

Board of Directors Governance Manual



Canadian Association of Provincial Cancer Agencies



TAB	TITLE
A-1	Introduction to the Canadian Association of Provincial Cancer Agencies
A-2	Goal, Vision, Mission and Roles
A-3	Typical Board Calendar (TO FOLLOW)
A-4	Terms of Reference for the Board of Directors
A-5	Terms of Reference for the Board Chair
A-6	Terms of Reference for the Executive Director
A-7	Terms of Reference for a Director
A-8	Board Operating Guidelines
A-9	Terms of Reference for Officers of the Board
A-10	Terms of Reference for the Administrative Assistant to the Board
B-1	Guidelines for Committees of the Board
B-2	Board of Directors Committee Membership
B-3	Terms of Reference for the Human Resources and Compensation Committee
B-4	Terms of Reference for the Finance and Audit Committee
B-5	Terms of Reference for the Governance and Nominating Committee
B-6	General Terms of Reference for Ad Hoc Committees
C	List of Typical Board Policies
<i>C-1</i>	<i>Strategic Planning Process¹</i>
<i>C-2</i>	<i>Board Evaluation Process</i>
<i>C-3</i>	<i>Process for Assessing the Performance of the Executive Director</i>
<i>C-4</i>	<i>Vision, Mission, Goals Board Approval Requirements</i>
<i>C-5</i>	<i>Strategic Planning Process</i>
<i>C-6</i>	<i>Code of Conduct</i>
<i>C-7</i>	<i>Conflict of Interest</i>
<i>C-8</i>	<i>Signing and Spending Authority Policy (current Procurement Policy)</i>
<i>C-9</i>	<i>Investment Policy</i>
<i>C-10</i>	<i>Auditor Independence Policy</i>
<i>C-11</i>	<i>Whistleblower Policy</i>
<i>C-12</i>	<i>Succession Plan (for ED)</i>
<i>C-13</i>	<i>CAPCA Compensation Philosophy</i>
<i>C-14</i>	<i>Communications Policy</i>
D-1	Audited Financial Statement
D-2	Approved Annual Operating Budget
E-1	By-law No. 2
E-2	Letters Patent
E-3	Directors and Officers Liability Insurance Policy

¹ Policies listed in italics do not currently exist. See Footnotes in Tab C: List of Typical Board Policies

INTRODUCTION TO THE CANADIAN ASSOCIATION OF PROVINCIAL CANCER AGENCIES

1. THE CANADIAN ASSOCIATION OF PROVINCIAL CANCER AGENCIES (CAPCA)

CAPCA is an interprovincial organization representing provincial and territorial cancer agencies and programs. CAPCA exists to support the reduction of the burden of cancer by facilitating and supporting effective leadership, collaboration, and advocacy for cancer care and control for all Canadians. Collectively, the Members of CAPCA work to reduce the burden of cancer by promoting the highest quality of care and services for all Canadians affected by cancer and at risk of cancer; and implementing the cancer control strategy in their respective provinces.

2. HISTORY

CAPCA originated in the early 1980's as a grassroots movement by the western provinces' Cancer Agencies whose desire it was to exchange knowledge and information with a goal to addressing areas of common interest. Throughout the 1980's the loose affiliation expanded to include other provinces, and by the end of decade all Canadian provinces were involved. As CAPCA entered the 1990's, the organization began to adopt a more structured and strategic approach to its work, including such areas as information and data sharing, education, policy development, and collaboration with national partners.

3. KEY ACCOMPLISHMENTS

CAPCA has made a significant contribution to Canada's cancer control efforts by collaborating with national partners, contributing to national cancer control policy discussions, and by helping to foster cancer research in Canada. From among a long list of key accomplishments, the following best highlights CAPCA's leadership and collaborative approach:

- Working with national and provincial partners to support the implementation of Canada's first pan-Canadian cancer control strategy by the Canadian Partnership Against Cancer (CPAC).
- Promoting the importance of cancer control research in Canada. CAPCA's efforts, combined with other national and provincial cancer related agencies, resulted in the creation of the Canadian Institute for Health Research's ("CIHR's") Institute for Cancer Research

INTRODUCTION TO THE CANADIAN ASSOCIATION OF PROVINCIAL CANCER AGENCIES

- Fostering multi-disciplinary, pan-Canadian discussion and action to enhance the safe delivery of patient care within Canada's cancer treatment centres.
- Identifying the need for a Canadian Tumour Repository to enable cancer researchers to obtain tissue samples for their research that will, ultimately, increase the rate of discovery

4. PERIOD OF TRANSITION

Much had changed in the cancer control landscape since CAPCA was first conceptualized. Significant advances had been made in cancer medicine, technology, policy development, and the sheer ability to access and exchange knowledge. Despite these advances, it was acknowledged that, due to certain variables, there were still some significant differences in how Canadians enjoyed those benefits.

So while CAPCA had been – by all measures – a significant contributor to these advances in Canada, the Board of Directors recognized that serious reflection was necessary if the organization was to remain relevant and well positioned to continue to make meaningful contributions to the Canadian cancer control system.

Therefore, 2008 was a period of reflection for the organization. With the support of management, the Board undertook a significant strategic planning exercise which included environmental scans along with internal and external stakeholder meetings. In 2009, the Board approved CAPCA's Strategic Plan which is intended to guide the organization for the next five years.

5. GOING FORWARD

CAPCA's 2009 Strategic Plan lays out the organization's broad strategies and priorities, and also describes some of the key enablers required to achieve the strategic priorities. As a key enabler, the Plan highlights the importance of building, nurturing and maximizing the potential of relationships between and among various key partners (current and potential) and notes that CAPCA is uniquely positioned in Canada to do this.

The Board also recognized the need to make changes to CAPCA's organizational structure (management operations) and governance structure (board operations) in order to reflect the current needs of the organization. With regard to the latter, the

**INTRODUCTION TO THE CANADIAN ASSOCIATION OF PROVINCIAL
CANCER AGENCIES**

Board undertook to adopt a modern approach to governance which is consistent with what is generally accepted as current ‘best practices.’ The policies and procedures in this Board Manual are a reflection of the Board’s commitment in this regard.

GOAL, VISION, MISSION, AND ROLES

1. GOAL

To collectively reduce the burden of cancer by promoting the highest quality of care and services for all Canadians affected by and at risk of cancer.

2. VISION

Together, the provincial cancer agencies will achieve the best cancer control for all Canadians by working in harmony and speaking with one voice on common priorities and key issues; and collaborating effectively with partners across the country.

3. MISSION

Collectively, the members of the Canadian Association of Provincial Cancer Agencies (CAPCA) work to reduce the burden of cancer by promoting the highest quality of care and services for all Canadians affected by cancer and at risk of cancer; and implementing the cancer control strategy in their respective provinces. The mission of CAPCA will be achieved through:

- leadership in the coordination of cancer control matters as the pan-Canadian/national voice of organized provincial and territorial cancer control development and delivery systems;
- contributing to the continued development and implementation of the national cancer control strategy;
- advocacy for organized cancer control nationally and provincially;
- collaboration with other organizations to advocate for public policy change to improve cancer control;
- fostering an appropriate environment within the provincial cancer agencies which is inclusive of the conduct of research and innovation;
- sharing of innovation and expertise, and collaboration across provincial boundaries to realize the maximum impact for cancer control; and

GOAL, VISION, MISSION, AND ROLES

- effective communication and by working with key national partners such as the Canadian Cancer Society, Canadian Partnership Against Cancer, government bodies and professional associations.

4. ROLES

CAPCA fills certain unique roles in the cancer control system in Canada. As a result, special focus will be on the following three areas:

- **Operational Perspective:** CAPCA is the only organization in the cancer domain that focuses on operational issues and encourages the sharing of information, best practices and solutions to problems at the operational level. Maintaining this focus on the operational level of cancer care is seen as a core focus of CAPCA's activities going into the future.
- **National Voice:** All provincial agencies/programs are members of CAPCA which, when presenting a coordinated response through CAPCA, collectively become significant advocates and influencers. The provincial membership of CAPCA is seen as a unique and positive aspect which presents opportunities for collaboration which would not otherwise be possible.
- **Communication:** CAPCA's role as a communications vehicle extends beyond sharing ideas and solutions into the realm of stimulating dialogue and activity among its members and also others in the cancer domain. CAPCA is uniquely positioned to be a pan-Canadian conduit for the dissemination of strategies and information between and among a variety of stakeholders in the cancer domain.

BOARD CALENDAR [Sample Only]

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
A. Strategies, Plans and Performance												
i) Review Vision, Mission and Values						X						
ii) Situational Analysis						X						
iii) Preliminary review of Strategic Plan									X			
iv) Review and Approval of Strategic Plan										X		
v) Balanced Scorecard – Review and approval of Organizational Scorecard Performance Measures and Targets			X									
vi) Review and approval of budget assumptions										X		
vii) Review and approval of Operating Budget												X
B. Financial Control												
i) Appoint External Auditors					X							
ii) Set Audit Fees											X	
iii) Approve Annual Audited Statements					X							
iv) Review Quarterly Financial Results					X				X		X	
v) Finance and Audit Committee Reports					X				X	X	X	X

BOARD CALENDAR [Sample Only]

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
C. Human Resources and Compensation												
i) Approve ED Annual Objectives												X
ii) ED Performance Evaluation												X
a) Develop evaluation inputs										X		
b) Review evaluation results with full Board												X
c) Conduct evaluation discussion with ED												X
iii) Approve ED Compensation												X
iv) Review compensation philosophy and guidelines			X									
v) Review senior management compensation plans			X									
vi) Review benefit and pension plans			X									
vii) Review Management Succession and Development Plans			X									
D. Governance												
i) Review Board Profile, Director Criteria & Nominating Committee Process		X										

BOARD CALENDAR [Sample Only]

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
ii) Review and approval of Board Candidate Slate (Nominating Committee Report and Recommendations)				X								
iii) Review Communications Policy		X										
iv) Appoint Officers						X						
v) Appoint Committee Chairs and Members									X			
vi) Annual Meeting						X						
vii) Board/Board Chair/Committee Evaluation				X								
viii) Board Manual Review					X							

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

1. INTRODUCTION

- A. The Canadian Association of Provincial Cancer Agencies (CAPCA) is constituted under the *Canada Corporations Act*. The Board of Directors (the “Board”) of CAPCA has a primary responsibility to foster the short and long-term success of CAPCA and to advance the mission of CAPCA.
- B. The Board is a fully functioning governing body. Its role is fiduciary¹ and includes a wide range of interests and responsibilities typically associated with a governing body – strategic planning, risk management, organizational and management capacity, internal control, ethics and values, and communications with stakeholders.
- C. The Board has the responsibility to oversee the conduct of the operations of CAPCA and to supervise management, which is responsible for the day-to-day conduct of operations. The Board, through the Executive Director (the “ED”), will set the standards of conduct for CAPCA’s operations. These terms of reference are prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management.

2. BOARD COMPOSITION

CAPCA is funded almost entirely through membership dues paid by provincial cancer agencies and programs. Given the important role the Board plays in organizational governance, operational oversight, and financial stewardship; and to ensure that CAPCA’s strategic priorities are aligned with those of its members, the most senior executive of the Provincial Cancer Agency as defined in the by-laws is automatically eligible for nomination to the Board where they will serve as Internal Directors in accordance with this section as described hereunder.

CAPCA recognizes that its mission and strategic priorities are best accomplished with the help of partners; and, from time to time, the Board may seek to augment its expertise, skill, and knowledge by adding up to four (4) External Directors from the Canadian cancer control community in accordance with this section as described hereunder.

¹ Without being legally precise, a fiduciary duty is the duty to act for the benefit of another, like a trustee. Directors owe this duty to CAPCA, not to members and stakeholders.

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

More specifically, the appointment of Directors is set out in CAPCA's by-laws as follows:

- **Internal Directors:** The most senior executive of each Provincial Cancer Agency as defined in the by-laws shall automatically be eligible for nomination to the Board as an Internal Director. The most senior executive of each member of CAPCA may submit a designate representative as Internal Director. The Board shall be comprised of no less than 8 (eight) Internal Directors.
- **External Directors:** Based upon the Board's assessment of the skills, knowledge and expertise needed to assist the Board in the execution of its fiduciary duties, a maximum of four (4) External Directors may be appointed by the Board for two year terms, renewable with Board approval.

3. DUTIES AND RESPONSIBILITIES

A. Managing the Affairs of the Board

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including:

- i) planning its composition and size;
- ii) annually reviewing, in conjunction with the ED, the skills and experience represented on the Board in light of the strategic direction of CAPCA, for the purpose of determining the criteria for electing and appointing Directors;
- iii) selecting its Chair, Vice Chair, and Secretary and planning for Chair succession;
- iv) ensuring that new Directors are appropriately oriented;
- v) implementing an appropriate process for assessing the effectiveness of the Board, Board Chair, Committees, and the contribution of Directors; and
- vi) assuming responsibility for CAPCA's governance practices including developing a set of governance principles and guidelines that are specifically applicable to CAPCA.

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

B. Management and Human Resources

The Board has the responsibility to:

- i) appoint and replace the ED, and monitor the ED's performance;
- ii) approve terms of reference for the ED;
- iii) approve the ED's goals and objectives for each upcoming year; and, at least annually, review the ED's performance against these goals and objectives (see Tab C-3);
- iv) approve the ED's compensation;
- v) to the extent feasible, satisfy itself as to the integrity of the ED and other senior officers, if any, and that the ED and other senior officers, if any, create a culture of integrity throughout CAPCA;
- vi) ensure plans are made for management succession and development, including appointing, training and monitoring senior management, if any; and
- vii) provide advice to the ED in the execution of his/her duties.

C. Mission, Strategy and Plans

The Board has the responsibility to:

- i) adopt a strategic planning process (see Tab C-1);
- ii) participate with management in the development of, and ultimately approve, CAPCA's Vision, Mission, Goals, and Roles;
- iii) annually participate with management in the development of, and ultimately approve a strategic plan for CAPCA that takes into account, among other things, the opportunities and risks facing CAPCA;
- iv) approve annual operating budgets that support CAPCA's ability to meet its strategic plan; and
- v) monitor CAPCA's progress towards the objectives set in the strategic and operating plans.

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

D. Financial and Risk Issues

The Board has the responsibility to:

- i) take reasonable steps to ensure the implementation and integrity of CAPCA's internal control and management information systems;
- ii) ensure management identifies the principal financial and non-financial risks to CAPCA and implements appropriate systems and programs to manage these risks;
- iii) monitor operational and financial results;
- iv) approve the periodic allocation of financial resources which are not included in the annual approved budget;
- v) approve annual financial statements, and approve release thereof by management; and
- vi) recommend the appointment of external auditors to the Members and approve auditors' fees.

E. Policies and Procedures

The Board has the responsibility to:

- i) approve and monitor compliance with all Board policies and significant operating policies (e.g. high level human resource, financial, or risk management policies), which govern CAPCA;
- ii) monitor compliance with the Code of Conduct (see Tab C-6) and Conflict of Interest (see Tab C-7) and grant any waivers for the benefit of Directors or Officers; and
- iii) direct management to implement systems designed to ensure that CAPCA operates at all times within applicable laws and regulations, and to the highest safety, ethical, and moral standards.

F. Communication to Members and Stakeholders

The Board has the responsibility to:

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

- i) ensure CAPCA has in place a policy to enable management and the Board to communicate effectively with members and other stakeholders (see Tab C-14);
- ii) assist and support CAPCA in communicating its mission to all stakeholders;
- iii) ensure the financial and operational performance of CAPCA is adequately and promptly reported as required by law;
- iv) ensure financial results are reported fairly and in accordance with generally accepted accounting principles;
- v) ensure timely reporting of any other developments that have a significant and material effect on the performance of CAPCA; and
- vi) report annually on the Board's stewardship for the preceding year (Annual Report).

4. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS

- A. The Board is responsible for directing management to ensure legal requirements have been met, and documents and records have been properly prepared, approved, and maintained.
- B. Legal duties are imposed on Directors. The basic legal duties are imposed at common law and by the *Canada Corporations Act*.
- C. Directors are under a fiduciary duty to CAPCA to carry out the duties of their office:
 - i) honestly and in good faith;
 - ii) in the best interests of CAPCA; and
 - iii) with the care, diligence, and skill of a reasonably prudent person.
- D. The Board is responsible for reviewing and recommending changes in the by-laws and matters requiring Member approval.

TERMS OF REFERENCE FOR THE BOARD CHAIR

1. INTRODUCTION

- A. The Board Chair is elected every two years by, and reports to, the CAPCA Board of Directors.
- B. The Board Chair's primary role is to act as the presiding Director at Board meetings and to manage the affairs of the Board including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- C. The Board Chair is President of the Corporation.
- D. The Board Chair works with the Executive Director (the "ED") to ensure effective relations with Board of Directors, CAPCA Members, other stakeholders, and the public.
- E. The Board Chair is an ex-officio member of committees where he/she is not appointed as a full member.
- F. The Board Chair demonstrates his/her commitment to the division of responsibilities between management and the Board by operating within the mandate outlined in these terms of reference.

2. DUTIES AND RESPONSIBILITIES

A. Working With Management

The Board Chair has the responsibility to:

- i) act as a sounding board, advisor and confidante for the ED, including helping to review strategies and performance objectives, define issues, maintain accountability, and build relationships;
- ii) in conjunction with the ED, assist in representing CAPCA as required;
- iii) inform the ED of concerns of the Board, members, and other stakeholders as he/she becomes aware of them;
- iv) lead the Board in the process of monitoring and evaluating the performance of the ED, ensuring the accountability of the ED, and

TERMS OF REFERENCE FOR THE BOARD CHAIR

- ensuring implementation of the management succession and development plans by the ED;
- v) work closely with the ED to ensure management strategies, plans and performance are appropriately represented to the Board;
- vi) at the request of the ED, provide assistance on major policy issues and new strategic initiatives; and
- vii) act as the primary spokesperson for CAPCA on matters of governance. The ED will be the primary spokesperson for CAPCA on operational and other matters.

B. Managing the Board

The Board Chair has the responsibility to:

- i) ensure the Board is alert to its obligations to CAPCA, its Members and other stakeholders;
- ii) chair Board meetings and ensure that the appropriate issues are addressed;
- iii) establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- iv) review composition of the Board and assist the Governance and Nominating Committee in drawing up an annual slate of directors to be recommended to the Board for nomination;
- v) recommend the Board Officers, committee members and committee Chair appointments to the Board for approval;
- vi) ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the ED and the Secretary;
- vii) ensure major CAPCA initiatives have proper and timely Board understanding, consideration, oversight and approval;

TERMS OF REFERENCE FOR THE BOARD CHAIR

- viii) ensure the Board receives adequate and regular updates from the ED on all issues important to the welfare and future of CAPCA;
- ix) maintain a liaison and communication with all directors and committee Chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its committees;
- x) build consensus and develop teamwork within the Board;
- xi) review Director conflict of interest and code of conduct issues as they arise; and
- xii) in collaboration with the ED, ensure data requested by Directors or committees of the Board is provided and meets their needs.

C. Relations with Members and other Stakeholders

The Board Chair has the responsibility to:

- i) chair meetings of members;
- ii) chair the Annual Meeting;
- iii) in co-ordination with the ED, ensure CAPCA's management and, where applicable, ensure the Board is appropriately represented at official functions and meetings; and
- iv) at the request of the ED, take an active role in assisting the ED to maintain stakeholder relations on behalf of CAPCA.

**TERMS OF REFERENCE FOR THE
EXECUTIVE DIRECTOR**

1. INTRODUCTION

- A.** Reporting to the Board of Directors (“the Board”), the Executive Director (the “ED”) is responsible for:
- i) providing leadership, general supervision, management and control of the operations of CAPCA on a day-to-day basis in accordance with the strategies, plans and policies approved by the Board;
 - ii) planning, organizing and directing all facets of CAPCA’s operations within the framework of the Board approved strategic plan; and
 - iii) maintaining effective working relationships with and communicating with CAPCA's members and other stakeholders.
- B.** The ED shall conduct the affairs of CAPCA in accordance with commonly accepted ethical practices, consistent with CAPCA’s Mission, Vision, Goals, and other policies of CAPCA.
- C.** The ED is not eligible to become a member of the Board of Directors although s/he does attend all Board meetings.

2. SPECIFIC ACCOUNTABILITIES

A. The Strategic Plan

In collaboration with the management team and other staff, key constituents, and the Board, the ED shall:

- i) formulate and recommend a strategic plan to the Board for review and approval, in accordance with the Strategic Planning Process as outlined in Tab C-1; and
- ii) regularly review with the Board CAPCA's progress in achieving objectives set out in the strategic plan.

**TERMS OF REFERENCE FOR THE
EXECUTIVE DIRECTOR**

B. Annual Operating Budgets

The ED shall:

- i) develop and recommend for Board approval annual operating budgets consistent with Board approved strategy and policies;
- ii) ensure the prepared budgets contain a level of detail to enable reasonably accurate projection of revenues and expenses, cash flow and subsequent audit trail;
- iii) successfully implement the approved budget; and
- iv) at each Board meeting, review with the Board:
 - CAPCA's progress in achieving plans;
 - a rationale for variances;
 - recommendations for changes as required; and
- v) provide to the Board, for its review and approval, the audited financial statements for the end of the fiscal year.

C. Annual Personal Objectives

The ED, in conjunction with the Board Chair and Board, shall establish an annual list of performance objectives (within the context of the strategic plan) to be achieved by the ED in the forthcoming year.

D. Financial and Administrative Management

The ED shall:

- i) implement effective administration systems to ensure the efficient use of CAPCA's financial resources within the objectives, policies, plans and budgets approved by the Board;
- ii) ensure the implementation of appropriate internal audit, financial management, information and record keeping systems which are considered satisfactory by the Board approved external auditors;

**TERMS OF REFERENCE FOR THE
EXECUTIVE DIRECTOR**

- iii) ensure financial statements are presented regularly to the Board and that they are consistent with generally accepted accounting principles; and
- iv) seek Board approval for the periodic allocation of financial resources which are not included in the annual approved budget.

E. Risk Management

The ED shall identify CAPCA's principle risks, review them with the Board, and ensure the implementation of systems to manage these risks.

F. Organization and Human Resources

The ED shall:

- i) develop and maintain an effective organizational structure that reflects the strategic direction of CAPCA;
- ii) review the appointment of senior management team members, if any, with the Board;
- iii) define the authority and responsibilities of the senior management team members, if any;
- iv) foster an environment of fair treatment of employees, if any, and volunteers;
- v) provide strong, effective and highly visible leadership to all employees, if any;
- vi) develop compensation philosophy and guidelines for Board approval; and
- vii) with respect to management succession planning and development; over a period of time, work with the Board to:
 - implement a succession plan and management development process (if applicable) and, once established, review annually with the Board;

**TERMS OF REFERENCE FOR THE
EXECUTIVE DIRECTOR**

- ensure the succession plan provides a plan for the emergency replacement of the ED in the event of a sudden loss of chief executive services; and
- provide the Board, at Board and committee meetings, with exposure to CAPCA's key members of management, if any.

G. Information and Orientation for the Board

The ED shall:

- i) communicate clearly, openly and proactively with the Board;
- ii) inform the Board of relevant trends, anticipated adverse media coverage, material external and internal changes, and any other material risks, particularly changes in the assumptions upon which any CAPCA strategy and policy has previously been established;
- iii) ensure the Board has all the information necessary to exercise its responsibilities and marshal as many staff and external points of views, issues and options as needed for fully informed Board choices;
- iv) provide effective support and ensure the flow of accurate and timely communications to the Board that enhance operations and allow the Board to fulfill its governance responsibilities;
- v) provide a mechanism for official Board, Officer or committee communications;
- vi) report actual or anticipated non-compliance with any policy of the Board and other material non-compliance issues;
- vii) upon the appointment of each new Board member and in consultation with the Governance and Nominating Committee, coordinate an orientation program that includes providing each director with background information on CAPCA and the general issues facing CAPCA; and
- viii) until resources allow for the position of Administrative Assistant to the Board to be formally established, this function shall be

TERMS OF REFERENCE FOR THE EXECUTIVE DIRECTOR

assumed by the Executive Director. Duties and responsibilities shall include:

- supporting the Board Chair and committee Chairs in organizing Directors' and committee meetings;
- preparing and mailing notices of meetings, preparing and dispatching agendas and coordinating supporting reports and documentation;
- maintaining the Board Governance Manual to ensure that all terms of reference and policies are current and up to date;
- administering the system that ensures that the current Board Governance Manual is readily available to the Board and senior management, if any, and accessible by members and stakeholders;
- coordinating minute taking at Board and committee meetings
- ensuring that notes are taken of the proceedings, including resolutions;
- preparing and circulating minutes, and the details of resolutions and decisions; and
- performing such other duties which may from time to time be prescribed by the Board.

H. External and Internal Communications

The ED shall:

- i) ensure the development and implementation of a comprehensive communication program that supports CAPCA's overall goals, objectives and strategic plans;
- ii) be the chief spokesperson on operational and all other matters. The ED may designate other members of staff, if any, when appropriate. The ED will consult with the Board Chair regarding communications on sensitive matters. The Board Chair will be the spokesperson on Board and governance matter; and
- iii) ensure an annual report is prepared on behalf of the Board.

I. Compliance

**TERMS OF REFERENCE FOR THE
EXECUTIVE DIRECTOR**

The ED shall ensure systems are in place and implemented that ensure CAPCA operates with the highest ethical standards and within the limits of the law.

J. Outside Commitments

The ED shall obtain Board approval when considering significant public service commitments and/or outside Board appointments.

3. KEY RELATIONSHIPS

A. Relationship with the Board Chair

The ED shall meet regularly and as required with the Board Chair to review important issues and to ensure the Board Chair is provided with relevant and timely information.

B. Relationship with Members and Stakeholders

The ED will provide a leadership role in the CAPCA's relationship with its members and stakeholders.

C. Relationship with the Media and General Public

The ED shall establish a presence and take a leadership role in representing CAPCA.

TERMS OF REFERENCE FOR A DIRECTOR

1. OVERVIEW

A. Term

- i) The most senior executive of each Provincial Cancer Agency as defined in CAPCA's by-laws shall automatically be eligible for nomination to the CAPCA Board as an Internal Director. Internal Director appointments are for two year, renewable terms.
- ii) The most senior executive of each Provincial Cancer Agency as defined in CAPCA's by-laws may submit a designate representative as Internal Director.
- iii) The Board may appoint up to four (4) External Directors from time to time. External Director appointments are for two year terms, renewable with Board approval.

B. Meeting Attendance

- i) On a regular basis, Directors should expect to attend:
 - board meetings (approximately 1 per year in person at a location TBD, and approximately 2 per year via teleconference); and
 - the Annual Meeting (each fall, generally in October).
- ii) On an occasional basis, Directors may expect to:
 - represent CAPCA on related Boards or Committees; and
 - represent CAPCA at sector-related activities.
- iii) It is understood that Directors will strive to foster a culture of active participation by their full participation in as many meetings as possible.
- iv) Directors may participate in Board meetings by teleconference or videoconference and will be deemed to be present, so long as all Directors can hear and participate. Whenever possible, Directors will strive to attend in person.

TERMS OF REFERENCE FOR A DIRECTOR

C. Director/Management Relationship

As is typical in many not-for-profit organizations, the distinctions between a Board and management are not always constant. A Board member may, from time to time, act in an advisory capacity (e.g., when providing informal advice based on his/her area of expertise) or in an operational support role (e.g., as a member of a management committee). In these instances, a director is generally regarded as working for management and as having ‘taken off his/her Board hat.’ Then, he/she is not deemed to be providing direction or acting as the “eyes and ears” of the Board.

2. FIDUCIARY RESPONSIBILITIES

Broadly speaking, a Director of CAPCA has two fundamental obligations to perform.

A. Honesty and Good Faith

Common law requires a Director to act honestly and in good faith with a view towards the best interests of CAPCA. Based on the key elements of this standard of behaviour a director must:

- i) act in the best interests of CAPCA and not in his/her self-interest. (e.g., a Director should not be acting in the best interests of some special interest group or constituency);
- ii) not take personal advantage of opportunities that come before him/her in the course of performing his/her director duties;
- iii) disclose to the Board any personal interests that he/she holds that may conflict with the interests of CAPCA; and
- iv) respect the confidentiality requirements of CAPCA’s Code of Conduct and Conflict of Interest policies (see Tab C-6 and C-7, respectively).

B. Skillful Management

TERMS OF REFERENCE FOR A DIRECTOR

A Director shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. This means:

- i) the expectations of a Director will depend upon the skills and experience that the Director brings to CAPCA relative to the particular matters under consideration; and
- ii) the Director must be proactive in the performance of his/her duties by:
 - attending meetings;
 - participating in a meaningful way; and
 - being vigilant to ensure CAPCA is being properly managed and is complying with laws affecting CAPCA.

3. STANDARDS OF BEHAVIOUR ESTABLISHED BY THE BOARD

A. General

As a member of the Board, each Director will:

- i) demonstrate an understanding of the difference between governing and managing, and not encroach on management's area of responsibility;
- ii) respect confidentiality;
- iii) exercise good judgment and act with integrity; and
- iv) understand conflict of interest issues and declare potential, real or perceived conflicts.

B. Skills and Experience

As a member of the Board, each Director shall:

- i) demonstrate skills and experience that are complimentary to the current directors and helpful with CAPCA's current activities and strategic direction;

TERMS OF REFERENCE FOR A DIRECTOR

- ii) effectively apply knowledge, experience and expertise to issues confronting CAPCA;
- iii) utilize external relationships in making a contribution and adding value to CAPCA; and
- iv) serve as a helpful resource to the Board and to management, where necessary and appropriate.

C. Strategies and Plans

As a member of the Board, each Director will:

- i) demonstrate an understanding of CAPCA's strategic direction;
- ii) contribute and add value to discussions regarding CAPCA's strategic direction;
- iii) participate in monitoring and evaluating the success of CAPCA and the Executive Director (the "ED") in achieving established goals and objectives; and
- iv) demonstrate a commitment to and enthusiasm for CAPCA.

D. Preparation, Attendance and Availability

To enhance the effectiveness of Board and committee meetings, each Director will:

- i) attend meetings well prepared, having completed and understood the necessary background reading and having consulted other directors and/or management, if required, to evaluate and add value to agenda items presented;
- ii) demonstrate broader preparation than just the distributed material;
- iii) be accessible and approachable;
- iv) maintain an excellent Board and committee meeting attendance record, including organize him/herself so as to be able to attend entire Board or committee meetings, not just parts of meetings; and

TERMS OF REFERENCE FOR A DIRECTOR

- v) have the necessary time and commitment to fulfill responsibilities as a Director of CAPCA and as a member of committees.

E. Communication and Interaction

Communication is fundamental to Board effectiveness and, therefore, each Director will:

- i) be an effective ambassador and representative of CAPCA;
- ii) interact appropriately with the leadership and management of CAPCA;
- iii) participate fully and frankly in the deliberations and discussions of the Board to make a meaningful and knowledgeable contribution;
- iv) be a team player – work effectively with fellow directors and be a positive and constructive force within the Board with a demonstrated interest in the long-term success of CAPCA;
- v) demonstrate openness to others' opinions and the willingness to listen;
- vi) communicate persuasively and logically, voice concerns, listen, and raise tough questions in a manner that encourages open discussion;
- vii) be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation, and exercise independent judgment;
- viii) establish an effective, independent, and respected presence and a collegial and respectful relationship with other directors;
- ix) focus enquiries on issues related to strategy, policy, and results rather than issues relating to the day-to-day management of CAPCA; and
- x) advise the ED and/or Chair in advance of the Board meeting when introducing significant and/or previously unknown information or material at a Board meeting.

TERMS OF REFERENCE FOR A DIRECTOR

F. Committee Work

In order to assist Board committees in being effective and productive, each Director will:

- i) participate on committees and become knowledgeable about the purpose and goals of the committee; and
- ii) understand the process of committee work, and the role of Management and staff supporting the committee.

G. Industry/Sector and CAPCA Knowledge

Recognizing that decisions can only be made by well-informed directors, each Director will:

- i) demonstrate a strong understanding of CAPCA's strategies and operations;
- ii) gain a comprehensive understanding of CAPCA's financial position;
- iii) develop an understanding of the unique role of CAPCA within the Canadian cancer control landscape;
- iv) attend industry/sector events, and both speak to community members about CAPCA and the unique role it plays, and listen to the community members about their perspective on CAPCA and potential challenges and opportunities – and regularly communicate such information to the Board; and
- v) become acquainted with the ED and CAPCA management team, if any.

H. Director as Principal “Host-Member” Liaison

Each Director acknowledges that his/her appointment to the CAPCA Board carries with it certain collateral obligations to his/her ‘host-member’ organization. These obligations flow from the fact that CAPCA is an association of organizations, each of which may have slightly different communication and policy needs which will need individual attention in order for CAPCA to succeed.

TERMS OF REFERENCE FOR A DIRECTOR

Therefore, each Director will:

- i) act as the principal interface with his/her host-member organization;
- ii) be subject to CAPCA's Board Communication Policy as outlined in Tab C-14, actively communicate matters of interest between CAPCA and his/her host-member organization; and
- iii) when CAPCA initiatives have the potential to impact the host-member organization (or host-member organization's governing body), seek and communicate to CAPCA the opinion and approval of the host-member organization.

BOARD OPERATING GUIDELINES

INTRODUCTION

The Terms of Reference for the Board of Directors (the “Board”) define the role of the Board at the Canadian Association of Provincial Cancer Agencies (“CAPCA” or the “Association”). The Board Operating Guidelines outlines how the Board of Directors will operate to carry out its duties of stewardship and accountability.

1. Best Interests of CAPCA

The Board is responsible, under law, to manage or supervise the management of the affairs and business of CAPCA. The Board oversees the conduct of business of CAPCA and supervises management, which is responsible for the day-to-day conduct of business. Although Directors are appointed to the Board to bring special expertise or a point of view to Board deliberations, the best interests of CAPCA are paramount at all times.

2. Terms of Reference

- A. Terms of Reference for the Board, its Committees, the Board Chair, the Vice-Chair, Secretary, and the Executive Director (the “ED”) are reviewed periodically by the Governance and Nominating Committee, as part of the review of the Board Governance Manual, and changes, if any, are recommended to the Board for approval.
- B. Each Committee shall review annually its own Terms of Reference and shall forward any recommended changes to the Board for approval.

3. Strategic Plan

- A. Management is responsible for the development of the strategic plan to be presented to the Board, including appropriate engagement of CAPCA Members.
- B. The Board’s role is to ensure there is a strategic planning process, and to review, question, validate, and ultimately approve the strategic plan for the Association and monitor its implementation.
- C. CAPCA’s approach to strategic planning is outlined in the Strategic Planning Process (see Tab C-1) of the Board Governance Manual.

4. Annual Operating Budget

BOARD OPERATING GUIDELINES

Reviewing, approving, and monitoring financial performance against the approved budget and operating plans.

5. Principal Risks

- A. The Board should have a continuing understanding of the principal risks associated with CAPCA's operations. It is the responsibility of management to ensure that the appropriate systems, procedures, and mechanisms are in place to identify, manage, and monitor principal risks, and that processes are established to keep the Board and its committees well informed of changing risks.
- B. The mechanisms through which the Board reviews risks include ongoing reports by the ED, the strategic planning process and reports of the Finance and Audit Committee.

6. Communications Policy

- A. The Board approves a communications policy, and a process for the review and approval of major reports to the public, including the Annual Report.
- B. Together, and in consultation with one another, the Board Chair and the ED act as the primary spokespeople for CAPCA and oversee interfaces with the public.
- C. Each Director, subject to the communications policy, will act as the primary interface and spokesperson within his/her host-member organization, and where issues are related to provincial provision of healthcare
- D. As a general rule, the Board Chair is the primary spokesperson for CAPCA on matters of governance, and the ED is the primary spokesperson for the Association on operational and other matters.

7. Evaluation of the ED

- A. The Board will conduct an annual Evaluation Process for the ED, measured against objectives and other relevant criteria established in the previous year by the Board and the ED.

BOARD OPERATING GUIDELINES

- B. An outline of the Evaluation Process for the ED can be found in Tab C-3 of the Board Governance Manual.
- 8. Management Succession Planning and Development**
- Over a period of time, the Board will work with the ED to establish a management succession and development plan. The Board shall specifically consider:
- A. succession planning and ongoing management development processes that include annual reports to the Board by the ED. When complete, the Succession Planning Process will be described in greater detail in Tab C-1.
 - B. The ED's views as to a successor in the event of unexpected incapacity and ongoing management development plans should be discussed regularly with the Human Resources and Compensation Committee
- 9. Board Independence**
- A. The Board supports the concept that the Board Chair should never be an employee of CAPCA. This structure allows the Board to function independently of management when necessary. The Board Chair's role is to manage and provide leadership to the Board (Tab A-5).
 - B. The Board will allow time for a meeting of only the Directors at the end of each Board meeting. These “in camera” meetings provide an opportunity for Directors to raise any issues independently of management and scheduling this session on a regular basis ensures that such meetings are a matter of course for an independent Board and do not indicate any kind of crisis or emergency.
- 10. The Board and Board Chair Succession**
- A. The Board Chair's role is to manage and provide leadership to the Board (Tab A-5).
 - B. The Board Chair is chosen from among the Internal Directors and elected by the Board for a two-year term, renewable once.
 - C. The Board plans for Chair succession by ensuring the Vice-Chair and other potential Chair candidates develop experience through the participation and leadership of committees and Board Officer positions.

BOARD OPERATING GUIDELINES

- D. The Vice Chair is chosen from among the Internal Directors and elected by the Board for a two-year term, renewable once. Although succession is not guaranteed, the Vice Chair position is generally the early identification of the person who will succeed the current Chair.
- E. The Board Chair appointment process takes into consideration the chemistry and synergy between the Board Chair and the ED.
- F. The process for reviewing and evaluating the skills and experience required of the Board is outlined in Tab x – Director Recruitment Profile.

11. Election of Officers of the Board

In accordance with the by-laws, the Board shall elect from among the Internal Directors a Chair, Vice Chair, and Secretary at the first meeting of the board held after the annual general meeting. Such persons shall hold office until the first meeting of the Board held after the annual general meeting two years after the Board Officer's election.

12. Board Committees

- A. The function of a committee is to help a Board with a task that belongs to the Board. It is a mechanism that permits deeper examination to be given to issues than could reasonably be given by the full Board in consideration of the many items with which it must deal at any point in time. The role of committees is to support, not supplant, Board responsibility.
- B. The Board has developed a set of guidelines for Board committees that apply to all committees established by the Board (see Tab B-1).
- C. Board committees are established on the basis of the answers to the following questions:
 - i) Is the committee focusing on a matter in which the Board has a direct responsibility or principal interest?
 - ii) Is the committee focusing on matters that cut into management's territory? If so, perhaps an alternative is to have the committee operate as a management committee (possibly with some involvement from Board members).

BOARD OPERATING GUIDELINES

- iii) Is the committee operating in a way that supports and facilitates the deliberations of the Board, or is it *de facto* supplanting the role of the Board?
- D. Each committee operates according to a Board approved mandate outlining its duties and responsibilities. The current standing committees are:
 - i) the Finance and Audit Committee;
 - ii) the Human Resources and Compensation Committee; and
 - iii) the Governance and Nominating Committee.
- E. This structure is subject to change from time to time as the Board considers which of its responsibilities will best be fulfilled through more detailed review by a committee.

13. Committee Chairs and Committee Members

- A. The Board Chair is responsible to the Board for annually proposing the leadership and membership of each committee.
- B. In preparing recommendations the Board Chair will consult with the ED, and take into account the preferences, skills and experience of each Director.
- C. Committee Chairs and members are appointed by the Board at the first Board meeting after the Annual Meeting, or as needed to fill vacancies during the year.
- D. The Board favours a periodic rotation in committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity and maintenance of functional expertise.
- E. All committees, except the Governance and Nominating Committee, may include one or two members who are not currently Directors but who bring experience and skills that enhance the committee's ability to achieve its mandate.

14. Ad Hoc Committees

BOARD OPERATING GUIDELINES

- A. Ad Hoc Committees are Board committees, but differ from other committees in that each Ad Hoc Committee is established for a specific period of time to undertake a specific task, and is then disbanded.
- B. Each Ad Hoc Committee operates according to a Board approved mandate outlining its duties and responsibilities.
- C. Guidelines and terms of reference for Ad Hoc Committees can be found in Tab B-6 of the Board Governance Manual.

15. Board Meetings and Agendas

- A. The Board meets at least 3 times within the calendar year.
- B. The Board may be convened upon written request for such a meeting signed by three (3) Directors or more received at CAPCA's office, or at the request of the Chair.
- C. The Board Chair and the ED will develop the agenda for each Board meeting.
- D. Under normal circumstances, the agenda and the material will be distributed to directors not less than one week before the meeting.
- E. All Directors are free to suggest additions to the agenda.

16. Information for Board Meetings

- A. Material distributed to directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered.
- B. Reports may be presented during Board meetings by Directors, management or staff, if any, or by invited outside advisors.
- C. Presentations at Board meetings should briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

17. Urgent/Emergency Situations Between Board Meetings

From time to time there may be situations that require action on an emergency basis between Board meetings. In such cases the Board Chair or the Vice Chair

BOARD OPERATING GUIDELINES

are empowered to act on behalf of the full Board between Board meetings. They are required to communicate information to the full Board about any actions taken as soon as reasonably practical, and to review the actions with the full Board in detail at the next Board meeting.

18. Non-Directors at Board Meetings

- i) The Board appreciates the value of having management team members and other advisors attend Board meetings to provide information and opinions to assist the directors in their deliberations.
- ii) Other visitors, with the approval of the Board Chair, may be invited to attend Board meetings.

19. Board/Management Relations

- A. All Board authority delegated to staff, if any, is delegated through the ED, so that all authority and accountability of staff, if any, as far as the Board is concerned, is considered to be authority and accountability of the ED.
- B. As is typical in many not-for-profit organizations, the distinctions between a Board and management are not always constant. A Board member may, from time to time, act in an operational support role (e.g., as a member of a management committee). In these instances, a Board member is generally regarded as working for management and as having ‘taken off his/her Board hat.’
- C. Directors may direct questions or concerns on management performance to the Board Chair, to the ED, or through Board and committee meetings.
- D. No individual Board member, officer or committee has authority over the ED or any staff member, if any. These individuals or groups may request information. However, if such request, in the ED’s judgment, requires a material amount of staff, if any, time or funds or is disruptive, it may be refused or referred to the full Board for discussion.

20. Size of the Board

- A. The by-law provides for a Board size that is no larger than 14 Directors.
- B. The current Board has considered its size relative to its mandate and is satisfied that a Board of no less than 8 (eight) and no more than 14

BOARD OPERATING GUIDELINES

(fourteen) Directors, which shall include a minimum of 8 (eight) Internal Directors and a maximum of 4 (four) External Directors. Board size has been established by balancing two important governance effectiveness considerations. On the one hand, there is the need to ensure a proper diversity of perspectives, backgrounds, expertise and experience within a Board. On the other hand, there is the need to keep Board size sufficiently small to facilitate open and effective dialogue and the full participation and contribution of each Director.

21. New Director Orientation and Continuing Director Development

- A. The Board Chair and the ED share the responsibility to ensure that new Directors are oriented.
- B. New Directors will be provided with an orientation program, which will include written information about the duties and obligations of Directors, background information on CAPCA's business and operations, documents from recent Board meetings and opportunities for meetings and discussion with the senior management.
- C. The orientation program for each new Director will be tailored to that Director's needs and areas of interest.
- D. Continuing Director development should focus on critical issues facing CAPCA. Periodic presentations from staff, if any, and outside experts give directors a better sense of how the environment in which CAPCA operates is changing.

22. Assessing Board Performance

- A. The Board is responsible for ensuring there is a process for periodically assessing the performance of the Board and its committees.
- B. The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.
- C. The current Board Evaluation Process is outlined in Tab C-2.
- D. There is currently no formal individual Director evaluation process, however the Board Chair has the responsibility to deal with individual Director issues or problems should they occur from time to time.

BOARD OPERATING GUIDELINES

23. Term of Service

Internal Directors are appointed to the Board for as long as the s/he is employed by the Provincial Cancer Agency as defined in CAPCA's by-laws. External Directors are appointed for two year terms, renewable with Board approval. For complete Terms of Reference for Directors please see Tab A-7.

24. Outside Advisors for Committees and Directors

Occasionally, a committee or a Director may need the services of a consultant or an advisor to assist with matters involving his/her responsibilities. A committee or Director who wishes to engage an outside advisor at the expense of the Association must first obtain the authorization of the Board Chair in consultation with the ED.

25. Code of Conduct and Conflict of Interest Policies

- A. All Directors, Officers and employees are bound by CAPCA's Code of Conduct and Conflict of Interest Policies (Tab C-6 and C-7, respectively). The Directors review the policies, and acknowledge their support and understanding by signing the disclosure statement annually.
- B. The Board, through the Governance and Nominating Committee, has responsibility for monitoring compliance with the Code of Conduct and the Conflict of Interest policies.

26. Board of Directors' Guidelines Review

The Governance and Nominating Committee annually reviews these Guidelines and makes recommendations to the Board when necessary.

TERMS OF REFERENCE FOR OFFICERS OF THE BOARD

1. INTRODUCTION

The Board elects from among the Internal Directors a Board Chair, a Vice Chair, and a Secretary at the first meeting of the Board held after the Annual Meeting in each year. Such persons shall hold office until the first meeting of the Board held after the Annual Meeting two years after the Board Officer's election.

- A. The person completing his/her term as Board Chair shall immediately take the office of Past Chair and hold such office until after the Annual meeting two years following their appointment.
- B. Should for any reason any officer not complete his/her term, the Board elects a replacement from existing Internal Directors.
- C. The Board may appoint and remove such other Officers of CAPCA not requiring election, as it deems necessary and determine the responsibilities, and term, if any, of all such officers.
- D. The Board Officer structure is used to assist the Board in planning its succession for Board leadership.

2. VICE CHAIR

Election to the position of Vice Chair is generally considered an early indication of progression to the role of Chair of the Board. However, the process for election to the Chair is not automatic and is described in A8 section 10.

The Vice Chair shall:

- A. undertake the responsibilities of the Chair when the Chair is absent or unable to serve as the Chair;
- B. provide guidance and counsel to the Chair as requested; and
- C. undertake special projects, which may be requested by the Chair, including attending meetings or functions on the Chair's behalf.

TERMS OF REFERENCE FOR OFFICERS OF THE BOARD

3. SECRETARY

- A.** The Secretary shall be responsible to make the necessary arrangements for the:
- i) issuance of notices of meetings of CAPCA and directors;
 - ii) keeping of minutes of all meetings of CAPCA and the Board;
 - iii) custody of all records and documents of CAPCA except those required to be kept;
 - iv) custody of the common seal of CAPCA;
 - v) maintenance of the register of members; and
 - vi) conduct of the correspondence of CAPCA.
- B.** In the absence of the Secretary from any meeting, the Directors shall appoint another person to act as Secretary at that meeting.

**TERMS OF REFERENCE FOR THE ADMINISTRATIVE ASSISTANT TO THE
BOARD**

1. INTRODUCTION

- A.** The Administrative Assistant to the Board is normally the focal point for communication with a Board of Directors (the “Board”) and senior management and plays a key role in the administration of important corporate and governance matters.
- B.** The Administrative Assistant to the Board normally reports to the Executive Director (the “ED”) but has a strong working relationship with the Board through the Board Chair.
- C.** Until the Canadian Association of Provincial Cancer Agencies (CAPCA) has sufficient resources to support an Administrative Assistant to the Board, this function will be carried out by the ED.

2. DUTIES AND RESPONSIBILITIES

- A.** Please refer to Tab A-6, Section G viii) for the functions of the Administrative Assistant to the Board which are carried out by the ED.

GUIDELINES FOR COMMITTEES OF THE BOARD

The following guidelines apply to all committees of the Board regardless of specific terms of reference which may be created from time to time.

1. Each committee will review its own terms of reference periodically, and any changes will be submitted to the Board for approval.
2. Each committee will make periodic reports and/or recommendations to the Board in respect of the subject on which it was created to advise. The Board will take into consideration, but will not be bound by, committee recommendations.
3. Committee Chairs and members are appointed by the Board, on the recommendation of the Board Chair at the first meeting of the directors following the annual meeting and shall hold office until the annual meeting held two years after their appointment, or until their successors are appointed. A committee member may be removed or replaced at any time by the Board.
4. The Board Chair will be an ex-officio and non-voting member of all committees on which the Board Chair is not formally a member.
5. The number of members and composition of each committee is indicated in each committee's terms of reference.
6. All committees, except the Governance and Nominating Committee, may include up to two members who are not currently directors but who bring experience and skills that enhance the committee's ability to achieve its mandate.
7. Each committee will meet at least once each year, or more frequently as deemed necessary by the committee. Generally, meetings will be scheduled each year in advance.
8. Each committee shall have a committee timetable, as part of its terms of reference, which outlines when the committee plans to address each of its duties and responsibilities during the course of the year.
9. Notice of the time and place of every meeting shall be given at least 48 hours prior to the time fixed for such meeting. Notice shall be made in writing, facsimile, or email communication to each member of the committee and the Board Chair. A member may in any manner waive notice of a meeting. Attendance at a meeting shall be considered a waiver of notice of the meeting, except in the situation where attendance is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

GUIDELINES FOR COMMITTEES OF THE BOARD

- 10.** The Chair of a committee or any two members of a committee may call a meeting of the committee.
- 11.** If the committee Chair is not present at any meeting of a committee and has not made arrangements for a replacement, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.
- 12.** The Administrative Assistant to the Board or, in the absence of an Administrative Assistant, the Executive Director will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member. A complete meeting record will be maintained by the Administrative Assistant to the Board or, in the absence of an Administrative Assistant, the Executive Director and will be made available to all directors and the ED.
- 13.** A committee member may participate in a committee meeting by telephone, videoconference, or other communication facilities that permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- 14.** Any Director may attend committee meetings as a non-voting participant. As well, a committee may invite such Directors or, in consultation with the ED, such employees of CAPCA or consultants, as may be considered desirable to attend meetings, and assist in the discussion and consideration of the business of the committee.
- 15.** Each committee Chair will advise the ED or his/her delegate when the committee wishes to use CAPCA staff, if any, as committee support.
- 16.** A committee may, from time to time, require the expertise of outside resources. No outside resource will be retained without the approval of the Board or Board Chair, generally in consultation with the ED.
- 17.** Each committee may delegate matters under its jurisdiction to a subcommittee or individual committee member, with the provision that all work performed by such subcommittee and/or individual committee member must be reported at each committee meeting.

GUIDELINES FOR COMMITTEES OF THE BOARD

18. A quorum for the transaction of business at a committee meeting will be a majority of the authorized number of members. Questions arising at a meeting will be determined by a majority of votes of the members present.
19. The Administrative Assistant to the Board or, in the absence of an Administrative Assistant, Executive Director will canvass directors with a view to establishing a meeting schedule, and will work with the committee chair towards the establishment of meeting agendas and preparation of meeting materials.
20. The Chair of each Board committee shall:
 - A. lead the committee in undertaking the duties and responsibilities that it is charged with by the Board, as outlined in its terms of reference and these Guidelines for Committees of the Board (Tab A-8);
 - B. ensure that committee members receive all the information they require in timely fashion;
 - C. ensure the committee has adequate access to all members of CAPCA management, if any, necessary for it to undertake its responsibilities;
 - D. set agendas for committee meetings in consultation with the ED;
 - E. chair committee meetings;
 - F. lead the committee in a periodic review of its performance; and
 - G. consult with the Board Chair to ensure the committee is composed of members with the skill, experience and/or necessary training relative to the committee's responsibilities.

COMMITTEE MEMBERSHIP 2010 - 2011

	Committee		
	Finance & Audit	Governance & Nominating	Human Resources & Compensation
Name:			
Staff:			
Outside Representatives:			

Appointed:

**TERMS OF REFERENCE FOR THE HUMAN RESOURCES &
COMPENSATION COMMITTEE**

1. PURPOSE

The purpose of the Human Resources and Compensation Committee (“the Committee”) is to provide, on behalf of the Board of Directors (the “Board”), a focus on human resource and compensation issues consistent with the Association’s objective to achieve its Vision, Mission and Goals. The Committee provides oversight to human resource issues including the evaluation and compensation of the Executive Director, (the “ED”).

A. Composition and Term of Office

- i) The committee shall be comprised of the Board Chair, no less than two other Directors, and no more than two external appointees.
- ii) Committee members shall be appointed by the Board in accordance with the Guidelines for Committee’s in Tab B-1.
- iii) The Committee shall operate in a manner that is consistent with the Committee Operating Guidelines that apply to all committees and which are outlined in the Board Governance Manual (see Tab B-1).
- iv) The Committee will meet at least once each year and more frequently at the call of the committee Chair.
- v) The secretary to the Committee will be the Administrative Assistant to the Board or, in the absence of an Administrative Assistant, the ED or his/her delegate.

B. Duties and Responsibilities

The Committee has the responsibility to:

- i) Recommend to the Board a performance evaluation process for the ED (Tab C-3).
- i) Once the Board has approved the performance evaluation process, lead the implementation of the evaluation process.
- ii) Provide a report on the findings of the evaluation process to the Board for review prior to discussing these findings with the ED.

**TERMS OF REFERENCE FOR THE HUMAN RESOURCES &
COMPENSATION COMMITTEE**

- iii) Review and recommend to the Board the ED's compensation.
- iv) Review CAPCA's compensation philosophy and guidelines, and where appropriate, make recommendations for changes to the Board of Directors.
- v) Review and approve short- and long-term succession plans for the ED.
- vi) If and when applicable, review with the ED existing management resources and plans to ensure that qualified personnel will be available for succession to key management positions.
- vii) If and when applicable, review major changes in the management organizational structure as proposed by the ED.
- viii) Review CAPCA's human resource policies from time to time.
- ix) Review with the ED any significant outside commitments the ED is considering before the commitment is made. This includes commitments to act as a Director or Trustee of for-profit and non-profit organizations.
- x) At the request of the Board Chair or the Board, undertake such other human resource or compensation initiatives as may be necessary or desirable to contribute to the success of CAPCA.

2. ACCOUNTABILITY

- A.** The Committee Chair has the responsibility to make periodic reports to the Board as requested, on human resource and compensation matters respecting CAPCA.
- B.** The Committee shall report its discussions to the Board by maintaining minutes of its meetings and distributing those minutes at the next Board meeting, and providing an oral report where required at the next Board meeting.

**TERMS OF REFERENCE FOR THE HUMAN RESOURCES &
COMPENSATION COMMITTEE**

3. COMMITTEE TIMETABLE

The timetable on the following page outlines a sample Committee schedule of activities during the year.

Activity	J	F	M	A	M	J	J	A	S	O	N	D
A. Recommend a performance evaluation process for the ED										x		
B. Lead implementation of evaluation process											X	
C. Provide report on findings of evaluation to Board for review prior to discussing findings with ED												X
D. Review and recommend the ED's compensation.												X
E. Review the Association's compensation philosophy and guidelines, and where appropriate, make recommendations for changes to the Board of Directors.			X									
F. Review and approve short and long-term succession plans for the ED.												
G. If and when applicable, review with the ED existing management resources and plans to ensure that qualified personnel will be available for succession to key management positions.			X									
H. If and when applicable, review major changes in the management organizational structure as proposed by the ED.	As Required											
I. Review the Association's human resource policies from time to time.			X									
J. Review with the ED any significant outside commitments the ED is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and non-profit organizations.	As Required											
K. At the request of the Board Chair of the Board, undertake such other human resource or compensation initiatives as may be necessary or desirable to contribute to the success of CAPCA.	As Required											

Note: X – Committee presents recommendations to Board.

Adopted: 05 October 2010
Revised:

TERMS OF REFERENCE FOR THE FINANCE AND AUDIT COMMITTEE

1. PURPOSE

- A. The primary function of the Finance and Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of the Canadian Association of Provincial Cancer Agencies (“CAPCA”) in fulfilling its oversight responsibilities by reviewing:
- i) all periodic financial reports that will be provided to the Board including periodic internal reports, annual audited financial statements, annual budgets and strategic plans;
 - ii) the systems of internal controls that have been established by management and the Board;
 - iii) all audit processes;
 - iv) the process for identifying and recruiting services in the areas of audit, legal, banking and borrowing services;
 - v) the investments, if any, of CAPCA to ensure they are consistent with CAPCA’s objective to achieve its Vision, Mission, and Goals. The Committee assesses and makes recommendations regarding investments issues and develops and leads the process for investment policy and strategy.
- B. Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Association is vested in CAPCA’s management and is overseen by the Board.

2. COMPOSITION AND OPERATIONS

- A. The Committee shall be comprised of no less than three (3) Directors. No more than two appointments to the Committee may be non-Directors.
- B. Committee members shall be appointed by the Board in accordance with the Guidelines for Committee’s in Tab B-1.
- C. Any Committee member may be removed by the Board.

TERMS OF REFERENCE FOR THE FINANCE AND AUDIT COMMITTEE

- D.** Each Committee member shall be financially literate¹, or shall become financially literate in a reasonable amount of time following appointment to the Committee.
- E.** The Committee shall operate in a fashion that is consistent with the Guidelines for Committees of the Board, which are outlined in Tab B-1 of the Board Governance Manual.
- F.** CAPCA's auditors shall be advised of the names of the Committee Members and will receive notice of meetings of the Committee and have the ability to attend and be heard at those meetings should the auditors believe there are issues which should be brought to the Board's attention.
- G.** The Committee shall meet with the external auditors as it deems appropriate to consider any matter that the Committee or auditors determine should be brought to the attention of the Board.
- H.** The Committee has access to CAPCA's senior management and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.
- I.** The Committee provides open avenues of communication among management, employees, if any, external auditors and the Board.
- J.** The Committee shall meet at least twice per year.
- K.** The secretary to the Committee will be the Administrative Assistant to the Board or, in the absence of an Administrative Assistant, the Executive Director.

3. FINANCE AND AUDIT DUTIES AND RESPONSIBILITIES

A. Financial Statements & Other Financial Information

The Committee will review and recommend for approval to the Board, financial information that will be made publicly available as well as key internal financial information. This includes the following:

¹ Ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Organization's financial statements. (Source: OSC Multi-Lateral Instrument 52-110 – Audit Committees)

TERMS OF REFERENCE FOR THE FINANCE AND AUDIT COMMITTEE

- i) periodic financial statements;
- ii) CAPCA's audited financial statements
- iii) CAPCA's annual report, where appropriate;
- iv) annual operating budget; and
- v) any long-term financial plans.

B. External Audit

The Committee will:

- i) review and recommend to the Board, for approval by the membership, the engagement of the external auditor;
- ii) review and recommend to the Board, the annual audit fees;
- iii) meet with the external auditor to discuss CAPCA's annual financial statements and the auditor's report, including the appropriateness of accounting policies and underlying estimates;
- iv) review and inform the Board with respect to planning, conduct and reporting of the annual audit;
- v) meet at least annually with the external auditors without management present;
- vi) review and discuss the appropriateness of accounting policies and financial reporting practices used by CAPCA; and
- vii) review and discuss any significant proposed changes in financial reporting and accounting policies and practices to be adopted by CAPCA.

C. Risk Management, Internal Control and Information Systems

The Committee will review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

TERMS OF REFERENCE FOR THE FINANCE AND AUDIT COMMITTEE

- i) reviewing CAPCA's risk management controls and policies;
- ii) obtaining reasonable assurance that the information systems are reliable and that the systems of internal controls are properly designed and effectively implemented through discussions with and reports from both management and the external auditor;
- iii) approving and monitoring compliance with the levels of Signing and Spending Authority Policy (Tab C-8); and
- iv) monitoring compliance with applicable laws and statutory requirements.

D. Other

The Committee will:

- i) review, monitor and make recommendations to the Board with respect to the status of CAPCA's instruments of borrowing;
- ii) review insurance coverage for significant risks and uncertainties;
- iii) review material litigation and its impact on financial reporting;
- iv) review policies and procedures for the review and approval of officers and senior management expenses and prerequisites.

- E.** Not less than every three years, review the selection of external auditors, legal counsel, and banking services.

4. INVESTMENT DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

- A.** Lead the process of the development of investment policy and strategy, if any, for recommendation to the Board.
- B.** Annually review, monitor and make any recommendations regarding the investment policy and guidelines for the endowment and/or designated funds of CAPCA, if any.

TERMS OF REFERENCE FOR THE FINANCE AND AUDIT COMMITTEE

- C. Annually review, monitor and make recommendations regarding the performance of the investments, if any.

5. ACCOUNTABILITY

- A. The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on financial matters respecting CAPCA.
- B. The Committee shall report its discussions to the Board by maintaining minutes of its meetings, distributing minutes at the next Board meeting, and providing an oral report where required at the next Board meeting.

6. COMMITTEE TIMETABLE

The timetable on the following page outlines a sample Committee schedule of activities during the year.

FINANCE AND AUDIT COMMITTEE CALENDAR

The following dates pertain to tasks performed by the Finance and Audit Committee. For dates pertaining to tasks performed by the full Board go to Tab A-3

Activity	J	F	M	A	M	J	J	A	S	O	N	D
FINANCE AND AUDIT DUTIES AND RESPONSIBILITIES												
A. Financial Statements & Other Financial Information												
Review and recommend:												
i) Periodic internal monthly financial statements and cash flow reports);												
ii) periodic financial statements;				✓			✓			✓		
iii) annual audited financial statements;				✓								
iv) budget assumptions									✓			
v) annual operating budget;											✓	
vi) long-term financial plan.											✓	
B. External Audit				✓								
i) review and recommend engagement of external auditor;				✓								
ii) approve audit fees;										✓		
iii) meet with external auditor to discuss annual financial statements and auditor's report;				✓								
iv) review and advise with respect to planning, conduct and reporting of annual audit;										✓		
v) meet with external auditors without management;				✓								
vi) review and discuss appropriateness of accounting policies and financial reporting practices;				✓								

FINANCE AND AUDIT COMMITTEE CALENDAR

The following dates pertain to tasks performed by the Finance and Audit Committee. For dates pertaining to tasks performed by the full Board go to Tab A-3

Activity	J	F	M	A	M	J	J	A	S	O	N	D
vii) review and discuss any significant proposed changes in financial reporting and accounting policies and practices.				✓								
C. Risk Management, Internal Control and Information Systems							✓					
i) review risk management controls and policies;												
ii) obtain reasonable assurance that information systems are reliable and that internal controls are properly designed and effectively implemented from management and external auditor;							✓					
iii) approve and monitor compliance with Levels of Signing and Spending Authority Policy;									✓			
iv) monitor compliance with applicable laws and statutory requirements.							✓					
D. Other				✓								
i) review, monitor and recommend with respect to status of instruments of borrowing;												
ii) review insurance coverage of significant risks and uncertainties;				✓								
iii) review material litigation and impact on financial reporting;				✓								
iv) review policies and procedures for review and approval of officers and senior management expenses and perquisites.									✓			
E. Not less than every three years, review selection of external auditors, legal counsel, and banking services (1)				(✓)								

FINANCE AND AUDIT COMMITTEE CALENDAR

The following dates pertain to tasks performed by the Finance and Audit Committee. For dates pertaining to tasks performed by the full Board go to Tab A-3

Activity	J	F	M	A	M	J	J	A	S	O	N	D
INVESTMENT DUTIES AND RESPONSIBILITIES							✓					
A. Meet with investment manager, if any, to review, monitor and assess portfolio performance and investment counsel’s outlook and strategy.							✓					
B. Review, monitor and make recommendations regarding performance of investment fund.				✓			✓			✓		
C. Review, monitor and make recommendations regarding investment policy and guidelines for endowment and designated funds.							✓					
D. Based on recommendation of investment manager, review, monitor and make recommendations regarding ranges for each asset class, if any.							✓					
E. Review, monitor and make recommendations regarding the pay-out rate policy for endowment funds.							✓					
F. At least every five years, embark on process to review performance of the investment manager (2)							(✓)					

- (1) Legal services: a variety of lawyers to provide specialty advice on different issues faced by CAPCA.
- (2) A comprehensive review of the Investment Manager’s performance, including the need to appoint new Investment Manager, is scheduled every five years.

**TERMS OF REFERENCE FOR THE GOVERNANCE AND
NOMINATING COMMITTEE**

1. PURPOSE

The purpose of the Governance and Nominating Committee (“the Committee”) is to provide, on behalf of the Board, a focus on governance issues consistent with CAPCA’s objective to achieve its Vision, Mission, Goals, and Roles. The Committee assesses and makes recommendations regarding Board governance and effectiveness issues and develops and leads the process for identifying, recruiting, appointing, re-appointing and providing ongoing development of Directors.

2. COMPOSITION AND OPERATIONS

- A.** The Committee shall comprise no less than three and no more than five Directors.
- B.** The Committee shall operate in a manner that is consistent with the Committee Operating Guidelines that apply to all Committees and which are outlined in the Board Governance Manual (Tab B-1).
- C.** The Committee shall meet at least once a year and more frequently at the call of the Committee Chair.
- D.** The secretary to the Committee will be the Administrative Assistant to the Board or, in the absence of an Administrative Assistant, the Executive Director (“ED”).

3. DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

- A.** In consultation with the Board Chair and the Executive Director (“ED”), develop, and periodically update, a long term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of CAPCA.
- B.** In consultation with the Board Chair and ED, develop recommendations regarding the essential and desired experiences and skills for potential External Directors, taking into consideration the Board’s short-term needs and long-term succession plans.

**TERMS OF REFERENCE FOR THE GOVERNANCE AND
NOMINATING COMMITTEE**

- C.** In consultation with the Board Chair and the ED, recommend to the Board for approval, External Director nominees for election to the Board.
- D.** At the request of the Board Chair, review and make recommendations regarding succession planning for the leadership roles of the Board and its committees.
- E.** Periodically and no less frequently than every 5 years, review the Board Governance Manual, outlining the policies and procedures by which the Board operates, including the terms of reference for the Board, the Board Chair, the ED, a Director and Committees. Make recommendations to the Board as required.
- F.** Annually review CAPCA's Code of Conduct and Conflict of Interest Policies, and where appropriate, make recommendations for changes to the Board of Directors.
- G.** Review CAPCA's by-laws no less frequently than every 5 years in the year following the Board Manual review to ensure they meet CAPCA's needs, and make recommendations to the Board as required.
- H.** Annually assess the Board's needs in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- I.** In due course, recommend to the Board an evaluation process for the Board, the Board Chair, and its committees which, once implemented, will be carried out bi-annually.
- J.** Approve any reports on CAPCA's governance practices that are made public through any of CAPCA's communication materials.
- K.** At the request of the Board Chair or the Board, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of CAPCA.

4. ACCOUNTABILITY

**TERMS OF REFERENCE FOR THE GOVERNANCE AND
NOMINATING COMMITTEE**

- A.** The Committee Chair has the responsibility to make periodic reports to the Board as requested on governance matters respecting CAPCA.
 - B.** The Committee shall report its discussions to the Board by maintaining minutes of its meetings and distributing those minutes at the next Board meeting, and providing an oral report where required at the next Board meeting.
- 5. COMMITTEE TIMETABLE**

The timetable on the following page outlines a sample Committee schedule of annual activities.

**TERMS OF REFERENCE FOR THE GOVERNANCE AND
NOMINATING COMMITTEE**

Activity	J	F	M	A	M	J	J	A	S	O	N	D
A. Develop/update, a long-term Board composition plan.		X										
B. Make recommendations about essential and desired experiences and skills for potential External Directors.		X										
C. Recommend nominees for election of External Directors to the Board.				X								
D. Review and make recommendations regarding Board and committee succession planning.						X						
E. Review, monitor and make recommendations regarding the orientation and ongoing development of Directors.				X								
F. No less frequently than every 5 years in a year opposite the Board Manual review, review and make recommendations about the Board Governance Manual.					(x)							
G. Annually, review CAPCA’s Code of Conduct and Conflict of Interest Policies.					X							
H. No less frequently than every five years, review and make recommendations regarding the by-laws every other year.					(x)							
I. Assess the Board’s needs for frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board.				X								
J. Recommend and implement Board and committee evaluation process.				X								

**TERMS OF REFERENCE FOR THE GOVERNANCE AND
NOMINATING COMMITTEE**

Activity	J	F	M	A	M	J	J	A	S	O	N	D
K. Approve any reports on CAPCA’s governance practices that are made public through any of CAPCA’s communication materials	As Required											
L. At the request of the Board Chair or the Board, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of CAPCA	As Required											

Note: X – Committee presents recommendations to Board.

GENERAL TERMS OF REFERENCE FOR AD HOC COMMITTEES

1. An Ad Hoc Committee is a committee of the Board of Directors (the “Board”), established for a specific period of time to undertake a specific task, and then disbanded.
2. The Board Chair may appoint Ad Hoc Committees between board meetings, but their appointments and terms of reference shall be subject to approval of the Board at the next Board meeting.
3. An Ad Hoc Committee must get an extension approved to go beyond the time limit specified in its terms of reference. Committee Operating Guidelines (Tab B-1) apply to Ad Hoc Committees established by the Board or Board Chair.
4. This structure will be reviewed regularly as the Board considers which of its responsibilities will best be fulfilled through more detailed review of matters by an Ad Hoc Committee.
5. Each Ad Hoc Committee must have terms of reference with the following headings:
 - Purpose
 - Composition
 - Duties and Responsibilities
 - Accountability
 - Completion Date

**TYPICAL BOARD POLICIES
(FOR ILLUSTRATIVE PURPOSES ONLY)**

OVERVIEW

- C-1 Strategic Planning Process
- C-2 Board Evaluation Process
- C-3 Process for Assessing the Performance of the Executive Director.

BOARD POLICIES

Strategy

- C-4 Vision, Mission, Goals Board Approval Requirements
- C-5 Strategic Planning Process

Ethical Conduct

- C-6 Code of Conduct
- C-7 Conflict of Interest

Financial Policies

- C-8 Signing and Spending Authority Policy (currently Procurement Policy)
- C-9 Investment Policy
- C-10 Auditor Independence Policy
- C-11 Whistleblower Policy

Human Resources

- C-12 Succession Plan (for ED)
- C-13 CAPCA Compensation Philosophy

Public Communications

- C-14 Board Communications Policy

Note 1: C1-5 and C-14 are policies which need to be developed once the Board Governance Manual has been approved.

Note 2: C6-8 are existing policies which need to be reviewed once the Board Governance Manual has been approved.

Note 3: C9-13 are policies which are typical but optional and could be considered by CAPCA over time.

PURPOSE

The Canadian Association of Provincial Cancer Agencies (CAPCA) is committed to conducting its activities with the highest standards of business ethics and complying with applicable laws (including the *Canada Corporations Act*), and with the Letters Patent and By-laws of CAPCA. This commitment extends to all those individuals who volunteer, work for and/or provide advice to CAPCA.

This Code of Conduct has been approved by the CAPCA Board of Directors to provide guiding principles and practices for all individuals associated with CAPCA. The intent is to enable all individuals to carry out their work and/or provide advice in the best interests of CAPCA within an environment that fosters integrity, transparency and respect.

GUIDING PRINCIPLES

This Code of Conduct is based on the following guiding principles:

- **Public Health Interest:** recommendations and advice provided to CAPCA will be made with consideration to Member priorities, and in the interests of the health of the Canadian public.
- **Integrity and Public Scrutiny:** individuals shall perform their duties openly, diligently, and in an appropriately courteous manner. Those individuals with reporting responsibilities shall provide full, fair, accurate, timely and understandable disclosure in all reports. No individual shall falsify, destroy, mutilate conceal, or fail to make required entries on any record within their control, including the destruction of documents that are the subject of an investigation or any action to which CAPCA is a party.
- **Respect for People:** individuals shall treat others with respect and courtesy. They shall not discriminate against anyone on the basis of race, religion, gender, sexual orientation, national origin, citizenship, creed, age, marital or family status or disability.
- **Impartiality and Transparency:** individuals shall ensure that they are impartial and objective and that choices are made in the best interests of CAPCA, taking into account the priorities of the agencies and programs within provincial cancer agencies and cancer programs. They will be as open as possible about all actions they take and advice they provide.
- **Stewardship:** individuals must use CAPCA funds and property in a responsible and lawful manner as outlined in the CAPCA Conflict of Interest policy.

- ***Board/Committee Member Involvement:*** CAPCA Board and Committee members shall at all times participate actively in the affairs of the Board/Committees. Such participation includes attending meetings, reviewing information and documentation provided and making such enquiries as the person deems necessary in the discharge of their duties.
- ***Accountability:*** individuals must accept accountability to CAPCA for their compliance with this Code and for their advice and actions as they relate to the work of CAPCA. It is recognized that Members of CAPCA are employed by their respective cancer agency or program and are assisting with CAPCA work as a direct result of their employment. Individuals are encouraged to bring forward a cancer agency perspective but will ultimately strive to make decisions that enhance CAPCA's work as a whole.

PROVISIONS OF THE CODE OF CONDUCT

In carrying out their functions all individuals shall comply with the provisions of this Code of Conduct.

- ***Conflict of Interest:*** As outlined in the CAPCA Conflict of Interest policy, all individuals must avoid actual, potential or perceived conflicts of interest concerning CAPCA.
- ***Compliance with Laws and Regulations:*** All individuals shall comply with both the letter and the spirit of all applicable laws and regulatory requirements, and shall avoid engaging in any conduct that is inconsistent with the guiding principles to which CAPCA subscribes.
- ***Confidentiality:*** As outlined in the CAPCA Conflict of Interest policy, all individuals shall maintain the confidentiality of all non-public information entrusted to them about CAPCA, its business and affairs as well as any other information about CAPCA that comes to them from whatever source and shall make no use of it other than to further CAPCA's interests except where disclosure is authorized by CAPCA or is mandated legally.
- ***Using Technology and CAPCA Assets Appropriately:*** CAPCA's electronic communications systems shall be used for CAPCA business purposes and should not be used for any other purpose.
- ***Preferential Treatment:*** No one will assist other persons (including individuals, corporations, partnerships, and other entities) in their dealings with CAPCA where this would result in preferential treatment.
- ***Activities Following Departure from CAPCA:*** After their appointment with CAPCA has expired or has been terminated, individuals will not take improper advantage of their

previous office and must maintain confidentiality with respect to the non-public information of CAPCA.

- ***Compliance Procedures:*** Any actual or suspected violations of this Code of Conduct shall be reported immediately to the Board Executive Committee or Executive Director.