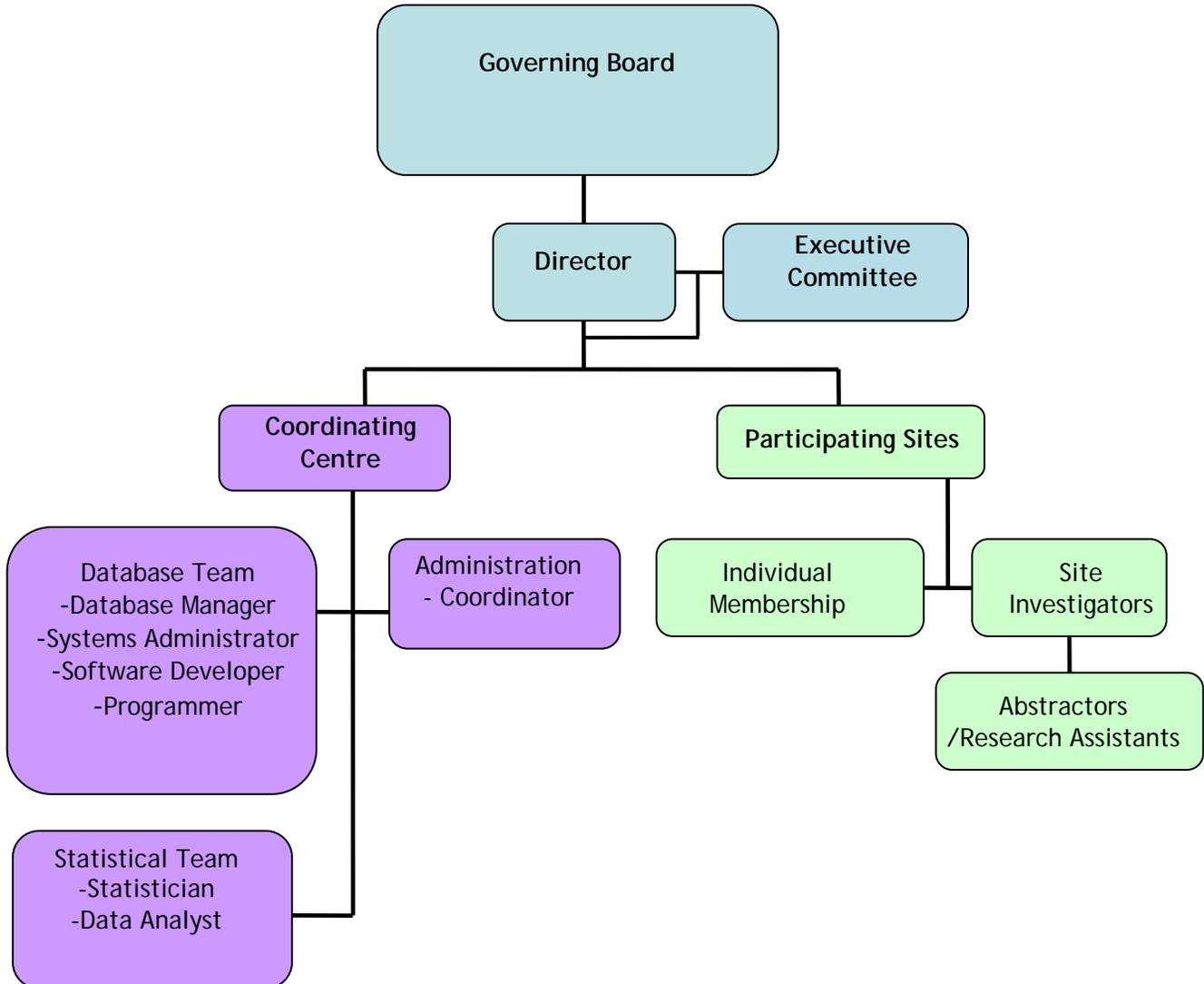




Organizational Structure





Canadian Neonatal Network™ (CNN)

Governing Board Terms of Reference

Purpose

The Governing Board sets policies that allow CNN to fulfill its Mission Statement and achieve its objectives.

Responsibilities

- The Governing Board provides directions and guidance concerning CNN initiatives.
- The Governing Board has the final decision-making authority on behalf of CNN.
- The Governing Board serves as an advisory role to the Director.
- The Governing Board appoints the Director and approves re-appointment when applicable.
- The Governing Board evaluates the Director's performance and holds him/her accountable for achieving the established goals and priorities on an annual basis.
- The Governing Board has the right to appoint or terminate the Director's position at any time.
- Appointment of a Vice Director or any additional officers is subject to the recommendation of the Director and the approval of the Governing Board.

Meetings

The Governing Board meets at least twice a year. Members should make every effort to participate in the Annual General Meeting (AGM) and at least one (1) teleconference as convened by the Chair. Additional meetings may be called by the Chair as required.

Members are expected to attend all Governing Board meetings. Members who are unavoidably absent should provide their written views before the meeting so their views can be made known, recorded and taken account by those present. Proxies are not permitted to attend meetings.

Quorum

The Governing Board makes decisions by majority vote.

Membership

The Governing Board will include up to six (6) nominated members from the CNN membership, up to six (6) external members, and the Chair.

Board members are nominated by the Chair and existing members of the Governing Board.

Dr. Shoo Lee is the Chair and an ex officio member of the Governing Board.

Terms of Membership

Board members hold office for a term of three (3) years and are eligible for re-appointment.