



Board Director Candidate Application

Exclusions

- A. A person who is under 18 years old.
- B. A non-member of the Corporation as of the record date.
- C. An employee of the Corporation.
- D. A former employee or client with less than twenty four months affiliation with the Corporation.
- E. A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- F. A person who has been found to be incapable by any court in Canada or elsewhere.
- G. A person who has the status of bankrupt.
- H. A “related person” as defined in Section 1.01 of the By-laws
- I. Every Director shall be, ex-officio, a Member of the Corporation.



POSITION DESCRIPTION – ELECTED & EX-OFFICIO DIRECTORS

Application

This position description applies to all elected and ex-officio directors and is provided to Directors before they are recruited for appointment to the Board. A director who wishes to serve on the Board must confirm he/she will abide by the position description.

Purpose

Compass is committed to achieving excellence in the quality of its governance and has adopted this position description describing the responsibilities and expectations of directors. As a member of the Board, and in contributing to the collective achievement of the role of the Board, the individual Director is responsible for the following:

Fiduciary Duties	Accountability	Education
<p>Each is expected to act ethically, honestly, in good faith and in the best interest of the Centre and in so doing, supports the Centre in fulfilling its mission and mandate and in discharging its accountabilities.</p> <p>A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p>Directors with special skill and knowledge are expected to apply that</p>	<p>A Director's fiduciary duties are owed to the Corporation.</p> <p>A Director does not represent the specific interests of any constituency. A Director acts and makes decisions that are in the best interest of the Centre as a whole.</p> <p>A Director shall be knowledgeable of the stakeholders to whom the Centre is accountable and shall appropriately take into account the interests of such stakeholders when making decisions,</p>	<p>A Director seeks opportunities to participate in education events and be informed about the Board and the key issues at the Centre and in the broader mental health care system through review of the Board Governance Manual, participation in Board orientation and ongoing Board education.</p>



<p>skill and knowledge to matters that come before the Board.</p>	<p>but shall not prefer the interests of any one group if to do so would not be in the best interest of the Centre.</p>	
<p>Bylaws & Policies</p>	<p>Teamwork</p>	<p>Community Representation and Support</p>
<p>A Director will be knowledgeable of and comply with the Bylaws, Board and Centre policies that are applicable to the Board, including:</p> <ul style="list-style-type: none"> ▪ Code of Conduct ▪ Confidentiality Policy ▪ Conflict of Interest Policy 	<p>A Director will work positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision making.</p>	<p>A Director will represent the Board and the Centre in the community when asked to do so by the Board Chair. Directors are expected to support the Charity, and are strongly encouraged to attend the Centre’s events.</p>
<p>Time and Commitment</p>	<p>Contribution to Governance</p>	<p>Continuous Improvement</p>
<p>A Director is expected to commit the time required to fulfill Board and committee responsibilities.</p> <p>A Director is expected to maintain at least an 80% attendance rate for Board meetings.</p> <p>All Directors are expected to serve on one standing Board committee following one-year service. Committees generally meet quarterly.</p>	<p>Directors are expected to make contribution to the governance role of the Board through:</p> <ul style="list-style-type: none"> ▪ Reading materials in advance of meetings and coming prepared to contribute to discussions; ▪ Offering constructive contributions to Board and Committee discussions; ▪ Voicing conflicting opinions during meetings but respecting the decision of the majority even when the Director does not agree with it; ▪ Respect the role of the Chair; ▪ Participate in Board evaluations and annual performance reviews. 	<p>A Director is committed to a process of continuous self-improvement as a Board member.</p> <p>All Directors participate in evaluation of the Board and in individual Directors peer assessment and act upon results in a positive and constructive manner.</p>
<p>Time and Commitment</p>		
<p>A Director is elected for a term of three years and may service for a maximum of 9 years. A Director's renewal is not automatic and is dependent upon an analysis of the Board skills and experience required as well as the Director's performance.</p>		