



Network of Rare Blood Disorder
Organizations
Réseau des Associations Vouées
aux Troubles Sanguins Rares

Board of Directors TERMS OF REFERENCE

1.0 PURPOSE

The Board of Directors guides the Network of Rare Blood Disorder Organizations (NRBDO) / Réseau des Associations Vouées aux Troubles Sanguins Rares (RAVTSR) activities in support of realizing its mission, vision and mandate. Specifically, the Board:

- Consistent with strategic priorities, establishes and executes an annual work-plan.
- Oversees projects undertaken in support of the NRBDO's mission, vision and mandate, as required.
- Ensures integrity in organizational operations.

2.0 BOARD of DIRECTORS MANDATE

LEGAL DUTIES

When organizations incorporate as not-for-profits, the law requires that a small group of individuals serve as the stewards of the public's and the government's interest in the work of the not-for-profit. These Directors are expected to fulfill the following legal duties:

1. DUTY OF CARE

- The duty of care describes the level of competence that is expected of a Director.
- The most commonly expressed standard is the "prudent person" rule: Given a reasonable amount of information and reasonable efforts to gather information, the decision a prudent person would make.
- The Director is not expected to make perfect judgments. The duty of care requires the board member to exercise reasonable care in the decision-making process.

2. DUTY OF LOYALTY

- The duty of loyalty is a standard of faithfulness to the nonprofit.
- The fundamental duty of loyalty owed by a Director is the duty to give undivided allegiance to the not-for-profit when making decisions affecting the organization.

3. DUTY OF OBEDIENCE

- The Directors have a duty to ensure that the not-for-profit's actions will be consistent with its tax-exempt purpose, bylaws, and mission.
- Directors may exercise their own reasonable judgment concerning how the not-for-profit should best meet its mission, but they are not permitted to act in a way that is inconsistent with the central goals of the organization.



PRIMARY RESPONSIBILITIES

In a nutshell, the primary responsibility of the Board of Directors of NRBDO is to “direct and protect” the organization. Specifically, this includes the following activities:

1. GOVERNANCE

- a. Ensure an Effective and Sustainable Organizational Structure
 - The Directors must ensure a formal and transparent nomination and election process is in place and followed.
 - The Directors are responsible for their own effectiveness. They must assure the overall quality of the board’s work, sustain their membership, and develop the necessary leadership to assure continuity.
- b. Determine and Support the Purpose and Mission of the Organization
 - The Directors must define the purpose of the organization, the reason for which it exists, its mission.
 - As the organization evolves, the Directors must review the mission to be sure it is up-to-date and accurate considering the current environment and in light of what the organization does and whom it serves.
- c. Ensure Legal and Ethical Accountability
 - The Directors must develop and maintain Corporate Documents in compliance with government legislation.
 - The Directors must also create Governing Policies and Procedures to direct how the organization is to be run, as well as to protect the organization and the best interests of the membership and the public-at-large.
 - Beyond this, the Directors must also adhere to strong ethical and moral practices.
- d. Enhance the Organization’s Public Standing
 - As trustees for their communities and donors, the Directors must work to ensure the organization’s reputation for effectiveness and fairness is maintained.
- e. Select, Compensate, Monitor and Oversee Succession of Staff
 - Much of the day-to-day operations of an organization are delegated to the staff; the Directors must identify and select the best person for the job.
 - Having selected the best person for the job, the Directors must help to make that person successful by respecting the staff’s authority, setting clear goals, and engaging in constructive annual evaluations.
 - The Directors members are also responsible to plan and manage the succession of the staff.



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2. STRATEGIC OVERSIGHT
 - a. Ensure Effective Planning
 - The Directors must provide vision and determine the strategic direction of the organization.
 - In doing so, The Directors must determine the environmental landscape in which the organization operates and create a strategic plan to move the organization from its current place towards achievement of the organization's mission.
 - b. Determine, Monitor And Strengthen Programs
 - As part of their oversight and accountability responsibilities, The Directors need to provide oversight of programs and assure that expected results are achieved.
3. RISK MANAGEMENT
 - a. Ensure Risks are Identified and Managed Appropriately
 - The Directors are responsible for identifying, assessing, and mitigating all risks to the health and well-being of the organization.
4. FINANCE AND AUDIT OVERSIGHT
 - a. Ensure Adequate Resources
 - The Directors are responsible for ensuring adequate resources are secured for the organization to fulfill its mission.
 - This may require that the Directors become active in fundraising and in advocacy on behalf of the organization with community leaders, opinion makers, and government officials.
 - b. Manage Resources Effectively
 - The Directors have fiduciary responsibility to oversee the financial affairs of the organization. They must ensure that money has been prudently spent and can be accounted for.

3.0 BOARD MEMBER COMMITMENTS

The Board of Directors requires a minimum monthly time commitment of 1 hour for teleconference meetings, and at least 1 face-to-face meeting each year, held in conjunction with a Member face-to-face meeting whenever possible. In addition, Directors are responsible for providing timely input on advocacy activities, policies, and matters of governance. As the NRBDO relies on ongoing collaborative engagement on activities that are often time-sensitive, members should ensure that they can make this time commitment prior to accepting a position on the Board. Directors should make every effort to attend at least 2/3 of scheduled board meetings.



4.0 STRUCTURE

The Board is composed of 3-7 Directors (see 5.0, below). Directors are elected at the Annual General Meeting (AGM) for 1-year renewable terms.

After each AGM, Directors can elect the following officers: Chair, Vice-Chair, Treasurer, and Secretary. These Officers become the Executive Committee. The Executive Committee is responsible for setting monthly meeting agendas, directing any paid staff, communicating with the Board on issues that arise between meetings, and conducting the business of NRBDO on the Board's authority between meetings.

Should a vacancy open up on the Executive Committee between AGMs, the Board may choose to elect a new Executive Committee member from the current Board at any subsequent Board meeting where there is a quorum.

5.0 SELECTION PROCESS

Directors are elected by the membership at the AGM. Prior to each AGM, current Directors will be contacted by the Nominating Committee to determine if they have the desire and capacity to continue their role on the Board of Directors for another year and to let their names stand again.

At a date not less than two (2) months prior to the expected date of the AGM, the Nominating Committee will identify the number of anticipated vacancies in the Board.

The Nominating Committee will engage with member representatives to solicit the interest of potential new Directors, as outlined in the Nominations Policy.

After the AGM, the list of Directors will be communicated to the general membership.

If a Board vacancy occurs prior to the AGM and the Board falls below 3 Directors, the Executive Committee will call an election to fill some or all of those vacancies. If a Board vacancy opens up prior to the AGM and the number of Directors is between 3 and 7, the Board may choose, at their discretion, to call an election to fill the vacancy.

6.0 MEETINGS, DECISION-MAKING AND QUORUM

The Board meetings will be held monthly, and will be convened by the Chair, in conjunction with the Administrator.

The Board will work to achieve consensus on all issues under discussion. When consensus cannot be reached, decisions will be made by a majority vote. The chair of the meeting will not vote except in the case of a tie of votes, either on a show of hands or on a ballot or on the results of electronic voting. A majority of Directors, but no less than two (2) Directors, shall constitute a quorum for meetings of the board.



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7.0 MEMBERSHIP RELATIONS

As outlined in the NRBDO Membership Terms of Reference, organization members support the work of NRBDO and, by extension, the Board as stewards of the NRBDO's mandate. This support is outlined in the Membership Terms of Reference.

Annually, the Board provides NRBDO organization members with a report on activities undertaken and/or completed in the previous year, as well as the new projected annual work plan.

The Board will communicate and engage with the organization's members on relevant issues and matters of interest, and keep them informed of advocacy actions as the needs arise.

Approved: October 5, 2016

**Network of Rare Blood Disorder Organizations (NRBDO) /
Réseau des Associations Vouées aux Troubles Sanguins Rares (RAVTSR)**