



Director Role Description

ROLE:	Director
DEPARTMENT:	Board of Directors
DATE:	January 2013
REPORTS TO:	Shareholders: Collectively and Annually

GENERAL

The Board of Directors (the "Board") is responsible for the stewardship of the Calgary Exhibition and Stampede ("Stampede"). It establishes the key policies and standards for the Stampede and it reviews and approves strategic plans. The Board monitors and assesses performance and progress in meeting the Stampede's long and short term goals and it ensures that the highest ethical standards are observed at all levels in all operations of the Stampede.

The Board is comprised of individual Directors, elected or appointed, in accordance with the provisions of the Bylaws. When acting collectively, the Board of Directors carries all the powers, authorities and responsibilities as provided by the By-laws and any other authorizations specifically provided to the Board of Directors by the shareholders. Generally the board is responsible for guiding strategy, monitoring financials, optimizing human resources and managing organizational risk.

The Board of Directors engages professional management to undertake and implement the policies and strategic direction approved by the Board.

KEY RESPONSIBILITIES OF ALL DIRECTORS

All Directors, whether elected or appointed, share certain key responsibilities. These include:

1. Attending and participating at Board meetings;
2. Participating in assigned Board and *ad hoc* committees;
3. Acting in accordance with all Board and organizational policies;
4. Acting honestly in the interests of the organization as a whole;
5. Being informed and exercising due diligence in all actions;
6. Acting independently of Management and other influences;
7. Participating in year round and Stampede time hosting responsibilities as requested, including support of hosting for key corporate sponsors, political leadership, and gatherings of other stakeholders; and
8. Acting as an advocate and an ambassador of the Calgary Stampede at all times.

Additional responsibilities:

The Calgary Exhibition and Stampede is unique. It draws upon the leadership and participation of many volunteers to meet its objectives, to develop and operate programming in support of the objectives of the organization and to expand its reach into the community. As a result of this uniqueness, many elected Directors are also charged with additional responsibilities to directly support the efforts of the Volunteers and their Volunteer Committees as **Director Liaison**.

KEY RESPONSIBILITIES OF A DIRECTOR LIAISON

1. Provide an organizational strategic view and direction to volunteers through regular attendance at executive and committee meetings;
2. Affirm and oversee implementation of Board policies;
3. Understand and communicate the issues of the volunteer committees in Board and Board committee discussions;
4. Support cooperation and partnership of the volunteers and staff who share work objectives with the volunteer committees;
5. Provide mentorship and guidance to volunteer committee leaders as required;
6. Support volunteer strategy initiatives to provide best practices in committee governance, volunteer leadership, training, succession planning and resources, including the identification of future committee leaders;
7. Support and recognize the valuable and key work of the volunteers.

Additional responsibilities:

Groupings of certain volunteer committees provide opportunities for committees to share best practices and explore promotional and operational synergies. A Director Liaison may also be asked to attend or chair the meetings of these groupings in order to coordinate activities, assist the alignment of volunteer programs with corporate strategies, and achieve maximum effectiveness of the Stampede's resources.

In addition to the above, a Director Liaison may also be asked to attend a variety of committee events, including committee socials, retreats and special volunteer activities. While there is no doubt that a Director's demonstrated interest in the activities of any committee is usually welcomed and appreciated by most volunteers, attendance at such events may be considered discretionary, not obligatory.