

**Multiple Sclerosis Society of Canada**

**Ottawa Chapter**

**Governance Manual**

**February 2006**

**Version 2.0**

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## **MULTIPLE SCLEROSIS SOCIETY OF CANADA OTTAWA CHAPTER**

### **Ottawa Chapter Governance Manual**

#### **Section I: Context**

The Ottawa Chapter's Board of Directors at its retreat first addressed the issue of governance in January 1998. The objective of the discussion was for members of the Board of Directors and staff to identify areas of concern regarding principles and policies that governed the Chapter's operations, and how responsibility was divided between the Board of Directors and Chapter staff

The Board, led by an Ad-Hoc Committee, undertook a broad review of all elements of its governance structure. The aim was to ensure that the Chapter would be capable of continuing as a well-functioning and efficient organization able to fulfill its mandate, vision and strategic plan/priorities.

Shortly after the completion of this work, however, Ontario Division undertook substantial revisions to its By-laws and Regulations. The Charter and By-laws of the Multiple Sclerosis Society dictate that these documents supersede any by-laws and policies, which might be adopted at the Chapter level. Accordingly, the Ottawa Board has created the following document, which encompasses the important components of the earlier governance review along with the major elements of the Ontario By-laws and Regulations having a direct impact on the Chapter.

#### **Section II: Main Elements Of Governance**

The following elements were considered critical for the efficient and effective operation of the Chapter: mission statement (national); Chapter vision; Chapter values; clearly defined roles and responsibilities for the Board of Directors; a strategic direction; well defined operating policies; staff responsibilities; and an accountability and responsibility framework for members of the Board and its staff.

The following are the governance elements as discussed and ultimately accepted by the Ottawa Chapter Board of Directors. Please see the "Framework Document: New Governance Approach for the Ottawa Chapter – September 2001" for an overview of the discussions and motions which led to these decisions, which is on file with the Chapter office.

## 1. Mission Statement

*“To be a leader in finding a cure for multiple sclerosis and enabling people affected by MS to enhance their quality of life”*

(Established by the Multiple Sclerosis Society of Canada 1948)

## 2. Vision Statement

*“The Ottawa Chapter of the Multiple Sclerosis Society will be a recognized leader in the fight against multiple sclerosis and in the provision of programs and services to benefit individuals with multiple sclerosis and their families.”*

## 3. Chapter Beliefs

We believe:

- ◆ People with MS have the opportunity to participate fully in all aspects of life including access to all chapter activity.
- ◆ In the continued dedication of resources to services and finding a cure for MS.
- ◆ In the need to create an environment that fosters dignity and self-esteem.
- ◆ Our business must be conducted with integrity, accountability, compassion and sensitivity.
- ◆ In teamwork as the means to achieve our mission.
- ◆ In a shared responsibility with the community to carry out our mission.

## 4. Chapter Structure and Related Operating Procedures

### 4.1 Board Focus

In the course of the Governance Review there was considerable discussion of the types of Boards, which exist, ranging from a working Board to an entirely policy-focused Board, depending on the needs of the organization.

The Ottawa Board has an increasing number of policy issues, as well as operational concerns to manage. Given the nature of these responsibilities and the results of the discussions at several governance workshops, **the Ottawa Board agreed to move from being primarily an operational Board of Directors to a Board with a greater focus on policy issues.**

It is also important to note that the Chapter has the opportunity for input into the policy development

process at the provincial level. The Partnership Agreement (see Appendix 3) outlines a procedure for how a new policy, revisions to an existing policy, or the deletion of a current policy can be proposed to the Ontario Division Board of Directors. The Ontario Division Board decision-making process is also included.

## 4.2 Board Membership

Members of the Board of Directors should

- have the skills required to provide strong leadership to the Chapter;
- have the skills required to provide strong management to the Chapter;
- agree to serve a specified term with the opportunity for an extension of the term. Members of the Board need to be nominated and elected bi-annually.
- be considered for various positions during their term on the Board of Directors depending on their interests and skills.

The rotation of Board members can be accomplished by the following process:

- in the first year a new Board member could sit as a Member-at-Large unless the skills are pertinent to a particular portfolio (e.g. Treasurer). As a Member-at-Large, the individual may sit on a Standing Committee of the Board or its Sub-Committees;
- in the second year, the Board member could become a member or Chair of one of the Board Standing Committees depending on the opportunities available and the skills required; and
- in subsequent years, it would be expected that the member would assume other responsibilities on the Board depending on the requirements of the Chapter and the skills of the individual.

Although a general practice is proposed, flexibility is required in its implementation depending on the needs of the Board of Directors and the Chapter.

## 4.3 Chapter Committees

It was agreed that there are three types of committees, as described below:

**Standing Committees of the Board with a member of the Board as the Chair of the Committee.** These committees manage the program areas and in turn report to the Board through the Board member. Committees to which this would apply include Development, Client Services, Volunteer Resources, Finance and Administration and Nominating committees.

Standing Committees of the Board with a member of the Board sitting as a member of the committee but not necessarily the Chair of the committee. The committees manage the program areas and then in turn report to the Board through the Board member. Committees to which this would apply include Social Action, Communications and Education. This practice would lessen the workload on Board members while permitting volunteers to gain experience as Chairs of

committees without the requirement to become a Board member.

**Ad Hoc Committees of the Board with a member of the Board as the Chair of the committee unless otherwise specified.** These committees would be issue/subject specific, task-oriented and time limited. Clear Terms of Reference would be required.

## 5. Strategic Direction/Priorities

Current strategic priorities in 2006

- Implement a process to ensure revenue sustainability to (at least) maintain current client services programs and a balanced (50/50) commitment to research. This reflects the competition for charitable dollars and the risk associated with the majority of revenue deriving from a few marquee events.
- Implement a process to ensure volunteer resource base is developed and maintained as a key element of revenue and program sustainability.
- Ensure that the services that are delivered to clients continue to meet the overall needs of those clients. This reflects the changes in public policy in the delivery of health services.

It is the practice of the Ottawa Board to revise its strategic priorities every three to five years, in response to the organization's changing needs and the evolving external environment. Strategic priorities serve as a guide to ongoing planning and operations.

## 6. Board of Directors Responsibilities

### 6.1 Strategic Direction

To determine the strategic direction and develop an implementation plan for the Chapter.

**Definition:** The strategic direction is an ongoing forward-looking process to attain the Society's mission.

**Elements:** Establishes goals for the Chapter.

Provides cohesion and integration of Chapter activities.

Recognizes the relationship to National, Division, the external environment and stakeholders.

Identifies and manages risks.

### 6.2 Policy

To ensure appropriate policies are developed, incorporated and implemented throughout the Chapter.

**Definition:** Policy is an open-ended authoritative statement used to focus organizational behaviour towards the achievement of goals and objectives.

Within any organization there exists a policy structure to accommodate various levels of policy. This structure depends on a number of contingencies. The first is the competency or jurisdictional capacity of the policy maker. All policy has limits determined by the scope of the hierarchical authority. The second determinant is the structural depth of the organization. Policies can be written at any level within an organization. Simple structures may mean fewer policies. The nature of a policy is open-ended to allow it to cover a multitude of situations and contexts. Policy is usually accompanied by some sort of interpretative structure to facilitate its applicability. Policy is to be distinguished from standard operating procedures, rules of behaviour and other defined statements. The capacity to change or develop policy depends on the purpose of individual policies and their relationship or connection to the mission statement of the organization.

### 6.3 Financial Management

To ensure that the Chapter's financial resources are properly managed.

**Definition:** The process by which the Chapter's financial resources are used effectively and efficiently.

**Elements:** Preparation and monitoring of budgets

Financial controls and procedures

Financial record keeping

Financial reporting

### 6.4 Financial Accountability

To ensure that stakeholders are satisfied that Board accountability exists as it pertains to the stewardship of the Chapter's financial resources.

**Definition:** The process by which the Chapter's financial resources are managed in a fiduciary relationship with probity, prudence and concern for effectiveness and efficiency.

**Elements:** Awareness of mutual financial responsibilities by the Board, staff, committee members and volunteers

Monitoring and assessing financial management performance through audits, reviews, studies, etc.

Establishing internal financial controls

Awareness of mutual financial responsibility between chapter, Division and National levels of the Society.

## 6.5 Membership

To develop a Board membership plan to ensure diversity and succession.

**Definition:** Succession planning is a process for the continuing provision of Board members. A Board membership plan means the provisions of a management team. Diversity means that the Board will reflect the community and members that the Chapter serves.

**Elements:** Succession planning is a year round activity  
Board members should rotate after a period of time  
Each Board member position will have a job description  
Orientation and development of Board members shall be made available

## 6.6 Board Operation And Effectiveness

To monitor and evaluate the operation and effectiveness of the Board.

**Definition:** The Board is responsible to ensure its ongoing effectiveness through an assessment of its performance, identifying areas for development and recommending specific measures to address issues of concern.

**Elements:** The Board's effectiveness relates to:

- Ability to monitor the Chapter's strategic and operational plans
- Ability to maintain a positive relationship with the provincial and national levels of the organization
- Ensuring the alignment of the Board's structure with Chapter goals and values
- Assessing the performance of individual members of the Board
- Identifying methods for improving aspects of the Board's performance.

***Note:*** Chapter Governance is also addressed by Ontario Division Regulations 4.6 to 4.12, relevant portions of which are included below. Portions of the 2001 Ottawa Chapter Governance Manual have been modified where they were in conflict with these regulations.

## 7. The Chapter/Unit Board

### 7.1 Composition

- a) The Board of Directors of a Chapter shall consist of no fewer than six (6) and no more than 15 Board Members (excluding the immediate Past Chair), elected from and by the Members at the AGM. The immediate Past Chair shall serve as a voting member on the Board by virtue of office. The Board Members shall, at the first meeting after each AGM, elect from among themselves the Officers and the individual program Directors of the Chapter. Such elections may be based on the recommendations put forth by the Nominations Committee. Any vacancy that occurs in the position of an Officer shall be promptly filled by a member of the Board for the remainder of the term or until a replacement can be recruited and appointed.

### 7.2 Board Vacancies

- a) The office of Board Member shall be automatically vacated:
  - if s/he ceases to be a member of the Society;
  - if s/he resigns his/her office by delivering a written resignation to the Secretary of the Division;
  - if s/he misses three or more Board Meetings in a twelve-month period, without reason deemed adequate by the board, as per Section 4.7.5 a) of this Regulation.
  - if s/he is found by a court of law to be of unsound mind;
  - if s/he engages in criminal activity;
  - if s/he becomes bankrupt or suspends payment or compounds with his creditors;
  - if at a board meeting a resolution is passed by two-thirds of the directors present that s/he be removed from office. The Director who is the subject of the proposed removal shall have an opportunity to be heard before the resolution is put to a vote;
  - if at a special or annual meeting of Members a resolution is passed by three-quarters of the Members present at the meeting that s/he be removed from office. The Director who is the subject of the proposed removal shall have an opportunity to be heard before the resolution is put to a vote;
  - upon death.
- b) Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Board from among the Members. The appointment shall be for one or two years as required, in order to maintain the election of approximately half of the Directors each year. If not so filled, then such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the

vacancy.

## 7.3 Meetings of the Board

### 7.3.1 Format and Frequency

- a) Meetings of the Board shall be convened at such time and place as may be fixed by the Board of Directors, and may be called at other times by the Chair or any three (3) Directors. The first meeting of the Board after the AGM will be held immediately following its conclusion and does not require notice provided a quorum is present.
- b) The Board of Directors shall convene in a meeting with quorum at least 6 times annually, with no more than a 3-month interval between meetings.
- c) These meetings may be held utilizing a teleconference telephone or any other communication facilities that permit simultaneous communication among all meeting participants.

### 7.3.2 Quorum

At any meeting of the Board, no fewer than one-half of the total number of Board Members serving on the Board after the election held at the immediately preceding AGM shall constitute quorum. Directors who have declared a conflict of interest shall be counted in determining quorum for any resolution.

### 7.3.3 Attendance

- a) Any Director who misses three or more regular or special meetings of the Board in a twelve-month period, without reason deemed by the Board to be adequate, shall be considered to have resigned from the Board and shall be so notified.
- b) Any Director to whom the above applies shall be given the opportunity to appeal in person or in writing within 45 days of the notice. Such an appeal will be considered at the next regular meeting of the Board, with a resolution for re-instatement requiring a two-thirds majority vote of the Board Members present at the meeting.

## 7.4 Board Composition

### 7.4.1 Number of Officers & Directors

- a) The Officers of the Chapter or Unit shall be the Chair, Vice Chair, Treasurer, Secretary and immediate Past-Chair. The positions of Secretary and Treasurer or Secretary and Vice Chair may be combined.
- b) The Directors shall be those Board Members elected to manage the following program areas:

- Volunteer Management (Volunteer Resources)
- Fund Raising (Development)
- Public Relations (Communications)
- Client Services
- Social Action
- Education
- Research Advocacy
- Planning

#### 7.4.2 Election & Terms of Office

- a) After each AGM, the Board Members, from among themselves, at the first meeting of the Board shall elect the Officers and individual program Directors of the Chapter or Unit. Such elections may be based on the recommendations put forth by the Nominations Committee. Any vacancy that occurs in the position of an Officer shall be promptly filled by the Board by the election of a Board Member to serve the balance of the term of office.
- b) All Officers and Directors, including the Chair, hold office for a term of two years.

**Note:** *Ontario Board Regulations include no specific limit on the total duration of a members' time on the Board. Board membership is subject to the procedures of nomination and election presented in this document.*

#### 7.5 Nominations And Elections

##### 7.5.1 Appointment and Composition of Nominations Committee

The Chair of the Nominations Committee shall be the immediate Past Chair, if willing and able. Otherwise, the Nominations Committee shall recommend to the Board a candidate for chair. The Chair of the Nominations Committee shall be confirmed by the Board at the Board Meeting immediately following the AGM. The Nominations Committee shall consist of the Nominations Committee Chair and two (2) additional Board Members. Each member shall serve a renewable term of one year, to a maximum of three years. The Committee Chair, with the approval of the Board of Directors, shall appoint the Nominations Committee members.

##### 7.5.2 Duties of the Nominations Committee

- a) No later than two months after an AGM, the Chair of the Nominations Committee shall recommend to the Board a Nominations Committee.
- b) The Nominations Committee shall recruit potential Board Members and present to the Membership a slate of candidates for Directors no less than 14 days prior to the date of the AGM, ensuring the required consent letters have been received. This notice will include a

call for additional nominations and may, with approval of the current Board, include the Nominations Committee's recommendations for nominees to serve as Officers and specific program Directors.

- c) The Nominations Committee shall also present to the incoming Board its recommendations for nominees to serve as Officers and specific program Directors.
- d) Additional nominations must be submitted to the Nominations Committee, on the official nomination form, no less than 7 days prior to the date of the AGM, along with the required consent letters and shall be signed by no fewer than 10 voting Members of the chapter, unit or subdivision.
- e) If additional nominations are received, the Nominations Committee will circulate a revised slate of nominees to the Membership no less than 5 days prior to the date of the AGM.

### 7.5.3 Nominating Procedures and Election

- a) Election of Board Members shall be arranged by the Board to provide, as nearly as practical, for one-half of the Board to stand for election at each AGM.
- b) At the AGM following the enactment of the revised By-Laws (2002), one half of the slate of nominees will be elected for two (2) years and the other half will be elected for one year. In subsequent years, candidates for positions available for election will be elected for a term of two years.
- c) During a transition period 2002/2003 one half of the slate of nominees were elected for a one year period and the other half were elected for a two year period .
- d) After 2003, the Committee's recommendations or, if different than the recommendations, the Board's selections for Chair, Vice Chair, Director of Client Services, Director of Volunteer Resources and Director of Social Action will be among nominees elected for in even-numbered years. The Committee's recommendations or, if different than the recommendations, the Board's selections for Secretary, Treasurer, Director of Development, Director of Education and Director of Communications, will be among the nominees elected in odd-numbered years
- e) After 2005 , the Committee's recommendations or, if different than the recommendations, the Board's selection for Director of Planning will be among nominees nominated in even years. The Committee's recommendations or, if different than the recommendations, the Board's selection for Director Research Advocacy will be among the nominees elected in odd numbered years.
- f) Nominations from the floor will not be permitted, unless recommended by the Nominations Committee.

- g) In the case where there are more nominees on the slate than positions available, a ballot election will be held. The Chapter, Unit or other Subdivision will produce the ballot and circulate it to all Members at least five (5) days prior to the AGM. The ballot will include the stipulation that Members must vote for the same number of nominees as there are positions available, or the ballot will be null and void. Ballots will also be available to those attending the AGM. The Chair shall oversee the tallying of the ballots after all have been cast. The top vote getters for the number of positions available will be declared the winners of the election. For example, if there are 10 candidates for 7 positions, then the 7 candidates with the most votes will be elected to the Board.

#### 7.5.4 Eligibility

All Members of the Chapter, Unit or other Subdivision are eligible for election to the Board of Directors, except as noted below.

- a) No employee of the Society at any level shall be eligible to hold any elected office at the Division or any of its Subdivisions. Once an individual ceases to be an employee of the Society, he shall be entitled to hold any position, upon either election or appointment to that position, one year from his last day of employment with the Society.

## **8.0 Board of Director Position Descriptions**

### **8.1 Board of Director Position Description - Past Chair**

#### **1. Responsibilities:**

- Chair the nominating committee (this responsibility may pass to another Board member if the Past Chair is unavailable)
- Act as a resource person to the Chair and members of the Board of Directors

#### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department

#### **3a Specific Duties:**

- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors
- Abide by and uphold the decisions of the board of directors

#### **3b. Nominating Committee Responsibilities:**

- Recruit members from the Board of Directors and from the community at large to serve as the nominating committee
- Determine vacancies and/or needs within the Board of Directors
- Recruit nominees, conduct interviews and present names of nominees to the Board of Directors
- Present a list of nominees willing to stand for election at the annual general meeting to the Board of Directors for approval and, when approved, to the membership at the Chapter Annual General Meeting

#### **4. Working Relationship With:**

- Chapter Chair
- Chapter Director of Volunteer Resources
- Chapter Board of Directors
- Ontario Division Chapter Resources Department
- Ontario Client Services Department

#### **5. Skills/Knowledge Needed:**

- Ability to chair meetings
- Ability to delegate and co-ordinate the activities of others
- Good organization and communication skills
- Knowledge of the goals and programs of the MS society

### **8.2 Board of Director Position Description - Chair**

### **1. Responsibilities:**

- Preside at all meetings of members of the Chapter and of the Chapter Board
- Have general charge and supervision of the affairs of the chapter
- Ensure that all resolutions of the Board are carried out
- Ensure adherence to the by-laws, regulations and policies

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department

### **3. Specific Duties:**

- Abide by and uphold the decisions of the Board of Directors
- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors
- Conduct meetings and facilitate discussion
- Ensure the exchange and proper flow of information among the Board of Directors, the chapter membership and/or Ontario Division
- Delegate tasks and coordinate activities of Board members
- Act as resource and back up to other directors
- Ensure follow-through of board undertakings and evaluation of board activities
- Oversee the planning process as well as the preparation of the Chapter annual budget for each fiscal year

### **4. Working Relationship:**

- Chapter Board of Directors
- Ontario Division Chapter Resources Department
- Ontario Division Client Services Department
- Ontario Division Finance Department
- Ontario Division Development Department
- Ontario Division Board of Directors
- Executive Director

### **5. Skills/Knowledge Needed:**

- Prior experience at chairing meetings
- Ability to delegate and coordinate activities of others
- Good organization and communication skills
- An understanding of how boards function
- Knowledge of the mission statement, goals and programs of the MS society of Canada
- Conflict resolution/mediation skills
- Ability to motivate people
- Willingness to be trained in above skills

### 8.3 Board of Director Position Description - Vice Chair/Director of Administration

#### **1. Responsibilities:**

- Act for the Chair in his/her absence
- Oversee the general administration of the chapter
- Chair the Finance and Admin committee
- Develop a committee and delegate to the committee members, where appropriate, specific duties, as described below
- Provide committee with supervision and backup

#### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department

#### **3. Specific Duties:**

- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors
- Abide by and uphold the decisions of the Board of Directors
- Assist with the development of the Chapter budget
- Development and implementation of the Finance and Admin Operations Plan
- Accountable for contracts and suppliers

#### **4. Working Relationship With:**

- Chapter Chair
- Chapter Executive Director
- Chapter Treasurer
- Chapter Board of Directors
- Members of the Finance and Administration Committee
- Ontario Division Chapter Resources Department
- Ad hoc committees as required

#### **5. Skills/Knowledge Needed:**

- Leadership skills
- Good written and verbal communication skills
- Ability to problem solve
- Administration/coordination/organizational skills
- Ability to conduct meetings
- Willingness to adopt chair's role
- Knowledge of the mission statement, goals and programs of the ms society of Canada
- Willingness to be trained in above skills

## 8.4 Board of Director Position Description - Secretary

### 1. Responsibilities:

- Perform the duties usually incident to the office of secretary and such duties as may be assigned by the board of directors from time to time

### 2. Accountability:

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department

### 3. Specific Duties:

- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors
- Abide by and uphold the decisions of the Board of Directors
- Attend and keep minutes of all Chapter Board, annual and special meetings
- Serve all notices of the Chapter
- Have custody of and keep all secretarial books, documents and papers
- Keep a record containing the names and addresses of the members of the chapter in coordination with the membership coordinator
- Provide copies of all minutes of chapter board or of any annual or special meeting of the members to Ontario Division Chapter Resources
- Submit board members list containing names, addresses, telephone numbers and positions of all board members within 10 days of the annual meeting to Ontario Division
- Submit any changes in information on the Board member list, as these changes occur, to Ontario Division in coordination with the membership coordinator
- Keep all chapter correspondence and copies of replies sent
- Reply to correspondence as delegated by any of the Board of Directors (most directors reply to their own correspondence). Letters of thanks, congratulations, condolences and information to members are usually sent by the secretary

### 4. Working Relationship With:

- Chapter Chair
- Chapter Board of Directors
- Administrative Committee: Membership Coordinator
- Ontario Division Chapter Resources Department

### 5. Skills/Knowledge Needed:

- Ability to take minutes
- Excellent organizational and communication skills
- Typing/word processing skills
- Ability to prioritize activities
- Willingness to be trained in above skills

## 8.5 Board of Director Position Description - Treasurer

### **1. Responsibilities:**

- The Treasurer has oversight of all chapter funds and is responsible to the Chapter Board of Directors. Specific responsibilities include the following:

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Finance Department.

### **3. Specific duties**

- Oversight of the Chapter's financial reporting and disclosures such as:
- Review financial position of the Chapter with the Board at each meeting;
- Review annual Chapter financial statements presented to the membership and submitting the financial statements at the AGM;
- Review the financial material provided in the Chapter Annual Report
- Oversight of Financial Risk Management including;
- Oversight of strategy in regard to complying with National and Provincial Financial Policies which in 2006 include issues such as;
  - Comply with the National Policies in respect of Excess Cash Policy,
  - Achieve compliance with the National Policy of 50/50 by 2007, and other policies and programs as required.
- Oversight of the Chapter's budgeting process including;
  - Work with the Executive Director (ED) to ensure an appropriate process is in place to have a chapter budget approved in a timely fashion;
  - Work with the ED to collect the necessary information to support budget submissions and present the budget to the Board of Directors in a clear manner.
- Provide input to the Executive Director's performance assessment
- Gain reasonable assurance that the Chapter's accounting regime is appropriate and sufficient
- Perform other duties as requested by the Board or Committee(s) thereof

### **4. Working relationship with:**

- Chapter Chair
- Chapter Vice Chair
- Chapter Executive Director
- Chapter Development Director
- Chapter Board of Directors
- Ontario Division Finance Dept
- Ontario Division Chapter Resources Dept

**5. Skills Knowledge/ Needed:**

- Reasonable financial understanding including ability to interpret financial statements;
- Playing an oversight role in the budget process
- Ability to oversee strategy development at the Chapter level in complying with the policies and programs of the MS Society.



## 8. 6 Board of Director Position Description - Director of Communications

### **1. Responsibilities:**

- Provide guidance and advice to the Board and Chapter staff on all matters related to communications
- Play a leading role in the development and operation of the Communications Committee

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department

### **3. Specific Duties:**

- Participate, in a knowledgeable and responsible manner, in decision making activities of the board of directors
- Abide by and uphold the decisions of the board of directors
- Provide assistance in the recruiting, training, and coordinating of the activities of the communications committee
- Through the Communications Committee:
  - Monitor and revise communication strategy and ensure compliance to standards and guidelines
  - Ensure the production of the chapter newsletter and the design and maintenance of the Chapter's web site
- Prepare the annual budget
- Provide advice and assistance to staff members on specific communication activities such as public exhibitions, media releases etc.

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Directors
- Chapter Communications Committee
- Ontario Division Chapter Resources Department and Communications Department

### **5. Skills/Knowledge Needed:**

- Excellent interpersonal and communication skills both verbal and written
- Ability to relate to media and adept at public speaking
- Knowledge of local community and local media
- Ability to organize and chair meetings
- Ability to apply teamwork skills
- Ability to handle deadlines

- Knowledge of the society's mission statement, goals, programs and activities of the Ottawa chapter
- Willingness to be trained in above skills

## 8.7 Board of Director Position Description - Director of Client Services

### **1. Responsibilities**

- Ensure the goals and objectives of the Client Services Committee are met.
- Oversee the programs of the Client Services. These programs include special assistance, equipment and any other programs that have been initiated by the chapter Client Services Committee and have been approved by the chapter board according to Ontario Division guidelines

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Regional Manager of Client Services

### **3. Specific Duties:**

- Participate in a knowledgeable and responsible manner, in decision making activities of the board of directors.
- Abide by and uphold the decisions of the board of directors.
- Attend the chapter board meetings and present the reports of the Chapter Client Services Committee.
- Meet regularly with the Client Services Committee to plan, discuss concerns, identify problems and set goals.
- Be an ex-officio member of all Client Services sub-committees
- Ensure preparation of annual Operations plan and budget
- Send copies of all reports, programs and committee minutes to the regional Client Services manager Ontario Division
- Maintain regular contact with the regional Client Services manager.
- Use the regional Client Services manager as a resource and contact person
- Explore, through the Committee, opportunities for program modification or expansion to meet the needs of the clients.

### **4. Working Relationship With:**

- Ontario Division Regional Manager Client Services
- Chapter Coordinator, Client Services
- Chapter Client Services Committee
- Chapter Chair
- Chapter Treasurer
- Chapter Board of Directors

### **5. Skills/Knowledge Needed:**

- Ability to chair a committee
- Organizational skills
- Knowledge of MS and the health care system is an asset
- Ability to budget

- Ability to present plans and budget requests to the chapter Board of Directors
- Skilled at recruiting other committee members
- Ability to plan and hold regular meetings of the Client Services committee
- Willingness to undergo training for this position
- Ability to respect confidentiality

## 8.8 Board of Director Position Description - Director of Development

### **1. Responsibilities:**

- Oversee the planning, development, and implementation of all fund raising activities
- Develop a committee and delegate to these members as appropriate

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department and the Development Department

### **3. Specific Duties:**

- Participate in a knowledgeable and responsible manner, in decision making activities of the board of directors
- Abide by and uphold the decisions of the Board of Directors
- Supervise the in memoriam program for donations in the chapter area
- Develop and implement local fund raising projects such as golf tournaments
- Prepare annual budget
- Submit required fund raising reports to the chapter Treasurer for inclusion in quarterly reports to Ontario division, by the deadlines stipulated
- Establish subcommittees, as required, for fund raising projects

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Treasurer
- Chapter Communications Director
- Chapter Board of Directors
- Chapter Development committee
- Chapter Development subcommittees and their chairs
- Ontario Division Development Department
- Ontario Division Chapter Resources Department

### **5. Skills/Knowledge Needed:**

- Knowledge of local businesses
- Ability to plan and organize large events
- Excellent organizational skills
- Good communication skills
- Ability to meet deadlines
- Ability to delegate and to cooperate with committee members
- Ability to chair meetings
- Sales experience beneficial

- Strong interpersonal skills including ability to recruit, train, delegate, motivate, evaluate, promote, mentor
- Some public relations skills
- Ability to set realistic goals to meet the needs of chapter
- Previous fund raising experience an asset
- Willingness to undergo training for this position

## 8.9 Board of Director Position Description - Director of Education

### **1. Responsibilities:**

- Oversee the development and implementation of an education program to meet the specific needs of the Chapter members and their families

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Regional Manager Client Services

### **3. Specific Duties:**

- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors.
- Abide by and uphold the decisions of the board of directors.
- Identify educational needs in the area
- Design, implement and evaluate programs specific to these needs.
- Prepare yearly report and budget for Board of Directors
- Conduct training sessions to familiarize all volunteers working with the chapter about MS and its impact on the person/family
- Use the staff resources of Ontario Division and the Client Services Department and/or an MS clinic in planning and presenting family and health professionals education programs
- Be a resource to programs offered by the MS clinic/Ontario Division when requested.
- Use resources, such as speakers, audio/visual aids and literature available from Ontario Division or locally
- Forward copies of reports, programs or minutes to the Regional Manager of Client Services

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Board of Directors
- Chapter Education Committee
- Community sources and resources
- MS clinics
- Ontario Division Regional Manager, Client Services

### **5. Skills/Knowledge Needed:**

- A good knowledge of multiple sclerosis
  - Good planning and organizational skills
  - Ability to chair meetings
  - Skill in presentations
  - Able to recruit committee members
  - Basic knowledge of and ability to use available resources
- 
- Experience in writing reports, public speaking or lecturing would be helpful but is not

essential

- Experience in setting up and coordinating programs is valuable
- Willingness to be trained in above skills

## 8.9 Board of Director Position Description - Director of Social Action

### 1. Responsibilities:

- Ensure the goals and objectives of the chapter Board of Directors and Social Action Committee are met.
- Identify and provide information on social action issues of concern to members with MS
- Advocate on behalf of members with MS to the municipal government
- Advocate on behalf of members with MS to federal and provincial legislatures regarding issues of a federal or provincial scope only when requested by the Ontario or National Social Action Committees and report to the Manager of Social Action
- Provide information and updates about chapter social action activities to the chapter Board of Directors and the membership.

### 2. Accountability:

- Chapter Board of Directors
- Ontario Division Board of Directors through the Regional Manager of Individual and Family Services on municipal issues and through the Manager of Social Action on provincial and federal issues

### 3. Specific Duties:

- Participate, in a knowledgeable and responsible manner, in decision making activities of the board of directors
- Abide by and uphold the decisions of the board of directors
- Recruit committee members and chair monthly meetings
- Report on committee activities, prepare and present budget to the board of directors for approval
- Use the regional individual and family services manager as a resource and contact person on municipal issues i.e. Transportation
- Use the manager of social action as a resource and contact person on on ms society social action policies and provincial or national social action activities
- Respond to requests for support from the Ontario and national social action committees
- With the assistance of the committee, identify issues of importance to the chapter membership and identify and implement appropriate action plans

### 4. Working Relationship With:

- Ontario Regional Client Services Manager
- Chapter Chair
- Chapter Board of Directors
- Chapter Social Action Committee

### 5. Skills/Knowledge Needed:

- Willingness to work within the MS Society's social action and advocacy guidelines

- Interest in systemic issues concerning people with MS
- Advocacy skills
- Problem solving
- High energy level
- Ability to recruit other committee members
- Willingness to collaborate with other agencies on issues of common concern
- Willingness to undergo training

## 8.10 Board of Director Position Description Director - Volunteer Resources

### **1. Responsibilities:**

- To assist with the development and implementation of a volunteer recruitment and retention program
- Member of the Nominating Committee

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Chapter Resources Department

### **3. Specific Duties:**

- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors
- Abide by and uphold the decisions of the Board of Directors
- Assist with the coordination of the activities of the Volunteer Resources Committee
- Ensure the development and implementation of the annual operations plan and budget
- Ensure the development and implementation of a volunteer reward program
- Participate on the awards committee
- Assist the nominating committee with recruitment as required
- Act as or appoint a “buddy” for new members on the board

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Board of Directors
- Chapter Volunteer Resources Committee
- Chapter Nominating Committee

### **5. Skills/Knowledge Needed:**

- Good communication skills
- Leadership skills
- Organizational skills
- Strong interpersonal skills
- Recruiting skills
- Willingness to undergo training for this position

## 8.11 Board of Director Position Description - Director Research Advocacy

### **1. Responsibilities:**

- Share MS research information and promote enthusiasm for the MS Society research program among Chapter volunteers, staff and members

### **2. Accountability:**

- Chapter Board of Directors
- Ontario Division Board of Directors through the Communications Department

### **3. Specific Duties:**

- Distribute a MS research update for new and returning chapter board volunteers as a welcome and introduction to the Chapter Research Advocate Program
- Assemble and interpret research information from various sources for consumption by the Board, volunteers existing and potential donors
- Arrange for chapter board volunteers and/or other chapter groups to view research videos such as *Connect with a Cure*
- Share MS research articles in lay language for chapter newsletters (3 per year)
- Arrange for a presentation by a speaker from the Research Speakers Bureau as appropriate
- In conjunction with Communications Department, develop sample news releases for May is MS Awareness Month
- Share research points for official event speeches such as at the Super Cities WALK for MS with proper chapter volunteers and/or staff
- Participate in Chapter Research Advocate teleconferences throughout the year (2-3 per year)
- Provide on-going feedback, ideas for new initiatives and comments form chapter members & volunteers to the Communications Department
- Participate, in a knowledgeable and responsible manner, in decision making activities of the board of directors
- Abide by and uphold the decisions of the board of directors

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Treasurer
- Chapter Communications Director
- Chapter Board of Directors
- Ontario Division Communications Department

### **5. Skills/Knowledge Needed:**

- Good communication skills
- Strong interpersonal skills including ability to motivate and promote
- Some public relations skills
- Ability to set realistic goals to meet the needs of chapter

- Willingness to undergo training for this position

## 8.12 Board of Director Position Description - Director Planning

### **1. Responsibilities:**

- Oversee the Chapter's strategic direction and support that direction through the alignment of operational activities
- Align Chapter's strategic direction with that of National and Division

### **2. Accountability:**

- Chapter Board of Directors

### **3a. Specific Duties:**

- Establish processes which ensure the following:
- A strategic analysis of the Chapter's environment (political, social, economic)
- A periodic review of the Chapter's activities (strengths, weaknesses, opportunities, threats)
- Facilitate the Board's responsibility in determining the strategic direction and develop the implementation plan for the chapter
- Refreshing of the Chapter's annual operational plans and supporting budgets
- Development of a communications strategy to support the above-mentioned
- Development of tools to determine if the desired outcomes of the strategic plan are being met
- Communication of the plan's measurement outcomes to the Board and realignment as required.

### **3b. Other Duties:**

- Participate in a knowledgeable and responsible manner, in decision making activities of the board of directors
- Abide by and uphold the decisions of the board of directors

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Vice-Chair
- Chapter Treasurer
- Chapter Communications Director
- Chapter Board of Directors
- Chapter Finance and Administration committee

### **5. Skills/Knowledge Needed:**

- Knowledge of strategic planning
- Good communication skills
- Strong interpersonal skills including ability to motivate and evaluate
- Some public relations skills
- Ability to set realistic goals to meet the needs of chapter
- Previous fund raising experience an asset



## 8.13 Board of Director Position Description - Director at Large

### **1. Responsibilities:**

- A learning position within the chapter Board of Directors. It is intended to give new board members an opportunity to familiarize themselves with the Society and the Board of Directors before assuming the responsibilities of a program director.
- To participate in Chapter events and to volunteer to serve on at least one program committee

### **2. Accountability:**

- Chapter Board of Directors

### **3. Specific Duties:**

- Participate, in a knowledgeable and responsible manner, in decision making activities of the Board of Directors
- Abide by and uphold the decisions of the Board of Directors
- Active involvement in chapter programs
- Gain as much knowledge and insight into the society and into the operations of the chapter
- Provide support to other members of the Board of Directors

### **4. Working Relationship With:**

- Chapter Chair
- Chapter Board of Directors

**It is recommended that a chapter Board of Directors have a maximum of three members at large.**

#### 8.14 Board of Director Position Description - Appointed Positions

These positions are appointed or re-appointed annually at the Annual General Meeting of the Chapter. Attendance at regular Board meetings is not mandatory.

Ontario Division recommends the appointment of medical and legal advisors for all chapters, where possible.

##### **Legal Advisor**

The legal advisor should be available to give legal counsel, as requested, by the Board of Directors. The legal advisor is a member of the Board of Directors.

##### **Medical Advisor**

The medical advisor represents the local medical community and advises the chapter/unit on the medical aspects of the disease. The medical advisor is a member of the Board of Directors.

##### **Honourary Chair**

The role of the honorary chair is to lend his/her prestige and visibility to promote the aims and objectives of the Chapter. Such an appointment may be made at the discretion of the Board of Directors where deemed appropriate.

##### **Honorary Super Cities WALK Chair**

Perform duties as above for Super Cities WALK

## 9.0 Committee Terms Of Reference

### 9.1 Terms Of Reference - Communications Committee

1. **Type:** Standing Committee to the Board of Directors
2. **Accountability:** Reports to the Board of Directors through the Director Communications or committee Board member
3. **Membership**  
Director Communications or appointed committee member- Chair  
Member of the Board of Directors if the Chair is not the Director of Communications  
Three to five additional members from the field of public relations or communications Manager, Chapter Resources (staff)
4. **Purpose:**
  - To advise the Board on all matters pertaining to internal and external communications processes and mechanisms
  - To provide communications advice and alternatives to Board Committees and staff
  - To develop, revise and monitor the implementation of the Chapter Communications strategy.
  - To advise on the development of communication products and the activities to achieve this strategy
5. **Responsibilities:**
  - Develop annual strategic Communications Plan that assists the Chapter in meeting its annual goals.
  - Develop budget to reflect annual communication plans.
  - Communications plan.
  - Develop and maintain a set of communications guidelines and templates for use by the Chapter, to ensure consistent communications.
  - Produce chapter newsletter “Capital Connection”.
  - Provide communications support to the Manager, Chapter Resources (staff) (i.e. website development, development of Annual Report, development of collateral materials, other communications activities as deemed necessary)
6. **Meetings:** Meets quarterly or as called by the Chair.

## 9.2 Terms Of Reference - Client Services (CS)

1. **Type:** Standing Committee of the Board of Directors
2. **Accountability:** The committee reports to the Board through the Director of Client Services.
3. **Membership:**  
Director of Client Services- chair  
Members at Large (3-4)  
Client Services Staff
4. **Purpose:**  
To provide a formal process for making decisions regarding new program initiatives, the development, implementation and review of policies influencing the delivery of Client Services programs and to evaluate program effectiveness and approve expenditures.
5. **Responsibilities:**
  - Collaborate with CS staff to jointly develop and recommend policies for the delivery of CS programs
  - Review and approve financial requests as per chapter guidelines;
  - Identify the need for and appoint ad hoc committees from time to time;
  - Provide a forum for discussion and provision of resource information to CS;
  - Work with staff to identify the need for programs;
  - Review program evaluations and provide recommendations for future programs inclusive of resource and budget recommendations;
  - Promote community integration through programs;
  - Prepare an annual budget and operational plans for submission to the Board.
6. **Meetings:** The CS committee meets monthly and in emergency situations, the Chair may call additional meetings.

### 9.3 Terms Of Reference - Development Committee

1. **Type:** Standing Committee of the Board of Directors
2. **Accountability:** The Committee reports to the Board of Directors through the Director of Development
3. **Membership:**  
Director of Development – Board of Directors - chair  
Board Member(s)-at-Large  
Two or three volunteers from the Chapter or the community interested in fund raising or other Development related activities  
Director Development - staff
4. **Purpose:**
  - To provide strategic and policy advice to the Board of Directors on all aspects of development (e.g. fund raising, planned giving)
  - To identify and develop, where appropriate, new ideas and networks for development activities
  - To oversee the development department
5. **Responsibilities:**
  - Prepare annual goals and objectives for Development
  - Prepare and submit an annual Development budget
  - Develop new networks and seek new sponsors/opportunities for Chapter events and activities
  - Review and respond to Division Development policies
  - Liaise with Division and National Board members/staff with respect to fundraising
  - Review and renew existing Development contracts
  - Attend Chapter special events to ensure effective management
  - Ensure appropriate recognition of volunteers, donors/sponsors and top fundraisers.
  - Represent chapter at various functions e.g., third party events
  - Report monthly to Board of Directors on status of annual goals and objectives
  - Manage the Major Gift and Planned Giving program
6. **Meetings:** The Development Committee will meet a minimum of three times per year.

#### 9.4 Terms Of Reference - Education Committee

1. **Type:** Standing Committee of the Board of Directors
2. **Accountability:** Reports to the Board of Directors through the Director of Education or committee Board member .
3. **Membership:**

Director Education or appointed committee member – Chair

Member of the Board of Directors if the Chair is not the Director of Education

At least five (5) other volunteer members, particularly those having interest and experience with MS through direct contact with the disease

At least one (1) Client Services staff person.
4. **Purpose:**
  - To meet local education needs for persons living with MS, their families, chapter volunteers and the community in Terms of the disease, adjustment to disability, services and resources available to persons living with a disability.
5. **Responsibilities:**
  - Identify education needs for persons with MS, their families, chapter volunteers, health professionals and the general public in the Ottawa-Carleton area;
  - Maintain educational resources available in the chapter for use by persons with MS, their families, chapter volunteers, health professionals and the general public in the Ottawa-Carleton area.
  - Organize educational seminars, workshops and related events for persons with MS, their families, chapter volunteers, health professionals and the general public in the Ottawa- area.
  - Support events/activities of other MS Society committees, groups, etc. when relevant; and,
  - Ongoing liaison with other MS Society committees, groups, etc. when relevant.
6. **Meetings:** Meetings are held monthly or at the call of the Committee Chair.

## 9.5 Terms of Reference - Finance and Administration

1. **Type:** Standing Committee of the Board
2. **Accountability:** The committee reports to the Board through the Vice Chair.
3. **Membership:**
  - Vice Chair (chair)
  - Treasurer
  - Member(s) at Large
  - Executive Director (non-voting)
  - Other Volunteer(s)
4. **Purpose:**
  - To advise and provide strategy and policy guidance to the Board of Directors on financial and administrative matters related to the operations of the Ottawa office.
  - To oversee the Ottawa Chapter's finances to ensure they are managed in a fiscally responsible manner.
  - To manage the annual evaluation of the Board's effectiveness and provide advice to the Board on improving this effectiveness.
  - To establish the framework to allow the Executive Director and Chapter staff to manage the day-to-day financial and administrative operations of the Ottawa Chapter.
5. **Responsibilities:**
  - Prepare annual goals and objectives for the Finance and Administration committee
  - Prepare the Chapter's annual budget
  - Assist staff and other committees in the development of policies and procedures related to office operations
  - Establish the framework for the monitoring and evaluation of the Human Resource practices for the Chapter.
  - Prepare and conduct an annual Board effectiveness evaluation.
  - Monitor and evaluate Information Technology and Information Management systems.
  - Review and recommend for Board approval (if required) new and existing office contracts
  - Coordinate the development, implementation and administration of the Chapter Strategic Plan.
6. **Meetings:** The committee will meet as called by the Vice Chair.

## 9.6 Terms of Reference - Nominations Committee

1. **Type:** Standing committee of the Board of Directors
2. **Accountability:** Reports to the Board of Directors through the Chair.
3. **Membership**
  - Past Chair
  - Executive Director
  - Director Volunteer Resources
  - Member at large
4. **Purpose:**
  - To consider, review, interview, and recruit persons for the Board of Directors.
5. **Responsibilities:**
  - Coordinate the recruitment process for new Board members;
  - Receive and review potential names of candidates for the Board of Directors;
  - Request and ensure all appropriate documentation on the candidate is available at the time of the interview;
  - Conduct interviews with potential candidates;
  - Bring names forward to the Board for approval;
  - Develop annually a Slate of Officers for circulation to the membership with the notice of the chapter Annual General meeting;
  - Ensure successful Board members are provided with a Board Orientation.
6. **Meetings:** As required

## 9.7 Terms of Reference - Social Action Committee

1. **Type:** Standing Committee of the Board of Directors
2. **Accountability:** Reports to the Board of Directors through the Director of Social Action or an individual designated by the Standing Committee.
3. **Membership:**  
The Director or his/her designate and a minimum of four additional members.
4. **Purpose:**
  - To improve the quality of life of persons with disabilities, especially those with MS, to live independently as possible. Efforts are aimed towards improving legislation, policies, practices, opportunities, and attitudes that affect persons with MS.
5. **Responsibilities**
  - To build relationships with decision-makers and to work in cooperation with other groups with similar objectives in the areas of;
  - Transportation, including lobbying for more accessible taxis, improved access to conventional bus service.
  - Health services, with particular attention to community healthcare;
  - Housing for the disabled, especially housing for with on-site health care services;
  - Accessibility to public buildings, including all areas designated in the “Ontarians With Disabilities Act”;
  - Education, including support services for students in local community colleges and universities;
  - Employment of disabled persons disability rights, within the City of Ottawa
  - Support of OSAC and NSAC at the provincial and national levels of the Society
6. **Meetings:** To be held on the first Tuesday of every month, except in July and August

## 9.8 Terms of Reference - Volunteer Resources

1. **Type:** Standing committee of the Board of Directors.
2. **Accountability:** The committee reports to the Board through the Director of Volunteer Resources.
3. **Membership:**
  - Director of Volunteer Resources
  - Members at large as required
  - Manager Chapter Resources (staff)
4. **Purpose:**
  - To advise and provide guidance to the Board of Directors on volunteer resources matters and to support staff and make recommendations regarding volunteer initiatives.
5. **Responsibilities:**
  - Prepare annual goals and objectives for Volunteer Resources;
  - Assist in the development, implementation and on-going review of volunteer policies and procedures and consult with other staff and committees as appropriate;
  - Develop volunteer resource management tools;
  - Assist in the development of a volunteer training programs;
  - Prepare and submit an annual operating budget for Volunteer Resources;
  - Coordinate the annual awards program.
6. **Meetings:** The committee will meet as required

## **10. Relationships Between the Board and Staff**

### 10.1 Relationship Between the Board of Directors and the Executive Director

#### **Executive Director Roles and Responsibilities**

- Determining the strategic direction and developing the implementation plan for the Chapter;
- Ensuring that appropriate Chapter policies are developed, incorporated and implemented;
- Ensuring that the Chapter's financial resources are properly managed;
- Ensuring that stakeholders are satisfied that Board accountability exists as it pertains to the stewardship of the Chapter's financial resources;
- Developing a Board membership plan to ensure diversity and succession; and
- Monitoring and evaluating the operation and effectiveness of the Board.

The Executive Director reports to the Board of Directors and is responsible for

- Ensuring the efficient and effective implementation of the Chapter's strategic direction/plan and policies ;
- Ensuring the efficient administration of the Chapter;
- Identifying and advising on issues that impact Chapter policies and operation, either external or internal to the organization, for deliberation and decision by the Board of Directors.
- The Board of Directors may delegate to the Executive Director any additional responsibilities as it deems appropriate.

#### **Relationship to Board Committees**

The Executive Director shall be an ex officio member of the Finance and Administration Committee, The Chairperson of any of the Board committees may request the Executive Director to attend any committee meeting when required.

*Definition of ex officio: by virtue of one's position attends and participates in the meetings but does not have a vote.*

#### **Performance Evaluation**

The performance evaluation will be carried out against established criteria and objectives developed by the Board. The key areas for evaluation include:

- Implementation of the strategic direction/plan and the operational plan
- Administration of the Chapter's human and financial resources
- Development of an effective relationship/network with National, Division and appropriate community organizations.

The Vice-Chairperson of the Board (Chairperson of the Finance and Administration Committee), in conjunction with the Chairperson of the Board, will have overall responsibility for the evaluation. As an essential part of the evaluation process, Board members must be consulted.

## 10.2 Relationship Between the Board of Directors and Staff

The relationship between staff and board members will occur at different levels, working, committees, and as participants in programs or events.

The relationship between staff and board at the working level will be determined by the responsibilities outlined for the Board and for staff.

As previously determined, the Board of Directors is responsible for determining the strategic direction and developing the implementation plan for the Chapter; ensuring that appropriate Chapter policies are developed, incorporated and implemented; ensuring that the Chapter's financial resources are properly managed; ensuring that stakeholders are satisfied that Board accountability exists as it pertains to the stewardship of the Chapter's financial resources; developing a Board membership plan to ensure diversity and succession; and monitoring and evaluating the operation and effectiveness of the Board.

The staff's responsibility is to develop and implement action plans to meet the objectives in the strategic and operating plans. Both staff and board will be involved in the evolution of the operating plans individually or through the various committees.

The Executive Director who sits on the board of directors as an ex-officio member is responsible for the management and supervision of the staff. Board members will communicate via the E.D. for concerns, issues or accolades pertaining to staff's behaviour and performance and through the chair of the board relating to issues concerning the Executive Director.

Where staff and board members interface through sitting on functional working committees, this relationship will be as committee members to determine plans and objectives for that committee. On these committees, staff and board members are considered equal participating members. As a result, the committee chair may delegate activities pertaining to the committee's purpose to the staff member regarding tasks or assignments. It is the staff's responsibility to inform the Executive Director of these activities to be included in their work plan. If the Executive Director sees a conflict, the Executive Director should discuss this with the chair of the committee.

When board members participate in events as volunteers i.e. fund raising, picnics etc., their role as volunteers will be as other volunteers under the leadership and direction of the events staff coordinator.

There may be times when staff will look to board members as mentors, where guidance or coaching is sought. It is the board member's responsibility to ensure this relationship does not interfere in the directives the staff may receive through the Executive Director.

## Appendix A: Revision Record

Version	Revision	Explanation	Page #	Date
1.0		Revisions to original version to reflect revised Ontario Division By Laws	N/A	2004 06
2.0	1.	Removal of Executive Committee Terms of Reference	N/A	2006 02 01
	2.	Clause 4.3 removed reference to Exec Committee and added Directors managing program areas	7	2006 02 01
	3.	Section 5 revised to reflect current strategic priorities	7	2006 02 01
	4.	Clause 7.4.1 b revised to reflect addition of Director of Planning and Director Research Advocacy positions	12	2006 02 01
	5.	Revised 7.5.3c, to summarize Board members terms of office during transition period 2002/2003	14	2006 02 01
	6.	Revised 7.5.3.d to reflect terms of office of Director of Planning and Director Research Advocacy	14	2006 02 01
	7.	Addition of Board of Director Position Description Past Chair	16	2006 02 01
	8.	Addition of Board of Director Position Description Chair	17	2006 02 01
	9.	Addition of Board of Director Position Description Vice Chair/Director of Administration	19	2006 02 01
	10.	Addition of Board of Director Position Description Secretary	20	2006 02 01
	11.	Addition of Board of Director Position Description Treasurer	22	2006 02 01
	12.	Addition of Board of Director Position Description Director of Communications	24	2006 02 01
	13.	Addition of Board of Director Position Description Director of Client Services	26	2006 02 01
	14.	Addition of Board of Director Position Description Director of Development	28	2006 02 01
	15.	Addition of Board of Director Position Description Director of Education	30	2006 02 01
	16.	Addition of Board of Director Position Description Director of Social Action	32	2006 02 01
	17.	Addition of Board of Director Position Description Director Volunteer Resources	34	2006 02 01
	18.	Addition of Board of Director Position Description Director Research Advocacy	35	2006 02 01
	19.	Addition of Board of Director Position Description Director Planning	37	2006 02 01
	20.	Addition of Board of Director Position Description Director at Large	39	2006 02 01

<b>Version</b>	<b>Revision</b>	<b>Explanation</b>	<b>Page #</b>	<b>Date</b>
	21.	Addition of Board of Director Position Description Appointed Positions	40	2006 02 01
	22.	Addition of the Communications Committee Terms of Reference	41	2006 02 01
	23.	Addition of the Clients Services Committee Terms of Reference	42	2006 02 01
	24.	Revisions to the Development Committee Terms of Reference	43	2006 02 01
	25.	Addition of the Education Committee Terms of Reference	44	2006 02 01
	26.	Revisions to the Finance and Administration Committee Terms of Reference	45	2006 02 01
	27.	Addition of the Nominations Committee Terms of Reference	46	2006 02 01
	28.	Addition of the Social Action Committee Terms of Reference	47	2006 02 01
	29.	Addition of the Volunteer Resources Committee Terms of Reference	48	2006 02 01
	30.	Revised clause 10.1 to reflect ED as ex officio member of Finance and Admin committee	49	2006 02 01
	31	Revision to ED evaluation process to reflect Vice Chair prime-ship with Chair input	49	2006 02 01
	32	Addition of Appendix A Revision Record	52	2006 02 01