



Role of CFO Board Directors

The Board of Directors, as a whole, is responsible for supervising the management of the business and affairs of CFO. Each Director participates in fulfilling the Board's stewardship role by acting honestly and in good faith with a view to the best interests of CFO (fiduciary duty) and exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (duty of care).

As elected representatives of producers, CFO Directors are responsible for ensuring that the Board fulfills its objectives and mandate for the administration of the Ontario Chicken Producers Marketing Plan and regulations under the Farm Products Marketing Act. Directors do not represent the specific interests of any constituency: directors act and make decisions that are in the best interests of CFO as a whole.

Directors respect the responsibilities delegated by the Board to management and avoid interference with management's duties while insisting upon accountability to the Board and reporting mechanisms for assessing CFO's performance. Directors are expected to work positively, cooperatively and respectfully with fellow Directors and staff while exercising independence in decision making.

Directors recognize that the Board Chair or the Chair's designate is the official spokesperson for the Board. Directors support the decisions and policies of the Board in discussions with others, even if a Director holds another view or voiced another point of view during a Board discussion or was absent from a Board meeting. Directors respect the confidentiality of Board discussions and information.

Duties and Responsibilities:

The principal duties and responsibilities of each Director include:

- Acting in the highest ethical manner and with integrity in all CFO, industry and business dealings
- Confirming compliance with the CFO Code of Conduct on an annual basis and maintaining the confidentiality of CFO information and Board deliberations
- Understanding and visibly supporting the achievement of CFO's vision, strategies and operating plan
- Understanding Ontario's chicken industry, the supply management system and CFO's role in increasing the effectiveness of the value chain
- Understanding CFO's governance policies and practices and the legislation and regulations affecting CFO
- Preparing thoroughly for each Board and Committee meeting by reviewing the materials sent to Directors in advance of meetings
- Participating, as agreed upon by the Board, in pricing and allocation discussions and negotiations
- Attending all Board and Committee meetings and actively participating in deliberations and decisions in an objective, respectful, independent manner

- Supporting and being bound by Board policies and decisions with producers and other parties
- Leading, coaching and communicating, as agreed upon by the Board, with DCRs and members
- Establishing and building relationships with local government officials and acting as a liaison between CFO and local communities
- Continually developing own skills as Directors

Director Attributes:

The Board believes that each Director should exhibit the following characteristics while executing his or her duties:

- Integrity
- Accountability
- Independent and informed judgement
- Commitment to CFO's success
- Knowledge of business, industry and financial matters
- Ability to communicate openly and work effectively with fellow directors, management, farmers and government and industry representatives