



Director

CAR Board of Directors

Position Description

The position of Director, CAR Board of Directors has no authority to speak or act on behalf of the Board other than the authority specifically granted in the By-laws, Articles of Continuance, Board Policies or by resolution of the Board of Directors. A Director may perform other duties as the Board determines from time to time. A Director must ensure that they are able to commit to the duties contained in this position description when entering the role as Director.

Accountability

The Director is accountable to the Canadian Association of Radiologists (CAR) Board of Directors and the CAR membership. All duties for this office, as described in this position description, can only be assumed with the permission of the Board.

Term

A Director serves a two (2) year term (with the possibility of being renewed twice) or until his/her successor is elected.

The Director-at-large and the Resident Representative serve a one (1) year term or until their successors are elected.

The CIRA Representative serves a two (2) year term or until his/her successor is elected.

Responsibilities

General

- is elected by members at the Annual General Meeting (AGM) each year;
- accepts and adheres to the Duties (outlined in separate document) and Responsibilities outlined in this position description;
- actively engages in the affairs of the Board ensuring the Board meets its obligations and responsibilities and is in accordance with the established policies;
- attends the AGMs and/or Special meetings of the CAR;
- avoids conflicts of interest and/or conduct issues, and agrees to and signs the CAR's Conflict of Interest document for Board Directors;
- promotes the CAR [vision and mission](#) and established directions of the CAR;
- is respectful of the opinions of others in the conduct of association business and meetings;
- seeks, listens to and considers the opinions of the CAR stakeholders;
- responds to communications from the President and/or Chief Executive Officer (CEO) regarding Board business, including requests in between Board meetings;
- ensures that the Board Officers and CEO are effectively managing the association's affairs and that resources are appropriately allocated;
- ensures that the CAR achieves its goals in an ethical, effective, prudent, proactive and consistent manner;

- keeps himself/herself informed of activities, policies, affairs and business of the association;
- receives and keeps information about the association in confidence;
- adheres to any CAR internal and external communications policies;
- adheres to the CAR Travel Policy;
- makes decisions solely in the association's best interest; and
- supports publicly the decisions of the Board.

Board Meetings

- provides to the Chair, President and CEO any item for consideration that he/she would like to be added onto the Board meeting agenda;
- submits ahead of time a provincial/sub-specialty update report to be presented at the Board meeting during the roundtable discussion;
- attends all the Board meetings barring unusual circumstances and within policy set by the Board some of which are held in person and some by teleconference;
- participates in the Board meetings actively and respectfully;
- reviews the agenda and all supporting material thoroughly in advance of each meeting;
- ensures that he/she has sufficient information to make well-informed decisions;
- asks questions when more information is needed;
- is prepared to discuss the business at the meeting in a knowledgeable way;
- divulges conflicts of interest on matters if applicable;
- while a regional provincial perspective is valuable in discussions, maintains a national perspective when deliberating on topics and for decision-making;
- votes on all matters at meetings or if abstaining, ensures the record of abstention is contained in the minutes;
- reviews and approves the Board meeting minutes to ensure they are an accurate historical record of the meeting and decisions made; and
- holds all meeting deliberations and decisions in strict confidence.

Executive Meetings

- is welcomed to attend the regular Executive meetings.

Control and Monitoring of Operations

- establishes and approves the CAR's annual operating budget and annual plan of activities;
- monitors the CAR's annual operating budget and annual plan of activities at the Board meetings and as the Board wishes throughout the year;
- reviews and approves the CAR's audited financial statements annually;
- monitors through reporting that the legal documents, requirements and records are properly prepared, approved, submitted and maintained;
- monitors through reporting the achievement of the annual plan objectives;
- monitors through reporting the compliance with the operating procedures and policies;
- monitors through reporting the assurance that CAR operates at all times in accordance with all the applicable laws and regulations and in accord with moral and ethical standards;
- ensures the establishment of a risk management strategy for the CAR operations; and
- respects the reporting structures of the Policy Governance for Board and staff (i.e. the President-CEO bowtie).

Strategic and Annual Planning

- develops and approves the vision, mission and strategic plan of the CAR;
- participates in the strategic and annual planning for the CAR and ensures the CAR remains focused on those;
- monitors the CAR's progress through its strategic plan period and alters direction as circumstances dictate;
- develops and approves the annual plans with goals and objectives to accomplish the CAR's strategic plan; and
- takes action if the goals are not met or other circumstances arise to impede the meeting of goals.

Governance

- ensures the CAR meets its legal requirements under the Canada Not-for-Profit Corporations Act;
- develops, implements and monitors the governance policies and processes in line with the CAR's current governance model, Policy Governance (e.g. Ends, Executive Limitations, etc.);
- understands the Policy Governance and participates in the orientation and educational sessions arranged by the CAR;
- engages in a process of self-assessment or evaluation of the performance of the Board itself and as an individual Director, and identifies the opportunities for improvement;
- plans and implements the Board succession and a process for the Board renewal and an overall risk management strategy for the Board;
- supervises, manages and assesses the performance of the President and the Chair;
- supervises, manages and assesses the performance of the CEO; and
- plans for the succession of the CEO.

Working Groups

- participates in establishing the Board Working Groups as needed within the Policy Governance model and in selecting the Working Group Chairs and members, and monitors their progress to task completion;
- defines the responsibilities, expectations and roles of the working groups as requested by the Board and ensures the communication mechanisms are in place and working; and
- participates on working groups on occasion and understands the different roles when participating on a Board or Staff Working Group.

Membership Engagement and Stakeholder Relations

- informs the CAR Board and the CEO of activities and initiatives in their own jurisdictions so that the CAR is kept abreast of issues that influence or impact its activities;
- establishes the links with the CAR membership to ensure the CAR's objectives and goals reflect the membership's expectations and values;
- encourages the radiologists to join the CAR and to actively participate in the CAR's activities;
- participates in the membership engagement and advocacy strategies as established by the Board;
- makes and maintains contact with other international, national, federal, provincial, industry, and other stakeholder organizations as appropriate and as requested by the Board;
- represents the CAR at events or on internal and external committees at the request of the Board, the President or the CEO;
- interacts with the CAR members and brings member issues forward to the Board;
- attends his/her provincial association annual meeting to foster links to the provincial societies; and

- attends any other conference or meeting as necessary, dependent on the CAR priorities (attendance is contingent on the current year's budget and the arrangements should be made according to the CAR Travel Policy).

Reference Materials for Directors:

1. *CAR Board of Directors Orientation Manual*
2. *Duties and Responsibilities of Directors of Not-for-Profit Organizations*, Third Edition, Hugh M. Kelly, Canadian Society of Association Executives.
3. *Doing Good Even Better – How to be an Effective Board Member of a Nonprofit Organization*, Edgar Stoesz
4. *A Guide to Financial Statements of Not-For-Profit Organizations – Questions for Directors to ask*, Chartered Professional Accountants

Adopted by the CAR Board on September 17, 2016.