



Scope and Mandate:

Technology Evaluation in the Elderly Network (CFN) is a not for profit corporation organized under the *Canada Not-for-profit Corporations Act* (NFP Act). The CFN Board of Directors (the Board) is established in the By-Laws of the corporation. If there is discrepancy between these Terms of Reference and the By-Laws, the By-Laws will take precedence.

CFN is part of the Networks of Centres of Excellence Program (NCE Program) and the Board of Directors acts in accordance with the corporate by-laws, the NCE Program Funding Agreement, and the NCE Program Guide.

The Board is a governing body, providing strategic vision and leadership to the Network.

Roles and Responsibilities:

The Board of Directors shall provide governance, and review and approve policies, strategic plans and priorities, and provide financial and operational oversight of the Network. Specific responsibilities of the Board include:

- appoint Chair and Vice-Chair of the Board;
- establish or terminate, and determine the mandate and authority of any Board or other Network committee, subcommittee or working group;
- appoint members of any Board committee, subcommittee or working group, and the Research Management Committee;
- approve and update the Network Strategic Plan;
- approve new signatories to the Network Agreement (Host Institutions/Network Members);
- approve applications for research proposals, programs and initiatives in furtherance of Network goals, and approve related Network Investigators;
- approve annual budgets of the Network;
- monitor annual performance of the Network and approve for submission to the NCE Secretariat the financial and other reports in accordance with the requirements of the NCE;
- develop and approve Network policies and procedures consistent with the Network's objectives, including the policies and procedures of committees and sub-committees;
- establish a process for environmental assessment which is comparable to the process established by NSERC in fulfilment of its obligations pursuant to the Canadian Environmental Assessment Act.

Expectations of Board members:

Board members are expected to:

- Act in the best interest of the corporation.
- Participate in Board discussions and deliberations, on Board committees and/or Network working groups.
- Abide by the By-Laws and the various policies and procedures of the Network, including related ethical, legal and social guidelines.
- Respect and adhere to the Conflict of Interest Guidelines and Policy and declare conflicts of interest by completing the Conflict of Interest Declaration and making oral declarations where required.
- Attend meetings and activities of the Board and Board committees unless inhibited to do so by significant circumstances, in which case they are expected to contact the Board Chair or Committee Chair and, if possible find other ways to contribute to the key discussions.
- Bring their expertise to all Board discussions and decisions.
- Directors must know their duties and responsibilities, especially regarding stewardship, fiscal health, succession planning and their relationship to the Executive Director and Administrative Centre staff.

Structure

The Board of Directors will be led by a Chair, with a Vice-Chair who will lead when the Chair is absent. The Chair and Vice-Chair will be recommended by the Nominating Committee from among the Board voting membership and duly elected by the Board.

Board Membership

Directors will be elected by the membership of the Corporation. The Board may also appoint up to one-third (1/3) of its members, who shall hold office until the next Annual General meeting of members. Directors are recommended by the Nominating Committee of the Board.

The Board will be comprised of 4 to 18 Directors (voting members), including the Chair position. The Networks of Centres of Excellence (NCE) Funding Agreement requires a minimum of 12 Directors.

Voting Directors of the Board must reflect the interests and concerns of the public, private and academic sectors involved in the Network and have a varied skill set to meet the leadership needs of the Board. Geographic, care setting and demographic characteristics such as gender will be considered to ensure adequate representation of the CFN Network community and populations served. Included in the voting members are:

- one (1) researcher from the Network who is not the Scientific Director or a member of any other Network committee;
- at least two (2) older Canadians living with frailty, current or former family or friend caregivers of a person living with frailty, or others from the general public* interested in care of frail older adults.
- a representative of the Network Host Institution;
- the Scientific Director.

Additionally, at least one-third of the members shall be “independent members” and not directly affiliated with the Network. “Independent members are individuals who have no material relationship with the network that could, either directly or indirectly, in practice or appearance, impair their ability to think and act in an independent manner that is in the best interests of the Network. It is at the discretion of the Board to determine which individuals may be deemed independent members.

The following situations are considered material relationships, which preclude a member from being deemed an independent member:

- a) currently being an executive, officer or employee of the Network or occupying such a position within the last three years;
- b) receiving or having received, at any time, payments from the Network or one of its affiliates for services;
- c) being a partner, executive, employee, officer or director of an entity doing business with the Network;
- d) being, or having been, a partner, executive, officer or employee of a firm or affiliated company that has performed audit services for the Network in the last three years; or
- e) being an immediate family member (e.g. father, mother, stepfather, stepmother, foster parent, brother, sister, spouse, common-law partner, child of a common-law partner, grandparent, grandchild, stepchild, father-in-law, mother-in-law) of a person in any of the above situations.

Non-voting Members:

The CFN Executive Director and Chief Operating Officer is a non-voting member of the Board.

A representative of the NCE Secretariat is an observer to the Board, who shall have voice, but no vote.

Membership Terms

Voting members of the Board of Directors that are elected by voting members of the Corporation normally serve on the Board for terms of two or three (2 or 3) years. Terms are staggered so as to ensure continuity on the Board, and where appropriate, terms of one (1) year may apply. Directors appointed by the Board serve until the next Annual General Meeting of the Corporation, normally less than one (1) year, then are elected for a regular term. Terms are renewable, to a maximum of six years total.

Non-voting members serve during the course of their employment in the noted positions.

Members who do not act in accordance with the *CFN Board and Committees Operating Guidelines* may be asked to leave the Board.

Meetings:

The Board will meet a minimum of four times per year. Meetings may occur either in person or by information communication technologies (ICT), as determined by the Chair. At least one meeting per year will be held in-person.

History

Terms of Reference approved by the Board of Directors – June 26, 2012

Revised by the Board of Directors – March 30, 2016

Revised by the Board of Directors – May 29, 2017

** The “general public” refers to citizens with lived or personal experience with the issues relevant to CFN’s mandate who are preferably not affiliated with public or private healthcare providers, government, or industry in the area of care of frail older adults. All citizens represent themselves as individuals and not any organizations or associations to which they may belong. Where appropriate, representatives of an advocacy group focused on frail older Canadians or their family/friend caregivers may fill other allocated spots on the Board.*