



## OACAS Board/Associate Member Nominee Requirements

### Responsibilities of the Board of Directors

The Board of OACAS is responsible for the overall management and operations of OACAS. Responsibility for day-to-day management is delegated to the Chief Executive Officer.

Individually and collectively, the members of the OACAS Board will represent OACAS and will at all times promote the interests and mandate of OACAS and of child welfare.

Specifically, the Board is responsible for:

- Governance of OACAS according to the Letters Patent and the By-Laws
- Formulation of strategy, goals and policies of OACAS
- Advocacy for child welfare based on established strategy and the values of OACAS
- Review and approval of the annual Operating Plan and Budget
- Approval of the audited financial statements of OACAS
- Provision of risk management oversight and ensuring appropriate insurance coverage
- Regular review of policy development, programs and member services delivered by OACAS
- Appointment of the Chief Executive Officer, fixing of his/her remuneration and terms of employment
- Annual review of the performance of the Chief Executive Officer

Implementation of many of the Board responsibilities is delegated to the Chief Executive Officer, who reports to the Board on performance of the above tasks.

### Responsibilities of Individual Directors

#### *Fiduciary Duty*

Board members discharge a fiduciary duty related to the position of trust and obligation to act honestly and in good faith to ensure that the best interests of OACAS are achieved in the decisions made by the Board. From time to time, this may require that a Director must subordinate regional and personal preferences to their overall responsibility to OACAS as an organization. Conflict of interest must be avoided at all times and must be declared if encountered. The Code of Conduct for Board members (attached as an appendix to this document) identifies the standard of conduct.

#### **Governance**

Governance is the responsibility of the Board as a whole. However, each Director must be prepared to provide guidance and leadership in policy development and advocacy. Board members must be acquainted with all aspects of OACAS, including by-laws, policies, programs and member services.

Relevant Board materials are circulated for review prior to meetings of Directors and these materials should be reviewed carefully. Regular attendance at meetings and other relevant Board events is expected.



Communications from OACAS must be reviewed regularly for information pertaining to the current work of OACAS.

### **Advocacy Role**

OACAS Board members play an important advocacy role on behalf of the child welfare system. Directors are called upon to develop OACAS policies and to make decisions that will serve the best interests of children and families throughout Ontario.

### **Confidentiality**

The OACAS Board endeavors to conduct business openly and to communicate fully with member Societies. Sensitive items may require confidentiality to protect privacy and/or because of the strategic nature of the issues. These items will be kept to a minimum and will be clearly identified for Board members.

### **Background, Experience & Qualities of a Nominee**

In addition to skills, abilities and experiences, directors have personal qualities that can make them valuable contributors to the Board. In selecting prospective nominees, zones should consider individuals with qualities such as:

**Integrity** – They have personal integrity and insist that the organization behaves ethically.

**Courage** – They have the courage to ask tough questions and to voice their support of or opposition to proposals and actions. Their loyalty to stakeholder interests may demand that they express dissent and persist in seeking answers to questions that impact members/stakeholders.

**Good judgement** – They focus on the important issues and base their decisions and actions on wisdom, sound business practice and common sense.

**Perspective** – They have broad knowledge and experience which they apply to discussions and decisions.

**Commitment to learning** – They are prepared to take the time to get to know the organization, know their job and stay up to date. They take responsibility for their own education in areas of their contribution to the Board and participate in educational sessions offered by the organization.

The culture of the Board is as important as the skills, experience and knowledge of its directors. Directors should have the behavioural skills to function and work effectively together as a collegial team.

These skills include:

**Ability to present opinions** – They are articulate and able to present their views clearly, frankly and constructively.



**Willingness and ability to listen** – They listen respectfully and make sure they understand what they have heard.

**Ability to ask questions** – They know how to ask questions in a way that contributes positively to discussions.

**Flexibility** – They are open to new ideas and responsive to the possibility of change.

**Dependability** – They do their homework and attend and participate in meetings. With the variety of issues that OACAS must address, it is impossible for any one person, or even a small number of individuals, to be familiar with all of the areas of consideration that the Board must address. However, by selecting nominees based on their competencies and knowledge, a Board that embodies the broad expertise needed to succeed can be formed.

**Leadership Skills** – They are people who can develop and carry out the vision of the organization from a governance level. They are proactive and willing to take charge of an initiative and help make things happen. They demonstrate enthusiasm, commitment and dedication to the task. Directors require the skills to take responsibility and support and encourage other members of the Board.

## Time Commitment

Board members can expect to attend monthly meetings (September to June; 2 hours) and the meetings are held virtually, with some full day meetings in-person, as required at OACAS office located in Toronto, Ontario.

In addition, there are 4 standing committees of the Board:

- OACAS Board Executive Committee
- OACAS Board Governance Committee
- OACAS Board Finance & Performance Committee
- OACAS Board Equity, Diversity and Inclusion Committee

Directors will be asked to sit on one of these committees and attend monthly meetings, and possibly attend an ad hoc committee that is established to deal with specific issues or develop initiatives on behalf of the Board. Ad hoc committees will be established as necessary and will exist for a limited time period.

Directors should plan to attend OACAS conferences, Child Welfare Leadership meetings and other events whenever possible and applicable to ensure they are consistently well informed about OACAS initiatives specifically and provincial child welfare initiatives generally.



## Appendix

### Board Member Code of Conduct

The Board expects of itself and its members ethical and prudent conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

- Board Director will be eighteen (18) or more years of age.
- Board Director will not be an undischarged bankrupt.
- Board members must represent the interests of the Association and its member Societies as a whole in carrying out the OACAS Mission Statement.
- A Director's duty is to be prepared to make an independent decision using all of the information available to the Board, in the best interests of the Association.
- Board members must avoid any conflict of interest with respect to their fiduciary responsibility – if there is a conflict, they must declare the conflict and refrain from voting.
- Board members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies.
  - Board member interactions with the Chief Executive Officer or with staff must recognize the lack of authority of any individual Board member or group of Board members except as noted above.
  - Board member interactions with the public, press or other entities must recognize the same limitation and the similar lack of authority of any Board member or Board members to speak for the Board.
- Board members recognize that staff performance appraisals, except for the Chief Executive Officer, are the responsibility of the CEO and not the Board.
- Board members shall maintain confidentiality of all information relating to the Association which is considered private and privileged.
- Board members are required to prepare for meetings and to participate productively in discussion, always within the boundaries of discipline established by the Board.

I have read this Code of Conduct and agree to adhere to it.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_



## OACAS Board of Directors Nomination Form

<b>Name of Nominee:</b>		
<b>Address:</b>		
<b>Contact Information:</b>	<b>Phone:</b>	
	<b>Email:</b>	
<b>Zone Representation:</b>		

*Please let us know if you are:*

- Agency Staff Director  Length of Time in position: \_\_\_\_\_
- Agency Board Director  Length of Time in position: \_\_\_\_\_
- From an Equity Seeking Group  Member of the Community

<b>Qualifications and Areas of Expertise</b>
<b>Brief Biography</b>
<b>Additional Comments</b>



### **Criteria for All Nominations to the OACAS Board**

- Priority will be given to representatives who have lived or professional experiences in equity seeking and/ or equity deserving communities.
- Priority will also be given to representatives who have lived or professional experiences within the children services system (i.e. children mental health, complex special needs, mental health and addiction, developmental services)

### **Board Selection Process**

Nominees must be prepared to commit fully to the time and work required of the position based on the requirements in the *OACAS Board Member Nominee Requirements* document.

The Governance Committee will be meeting to review the nominations and will select candidates based on assessment of the full Board complement while ensuring there is organizational diversity at the table. The Board Governance Committee will conduct interviews of the nominees and will provide its recommendations to the Board, for approval of the slate of nominees.

*The Board is responsible for the implementation of diversity within the organizational governance structure. Using a diversity lens, the board must assist the organization to review current vision, mission, values, policies, and procedures to identify potential barriers. As the non-for sector wishes to create and deliver respectable and quality services to the community, it has an obligation to provide resources and to generate public dialogues in which ethno-racial and diverse communities can equitably engage.*