



## **A. Role of the CLL Canada Board**

The role of the Board of Directors is to provide leadership and oversight of the activities of CLL Canada according to our Mission Statement.

In this role the Board will represent the interests of its directors and the concerns of the broader CLL/SLL community. In seeking direction, the Board will actively consult with stakeholders and by demonstrating organizational accountability it will ensure that the organization operates with transparency and is active and forthright in its external communications.

In providing leadership the Board will work with Directors and external stakeholders in looking towards the future, reviewing its mission and objectives, determining outcomes and evaluating overall organizational results.

In providing oversight the Board will rely on adherence to a budget and will ensure, through the creation of policies and evaluation of their implementation, that the group adheres to best practices in dealing with Directors and in utilizing volunteers.

The Board will take responsibility for its own management, continuity and renewal. It will ensure effective meeting practices, appropriate Director conduct, ongoing Board education, and continuing attention to the recruitment of new Directors.

## **B. Board Member Expectations:**

### **1) General**

**Chair Job Description:** is a member of the Board; serves as Chief Volunteer; provides leadership to the Board of Directors who sets policy; organizes and chairs meetings of the Board; encourages Board's role in strategic planning; appoints chairpersons of committees in consultation with other Board members; discusses issues confronting the organization with the Board; helps guide and mediate Board actions with respect to organizational priorities and governance concerns; monitors financial planning and financial reports; evaluates annually the performance of the organization in achieving its mission; performs other responsibilities assigned by the Board.

**Vice-Chair Job Description:** is a member of the Board; performs Chair responsibilities when the Chair cannot be available; reports to the Chair; works closely with the Chair and other Board members; participates closely with the Chair to develop and implement officer transition plans;

performs other responsibilities as assigned by the Board.

**Treasurer Job Description:** is a member of the Board; manages finances of the organization; administers fiscal matters of the organization; provides a financial update at each meeting and an annual financial report and proposed budget at the Annual Business Meeting for Board members' approval; ensures development and Board review of financial policies and procedures, and liaises with the official auditor of the organization.

**Secretary Job Description:** is a member of the Board; maintains records of the Board and ensures effective management of the organization's records; manages minutes of the Board, ensures minutes are distributed to members shortly after each meeting; is sufficiently familiar with Board Governance documents to note applicability during meetings.

**As a Board Director you are expected to:**

1. Have a basic understanding of CLL/SLL and how it is staged and treated; understand the organization's mission; be aware of issues and keep up to date on trends that might affect these issues;
2. Assess research, best practice evidence and innovation to improve the CLL/SLL situation in Canada;
3. Be a resource for CLL/SLL patients on a local level;
4. Understand that availability of treatment options in Canada is different from other countries; and may vary by province/territory;
5. Bring your own training, skills and experience to all Board decisions;
6. Be prepared to do your share in the development of CLL Canada;
7. Be prepared to undertake specific responsibilities, which may include assisting with fundraising, public speaking, meeting with other agencies, funders, legislators, and giving advice and assistance to CLL patients in areas where you have expertise and or experience;
8. Understand and, if necessary, query financial reports;
9. Be involved in the appointment of all committee Chairs and members;
10. Submit a written report to the Board when representing CLL Canada at a meeting or giving a presentation, to be distributed with the minutes.

## 2) Board meetings

### Directors are expected to:

1. Attend board meetings, whether virtual or in person, on a regular and consistent basis and notify the Chair if you are unable to attend. Please note that, even if a Board Director does not attend a meeting he or she will still be held accountable for the decisions made at the meeting;
2. Prepare for meetings by reading minutes and preparatory material;
3. Participate actively in the meetings by asking questions to clarify issues, expressing your views, listening to and considering the views of others, changing your opinion if the situation warrants, and making decisions;
4. Volunteer for tasks and projects to promote CLL Canada activities. Complete any tasks or assignments you accept at Board meetings or from the Chair on behalf of the Board;
5. Abide by and support the decisions of the Board. In instances where you strongly oppose decisions of the Board you may wish to formally register your opposition, but your obligation to support the decision outside the Board meeting remains the same.

## 3) Conflict of interest

Conflict of interest relates to situations in which financial or other personal considerations may compromise, have the potential for compromising, or have the appearance of compromising a Board Director's objectivity in meeting CLL Canada's duties or responsibilities. A Board Director should not take personal advantage of opportunities that arise because of his or her association with CLL Canada.

CLL Canada restricts the procurement of goods or services from current Directors or immediate<sup>1</sup> relatives of Directors or with any business that a Director or their immediate relative owns or in which he or she has a controlling interest. A Director must declare to the Board any known or perceived conflicts of interest.

CLL Canada and individual Directors shall not engage in activities that reasonably appear to endorse particular pharmaceutical company products.

<sup>1</sup> **Immediate family:** is limited to the spouse, parents, stepparents, foster parents, father-in-law, mother-in-law, children, stepchildren, foster children, sons-in-law, daughters-in-law, grandparents, grandchildren, brothers, sisters, brothers-in-law, sisters-in-law, aunts, uncles, nieces, nephews, and first cousins. First cousin means the child of a parent's sibling, i.e., the child of an aunt or uncle. CORNELL: <https://www.law.cornell.edu/definitions>.

### C. Eligibility for Directorship:

1) Application for Directorship shall be open to persons diagnosed with Chronic Lymphocytic Leukemia/Small Lymphocytic Lymphoma as well as professionals who can provide specific guidance regarding medical, research, finance or legal issues. Care partners of CLL/SLL patients are also welcome. Representation from across Canada is the goal.

2) All Directorships shall be granted upon a majority vote of the Board after receipt and review of a Directorship application.

**D. Terms:** All Board Directors shall serve two-year terms, and are required to be re-elected at the annual meeting.

**E. Board size:** The Board shall have up to 12, but not fewer than 6 Directors. The Board Executive shall be composed of a Chair, Vice-Chair, Treasurer, and Secretary.

The Board shall appoint a Scientific Advisor and a Medical Advisor as ex-officio (non-voting) members. The Board may also appoint honorary ex-officio Board Directors.

**F. Functions:** The Board shall be responsible for:

1. Recruitment and appointment of new Directors;
2. Appointment of a Chair, Vice-Chair, Treasurer and Secretary;
3. Appointment of Chairs of all committees;
4. Appointment of, where applicable, representatives to committees;
5. Establishment of strategies to meet the financial resources required to maintain current programs;
6. Providing support and ongoing education of Board Directors;
7. Maintaining CLL Canada's relationships with other organizations, including those of which CLL Canada is a member;
8. Financial decisions of \$500 or more will be made at Board meeting or by agreement between Board meetings. Travel associated with approved activities does not need preapproval.

**G. Meeting Frequency:**

The Board shall meet no fewer than five times (including virtual meetings) during each year at such time and place as it may determine or at the direction of the Chair. The annual business meeting shall be held each year in April or May and is a face-to-face meeting with virtual options. Board Directors will declare their ability to attend the annual meeting and their plan to continue as a Board Director, if possible, by December 31 of the previous year.

Special meetings of the Board may be called by the chair, or at the written request of any three (3) members of the Board.

**H. Quorum and Decision-Making Process:** All decisions of the CLL Canada Board shall require a quorum of at least 51% of those Directors entitled to vote. All decisions of the CLL Canada Board shall require the support of the majority of those present and entitled to vote at the meeting.

**I. Minutes:** Minutes of the Board meeting shall be recorded. These minutes shall be provided to all Directors as soon as possible after the meeting.

**J. Remuneration and Meeting Expenses:** All voting Directors of the CLL Canada Board shall serve without remuneration, but shall be entitled to be reimbursed for expenses reasonably

incurred, including expenses related to attendance at meetings. An Expense Claim Form must be completed for reimbursement with attached receipts (photo or scan) for the amount requested. Room service, mini-bar and alcohol charges will not be reimbursed. Directors should strive to agree on settlement of a payment within 30 days after the date of the invoice. The same timeline should apply to reimbursement of costs.

**K. Removal from Office:** A Board Director may be removed from office for non- attendance of three (3) consecutive meetings without cause or for functioning beyond the authority granted by the Board or for behaviour detrimental to the functioning of the Group. If a Director indicates they are unable to fulfill their obligations, or the Board determines this, a leave of absence may be granted at the Board's discretion and responsibilities will be redistributed. A resolution passed by two-thirds (2/3) of all voting Board Directors is required to remove a Director from the Board. The Board may fill the vacancy, so created. This resolution may be distributed electronically so it reaches all Board Directors.

**L. Board Dissolution:** The Board can approve the dissolution of CLL Canada by special resolution. The resolution must be passed by two-thirds (2/3) of the Board of Directors. The Directors are authorized to distribute any property and discharge any liabilities. Any surplus funds must be given to another patient organization demonstrating a vested interest in CLL/SLL, with the commitment the funds will be dedicated to a project or program that meets with the approval of the CLL Canada Board. No individual Board Director is entitled to any surplus funds. CLL Canada members will be informed of the decision, the rationale behind the decision, where any surplus funds will be directed, and given the option of whether or not they would like to have their membership transferred to the selected patient organization.

**M. Annual Review:** This document will be reviewed annually.