



DIRECTOR, INSTITUTIONS JOB DESCRIPTION

VISION: In advancing equity, diversity, knowledge, excellence and innovation, the Federation for the Humanities and Social Sciences contributes tangibly to a free and democratic society.

MISSION: The Federation for the Humanities and Social Sciences promotes research, scholarship, creative activity and learning, and works to foster understanding of the contributions made by the humanities and social sciences in Canada and the world.

PURPOSE: The Board of Directors is the governing body with legal authority for the Federation. It is therefore incumbent upon the members to understand their rights and responsibilities.

ACCOUNTABILITY AND AUTHORITY: Directors have a responsibility to exercise sound judgment in the development of policies on behalf of the Federation, and to provide prudent direction to management. A Director has no power in her/his own right, only the power conferred on her/him by the By-laws or vested in her/him through a resolution of the board. Directors have a fiduciary duty to act honestly and in good faith with the view to maintaining the best interests of the Federation; and the duty to exercise care, due diligence and professional judgment that might be expected of a reasonable person in the exercise of comparable rights, responsibilities and duties. All Directors have an obligation to act in the interests of the Federation as a whole rather than solely on behalf of a particular constituency or member.

RESPONSIBILITIES SPECIFIC TO INSTITUTIONS PORTFOLIO: This position may be shared by up to two Directors in which case the Directors are responsible for determining how the responsibilities will be shared vis-à-vis their constituency.

- (a) Represents the Federation to and engages with institutions writ large, rather than individually
- (b) With a focus on social sciences and humanities education and research, researches and understands issues that are of common and overarching interest and/or concern to the institutions.
- (c) Participates in the development of information to be disseminated to the institutions through the Federation Secretariat.
- (d) Participates in the identification of potential new institutional members.
- (e) Serves as a resource to the Federation Secretariat to evaluate the slate of member benefits.
- (f) Determines how the portfolio may be developed and enhanced to best represent both the Federation and the institutions.

GENERAL RESPONSIBILITIES OF A DIRECTOR: As part of their duty of care to the Federation, Directors are expected to:

- (a) Understand and be able to articulate the Vision and Mission of the Federation as well as the role and function of the Board of Directors;
- (b) Monitor and review board policies and structure, as necessary, and recommend changes to the General Assembly as required;

- (c) Provide strategic advice as required on the activities and initiatives of the Federation, including the successful implementation and evaluation of the Strategic Directions and approval and review of the annual budget;
- (d) With the support of the board and the Federation Secretariat, create an annual work plan, highlighting strategic priorities for the portfolio, significant benchmarks and expected timelines;
- (e) Provide, in a timely fashion, formal, written reports on work undertaken within the portfolio as well as summary updates of the Director's annual work plan, for inclusion in packages at board meetings and the Annual General Meeting, and periodic updates to members and the Federation;
- (f) In order to best represent member constituencies, sustain a level of engagement with them in order to maintain an understanding of institution and association concerns, needs and achievements within the humanities and social sciences community;
- (g) Engage with others, including topic experts, to participate in blue ribbon and other panels and groups as needed;
- (h) Participate in task forces or *ad hoc* committees of the Federation as needed;
- (i) When requested, participate in Federation advocacy activities;
- (j) Respectfully recognize their elected responsibility and make attendance and full participation at board meetings a priority;
- (k) Observe communication protocol for interactions between the board and the Federation Secretariat. With the exception of the Treasurer, all formal board communication with and instructions to the Federation Secretariat are to go via the board President. Because of special circumstances, the Treasurer may communicate with the Federation Secretariat via the Board President, as other Directors, or the Treasurer may communicate directly with the Federation's Director for Corporate Services.

CODE OF CONDUCT: Given that service to the Federation is a public trust, the Federation recognizes that Directors are expected to:

- (a) Serve the Federation's interests and represent member associations, universities and colleges to the best of their abilities;
- (b) Enhance the Federation's public reputation within Federation guidelines and in cooperation with the Federation Secretariat;
- (c) Follow Federation policies as outlined in Conflict of Interest and Public Spokesperson documents;
- (d) Perform their duties and functions in a manner that bears public scrutiny, an obligation that is inclusive of but not limited to acting within the law;
- (e) Dispense their duties with honesty and integrity and uphold the highest standards so as to avoid real or perceived conflicts of interest and maintain and enhance member confidence and trust in the integrity of each Director;
- (f) Arrange their public affairs so that foreseeable real or perceived conflicts of interest may be prevented from arising, but if such a conflict does arise, to resolve it in a way that protects the interests of the Federation;
- (g) Not accept any gift or benefit as a result of their position that might reasonably be seen to compromise their personal judgment or integrity in the dispensation of Federation responsibilities. As the position of Director is a voluntary one, the only payments which will be rendered to a Director are those in accordance with the Federation's Expense Reimbursement policy.

TIME COMMITMENT: The estimated time commitment required by a Director comprises the

following:

(a) Board Meetings: The Board meets a minimum of twice a year, currently in March and September, and meetings are usually held in Ottawa. The March meeting, which includes the Annual General Meeting, requires Director participation for 2 to 3 consecutive days. The September meeting requires Director participation for 1.5 to 2 days. In addition to these meetings, there will be conference calls as required. A certain amount of time will be required in advance of board meetings to read minutes and other documentation.

Any Director missing two (2) consecutive or three (3) non-consecutive meetings within a two-year period may, at the discretion of the majority of the board, receive a notice of dismissal from the board via the President. Any appeal of the dismissal must be submitted to the President in written form and shall require a majority vote by the board to reverse the dismissal, as per clause 3.03 of the By-Law.

(b) Portfolio: It is expected that Directors will spend an average of one to two days per month attending to portfolio responsibilities.

(c) Congress: Directors are expected to attend at least a portion of the 8-day Congress, held annually in late-May or early-June.

(d) Other Events: On occasion, a Director may be invited to participate in other Federation events and activities. Approval for reimbursement of any expenses should be clarified with the Federation Secretariat in advance of participation.

TERM: Directors, except the President, shall be elected to a two-year term, renewable once. According to the By-law, the President shall be elected to a four-year term, serving in the first year as President-Elect, in the second and third years as President, and in the fourth year as Past President.

LIABILITY AND RISK: The Federation fully insures Directors through a directors and officers liability and errors and omissions insurance plan.

ELIGIBILITY: Anyone who is:

- a) affiliated with a learned society, association, university or college which is a member of the Federation and
- b) either currently or previously engaged in teaching and/or research in the humanities or social sciences

is eligible for election to the Board of Directors.

Officers of the Federation are most effective at performing their duties when they understand both French and English.

QUALIFICATIONS AND SKILLS: The following are considered key job qualifications:

- (a) Knowledge of the humanities and social sciences community;
- (b) Commitment to the Federation including a time commitment to participate in activities required of Directors;
- (c) Knowledge of policy issues of interest to the Federation as well as particular expertise in a given field and/or other skills and talents which add to and complement those of the other Directors;
- (d) Willingness to share ideas and spearhead initiatives that will enable the Federation's ability to reach the broader community and deepen connections with members;
- (e) Previous experience with boards;

- (f) Commitment to collegiality;
- (g) A good sense of humour.