

## Wesley Urban Ministries ("Wesley")

### Terms of Reference

### Individual Directors

Approved by the Board of Directors on January 29, 2014

#### MANDATE

The Terms of Reference for individual directors sets out the responsibilities for Directors of Wesley Urban Ministries Inc. ("Wesley") to discharge their duties and obligations and the professional and personal competencies and characteristics expected from directors and which form the basis for recruitment, selection and evaluation of Directors.

#### RESPONSIBILITIES

- Must support Wesley's mission and values and be an advocate of the organization within your own network and circle of influence.
- Attend meetings of the Board of Directors; be informed of agenda items, read material in advance and contribute knowledgeably, through thought provoking questions and comments, to the discussion and decisions of the Board;
- Attend an orientation meeting as a new Board member to become familiar with the Wesley's mission, goals, programs and services and the responsibilities of the Board and individual Directors;
- Attend meetings and participate as a member of one or more Board Committees;
- Take on Board leadership responsibilities as requested and when appropriate;
- Be informed about Wesley's policies, programs and services;
- Be informed about the needs of the community and Wesley's stakeholders;
- Represent Wesley at external events, where appropriate and where mandated to do so;
- Comply with all Board policies, including Wesley's Code of Conduct and Privacy Policy
- Communicate to the Board Chair and Chair of the Governance and Nominating Committee if circumstances change that might affect your "independence" as a the director
- Remain independent and act personally and not as a representative of any group or organization. Identify and declare any conflict of interest or potential conflict of interest

- Effectively apply your knowledge, experience and expertise to issues confronting Wesley
- Availability to provide advice and counsel to the Executive Director or other senior management upon request and provide unsolicited advice to the Executive Director
- Develop an understanding of corporate governance, risk management strategies, and financial reporting and procedures
- Directors should not become directly involved in operational decisions and matters or other decisions that have been properly delegated to staff
- Directors must respect that employees and their senior management team report to the Executive Director and not to the Board or individual Directors
- Directors must not receive any compensation, gift or personal benefit as a member of the Board of Directors

## COMPETENCIES

The following competencies are required to fulfill the director's duties and obligations:

- Must demonstrate high ethical standards
- Support Wesley Urban Ministries' mission and values
- Exercise independence of judgment and be willing to take a stand and defend it
- Communicate clearly and effectively and be a good listener
- Think strategically
- Leadership ability
- Demonstrate integrity and accountability