HDRN Canada

Board of Directors: Application Package

2024/2025

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# Health Data Research Network Canada Board of Directors: Application Package

**Deadline for Applications: March 15, 2025 at 11:59 pm EST
Submit to:** **info@hdrn.ca**

## The Corporation

Health Data Research Network Canada (HDRN Canada, the “Corporation”) is a distributed network of organizations and people who have come together with common objectives related to data and multi-regional research. Our network includes clinicians, decision-makers, members of the public, and researchers from across Canada. Today, our members include provincial, territorial, and multi-regional organizations that hold health and health-related data for entire populations.

We are approaching our work in ways that are both socially responsible and ethical. Our work is guided by public input and priorities, by our commitments to inclusion, diversity, equity, and accessibility, and by a commitment to support First Nations, Inuit, and Métis data sovereignty. Our ambition is to shape a data future that better supports health and health equity.

## About the HDRN Canada Board of Directors

The role of the Board of Directors of HDRN Canada is to act in the best interests of the Corporation through the effective use of good governance practices. The ongoing operations of the Corporation will be delegated to the Scientific Director and CEO and the Executive Team. The Board will oversee the management of the business and affairs of the Corporation in accordance with applicable legislation and corporate policies.

Board members are expected to exercise their fiduciary duty and duty of care at all times by acting honestly and in good faith with a view to the best interests of the Corporation and by exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

While the Board is responsible for strategic oversight for all HDRN Canada operations, its financial oversight responsibilities are limited to funds that flow to and from HDRN Canada only. For clarity, the Board is not responsible for the financial oversight of funds that flow from external sources to HDRN Canada Organizations that are legally distinct entities (e.g., federal funding that is provided to universities, research institutes and other HDRN Canada Organizations). Only funds under the direct management and control of HDRN Canada are the responsibility of the Board.

## The Opportunity

HDRN Canada is recruiting for additional individuals for the Corporation’s Board of Directors which will play a formative role in shaping how the network grows and evolves over time. This is a volunteer Board and each Board Director shall serve without remuneration, with necessary expenses reimbursed by the Corporation.

In accordance with the Bylaws of the Corporation, Directors of the Board shall be appointed by election or acclamation at the annual meeting of members. The HDRN Canada Board is looking to recruit Directors serving a maximum of three (3) consecutive terms, or nine (9) consecutive years, whichever comes first. Subject to a Board Resolution providing otherwise, the Board will meet at least four (4) times per year. The meetings are generally held in February, May, September, and November; the May and November meetings are held in-person, at different locations across Canada, while the February and September meetings are held virtually. Note: One-time change to the schedule, the annual general meeting of the members and Board will meet in August 2025 instead of September 2025.

Please note: Directors will hold office until the end of the annual meeting of members that occurs three (3) years after they are appointed, after which point they will be re-elected for a second term or replaced by an incoming director. If members are confirmed prior to the next meeting of members (scheduled for August 2025), their term will exceed three (3) years.

The Board will have the capacity to conduct its work in English and French, and will have the infrastructure (e.g., live simultaneous interpretation services) to support the full involvement of directors who speak French. The Board will have at least three members who have French as their first language, at least one of whom will reside outside of Quebec.

The recruiting process of the Board will support succession planning to ensure that the Board membership includes those skills and perspectives required by the Board to meet needs of the Corporation and its members. The Board is committed to providing mentorship opportunities for new Directors in support of this succession planning.

In particular, HDRN Canada is looking for Directors who reflect:

* Indigenous lived experience or experience in Indigenous health research environments, including research partnerships
* Diversity of geography, languages, culture, ethnicity, gender and other factors

## Responsibilities

* Attend, adequately prepare for and fully participate in duly called Board meetings.
* Exercise their fiduciary duty and duty of care and comply with the Board Bylaws and the Corporation’s governance policies and procedures.
* Inform the Board where they have a business, family or other special relationship outside of the Corporation that could affect their judgment with respect to a particular transaction or matter affecting the Corporation, or if they are otherwise in a position of conflict of interest, and abstain from involvement in any decision regarding such transaction or matter.
* Respect that all matters before the Board or Board Committees or that are otherwise received by a Board or Board Committee member in his or her capacity as a Board or Committee member, are to be treated as confidential and are not subject to disclosure by that member, unless authorized by the Board, as set out in the Board Confidentiality Policy.
* Participate in the evaluation of the Board and its committees by responding to an annual survey and otherwise provide feedback on Board and Board Committee operations.

## Eligibility

Each director:

1. Shall be at least 18 years of age;
2. Shall have power and capacity under law to contract;
3. Shall not have the status of bankrupt; and
4. Shall be an individual, and no Director may be a person who is not an individual (i.e., a corporation or society cannot be a Director).

## Committee Membership

Each incoming Board of Director will serve on one of the two standing Board committees: Finance Committee and the Governance and Nominations committee.

### Finance Committee

The role of the Finance Committee is to:

* Oversee and prepare any reports in respect of the financial position of the Corporation, including reviewing the full risk register, on a regular basis, and to report to the Board in respect of same;
* Liaise with the public accountant, if any, appointed to audit or review the Corporation; and
* Oversee and ensure compliance with all reporting obligations that may be imposed on the Corporation by any grant-maker or pursuant to any funding agreement or arrangement.

The Finance Committee meets quarterly by Electronic Means. The meetings shall be planned by the Treasurer in consultation with the CEO and Scientific Director of HDRN Canada and the Chair of the Board.

### The Governance and Nominations Committee

The role of the Governance and Nominations Committee is to:

* Ensure effective governance of the Board and its committees, including developing and reviewing policies and procedures on an annual basis
* Assess the effectiveness and performance of the Board, its committees, individual directors and the CEO/Scientific Director on a regular basis
* Ensure effective succession planning for directors, officers and CEO/Scientific Director, including recommending officers and new directors on an annual basis
* Consider relationships with members of the network and external entities
* Ensure the Corporation complies with the terms and activities set out in the HDRN Canada Nominations Policy, including but not limited to advising the Board on areas of focus for recruitment of new directors;
* Solicit candidates to stand for election as directors and oversee the actual election of directors at the annual meeting of members; and
* Advise the Board of the results of the election and any acclamation of directors following each meeting of members at which an election is held.

The Governance and Nominations Committee will generally meet up to 3-5 times a year (including interviews with candidates) by Electronic Means. The meetings shall be planned by the Chair in consultation with the CEO and Scientific Director of HDRN Canada and the Chair of the Board.

HDRN Canada

Board of Directors: Application Form

2024/2025

# HDRN Canada – Board of Directors Application Form

Please submit the completed form along with a copy of your CV to info@hdrn.ca by **March 15, 2025** at 11:59 pm EST.

## Personal Information

|  |  |
| --- | --- |
| **Personal Information** |  |
| **Name** |  |
| **Affiliation/Organization** |  |
| **Position/Title** |  |
| **Address** |  |
| **Email** |  |

## Demographics

|  |  |
| --- | --- |
| **Demographics** |  |
| **Gender**  |  |
| **Age range**20-30, 30-40, 40-50, 50-60, 60-70, 70-80, 80-90, 90+  |  |
| **Location of primary residence** |  |
| **Preferred language** |  |
| **Self-identified ethno-cultural background** |  |

*Form continued on next page.*

## Skills and Competencies

| **Skills and Competencies** | **Each to be self-rated on a scale of 0 (limited) – 1 (moderate) – 2 (high) levels of competency** | **If rated as 1 or 2, please describe your experiences and how they inform the perspectives you would bring to the Board** |
| --- | --- | --- |
| **Governance Skills**Sufficiently developed through education or experience to contribute as members of the Governance and Nominations Committee. |  |  |
| **Privacy Law Experience**Developed through education or experience to bring a legal experience in privacy law to Board deliberations, noting that members with legal skills are not expected to provide advice on legal matters. |  |  |
| **Financial Skills**Sufficiently developed through education or experience to be members of the Finance Committee, at least one of whom should have a professional designation or CFO experience or strategic financial experience. |  |  |
| **Health Care Experience**Related experience in health care either working in a hospital in a senior position or within the community with significant exposure to clinical services. |  |  |
| **Research Experience**Background or experience in health services, policy, clinical or quality improvement research, ideally with related experience directly involved in data-intensive health research activities. |  |  |
| **Strategic Planning**Significant expertise in strategic planning either in a CEO, CFO or consultant role. |  |  |
| **Management/Operational Experience**Experience at the senior management/CEO level. |  |  |
| **Executive Compensation Skills**Competency developed through experience serving on other Boards or through a senior human resources role. |  |  |
| **Communications/Public Relations**Experience developed through specific related background to assist the Board in communications/PR strategy. |  |  |
| **Government Relations**Experience in government relations at the Provincial or Federal level, ideally with exposure to the health care/research agendas at both levels of government. |  |  |
| **Board Experience**Board experience prior to joining the HDRN Canada Board.  |  |  |
| **Commercialization**Directors who have been involved in the commercialization of products.  |  |  |
| **Grant and Research Funding Experience**Experience with large-scale research funding applications. |  |  |
| **Equity and Access**Awareness and experience with strategies to increase equity, diversity and inclusion.  |  |  |
| **Indigenous Experience**Indigenous lived experience or experience in Indigenous health research environments, including research partnerships.  |  |  |
| **Digital competency**Experience and competencies inthe realm of digital data, includingfor example: informatics, artificialintelligence, interoperability, etc. |  |  |

## Additional Information

*All questions required.*

1. What interests you in becoming a Board member for Health Data Research Network Canada? (200 words maximum)
2. Which of the following Board committees would you be interested in joining (check all that apply)?

☐ Finance Committee

☐ Governance and Nominations Committee

*Form continued on next page.*

1. Provide references’ names, positions, and contact information.

|  |  |
| --- | --- |
| **First Referee Information** |  |
| **Name** |  |
| **Position** |  |
| **Relationship to Applicant**  |  |
| **Contact Information** (phone and/or email) |  |

|  |  |
| --- | --- |
| **Second Referee Information** |  |
| **Name** |  |
| **Position** |  |
| **Relationship to Applicant**  |  |
| **Contact Information** (phone and/or email) |  |

1. Name of individual affiliated with HDRN Canada that informed you of this opportunity (if applicable):

By submitting this application, I declare that:

* I meet the eligibility criteria as set out above
* I certify that the information in this application is accurate and true
* I understand that the Board of Directors complies with the Bylaws of the organization, and that acceptance as a Board member includes joining the membership of the Corporation.

*Note: Interviews are expected to take place in April and decisions will be made before the end of May.*