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| <b>Chapter:</b> E. Board Positions & Job Descriptions | <b>Number:</b> N/A                      |
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### Job Description

#### Board Member (“Director”)

This job description complements the general bylaw of the Canadian corporation bearing #2080494 BN and named *Doctors Without Borders –Canada /Médecins Sans Frontières – Canada* (hereinafter “MSF-C”). In case of incompatible provisions, the bylaw has precedence.

#### **AUTHORITY/RESPONSIBILITY:**

A Director has and must accept ultimate responsibility for directing the affairs of MSF-Canada, and ensuring that it is solvent, well-run and delivering the outcomes for the benefit of the public for which it has been set-up.

More particularly, the role of the Board is to give guidance and support to the executive regarding its mandate as a section of MSF, and it makes assure that the principles of MSF are respected. The Board plays a role as a guarantor concerning the use of the resources that are allocated to MSF Canada.

As a member of the Board, the Director acts in a position of trust and is responsible for the effective governance of the organization.

#### **I) QUALIFICATIONS/SKILLS:**

- 1) Knowledge and skills in one or more areas of Board governance: medical, policy, finance, programs, EDI, law and/or human resources.
- 2) Strong working knowledge of Microsoft Office Suite programs, as well as all digital platforms utilized by the Boards to communicate, manage and archive Board documents

#### **II) TERM:**

- 1) Directors are elected by the membership at the Annual General Assembly (AGA) or are co-opted by the Board. Members are elected to a term not exceeding three years and may be co-opted for a period not exceeding one year.

### **III) REQUIREMENTS:**

- 1) Commitment to the work of the organization;
- 1) Knowledge and skills in one or more areas of Board governance: policy, finance, programs, and/or personnel;
- 2) Willingness to serve on either 1) two board committees or 2) at least one committee and actively participate as an MSF-Canada representative on one of the Operational Centre boards or as an IGA representative
- 3) Regularly attend and participate in board meetings, adhering to the attendance expectations outlined in the code of conduct
- 4) A time commitment of five to ten hours per week (includes Board preparation, meeting and committee meeting time);
- 5) Attendance at the Annual General Meeting;
- 6) Participate, if possible, in one field visit per year;
- 7) Be informed of the services provided by MSF-C and publicly support them.

### **IV) MAJOR DUTIES:**

#### Individual Responsibilities

- 1) Be familiar with the organization's purpose, objectives, goals and programs;
- 2) Prepare for and participate in the discussions and the deliberations of the Board in meetings or in the online forums set up for Board discussions and decision making;
- 3) Read, provide feedback and vote to approve the minutes of board meetings;
- 4) Foster a positive working relationship with other Board members and MSF-C staff;
- 5) Act with integrity and be aware/abstain from any conflict of interest that could or may be perceived to be present;
- 6) Carry out any action points or assignments, which have been allocated to the Board member by the Board.

#### Organizational Responsibilities

- 1) Govern MSF-C by the comprehensive policies developed by the Board and respect the autonomy of the MSF-C Executive Office;
- 2) Establish overall long- and short-term goals, objectives and priorities and strategic planning for MSF-C in meeting the needs of its staff, programs and beneficiaries;
- 3) Ensure policies are written in a clear and unambiguous manner and are acted on;
- 4) Recommend policy to the Board;
- 5) Ensure the organization's affairs are being managed in a manner consistent with its mission and mandate as stated in its By-laws, Strategic Plan, the MSF Charter, the Chantilly Principles and the La Mancha Agreement

#### Public Responsibilities

- 1) Monitor how the organization is viewed in the community;
- 2) Promote MSF-C membership through community networking and be an active member of the MSF-C Association by participating in regional Association meetings, events and debates whenever possible;
- 3) Be accountable to the funders for the services provided and funds expended;
- 4) Monitor and regularly have evaluated the effectiveness of MSF-C's programs and services; Financial Responsibilities and ensure that MSF-C adheres to the standards prescribed by the Canada Revenue Agency
- 5) Be familiar with the organization's finances, including the budget and budget process;
- 6) If appointed by resolution of the Board, sign contracts, documents or any instruments in writing requiring the signature of the Corporation. Know who is authorized in this respect, especially in reference to cheques and for what amounts;
- 7) Review the organization's audited books on an annual basis by a reputable firm of chartered public accountants;
- 8) Ensure that appropriate directions are in place to guarantee staff wages (severance pay, termination and overtime pay) and vacation pays are duly paid;
- 9) Identify the principal risks of the organization and ensure the implementation of appropriate systems to manage those risks.