

Board of Directors Guidelines

Date of creation: Dec. 4, 2020

Revisions:

1. Purpose

The board of directors (the “board”) of the Canadian Nuclear Association (the “organization”) has adopted the following guidelines to ensure that the board has a shared understanding of its governance role and to create a framework for the effective governance of the organization.

2. Roles and Responsibilities of the Board

The board is accountable to the members. It is responsible for the stewardship of the organization and for supervising the management of its business and affairs. In carrying out its responsibilities, the board has the power to delegate its authority and duties to committees of the board or to senior management as it determines appropriate, subject to any applicable laws. The duties, functions and responsibilities of the board and its committees are subject to the *Canada Not-for-profit Corporations Act* (the “Act”) and its regulations and other applicable legislation, and the organization’s by-law.

In fulfilling its duties, the board is, among other things, responsible for the following:

- Reviewing, approving, and updating as necessary the purpose of the organization.
- Satisfying itself that the business of the organization is conducted ethically and that the CEO and other senior management promote a culture of integrity throughout the organization.
- Overseeing the appointment and dismissal of the CEO, processes for CEO evaluation and compensation, and succession planning for the board and CEO.
- Reviewing and approving the organization’s strategic and business plan and monitoring their implementation and effectiveness.
- Establishing measures of organizational performance and utilizing those measures to ensure senior management accountability.
- Ensuring processes are in place to identify and manage the principal risks to the organization’s business.



- Protecting the assets of the organization and providing financial oversight, including approving annual budgets and annual audited financial statements (as recommended by the finance committee) and reviewing financial controls.
- Ensuring the organization appropriately communicates with members in a manner consistent with accountability to members.
- Overseeing the organization's compliance with relevant laws and regulations and reviewing by-laws and significant policies and practices to ensure compliance.
- Designing governance structures, policies, and practices to position the board to fulfill its duties effectively and efficiently, and making changes as needed.
- Performing such other functions as the board believes appropriate or necessary.

3. Director Qualifications

The organization seeks as directors committed individuals who have the highest ethical standards, sound judgment and an interest in the long-term best interests of the organization, its members, and other stakeholders. Director qualifications are set out in the CNA Board – Statement of Qualifications.

4. Role of the Director

The general expectations for, and duties of, individual directors of the organization are set out in the CNA Board – Duties and Expectations of Director policy.

5. Chair of the Board – Role and Qualifications

In addition to the duties of every director of the board, the chair of the board is responsible for the effective functioning of the board and its role in governing the organization. This includes ensuring the integrity and effectiveness of the board's governance role and processes; presiding at meetings of the board and members; and maintaining effective relationships with board members, committee chairs, management and stakeholder groups. On a functional level, the chair contributes to and approves the agenda; ensures appropriate time is allocated to agenda items; reviews draft minutes; calls meetings; rules on procedural matters during meetings; and represents the board to internal and external shareholders.

Qualifications include:

- A successful leadership track record
- A visionary – looking forward to the future, on behalf of the organization, and inspiring the board towards a vision for the organization

- A commitment to, and clear understanding of, the organization's purpose and objectives
- Political acuity
- Ability to act impartially and without bias and display tact and diplomacy
- Effective communicator and strong interpersonal skills
- Strong strategic, facilitation and consensus-building skills
- Skills in coaching and providing constructive feedback
- Knowledge of meeting procedures and organization's governance policies and by-law

6. Board Size and Structure

The board will periodically review whether its current size and committee structure are appropriate. The size of the board will, in any case, be within the minimum and maximum number provided in the articles of the organization (3 to 50).

7. Access to Information and Advisors

In carrying out its duties, the board and each of its committees will have full access to all of the books, records, facilities and personnel of the organization that are relevant in respect of the duties of the board. In carrying out its duties, the board may, with the consent of the chair of the board, retain an outside advisor at the organization's expense and determine the advisor's fees. Those advisors may include counsel, auditors, and other professionals, as appropriate.

8. Orientation and Continuing Education of Directors

Each new director will receive an orientation from the chair of the board and the CEO, or designates, including an overview of the role of the board, the committees and each individual director, the nature and operation of the organization's business and the contribution and time commitment the new director is expected to make. The board will consider appropriate continuing education for directors, which may include presentations from management and industry experts. Each director is also expected to maintain the necessary level of expertise to perform their responsibilities as a director.

9. Organizational Policies

The board has implemented a number of policies of the organization, which are maintained by the corporate secretary. The board will review such policies regularly and consider whether any changes to such policies should be made (taking into consideration any recommendations that may be made by the committee delegated oversight over the policies) and whether any new policies should be implemented.

10. Review

These guidelines will be annually review by the board and will be considered in effect, unless revoked by resolution of the board.

11. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- CNA Board of Directors Delegation of Authority Policy
- CNA Board of Directors – Duties and Expectations of Directors
- CNA Board of Directors – Statement of Qualifications
- CNA Board of Directors – Conflict of Interest Policy
- GHRC, Finance and Executive Committees' TOR
- Public Affair Advisory Committee and Regulatory Affairs Advisory Committee TOR