



CIP-PSTF Director

Role Description & Qualifications

Role of the Board of Directors

The Board of Directors plays an important role by providing leadership and overseeing CIP-PSTF's activities. The Board is responsible to the members and has the obligation to render an account for the responsibility conferred. The Board represents the interests of the members and the broader planning community.

The Board is responsible for being knowledgeable about risks inherent in the organization's operations and ensures that appropriate risk analysis is performed as part of Board decision-making. The Board ensures that appropriate programs and processes are in place to protect against risk.

The Board will ensure that the scholarship, bursary, and awards programs:

- Are flexible and adaptable in order to stay relevant to students' needs
- Have national appeal
- Are financially sustainable
- Engage planners in supporting the future of the profession
- Are current in terms of encouraging good planning practise, professionalism, transparency, and accountability

To achieve these objectives, the Board of Directors will:

- Effectively govern the corporation in the best interests of the Board, planning students, and the planning profession
- Seek and provide opportunities for funders to support the scholarship, bursary, and award program
- Monitor organizational risks
- Operate with transparency and be forthright in communications

Responsibilities

Policy Development

In providing leadership, the Board shall develop and adopt policies that guide the fulfillment of the corporate mission, ensure equitable, effective, and efficient management of the organization's operations, including its programs, and serve the best interests of its members and the broader community.

Strategic Planning

The Board shall work with CIP staff in building and implementing a vision for the future, developing a mission and objectives, determining outcomes, and evaluating overall organizational results.

The Board shall participate in the development and approval of annual work plans and receive progress reports on implementation of strategic directions and initiatives.

Operational Oversight

The Board will adhere to the approved budget and to best practices in dealing with members, staff, and volunteers.

Governance and Organizational Development

The Board is responsible for the quality of its own governance. The Board shall establish governance structures to facilitate the performance of the Board's role and enhance individual Director performance.

The Board shall be responsible for the recruitment of qualified Board members and shall ensure ongoing Board training and education. In selecting Director candidates, where possible, the Board will encourage national representation and will strive to meet its objectives with respect to diversity and representation, including geographic diversity so that all regions of Canada are represented, with gender balance, and a mix of candidates with a variety of professional backgrounds.

The Board reaffirms the equality of status of English and French as the official languages of Canada and establishes equal rights and privileges as to their use with the Board and through Board initiatives.

The Board shall assess and review its governance by periodically evaluating Board structures, including Board recruitment processes, Board composition and size, number of committees and their terms of reference, processes for appointment of committee chairs, processes for appointment of Officers, and other governance processes and structures.

CIP-PSTF offers equal volunteer opportunities to all qualified individuals without regard to race, colour, ethnicity, religion, gender, age, national origin, disability, sexual orientation, or appearance. CIP-PSTF is a national organization and wishes to engage with current and future members across all regions. To reflect CIP-PSTF's diverse membership and that of the Canadian population, as well as to encourage representation from across the organization, CIP-PSTF may give preference to applicants from an under-represented segment of the population to promote its values of diversity, equality, and inclusion.

Resource Management

The Board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources. Therefore, the Board shall approve policies for financial planning and shall approve the annual budget.

The Board shall approve investment policies, monitor compliance, and ensure management has put measures in place to ensure the integrity of internal controls.

Duties and Expectations

As the high-level decision makers and policy-setters for CIP-PSTF's affairs, Directors have the responsibility to act responsibly and ethically, to protect and care for CIP-PSTF's best interests and well-being (above any other interests or considerations), and to be accountable legally and democratically (to the members) for their role.

All Directors, corporate and non-profit, have Fiduciary Responsibilities – Duty of Care, Duty of Loyalty, and the Duty of Obedience. Directors retain many of these duties even after they resign or retire. Confidentiality is included in these fiduciary responsibilities.

Directors have a duty to act honestly, and in good faith with a view to the best interest of the organization. Directors may not profit at the expense of the organization, and must avoid, or disclose all conflicts of interest, or what could be perceived as a conflict of interest.

A Director breaches their duty to act in the best interests of the organization where the Director prefers the interests of a particular group, person, or entity over the interests of the organization as a whole.

Board Meetings

Directors are expected to make a personal commitment to participate in and attend all Board meetings, including preparing for the meetings by reading all briefing and background materials (see Appendix). Materials are provided approximately one week in advance of meetings, which may require a lengthy amount of time of reading and consideration.

Board meetings are conducted as videoconferences 4 to 5 times per year (during normal working hours) and an in-person meeting may be scheduled every few years (budget permitting). Videoconference calls are also scheduled on an ad hoc basis for the Board and Standing Committees to deal with specific business items.

When absent from their usual place of residence, Directors are reimbursed for reasonable travel and living expenses incurred in attending a CIP-PSTF Board meeting, as per CIP-PSTF policy.

Standing Committees

Directors are expected to participate in Standing Committees of the Board, including as required if they are serving in an Officer role (President, Vice-President, and Treasurer).

The current standing committees are:

- Executive
- Finance (responsible for overseeing CIP-PSTF's financial matters)
- Governance (oversees governance policies and procedures, as well as Nominations Subcommittee)

Standing Committees will establish objectives and undertake activities in accordance with CIP-PSTF's annual work plans, and their Terms of Reference. The Board may direct or suggest that a Standing Committee study and make recommendations on certain projects or programs.

CIP National Conference

Directors who attend CIP's annual national conference in-person are encouraged to volunteer for conference duties (such as at the CIP-PSTF booth), and to network and interact with CIP members, students, and potential donors.

Qualifications

The CIP-PSTF Board of Directors is responsible for overseeing the organization and administration of CIP-PSTF and serving the best long-term interests of the organization. To fulfill this role, the Board is expected to bring forward-looking, national and strategic perspectives to CIP-PSTF's operations and policies.

All CIP-PSTF Directors must meet the minimum set of qualifications, as determined by the Board, if they are to play an integral part in CIP-PSTF Board decision-making. The CIP-PSTF Board believes that, collectively, it should have the specialized skills necessary to properly manage and oversee the organization. Qualifications shall include:

- a) Relevant experience at a strategic or policy-making level in a professional, government, non-profit, charity or academic organization
- b) Sufficient time and availability to satisfy the Director's responsibilities
- c) Reputation for ethical behavior both personally and professionally
- d) Freedom from any conflict of interest that may impair the Director's ability to make consistent and fair decisions in the best interests of CIP-PSTF
- e) Previous Board experience or similar
- f) Demonstrated financial, legal, and business literacy through previous experiences

- g) Experience in a leadership role
- h) Understanding of CIP-PSTF's role and purpose

In addition to the above, Directors should ideally demonstrate proficiency in the following:

- a) Integrity
- b) Knowledge of governance
- c) Collaborative skills
- d) Communications
- e) Independence
- f) Leadership
- g) Legislation and standards

Election Process

Any individual may nominate themselves to the CIP-PSTF Board of Directors if they meet the eligibility criteria for the position.

To be eligible for election, nominees must be members in good standing of CIP-PSTF, and meet specific experience or competency requirements, as set out by the Board of Directors.

The nomination and election process is set out in CIP-PSTF's policies in accordance with the organization's bylaws and the Canada Not-for-Profit Corporations Act, which requires that the membership of an organization elect its Board of Directors at a meeting of members.

In brief:

- Nominees complete an online application form
- Nominations are vetted by staff for eligibility
- Eligible nominees' qualifications are reviewed by the CIP-PSTF Nominations Subcommittee
- Nominees are notified of the Subcommittee's decision
- If needed, an online vote is conducted to determine the final slate of candidates
- Approved nominees are included in the meeting package of the Annual General Meeting (AGM) and presented to voting members at the AGM for ratification

All Directors are elected for a term of three (3) years following their election. At the end of their first term, Directors may be re-elected by the voting members to one additional three-year term.