



# STLHE SAPES

Society for Teaching and Learning in Higher Education

La société pour l'avancement de la pédagogie dans l'enseignement supérieur

In exercising the requisite oversight and management of the Society for Teaching and Learning in Higher Education (the "Society"), each Director owes a fiduciary duty to the Society. The concept of the owed fiduciary duty is set out in the Canada Not-for-profit Corporations Act (the "Act") and common law. Specifically, in fulfilling your fiduciary duty as a Director of the Society, you are each expected to:

- (a) Act honestly and in good faith with the view to the best interests of the Society at all times;
- (b) Avoid all situations in which your duty to the Society conflicts, or appears to conflict, with your interest or duties to others. This includes disclosing to the Society any potential conflict of interest and recusing yourself from the discussion and any voting thereof;
- (c) Refrain from abusing your power for personal benefit;
- (d) Maintain confidentiality of information that is provided to you in your capacity as a Director, including all Board business, meetings, discussions and materials, unless sanctioned by the Board. This includes:
  - not using such information for personal gain (as outlined in Policy 12, Confidentiality).
  - not disclosing or discussing differences of opinion on the Board outside of Board meetings. The Board should speak externally with one voice. (Policy 11, Code of Conduct, bullet point 8);
- (e) Comport yourself in alignment with all applicable laws and the Society's governing documents, including the articles, by-law and policies of the Society; and
- (f) Generally serve the Society selflessly, honestly and loyally. The duty of care is also a common law concept that has been incorporated into the Act.

The duty of care is an objective standard dictating the amount of effort, attention and skill Directors must exercise in fulfilling their duties. As pertains to the duty of care, Directors have the duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The duty of care is breached when Directors do not act prudently and on an informed basis, and make a business decision that a court finds unreasonable in the circumstances.

I, \_\_\_\_\_, acknowledge that, in my role as a Director of the Society for Teaching and Learning in Higher Education, I am expected to exercise fiduciary responsibility with the view to the best interests of the Society at all times. I further recognize that I will have access to personal and confidential information in the course of my term, which confidentiality I will not breach whether during or after the conclusion of my term as a Director. In addition, I commit myself to behave in accordance with all of the Society's governing documents, including the articles, by-law and policies as duly passed by the membership and the Board, from time to time, respectively.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_