



# Director

## CRF Board of Directors Position Description

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The position of Director of the CRF Board of Directors has the authority to speak or act on behalf of the Board according to 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 Radiological Foundation (CRF) Board of Directors and the CRF 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.

### 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 CRF;
- avoids conflicts of interest and/or conduct issues, and agrees to and signs the CRF's Conflict of Interest document for Board Directors;
- promotes the CRF [vision and mission](#) and establishes directions of the CRF;
- is respectful of the opinions of others in the conduct of the foundation's business and meetings;
- seeks, listens to and considers the opinions of the CRF stakeholders;
- responds to communications from the President and/or CAR Chief Executive Officer (CEO) regarding Board business, including requests in between Board meetings;
- ensures that the Board Officers and CAR CEO are effectively managing the foundation's affairs and that resources are appropriately allocated;
- ensures that the CRF achieves its goals in an ethical, effective, prudent, proactive and consistent manner;
- keeps himself/herself informed of activities, policies, affairs and business of the foundation;
- receives and keeps information about the foundation in confidence;
- adheres to any CRF internal and external communications policies;

- adheres to the CAR Travel Policy;
- makes decisions solely in the foundation's best interest; and
- supports publicly the decisions of the Board.

### **Board Meetings**

- provides to the President and CAR CEO any item for consideration that he/she would like to be added onto the Board meeting agenda;
- 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;
- 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.

### **Control and Monitoring of Operations**

- reviews and approves the CRF's annual operating budget and annual plan of activities;
- monitors the CRF'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 CRF's audited financial statements annually;
- monitors the legal documents, requirements and records are properly prepared, approved, submitted and maintained;
- monitors the achievement of the annual plan objectives;
- monitors the compliance with the operating procedures and policies;
- monitors the assurance that CRF operates at all times in accordance with all the applicable laws and regulations and in accord with moral and ethical standards; and
- ensures the establishment of a risk management strategy for the CRF operations.

### **Strategic and Annual Planning**

- participates in the strategic and annual planning for the CRF and ensures the CRF remains focused on those;
- monitors the CRF's progress through its strategic plan period and alters direction as circumstances dictate;
- reviews and approves the annual plans with goals and objectives to accomplish the CRF'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 CRF meets its legal requirements under the Canada Not-for-Profit Corporations Act;
- monitors the governance policies and processes in line with the CRF's current governance model (e.g. Ends, Executive Limitations, etc.);
- understands Policy Governance and participates in the orientation and educational sessions arranged by the CRF;
- 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;
- assesses the performance of the President; and
- assesses the performance of the CAR 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; 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 CRF Board and the CAR CEO of activities and initiatives in their own jurisdictions so that the CRF is kept abreast of issues that influence or impact its activities;
- establishes the links with the CRF membership to ensure the CRF's objectives and goals reflect the membership's expectations and values;
- encourages radiologists to donate to the CRF and to actively participate in the CRF's activities;
- participates in the membership engagement and advocacy strategies as established by the Board; and
- represents the CRF at events or on internal and external committees at the request of the Board, the President or the CAR CEO.

## Reference Materials for Directors:

1. CRF Board of Directors Duties, Code of Conduct and Responsibilities
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

Adopted by the CRF Board of Directors on October 4, 2017