

The Director is one member of a nine-person Board of Directors, elected by the owners to represent their interests as owners of the Company. Together as a Board, the directors govern the organization which includes setting the strategic direction for the Company, determining corporate policies, hiring the President and CEO, and overseeing the management of the Company.

Responsibilities

The Director has two levels of responsibility: as an individual, and as a member of the Board of Directors.

Individual Responsibilities

As an individual member of the Board, the Director must be willing to:

1. Attend meetings of the Board and assigned committees to stay informed and contribute to Board discussions and decisions.
2. Be prepared for each Board and committee meeting.
3. Maintain effective communication with other members of the Board and the President and CEO.
4. Participate fully in discussions at meetings, using relevant questions and comments, while being respectful of others and open to their ideas.
5. Maintain a level of expertise, as needed, to effectively contribute to the governing capability of the Board.
6. Abide by the Code of Conduct, all Company policies (e.g., Conflict of Interest Policy, Education Policy), and all by-laws of the Company.
7. Support Board decisions.

Board Responsibilities

Acting collectively, at duly called meetings of the Board where a quorum exists, the Director must:

1. Establish and periodically review the Company's branding, values, goals, and objectives.
2. Devise strategies and policies that provide the roadmap for implementing the Company's branding, values, goals, and objectives.
3. Be responsible and accountable for the direction and governance of the Company.
4. Prepare strategic and succession plans to ensure continuity of leadership for both Board members and the President and CEO.
5. Hire and support the President and CEO and review the President and CEO's performance.
6. Provide sound financial and governance oversight.

7. Consult with subject matter experts, as needed, to make informed decisions, including directors, the President and CEO, employees, legal, and other expert counsel.
8. Advance the Company's public image.
9. Strengthen the effectiveness of the Board.

Position Specifications

The Director should meet the following minimum qualifications:

1. Desire to serve the interests of Howard Mutual and all its policyholders.
2. Commit to, and act with, the highest ethical standards.
3. Meet the Director qualifications as outlined in Howard Mutual's by-laws.
4. Strong communication skills.
5. Willingness to learn.
6. Excellent problem-solving and decision-making skills including the ability to express opinions.
7. Ability to work effectively as a member of a group; be a team player.
8. Able to commit adequate time to attend and prepare for meetings or events:
 - Three-year term (normally)
 - Regular Board meetings in Ridgeway, Ontario (maximum of 12 per year)
 - Participate in educational sessions (minimum two per year)
 - Board Planning Working Session (determined annually, if required)
 - Howard Mutual Annual General Meeting (annually in March)
 - Ontario Mutual Insurance Association/Farm Mutual Reinsurance Plan Annual General Meeting (annually in March)
 - Group A Annual General Meeting (annually in November)
 - Participate in two to three committees (additional meetings)
 - NAMIC/CAMIC conferences on a rotational basis with other directors
 - P&M Conference on a rotational basis with other directors
 - Any other special meetings as properly declared (number unknown)

Remuneration Other Than Regular Pay

All expenses incurred directly pertaining to performing a duty as a Director are paid, when sanctioned by the Board, including travel, meals, accommodation, and other expenses.

The Company provides Director and Officer Liability insurance coverage for all directors as well as a comprehensive benefits package.