



Director Position Description

Introduction

A Director's general duty is to supervise the management of the business and affairs of the company. Directors are required to exercise their powers and discharge their duties honestly and in good faith with a view to the best interests of the company. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Minimum Qualifications and Eligibility

The *Corporations Act* and the Bylaws of the Corporation require Directors to have the following qualifications so as to be eligible to serve:

No person shall be eligible to become a Director unless such person:

- a) is a resident of the Province of Ontario;
- b) is at least eighteen (18) years of age, but no more than seventy (70) years of age, at the time of election to the Board;
- c) is not of unsound mind;
- d) is not bankrupt;
- e) is or is willing to become a member of the Corporation;
- f) is not an agent or employee (excluding the President & CEO) of the Corporation or the Corporation's bankers.
- g) No person may be elected more than five (5) times to serve a three (3) year term as a Director of the Corporation. Notwithstanding the foregoing, a serving Director may be elected to a sixth term with the consent of the majority of the other Directors where that Director is serving on the Board of an industry-related company, organization or committee, and the Bylaws or mandate of that entity require its Directors to be employees or Directors of a mutual insurance company.

Qualities

Confidence in the company lies in the trust in the character of the individual members of the Board. The company expects integrity, expertise, diligence, honesty, good faith, independence and professionalism from each of its Directors.

Directors will be chosen who represent diverse personal experiences and backgrounds. Each Director will have demonstrated:

- the highest personal and professional integrity;
- significant achievement in his or her field;

- experience and expertise relevant to the company's business;
- a reputation for sound and mature business judgment;
- the commitment to devote the necessary time and effort in order to conduct his or her duties effectively;
- financial literacy; and
- no significant conflict of interest and no legal impediment with regard to service on the Board.

Role and Responsibilities

A Director's specific responsibilities include:

- adding value to the Board of Directors of the Company (the "Board") and bringing independent judgment to bear on matters brought before the Board, with integrity and with the full benefit of his or her abilities and experience;
- identifying and disclosing any conflict of interest to allow appropriate review and refraining from voting where there exists a conflict, potential conflict or perceived conflict in compliance with the Board's policies;
- respecting confidentiality and complying with the terms of the Board's Confidentiality Agreement;
- reviewing meeting material before meetings and devoting the necessary time and attention to be able to make an informed decision on issues;
- attending all Board meetings and participating fully in the deliberations and discussions of the Board;
- encouraging free and open discussion at the meetings of the Board;
- asking for all the information s/he believes necessary to make informed decisions;
- being generally knowledgeable of the company's services and operations and the industry within which it operates;
- having or acquiring an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- complying with the company's policies and applicable laws, including the Board's Leadership Covenant and the Board's Board Ethics Policy;
- being available to senior management of the company as a resource to them;
- participate in the following ongoing Board oversight and direction responsibilities:
 - propose policies and practices, monitor financial results and planning
 - evaluate organizational performance and hold the CEO accountable
 - actively participate in Strategic Planning process
 - ensure compliance with applicable laws and by-laws
 - discuss issues confronting the organization with the CEO
 - be responsible for the recruitment and formal evaluation of the performance of the CEO
 - evaluate the effectiveness of other Board members
 - safeguard the reputation and values of the organization
 - act as an organization ambassador and attend public relations and charitable functions as required
 - ensure the effective and efficient administration of the organization
 - ensure the financial stability of the organization

- provide guidance on new initiatives
 - stay abreast of trends and issues within the insurance industry
 - participate in professional development and training as required
- when appropriate, communicating with the Chair of the Board, the Chief Executive Officer and other executives between formal meetings; and
- participating on Board committees in a manner consistent with the foregoing responsibilities, developing an understanding of relevant committee mandates, and ensuring that the committee(s) on which s/he serves fulfill their respective mandates.

Working Conditions

- 3 year term to be eligible for reappointment
- 2 – 3 days per month commitment to Trillium Mutual, which would include:
 - Monthly Board meetings and committee meetings, as required
 - Industry conferences, meetings and conventions as required
 - Attendance at on-going educational seminars
- Office environment, some travel will be required

Selection Process

The Board and its Governance Committee have developed a robust selection process in the interest of creating and maintaining diverse, professional and high-functioning corporate governance. The specific strengths and weaknesses of the Board are continually assessed and skills matrix is maintained to identify potential skills gaps. These gaps are addressed through Board education and through recruitment when a vacancy arises. The Governance Committee shall advertise the vacancy and desired attributes, reviewed detailed applications, shortlist identified candidates, participate in candidate interviews and recommend a candidate to the Board that best fulfils the current need and the strategic direction of the company. Diversity shall be a guiding factor in this recommendation, such diversity to include but not be limited diversity of gender and diversity of background. The Board shall appoint a candidate to act until the next General Meeting of the Corporation. Ultimately, the membership of the organization retains the responsibility to elect Directors at the General Meetings.