



Co-operative Development Foundation of Canada

SINCE 1947

BOARD OF DIRECTORS



CANDIDATE INFORMATION KIT



July 2024

Thank-you for your interest in becoming a Board member of Co-operative Development Foundation of Canada (CDF). This year the Board is looking to attract skills in the areas of Financial Management, Cooperatives, Agriculture and Environment. There is a maximum of 4 positions to be filled, with some incumbent directors intending to run for another term.

This Board Candidate Information Kit provides useful information on:

1. CDF
2. What does it require to be CDF Director?
 - a. Board obligations and commitments
 - b. Role Descriptions
 - c. Board expectations
3. The process and timeline for nominations and elections
4. The nomination information to be submitted

The members of the Nominating Committee will contact each candidate after the deadline for nominations to discuss in more details the nominations and elections process and to address any question you may have.

Yours Co-operatively,

Bruno Dragani, Nominating Committee Chair

Ian McArthur

Paul Brodeur

Member at Large



A) BOARD VISION, MISSION, AND VALUES

The Co-operative Development Foundation (CDF) aspires to a world where lives have been improved through co-operative development.

VISION: A better world built on Self-Reliance and Cooperation

MISSION: Acting on Co-operative Principles We Partner with Communities to Achieve Sustainable Economic and Social Development

VALUES

1. Excellence
2. Cooperation
3. Respect
4. Fairness
5. Integrity

We encourage candidates to visit our websites for more information, www.cdfcanada.coop.

B) BOARD OBLIGATION

There are three legal duties that the Board of Directors must understand and follow:

1. **The Duty of Care** describes the level of competence that is expected of a Board member. The most commonly expressed standard is that a Board member owes the duty *“for care that an ordinarily prudent person would exercise in a like position and under similar circumstances.”*
2. **The Duty of Obedience** requires Board members to be faithful to the organization’s mission. Although Board members may exercise their own reasonable judgment concerning how the organization should best meet its mission, they are not permitted to act in a way that is inconsistent with the mission of the organization. One reason is that non-profits rely heavily on the public’s trust when soliciting donations and grants, and the public has a right to rely on the representation that the money will be used for the purpose for which it was given.
3. **The Duty of Loyalty** refers to a standard of faithfulness to the organization. The fundamental duty of loyalty owed by a Board member is the duty to give undivided allegiance to the organization (i.e. versus personal gain) when making decisions affecting the organization. In practice, this means that Board members can never use information obtained as a member for personal gain and are only permitted to act in the interests of the organization.



C) ROLE DESCRIPTION

The following responsibilities of Directors ensure the effective governance of CDF:

1. To Be Good Stewards

- The Board is responsible for effective stewardship of the organization's resources. It establishes the mission, vision and values, reviews them regularly with senior management, and puts policies in place to ensure effective governance.
- The Board approves the organization's legal agreements with project funders before they become final and monitors the performance of the agreements. The Board ensures that effective business processes are in place to meet the organization's obligations to project partners and funders.
- The Board receives and reviews regular reports from senior management on the organization's performance of agreements and the status of active projects. The Board approves changes to the risk-management model used in administering the programs.

2. To Plan for Effective Operations and Financial Health

- The Board ensures that the organization's plans realistically meet the organization's needs in the short, medium and long term, keeping abreast of relevant information through environmental scanning.
- The Board approves long term goals, strategic priorities, annual performance indicators and budgets.
- The Board ensures that the organization has effective internal controls and information-management systems in place and that it complies with applicable statutes and regulations.
- The Board identifies the business risks facing the organization and ensures that effective risk management processes are in place to manage them.

3. To Provide Excellence in Human Resources

- The Board chooses highly qualified persons to serve as officers and, on Board committees, in accordance with each committee's terms of reference. Directors take part in appropriate continuing education activities, with a formal orientation being a requirement for all new Directors.
- The Board ensures that the organization has an effective senior management team in place and selects, evaluates and, if necessary, terminates the Executive Director.
- The Board approves compensation policies and coaches the Executive Director as required.
- The Board upholds the organization's practice of inclusivity and embraces diversity. The Board treats seriously its responsibility for succession planning, identifying the requirements of key Board positions and the position of Executive Director.

4. To Represent CDF

- The Board communicates with the co-operative and credit union sectors, governments, and other stakeholders advocating for support and engagement with international co-operative development.
- The Board also works closely with management to assist in and support fundraising initiatives.
- Board members are called upon to represent CDF at fundraising events and other public meetings.

5. To Evaluate its Effectiveness

- The Board undertakes annual evaluations of its performance and that of any Board committees.



- The Board reviews findings from periodic financial, compliance audits and seeks to address these findings fully.

6. To Ensure that CDF Acts with Integrity and with Attention to its Best Interests

- The Board ensures that the organization carries on business in a diligent, competent and ethical manner. The Board conducts itself with integrity, openness, respect and honesty in all relationships, dealings and transactions, living by the letter and spirit of the policies it adopts and the mission, vision and values. Directors are expected to sign and comply with the Code of Conduct.
- The Board encourages the resolution of conflicts, supporting strategies that allow Board, staff, clients, and other stakeholders to resolve disputes according to the conflict resolution policy.

D) EXISTING BOARD MEMBERS AND FUTURE INTENTIONS

CDF is governed by an independent Board of Directors made up of individuals with strong links to Canada's co-operative business sector.

The Board shall be composed, as much as possible, of the following Directors:

- (a) one (1) nominee of CMC;
- (b) a minimum of three (3) directors with a background in the non-financial co-operatives sector;
- (c) a minimum of three (3) directors with a background in the credit union and caisse populaire sector, one of which being a representative of the Canadian Credit Union Association;
- (d) one (1) representative with background in the mutuals sector;
- (e) one (1) representative with background in the international development community; and
- (f) the balance, if any, to be based on skills defined by the Board as needed or to be strengthened within the Board and that the directors are prepared to support and promote the co-operative model, in accordance with the nominations policy.

Below are the links to information on the CDF Board of Directors:

CDF Board of Directors

<http://cdfcanada.coop/about-us/our-team/>



E) BOARD COMMITTEES & TIME COMMITMENT

Board Directors are expected to serve on at least one (1) Committee. Meetings typically take place by conference call and do not exceed three (3) hours each.

All Board members are expected to:

1. Attend all scheduled Board meetings, including four (4) (1- to 2-day) in-person meetings and at least one (1) teleconference meeting annually.
2. Attend the Annual General Meeting (AGM) for a duration of approximately two (2) days. This meeting is typically held in September.
3. Serve as a member of at least one Board Committee.
4. Set aside four to five (4-5) hours preparation time prior to each meeting, in addition to meeting and travel time.
5. Assist the organization in its fundraising efforts.
6. Assist the organization in expanding its resource base by sharing and contributing expertise. Board members are expected to make personal financial donations to the CDF.

All expenses related to participation on the Board and its committees are covered by CDF as outlined in the Board of Directors Expense Policy and Guidelines.

As a Committee member, all Board members are expected to:

1. Attend all scheduled Committee meetings; normally four to six (4-6) meetings annually. The majority of these meetings are held by teleconference.
2. Bring to the Committee a high-degree of interest and/or expertise in the areas being addressed.
3. Set aside two to four (2-4) hours for preparation prior to each meeting, in addition to meeting and travel time.

F) APPLICATION PROCESS

Explanation of the Nomination Process

1. Applications will be accepted immediately following the distribution of the Call for Nominations.
2. The closing date for receipt of applications is end of **Friday, August 23, 2024, at 4:00 pm EST.**
3. Interviews will be scheduled in August/September 2024 for candidates that have been short-listed through a candidate evaluation process.
4. All candidates, **including those who have been nominated to designated seats on the Board**, will go through the nominations process to ensure Board composition is balanced, diverse, representative and inclusive.
5. The Nominating Committee will recommend its slate of nominees to the Board of Directors for approval **Mid-September 2024.**
6. Nominees will be advised whether their nomination has been approved by **mid-October 2024.**
7. The first meeting of the newly-elected Board will be held in **November 2024** via a Teams virtual meeting at which time Officers of the Board will be elected. Orientation for Board members will be held at this meeting.



Next Steps

Interested candidates must submit the following documents:

1. Completed Application Form
2. Cover letter and Resumé/Curriculum Vitae (CV)

The application package outlined above must be submitted in confidence by email to Bruno Dragani, **Nominating Committee Chair** at Bruno.Dragani@cccu.ca no later than **Friday August 23, 2024 at 4:00 pm EST.**

The Nominating Committee contact candidates after the closing deadline to schedule interviews and to address any questions.