

MANDATE FOR THE CCS BOARD OF DIRECTORS (BOD)

STRUCTURE OF THE BOARD

The Board will consist of 13 Members of the Society who are in good standing within the Society and the cardiovascular community in Canada.

The Board will be comprised of the following seats:

President
Vice-President
Past President
Secretary/Treasurer
Member-at-Large
Director & Membership Committee Chair
Atlantic Regional Director
Quebec Regional Director
Ontario Regional Director
Western Regional Director
Trainee Representative
C-CAS Chair
CEO of CCS

All Board nominations will be presented to the BOD by the Governance Committee for approval by the BOD. The Officers of the Society and the new BOD nominees will be presented to the Members for approval Annual Business Meeting.

Note that the CCS Academy President attends CCS Board meetings as an officer with no voting rights.

MEETINGS

The BOD will meet 6 times/year and may schedule additional meetings as needed. Meeting will have time allotted for 'in-camera' discussions, as required.

Decisions of the BOD will be evidenced by motions passed during the meeting. All such resolutions will be documented in the minutes of the BOD.

The Society's Governance Specialist will act as the recording secretary of the BOD meetings and will circulate the minutes of the BOD meetings within two (2) weeks of a completed meeting.

RESPONSIBILITIES

The BOD bears the ultimate responsibility for the Society. The BOD carries out this responsibility through its stewardship role. The BOD delegates the day-to-day management of the Society to the CEO and the management team along with the Council, which represents the planning and execution of the Society's significant member-facing programs.

To fulfill its stewardship role, the BOD takes responsibility for:

- Overseeing the development and implementation of the strategic, financial, and operating plans. Much of this responsibility is delegated to committees; however, the BOD cannot subrogate its responsibilities for oversight;
- Overseeing the development by management of a risk assessment process to identify, manage and monitor the principal risks facing the Society;
- Requiring management to design and implement the appropriate internal controls to mitigate the aforementioned risks;
- Appointing the CEO and overseeing CEO performance;
- Overseeing the succession plans of senior management;
- Ensuring that an appropriate stakeholder communications process exists whereby stakeholders have a means to communicate with the BOD as needed;
- Appointing an Audit and Risk Management Committee that will manage and regularly report to the BOD on the effectiveness of the Society's financial and business activities;
- Appointing a Governance Committee that will manage, oversee, and report to the BOD on the effectiveness of the Society's processes for Governance as well as serve as a Nominating Committee to fill all vacant BOD and Council positions;
- Appointing committees to enable the BOD to carry out its responsibilities effectively and to delegate to those committees any responsibilities it deems necessary;
- Recommending changes to By-Laws as it deems necessary for the continuance of the Society to the Members at the Annual Business Meeting (ABM);
- Establishing the Society's 'tone-from-the-top' which includes, among other things, the Society's statement of ethics, conflict of interest, equity, diversity, inclusion and human rights, and mechanisms for upholding these values; and,
- Other duties as the BOD deems necessary to manage itself without delegation to committees.

BOARD PERFORMANCE

The BOD will conduct an annual assessment of its performance and effectiveness. In addition, individual members will be asked to assess their performance and competency (using the Society's competency profile) annually.

Additionally, the BOD will review its mandate bi-annually.