

# Canadian Lung Association B R E A T H E

## **Board of Directors**

## **Nomination Information 2025**

**Questions?**

**Please contact:**

Nicole Lamoureux, Board Secretary at: [nlamoureux@lung.ca](mailto:nlamoureux@lung.ca)



The **Canadian Lung Association (CLA)** is looking to recruit **one (1)** director with a background in **accounting and finance** to join our national Board for a two-year term starting September 2025.

The CLA Board is composed of volunteers with a combined passion to promote lung health and prevent and manage lung disease in Canada. We are looking for energetic, committed individuals to help us shape our new organizational model. More information about CLA can be found [here](#).

## **Canadian Lung Association Director Qualifications**

CLA is governed by the Canada Not-For-Profit Corporations Act (the ‘Act’). The Act and the CLA Bylaw set out a series of qualifying criteria that all Directors must meet.

### ***Qualifications:***

Directors of CLA must meet the following qualifications:

- (a) No Director shall at any time while a Director be in the employ of the Association
- (b) No Director shall be under the age of eighteen (18) years.

### ***Non-Remuneration/Non-Profit:***

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

## **CLA Director Preferred Attributes, Knowledge and Skills**

### ***Composition of the Board***

The Board shall consist of Directors elected by the Members on the basis of their competencies (i.e. their attributes, knowledge and skills).

The preferred but not exclusive **attributes** of Directors are:

- (a) commitment to advancing lung health and lung health issues;
- (b) commitment to and understanding of CLA’s purposes, as well as to its vision, mission and values;
- (c) ability to be a voice back to the community;
- (d) ability to think strategically and be innovative;
- (e) ability to compromise and build consensus;
- (f) business acumen;
- (g) understanding of corporate governance and fiduciary responsibilities; and
- (h) ability to exercise informed judgment.

The preferred knowledge and skills will be determined each year prior to the call for nominations based on the Association Strategic Plan, current issues, and the competencies of the current Directors, it being understood that at least some Directors will possess skills or knowledge related to health professionals, research and the patient perspective.

The preferred **knowledge and skills** are:

- Accounting Professional / Audit (CPA)
- Financial Management (ability to understand the financial health of the organization as presented in its financial information)

## **CLA Director Roles & Responsibilities**

The primary function of a CLA Director is to participate with the other CLA Directors in directing the affairs of the Canadian Lung Association, according to governing legislation, by-laws and policy, to effectively achieve the aims and purpose of CLA.

Without limiting the generality of the primary function, the roles and responsibilities of the CLA Directors are to supervise the management of the activities and affairs of CLA, including:

- (a) developing and updating the Association Strategic Plan, as well as its vision, mission, and values;
- (b) monitoring the implementation of the Association's Strategic Plan;
- (c) assuming fiscal responsibility and ensuring adequate resourcing and long-term sustainability, including managing the intellectual property of CLA;
- (d) approving the annual budget and monitoring its implementation;
- (e) approving the annual financial statements;
- (f) ensuring compliance with CLA's articles, by-laws, board policies, operating policies, and federal, provincial, and municipal regulations and required filings;
- (g) reviewing annually the insurance coverage of CLA;
- (h) primary oversight of the CLA office, including hiring, supervising, and evaluating the Chief Executive Officer;
- (i) establishing public policy and position statements on important lung health issues as supported by evidence; and
- (j) conducting board self-evaluation and arranging for succession planning.

## **CLA Director Commitment**

### **Board Meetings:**

The Board meets at least four times per year, with all meetings held virtually and lasting approximately 2–3 hours each. One of the meetings may, at the discretion of the Board, be held in person, annually, over 1-2 days to conduct strategic planning. The timing and location will be determined in advance.

### ***Board Committees:***

A Director must sit on at least one Committee. Meetings of Committees are varied in frequency depending upon the needs at the time.

### ***Special Meetings:***

At the call of the Chair (as may be required).

### ***Guidance:***

If a candidate would like a one-on-one discussion with the Board Chair in regard to further information regarding Board commitment, they can do so by contacting Nora Lacey by e-mail at [claboardchair@lung.ca](mailto:claboardchair@lung.ca).

## **Election of CLA Directors**

### ***Election of Directors:***

The CLA Governance and Nominating Committee shall prepare a list of nominees from the nominations received from the Members for election. The list of nominees shall reflect the qualifications and preferred competencies as outlined herein.

The election of the Directors nominated by the Members shall become effective immediately following the conclusion of the virtual Annual Meeting on September 18, 2025.

### ***Terms of Directors:***

Commencing at the annual meeting of the Members, the terms of Directors shall be two (2) years. The maximum number of terms for each Director is three (3) terms of two (2) years, (excluding time served to fill a vacancy on the Board pursuant to the by-laws).

A Director will be eligible for re-election to the Board at the end of their term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to the Board.

## **Submission Instructions**

Candidates are required to submit a cover letter of a maximum of 400 words and their résumé by September 14, 2025, to the CLA Board Secretary ([nlamoureux@lung.ca](mailto:nlamoureux@lung.ca)).

## Director reference information:

Canada Not-for-profit Corporations Act (S.C. 2009, c. 23)

<http://laws.justice.gc.ca/eng/acts/c-7.75/>

The legal duties of Directors of Charities and Not-For-Profits

*by Terrance S. Carter and Jacqueline M. Demczur*

<http://www.carters.ca/pub/article/charity/govset/A-duties.pdf>

Ineligible Individuals

<https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/policies-guidance/ineligible-individuals.html>

What you need to know about maintaining charitable registration

<https://www.canada.ca/en/revenue-agency/news/cra-multimedia-library/charities-video-gallery/webinar-what-you-need-know-about-maintaining-charitable-registration.html>