



Landscape of Grand Pré Incorporated – Le Paysage de Grand-Pré Incorporé Board Director Role Description

1. Accountability

The Board of Directors is collectively accountable to the members, community, funders and other stakeholders. Directors are accountable for Landscape of Grand Pré Inc.'s (LGPI) performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources. The Code of Conduct of the Corporation, especially Article 3 Directors' Duties, makes specific reference to the accountability requirements of directors.

2. Fiduciary Responsibility

Directors are required to comply with all the policies of the Corporation.

All directors of the Corporation stand in a fiduciary relationship to the Corporation. As fiduciaries, directors must act honestly, in good faith and in the best interests of the Corporation. Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests or the interests of others ahead of the best interests of the Corporation. Directors must refrain from placing themselves in any position in which there is a conflict of interest – actual, potential or perceived – between their responsibilities as a director of the Corporation and their personal interests or their responsibilities to others.

While it is understood that directors may also have fiduciary duties to other organizations (for instance, the member organization that nominated them to the LGPI board), while making a decision on behalf of LGPI as an LGPI board member, the director is not acting as a fiduciary to that member organization. The law requires them to act in the best interests of LGPI (please refer to Appendix A for additional information regarding the fiduciary responsibilities of directors).

3. Standard of Care

Directors are required to exercise at least the level of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4. Duty to Comply

Directors are required to comply with the Canada Not-for-profit Corporations Act (NFP Act) and its regulations; the articles, the by-laws and any unanimous member agreement (refer to subsection 148(2) of the NFP Act). Directors are also subject to additional duties under the NFP Act. For example, directors are required to remain informed about the Corporation's activities and to ensure the lawfulness of the articles and the purpose of the Corporation (refer to subsection 148(3) of the NFP Act).

5. Authority

Individual directors have no authority to approve actions by the Corporation, to direct staff, or to speak on behalf of the Corporation unless given such authority by the Board.

6. Time Commitment

At least six hours a month (Board meetings, preparing for Board meetings and attending special events).

7. Term of Office

Three-year term, renewable as per article 26 of the by-laws.

8. Responsibility

Directors are responsible for acting in the best long-term interests of the Corporation and the participating communities that are represented by the member organizations in the Landscape of Grand Pré World Heritage Site. Directors will bring to the task of informed decision-making, a broad knowledge and an inclusive perspective.

9. Principal Duties

Ordinarily, the principal duties of directors are to:

- a) Prepare for and make every effort to attend and participate in Board meetings (if applicable, member organizations will be advised, and invited to respond, should directors miss more than three consecutive Board meetings; for independent directors, the Chair or Vice-Chair will communicate with the director);
- b) Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise;
- c) Support governance decisions once made;
- d) Participate in the review of the Corporation's mission, vision and in the development and review of a strategic plan;

- e) Participate in the review and approval of the Landscape of Grand Pré World Heritage Site Management Plan;
- f) Help the Board to monitor the performance of the Corporation in relation to its mission, strategic priorities, core values and reputation;
- g) Abide by the by-laws, code of conduct, conflict of interest, communication and other policies that apply to the Board;
- h) Participate in the approval the annual budget and monitor the financial performance of the Corporation in relation to it;
- i) Help establish, review and monitor operational policies;
- j) Participate in the hiring of, and if required, the releasing of, the Executive Director;
- k) Participate in the evaluation of the Executive Director;
- l) Participate in the evaluation of the Board itself (annual board self-evaluation);
- m) Contribute to the work of the Board as a member of a Board standing committee;
- n) Attend the Annual Meeting of Members;
- o) Be an ambassador for the Corporation – ensure one’s involvement is known within their own network of friends and contacts;
- p) Keep informed about issues relevant to the mission and objectives of the Corporation; and
- q) Help to recruit new directors of the Board and standing committee members.

10. Qualifications

The following are considered key qualifications for directors:

- a) Experience in community work;
- b) Knowledge about the value of heritage;
- c) Commitment to the Corporation’s mission and strategic plan;
- d) A commitment of time; and
- e) Openness to learning.

11. Evaluation

The performance of individual directors is evaluated annually in the context of the evaluation of the whole Board and is based on the fulfillment of the duties and responsibilities as outlined above.

Revised by the Governance and Nominating Committee and approved by the Board on February 3, 2026. **Resolution 26BOD.February.03.09**

Appendix A

Correspondence from McInnes Cooper (Danielle Daigle) Fiduciary Responsibilities of Directors of the Board

In the process of reviewing a draft role description for directors of the Board, the Governance and Nominating Committee asked the Executive Director to seek advice from McInnes Cooper regarding potential conflicts directors could have with fiduciary responsibility, especially in the context of directors having fiduciary responsibility to multiple organizations.

The following is Danielle Daigle's response on behalf of McInnes Cooper

This issue is a little nuanced but a common one that many boards face. A couple of key points I would emphasize that I hope will help you and the committee discuss this further:

1. The provisions in the code of conduct regarding director fiduciary duties are legal requirements that apply to directors pursuant to the Canada Not-for-profit Act. The key provision of the Act says:

Duties of directors and officers

148 (1) Every director and officer of a corporation in exercising their powers and discharging their duties shall

- a. **(a)** act honestly and in good faith with a view to the best interests of the corporation; and
- b. **(b)** exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Duty to comply

(2) Every director and officer of a corporation shall comply with

- c. **(a)** this Act and the regulations; and
- d. **(b)** the articles, the by-laws and any unanimous member agreement.

2. While it is understood that directors may also have fiduciary duties to other organizations (for instance, the member organization that nominated them to the LGPI board), while making a decision on behalf of LGPI as an LGPI board member, the director is not acting as a fiduciary to that member organization. The law requires them to act in the best interests of LGPI. If a board member fails to do this, they are opening themselves up to legal liability and risk. I think the code of conduct covers this nicely already (see in particular guideline ii. a) under Section 4 (Director duties), and I would suggest this be added specifically to the director role description.

3. Practically, this means that a board member can (and should) bring forward the perspective of all stakeholders (including the member organization that nominated them) but ultimate decision making and board direction (i.e.: their vote) must be balanced and in the best interests of LGPI. This may mean voting contrary to how their nominating organization may wish them to vote, or may mean prioritizing the interests of one member organization over another.
4. Once a board decision has been made, all directors should speak in a unified way in support of the decision while outside the board room – this is true even if a director opposed the decision. I recall this being a particular point of concern with prior board members of LGPS and led to a lot of governance issues before so I would emphasize this again. The goal here is for directors to cooperate and find optimal path forward to address common interests. There can be vigorous and engaging debate at the board table but in terms of external communication, including communication to member organization, the board should stand united. In particular, it is not appropriate for a director who disagrees with a decision to go back to their member organization and talk about who said what at the board meeting, who supported the decision and who didn't, etc. These are confidential board deliberations. Ideally, depending on the importance/magnitude of the decision or issue, there should be 1 person designated to be the spokesperson and advise membership (or the community, or other stakeholders) as required. Like you say, likely the ED or the Chair.
5. Just a reminder too that the director duties are owed to the company, not to the member organization. There is a lot of law around the meaning of this but essentially, it means the board must consider the interests of various groups and individuals in addition to the members. The most common list of these additional stakeholder groups reiterated by the courts are employees, creditors, consumers/clients, governments and the environment.

In light of the above, I have suggested a few tweaks to the director role description – see attached. I would also suggest each director sign the code of conduct and board director role description as well to acknowledge and agree to the terms.

Please let me know if you have further questions or would like to discuss.

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