



## Position Description – Board Director

Position Description:	Board Director
Effective Date:	June 2021
Area of Responsibility:	Board
Revision Approval Date(s):	June 2021; October 20, 2021; December 2023

### Accountability

The Board of Directors is collectively accountable to the members of the Association of Regulated Nurses of Manitoba (ARNM). They are responsible for ARNM's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources.

### Authority

Individual Board directors have no authority to approve actions by ARNM, to direct staff, or to speak on behalf of ARNM unless given such authority by the Board.

### Responsibility

Board directors have a fiduciary responsibility to act in the best long-term interests of ARNM and its membership. It is expected that Board directors will bring to the task of informed decision-making a broad knowledge and an inclusive perspective.

### Term of office

- Three-year term, renewable once through election

### Time commitment

- Attendance at Board meetings, preparing for Board meetings, participating in committees and attending special events as required
- Currently, this may range from 5-15 hours per month

### Primary duties

Every Director of the Board is expected to:

- Bring their own knowledge, skills and experience to ARNM

- Understand the roles and fiduciary responsibilities of being a Board director
- Prepare for and participate in Board meetings
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise
- Approach the work in the spirit of collaboration
- Be an ambassador for ARNM
- Support governance decisions once they have been voted on
- Participate in the review of the Association's mission and objectives and in the development of a strategic plan
- Assist in the performance monitoring of the Association in relation to its mission, objectives, core values, and work plan.
- Avoid conflicts of interest by operating in the best interest of the Association and not in personal self-interest or the interest of a stakeholder group
- Abide by the values, by-laws, and Board policies, such as confidentiality of membership and Board discussions
- Participate in the approval of the annual budget and monitoring of the financial performance and legal obligations
- Help establish, review and monitor operational policies
- Participate in the hiring of, and if required, the releasing of, the Executive Director
- Participate in the evaluation of the Executive Director
- Identify prospective Board directors and possibly help recruit them
- Participate in the evaluation of the Board itself (annual Board self-evaluation)
- Contribute to the work of the Board as a member of an ARNM committee(s)
- Attend and participate in the Annual General Meeting
- Keep informed about issues relevant to the mission and objectives of ARNM
- Chair/co-chair ARNM Board committees as required

## Qualifications

### Board Director

- Current practicing or non-practicing member of the ARNM currently registered/licensed and in good standing with their respective College. Note: A person in good standing is regarded as having complied with all the explicit obligations as a regulated nurse, while not being subject to any form of sanction, suspension or disciplinary censure.
- Knowledge and understanding of the needs and issues related to nursing practice in a complex and ever-changing health care system
- Openness to learning
- The following persons are disqualified from being a director of a corporation: (a) anyone who is less than 18 years of age; (b) a person who is not an individual; and (c) a person who has the status of a bankrupt.

## Public Representative Director

Public Representatives are elected to provide a citizen's perspective.

- A resident of Manitoba
- Knowledge and understanding of the needs and issues related to nursing practice in a complex and ever-changing health care system
- Openness to learning

## Removal of a Board director

In addition to the criteria outlined for removal of Board directors (as per Bylaw 4.7-4.9):

- Subject to the provisions of the Act and Bylaws, the members may, by resolution of a two-thirds majority of voting members passed at a special meeting of members, remove the President from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors

## Removal of a Board Director (Bylaw 4.7)

- If a Board director is unable to perform their functions or discharge their duties as such Board director, the Board may appoint such other Board director(s) to perform the functions and/or to discharge the duties of that Board director
- A Board director may be removed from the Board, by majority vote, for trying to exercise authority where they have none or for not following the code of conduct or other policies that apply to the Board
- A Board director will be automatically removed from the Board if absent from three consecutive Board meetings without notice or reasonable cause, unless otherwise determined by a decision of the Board.
- Removal of Directors by Members - Subject to the provisions of the Act, the Members may, by resolution of a two-thirds vote of Voting Members passed at a special meeting of Members, remove the President, the President-elect or any other Director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors.

Vacation of Office (Bylaw 4.8) - A person ceases to be a director if that person:

- Resigns
- Dies
- Is removed from office by a resolution of the Members, in accordance with Sec. 4.7
- Has the status of bankrupt
- Except for Public Representative Directors, ceases to be a Voting Member or to be qualified to be a Voting Member

- Is not re-elected or re-appointed, as the case may be

#### Removal of Director for Failure to Attend (Bylaw 4.9)

- If a Director fails to attend three (3) consecutive meetings of the Board without reasonable excuse, the sufficiency whereof shall be in the sole discretion of the Board, the Board may terminate such Director's appointment as a member of the Board, and the Board may appoint a replacement to fill such vacancy for the unexpired portion of such Director's term.

#### References

Corporations Act

ARNM Bylaws