

NBLASC Board of Directors Terms of Reference

1. Background

The Board of Directors (the Board) of the New Brunswick Legal Aid Services Commission (NBLASC) is responsible for establishing the governing policies that direct and oversee the NBLASC in its pursuit of being a high quality, client-focused organization that is providing access to justice and advocating for its clients' rights.

2. Membership and Quorum

- 2.1. The Board is comprised of up to seven (7) voting members appointed by the Lieutenant Governor in Council (LGIC) – five (5) on the recommendation of the Minister, and two (2) on the recommendation of the Law Society.
- 2.2. A member of the Board shall not be appointed for more than three (3) consecutive terms of three years.
- 2.3. The Chair and Vice-Chair are designated by the Lieutenant Governor in Council among the Board members.
- 2.4. A majority of the members of the Board constitutes a quorum.

3. General Purpose

The Board is legally responsible and accountable for the ongoing success and sustainability of the NBLASC and for its pursuit of the objects defined for it in the Legal Aid Act. The Board is expected to provide strategic leadership and stewardship of the College.

4. Governance Principles

When fulfilling its responsibilities as part of the NBLASC's governance, or when defining the NBLASC's governance through by-laws or governance policies, the Board is guided by the following governance principles:

- 4.1. Through establishment of policies, processes, and structures based on the NBLASC's vision, purpose and values, the Board will ensure effective operation of the NBLASC and fulfillment of the NBLASC's mandate.
- 4.2. The Board is accountable to the Province of New Brunswick (through the Ministry of Justice) and to its clients to ensure that the NBLASC is effectively and appropriately managed to achieve its established mandate and to provide needed services. The Board will strive to demonstrate accountability for the NBLASC's performance through effective, informative, and regular communication.
- 4.3. The distinct and complementary roles of the Board and the Executive Director (the ED) will be clearly defined and respected. At a high level, the Board's role is to approve the strategic direction of the NBLASC ("the ends"), hire the best ED to lead the NBLASC, establish broad framework policies, monitor the NBLASC's performance, and ensure its accountability to stakeholders. The ED's role is to implement the NBLASC's strategic and

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annual business plans (with broad freedom to determine the means by which strategic goals are to be accomplished), establish operational policies and procedures, assume responsibility for the day-to-day operations of the NBLASC, provide effective organizational leadership and demonstrate accountability for the overall performance of the NBLASC.

- 4.4. The Board/ED relationship is based upon trust and accountable reporting.
- 4.5. Authority belongs to the Board collectively and does not reside in individual Board members. The Board functions as a team that values the individual strengths of its diverse membership. Debate and the expression of multiple perspectives are encouraged during the decision-making process. Once the Board reaches a decision, all Directors are expected to support the decision.
- 4.6. The Directors will act in the best interests of the NBLASC as a whole.
- 4.7. The Board will base decisions on the best available evidence/information.
- 4.8. The Board will govern with an emphasis on:
 - 4.8.1. Outward vision rather than internal preoccupation.
 - 4.8.2. Encouragement of diversity of viewpoints.
 - 4.8.3. Strategic leadership more than administrative detail.
 - 4.8.4. Future rather than past or present.
 - 4.8.5. Proactivity rather than reactivity.
- 4.9. The Board and each of its members will develop a solid understanding of the NBLASC's mandate, mission and values, governance, strategic direction, and performance, and enforce upon itself/themselves whatever discipline is needed to govern with excellence.
- 4.10. A commitment to continuously improve the NBLASC's governance and the Board's capacity to provide leadership to and stewardship of the NBLASC will be supported by ongoing learning, development, and evaluation.
- 4.11. Delegation of authority by the Board to the ED or to a committee of the Board carries with it an obligation on the part of the delegate to provide periodic progress reports to the Board so that the Board can perform its required monitoring, evaluation, and accountability functions.
- 4.12. The Board speaks with one voice through the Board Chair.
- 4.13. A strong ethical policy framework will guide behaviours and decision-making at all levels of the NBLASC, including the Board.

5. Key Governance Responsibilities

- 5.1. Mandate, Mission and Values
 - 5.1.1. Periodically review and continually support the mandate, mission, and values of the NBLASC.
 - 5.1.2. Ensure that the NBLASC's values are clearly stated, widely shared, and provide a framework for decision-making throughout the NBLASC, e.g., code of conduct and conflict of interest policies in place to support values.

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5.2. Corporate Reporting Accountability

- 5.2.1. Provide strategic direction in the development, and recommend approval of, the Strategic Plan for the organization.
- 5.2.2. Ensure alignment between the NBLASC's Strategic Plan and the annual Business Plan over time.
- 5.2.3. Recommend the annual business plan proposal to Government for approval.
- 5.2.4. Monitor the performance of the NBLASC against its plan(s).
- 5.2.5. Review results of external reviews of our operations and monitor appropriate follow-up plans.
- 5.2.6. Submit Annual Report each year, including the NBLASC's results on key performance indicators and the annual audited financial statements.
- 5.2.7. Monitor the NBLASC's compliance with all statutory reporting requirements through the annual submission of the Accountability Framework and Reporting Guide to Government.

5.3. Human Resources Accountability

- 5.3.1. Responsible for effective ED recruitment, selection, evaluation, renewal, development and compensation.
- 5.3.2. Ensure, through the ED, that the NBLASC develops and maintains a long-term, comprehensive, human resource plan.
- 5.3.3. Ensure that policies and systems are in place to foster a learning culture and work environment that attracts and retains talented people.
- 5.3.4. Ensure that a succession plan is in place for the ED's position and that the ED, in turn, has a succession plan in place for senior leadership and other key positions within the NBLASC.

5.4. Financial Accountability

- 5.4.1. Monitor and review financial results on a quarterly basis.
- 5.4.2. Approve annual financial statements.
- 5.4.3. Appoint external auditor annually.
- 5.4.4. Review and approve material transactions.
- 5.4.5. Assist in securing appropriate resources for the NBLASC, where appropriate.

5.5. Quality Accountability

- 5.5.1. Require, through the ED, that effective quality assurance processes are in place and periodically review quality reports to monitor trends, gaps, and opportunities for ongoing improvement in the NBLASC's services.

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5.6. Enterprise Risk Management

- 5.6.1. Understand the principal risks facing the NBLASC and the systems in place to mitigate/manage those risks.
- 5.6.2. Ensure, through the ED, that effective management information systems, processes and internal controls are in place at all levels of the NBLASC.

5.7. Communications, Stakeholder Relations, and Accountability

- 5.7.1. Ensure that the NBLASC has policies and systems in place to:
 - 5.7.1.1. protect and continuously enhance the NBLASC's brand and reputation;
 - 5.7.1.2. maintain strong and effective relations with all stakeholders.

6. Board Governance

- 6.1. Recruit high quality, diverse and competent leadership for the Board, through a rigorous nominations process, informed by an annual competency gap assessment.
- 6.2. Ensure that directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as Directors of the NBLASC.
- 6.3. Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals.
- 6.4. Annually evaluate the performance of the Board.
- 6.5. Foster an effective relationship with the ED and recognize the distinct roles of the Board and senior management.
- 6.6. Regularly review by-Laws, governance policies and board practices in the context of evolving standards of governance in the legal aid services sector.

7. Responsibilities of Individual Directors

- 7.1. The Board acts as a collective decision-making body. Directors do not have any individual authority to make decisions on behalf of the NBLASC. Individual Directors do, however, have legal duties to live up to during their tenure on the Board and are also expected to participate in and contribute to the Board's effective and efficient functioning. The Act provides that a member of the Board shall, in exercising powers and performing duties,
 - 7.1.1. Act honestly and in good faith in the best interests of the NBLASC; and
 - 7.1.2. Exercise the care, diligence, and skill that a reasonably prudent person would in comparable circumstances.
- 7.2. Members of the Board have a fiduciary duty (i.e., occupy a position of trust) in relation to the NBLASC and its assets. In practical terms, this means that individual Directors are required to:
 - 7.2.1. Act prudently and reasonably in the best interests of the NBLASC as a whole (versus the narrow interests of a particular stakeholder group).
 - 7.2.2. Place the interests of the NBLASC ahead of all other interests.

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- 7.2.3. Avoid any conflicts between personal interests and the interests of the NBLASC.
- 7.2.4. Maintain the confidentiality of Board business.
- 7.2.5. Support the decisions made by the collective Board pursuant to its decision-making process (even where the individual Director may have preferred a different outcome).
- 7.2.6. Act within the scope of applicable laws, regulations, by-laws and policies.
- 7.3. These obligations apply equally to all members of the Board, no matter how they came to be nominated to the Board.

8. Expectations of Directors

- 8.1. With respect to all Board and Committee meetings, Directors will adhere to relevant policies and covenants which outline expectations for preparedness, confidentiality, stakeholder engagement, conflict of interest, and other relevant areas of accountability.
- 8.2. Professional development:
 - 8.2.1. Stay abreast of developments affecting legal aid services.
 - 8.2.2. Maintain a general awareness of evolving governance trends and best practices.
 - 8.2.3. Develop an understanding of basic rules of procedure. In addition, all Directors are expected to demonstrate the following general competencies:
- 8.3. Commitment – Demonstrate an understanding and commitment to act in accordance with the rules and regulations that govern the Board; demonstrate dedication and commitment to serve the NBLASC and to work with others; the ability to commit the time necessary to be an effective Director.
- 8.4. Visionary and strategic – Demonstrate the capacity and ability to work with the Board and the ED to shape a shared long-term vision for the NBLASC; maintain a clear separation between the strategic and policy role of the Board and the day-to-day operational responsibilities of management.
- 8.5. Ethics and values-based – Demonstrate and model commitment to high standards of performance, integrity, honesty, ethical practice, and good governance.
- 8.6. Motivation – Demonstrate a high degree of motivation and interest in serving the access to justice needs of clients; must not be driven by a personal agenda, single interest, or special purpose group, but rather by a desire to advance the best interests of the entire NBLASC.
- 8.7. Objective and open-minded – Demonstrate an interest and ability to learn quickly, be open-minded, objective, and analytical; have the ability to deal with conflicting goals and competing interests.
- 8.8. Communication and interpersonal skills – Demonstrate effective communication skills and the capability to participate effectively in group discussion on complex issues with clarity, diplomacy, and credibility; demonstrate the ability to work well with others.

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- 8.9. Financial acumen – the ability to read and understand financial statements; is familiar with budgets and budgeting; recognizes the importance of the long-term financial sustainability of the NBLASC.
- 8.10. Continuous improvement – Demonstrate a commitment to evaluating the Board’s performance and their individual contribution to the Board; helps to set goals to continuously improve the Board’s ongoing effectiveness; proactively develops capacity to be an effective Director.

9. Time Commitment

- 9.1. Orientation.
- 9.2. Approximately four (4) regular Board meetings per year.
- 9.3. Annual Board Development Session.
- 9.4. Membership on one Board standing committee – approximately four (4) meetings per year.
- 9.5. Preparation time for Committee and Board meetings or other events.
- 9.6. Attendance at an event if requested to represent the Board.

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