

COPD & Asthma Network of Alberta Society (CANA)

Terms of Reference for Governance

1.1 Vision Statement

To be a leader, creating an Alberta where the incidence of COPD and Asthma are minimized, and the health and quality of life for those affected is optimized.

1.2 Mission Statement

To develop and implement a comprehensive, provincial strategy which promotes and supports excellence in the prevention, promotion, and management of COPD and Asthma in Alberta.

The strategy is built on a successful coalition of stakeholders and partners including health care professionals, the public sector, the private sector, the not-for-profit sector, and support/advocacy groups.

1.3 Values and Principles

1.3.1 The COPD & Asthma Network of Alberta (CANA) will support:

- Clients and health care providers and focus on meeting their needs
- An inter-disciplinary model of service provision
- Community-based initiatives
- Evidence-based practice and research
- The promotion of lung health
- The prevention of lung diseases
- Patient self-care
- Operate in a transparent manner
- Become financially self-sustaining

1.3.2 Guiding Principles

- To reduce the impact of COPD and Asthma within Alberta
- To ensure programs and services demonstrate a coordinated action that serves the entire province of Alberta
- To demonstrate collaboration amongst sectors
- To optimize resource utilization
- To ensure accessibility

1.3.3 Key Success Factors

- Improved COPD and Asthma Management
- COPD and Asthma Awareness
- Accessibility
- Resource Development
- Support (volunteers, financial)
- Reduced Incidence of COPD and Asthma

1.3.4 Culture

The Network Advisory will conduct itself to ensure:

- Province-wide scope
- Balanced focus between Adult asthma, Pediatric asthma & COPD
- Multidisciplinary needs will be respected and all will have an equal voice
- P4 structure for funding partnership (Industry, Gov't, Not-for-Profit, Health Professional Groups)
- Accessibility for members and stakeholders

1.4 Roles

- Develop a strategic business plan to provide a framework for CANA to evolve and move forward.
- Work in partnership with professional, non-profit, industry and support groups interested in chronic respiratory disease.
- **Gather, collate, update and disseminate** information, resources, and tools to front-line caregivers in collaboration with network partners.
- Facilitate communication among individuals with an interest and expertise in Asthma and COPD.
- Provide resource and consultant support to groups wishing to develop, initiate, or review services and programs specific to chronic lung disease.
- Participate in provincial respiratory health research opportunities.

2.0 Membership

2.1 Levels of Membership

There are two (2) levels of membership for the network:

2.1.1 General Voting Member- any health care professional with an interest in chronic respiratory disease is eligible to become a voting member of the network.

2.1.2 Corporate Non-Voting Member – those corporations or agencies who may wish to join CANA in support of its activities.

2.2 Membership Guidelines

2.2.1 All prospective members must complete a membership application form, which will be reviewed by the Membership committee for recommendation to the Advisory Council.

2.2.2 Any member may resign by giving written notice to CANA, with the effective date of resignation being the date CANA removes the member from its membership list.

2.2.3 The Advisory Committee may at its sole discretion remove any member in any category if, in its opinion, that member is detrimental to the vision, mission and roles of the network. This would require a minimum of 2/3 (66%) of the overall Advisory Council voting in support of this action.

2.2.4 The Advisory Committee may set membership fees for any and all membership categories from time to time.

2.3 Partnership Types

CANA will offer 3 distinct partnership opportunities...to respect the needs of partners' evolving mandates and distinguish between CANA and national support for CNAC and the COPD Alliance.

2.3.1 Collaborative Partner - Parties having specified rights and responsibilities, working in close cooperation with CANA's Advisory in an intellectual manner.

Eligibility:

1. Review & support the vision, mission (7 core business areas) and guiding principles of CANA.
2. Demonstrate aligning organizational mandates or approved by CANA's Advisory.
3. Provide a minimum of \$5,000 per annum in-kind or financial support.
4. Sign a partnership form, indicating the above and outlining their involvement and type of support provided (in-kind or financial, with details and timelines).

Governance:

- Policy reviewed annually, or as necessary.
- Quorum for Advisory voting must be 50% + 1 of non-partner positions.

Benefits:

- Exercise 1 vote on the Advisory Committee; ongoing opportunity to collaborate with Advisors.
- Name recognition on Advisory listings – website, brochure, official correspondence.
- Contribution documented in Annual Report.

2.3.2 Project Partner - Parties who come together for a specific undertaking (project), working in close cooperation with CANA's Task Force in its development and funding.

Eligibility:

1. Review and support the vision, mission and guiding principles of CANA.
2. Provide funds, staffing or services to support project delivery.

Governance:

- Policy reviewed as necessary.
- Unrestricted amount/type of support.

Benefits:

- Support is more influenced by contributor, in accordance with current business mandates.
- Name/logo recognition on project correspondence (eg. posters), as appropriate.
- Contribution documented in project post-reports.

2.3.3 Corporate Partner - Parties who support CANA with funds or resources, preferring no involvement, rights or responsibilities of its Advisory or Task Forces.

Eligibility:

1. Review and support the vision, mission and guiding principles of CANA.
2. As accepted by Advisory.

Governance:

- Policy reviewed as necessary.
- Unrestricted amount/type of support; can be one-time donation.

Benefits:

- Flexible involvement.
- Contribution details documented in Annual Report.
- Name/logo recognition, as appropriate.

3.0 Governance

3.1 CANA will be governed by an Advisory of up to 14 professional positions, to be elected by the voting members at the Annual General Meeting. The Advisory will also have the option of including representatives for provincial collaborative partnerships.

Advisory positions are as follows:

Chair
Vice-Chair
Past Chair
Treasurer
Secretary
Rural Representative
COPD Representative
Pediatric Asthma Representative
Adult Asthma Representative
Emergency Medicine Representative
Allergy Representative
Research Representative
Family Medicine Representative
Community Health Representative
Collaborative Partner Representatives

3.1.1 If a Chair position becomes shared, it will be granted only one (1) vote on the Advisory Committee.

3.1.2 Though any Advisory position may appoint “alternate” representatives, each position will be granted only one (1) vote on the Advisory.

3.2 The Advisory members will be nominated by the CANA membership. These nominations will be reviewed and confirmed by the Co-Chairs in writing seven days prior to the Annual General Meeting.

3.3 The officers of the CANA Advisory will be elected by and from the Advisory and will comprise:

3.3.1 The *Chair and Vice-Chair* who:

- Function as Co-Chairs
- One of whom will preside at all meetings of the Advisory
- Shall exercise general supervision over the affairs of the Society
- In case of a tie, will cast the deciding vote
- For continuity, it is anticipated that the Vice-Chair will routinely become the Chair when the Chair is done their term or steps down

3.3.2 A *Treasurer* who may not be a representative of CANA’s fiscal agent who will:

- See that a full and accurate account of all receipts and disbursements are kept in a proper book of account.
- See that all funds of the Society are disbursed under the discretion of the Advisory.

3.3.3 IF ASSIGNED, a *Secretary* who will:

Be responsible for the preparation and custody of minutes, records and reports of the Society.

3.4 The Advisory will meet a minimum of 4 times a year by teleconference. These meetings will be set by the Society Manager, in consultation with the Advisory, within 2 weeks after the Annual General Meeting. The Advisory will meet in person a minimum of once a year including the Annual General Meeting. Additional in person meetings will be called on an ad-hoc basis at the discretion of the Chair or Vice-Chair.

3.5 Quorum of the Advisory will be 50% + 1 of its membership, excluding Collaborative Partners.

3.6 No member may receive any compensation from the Society except for authorized expenditures to be reimbursed and approved by the Advisory.

3.7 The Advisory will appoint chairs and approve terms of reference for standing sub-committees to assist in all objectives.

3.8 Vacancies on the Advisory may be filled by appointment by the Advisors until the next Annual General Meeting.

3.9 Advisory members will serve a term of two (2) years with two (2) new members to be elected each year. The exception is for the Chair, Vice-Chair, and Past Chair, who will each serve one (1) year in each of these three (3) positions. Efforts are made to stagger the terms for all positions.

4.0 Finances

4.1 Finances are managed through the Society's community accounts, set up at the Royal Bank's Old Strathcona Branch in Edmonton. If applicable, the Advisory may appoint a fiscal agent.

4.2 All cheque requisitions for CANA will be authorized by any two (2) of its officers, one of whom must be a Co-Chair. Withdrawals from any account will be made by cheque ONLY.

4.3 All contracts entered into by CANA must be approved by the Advisory.

4.4 The account books will be audited internally, by the Treasurer, and at least one (1) other member of the Advisory, who is not a representative of the Fiscal Agent. External audits will be carried out only if required by an external funding party.

4.5 The fiscal year of the COPD & Asthma Network of Alberta will run from April 1 to March 31.

5.0 Staffing

5.1 The COPD & Asthma Network of Alberta may contract staff or enter into contract for service with other agencies.

5.2 Disbursements related to contract staff or contracted services will be handled by the Society's fiscal agent.

5.3 The senior contracted staff member (ie. Manager) will report to the Advisory and be ex-officio to the Advisory.

6.0 Annual General Meetings

6.1 Annual General Meetings will be scheduled in association with the annual Alberta/Western Respiratory Disease Symposium (ARDS/WRDS) with business to be conducted comprising:

- Election of new Advisory members
- Approval of financial statements
- Appointment of the fiscal agent (if applicable)
- Receive Task Force and/or Standing Sub-committee reports

6.2 Notice of the AGM will be sent to all members at least 30 days prior to the meeting.

6.3 The quorum for the AGM will be 50% + 1 of the voting members in attendance at ARDS/WRDS.

7.0 Special Meetings

7.1 A special meeting of the membership may be called at any time by two (2) voting members upon 30 days written notice to all voting members with the agenda attached to the notice.

7.2 The quorum for a special meeting will be 50% + 1 of the voting members.

8.0 Adoption and Amendment of the Terms of Reference

8.1 The Terms of Reference are deemed adopted when signed by the Advisory members and by the individual members who attend the meeting where they are adopted.

8.2 This agreement may be amended by the Advisory from time to time and ratified at the following Annual General Meeting.

9.0 Signatories

Name:

Signature:

Date: