



Canadian Mental
Health Association
Toronto



CMHA Toronto

**2021-2022 Board of Directors
Nomination Form**



CMHA Toronto

Board of Director Nomination Form

Name of Nominee: _____

Home Address: _____

City: _____ Prov. _____ Postal Code: _____

Home Phone: _____ Date of Birth: _____

Email address: _____ Mobile Phone: _____

Work Address: _____

City: _____ Prov. _____ Postal Code: _____

Business Phone: _____ Profession: _____

Nominee prefers to be contacted by:

home phone business phone mobile phone email

Name of person nominating (self-nomination is permitted): _____

Phone number or email address of person nominating: _____

CMHA Toronto Board of Directors meets between 5-6 times per year, for approximately 2 hours. Between one and two hours are required to prepare for each Board meeting. In addition to attending Board meetings, Directors are expected to sit on at least one Board Committee, donate to the annual United Way Campaign, encourage family and friends to support CMHA, consider a planned giving gift, and participate in at least one Branch fundraising activity each year.

CMHA Toronto Board of Directors works to ensure that the Board represent the diversity of the population of the region we serve and has the breadth and depth of experience and expertise required to oversee an organization of the size and complexity of CMHA Toronto. In addition to receiving unsolicited applications, the Board Development Committee intentionally reaches out to communities and individuals that are traditionally underrepresented on Boards of Directors to help ensure a diverse group of individuals serve on the Board. As part of the nomination process the Board Development Committee interviews nominees.

To assist the Board Development Committee to assess the Nominee's experience and expertise, please attach a copy of the Nominee's resume. The resume may include any relevant professional, volunteer and / or personal experience. The resume will not be included in the Board Slate.

Nominee's resume is attached.

If you have any questions about the nomination and election process please contact Alana Boltwood, Chair, Board Development Committee at Board@cmhato.org.

Information from this Nomination Form will be used in the preparation of the election package and, if the Nominee is elected to the Board of Directors, for reporting to CRA and as required by the Corporations Act of Ontario.



Qualification

All Nominees must meet the qualifications for nomination below from CMHA Toronto's bylaws and Nominees must indicate that they meet the qualifications for nomination by signing the "Declaration of Eligibility of Director or Officer pursuant to s. 149.1(1) of the Income Tax Act (Canada).

Eligible nominees for election to a one-year term on the Board of Directors must:

- Be 18 years of age or older
- NOT a person who has the status of bankrupt
- NOT have been convicted of an offence related to financial dishonesty or relevant to the operation of CMHA Toronto
- NOT have been connected to an organization whose registration was revoked for a serious breach of the requirement for charitable registration if you were connected as:
 - a director, trustee, officer or like official;
 - in a position of management or control; or
 - as a promoter of a tax shelter, and participating in that tax shelter caused the revocation of an organization's charitable registration.
- Be able and willing to fulfill the responsibilities and duties outlined in the job description, for a term of one year and preferably with a minimum commitment to served on the board for three years.
- Be a current member of the Canadian Mental Health Association, Toronto Branch or be willing to become a member within 10 days after election or appointment.
- Must complete the attached Declaration of Eligibility of Director or Officer pursuant to the Income Tax Act (Canada) and CMHA TO's bylaws; and
- NOT be an employee of any branch, division, or the national office of the Canadian Mental Health Association

22. Eligibility

Eligibility. Every director shall be 18 or more years of age and shall be a member of the Branch or shall become a member of the Branch within 10 days after his or her election or appointment as a director. Employees of the Branch are not eligible to become directors. The Board Development and Nominating Committee shall ensure balanced representation of consumers, family members, service providers and community members.

To ensure that the Board of Directors has the breadth and depth of experience and expertise required to oversee an organization of the size and complexity of CMHA Toronto, we look for candidates with experience and skill-sets in:

- **Human Resources**
- Technology (Strategy)
- **Philanthropy**
- **Finance/accounting (Strategy)**
- Legal
- Governance
- Marketing/social media
- Strategic Planning
- Policy and Research
- Healthcare/Non-profit
- **Quality Improvement (especially in a healthcare setting)**
- Equity, Diversity and Inclusion
- Lived experience (direct or as a family member) of mental illness and/or substance use.

The **bolded skills** are our highest priority for recruiting for the Board at this time.

Lived and living experience of mental illness and / or addiction is considered an asset for all candidates. Candidates may, but are not required to, disclose their mental health experience during the selection process.



Consent Form (to be completed by the Nominee)

I, the undersigned, agree to have my name placed in nomination for election as a Director of the Canadian Mental Health Association Toronto Branch (CMHA Toronto). I understand that as part of the election process, I may be asked for a biographical sketch and that it may be published on a Board Slate and mailed or emailed to all members of CMHA Toronto, and if I am elected, it will be published on CMHA Toronto's website and maybe used in other promotional material and grant applications. In the event that I am elected, I will receive and return a new consent form every time I run for re-election and I will annually sign a Code of Ethics that is distributed to all board members.

I understand that the Board Development Committee will make accommodations if I require them to help ensure I can participate the nomination process and, if elected, in the Board of Directors. If contacted for an interview related to the nomination process I will let the Board Development Committee know and the Committee may inquire about the accommodations I require prior to the interview.

I have read the above statement and the board job description and agree that I have the time to meet my responsibilities as Director.

I am a paying, regular voting member of Toronto Branch:

Yes

No, but my membership fee of \$20.00 is enclosed.

No, but my membership fee of \$5.00 for individuals on limited income is enclosed.

Membership is valid from the date fees are paid and is valid for a period of one calendar year.

If elected, I understand that I will be expected to:

- Serve at least a one-year term on the CMHA Toronto Board of Directors, and if re-elected, can serve up to a maximum of nine (9) one-year terms
- Make every effort to prepare for an attend every board meeting and according to the Bylaws, must attend at least 60% of the meetings in a calendar year
- Be an active member as required, including sitting on at least one committee of the Board
- Respond to requests and emails in a timely manner
- Be available to participate in meetings on behalf of the CMHA Toronto Board
- Participate in at least one fundraising activity per year
- Encourage friends and family to support CMHA Toronto
- Consider making arrangements for a planned gift
- Be eligible to sign the Director's Eligibility Form

Name: _____

Signature: _____



Declaration of Eligibility of Director or Officer pursuant to s. 149.1(1) of the Income Tax Act (Canada) and the bylaws of CMHA Toronto.

To be completed by all nominees. PLEASE PRINT OR TYPE.

I, _____, of _____, Ontario, declare that:

1. I am at least 18 years of age.
2. I do not have an undischarged bankruptcy.
3. I have never been found guilty of a criminal offence involving financial dishonesty including tax evasion, theft, fraud, or other offences involving breaches of the public trust in Canada for which a pardon has not been granted.
4. I have never been found guilty of an offence outside of Canada that would constitute a criminal offence under paragraph 3 above if committed in Canada;
5. I am or have been in the past a director, trustee or officer of the following registered charities:

Name of charity	Position held (director, trustee, officer)	Time period in which position held

6. I control or manage, either directly or indirectly, the following registered charities, or have held such control or management in the past:

Name of charity	Nature of control / management	Time period in which control / management held

7. None of the charities listed in paragraphs 5 and 6 above have, within the past 5 years, had their charitable registration revoked by CRA for serious breach of the requirements for registration that was committed while I held the position listed above;
8. I have not, nor have I ever been, a promoter of a tax shelter arrangement that involved a gift to a registered charity, where such charity has had its charitable registration revoked by CRA in the past five years for reasons that included its participation in the tax shelter.
9. I will inform Canadian Mental Health Association Toronto Branch (CMHA Toronto) immediately should I become aware that any of the declarations above have become untrue.

[continued next page]



10. I agree that if there is any dishonesty on my part, or if CMHA Toronto or CRA determines any dishonesty, with respect to this declaration, I will immediately tender my resignation of all positions held with CMHA Toronto upon written request by CMHA Toronto's Board of Directors.

Signature

Print Name

Witness Signature

Witness Printed Name

Policy 3.2 - Board Director Role and Responsibilities

LATEST APPROVAL:	Approved By: Board of Directors	Date: May 27, 2019
REVIEW RESPONSIBILITY:	Board Development Committee	
NEXT REVIEW:		
RELATED POLICIES/FORMS:	Section 3 - Board Roles, Responsibilities and Accountabilities	

Purpose

The Board policy on the Board Director Role is intended to provide clarity and a shared understanding of the role of Directors with respect to expectations, responsibilities and accountabilities. This policy also provides a basis for assessing a Director's individual performance.

Scope

This policy applies to the Directors of CMHA Toronto.

Policy

Board Directors contribute to the overall governance of the affairs of the CMHA Toronto within the framework of relevant legislation, Letters Patent, By-laws and other prescribed standards. This policy is intended to supplement, but not replace, any legislation applicable to non-profit and charitable organizations governing the conduct of their Board Directors.

Directors are expected to act in accordance with the following duties and responsibilities:

1. Duty of Knowledge
 - a. Know the content of the fundamental documents: Letters Patent, By-laws, Board Policies
 - b. Know the purpose of the organization
 - c. Understand how the organization translates the purpose into action
2. Duty of Care
 - a. Act in accordance with a minimum standard of care
 - b. Exercise the care, diligence and skill of a reasonably prudent person
3. Duty of Skill and Prudence
 - a. Act with practicality and not overly depend on the expertise of other Director(s)
 - b. Act cautiously and anticipate any probable consequences of any course of action that the organization may choose to take
 - c. Act in accordance with the Ontario Trustee Act when making decisions regarding investment of CMHA Toronto's funds
4. Duty of Diligence
 - a. Act in the best interests of the corporation
 - b. Be as fully informed as reasonably possible about all aspects of the corporation
 - c. Act prudently and reasonably to protect the integrity and reputation of the corporation
 - d. Be prepared for and attend Board and Committee meetings
 - e. Participate on Board Committees

5. Duty to Manage
 - a. Comply with legal requirements
 - b. Acquire adequate knowledge of the business and functioning of the organization
6. Fiduciary Duty
 - a. Avoid acting in such a way that personal interests conflict with the interests of the corporation
 - b. Maintain confidentiality
 - c. Act honestly and in good faith
 - d. Be loyal to and to act in the best interests of the corporation
 - e. Subordinate every personal interest to those of the corporation
 - f. Act in accordance with Ontario's Charity Accounting Act, which likens directors of charitable corporations to the trustees of a charitable trust

Procedures

1. In carrying out Board duties and responsibilities, each Director will ensure that he/she is familiar with CMHA Toronto's: By-Laws; Board policies; Vision, Mission and Values; Strategic Plan; and other relevant documentation.
2. Directors will review agendas and materials distributed before Board and Committee meetings and be prepared to discuss and/or vote on the matters brought before the Board.
3. Directors will:
 - a. Arrive promptly for meetings and strive to manage time effectively
 - b. Respect other Directors' and staff contributions to the discussion and encourage others to present their views
 - c. Share observations or concerns only at the Board table
 - d. Strive for consensus but accept that the decision making process may involve conflict, believing that only when points of view are revealed, the best decisions can be made
4. Directors will make attendance at regular meetings a priority. If a Director expects to miss a meeting, he/she will advise the Chair and/or Secretary prior to the meeting or, if this is not possible, as soon as possible afterwards. In either case, if an explanation acceptable to the Chair and Secretary is not provided, he/she will be considered to have been absent. If the Board member does not agree with the decision of the Chair and Secretary, he/she may ask for the decision to be reviewed at the next regularly scheduled Board meeting.

A Director is considered to have resigned if he/she is absent from three regularly scheduled meetings of the Board, unless he/she gives written explanation for his/her absence that is satisfactory to the Board President.

5. If a Director must resign during a term, he/she will notify the Board President or Secretary (Chief Executive Officer) immediately and provide as much notice as possible. If the Director is a Committee Chair, he/she will provide assistance in identifying a successor when possible.
6. Directors will participate in new Director Orientation, special Board meetings, Board retreats, surveys, and in educational activities which will assist in carrying out responsibilities.
7. Directors will not disclose confidential information respecting CMHA, acquired directly or indirectly, through their participation on the Board. Further, Directors will not disclose or use information relating to the business of the CMHA for the personal profit or advantage of themselves or a family member. Confidential information is considered to be specific information that is not available to

the general public on request or information made confidential by law. This includes, but is not limited to, the membership list of the CMHA.

Upon termination of service, a retiring Director will promptly destroy all documents, electronic and hard files, reference materials and other property entrusted to the Director for the purposes of fulfilling his or her Board responsibilities. Such action will not alleviate the Director from his or her continuing obligations of confidentiality.

8. Once a decision is made by the Board as a whole, the Board will speak with one voice. Directors will support the Board position and not speak or act against that decision in any way.
9. Directors will comply with any and all applicable policies of CMHA Toronto, and will take the necessary steps to familiarize themselves with the following policies in particular:
 - a. Workplace Violence Prevention
 - b. Workplace Harassment
 - c. Workplace Diversity, Anti-Discrimination and Accommodations
10. Directors are expected to be involved raising funds for the organization by:
 - a. Donating to the annual United Way campaign
 - b. Considering planned giving
 - c. Encouraging friends and family to support CMHA
 - d. Assisting with at least one fundraising project each year
11. Directors are required to be Members of CMHA Toronto and will pay their membership fee upon election to the Board, if they are not already a member.
12. Any Director who fails to comply with this policy may be removed from office by a vote of the Board and may be subject to other action as the Board may consider appropriate.
13. Board members will annually acknowledge in writing their understanding of the Board Director Role and Conflict of Interest policies (see below).

NOTE: Directors should be aware that, while CMHA Toronto carries Directors and Officers Liability Insurance, they remain individually liable under certain circumstances:

- a. Under federal and provincial law, Directors of non-profit corporations have personal liability for up to six months unpaid wages should the corporation be either bankrupt or sued and fails to satisfy the judgement. The maximum penalty is a fine ranging between \$200 (provincial) and/or \$1,000 or imprisonment of up to one year or both (federal).
- b. Directors may face a potential liability should the corporation fail to deduct and remit sums required by the Federal Income Tax Act (e.g. taxes on employee wages)
- c. Additional liability may occur should the corporation violate statues designed to protect the environment and/or the health and safety of employees.