

# Being a Canadian Goat Society Director

May 5, 2020

## The Duty of Trust:

Every director is required to act honestly and in good faith and in the best interests of the CGS in exercising his powers and performing his/her functions as a director.

Determining what is in the best interests of CGS is not always an easy task and may come into conflict with other interests, such as one's own interests as a member of CGS or as one who has dealings with CGS, or friends who may also have dealings with CGS. When considering what is in the best interests of the CGS, a director must consider the "collective whole" and set aside any personal considerations or the interests of any particular group.

## The Duty of Care:

Every director is required to exercise the care, diligence and skill of a reasonably prudent person in exercising his/her powers and performing his/her functions as a director. A director cannot simply sit back and do nothing or rely on the competency of management. He/She must take an active rather than a passive role by making informed and independent decisions after due consideration of the matter.

## Working together as a Board:

A board member must be a full partner with the Board Chairperson and possess the ability to work with the rest of the Board as a unit.

Board members are not required to agree with every move the Board takes. As a member, you should function as an intelligent advisor to help the Board meet the needs of the membership and the Society. Once decisions are made, members must reinforce majority decisions outside the boardroom, even if their personal views differ.

Board members should know that they can ask questions when they are unsure and challenge any decision that does not seem right.

## Before Running as a Director some of the questions you may want to ask yourself:

- ❖ Do you understand the nature of the CGS in which you are wanting to serve and what will be expected of you?
- ❖ Are you able and willing to devote the time and effort required to fulfil the position properly and attend meetings regularly?
- ❖ Are you able to speak up during meetings and not after?
- ❖ Are you able to keep comments relevant, ask for the opinion of others and understand how to compromise?
- ❖ Are you able to read background material, minutes and ask questions in order to organize thoughts before presenting an opinion?
- ❖ Are you able to give praise when due and listen when others speak?
- ❖ Are you able to keep confidentiality of discussions, receive and give constructive criticism and understand how to negotiate?
- ❖ Are you able to speak as one voice outside the boardroom?
- ❖ Are you prepared to deal with the delivering of bad, unpopular news or decisions, and the criticisms, negativity you may have to deal with as a result of an unpopular decision?
- ❖ Are you able to stand by them and explain them to folks that don't necessarily support the decision?
- ❖ Are you aware of the potential for conflicts of interest and prepared to act against your own self-interests?
- ❖ Are you prepared to put the whole membership of CGS first and not a select group?
- ❖ Are you prepared to put your personal feelings aside and work for the betterment of CGS and all its members?

There is a process for nominating candidates for the position of director in a region outlined in the by-laws of CGS. There is also a process outlined for the election of directors but, for the purposes of this document we will only deal with the nomination process.

Here are two of the relevant sections from the current by-laws for nominating candidates.  
For further details please contact CGS:

7.9. Members may make nominations only for Directors resident in their district.7.10. In order for a member to qualify as a candidate for the office of Director in his district, he must be nominated in writing by no fewer than fifteen (15) members in good standing who reside in that District and such nominations must be sent by mail to the Head Office of the Society and post-marked not later than June 30.