


Policy Title: BOARD MEMBER JOB DESCRIPTION		Policy Section: IV Governance Process		Policy Number: IV-10
Approved By: Board of Directors	Date Approved: Sept. 9, 2005	Date Reviewed/ Revised:		Board Chair's Signature: 
		Sept 15, 2009 Sept 21, 2012 May 12, 2015 June 11, 2018 May 12, 2022	May 27, 2025	

POLICY PURPOSE

This policy exists to outline the role and expectations the Board has for people who serve on the CMLTO Board in terms of their accountability and their service responsibility.

POLICY

This policy on the role and responsibilities of Board Members applies to all Board Members (including public, professional, and academic.)

ACCOUNTABILITY

The Board of Directors is collectively accountable to the careholdership (the public and Registrants, as part of the public). Collectively, Board Members are accountable for the College of Medical Laboratory Technologists of Ontario's (CMLTO) performance in realizing its purpose, achieving its Ends (Critical Outcomes) Policy goals, and for the effective stewardship of the organization including ethics, prudence, and equity.

The Board is accountable for ensuring that all relevant Board decisions are aligned with the protection of the public interest.

Board Member engagement and participation is integral to the Board's leadership success. Therefore, in agreeing to serve on the Board, Board Members will act as stewards on behalf of the careholdership in the best interests of the primary beneficiaries (the public of Ontario). Board Members are required to uphold and practise the CMLTO Board Code of Conduct, as defined in Article 6 of the CMLTO By-Law.



AUTHORITY

The Board holds its accountability and authority to govern only as a group. Individual Board Members have no authority to direct or make requests of the Registrar & CEO or staff, or to speak on behalf of CMLTO unless given such authority by the Board under specific circumstances.

DUTY OF CARE

Board Members must demonstrate a duty of care which requires that they exercise the same care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Duty of care requires Board Members to take appropriate steps so that they can make sound, informed decisions.

This duty includes:

- Being diligent - being prepared for and engaged in the work of the Board.
- Being civil – respecting the process and fellow Board Members, paying attention, practicing active listening, and adopting an objective approach to decision-making.
- Being ethical – using CMLTO resources appropriately and conducting Board work with honesty and integrity.
- Managing conflict of interest – as outlined in the CMLTO By-Law/Article 7 – Conflict of Interest, including timely disclosure and appropriate recusal when required.

SERVICE RESPONSIBILITY

Board Members are responsible for acting in the best short- and long-term interests of the public and CMLTO and will bring to their deliberations their knowledge and experience, a long-range, future-focused view, and openness to learn and collaborate.

Actively uphold the purpose, vision, and values of CMLTO, applicable law, the CMLTO By-law, and Board policies.

A Board Member supports the decisions and policies of the Board in discussions with people beyond the Board, even if the Board Member holds another view or voices another view during a Board discussion or was absent from the Board or Committee meeting.

Every member of the Board of Directors, including the Board's officers, is expected to:

Support and Practise Alignment with the Governance Philosophy and Approach

- Abide by the CMLTO Consolidated Bylaws, Board Code of Conduct, and all other

Board policies.

- Govern and participate in Board, Board Committee and Working Group meetings consistent with the Governance Philosophy Policy and the Terms of Reference for the Board.

Work Commitment

- Be prepared to serve on at least one Committee of the Board each year.
- Be prepared to serve on a Working Group(s) as they are able and as the need arises.
- Participate in the hiring of, and if required, the releasing of, the Registrar & CEO.
- Participate in the summative performance evaluation of the Registrar & CEO.
- Within their skill sets, assume specific assignments such as leading a Committee or Working Group, preparing a discussion document for Board's consideration or leading a Board discussion on a specific topic.

Collaborate

- Listen to others, explore diverse views, advocate for perspectives they believe in, identify common interests and alternatives, and be open to appropriate compromise.
- Actively participate in Board meetings to bring forward ideas, perspectives, and expertise in order to assist the Board in making the best information/values based and purpose-driven decisions.

Communication

- Be attentive to Board communication from the Registrar & CEO (or designates) and respond promptly to requests for feedback or assistance.

Thought-Leadership

- Discuss and develop policy to establish the Ends (Critical Outcomes) long-term impacts of the CMLTO, the ethics, prudence, and equity value system of the CMLTO, the limits of authority of the Registrar & CEO, and the processes the Board uses to complete its own governance work.

Ambassadorship

- Be called upon periodically to show support publicly for the CMLTO by being present at specific events (virtual or in-person).
- Serve as ambassadors for CMLTO by effectively contributing to the positive reputation of CMLTO in the broader community.
- Understand and support the respective roles and responsibilities of the Board, Committees, the Registrar & CEO, and staff.
- Be alert to public and registrant concerns that can be addressed through CMLTO's purpose and Ends (Critical Outcomes), and to support CMLTO's public

policy agenda.

Social Competence

- Actively consider Board policy direction as it relates to CMLTO's primary commitment to protect the public interest.
- Evaluate Board decisions and Registrar & CEO results through equity, diversity, inclusion, and justice principles.
- Maintain constructive, collaborative, and mutually respectful relations with others.
- Conduct themselves both in person and on all social media in a manner that upholds their fiduciary duty to CMLTO and act as an ambassador of the CMLTO.

Preparation

- Be informed and productive in meetings by reviewing material pre-circulated for Board meetings, prior to the meeting.
- Be prepared to discuss and vote on matters in the interests of the beneficiaries and the broader careholdership of the organization.
- Seek clarification, in terms of background and understanding only as needed.
- Be familiar with CMLTO Board policy and basic governance processes.
- Attend an external continuing education session as approved by the Board Chair consultation with the Registrar & CEO.
- Attend internal continuing education sessions related to the role of Board Members and the CMLTO governance approach.

Attendance

- Attend Board and assigned Committee meetings and arrive on time as Board Member input is essential and continuity from meeting to meeting is critical.
- Send regrets for an absence to the Board Chair and Registrar & CEO. The Board Member may wish to speak directly to the Board Chair with regard to the reason for the absence. The Chair will be responsible for addressing attendance problems on behalf of the Board. Board Members may be disqualified from sitting on the Board if they fail, without cause, to attend three consecutive Board meetings. (See CMLTO By-Law / Section 4.6 Disqualification of Board Members)

Evaluation

- Participate in the evaluation of the performance of the Board as a whole and of their performance as a Board Member.

Notes:

1. Board Members may volunteer as individuals in operational capacities (e.g., an operational Task Force convened by the Registrar & CEO). In such situations,



they are subject to the direct leadership and supervision of the Registrar & CEO or responsible staff member.

2. Each Board meeting will generally be scheduled for 1 to 2 days in length.

REFERENCES

- CMLTO By-Law
 - Article 4 – Board of Directors
 - Section 4.6 Disqualification of Board Members
 - Section 4.6.1 Grounds for Disqualification
 - Article 6 – Code of Conduct
- GP IV-80 Board Code of Conduct, Confidentiality, and Conflict of Interest Policy