

**B R E A T H E**  
the lung association

**R E S P I R E Z**  
l'association pulmonaire

## **CANADIAN LUNG ASSOCIATION**

### **Board of Directors**

### **Nomination Information 2023**

**Questions?**

**Please contact:**

Nicole Lamoureux, Board Secretary at: [nlamoureux@lung.ca](mailto:nlamoureux@lung.ca)

The **Canadian Lung Association (CLA)** is recruiting up to **four new directors** to join our national Board for a two-year term.

The CLA Board is composed of volunteers with a combined passion to promote lung health and prevent and manage lung disease in Canada. We are looking for energetic, committed individuals to help us shape our new organizational model. More information about CLA can be found [here](#).

### Canadian Lung Association Director Qualifications

CLA is governed by the Canada Not-For-Profit Corporations Act (the 'Act'). The Act and the CLA Bylaw sets out a series of qualifying criteria that all Directors must meet.

#### *Qualifications:*

Directors of CLA must meet the following qualifications:

- (a) No Director shall at any time while a Director be in the employ of the Association
- (b) No Director shall be under the age of eighteen (18) years;

#### *Non Remuneration/Non Profit:*

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

#### *Director reference information:*

Canada Not-for-profit Corporations Act (S.C. 2009, c. 23)

<http://laws.justice.gc.ca/eng/acts/c-7.75/>

The legal duties of Directors of Charities and Not-For-Profits

by *Terrance S. Carter and Jacqueline M. Demczur*

<http://www.carters.ca/pub/article/charity/govset/A-duties.pdf>

Ineligible Individuals

<https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/policies-guidance/ineligible-individuals.html>

Toolbox for directors, officers, and volunteers

<https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/operating-a-registered-charity/toolbox-directors-officers-volunteers.html>

## CLA Director Preferred Attributes, Knowledge and Skills

### *Composition of the Board*

The Board shall consist of Directors elected by the Members on the basis of their competencies (i.e. their attributes, knowledge and skills).

The preferred but not exclusive **attributes** of Directors are:

- (a) commitment to advancing lung health and lung health issues;
- (b) commitment to and understanding of CLA's purposes, as well as to its vision, mission and values;
- (c) ability to be a voice back to the community;
- (d) ability to think strategically and be innovative;
- (e) ability to compromise and build consensus;
- (f) business acumen;
- (g) understanding of corporate governance and fiduciary responsibilities; and
- (h) ability to exercise informed judgment.

The preferred knowledge and skills will be determined each year prior to the call for nominations based on the Association Strategic Plan, current issues, and the competencies of the current Directors, it being understood that at least some Directors will possess skills or knowledge related to health professionals, research and the patient perspective.

The 2023 preferred **knowledge and skills** are:

- (a) Legal (familiarity with contracts and other legal processes)
- (b) Accounting Professional / Audit (CPA / CGA)
- (c) Financial Management (ability to understand the financial health of the organization as presented in its financial information)
- (d) Organizational Strategy in the Charity Sector
- (e) Fund development / Fundraising and Revenue Generation
- (f) Stakeholder Engagement / strategic partnership management
- (g) Government Relations (understanding of government and ability to access and influence government officials)
- (h) Marketing and Public Relations
- (i) Information Technology / E-Commerce
- (j) Understanding of the lung health patient experience
- (k) Lung Health
- (l) Researcher / Research
- (m) Environment / Air Quality

**Note:** It is not expected that all candidates or Directors will possess knowledge or skills in all areas. It is desired that, at a full Board composite level, the Board as a whole, will possess knowledge or skills in all of these areas.

## **CLA Director Roles & Responsibilities**

The Primary Function of a CLA Director is to participate with the other CLA Directors in directing the affairs of the Canadian Lung Association, pursuant to governing legislation, By-Laws and policy, to effectively achieve the aims and purpose of CLA.

Without limiting the generality of the Primary Function, the roles and responsibilities of the CLA Directors are to supervise the management of the activities and affairs of CLA, including:

- (a) developing and updating the Association Strategic Plan, as well as its vision, mission and values;
- (b) monitoring the implementation of the Association Strategic Plan;
- (c) assuming fiscal responsibility and ensuring adequate resourcing and long-term sustainability, including managing the intellectual property of CLA
- (d) approving the annual budget and monitoring its implementation;
- (e) approving the annual financial statements;
- (f) ensuring compliance with CLA's Articles, By-laws, Board Policies, Operating Policies, and federal, provincial and municipal regulations and required filings;
- (g) reviewing annually the insurance coverage of CLA;
- (h) primary oversight of the CLA office, including hiring, supervising and evaluating the national President and Chief Executive Officer;
- (i) establishing public policy and position statements on important lung health issues as supported by evidence; and
- (j) conducting board self-evaluation and arranging for succession planning.

## **CLA Director Commitment**

### ***Board Meetings:***

The Board meets at least **five (5) times** a year, five (5) virtual meetings of a 2 – 3 hours duration. This includes the potential of an in-person meeting once per year for one to two days to conduct annual strategic planning (location to be determined).

### ***Board Committees:***

A Director must sit on a least one Committee. Meetings of Committees are varied in frequency depending upon the needs at the time.

### ***Special Meetings:***

At the call of the Chair (as may be required).

### ***Guidance:***

If a candidate would like a one-on-one discussion with the Board Chair in regards to further information regarding Board Commitment, they can do so by contacting Nora Lacey by e-mail at [nlacey@nbms.nb.ca](mailto:nlacey@nbms.nb.ca).

## **Election of CLA Directors and Officers**

### *Election of Directors:*

The CLA Nominating/Executive Committee shall prepare a list of nominees from the nominations received from the Members for election. The list of nominees shall reflect the qualifications and preferred competencies as outlined herein.

The election of the Directors nominated by the Members shall become effective immediately following the conclusion of the Annual Meeting.

### *Election of Chairperson:*

The election of the Chairperson shall take place at the annual Meeting of the Members.

### *Election of the Vice-Chairperson, Treasurer and Member-at-Large*

At the first Board meeting following the Annual Meeting, the Nominating Committee shall place in nomination, the names of the candidates proposed to serve as the Vice-Chairperson, Treasurer and Member-at-Large.

If more than one candidate is nominated for the position, an election for that position shall be held in the manner to be determined by the Chairperson in accordance with the rules of order.

Nominations from the floor for the position of Vice-Chairperson, Treasurer and Member-at-Large shall be accepted.

Candidates for Vice-Chairperson, Treasurer or Member-at-Large (nominated by the Nominating Committee or by nomination from the floor) must be a Director in office at the date of his or her election.

### *Term of Directors:*

Commencing at the annual meeting of the Members at which these By-laws are enacted, the terms of Directors shall be two (2) years. The maximum number of terms for each Director is three (3) terms of two (2) years, excluding time served on the Executive Committee and time served to fill a vacancy on the Board pursuant to section 4.12.

A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to the Board is restored.

## **Submission Instructions**

Candidates are required to submit a cover letter and résumé of up to a maximum of 400 words by Thursday, June 29, 2023 to the CLA Board Secretary ([nlamoureux@lung.ca](mailto:nlamoureux@lung.ca)).