

## **BOARD OF DIRECTORS**

### **Duty of Care and Duty of Loyalty**

In conducting the business of the Charity, Directors have certain statutory obligations and common law duties as noted in the Directors' Code of Conduct. Failure to observe these obligations may subject Directors to personal liability.

**Duty of Care.** The duty of care requires Directors to exercise the care, diligence and skill that an ordinary, prudent person would exhibit under similar circumstances. For Directors, this means, at the least, understanding and paying attention to the substantive matters brought before the board, attending meetings, asking questions, challenging assumptions, following up on issues that may not have been resolved, consulting with experts if needed, reading and understanding materials and reports given to the board.

**Duty of Loyalty.** The duty of loyalty requires pursuit of the Charity's best interest, avoidance of conflicts of interests, in accordance with the Conflicts of Interest Policy. The Duty of Loyalty also includes the requirement for Directors to act in accordance with the Charity's Memorandum and Articles of Association and in furtherance of its mission.

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