO or any other officer who may report to the board.
- 2) Provide an annual mandate letter to the CEO.
- 3) Determine measurement criteria for the CEO.
- 4) Ensure the establishment of an appropriate management organization and structure to promote the goals of the project.
- 5) Ensure the development of an operating plan that executes the strategic plan and the needs of the communities served.

Resource management

- 1) Ensure that policies, procedures, and controls are established which ensure the financial stability and viability of EORN and ECS.
- 2) Approve annual and multi-year operating budgets.
- 3) Ensure the appointment of an independent auditor.



EORN Board of Directors Job Description

The board's practices

- 1) Recruit, develop and support members of the board of directors.
- 2) Develop and maintain on the part of members of the board of directors a level of understanding of EORN and ECS activities, and the board's role responsibilities and governance issues.
- 3) Establish a board operating structure such as committees and executive.
- 4) Establish procedures for conducting the business of the board.
- 5) Ensure that there is an ongoing mechanism to evaluate the board's performance.

Relationship with the community

- 1) Strive to understand and meet the needs and expectations of the communities served by EORN and ECS.
- 2) Ensure that EORN and ECS maintains respectful, supportive and mutually beneficial relationships with the municipal councils and all stakeholders of the project.
- 3) Ensure that EORN and ECS maintains harmonious relationships with government, allied organizations and other stakeholders.
- 4) Ensure that the community and all stakeholders are well informed about EORN and ECS and its plans and activities.

Individual responsibilities

The individual accountabilities of the members of the board of directors are:

- 1) To act honestly and in good faith and in the best interests of EORN and ECS and the community.
- 2) To respect the confidentiality of matters brought before the board.
- 3) To attend regular board meetings monthly.
- 4) To attend and participate in board education events.
- 5) To review and understand the bylaws, board policies, and the roles and responsibilities of directors and management in the leadership of EORN and ECS.
- 6) To prepare for all meetings.
- 7) To actively participate in discussions.
- 8) To support decisions of the board.
- 9) To declare any conflict of interest in fact or in appearance as required.
- 10) To actively participate on board committees and attend regular meetings of committees to which they are named.
- 11) To attend and participate in as many EORN and ECS events as possible.
- 12) To positively promote EORN and ECS in the community.