

Prospective Director Information Package

The Canadian Society for Mucopolysaccharide & Related Diseases Inc.'s (Canadian MPS Society's) Board Governance Policy covers the following aspects of the Canadian MPS Society's Board of Directors:

- 1) Board Duties
- 2) Canadian MPS Society's Vision, Mission & Values
- 3) Board Structure
- 4) Board Member Pledge
- 5) Board Development
- 6) Nomination and Election of Board Members

1) **Board Duties:**

The following is an excerpt from "Industry Canada's Primer for Directors of Not-for-profit Corporations" – Chapter 2.

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(Canadian MPS Society Directors are requested to read Chapter 2 in full - the complete Primer is included in the Society's Board of Directors Manual.)

The role of directors

The board of directors of a not-for-profit corporation is responsible for the management of the corporation. In general terms, this means that the board is responsible for supervising senior staff, providing strategic planning to the corporation, and developing and implementing corporate policy. Board members must be (or at least must become) knowledgeable about the business and financial affairs of the corporation. Where the corporation is a charity, the board has a heightened duty of care with respect to the protection of its charitable property. In discharging its mandate to manage the corporation's affairs, the board must comply with the objects of the corporation as stated in the letters patent or articles of incorporation and with the bylaws of the corporation. The board must also comply with the relevant provisions of the corporations statute under which the corporation is incorporated and the rules established under the common law (the law established by courts) governing directors' duties.

The duties of directors

Directors are required to exercise their power with competence (or skill) and diligence in the best interests of the corporation. They owe what is called a "fiduciary duty" to the corporation. The duty is a "fiduciary" duty because the obligation to act in the best interests of the corporation, at its core, is an obligation of loyalty, honesty and good faith. Modern corporations' statutes governing business

corporations provide a concise formulation of the fiduciary obligation owed by directors. Most of the corporations' statutes governing not-for-profit corporations do not. The formulation of the fiduciary duty of directors has been developed at common law by Canadian and English courts or set out in the Civil Code.

Directors' fiduciary duties can be divided into two main branches:

- a) the duty of care; and,
- b) the duty of loyalty.

2) **Society Vision, Mission and Values:**

Our Vision:

- ♥ All Canadians affected by MPS and related diseases are supported and empowered to live their best life.
- ♥ Tous les Canadiens affectés par les MPS et les maladies apparentées sont supportés afin de vivre leur meilleure vie.

Our Mission:

- ♥ The Canadian Society for Mucopolysaccharide and Related Diseases Inc. (The Canadian MPS Society), founded in 1984, serves all Canadians affected by MPS and related diseases through support, education, advocacy and by advancing research.
- ♥ La Société canadienne des mucopolysaccharidoses et des maladies apparentées Inc. (la Société Canadienne des MPS), fondée en 1984, accompagne tous les Canadiens affectés par les MPS et les maladies apparentées grâce au soutien, à l'information, au plaidoyer et par l'avancée de la recherche.

Our Values:

- ♥ The Canadian MPS Society values:
 - community and compassionate support
 - health and wellness
 - justice and equality
 - education and awareness
 - research and innovation
 - accountability and transparency

3) **Board Structure:**

The elected term of each member of the Board of Directors is three years. After each term, each Director may be re-elected if he/she is willing and able to continue to serve and his/her nomination is approved by a majority of the board of directors. There is no limit to the number of terms a Director can serve.

The appointed term for Executive Officers (Chair, Vice-Chair, Secretary and Treasurer) is three years. After each term, an Executive Officer may stand for re-election or re-appointment to the executive with no maximum number of terms.

The maximum number of Directors is established by the by-laws of the Canadian MPS Society.



The full roles and responsibilities of the Board of Directors positions are outlined in Appendix A, and are summarized as follows:

Chair:

The board chair is responsible for leading the board in the oversight and support responsibilities that are critical to good governance. Serving the organization's interests and needs is the foundation from which the board chair operates. He or she is a generative thinker who is vigilant about asking questions and seeking knowledge to understand the opportunities, challenges, and threats that affect the organization's big picture.

Visionary leaders attract followers and motivate people, focus on big issues, make effectiveness a top objective, have the capability to set direction, and are willing to take calculated risks. A visionary leader empowers the board to move forward and to build organizational capacity. He or she understands that the board chair role is not about serving personal ego and preference. It is about serving the organization.

Vice-Chair:

The Vice-Chair's role is to be available to replace the board's Chair in the event he or she is unable to act in his/her role as the Chair either temporarily or permanently.

Secretary:

The Secretary is responsible for taking complete and accurate minutes of each board, executive, special or annual general meeting and preparing them for distribution within 30 days of each meeting in the approved format. The Secretary is responsible for appointing an alternate secretary if he/she is unable to attend a meeting.

Treasurer:

The Treasurer is responsible for ensuring the Society's operating budget is prepared in time for approval by the Board of Directors prior to the beginning of each fiscal year. Designated as one of the Society's signing officers, the Treasurer is responsible for reviewing expense invoices, signing cheques for approved expenses, and reviewing the financial transactions of the Society on a monthly basis to ensure their accuracy. The Treasurer is also responsible for reviewing the Society's year-end financials and Charity Information Return, and for providing financial updates to the Chair and Directors.

Director-at-Large:

Directors at Large are responsible for providing services to committee chairs and fulfilling roles and responsibilities as outlined in Appendix A.

Past-Chair:

The Past-Chair is a non-executive position of honour bestowed upon a current Director who most recently held the position of Chair.

Honourary Patron:

The board may bestow this position – by way of a vote – upon an individual who has made a significant contribution to the Society but who does not want to assume formal duties of a Director. An Honourary Patron's contribution may be financial or otherwise and his or her title may be advantageous in terms of adding status required to organize a fundraiser or to act in another capacity promoting the Society or its causes. An Honourary Patron is not a member of the Board of Directors and does not have voting rights. He or she can provide insight and advice but cannot vote on issue or policy.



Evaluation:

Each Director will voluntarily participate in an annual evaluation to be conducted by the Chair or other member so appointed.

Financial Contribution:

Each Director will contribute financially to the Society on an annual basis, either directly (writing a cheque) or through fundraising activities (any event or donor drive that the Director can manage), or through provision of professional services (that the Director would otherwise charge for), with a goal of raising a minimum of \$1,000 annually. This amount is to be approved by the board and may be adjusted from time to time with board approval.

Public Outreach:

Directors are expected to involve themselves in public outreach wherever possible to expand community engagement within the Society.

Committees:

The Chair will discuss with and appoint directors at large to chair at least one committee. The current committees are as follows:

- Governance
- Fund Development
- Finance
- Member Services and Support
- Communications/Editorial Board
- Research
- Youth

4) Directors' Pledge

The Source publication provides a description of *Twelve Principles of Governance That Power Exceptional Boards (listed below)*. Directors pledge to read and adhere to these twelve principles. Agreement to adhere to these principles is to be acknowledged by each Director by signing the **Canadian MPS Society Director Pledge (Appendix B)**.

Twelve Principles of Governance That Power Exceptional Boards**1) Constructive Partnership**

Exceptional boards govern in constructive partnership with the Executive Director, recognizing that the effectiveness of the board and executive director are interdependent.

2) Mission Driven

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values.

3) Strategic Thinking

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction.

- i. Exceptional boards use strategic goals to drive meeting agendas and shape board recruitment.
- ii. Exceptional boards translate strategic priorities to identify specific ways that the board and its members can contribute to the organization's success.

4) Culture of Inquiry

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making.

5) Independent-Mindedness

Exceptional boards are independent-minded. When making decisions, board members put the interests of the organization above all else.

- i. By law, boards must adhere to the duty of loyalty, which requires that board members exercise their authority in the *organization's* best interest. Occasionally situations occur in which board members have a duality of interests.
- ii. Exceptional boards handle these situations through a conflict of interest policy that includes guidelines for disclosure, review, and recusal.
- iii. Exceptional boards have conflict of interest statements signed annually by board members and other individuals with decision-making power.
- iv. Exceptional boards rigorously adhere to procedures.

6) Ethos Of Transparency

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations and results.

7) Compliance With Integrity

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight.

8) Sustaining Resources

Exceptional Boards link bold visions and ambitious plans to financial support, expertise, and networks of influence.

- i. Exceptional boards extend the reach of the organization by actively using their own reputations and networks to secure funds, expertise and access.



- ii. Exceptional board members bring intellectual power, as well as social and political capital to the organization.
- iii. They use their personal and business relationships to expand awareness, cultivate partnerships and collaborations.
- iv. They advocate on behalf of the Society.

9) Results Oriented

Exceptional boards are results oriented. They measure the organization's advancement towards mission and evaluate the performance of major programs and services. They:

- i. Maximize resource utilization without micro-managing.
- ii. Focus on outcomes and not inputs.
- iii. Drive programmatic activities to excellence.

10) Intentional Board Practices

Exceptional boards intentionally structure themselves to fulfill essential governance duties and to support organizational priorities.

- i. Exceptional boards determine and adjust the optimal board size by assessing their responsibilities and organizational needs.
- ii. When necessary, they establish permanent board committees.

11) Continuous Learning

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They:

- i. Grow on the job and contribute at increasing levels.
- ii. Regularly upgrade their governance practices.

12) Revitalization

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness.

- i. Exceptional board members realize board composition is critical to success.
- ii. They have a defined process of recruitment, led by a governance committee.

5) **Board Development**

The Society's Board Development Committee (BDC), a sub-committee of the Governance Committee, engages in active board development. The Board Development Committee Chair is appointed by the Board Chair to head this committee. The purpose of this committee is to recruit new Directors who can replace Directors who step down from time to time. Directors are



expected to actively engage in board development to find, recruit and nominate potential Directors with skill-sets the BDC has deemed desirable.

It is the responsibility of the Board Development Committee Chair to ensure that new Directors are fully briefed and aware of their roles and responsibilities and understand the day-to-day functioning and activities of the board.

6) Nomination and Election of Directors

- a) Prospective Directors are to be sponsored by an existing member of the society who will vouch for the character of the nominee whenever possible.
- b) The Nominee's sponsor will complete a Director Nomination Form and submit it to the Society's national head office, where it will be distributed to the Board Development Committee.
- c) Once the nomination has been verified the Nominee will be sent a Director Application to be completed and sent back to the national office.
- d) A representative of the Board Development Committee will meet with and interview each nominated individual. If an in person meeting is not possible a telephone meeting will suffice.
- e) The Board Development Committee will recommend to the board the slate of officers and directors and a vote will be held to determine which nominees will be added to the slate for election.
- f) The Board Development Committee will inform each nominated candidate of the outcome of his or her nomination. The Board Development Committee will speak with any nominees who were not selected for nomination to encourage them to participate on a committee supporting the board.



APPENDIX A

Roles and Responsibilities of Directors and Executive Officers

POSITION DESCRIPTION: Director at Large

RESPONSIBLE TO: Fellow Directors and Chairperson

RESPONSIBILITIES AND DUTIES:

1. Be loyal to the Society.
2. Act as the chair of at least one committee.
3. Act honestly and in good faith in the best interests of the Society.
4. Ensure that Society business is conducted in accordance with Letters Patent and by-laws.
5. Oversee all aspects of Society business.
6. Make independent decisions affecting the Society after fully considering all appropriate and available materials and information.
7. Monitor and assess Executive Director and regularly assess his or her performance.
8. Attend all board meetings whenever reasonably possible.
9. Review the Minutes of meetings and make sure they accurately reflect all comments or votes that took place.
10. Carefully review all reports of the Society, including financial statements.
11. Assist in formulating the annual budget and strategic plan.
12. Be aware of all internal policies affecting the Society and ensure that policies are in place when appropriate.
13. Ensure all Society funds are dispersed in accordance with Society mandate, principles and by-laws.
14. Place the interests of the Society above your own personal self-interest and avoid all conflicts of interest or personal profit.
15. Disclose all conflicts of interest annually.
16. Maintain the confidentiality of all Board deliberations and not disclose any information acquired in the course of your position that would be harmful to the Society.
17. Report regularly to the Board on all Society activities you have been involved in.

TIME REQUIRED:

1. Attendance at Board Meetings (usually held by teleconference the third Monday of every month (January – November) at 4:00PM-5:00 PT; once per year, attendance is requested at an in-person board meeting, held in conjunction with the national family conference).
2. Attendance at biennial conferences (usually held the third weekend in July; directors are expected to attend an all-day in-person meeting on the Friday, and attend the conference Saturday and Sunday).
3. Attendance at Annual General Meeting, budget permitting (held in conjunction with the national family conference on, and the third weekend in September, when no conference is taking place).
4. Various depending on level of involvement and committee work.



POSITION DESCRIPTION: Chair
RESPONSIBLE TO: All Members

RESPONSIBILITIES AND DUTIES:

1. As listed in "Director at Large".
2. Act as major spokesperson for Society nationally and internationally.
3. Act as consultant to Executive Director.
4. Supervise affairs of Society.
5. Supervise actions and performance of Executive Director and other employees.
6. Appoint directors as committee chairs.
7. Ensure by-laws remain up to date, and are amended as required.
8. Set agenda for all Board Meetings and to chair all Board Meetings.
9. Chair Annual General Meeting.
10. Ensure publication and delivery of Annual Report.
11. Sit on all Society Committees as a non-voting member (except in the case of a tie).
12. Ensure the recording and approval of all Minutes.
13. Act as signing officer of the Society.

TIME REQUIRED:

1. As listed in "Director at Large".
2. Must be available to Executive Director and Directors.
3. Attendance at all board and committee meetings.



POSITION DESCRIPTION: Vice-Chair
RESPONSIBLE TO: Chair and Fellow Directors

RESPONSIBILITIES AND DUTIES:

1. As listed in "Director at Large".
2. Carry out duties of Chair in case of unavailability or inability of the Chair.
3. Act as spokesperson for Society.
4. Act as consultant to Executive Director and fellow Board Members.
5. Act as a signing officer for the Society.

TIME REQUIRED:

1. As listed in "Director at Large".
2. Must be available to Executive Director and Chair.
3. Increased time required if Chairperson's duties are assumed.



POSITION DESCRIPTION: Secretary
RESPONSIBLE TO: Chairperson and Fellow Directors

RESPONSIBILITIES AND DUTIES:

1. As listed in "Director at Large".
2. Take minutes of all board, executive, special or annual general meetings.
3. Distribute recorded minutes to fellow board members within 30 days of said meeting.
4. Possibly act as signing officer of the Society.

TIME REQUIRED:

1. As listed in "Director at Large".
2. Must be available to Executive Director and Chairperson.

SPECIAL SKILLS REQUIRED:

1. Keyboarding.
2. Knowledge of word processing and e-mail programs.
3. Organizational skills.
4. Excellent writing, editing and grammatical skills.



POSITION DESCRIPTION: Treasurer
RESPONSIBLE TO: Chairperson and Fellow Directors

RESPONSIBILITIES AND DUTIES:

1. As listed in "Director at Large".
2. Assist in preparation and present all financial statements.
3. Supervise all accounting practices of Society and implement any and all policies required to ensure compliance with all applicable accounting or taxation laws.
4. Act as signing officer of the Society

TIME REQUIRED:

1. As listed in "Director at Large".
2. Must be available to Executive Director and Chairperson.

SPECIAL SKILLS REQUIRED:

1. Experience with accounting, bookkeeping and financial planning.



APPENDIX B
Canadian MPS Society Director's Pledge

I, _____, a Director of The Canadian Society for Mucopolysaccharide & Related Diseases Inc. (Canadian MPS Society), pledge to work toward achieving the Society's vision and carry out its mission according to the values the Society holds dear. I also pledge to adhere to *The Source's Twelve Principles of Governance That Power Exceptional Boards*.

Signed: _____

Printed Name: _____

Date: _____

