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| Policy Title: BOARD OF DIRECTORS TERMS OF REFERENCE | | Policy Section: IV Governance Process | | Policy Number: IV-05 |
| Approved By: Board of Directors | Date Approved: Sept 9, 2005 | Date Reviewed/ Revised: | | Board Chair's Signature:  |
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BACKGROUND

The Board of Directors exists to ensure the accountability of the CMLTO to the Public of Ontario. The Board of Directors consists of both Professional and Public Members in accordance with legislation.

The Board of Directors' mandate is to govern the organization by developing and overseeing the implementation of policy, including:

- Setting policy regarding the strategic vision for impact through CMLTO Ends (Critical Outcomes) Policies, the risk boundaries for operations, and the Board of Directors' governing approach and processes,
- Hiring a qualified/effective Registrar & CEO and monitoring the related performance to ensure the organization achieves its mandate including critical Ends, while operating within the Board of Directors' Executive Limitations (risk boundaries) Policies regarding ethics, prudence, and equity.
- Engaging with the broader public, including the registrants and rostered technicians, to seek input on Ends (Critical Outcomes) Policies and CMLTO values.

POLICY PURPOSE

This policy has been created, by the Board of Directors, to clearly articulate the Board role, deliverables, and accountabilities.

POLICY

BOARD OF DIRECTORS RESPONSIBILITIES AND JOB PRODUCTS

The Board is committed to ensuring its decision-making is intentionally, transparently, and appropriately in the protection of the public interest.

The Board will concentrate its efforts on the role and job products outlined below:

1. Board Responsibility Area 1 - Policy Development

The Board of Directors is responsible for developing and revising the Board of Directors policy described in the following areas:

Ends (Critical Outcomes) Policies

The Board will govern on matters related to CMLTO's mandate, purpose, critical outcomes by setting Ends Policies which direct the impact of the CMLTO, including:

- Scanning the environment in order to seek out and develop an understanding of the current and future needs to be served and issues related to the organization's Ends (Critical Outcomes) Policies,
- Developing the organization's vision for the Ends (Critical Outcomes) Policies reflecting the values of the broader careholdership,
- Defining which needs are to be met, for whom and at what return on investment,
- Contributing to decisions regarding the high-level financial plan ensuring sufficient resources are available to achieve the Ends (Critical Outcomes) Policies, and
- Influencing changes to the *Regulated Health Professions Act (RHPA), 1991*, the *Medical Laboratory Technology Act, 1991* and other relevant legislation that may affect the achievement of the CMLTO Ends (Critical Outcomes) Policies.

Governance Process Policies

The Board will govern on matters related to CMLTO's governance philosophy, values, structure, culture and processes by setting Governance Process Policies which direct the governance approach of CMLTO, including:

- Determining the Board's governance philosophy/approach, principles, authority, responsibility and accountability, and the specifics of the Board of Directors' role including its commitment to equity, diversity, inclusion, and justice,
- Specifying how the Board of Directors conceives and carries out its own work,
- Establishing the structures and processes of the Board of Directors for effective planning, functioning, and decision-making,
- Establishing policy to educate, orient, and develop effective Board Members based on the Board's governance approach and its Competency Profile, and
- Evaluating its own performance on a regular basis to enhance the Board of Directors' effectiveness.

Board-CEO Relationship Policies

The Board will govern on matters related to the Board and Registrar & CEO relationship through Board-CEO Relationship Policies, including:

- Stating the manner in which the Board of Directors delegates authority to and holds the Registrar & CEO accountable,



- Defining the Registrar & CEO's role, authority, accountability, and expected role in Board policy interpretation,
- Selecting and appointing the Registrar & CEO pursuant to the CMLTO By-Law / Section 2.5 Appointment of Registrar and CEO, and establishing the conditions of the Registrar & CEO's employment agreement, and
- Directing and ensuring effective performance of the Registrar & CEO.

Executive Limitations Policies

The Board will govern on "means to achieve the Ends" issues by setting policies in the form of executive limitations (i.e. risk boundaries) rather than by prescribing how the Registrar & CEO should perform specific duties, including:

- Defining constraints on executive authority which establish the boundaries of prudence, ethics, and equity within which all executive and strategic/operational activity and decisions must take place,
- Defining the executive limitations related to resource management in order to ensure effective outcomes and protect the financial condition and assets of the CMLTO, and
- Establishing the boundaries of acceptability of staff means and activities by defining those practices, activities, and situations which are unacceptable and which represent unacceptable risk or values (even if those means would work).

2. Board Responsibility Area 2 - Monitoring Assurance of Registrar & CEO/Organizational Performance

The Board of Directors is responsible for ensuring the organization is fulfilling its mandate, and achieving its Ends (Critical Outcomes) Policies with responsible management of resources by:

- Monitoring the outcomes of the organization to ensure the Ends (Critical Outcomes) Policies, through the Registrar & CEO Ends Interpretation, are being achieved
- Ensuring compliance with applicable laws, regulations, and statutes, CMLTO By-Law, and Executive Limitations Policies, and
- Guiding the Registrar & CEO performance by ensuring there is written Board of Directors policy and that this policy is regularly updated.

Registrar & CEO Support

The Board of Directors will also ensure that there is a mechanism in place to provide input, dialogue, and support to the Registrar & CEO by:

- monitoring the Registrar & CEO's results through the Board of Directors' Monitoring Policy (the desired results are outlined in the Ends [Critical Outcomes] Policies),
- being available to the Registrar & CEO to discuss and give input, including redefining priorities as required,



- being available to informally discuss ideas with the Registrar & CEO at the Registrar & CEO's request.

3. Board Responsibility Area 3 - Linking and Engaging with the Broader Careholdership

The Board of Directors is responsible for ensuring that the organization is effectively engaged with its stakeholders through effective linkages with the broader careholdership (the broader public including CMLTO registered Medical Laboratory Technologists [MLTs] and Voluntary Roster Affiliates [MLA/Ts]), its beneficiaries (the public in Ontario, CMLTO registrants [MLTs] and Voluntary Roster Affiliates [MLA/Ts], and other organizations it collaborates with by:

- Communicating regularly and directly with the careholdership regarding CMLTO's mandate, Ends (Critical Outcomes) Policies, values, and actual results achieved,
- Ensuring that CMLTO careholdership linkage is inclusive and engages with diverse groups so as to provide equitable access and input to the CMLTO Board,
- Establishing policy regarding maintaining clearly defined relationships with the organizations that it works/collaborates with, and
- Establishing policy to obtain and review feedback from the careholdership, beneficiaries, and stakeholders on future needs and trends, and on the outcomes to be achieved by the CMLTO.

Part of the 'connecting' role of the Board of Directors is for the Board Members to function as 'ambassadors' for the CMLTO in the community. This is an informal role which requires the Board of Directors, as a whole and individual members, to speak highly of the CMLTO in the community and to effectively describe the mandate of the CMLTO, where applicable.

COMPOSITION

Professional Board Members must be in good standing with the organization and shall be elected or appointed to the Board according to the CMLTO By-Law. Public Board Members are appointed by the Lieutenant Governor of Ontario.

The Board membership includes:

- Chair of the Board of Directors
- Vice-Chair, Professional
- Vice-Chair, Public
- Board Members as set out in the CMLTO By-Law.



TERM OF OFFICE

Professional Board Members' terms of office are in accordance with the legislation and the CMLTO By-Law. Public Board Members' terms of office are determined through the Public Appointments Secretariat.

MEETING SCHEDULE AND ATTENDANCE

Board of Directors meetings are held in accordance with the CMLTO By-Law / Section 4.10 Board Meetings.

Board Members are integral to the governance and accountability of CMLTO. All members of the Board of Directors have a responsibility to attend the Board meetings, as their attendance is essential to ensure the efficient and effective operation of the Board of Directors' business (i.e. governance process). Continuity in the Board of Directors' discussions and an in-depth understanding of the governance issues is critical to Director effectiveness and hence the Board of Directors.

The Board of Directors will normally meet quarterly and hold a minimum of four (4) meetings annually. Each Board meeting will be approximately one to two days in length. A fifth special generative, strategic thinking meeting will generally be held annually in the spring. Occasionally, an additional Board meeting may be held to address emergent issues and/or Board of Directors' planning and/or orientation.

It is the expectation that when Board Members (Public and Professional) are elected or accept the appointment, they will agree and make every effort to attend and participate at all the Board of Directors meetings on a regular basis.

The following guidelines should be followed by all Board Members:

- a) Board Members, who are unable to attend at or anticipate being late to a Board meeting should inform the Board Chair and Registrar & CEO in advance.
- b) In accordance with O. Reg. 473/01 / Section 16 - Disqualification of Elected Members and the CMLTO By-Law / Section 4.6.1 Grounds for Disqualification, the Professional Board Members missing three (3) consecutive meetings of the Board of Directors or two (2) consecutive meetings of a committee to which the Board Member has been appointed, shall be disqualified from the Board.
- c) Public Board Members missing three (3) consecutive meetings of the Board of Directors shall be reported to the Public Appointments Secretariat of the Ministry of Health with a request to replace the Public Board Member.

DEFINITIONS

Please refer to the Definitions Section of Governance Process Policy GP IV-45 Board Linkage with Ownership/Careholdership Policy for the definition of the terms "*careholdership*" and "*beneficiaries*".



REFERENCES:

- CMLTO By-Law / Article 4 – Board of Directors