



DOCTORS WITHOUT BORDERS

MEDECINS SANS FRONTIERES CANADA

Job Description for Board Legal Officer

Function:

The MSF Canada Legal Officer is a voluntary officer position on the Board of Directors. The Legal Officer can be an elected director, or can be appointed co-opted for terms which are not to exceed one year but which can be renewed annually. The position is not mandated by the MSF Canada bylaws, but rather is filled at the discretion of the Board.

The role of the Legal Officer is to assist the Board with legal questions that arise, to support the proper functioning of the Board, and contribute a perspective rooted in experience of legal practice. The legal officer is expected to contribute to Board discussions broadly and not to be confined to issues requiring legal expertise. However, when asked for guidance regarding matters of procedure, the legal officer is expected to provide a fair and objective opinion maintaining detachment from the legal officer's views on the substance of the matter under discussion. The position is essentially an advisory role and does not entail formal legal representation of the Board or the organization. The Legal Officer is ordinarily expected to serve on the Governance Committee.

Duties:

- Assists the Board in the performance of its oversight role to ensure legal compliance by MSF Canada
- Remains watchful for possible legal issues affecting the Board or MSF Canada and identifies any concerns to the Board or the appropriate individuals
- Assists new Board members with orientation to their role and responsibilities and helps the Board to function in the model of an effective governance Board
- Provides guidance to the Board on procedural matters including proper conduct of Board meetings
- If requested, provides guidance to the Association membership on procedural matters arising at the AG or other meetings of the members and on proper conduct of meetings

- Develops familiarity with the MSF Canada bylaws and the formal policies and procedures of the Board for purposes of advising the Board and, where appropriate, assists in drafting of new policies and procedures
- Subject to any professional constraints, addresses legal questions or problems that arise from the Board, Board subcommittees, the Executive Director and (with the approval of the Executive Director) members of the management team
- Assists MSF Canada in respect of involvement of external counsel, if requested, including: assessing when it would be appropriate to retain external counsel, selecting and formally retaining external counsel; and liaising with counsel.
- Supports the FICTA department regarding legal document retention and other administrative functions with a legal aspect
- Supports the President, the Executive Director, and the Executive Committee as requested on legally sensitive matters
- Contributes a legal perspective to Board deliberations, particularly given that most Board members tend to be elected for their medical qualifications and field experience

Requirements:

- May not be actively involved in or employed by the executive of any MSF section
- Must actively participate in MSF Canada Board meetings (typically 4 face-to-face meetings per year plus 8 video conference meetings per year)

Qualifications:

- Lawyer licensed in Canada with five or more years of experience in legal practice
- Knowledgeable about the workings of Canadian charities or other not-for-profit organizations, including reporting and compliance requirements and practice and procedure relating to governance
- Demonstrated interest in humanitarian affairs
- Ability to challenge and bring new perspectives to executives and Board

Approval Date/Review:

1) This job description was approved by the Board on **31 May 2024**.