

Terms of Reference for Board Chair
CANADIAN CENTRE FOR ETHICS IN PUBLIC AFFAIRS

Position Summary:

The Board Chair is the senior volunteer leader of CCEPA who presides at all meetings of the Board of Directors. The Board Chair shall perform such duties as outlined in the CCEPA Governance Manual.

Responsibility:

The Board of Directors is a critical part of the joint governance structure setting the overall context and strategic direction for CCEPA to deliver on its mission, vision and values and monitor progress towards goals. As a member of the Board, the Chair acts in a position of trust for the Board and CCEPA and oversees the overall effective governance of CCEPA.

Specific Duties:

1. Chairs the AGM and Board of Directors meetings.
2. Chairs Executive Committee meetings.
3. Is a member of the Fundraising Committee.
4. Is welcome at all CCEPA committee meetings.
5. Is aware of, supports and participates in Centre's public programming.
6. Advocates the work of the Centre in the community.
7. Provides leadership to the Board to ensure clear strategic direction for CCEPA and in safeguarding the mandate.
8. Attends meetings and events with sponsors, potential donors and other key stakeholders to represent and further the interests of CCEPA.
9. Acts as liaison with founding partners, participating in stewardship of these relationships.
10. The Board Chair acts as Chair of the Selection Committee to hire the Executive Director when necessary.
11. As delegated by the Board, the Chair conducts the annual objective setting and performance evaluation process with the Executive Director per CCEPA's governance policy.
12. Provides notes, and appropriate briefing to Executive Director, from the Board's in-camera sessions and maintains the files on these sessions.
13. Works with the Executive Committee to prepare the Board's yearly macro agenda.

Competencies:

1. Possess values aligned with those of CCEPA.
2. Is a trusted and respected strategic leader on the CCEPA board and in the community.
3. Knowledgeable in general of good governance practices, and in particular those of CCEPA.
4. Demonstrates a commitment to CCEPA and its strategic direction.
5. Understands group dynamics and is skilled in managing interpersonal relationships in order to engender collaboration and participation amongst Board members
6. Is an effective communicator with strong public speaking and listening skills.
7. Demonstrates a high degree of integrity.

Experience:

1. Experience on the CCEPA Board of Directors.
2. Experience serving as Vice Chair of the Board for a one year term.
3. Having demonstrated a commitment to CCEPA by having Chaired a committee or having led an initiative relative to one of CCEPA's strategic directions.
4. Leadership experience on other boards.

Term:

The Chair of the Board is put forward by the Nominations and Governance Committee and elected by the Board of Directors for a term of not more than two years, having already served a term of one year as Vice Chair, with the expectation to serve a term of not more than one year as Past Chair. The position of Chair normally rotates amongst members from Saint Mary's University, Atlantic School of Theology and Members at Large.

Terms of Reference for CCEPA Board Vice-Chair

Position Summary:

The primary role of the Board Vice-Chair is to prepare to assume the Chair of the Board when the previous Chair's term ends. As such, the position description for the Vice-Chair should be read in conjunction with that of the Chair.

Responsibility:

The Board of Directors is a critical part of the joint governance structure setting the overall context and strategic direction for CCEPA to deliver on its mission, vision and values and monitor progress towards goals. As a member of the Board, the Vice-Chair acts in a position of trust for the Board and CCEPA and assists in overseeing the overall effective governance of CCEPA.

Specific Duties:

1. Learns the duties of Chairperson, keeps informed on key issues and performs these duties in the Board Chair's absence.
2. Performs the Chair responsibilities when the Chair is unavailable or as requested.
3. Attends at all meetings of the Board, where possible.
4. Is a member of the Executive Committee.
5. Is welcome at all CCEPA committee meetings.
6. Is aware of, supports and participates in Centre's public programming.

Competencies:

In determining the required competencies of the Vice-Chair please review those expected of the Chair

Experience:

In keeping with the requirements for the Chair's role, the Vice-Chair will have experience on the CCEPA Board of Directors and will have demonstrated commitment to CCEPA either by having chaired a committee or having led an initiative relative to a strategic direction (which may be concurrent with being Vice-Chair). It is also expected that the Vice-Chair will have demonstrated leadership capacities in other Board settings.

Term:

The Vice-Chair of the Board is elected by the Board members for a term of one year, concurrent with the final year of the Chair. Since the position of Chair normally rotates amongst members from Saint Mary's University, Atlantic School of Theology and the Members at Large, this pattern should be kept in mind when selecting the Vice-Chair.

Amended Terms of Reference for CCEPA Board Past Chair

Position Summary:

The Board Past Chair is a senior volunteer leader of CCEPA who has knowledge and expertise regarding the aims, purposes and functions of the Centre and the Board of Directors.

Responsibility:

The Board of Directors is a critical part of the joint governance structure setting the overall context and strategic direction for CCEPA to deliver on its mission, vision and values and monitor progress towards goals. As a member of the Board, the Past Chair acts in a position of holding the memories of past practices and experiences to assist in the effective governance of CCEPA.

Specific Duties:

1. Attends AGM and Board of Directors meetings.
2. Attends Executive Committee meetings as requested.
3. Is welcome at all CCEPA committee meetings.
4. May be a member of a specific committee.
5. Is aware of, supports and participates in Centre's public programming.
6. Assists the Chair and Vice-Chair in understanding policies and practices as they currently exist and may have been modified over time.
7. Advocates the work of the Centre in the community in coordination with the Chair.
8. At the request of the Chair attends meetings and events with sponsors, potential donors and other key stakeholders to represent and further the interests of CCEPA.
9. Acts as liaison with founding partners, participating in stewardship of these relationships.

Competencies:

1. Possesses values aligned with those of CCEPA.
2. Is a trusted and respected strategic leader on the CCEPA board.
3. Knowledgeable in general of good governance practices of CCEPA.
4. Has demonstrated commitment to CCEPA and its strategic direction.

Experience:

1. Has completed a term of office as Chair of the Board of CCEPA.

Term:

The Past Chair of the Board assumes office on the installation of the Chair of the Board for a term of not more than one year. If the Past Chair's appointed or elected term on the Board has expired when they assume the office they will serve as a non-voting member of the Board. If the Past Chair's appointed or elected term has not expired they will remain a voting member of the Board for the remainder of their term.

The Roles and Responsibilities of Members of the Board of Directors

Members of the Board of Directors of the Canadian Centre for Ethics in Public Affairs (CCEPA) serve a three year term. Members may be invited to renew their term, but re-appointments are limited to one. Directors will be familiar with and committed to the mission, vision, and values of the Centre and demonstrate that commitment through exercising the functions of a CCEPA Director, outlined below.

- Attend orientation session and become familiar with the work of the Board.
- Actively participate in the advancement of CCEPA's mission.
- Attend quarterly Board meetings to the best of your ability. Provide ample notice of inability to attend.
- Review Board packages sent out prior to meetings, and minutes sent out following meetings. Provide input where required.
- Actively and respectfully participate in Board discussions.
- Be aware of, and participate in the Centre's public program. Attendance is strongly encouraged, and members may be called upon to occasionally provide introductory or closing remarks.
- Serve on one of four Board Committees: Executive, Program, Research or Nominating and Governance.
- Respect Board confidentiality where required.
- Declare potential conflict of interest to Board Chair.
- Advocate the work of the Centre in the community.
- Assist the fund raising effort to ensure CCEPA's long term sustainability.
- Understand the relative roles and responsibilities of the Board, its Chair, and Centre staff and respect appropriate lines of communication.

CANADIAN CENTRE FOR ETHICS IN PUBLIC AFFAIRS
Terms of Reference
Executive Committee

1. Purpose:

The purpose of the Executive Committee is to act for the Board between Board meetings and to direct the work of the Board to ensure efficiency and effectiveness.

2. Composition and Operations

- The Committee shall be comprised of five Members, four of whom shall be the Chair, the Secretary, the Treasurer and the Executive Director.
- With the exception of the Chair, the members will normally be elected annually and may be re-elected for additional terms to the limit of their member term and a maximum of three consecutive years.
- The Committee shall meet four times per year, normally prior to each Board meeting.
- A quorum shall be three members, except where matters concerning the Executive Director are discussed where it shall be two.

3. Duties and Responsibilities

- To approve all projects undertaken in the name of the Centre.
- Regularly report on the approved projects to the Board.
- Be responsible for the annual performance review of the Executive Director, to be conducted by the Chair, and to include consultation with the Board.
- Periodically reviews its Terms of Reference and recommend any changes to the Board.

Approved by the Nominations and Governance Committee – May 06, 2009

CANADIAN CENTRE FOR ETHICS IN PUBLIC AFFAIRS
Terms of Reference
Nominations and Governance Committee

1. Purpose:

The purpose of the Nominations and Governance Committee is to advise and make recommendations to the Board about the membership of the CCEPA Board and its governance policies and practices.

2. Composition and Operations

- The Committee shall be comprised of not fewer than three Directors.
- The Executive Director shall also be a member of the Committee, *ex officio*.
- The Committee shall meet four times per year, normally prior to each Board meeting.
- A quorum shall be two members.
- Terms of office will be three years, concurrent with Board Term.

3. Duties and Responsibilities

- Lead the process of Board renewal by annually reviewing Board composition and identifying potential candidates for upcoming “at large” vacancies in light of required skills and experience.
- Liaise with the founding organisations to ensure their Board nominations are put forward.
- Present a slate of candidates to the Board for election at the Annual Meeting/
- Ensuring the Centre is up to date with respect to best governance practices and emerging governance issues.
- Develop and coordinate the process of the orientation for new Board members.
- Develop and implement processes for Board and Board member evaluations and make any recommendations stemming there from to the Board.
- Report to the Board at each Board meeting on nominations and governance matters.
- Periodically review its Terms of Reference and recommend any changes to the Board.

Approved by the Nominations and Governance Committee – May 06, 2009

CANADIAN CENTRE FOR ETHICS IN PUBLIC AFFAIRS
Terms of Reference
Program Committee

1. Purpose:

The purpose of the Program Committee is to advise and make recommendations to the Board about CCEPA programs. The Committee works with staff to identify programming opportunities.

2. Composition and Operations

- The Committee shall be comprised of not fewer than three members at least two of whom will be members of the Board of Directors.
- The Executive Director and the General Manager shall also be members of the Committee, *ex officio*.
- The Committee shall meet four times per year, normally prior to each Board meeting.
- A quorum shall be three members.
- Terms of office will be three years, concurrent with Board Term.

3. Duties and Responsibilities

- Suggest programming ideas for each of CCEPA's areas of: Trust In, Ethics in Business, the CCEPA Annual Lecture and Just in Time presentations on topical issues.
- Assist staff in program development and implementation, including through facilitating contact with potential speakers.
- Attend as many programs as possible with a minimum target of at least three programs per year.
- Actively contribute to at least one program per year to introduce, moderate, thank or present.
- Report to the Board at each Board meeting on past and upcoming programs and program ideas.
- Periodically review its Terms of Reference and recommend any changes to the Board.

Approved by the Nominations and Governance Committee – May 06, 2009

CANADIAN CENTRE FOR ETHICS IN PUBLIC AFFAIRS
Terms of Reference
Research Committee

1. Purpose:

The purpose of the Research Committee is to advise and make recommendations to the Board about CCEPA involvement in research and education. The Committee works with staff to identify research opportunities.

2. Composition and Operations

- The Committee shall be comprised of not fewer than three members at least two of whom will be members of the Board of Directors.
- The Executive Director shall also be a member of the Committee, *ex officio*.
- The Committee shall meet four times per year, normally prior to each Board meeting.
- A quorum shall be two members.
- Terms of office will be three years, concurrent with Board Term.

3. Duties and Responsibilities

- Provide policy advice with respect to research initiatives such as the Research Fellowship program.
- Review recommendations from staff concerning Research Fellowship applications and offer advice.
- Report to the Board at each Board meeting on past and upcoming research activities.
- Periodically review its Terms of Reference and recommend any changes to the Board.

Approved by the Nominations and Governance Committee – May 06, 2009

CANADIAN CENTRE FOR ETHICS IN PUBLIC AFFAIRS
Board Self-Evaluation

The Nominations and Governance Committee believes that good governance includes regular assessment of the functioning of the Board.

Attached is an evaluation to be completed by each Board member on the functioning of the Board as a whole over the 2014-15 year. This is also an opportunity for each Board member to reflect on their own individual contribution to the CCEPA Board over the past year, and to look ahead to the personal objectives each of us would like to accomplish as Board members.

The Committee has asked that the Board Chair oversee this process on a confidential basis. The Chair will review the feedback and report back to the Board so that we can determine ways to enhance Board performance and advance CCEPA’s mandate.

We, therefore, request that you take a few minutes now to complete the attached questionnaire and submit at the conclusion of today’s meeting. Identifying yourself on the questionnaire is optional and the information collected will be aggregated for reporting.

Thank you for your participation.

Canadian Centre for Ethics in Public Affairs Board Self-Evaluation	Strongly Disagree	Disagree	Agree	Strongly Agree
The roles of the Board and the Executive Director (ED) are well defined and respected, with the ED as the delegate manager of the organization's operations, and with the Board focused on general oversight and policy.				
The ED is recruited, selected, and employed by the Board of Directors, with clearly defined expectations and qualifications for the position, as well as reasonable compensation.				
Board orientation is comprehensive, including information about the organization’s mission, bylaws and policies and my roles and responsibilities as a Board and Committee member.				
The frequency of Board meetings is appropriate.				
Serving on the Board is a satisfying and rewarding experience.				
I contribute to policy development and decision-making.				
I am satisfied the Board is taking steps to diversify.				
I understand the mission of the organization.				
I recommend people for the Board.				
I act as a good-will ambassador for the organization, and promote connections.				
I regularly attend CCEPA events.				
I enjoy and benefit from CCEPA events.				
I am prepared by staff with the necessary materials to perform my duties.				
I prepare myself for my role by reviewing materials and information for Board and Committee meetings.				

- I support the mission of the organization in these ways:

1. _____

2. _____

3. _____

- The trends and important developments related to the organization that I follow are useful in these ways:

1. _____

2. _____

3. _____

- Here are the three specific goals that I will personally focus on as a Director of CCEPA in 2014-15:

1. _____

2. _____

3. _____

- In my view, the main issues discussed by the Board this year were:

1. _____

2. _____

3. _____

- Here's what I need from the organization to maintain/increase my level of Board commitment in 2014-15:

1. _____

2. _____

3. _____

- Other comments or suggestions to increase Board effectiveness:

1. _____

2. _____

3. _____

- What is the optimal time of day for the Board to meet? _____