

April 28, 2017

Thank you for your interest in becoming a Board member of Co-operative Development Foundation (CDF) / Canadian Co-operative Association (CCA). This is a very exciting time for international development in our co-operative sector and a chance for you to be a **founding Board member** of our newly amalgamated organization.

Since the formation of Co-operatives and Mutuals of Canada (CMC) in 2014, the international development division of the previous Canadian Co-operative Association (CCA) and the Co-operative Development Foundation (CDF) have been working towards an amalgamation into one international development organization. Recently, CCA's member, CMC, approved this amalgamation in the form of a charitable foundation. The new Board of Directors will now lead a charitable organization that raises funds for international development projects and plans and supports the delivering of those projects.

This new co-operative development foundation (name to be determined) will have a combined annual budget of well over \$10M and will be responsible for a staff team of 38 and approximately 50 yearly Canadian volunteers. The annual budget comprises donations received from Canadian co-operatives, credit unions and mutuals, and financial support for projects from other funding partners such as the Government of Canada (Global Affairs Canada).

CDF/CCA has a long tradition of high quality programs and partner engagement that has resulted in a track record of contributing to positive economic sustainability in the countries in which we serve. We are seeking Board members who believe in our Mission and are committed to being active in their fundraising and governance roles.

We are actively recruiting candidates whose experience and involvement in the co-operative and/or credit union sector would be an asset to our organization.

Sincerely,



Patrice Pratt
President, CCA



Cheryl Byrne
Chair, CDF

A) BOARD VISION, MISSION, AND VALUES

The Co-operative Development Foundation (CDF) and the Canadian Co-operative Association (CCA) aspire to a world where lives have been improved through co-operative development.

Vision: A Better World.

Mission: To establish and grow co-operatives internationally that build a better world. By reducing poverty in developing countries, CDF/CCA helps create a world where individuals and communities thrive economically, socially and culturally.

Values: Co-operatives are based on the values of: self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operatives' members believe in the ethical values of honesty, openness, social responsibility and caring for others. CDF/CCA integrates these values in governing its relationships and in conducting its business in accordance with the seven co-operative principles that govern co-operatives worldwide.

We encourage candidates to visit our websites for more information. www.coopscanada.coop
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/CCA:

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/CCA

- The Board communicates with the co-operative sector, 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/CCA 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 and compliance audits, and seeks to address these findings fully.

6. To Ensure that CCA/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

CDF/CCA is governed by an independent Board of Directors made up of nine to eleven individuals with strong links to Canada's co-operative business sector and the international development community of practice.

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

CDF Board of Directors

<http://cdfcanada.coop/about-us/our-staff-and-board>

CCA Board of Directors

http://www.coopscanada.coop/en/international_dev/about/governance

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 will be 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 three (3) days. This meeting is typically held in June.
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/CCA.

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

As a Committee member, all Board members will be 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 **May 19, 2017 at 4:00 p.m. EST**. All applications will be acknowledged within 5 days of receipt.
3. Interviews will be scheduled 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 on **June 2, 2017**.
6. Nominees will be advised whether their nomination has been approved by **June 8, 2017**.
7. New Directors are encouraged to attend the Annual General Meeting (AGM) on **June 20, 2017 in Ottawa**.
8. The first meeting of the newly-elected Board will be held on **August 23-24, 2017**, 8 am to 4 pm EST, in Ottawa, 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)
3. A letter of support from a senior executive or Board Chair of your organization.

The application package outlined above must be submitted in confidence by email to cca.apply@coopscanada.coop no later than **4:00 p.m. EST Friday, May 19, 2017**.

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