



Board Charter

The CNNB Board of Directors has statutory responsibilities to protect the public. In addition, it is responsible for the overall governance, including setting strategic vision and direction, and supervising the management of the organizational and business affairs. The Board does not manage the organization; rather it delegates this function to the Chief Executive Officer and then supervises and evaluates the Chief Executive Officer's execution of the Board approved strategies and organizational and business plans. The following are the responsibilities and duties of the Board:

Mission, Vision, and Values

- Approve their Mandate
- Approve their long-term Vision
- Approve their Values
- Ensure there is a strong ethics-related policy framework in place and that such policies are clear, known to and applied by their directors, officers and employees

Planning and Organizational Performance

- Approve their strategic plan
- Approve their annual operating plan (including priorities and key performance indicators)
- Appoint chairpersons and members of the organization's standing committees
- Monitor their progress in relation to its strategic and annual plans and key performance indicators

Appointment and Monitoring of the Chief Executive Officer

- Define the role of, appoint, evaluate, compensate, support the development of or terminate the Chief Executive Officer
- Approve the succession plan for Chief Executive Officer

Human Resources Oversight

- Oversee the Chief Executive Officer's management of the employee compensation policy and process and monitor the competitiveness of the organization's compensation/benefit levels
- Ensure that a succession plan is in place for senior leadership and other key positions
- Ensure, through the Chief Executive Officer, the development of a long-term, comprehensive human resource plan and that is linked to the strategic plan
- Ensure that the Chief Executive Officer implements key human resource policies and monitors their effectiveness in order to foster a work environment that attracts and retains talented people



Financial Oversight

- Exercise financial oversight to ensure the organization's ongoing financial sustainability
- Approve the annual audit plan, if applicable
- Approve appropriate financial policies
- Approve significant transactions
- Approve the audited financial statements

Risk and Compliance Oversight

- Understand the principal risks facing the organization and ensure, through the Chief Executive Officer, that there are systems in place to identify and manage risks
- Monitor the adequacy of the organization's internal controls and information management systems
- Monitor the organization's performance in relation to key safety and quality indicators
- Seek advice from relevant experts as required
- Oversee the organization's compliance with all statutory, regulatory, and legal requirements

Communications and External Relations

- Approve a communications policy and monitor the quality and effectiveness of the organization's relationships with external partners
- Oversee the public release of key documents describing major activities, financial reporting, and strategic direction

Board Effectiveness and Efficiency

- Develop and implement governance policies and systems that are in keeping with evolving best practices
- Regularly review the by-laws and consider amendments as necessary