



# Role of the CLLPAG Board

The role of the Board of Directors is to provide leadership and oversight of the activities of the Chronic Lymphocytic Leukemia Patient Advocacy Group (CLLPAG), according to our Mission Statement.

In this role the Board will represent the interests of its directors and the broader CLL/SLL community. In seeking direction the Board will actively consult, and in demonstrating organizational accountability it will ensure 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.

# **Board Member Expectations:**

## **1) General**

As a Board director you are expected to:

- 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;

- Assess the research, best practice evidence and innovation to improve the CLL/SLL situation in Canada;

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- Be a resource for CLL/SLL patients on a local level;

- Understand that treatment options in Canada are different from other countries; and may vary by province/territory;

- Bring your own training, skills and experience to all Board decisions;

- Be prepared to do your share in the development of the CLLPAG;

- Directors are encouraged 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;

- Understand and, if necessary, query financial reports; and - Be involved in the appointment of all committee chairs and members.

## **2) Board meetings**

You are expected to:

- Attend Board meetings/phone meetings 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;
- Prepare for meetings by reading minutes and preparatory material;
- 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;
- Complete any tasks or assignments you accept at Board meetings or from the chair on behalf of the Board; and
- 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 director's objectivity in meeting CLLPAG duties or responsibilities. A director should not take personal advantage of opportunities that arise because of his or her association with CLLPAG.

CLLPAG restricts the procurement of goods or services from current directors or near relatives of directors or with any business that a director or their near 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.

CLLPAG and individual directors shall not engage in activities that reasonably appear to endorse particular pharmaceutical company products.

### **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.

**Terms:** All Board directors shall serve two-year terms, but are eligible for re- election at the annual meeting.

**Board size:** The Board shall have up to 10, but not fewer than 6 directors. The Board shall be composed of a Chair, Vice-Chair, Treasurer and Past-Chair and Directors.

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.

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

- Recruitment and appointment of new directors;
- Appointment of a Chair, Vice-Chair, Treasurer and Secretary;
- Appointment of Chairs of all committees;
- Appointment of, where applicable, representatives to committees;
- Establishment of strategies to meet the financial resources required to maintain current programs and;
- Providing support and ongoing education of Board directors;
- Financial decisions of \$200 or more will be made at Board meeting or by agreement between Board meetings. Travel associated with approved activities does not need preapproval.

## **Meeting Frequency:**

The Board shall meet no fewer than five times (including conference call meetings) during each year at such time and place as it may determine or at the direction of the Chair. The annual meeting shall be held each year in April and is a face-to-face meeting. Directors of the Board will declare their interest in attending the annual meeting and continuing as a Board director 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.

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

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

**Remuneration and Meeting Expenses:** All voting directors of the CLLPAG Board shall serve without remuneration, but shall be entitled to be reimbursed for expenses reasonably incurred, including expenses related to attendance at meetings.

**Honorariums:** Directors of the CLLPAG Board may be called upon to represent the group or provide consultation services for external companies. Honorariums must be declared to the Board.

**Removal from Office:** A director of the Board 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. A resolution passed by two-thirds (2/3) of all 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.

**Board Dissolution:** The Board can approve the

dissolution of CLLPAG by special resolution. The resolution must be passed by two-thirds (2/3) of the Board 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 CLLPAG Board. No individual directors of the Board are entitled to any surplus funds. CLLPAG 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.

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