

Canadian Foundation for Spiritual Care/ Fondation canadienne de soins spirituels

Terms of Reference for the Board of Directors

Charitable Registration Number: 87362 0553 RR0001

Mission:

Canadian Foundation for Spiritual Care/ Fondation canadienne de soins spirituels (CFSC/FCSS) was created for the purpose of promoting the advancement of Spiritual Care and Education in Canada by fostering research and enhancing training and service possibilities.

Purpose:

The Board of Directors shall provide leadership in the development and implementation of the Vision and Mission of the Foundation.

Functions:

The Board of Directors shall:

1. Oversee the objects of the Corporation (CFSC/FCSS) which are:
 - To receive and maintain a fund or funds and to apply all or part thereof and the income there from for charitable purposes of an education nature, and in particular, to provide scholarships, fellowships, bursaries, and financial assistance to members of CASC/ACSS
 - To provide grants to CASC/ACSS members engaged in university or hospital approved Research Ethics Board (REB) research.
 - To support CASC/ACSS educational programs in order to increase knowledge, respect teaching methods, and teaching skills through research, education and publication.
2. Ensure that the Mission statement reflects current values and circumstances of the CFSC/FCSS
3. Develop plans for the future development of CFSC/FCSS
4. Communicate regularly with the membership of the CFSC/FCSS to keep it informed of any updates in the Foundation and to gain information about its needs.
5. Represent the CFSC/FCSS in relation to national and international organizations, donors, agencies, organizations, government departments, and professional associations.
6. Ensure legal counsel is available for matters pertaining to the business of CFSC/FCSS
7. Provide accountable fiscal oversight to the operation of the CFSC/FCSS's business.
8. Provide leadership in coordinating and conducting the business of CFSC/FCSS at the Annual General Meeting.

Membership of the Board of Directors:

1. Directors shall be elected for a term of two (2) years by the members at an Annual General Meeting of the members. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer and any such other officers as the board of directors may determine. Officers need not be directors, or members.
2. The Vice President shall be elected at an annual meeting of members. This person shall serve for one year as Vice President and become President for a two-year period following which this person will serve for one further year as Past President.
3. Secretary and Treasurer shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. The Secretary and Treasurer shall be appointed by the Board on alternate years, and may serve two consecutive terms from the date of appointment or until their successors are elected or appointed in their stead.
4. Officers shall be elected from each of the Regions of the Canadian Association for Spiritual Care/ L'association canadienne de soins spirituels (CASC/ACSS) at the Regions' Annual General Meetings and act as the Regional Representative to CFSC/FCSS.
5. Officers shall be subject to removal by resolution of the Board of Directors at any time. Board members can serve a maximum 2 consecutive 2-year terms on the Board (4 years). The exception to this is if a Board member is elected to serve on the Executive (President, Vice President, Secretary, or Treasurer), the above maximum term is then extended.

Duties of the Officers:

1. The President shall be the Chief Executive Officer of the corporation. The President shall preside at all meetings of the corporation and shall have the general and active management of the affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall communicate regularly to the membership significant decisions, initiatives, or works in progress. The President shall have signing authority for all legal documents or may transfer the signing authority to another Board member. The President shall co- ordinate external relations for the CFSC/FCSS.
2. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be required by the Board of Directors. The Vice President shall present the nominations for the Officers of the Board of Directors at the AGM and monitor any updates to the Terms of Reference.
3. The Treasurer shall have the custody of the funds and securities of the corporation (CFSC/FCSS) and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation. The Treasurer shall deposit all monies, securities and other

valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

4. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.
5. Regional Officers will attend all meetings of the Board of Directors and will represent the unique perspective of their Region to the Board. They will provide regular reports to their Regional Executives and at the Regional AGM on any new initiatives of the Board, the distribution of bursaries and grants to CASC/ACSS members, and encourage CASC/ACSS members to apply for bursaries and grants.

National Office: The National Office staff shall be custodian of the seal and the official documents of the corporation. Support will be offered by staff members of the National Office.

Meetings:

Regular meetings shall be held at least six times a year, at the call of the President.

Quorum:

At all duly called meetings, 50% plus one will constitute a quorum. Note: the total number of board members must be between 3-18.

Reports and Consultation:

Regular reports and consultation will be maintained with the Canadian Association for Spiritual Care/L'association canadienne de soins spirituels Board of Directors.

Revised December 2022