

## **Regional HIV/AIDS Connection Board of Directors Application Information**

The purpose of the Board is to, on behalf of the people of London and the six surrounding counties, ensure the accountability of Regional HIV/AIDS Connection (RHAC), by working toward ensuring that people who are infected with, at increased risk of, or affected by HIV/AIDS enjoy health and well being. The mandate of the Board of Directors is to govern the organization by developing and overseeing the implementation of policy. To serve on the board, an individual must acknowledge that she or he agrees with and supports RHAC's mission statement, philosophy and goals (enclosed). Board members are elected for a two-year term and are required to meet monthly.

### **Essential Qualifications:**

*Serving on the Board of Directors for RHAC requires:*

- Good judgement and compassion.
- A good working relationship within the organization.
- Excellent and effective communication skills to create a positive working environment.
- Excellent interpersonal skills.
- An ability to work as part of an integrated team.
- Satisfactory police records check.

### **Previous volunteer/board experience:**

While it is not *essential* to have previous board experience, it is essential to have previous volunteer experience.

### **Two references that can speak to the above qualifications:**

- Reference from RHAC.
- Reference from another organization you have volunteered with or from your own organization.
- Reference from your current or past employer.

Please contact us for clarification about which references would apply for your application.

## **Application:**

To apply to the Board of Directors for **Regional HIV/AIDS Connection**, prospective board members are asked to submit a cover letter and two reference letters to [nominations@hivaidconnection.ca](mailto:nominations@hivaidconnection.ca). Please include a cover letter that outlines your qualifications, includes your contact information and answers the following questions:

1. Why are you interested in serving as a member of Regional HIV/AIDS Connection's Board of Directors?
2. Briefly describe your experience (if any) as a committee or board member of a non-profit organization. If you do not have previous board experience, please briefly describe your most recent volunteer experience.
3. What skills, experience or perspective would you bring into board decisions and policy development?
4. Do you presently hold membership with RHAC, and are you aware of any potential conflicts of interest if you are elected to serve on the Board of Directors of RHAC?

Applicants are **strongly encouraged** to learn more about the mandate and responsibilities of the board, job description, etc. by reading the remainder of this document.

***The following pages outline the board's role and responsibilities in greater detail.***

**Our Mission Statement:**

We are a community-inspired organization dedicated to enhancing the quality of life for individuals and diverse communities living with, at-risk for or affected by the challenges associated with HIV/AIDS.

**Our Philosophy Statement:**

- We believe people living with and affected by HIV/AIDS must have accurate information and compassionate support that will enable them to manage their own health care.
- We believe people living with or affected by HIV or AIDS have the right to be fully integrated in society.
- We believe in providing information and services that are non-judgmental and respectful of an individual's right to self-determination.
- We believe in affirming human dignity in the context of HIV/AIDS. We strive for open attitudes, protection against discrimination and accurate and non-prejudicial attitudes toward people living with HIV/AIDS and people and communities affected by HIV/AIDS.
- We believe in including the full diversity of people who are infected or affected by HIV/AIDS to build innovative partnerships that meet the challenges and confront the issues raised by HIV/AIDS.
- We are proud of our origins and history in the gay and lesbian community.
- We prize the strength of the many who have joined together in making one community.
- We value the passion, dedication and expertise of our volunteers, directors, staff and supporters.
- We honour the courage of those living with HIV/AIDS.
- In our continual renewal of commitment to our mission, we remember and bear witness to the lives of those who have died from AIDS.

## **BOARD RESPONSIBILITIES SUMMARY:**

The Board accepts the following specific duties:

### POLICY MAKING

Stating the values, perspectives and expectations of the Board with respect to the following:

- Articulating the mission, vision and Ends (long-term impacts) Policies of the organization and ensuring the application of appropriate resources to these through high-level strategic financial planning and budgetary principles.
- Determining the role and responsibilities of the board, its officers, committees and task forces.
- Establishing the principles and processes by which Board activities are carried out;
- Establishing the principles by which staff activities are carried out (through Executive Limitations Policies).
- Transferring to the Executive Director the responsibility for effecting specified results and the authority necessary to carry out this work.
- Passing appropriate constitution and by-law amendments over time.

### MONITORING

Providing the board's fiduciary responsibilities through the following:

- Articulating board information needs and reporting requirements to the Executive Director.
- Determining the extent to which previously stated expectations have been met.
- Holding the Executive Director accountable for meeting the defined expectations articulated in board policies.
- Ensuring the financial condition of the organization is audited annually.

### LINKING

Building a strong relationship with and representing the owners of the organization through the following:

- Promoting and developing linkages to the community.

- Ensuring that the decisions of the board take into account the values and perspectives of the community.
- Collaborating with the Board of Directors of other organizations dedicated to reducing HIV/AIDS and serving people infected with and affected by HIV/AIDS.
- Ensuring the board is accountable to the community.
- Advocating on behalf of the many stakeholders.

OTHER MANDATED REQUIREMENTS including:

- Approving annual reports to funders as required.

**RHAC Board of Directors' Terms of Reference**

**MANDATE**

The purpose of the board is to, on behalf of the people of London and the six surrounding counties, ensure the accountability of Regional HIV/AIDS Connection (RHAC), by working toward ensuring that people who are infected with, at increased risk of, or affected by HIV/AIDS enjoy health and well being. The mandate of the Board of Directors is to govern the organization by developing and overseeing the implementation of policy.

- Setting the vision, mission, and direction for the organization through policy development.
- Ensuring the organization is fulfilling its mission and achieving its goals through assurance of the Executive Director's performance.
- Linking with the moral owners of the organization.

**RESPONSIBILITIES**

**1. POLICY DEVELOPMENT**

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

***Ends (goals, outcomes) Policies***

- Developing the organization's Ends Policies, vision and mission reflecting the values of the ownership.
- Seeking out and developing an understanding of the current and future needs and issues related to the organization's mission and vision.
- Defining which needs are to be met, for whom and at what cost.
- Developing short and long-term goals and strategic directions consistent with the vision and mission.

### ***Board Process Policies***

- Determining its philosophy, its principles, its authority, its responsibility and accountability and the specifics of the board's role.
- Specifying how the board conceives, carries out and monitors its own work.
- Establishing the structures and processes of the board for effective functioning and decision-making.
- Establishing policy to train and develop effective directors.
- Evaluating its own performance on a regular basis to enhance board effectiveness.

### ***Board / Executive Director Relationships***

- Stating the manner in which the Board delegates authority and holds accountable the Executive Director.
- Defining the Executive Director's role, authority and accountability.
- Selecting, hiring and dismissing the Executive Director and establishing the conditions of the Executive Director's employment contract.
- Directing and ensuring effective performance of the Executive Director.

### ***Means to Ends (Executive Limitations) Policies***

The Board will govern on "means to ends" issues by setting policies in the form of executive limitations rather than by prescribing how the Executive Director should perform specific duties.

- Defining constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- Defining the executive limitations related to resource management in order to ensure effective outcomes and protect the assets of the organization.

- Establishing in policy the boundaries of acceptability of the staff methods and activities by defining those practices, activities and situations which are unacceptable.

## **2. MONITORING (ACCOUNTABILITY)**

The Board is responsible for ensuring the organization is fulfilling its mission and achieving its goals with responsible management of resources, by:

- Monitoring the outcomes of the organization to ensure the established goals are being achieved.
- Ensuring compliance with applicable laws, regulations and statutes.
- Ensuring there is written board policy and that this policy is regularly updated with support from the Executive Director.

The Board of Directors will ensure there is a mechanism in place to provide input, dialogue and support to the Executive Director by:

- Monitoring the Executive Director's results through the Board Monitoring Policy (the desired results are outlined in the Ends Policies).
- Being available to the Executive Director to discuss workload and give input to redefining priorities as required.

## **3. LINKING WITH THE OWNERSHIP**

The Board is responsible for ensuring that the organization is effectively integrated with its communities through effective linkages with our ownership, the people we serve and the organizations with which we collaborate by:

- Communicating regularly with the ownership regarding mission, values and results.
- Establishing and maintaining clearly defined relationships with the organizations with whom we work.
- Establishing policy to obtain and review feedback from the owners and stakeholders on future education needs and trends and on the results being achieved by the organization.

## **COMPOSITION**

The Board of Directors will be comprised of 12 members plus the Executive Director. The Board membership will include:

- Chair of the Board.
- Past Chair of the Board.
- Vice Chair of the Board.
- Treasurer / Secretary.
- 8 members at Large (includes; community partner member, 1 person who has HIV/AIDS, and 1 representative from the Middlesex-London Health Unit).
- Executive Director.

## **TERM OF OFFICE**

Directors must be members in good standing of the organization and shall be elected or appointed according to the by-laws of the organization.

## **MEETING SCHEDULE**

The board will normally meet once a month and hold a minimum of 10 meetings annually.

## **Board Member Job Description**

In agreeing to stand for election and accept appointment to the Board Directors, directors are deemed to have agreed to carry out the following duties on behalf of the organization and its ownership.

## **REPRESENT OWNERS:**

- Directors will work on behalf of the ownership of the organization and the organization as a whole. Directors do not hold positions on the board to vote on behalf of specific constituencies.
- Directors will act as stewards, on behalf of the ownership.
- Directors will make their decisions in what they believe to be the best interest of the ownership of the organization.

## **REPRESENT BOARD:**

- Directors will not speak officially on behalf of the board, as this is the role of the chair, unless requested to act on behalf of the chair.
- Directors will not take action as individuals; rather the board members act as a team.
- Once a vote has been taken, directors are expected to support the majority decision and to generally refrain from discussing divisions of opinion outside the boardroom.
- Directors may be asked, by the chair, to represent the organization on civic occasions or at meetings of other agencies or government on behalf of the chair.
- Directors are relied on by the board to remember the needs and interests of the organization in their dealings in the community.
- Directors should keep the board, including the Executive Director, informed of matters relevant to the organization.

## **RESPECT OF OFFICE:**

- Directors will generally not, nor their families, nor business associates, do business with the organization to avoid conflict of interest.
- If in exceptional circumstances a director chooses to engage in commercial or professional business with the organization as allowed in the bylaws, then the director must declare the interest to the officers of the board and hear their advice. This discussion must take place in advance of any board or board committee meeting at which time the matter is scheduled for discussion.
- Directors will vote at all times for what they consider best for the ownership and the organization.
- All specific personnel or personal information, presented at a board meeting will be kept in the strictest of confidence by directors and referred to only at the official times when they are relevant.
- Directors are expected to discuss board business among directors only. (The board will have in place a variety of strategies to communicate with the ownership and other stakeholders).
- Individual directors are accountable to the Board of Directors regarding their individual performance.

## **SERVICE:**

- Directors will govern and participate in Board committee and task force meetings consistent with the Governance Philosophy Policy and the Terms of Reference for the board.
- Directors will be prepared to serve on at least one committee or task force of the board annually as needed. Directors may serve on additional task forces as they are able and as the need arises.
- Within their skill sets, directors will assume specific assignments such as leading a task force, preparing a discussion document for board consideration or leading a board discussion.
- Directors will actively participate in board meetings to bring forward ideas, perspectives and expertise in order to assist the board in making the best possible decisions.
- Directors discuss and develop policy to establish the mission and long-term goals of the organization, the value system of the organization, the limits of authority of the Executive Director, and the processes the board uses to complete its own work.
- Directors will periodically be called upon to show public support for the organization by being present at specific events as required.

## **PREPARATION:**

- Directors are expected to help meetings to be productive in part by reviewing the build-up and background material pre-circulated for board meetings, prior to the meeting. (Except for unusual mitigating circumstances, material will normally be pre-circulated 4 business days in advance of the meeting).
- Directors will be prepared to discuss and vote on matters in the interests of ownership, the organization and clients.
- Directors should seek clarification as needed prior to the board meeting with the Executive Director on any significant agenda items.
- Directors must be familiar with board policy and basic procedure.
- Directors will attend at least one external continuing education session per year related to their role as director. (The office maintains a list of institutes and other programs, so that annually, all Directors can participate in some Director Development Program).

## **INVOLVEMENT:**

- Directors are expected to attend all board meetings as their input is essential and continuity from meeting to meeting is critical.
- Attendance at annual special board planning sessions is essential.
- Regrets for an absence should be made to the chair via the organization office or directly to the chair. The director may wish to speak directly to the chair with regard to the reason for the absence.
- The chair will be responsible for addressing attendance problems.

## **Board Governance Philosophy**

### **ACCOUNTABILITY:**

The Board of Directors of Regional HIV/AIDS Connection (RHAC) works on behalf of the people of the counties of Perth, Huron, Oxford, Elgin, Middlesex and Lambton.

### **BOARD'S ROLE:**

The board's governance will emphasize outward vision, strategic leadership, excellence, integrity, clear distinction between board and staff roles, and development of the confidence and trust of the community.

The board recognizes that its role is in governance, not management. The board will focus chiefly on Ends (long-term impacts) not the administrative and operational means of achieving those ends. Further, the board recognizes its role in working on behalf of its many stakeholders.

The Board of Directors is to be the primary force pressing the organization toward:

- An increased quality of health and well-being for those infected with or affected by HIV/AIDS (or the service needs of people infected with or affected by HIV/AIDS being met and an informed, educated, concerned community).
- An effort to reduce the risk of HIV/AIDS among identifiable populations at risk of acquiring HIV/AIDS.
- An informed, educated, concerned community (or an increase in community awareness about HIV/AIDS). As such, the board will take a visionary role and be an initiator of policy.

The board is committed to persistent due diligence through monitoring policy implementation to effectively support the work of the organization.

### **BOARD EFFECTIVENESS:**

The board will do all of the following:

- Govern with whatever discipline is needed to ensure excellence.
- Be solely responsible for board performance and for setting policies for board processes.
- Ensure that it maintains a structure and process that will enhance its effectiveness.
- Develop an annual strategic agenda to support and guide its work.
- Lead by example and commit to evaluating its own performance, at least annually, in fulfilling its mandate and goals.
- Review its committee structure and membership annually.
- Speak with one voice, once board decisions have been made, in order to present clear and consistent messages to the community.

### **CONFLICT OF INTEREST:**

A board member will be in a conflict of interest if a personal or business gain could result from membership on the Board of Directors. Conflicts must be declared and board members must, at a minimum, withdraw from discussion on the issue.

### **INDIVIDUAL BOARD MEMBER ROLE:**

Each board member will assist RHAC in achieving its mission. This responsibility will take clear precedence over any role an individual board member may have to represent a particular constituency. Board members will be active in promoting social service/health care sector positive change and will bring a knowledgeable and enthusiastic approach to the organization.

Individual board members have a responsibility to enhance their skills and knowledge related to the organization's mission and mandate through continuing education. Board members will encourage diversity of thought as the board deliberates on issues. The board will ensure that a process is in place to facilitate its own learning and to orientate new members to the board. Board members must actively participate in and attend at board meetings.

## **ROLE OF BOARD PRESIDENT:**

The board president will facilitate and ensure that the Board of Directors fulfils its responsibility for the governance of the organization. The board president will have a responsibility to see that the relationship between the board and the Executive Director is optimized. The board president is the official spokesperson for the board.

## **RELATIONSHIP WITH THE EXECUTIVE DIRECTOR:**

An important obligation of the board is to ensure that RHAC is a professionally managed organization. The board will fulfill this obligation by selecting an effective Executive Director and by supporting and measuring his/her performance. The relationship will be built on trust and respect. The board will provide support and consultation to the Executive Director as requested. The board's expectations of the Executive Director will be outlined in a position description. The board will establish the desired and achievable Ends (results) Policies within the social / health services and business environment and monitor, in a timely manner, the achievement of these results. The Executive Director will be accountable to the board; the staff will be accountable to the Executive Director.