



Application for Membership

Nucleus Independent Living

Board of Directors

Instructions:

a) To apply to be a member of the Nucleus Independent Living Board of Directors, you must complete this application and submit it with a copy of your current resume or a brief biographical sketch.

b) Please submit your completed form and resume or biographical sketch by mail, fax, or email (if Nucleus is accepting applications on line) to the following address:

Nucleus Independent Living

2030 Bristol Circle

Suite 110

Oakville, ON, L6H 0H2

c) The deadline for applications is _____

d) For more information about the application process, please contact:

info@nucleusonline.ca



Application to Become a Director

Name of Applicant _____

- 1. Qualifications.** I, the undersigned, hereby apply to be considered for appointment as a Director of NUCLEUS INDEPENDENT LIVING, and in doing so, acknowledge and declare that: **[please check each statement below to indicate your acknowledgement]**

I am at least eighteen (18) years of age

I am not an undischarged bankrupt;

I am not a member of the staff of NUCLEUS INDEPENDENT LIVING

2. Residential Address.

My residential address is: _____

Telephone: _____

Fax: _____

Email Address: _____

3. Work Address.

My work address is (if not applicable, please indicate):

Telephone: _____

Fax: _____

Email Address: _____

Date of Birth: (required for Revenue Canada purposes) _____

(Schedule A)

Schedule A

1. Review of Director's Responsibilities. I confirm that I have reviewed Director's responsibilities attached to this Application and agree that, if I am appointed as a Director of NUCLEUS INDEPENDENT LIVING, I: **[please check each statement below to indicate your acknowledgement]**

- will support the objectives of NUCLEUS INDEPENDENT LIVING
- will advise NUCLEUS INDEPENDENT LIVING if there is a circumstance that would cause me to automatically vacate the office of Director (Part 1, Schedule A)
- will abide by the conflict of interest and confidentiality provisions governing Directors (Part 2)
- will cooperate and assist the Board in fulfilling its responsibilities to NUCLEUS INDEPENDENT LIVING (Part 3, Schedule A)
- will fulfill the responsibilities given to each individual Director (Part 4, Schedule A)
- will consider and apply the principles of governance applicable to NUCLEUS INDEPENDENT LIVING (Part 5, Schedule A)
- will exercise my powers and discharge my duties as Director as required by law (Part 6, Schedule A) and,
- understand that I will not be compensated for my services as a Director (as required by charitable law), although I may be reimbursed for out-of-pocket expenses incurred.

2. Profile.

NUCLEUS INDEPENDENT LIVING wants to ensure that its Board of Directors has the necessary skills and experience to govern NUCLEUS INDEPENDENT LIVING and that the Board reflects the breadth, depth and diversity of Mississauga Halton LHIN, including the demographic, cultural, linguistic, economic, geographic, gender, ethnic and social characteristics of the community served by NUCLEUS INDEPENDENT LIVING. To assist NUCLEUS INDEPENDENT LIVING in establishing a Board that meets these objectives, I am providing the information requested below:

- (a) My current occupation, if any, is: _____
- (b) Gender: Male Female
- (c) Languages: English French Others: _____

(d) I have skills or experience in the following areas: **[please check all that apply]**

- prior experience in governance;
- strategic planning experience;
- experience in the management and restructuring of complex organizations;
- understanding of healthcare needs, issues and trends;
- understanding of the diverse needs of the community;
- previous experience in the health field;
- awareness of provincial healthcare trends;
- an understanding of long-term care developments, independent living issues, rehabilitation intervention and trends;
- knowledge and/or experience in business and management;
- knowledge and/or experience in education;
- understanding of fiscal and financial matters;
- knowledge and/or experience in labour relations;
- understanding of legal matters;
- knowledge and/or experience in health professional education;
- knowledge and/or experience in human resource management;
- knowledge and/or experience in communications and information technology;
- knowledge and/or experience in government and public relations;
- other (please specify) _____.

3. Resume.

I attach a copy of my current resume. **[Please attach]**

4. Conflict of Interest. Below I disclose my participation or affiliation with any organizations that may create an actual or perceived conflict of interest with NUCLEUS INDEPENDENT LIVING:

5. Related Person. Below I disclose the nature and extent of my relationship to any member of the Staff or employees of NUCLEUS INDEPENDENT LIVING:

DECLARATION: If I am elected as a director of NUCLEUS INDEPENDENT LIVING, I hereby undertake that, in my capacity as a Director of NUCLEUS, I shall at all times act honestly and in good faith and in the best interests of NUCLEUS and I shall discharge my responsibilities as a Director, (including, without limitation, my fiduciary duties), conscientiously and in accordance with the By-laws of NUCLEUS and all other legal requirements. I fully understand that any misinformation in this application may result in my application being rejected or my directorship revoked. The information contained in this application is true and complete to the best of my knowledge, information and belief. I undertake to advise NUCLEUS in writing immediately if there is any change in the information contained in this application.

PRINT NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE



SCHEDULE B

NUCLEUS INDEPENDENT LIVING Application to Become a Director Directors Responsibilities

Part 1 – Requirements to Vacate Office of Director

The position of Director shall be automatically vacated if:

- a.i. the Director resigns his or her position by delivering a written resignation to the Secretary of the Corporation;
- a.ii. the Director is found to be a mentally incompetent person or has become of unsound mind;
- a.iii. the Director becomes bankrupt;
- a.iv. the Director dies;
- a.v. the Director becomes a Consumer; or
- a.vi. at a general meeting of the Members a resolution is passed by three-quarters of the Members present (as determined by ballot) that the Director be removed from the position;

The Board of Directors may, by a three-quarters majority vote of the Board, dismiss a Director for failure on the part of such individual to substantially carry out the duties assigned by the Board of Directors.

Part 2– Conflict of Interest and Confidentiality Provisions

Conflict of Interest

INTEREST OF DIRECTORS IN CONTRACTS

- a. Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.

- b. The disclosure required by the above shall be made:
 - b.i. at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - b.ii. if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - b.iii. if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- c. A Director referred to in section a. is not liable to account for any profit made on the contract by the Director or by a corporate entity, business, firm or organization in which the Director has a material interest, provided:
 - c.i. the Director disclosed the Director's interest in accordance with sections b. or e. ; and
 - c.ii. the Director has not voted on the contract.
- d. A Director referred to in section a. shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- e. For the purposes of this Article, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

Confidentiality

Every Director, officer, member of the Professional Staff, member of a committee of the Board of Directors, employee and agent of the Corporation shall respect the confidentiality of matters:

- (1.a) brought before the Board of Directors;
- (1.b) brought before any committee; or
- (1.c) dealt with in the course of the employee's employment or agent's activities.

Part 3 – Responsibilities of Board to Corporation

The Board shall govern and oversee the management of the affairs of the Corporation and:

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
- (b) Establish procedures for monitoring compliance with the requirements of the *MSAA*
- (c) Establish specific policies which will provide the general framework within which the Executive Director and Staff will establish procedures for the management of the day-to-day processes within the Organization, including plans to deal with emergency situations.
- (d) Choose and delegate responsibility and concomitant authority to the Executive Director for the administrative and clinical operations of the Organization and require accountability to the Board;
- (e) Review regularly the functioning of the Organization as stated in the letters patent, supplementary letters patent and the By-Laws, and demonstrate accountability for its responsibility at the annual meeting of the Corporation;
- (f) Review regularly the role and responsibility of the Organization to its community in relation to the provision, within the means available, of appropriate types and amounts of services;
- (g) Ensure that the services which are provided have properly qualified staff
- (h) Ascertain that methods are established for the regular evaluation of the quality of service in relation to generally accepted standards, and require accountability on a regular basis;
- (i) Assume responsibility for the establishment of the mission and vision of the Corporation;
- (j) Assume responsibility for the identification of the principal risks to the Corporation's business and ensure the implementation of appropriate systems to manage these risks;
- (k) Ensure that the Executive Director establish an appropriate succession plan for senior management staff; and
- (l) Assume responsibility for the establishment of a communication policy for the Corporation.

Part 4– Individual Director's Responsibilities to the Corporation

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) Adhere to the principles of governance set out in the By-Laws and the Corporation's vision, mission and core values;
- (b) Work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) Respect and abide by Board decisions;
- (d) Serve on at least one (1) standing Committee;
- (e) Regularly attend Board and Committee meetings;
- (f) Complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (g) Keep informed about:
 - (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (h) Participate in initial orientation as a new Director and in on-going Board education;
- (i) Participate in an annual evaluation of overall Board effectiveness;
- (j) Abide by the Conflict of Interest, Values Based Code of Conduct and Code of Ethics; and
- (k) Represent the Board, when requested.

Directors Responsibilities

Part 5 – Principles of Governance

- (a) Governance is defined as the process of governing the Corporation through the direction and supervision of the business and affairs of the Corporation, in accordance with its letters patent, supplementary letters patent, By-Laws and all applicable legislation.
- (b) The Board is responsible for the governance of the Corporation.
- (c) The Board provides strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission and core values.
- (d) The Board shall ensure that the Corporation provides the best possible service.
- (e) The Board serves the community in carrying out its responsibilities.

Directors Responsibilities

- (f) The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (g) The Board and its individual members shall be sensitive to the needs of the communities served and reflect the diversity of the communities served.
- (h) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (i) The Board shall provide strategic leadership to the Corporation in realizing its mandate, Vision and core Values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (j) The Board shall carry on its duties in accordance with the Corporation's letters patent, supplementary letters patent, By-Laws and all applicable legislation.

Part 6 – Powers and Duties of Director

“Every Director and Officer of the Corporation in exercising his powers and discharging his duties shall:

- (a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.”