

## **Terms of Reference**

### **The Royal's Institute of Mental Health Research (IMHR) Board of Directors**

#### **Responsibilities of the Board**

**1. Develop and maintain the organization's strategic plan commensurate with available funding**

The Board will provide IMHR with its vision for the future. It will ensure the organizational mission is clear, appropriate, relevant and responsive to changing needs and environments. The Board will establish values, goals, operating principles, primary constituents, partners, funding sources and other key parameters.

**2. Provide governance leadership and accountability**

The Board will establish governance structures, including Board Committees and procedures, as well as a planning, priorities, budgeting and management framework for staff. The Board will ensure IMHR's resources are being used effectively to achieve its goals, and that reporting is accurate and complete. The Board will ensure that all business of the IMHR is conducted in a transparent, legal and ethical manner, consistent with the organization's policies and by-laws.

**3 Provide proper financial oversight and stewardship**

The Board will be well-informed of the financial condition of the IMHR, ensuring proper financial systems and controls, and appropriate and effective fundraising and spending. The Board will ensure IMHR's financial structure is adequate for current and long-range needs, and approve major expenditures and activities. The Board will account to the public and stakeholders for IMHR's expenditures, and appoint independent auditors, with Members' approval.

**4. Ensure adequate resources to deliver strategic plan**

The Board will lead IMHR in identifying and securing the funding required to achieve its plans. It will evaluate the results achieved by management as compared with benchmarks as well as against IMHR's mission, annual and long-range goals, and ensure IMHR has the capacity and human and financial resources to deliver its mandate.

## 5. Enhance the Organization's public standing

The Board will be one of the links to the IMHR's stakeholders, including partners, researchers and research participants, funders and the public. The Board will be both an advocate of the IMHR, as well as bring stakeholder perspectives into Board planning.

## 6. Select and appraise the President & CEO

The Board will develop and update the Executive Director's job description and objectives. It will select and support the most qualified individual to be the President & CEO, and delegate to him/her the responsibility for administration of the Corporation. The Board will decide compensation and contribution of employment based on the performance evaluation of the President & CEO undertaken by the Executive Committee.

## 7. Ensure the Board's own optimal performance

The Board will develop a plan and objectives for its own work. With recommendations from the Governance Committee, the Board will monitor and assess its own performance, and provide its members with orientation and training. The Board will develop a recruitment plan based on its capacities and needs, and identify and then recommend new Directors to the Members.

# Expectations of the Individual Board Directors

**Board Directors are selected for their ability to contribute valuable personal, professional and life experience to the work of the Board. In order for the Board to achieve its full potential, individual Board Directors are expected to:**

- Apply their skills to support the activities of the IMHR and its mission
- Attend meetings of the Board and participate constructively and positively in the development of Board strategies, decisions, and plan the implementation of those Board decisions
- Actively participate in Board discussions, listen in good faith, respect other Directors, and provide candid advice, comments, and constructive criticism
- Act as ambassadors for the IMHR with stakeholders, funders and the public
- Participate in the organization's fundraising and partnership building
- Exercise vigilance for and declare any apparent or real personal conflict of interest
- Respect the confidentiality of Board discussions, in particular as they relate to personal information about individuals, including clients and staff
- Where necessary, obtain appropriate experts to supplement their own knowledge and understanding to assist them in conducting Board business