SOCIÉTÉ CANADIENNE DE THORACOLOGIE

CANADIAN THORACIC SOCIETY

Call for Nominations – CTS Secretary

The CTS Executive Committee invites members to submit nominations for the position of CTS Secretary.

Appointment to the position of secretary represents the beginning of a 6-year commitment, with the nominee successively occupying the following positions:

- 1st year – Secretary
- 2nd year – Treasurer
- 3rd year – President-elect
- 4th year – President
- 5th year – Past-President
- 6th year – Chair, Long-Term Planning Committee

As a member of the CTS Executive, the Secretary takes part in 4 Board meetings per year, monthly meetings of the Executive Committee and any ad hoc meetings or email discussions. They may act as CTS representative at special events or with other organizations.

The Nominations Committee (CTS Long-Term Planning Committee), chaired by Melinda Solomon, will review the nominations submitted by members and will recommend a candidate for approval of the CTS Executive and then the membership at the Annual General Meeting (AGM). The Nominations Committee will review all nominations with consideration to equity, diversity and inclusion and strive to achieve balance in representation within the Executive Committee.

Nominated candidates must meet the following criteria and qualifications:

- Current CTS member
- Respirologist or PhD
- Proven leadership abilities
- Formal leadership experience within the CTS
- Experience in governance and organizational development
- Demonstrated ability to collaborate with staff, volunteers and a wide range of society partners

To submit a nomination, please fill in the **nomination form** and submit it along with a summary of the candidate's achievements and qualifications.

Deadline for submitting nominations: Monday, February 15, 2027

Annual General Meeting: 12:00 – 13:00 pm Thursday, April 8, 2027 in Montreal, QC at the Fairmont Queen Elisabeth Hotel during the Canadian Respiratory Conference 2027.

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Role Description
Secretary, CTS Board of Directors

The Secretary is an active member of the CTS and a Director of the Board that is designated as an Officer. The term of the Secretary is 1 year.

The Secretary is responsible for:

- Minutes of the Executive and Board meetings
- Ensuring that meeting notices are disseminated to members appropriately and according to the By-Laws
- Maintains official records of the Society, including By-Laws, Board resolutions and policies and procedures

Leadership
The Secretary ensures the integrity of Board documentation, supporting effective governance practices. The Secretary sets a high standard for Board conduct by modeling, articulating and upholding the Code of Conduct. The Secretary works with the Executive Director in the timely review, distribution and approval of meeting minutes.

Accountability
The secretary is accountable to the membership and the CTS Board of Directors. The Secretary may delegate specific duties to the Executive Director, related to the day-to-day operations of the Society as per the By-Laws.

Specific Duties

Minutes
The Secretary reviews and presents the minutes from the Executive Committee, Board and annual member meetings, as prepared by CTS staff. The Secretary ensures timely distribution and approval of the minutes.

Equity, Diversity, and Inclusion (EDI) Working Group
The Secretary participates as a member of the CTS EDI Working Group, which aims to support and promote EDI in the CTS community; upholding these principles in all processes, strategies, and structures. There are quarterly meetings of the EDI Working Group in which the Secretary participates.

Signing Officer
The Secretary is designated by the Board of Directors as one of the signing officers of the Society and is therefore authorized to countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of CTS.

CTS Secretary – Engagement and time commitment:

Board / Committee / Task Group	Frequency	Duration	Approximate Time
CTS Executive	Monthly 10-11 per year	2-hr meetings Prep time: .5-hr per meeting	33 hours
CTS Board of Directors	4 times per year	1 6-hr in-person meeting 1 4-hr in-person meeting	18 hours

		2 2-4-hr virtual meetings Prep time .5-hour per meeting	
CTS Annual General Meeting	Annual	1 hour Prep time 0.	1 hr
CTS Industry Advisory Council	2 in-person meetings per year	1 4-hr meeting 1 1-hr meeting	5 - 6 hours
Ad hoc / occasional meetings	Up to one every 3-months	1 hr-meeting virtual	4 hours
EDI Working Group Meetings	Quarterly	1-hr per meeting Prep time: .5-hr per meeting	3 - 6 hours

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Terms of Reference (TOR) for CTS Board of Directors

Overview

The CTS Board of Directors is responsible for the stewardship, governance, strategic direction, and oversight of the Canadian Thoracic Society (CTS). The Board acts in the best interests of the Society and is accountable to its members for ensuring that CTS fulfills its mission, vision, strategic priorities, and legal obligations. In carrying out its responsibilities, the Board shall act in a manner consistent with the values of the CTS, including collegiality, integrity, inclusion, leadership, and quality.

Authority

The Board has authority over the affairs of CTS, except where such authority is reserved to the members by law or the CTS Bylaws. The Board derives its authority from:

- The Canada Not-for-profit Corporations Act (CNCA);
- CTS Articles;
- CTS Bylaws;
- CTS policies and governance framework; and
- Resolutions of the membership.

The Board governs through strategic leadership, policy, oversight, and accountability. Operational management is delegated to the Executive Director.

The Board acts collectively. Individual Directors have no authority to bind the Society, direct staff, speak on behalf of the Board unless authorized, or make Board decisions independently on the Board's behalf.

Composition

The CTS Articles authorize a minimum of three (3) Directors and a maximum of seventeen (17) Directors. As of the date of this Terms of Reference, the Board consists of thirteen (13) Directors.

Officers (Executive Committee)

1. Past President
2. President
3. President-Elect
4. Treasurer
5. Secretary

Directors

1. Chair, Canadian Respiratory Guidelines Committee
2. Chair, Membership Committee
3. Chair, Research Committee
4. Chair, Long-term Planning Committee

5. Chair, Education & Continuing Professional Development (CPD) Committee
6. Chair, Business Development Committee
7. Representative, Canadian Respiratory Health Professionals (CRHP)
8. Representative, Pediatric Assembly

All Directors must be members in good standing of the CTS throughout their term of office. At all times, a majority of Directors must be physicians specializing in respirology.

The Board should strive to reflect:

- Geographic representation across Canada;
- Gender balance and diversity;
- Diversity of practice settings and career stages;
- Representation of academic and community practice;
- Interdisciplinary perspectives; and
- Accessibility principles.

Responsibilities of the Board

The Board is responsible for the governance and stewardship of the CTS and shall:

- Establish CTS' mission, vision, strategic direction, and priorities
- Approve governance policies and ensure legal, fiduciary, and ethical compliance
- Oversee financial performance, assets, and sustainability
- Oversee organizational risk, succession planning, and business continuity
- Appoint, support, and evaluate the Executive Director
- Ensure accountability, transparency, leadership development, and member engagement

Duties and Expectations of Directors

Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred in carrying out their duties. Directors serve the interests of CTS as a whole and not solely those of a constituency, committee, assembly, profession, province, or stakeholder group, nor their personal interests.

Directors shall:

- Act honestly, in good faith, and in the best interests of the Society
- Exercise their duties of care, loyalty, and obedience
- Prepare for and actively participate in Board meetings and decisions
- Maintain confidentiality and disclose actual, potential, or perceived conflicts of interest
- Support Board decisions once made
- Avoid directing staff or interfering in operational matters
- Act as ambassadors for CTS

Directors shall comply with the CTS Board Code of Conduct and related governance policies.

Terms of Office

Directors

Directors shall serve a term of three (3) years. No Director shall serve more than two (2) consecutive terms in the same Director position unless at least twelve (12) months have elapsed since the expiry of the individual's last term.

Upon appointment of election, Directors will receive an orientation to CTS governance, strategic priorities, finances, and Board responsibilities. Directors shall annually acknowledge compliance with the CTS Board Code of Conduct, Conflict of Interest Policy, and other governance policies, as required.

Executive Officers

Appointment to the office of Secretary begins a six-year succession pathway:

Year 1: Secretary

Year 2: Treasurer

Year 3: President-elect

Year 4: President

Year 5: Past President

Year 6: Chair, Long-term Planning Committee

Vacancies

Where a vacancy occurs during a Director's term, the Board may fill the vacancy in accordance with the CTS Bylaws. Any such appointment shall continue only until the next election required under the Bylaws.

If a vacancy occurs within the succession pathway of an Officer, the Board may appoint an interim replacement in accordance with the Bylaws.

Meetings

The Board shall meet a minimum of four (4) times annually. Additional meetings may be called by the President, as required. The typical meeting schedule is:

- April – In-person, as possible (in conjunction with the Canadian Respiratory Conference)
- June/July – Virtual
- September/October – Virtual
- November/December – In-person, as possible

Quorum and Voting

Quorum shall consist of a majority of the Directors, in accordance with the CTS Bylaws. Each Director shall have one vote. Decisions shall normally be made by majority vote of the Directors present. The Board Chair (President) shall have a casting vote only in the event of a tie.

Director Nomination Process

Executive Officer Positions

The Long-term Planning Committee shall act as the CTS Nominating Committee for the Secretary position and is responsible for:

1. Soliciting nominations.
2. Assessing candidates against approved criteria.
3. Recommending a nominee to the Executive Committee and Board.
4. Reporting to the membership on the nomination process.
5. Presenting the nominee for election at the Annual General Meeting (AGM).

Standing Committee Chair Directors

Standing Committee Chair Directors shall be selected in accordance with CTS governance policies and approved by the Board. Nominees shall be presented to the membership for election at the AGM

CRHP and Pediatric Representatives

The CRHP and Pediatric Assemblies shall each nominate a candidate for the role of Representative to the CTS Board through a transparent process determined by their respective Assembly. Nominees shall be reviewed by the Executive Committee for governance eligibility, approved by the Board, and presented to the membership for election at the AGM.

Confidentiality and Conflict of Interest

Directors shall maintain the confidentiality of all non-public information obtained through their service on the Board and they shall disclose any actual, potential, or perceived conflict of interest in accordance with CTS policies.

Board Evaluation

The Board shall undertake a periodic review of: Board effectiveness, composition and skills, committee structure, governance practices, and succession planning processes. A governance assessment should be completed every 3-5 years.

Review of Terms of Reference

These Terms of Reference shall be reviewed at least every three years, or sooner if required by legislative, bylaw, or organizational changes.