

CHARITY HOUSE (WINDSOR)
operating as
BRENTWOOD RECOVERY HOME
(the “Corporation”)

GOVERNANCE POLICY MANUAL

Date of Approval: <i>Nov. 30, 2021</i>	Approved By: 
Approval History:	

POLICY 1: BOARD GOVERNANCE PRINCIPLES

The Board of Directors is responsible to govern the affairs of the Corporation. In so doing, the Board shall:

- (a) Govern through supervision and oversight of the business and affairs of the Corporation in accordance with its letters patent, supplementary letters patent, By-Laws, governance policies, applicable legislation and the mission, vision and values of the Corporation.
- (b) Adhere to a model of governance through which it provides strategic leadership, oversight and direction.
- (c) Undertake decision making through an enterprise risk lens which will permit the Board to identify and assess risks based on their probability and potential impact to the Corporation's overall objectives.
- (d) Establish strategic priorities that are reasonably expected to be within the capacity of the Corporation's resources.
- (e) Create policies, monitor compliance and ensure accountability of the Executive Director, individual Directors and members of Committees established by the Board.
- (f) Act at all times in the best interests of the Corporation.
- (g) Maintain a culture of honesty, integrity and transparency, open debate and forthright examination of all issues.
- (h) Maintain at all times a clear distinction between Board and management roles, while recognizing the interdependencies between them.
- (i) Evaluate the Board's performance annually and its structure every four years.

POLICY 2: ROLE AND RESPONSIBILITIES OF THE BOARD/INDIVIDUAL DIRECTORS

2.1 Role and Responsibilities of the Board of Directors

The purpose of this Policy is to further articulate the manner in which the Board of Directors is to fulfil its duties and responsibilities as set out in the Corporation's By-Laws.

Governance Duties: The Board shall adhere to a model of good governance with a view to the fiduciary, strategic and generative aspects of governance as follows:

- (a) *Fiduciary* – Providing oversight and stewardship over the Corporation's assets and acting at all times in the best interest of the Corporation.
- (b) *Strategic* – In cooperation with the Executive Director, providing foresight and guiding the strategy of the Corporation including development and oversight.
- (c) *Generative* – Framing issues and considering longer term interests and sustainability of the Corporation in light of the Corporation's mission, vision, objectives, values and strategic priorities.

Decision-Making: In fulfilling the Board's governance duties, the Board shall make decisions that:

- (a) advance the Corporation's mission, vision, values and strategic priorities;
- (b) enable the Corporation to discharge its accountabilities;
- (c) comply with legislation, regulations and government directives; and
- (d) are in the best interest of the Corporation as a whole from an enterprise wide perspective.

Financial Oversight: The Board shall be responsible for the stewardship of financial resources and shall:

- (a) oversee financial planning and performance;
- (b) confirm the Executive Director has put measures in place for the integrity of internal controls, processes and procedures that provide accuracy, integrity and clarity in financial and other information and disclosures; and
- (c) approve and oversee compliance with investment and asset policies.

Quality Oversight: The Board shall be responsible for overseeing the quality of care, client safety and client-centeredness being delivered across all services within the organization and shall:

- (a) Review and approve quality indicators and confirm that the Executive Director has quality improvement plans in place to address variances from performance indicators;
- (b) Oversee, and approve as required, compliance with quality related standards and legislation; and
- (c) Monitor quality of care and service, client safety and client-centeredness through performance standards and indicators and confirm that the Executive Director is monitoring regularly, and has remediation plans in place as necessary.

Leadership: The Board shall provide for excellent leadership through recruitment, selection and review of the Executive Director, and the development and maintenance of executive succession planning.

Stakeholder Relations: The Board shall build and maintain positive stakeholder relationships, through, among other things:

- (a) considering the Corporation's stakeholders including Francophone, Indigenous, and racialized communities and other marginalized or vulnerable populations;
- (b) understanding stakeholder accountability and interests;
- (c) engaging in appropriate communication with stakeholders; and
- (d) advocating on behalf of the Corporation with stakeholders where required, in support of the Corporation's mission, vision, values and the strategic priorities of the Corporation.

Board Effectiveness: The Board shall support its effectiveness through:

- (a) ongoing Board training and education;
- (b) periodic assessment and review of its governance through use of Board evaluation tools to assess Board performance; and
- (c) periodic assessment and review of its governance through use of individual Director self-evaluation tools to assess individual Director performance.

2.2 Role and Responsibilities of Individual Directors

The *Corporations Act* and the Corporation's By-Laws set out the standard of care to be observed by Directors in discharging their duties and the duties and responsibilities of individual Directors. The purpose of this Policy is to supplement and expand the role and responsibilities of individual Directors in the By-Laws.

Board Participation: Directors are expected to actively participate in meetings of the Board by:

- (a) Reading materials in advance of meetings and coming prepared to contribute and participate in Board discussions;
- (b) Offering constructive contributions to Board and Committee discussions;

- (c) Being willing to listen to others' views, respecting and learning from differences of opinions;
- (d) Respecting the decision of the majority even when the Director does not agree with it; and
- (e) Respecting the role of the Chair.

Collegiality: Directors are expected to work positively, cooperatively and respectfully with other Directors and the Corporation's Executive Director.

Education: Directors shall participate in ongoing professional development including Board and Committee orientation and education sessions and Board retreats, and attend additional educational conferences and seminars, as appropriate.

Knowledge: Directors are expected to be knowledgeable on:

- (a) The Board's governance principles;
- (b) The role and responsibilities of a Director;
- (c) The Board's governance structure and processes;
- (d) Board governance policies and any other policies applicable to Directors;
- (e) The operations of the Corporation;
- (f) the Corporation's stakeholders and take into account their interests when making decisions, but shall not prefer or place those stakeholders' interests ahead of the best interests of the Corporation;
- (g) the healthcare environment and take into account provincial and local health system transformation when making decisions but shall not prefer or place such health system transformation agendas ahead of the best interests of the Corporation;
- (h) The needs of the community served by the Corporation; and
- (i) antiracism, unconscious bias and the advancement of equity and diversity in the Corporation's governance, strategic priorities and services.

POLICY 3: BOARD AND COMMITTEE MEETING ATTENDANCE

Directors and Committee members are expected to attend all meetings (either in person or electronically in accordance with the By-Laws) of the Board and/or Committees of which they are a member. For Directors, regular attendance at both Board and Committee meetings is essential in order to maintain continuity and cohesion in the management and governance of the Corporation.

- (a) Unless the absence of the Director is the result of unforeseen circumstances, a Director is required to provide at least 48 hours' notice of his/her inability to attend a meeting of the Board to the Secretary.
- (b) If a Director is absent for three (3) consecutive regular meetings of the Board or if a Director is absent for four (4) meetings during the regular Board year, the Chair shall discuss the reasons for the absences with the Director. If the attendance issues persist, the matter will be deliberated by the Board and the Board may vote on whether the Director should be asked to resign.
- (c) If the Board requests a Director's resignation due to attendance issues and the Director is not willing to resign, the Director may be removed from the Board by the Members of the Corporation in accordance with the By-Laws.

POLICY 4: STRATEGIC PLANNING & ORGANIZATIONAL PERFORMANCE MANAGEMENT

Strategic planning is a systematic process for assessing and responding to a changing environment and creating a plan of action that will position the Corporation to be successful in the environment, consistent with its mission, vision and values. The Board, in collaboration with the Executive Director, is responsible to establish the Corporation's strategic directions consistent with the planning cycle, the strategic plan and the Corporation's mission, vision and values. The mission, vision and values of the Corporation provide the basis upon which the strategic directions are developed.

The strategic plan will incorporate specific, focused and measurable strategic directions to be pursued over the course of the plan, as well as longer term directional priorities. The strategic plan shall be reviewed at least every four (4) years.

The Board will:

- (a) Engage with the community and stakeholders when developing plans and setting priorities for the delivery of care including Francophone, Indigenous, and racialized communities and other marginalized or vulnerable populations;
- (b) Establish and on a regular basis review and update the Corporation's mission, vision and values;
- (c) Contribute to the development of and approve the Corporation's strategic plan, considering community needs and governmental authority policies and directions;
- (d) Conduct an assessment of the strategic plan and determine the need to refine the strategic directions as the environment changes;
- (e) Monitor and measure corporate performance regularly consistent with Board-approved strategic performance targets and metrics; and
- (f) Ensure that management has identified appropriate measures of performance and reports on a regular basis the progress made or has plans in place to address variances from performance targets.

POLICY 5: CODE OF CONDUCT

The Corporation is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

- (a) Directors owe a fiduciary duty to the Corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interest of the Corporation.
- (b) Directors will be held to strict standards of honesty, integrity and loyalty. A Director will not put personal interests ahead of the best interests of the Corporation.
- (c) Directors must avoid situations where their personal interests will conflict with their duties to the Corporation. Directors must also avoid situations where their duties to the Corporation may conflict with duties owed elsewhere. Directors are required to comply with the Conflict of Interest provisions set out in the Corporation's By-Laws and the Corporation's Conflict of Interest Policy.
- (d) Directors must respect the confidentiality of information about the Corporation in accordance with the Corporation's Confidentiality Policy.
- (e) It is recognized that Directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates will take place in an environment of mutual respect and courtesy.

POLICY 6: CONFIDENTIALITY

The purpose of this Policy is to ensure that the Confidential Information of the Corporation is not disclosed or otherwise used by Directors or Committee members in an improper or unauthorized manner.

6.1 Definition of Confidential Information

For the purpose of this Policy, “Confidential Information” includes all matters, materials and information relating to the business, affairs, operations and services of the Corporation, including all matters and information relating to clients, employees and volunteers, and all records of the Corporation which have not been publicly disseminated (for example: via press release, article in a news publication, public filing with a regulatory authority, or otherwise made available to the public), and includes proprietary, technical, business, financial, human resources and any other information that would or should be reasonably considered to be confidential and which is received by Directors and/or Committee members from whatever source, including from any of the other Directors, Committee members, management, volunteers, other personnel of the Corporation, or any other third party.

6.2 Confidentiality Obligations of Board and Committee Members

Directors and Committee members, both during and after their service on the Board and/or Committee, owe the Corporation a duty of confidentiality not to access, use, disclose or discuss with other persons or entities, the Corporation’s Confidential Information that they learn of or possess due to their affiliation with the Corporation, or to use the Corporation’s Confidential Information for their own purposes or for any purpose other than for the benefit of the Corporation, unless such access, use or disclosure is required in the context of properly discharging their duties as a Director and/or Committee member, is otherwise authorized by the Board, or is legally required.

Upon joining the Board or a Committee, each Director and Committee member shall sign a Director and/or Committee Member Attestation, as applicable, in the form approved by the Board from time to time and shall deliver the signed Attestation(s) to the Executive Director.

6.3 Confidentiality Obligations of Invitees

“Invitee” means an individual who is not a Director but whom the Board has invited to attend a Board, Committee or task force meeting and, for certainty, does not include a member of the public generally or the media.

Any Invitee who attends meetings of the Board, any Committee or task-force of the Board may not access, use, disclose or discuss with another person or entity, the Corporation’s Confidential Information, or use the Corporation’s Confidential Information for their own purposes or for any purpose other than for the benefit of the Corporation, unless such access, use or disclosure is authorized by the Board, or is legally required.

POLICY 7: CONFLICT OF INTEREST

Members of the Board of Directors will avoid situations in which they may be in a position of conflict of interest. The process set out in this Policy will be followed when an actual, potential, perceived or systemic conflict of interest arises.

7.1 Definition of Conflict of Interest

"Conflict of Interest" is defined in the Corporation's By-Laws as any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation:

- (a) *Pecuniary or financial interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
- (b) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the Corporation; or
- (c) *Adverse interest* - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation.

"Associates" is defined in the Corporation's By-Laws as including the parents, siblings, children, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director.

7.2 Types of Conflict of Interest

For the purpose of the Corporation's By-Laws and this Policy, Conflict of Interest includes actual, potential, perceived and systemic conflicts of interest as follows:

- (a) *Actual Conflict of Interest* – exists when a Director has (directly or through one of his/her Associates) a private interest that is sufficiently connected to his/her duties and responsibilities that it influences the exercise of these duties and responsibilities.
- (b) *Potential Conflict of Interest* – exists when a Director has (directly or through one of his/her Associates) a private interest that could influence the performance of duties or responsibilities, provided that the duty or responsibility has not yet been exercised.

- (c) *Perceived Conflict of Interest* – exists when reasonably well informed persons could properly have a reasonable belief that a Director (directly or through an Associate) has an Actual Conflict of Interest.
- (d) *Systemic Conflict of Interest* – may exist where a Director has a long-standing competing interest to the objectives of the Board due to a position they hold outside of the Board, including a Director appointed to the Board through political office, municipal right of appointment, or through their position on another corporation Board.

7.3 Declaration of Conflict

- (a) Directors must arrange their affairs and conduct themselves in a manner to avoid a Conflict of Interest.
- (b) A Director who is in a position of Conflict of Interest, shall disclose such conflict to the Board by notification to the Chair at the earliest possible time, and at the meeting of the Board at which the contract, transaction, matter or decision is being considered. Where the Chair has a conflict, the conflict shall be disclosed to the Vice-Chair. The disclosure shall be sufficient to disclose the nature and extent of the Conflict of Interest.
- (c) Where a Director is unsure whether he/she is in a conflict of interest, the Director must raise the potential conflict with the Board, and the Board will vote on whether it feels that there is a Conflict of Interest. The Director may not vote on whether or not there is a Conflict of Interest.
- (d) At the beginning of each Board meeting, the Chair should ask and have recorded in the minutes whether any Director has a conflict to declare in respect of any agenda item.

7.4 Conflict of Interest Concern from another Director

- (a) Where a Director believes that another Director is in a Conflict of Interest, the concerned Director shall communicate the concern to the Chair of the Board in advance and/or at the meeting where the contract, transaction, matter or decision is being considered and shall have the concern recorded in the minutes. If the Director who is the subject of the concern is the Chair of the Board, then the concern shall be reported to the Vice-Chair of the Board.
- (b) On receipt of a concern, the Chair or Vice-Chair, as the case may be, shall refer the matter to the Board to make a finding on whether or not the Director is in a Conflict of Interest.

7.5 Procedures Where Conflict Exists

- (a) Where a Director has declared or has been found by the Board to be in Conflict of Interest, he/she must:
 - (i) refrain from participating in any discussions of the matter;
 - (ii) refrain from voting on any motion related to the matter;

- (iii) withdraw from a meeting while the matter is discussed or voted upon;
 - (iv) not attempt in any way whether before, during, or after the meeting to influence the voting on the matter; and
 - (v) not act in any way that would be contrary to the interests of the Corporation.
- (b) Where the number of remaining Directors after a declaration of conflict is not sufficient to constitute a quorum, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three.

7.6 Committees

The procedures for declaring and addressing a conflict of interest under this Policy shall apply also to matters before any Committee, with declaration to the Committee Chair and determination of Conflict of Interest to be made by the respective Committee.

7.7 Failure to Comply

Breach of this Policy may be considered cause for removal of a Director from the Board in accordance with the Corporation's By-Laws.

POLICY 8: DIRECTOR / COMMITTEE MEMBER ATTESTATION

8.1 Director Attestation

Each Director shall complete the Attestation below upon becoming a Director and thereafter annually and return it to the Secretary of the Board, or his/her delegate.

CHARITY HOUSE (WINDSOR)

ANNUAL DIRECTOR ACKNOWLEDGEMENT AND ATTESTATION

To: Charity House (Windsor) (the “**Corporation**”)

And to: The Directors thereof

Consent

I hereby consent to act as a Director of the Corporation.

Acknowledgement and Declaration

I acknowledge and confirm that I have read and agree in my role as a Director to comply with the Corporation’s By-Laws and rules and regulations, as well as all governance principles, policies, procedures and terms of reference, including without limitation the requirements and procedures in respect of confidentiality and conflict of interest.

I hereby declare that I do not have a conflict of interest which would prevent me from serving as a Director pursuant to the Conflict of Interest provisions in the Corporation’s By-Laws and the Conflict of Interest Policy (Policy 7) (the “**Conflict of Interest Policy**”). In the event that a conflict of interest arises in respect of any matter before the Board, I agree to abide by the provisions of the By-Laws and the Conflict of Interest Policy.

DATED this ____ day of _____, 20__

Signature

Name

8.2 Committee Member Attestation

Each Committee member shall complete the Attestation below upon becoming a Committee member and thereafter annually and return it to the Secretary of the Board, or his/her delegate.

CHARITY HOUSE (WINDSOR)	
ANNUAL COMMITTEE MEMBER ACKNOWLEDGEMENT AND ATTESTATION	
To:	Charity House (Windsor) (the " Corporation ")
And to:	The Directors thereof
<u>Consent</u>	
I hereby consent to act as a member of the _____ of the Corporation (the " Committee "). <i>Name of Committee</i>	
<u>Acknowledgement and Declaration</u>	
I acknowledge and confirm that I have read and agree to comply in my role as a member of the Committee with the Committee Terms of Reference and the Corporation's By-Laws and rules and regulations, as well as all governance principles, policies and procedures, including without limitation the requirements and procedures in respect of confidentiality and conflict of interest.	
I hereby declare that I do not have a conflict of interest which would prevent me from serving as a Committee member pursuant to the Conflict of Interest provisions in the Corporation's By-Laws and the Conflict of Interest Policy (Policy 7) (the " Conflict of Interest Policy "). In the event that a conflict of interest arises in respect of any matter before the Committee, I agree to abide by the provisions of the By-Laws and the Conflict of Interest Policy.	
DATED this ____ day of _____, 20__.	
_____ Signature	
_____ Name	

POLICY 9: BOARD AGENDA DEVELOPMENT

The purpose of this Policy is to promote efficiency and effectiveness of Board meetings and inform Directors of the Board agenda development process.

9.1 Structure of Board Agenda

The agenda for Board meetings (“**Board Agenda**”) shall distinguish between the following types of matters:

- Decision;
- Discussion;
- Information; and
- Consent Agenda.

Only decision items require a motion, seconder and a vote.

Items requiring a decision that are not expected to require discussion or debate may, at the discretion of the Chair, be placed on the Board Agenda under the heading “Consent Agenda” to be approved by the Board in accordance with section 9.3 below.

Materials and motions proposed to be dealt with under the Consent Agenda portion of the Board Agenda shall be clearly identified as falling under the Consent Agenda in meeting packages. Directors are responsible for reviewing the Consent Agenda items prior to the Board meeting, on the expectation that no discussion will take place on those items during the Board meeting.

9.2 Placing Matters on Board Agenda

It is the responsibility of the Chair, in consultation with the Executive Director, to develop the Board Agenda for Board meetings.

A Director who wishes to place an item on the Board Agenda which requires or expects consideration, decision or some other formal action on the part of the Board at a Board meeting shall submit his or her request in writing to the Chair c/o the Secretary with a written description of such matter at least fifteen (15) business days prior to the Board meeting or such lesser period at the discretion of the Chair in the event of a matter that requires immediate attention.

The Chair shall determine whether or not any such matter shall be included in the Board Agenda. If the Chair determines that the matter shall not be added, it shall not be added to that Board Agenda. Such decision shall be communicated to the requester as soon as possible but at a time at least prior to the distribution of the Board Agenda to the Directors. If the requester disagrees with the Chair’s decision not to place the matter on the Board Agenda, the requester may provide notice to the Chair, for the Board to determine whether the matter may be considered on a Board Agenda at a future meeting of the Board. If the Board accepts the matter

to be placed on a future Board Agenda, the matter shall be addressed at such future meeting as the Board may determine.

9.3 Protocol for Approval of Board Agenda/Consent Agenda

The Board Agenda shall be approved by the Board at the beginning of each meeting.

Items may be moved out of the Consent Agenda section of the Board Agenda at the request of any Director prior to approval of the Board Agenda. No motion or vote is required with respect to a request to move an item out of the Consent Agenda. Where a Director requests that an item be moved out of the Consent Agenda section, the Chair shall decide where to place that item on the Board Agenda.

Approval of the Board Agenda by the Board constitutes approval of each of the items listed under the Consent Agenda portion of the meeting. No separate vote to approve the Consent Agenda portion shall be required.

POLICY 10: OPEN MEETINGS OF THE BOARD

Members of the public and the press are welcome to attend open meetings of the Board as observers, but may not participate in the meeting discussions.

The Board meeting schedule will be posted to the Corporation's public website. Members of the public and press are required to contact the Secretary of the Corporation or his/her delegate if they plan to attend a meeting of the Board.

Members of the public and press will be asked to sign in to the meeting and identify if they have any formal affiliations (i.e. name of media outlet or organization). Members of the public must sit in a designated seating area.

Copies of materials in consideration before the Board shall not be available to the public or press and shall be treated as Confidential Information of the Board. Use of recording devices will not be permitted without the prior permission of the Board Chair.

Any public or press inquiries regarding Board meetings and Agenda items must be directed to the Secretary of the Corporation or his/her delegate.

All persons in attendance will maintain proper decorum at all times. Any intervention of the public or press during the course of a Board meeting is not permitted. Members of the public or press with a perceived intent to disrupt will not be permitted to attend, and any engagement of improper conduct or disruptive behaviour will result in their removal from the Board meeting at the discretion of the Chair.

At the conclusion of the open portion of the Board Meeting, members of the public and press will be asked to leave.

POLICY 11: IN-CAMERA MEETINGS OF THE BOARD

11.1 In-Camera Meetings of the Board

The Board has the right to move in-camera and to restrict attendance to Directors only, for any meeting or part of a meeting if the Board deems an in-camera session to be necessary to protect the interests of the Corporation, the public or a person due to confidential matters or matters relating to sensitive issues.

In-camera Board meetings shall be called and conducted in accordance with this Policy.

The following types of matters may be dealt with during an in-camera meeting of the Board:

- (a) *Economic and other interests* – information that, if disclosed, would affect the economic or other interests of the Corporation, including:
 - (i) trade secrets, or financial, commercial, scientific, or technical information;
 - (ii) negotiation strategy;
 - (iii) personnel or administration plans that have not been put into operation or made public;
 - (iv) pending policy decisions that have not been made public; and
 - (v) information that could prejudice the Corporation's economic interests or competitive position.
- (b) *Security, health and safety* – matters involving safety or security issues for individuals or Corporation property and security or danger to health.
- (c) *Legally privileged information* – matters involving litigation or potential litigation or where legal advice or matters that are subject to solicitor and client privilege will be discussed.
- (d) *Personal privacy* – matters where an identifiable person will be discussed.
- (e) *Human resources* – matters related to labour relations and employment including compensation.
- (f) *Client issues* – including matters where personal health information (as defined in the Personal Health Information Protection Act, 2004) will be discussed.
- (g) *Other* – any other matter that the Board determines should be the subject of an in-camera meeting.

11.2 Procedures for In-Camera Meetings

- (a) An in-camera meeting may be:
 - (i) identified as a Board Agenda item; or
 - (ii) initiated by the Board Chair or requested by a Director.
- (b) Planned in-camera meetings will be identified in the Board Agenda and communicated in advance, where possible. If an in-camera meeting is identified as an agenda item, the Chair of the Board shall ensure that a separate agenda for in-camera meetings is prepared and the circulation is restricted to the participants of the in-camera meeting.
- (c) A Board motion is required to move into, and rise from, in-camera meetings of the Board.
- (d) In-camera meetings shall be restricted in attendance to Directors and other Invitees at the discretion of the Chair. The Executive Director may be included in the in-camera discussions at the discretion of the Chair. The Chair may also permit at its discretion specific individual(s) such as legal counsel, consultants, presenters and/or Corporation staff to attend all or a portion of an in-camera meeting.
- (e) Voting on items in an in-camera meeting of the Board shall take place according to the regular provisions governing Board meetings.
- (f) Unless otherwise determined by the Chair, the Secretary of the Board will be in attendance at all in-camera meetings and minutes will be kept.
- (g) Any factual documentation, reports, and/or data associated with a decision taken in-camera shall be attached to the in-camera meeting minutes.
- (h) Approval of in-camera meeting minutes will occur at an in-camera meeting of the Board (i.e. not during an open meeting of the Board) by those who were in attendance during the previous in-camera meeting to which the minutes relate. All minutes of in camera sessions of the Board shall be marked confidential and shall be handled in a secure manner.
- (i) Proceedings and all information and/or material provided in an in-camera meeting is strictly confidential and shall at all times be treated as such. When a discussion held in an in-camera meeting leads to a general policy decision, the Board may determine that this information may be made public.
- (j) Except where prohibited by the privacy provisions of applicable legislation, the Board may communicate the recommendations and decisions taken at an in-camera meeting at an open meeting of the Board.

POLICY 12: NOMINATING

The purpose of this Policy is to guide the process of recruitment of qualified individuals for nomination to the Board of Directors of the Corporation to ensure the Board is comprised of the collective competencies required to govern the Corporation effectively.

The Board of Directors is responsible to recommend qualified individuals to the Members of the Corporation for election to the Board of Directors.

Board effectiveness can be enabled by obtaining the right mix of attributes, skills and experience among Directors. When recruiting and selecting new Directors for the Corporation, in addition to the Director qualifications as set out in the By-Laws, nominees should be identified based on the personal attributes and technical competencies required to constitute a skills-based Board inclusive of diversity.

12.1 Board Skills Matrix

On an annual basis, the Governance and Nominating Committee shall update the Board Skills Matrix attached in Appendix 1 to identify skills and competencies of existing Directors as well as gaps in the skills and experience of the Board. Where gaps are identified, this may inform recruitment priorities for the Board and/or areas where the Board must acquire the support of external resources or advisors.

The Board will strive to have Directors that collectively reflect the proficiencies (i.e. attributes and experience, knowledge, skills, competencies and expertise) identified in the Board Skills Matrix.

12.2 Nomination Process

The Governance and Nominating Committee shall:

- (a) Determine the number of Alumni Director vacancies and Non-Alumni Director Vacancies for the subsequent year. Vacancies include those created by the resignation of Directors and by the conclusion of the terms of sitting Directors.
- (b) Determine the overall and collective gaps in Board skills, competencies and expertise based on the annual update of the Board Skills Matrix, and develop a recruitment profile that can be used in seeking out and assessing potential new Directors.
- (c) Determine the required timeframe for recruitment activities and gather names of interested parties, consistent with the recruitment profile developed by the Governance and Nominating Committee.
- (d) Identify a short-list of candidates for interview by the Governance and Nominating Committee and interview and evaluate the short-listed candidates against the requirements identified in the Board Skills Matrix.

- (e) No later than the Board's last regularly scheduled meeting prior to the Annual Meeting of the Members, the Governance and Nominating Committee shall present recommendations to the Board of candidates for nomination and election by the Members at the Annual Meeting for the Board's approval.
- (f) Nominations for the election of Directors may be made only by the Board in accordance with the Corporation's By-Laws. For greater certainty, no nominations shall be accepted by the Members at the Annual Meeting that are not submitted and approved by the Board in accordance with this Policy.
- (g) Applicants may be provided with updates on the progress of the recruitment process and shall be notified of the disposition of their application. The Governance and Nominating Committee shall maintain a roster of candidates eligible for election to the Board and seek opportunities to keep candidates engaged.

BOARD SKILLS MATRIX

[illegible]

[illegible]

POLICY 13: EXECUTIVE LIMITATIONS

The Board oversees the Executive Director in leading the Corporation to accomplish its mission and meet its strategic directions. In keeping with its governance model, the Board delegates all operational tasks of the Corporation to the Executive Director. In delegating these tasks to the Executive Director, the Board provides certain limitations to his/her authority. These executive limitations are described below.

13.1 General Executive Constraint

The Executive Director shall not cause or knowingly allow any practice, activity, decision, or organizational circumstance that:

- (a) is unlawful, unethical, imprudent, or deceitful
- (b) violates commonly accepted business and professional ethics
- (c) violates the Board values outlined in policy and the By-Laws
- (d) puts the Corporation at unreasonable risk
- (e) conflicts with the mission, vision or values of the Corporation

13.2 Annual Operating & Financial Condition

The Executive Director of the Corporation is required to prepare and submit to the Board for its approval each fiscal year an Internal Operating Plan (the “**Internal Operating Plan**”). The Executive Director is also required to submit to the Board for approval prior to execution the Service Accountability Agreement and any renewals with governmental authorities.

The Internal Operating Plan shall incorporate the following at a minimum:

- (a) Programs and service plans;
- (b) Financial plan, including operational and capital budgets; and
- (c) Clinical staff resource plan.

The Executive Director shall implement the Internal Operating Plan and shall notify the Finance and Audit Committee of any anticipated or actual material variances from the Internal Operating Plan as well as strategies to address such variances.

13.3 Asset Protection

The Executive Director is accountable to the Board for the reasonable protection and adequate maintenance of assets, and that assets are not placed at unnecessary risk. The Executive Director shall ensure that appropriate administrative policies and procedures are in place and

that these policies and procedures are monitored for compliance and reviewed annually by the Finance and Audit Committee, in respect of:

- (a) Investments;
- (b) Financing arrangements or agreements;
- (c) Donor/endowment funds;
- (d) Intellectual Property;
- (e) Real property; and
- (f) Insurance.

13.4 Approval of Administrative Policies

This Policy delegates to the Executive Director preparation of administrative policies for the Corporation.

The Executive Director will refer to the Board for approval those administrative related policies, guidelines, procedures and standards which require the approval of the Board based on legislation, or where a Board accountability or responsibility is included within such policy, guideline, procedure or standard.

13.5 Risk Reporting

The Executive Director will advise the Board at the earliest opportunity of any of the following risk situations:

- (a) Contravention of the Corporation's policies as established by the Board and/or Executive Director;
- (b) Projection that the Corporation will not live within its budget;
- (c) Projection that the Corporation will not meet its stated Internal Operating Plan goals and objectives; and
- (d) Any other matter that may be considered a contentious issue and which may place the Corporation at risk.

POLICY 14: EXECUTIVE DIRECTOR PERFORMANCE EVALUATIONS

The Board of Directors will monitor the Executive Director's performance on an ongoing basis and shall formally evaluate the Executive Director's performance and compensation on an annual basis to ensure that he/she is meeting expectations and seeking to achieve the highest standards for the Corporation.

Evaluating the Executive Director's performance ensures that the Board is well informed on Executive Director performance, leadership and management capabilities that impact the Corporation's success. A performance evaluation also offers an opportunity for the Executive Director and Board to set performance goals and objectives for the upcoming year.

- (a) On an annual basis, the Chair and Vice Chair in consultation with the Board will conduct the performance evaluation of the Executive Director based on criteria established by the Board.
- (b) At least once every three years, the Executive Director shall be evaluated by conducting a 360 evaluation as well as evaluating the determined performance outcomes. The 360 evaluation will draw feedback from all pertinent stakeholders (e.g. Directors, staff, community partners, clients, etc.).
- (c) In years between 360 evaluations, the Executive Director shall be evaluated based on performance outcomes and the professional development plan that was developed based on the previous 360 evaluation.

POLICY 15: EXECUTIVE DIRECTOR SELECTION AND SUCCESSION PLANNING

The Board will ensure that provision is made for continuity of leadership for the Corporation. The Board will have in place a process for succession should the Executive Director position become vacant due to sudden vacancy (e.g., death, resignation or termination) or planned vacancy (e.g., retirement). The succession plan will also specify the process for appointing an interim Executive Director, should the Executive Director require an extended leave of absence, which is to be approved by the Board.

15.1 Sudden Vacancy of Executive Director

- (a) For appropriate succession in cases of a sudden vacancy of the office of the Executive Director (e.g. unplanned leave, resignation, termination or death) the Executive Director shall at all times have at least one other member of the senior management team familiar with Board and Executive Director matters and processes and shall identify to the Chair of the Board in writing at the beginning of each fiscal year which member(s) of the senior management team are recommended to fill the role of interim Executive Director in the event emergency succession is required.
- (b) The appointment of an interim Executive Director shall be subject to Board approval and the interim Executive Director shall be required to execute an interim Executive Director contract with the Corporation.
- (c) The identification of member(s) of the senior management team available for emergency succession and/or the Board's appointment of an interim Executive Director shall not convey to the identified individual(s) any entitlement to the Executive Director role on an ongoing basis.

15.2 Planned Executive Director Succession and Selection

- (a) In the event a planned vacancy, the Board shall establish an Executive Director Search Committee subject to terms of reference approved by the Board consisting of a minimum of five (5) elected Directors, one of whom shall be the Chair of the Board and one of whom shall be a Non-Alumni Director.
- (b) The terms of reference for the Executive Director Search Committee shall include the following responsibilities:
 - (i) Develop a consultative process for the selection of an Executive Director. The consultation process should provide for opportunity to seek input on the selection criteria from the staff of the Corporation, as well as external stakeholders. The process for the search and selection criteria for the Executive Director and timelines must be approved by the Board prior to implementation of the search.

- (ii) Interview and evaluate candidates and recommend to the Board for approval the name of a candidate for the Executive Director position that is supported by the Search Committee.
- (iii) Negotiate and recommend to the Board for approval an Executive Director contract in accordance with the By-Laws, Executive Director Position Description and all applicable laws in respect of executive compensation and performance.
- (iv) The appointment of an Executive Director shall be subject to Board approval and the Executive Director shall be required to execute an Executive Director contract with the Corporation.

POLICY 16: SIGNING AUTHORITY

The purpose of this Policy is to:

- (a) ensure transparency and accountability in the administration of the Corporation's assets through a defined framework for execution of documents and day-to-day operations;
- (b) provide clarity of roles and responsibilities; and
- (c) ensure that all contracts undergo authorized review and approval prior to execution.

16.1 Contracts and Other Documents

- (a) All contracts or other documents from governmental authorities shall be approved in advance by the Board.
- (b) All documents shall be entered into in the name of the Corporation.
- (c) Except as otherwise provided hereunder or in a resolution of the Board, in accordance with the By-Laws documents requiring execution by the Corporation may be signed by the Executive Director and any one (1) Officer or any two (2) Officers of the Corporation.

16.2 Day-to-Day Operations

- (a) The Board shall appoint the signing officers authorized to sign cheques, bills of exchange or other negotiable instruments and orders for payment required for the day-to-day operation of the Corporation, which are specifically included in the Corporation's budget or otherwise approved by the Board.
- (b) The signatures of any two (2) signing officers will be required to enter into any contractual commitments by the Corporation.
- (c) Contractual commitments with a total value in excess of fifteen thousand dollars (\$15,000.00) shall require approval of the Board in advance.
- (d) The Board will review the designated signing officers at least annually and at the time of turnover.
- (e) The Executive Director is accountable to the Board for ensuring that adequate internal controls and processes are in place for the execution of documents and making financial commitments on behalf of the Corporation.
- (f) Corporation employees are not authorized to bind the Corporation to contracts or incur expenditures on behalf of the Corporation unless they have been delegated that authority by this Policy or by a resolution of the Board.
- (g) Any changes to the authorized signing officers must be immediately updated with the Corporation's financial institutions, as appropriate.

POLICY 17: COMMUNICATIONS

The Corporation strives to communicate its objectives to its internal and external stakeholders and to the public-at-large regularly and effectively.

17.1 Communication Plan

- (a) The Board and the Executive Director are responsible to promote the Corporation and are ambassadors of the Corporation's values and services to stakeholders and the community.
- (b) The Executive Director will develop communication plans in line with the Corporation's strategy. These plans will ensure key messages are appropriately communicated to different groups and the community. These plans and their materials will be reviewed by the Board as required.
- (c) No Director or staff member may make any representations or communications to the public without the prior approval of the Chair of the Board or the Executive Director, as appropriate. If a Director or staff member makes representations to the public or media outside their scope of association with the Corporation, the Board or staff member must clarify that they are not speaking on behalf of the Corporation.

17.2 Corporate Media Spokesperson

- (a) The Executive Director is the spokesperson for the Corporation for all operational matters. The Chair of the Board is the spokesperson for the Corporation for all matters concerning the public brought before the Board. Directors are not to speak to media unless the task is specifically delegated to him or her by the Board Chair or Executive Director.
- (b) Where appropriate, the Board Chair and the Executive Director or their delegates will provide information to and respond to inquiries from the news media regarding the Corporation policies, positions, announcements, personnel issues, crisis management, emergency situations, fiscal operations, and other matters which reflect on the standing of the Corporation.
- (c) The spokespersons will keep the Board informed of all relevant (actual or imminent) situations in which the Corporation may be in the media, as appropriate.
- (d) The Executive Director will coordinate all media relations activities. If the media contacts a Director, Committee member or staff member directly regarding Corporation matters, these calls should be forwarded to the Executive Director who will make appropriate arrangements to respond to the request.

- (e) The corporate spokesperson or their delegate must accompany all media while on the Corporation's premises.
- (f) The Corporation will prepare and distribute all information to the media pertaining to the Corporation including press releases and media advisories. If an external partner, funding body or communications agency wishes to prepare information for release to the media related to a Corporation activity, permission must be pre-authorized and the final product must be approved by the Corporation.
- (g) Any material pertaining to activities of the Corporation must include the appropriate logo.
- (h) All uses of name and logo for external promotion must be authorized by the Executive Director.

POLICY 18: GOVERNANCE AND NOMINATING COMMITTEE TERMS OF REFERENCE

Purpose

The Governance and Nominating Committee is responsible for ensuring the Board's effective and efficient performance in discharging its duties. The Governance and Nominating Committee is also responsible for succession planning within the Board. This includes the recruitment and nomination of individuals to serve as Directors and Committee members and nomination of Directors to assume Board Officer positions.

Membership

The Governance and Nominating Committee shall consist of the following members:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board; and
- (c) three (3) other Directors appointed by the Board, at least one of whom is a Non-Alumni Director.

The Executive Director shall have a right of attendance at all meetings of the Governance and Nominating Committee but shall not have a vote.

Key Functions

Board Effectiveness

- (a) Lead the development and periodic review of the Governance Policy Manual regarding the Board's system of governance including accountabilities, roles and responsibilities, structure and decision-making processes for approval by the Board;
- (b) Review the terms of reference for each Committee and recommend to the Board for approval;
- (c) Disclose the system of governance and the operation of the system in a transparent manner to stakeholders;
- (d) Plan Board education including orientation for new Board and Committee members and Board retreats as necessary to support the effective functioning of the Board; and
- (e) Recommend changes to the By-Laws, as needed, to the Board for approval.

Board Recruitment and Succession Planning

- (a) Maintain a current inventory of individual Director and Committee member skills and competencies;
- (b) Develop and recommend selection criteria for Directors and Committee members to the Board for approval;
- (c) Lead the annual process in accordance with the Nominating Policy to develop and recommend a slate of potential candidates for nomination as Directors and Committee members for the upcoming year;
- (d) Develop and implement a recruitment strategy consistent with the identified selection criteria;
- (e) Interview prospective candidates for the Board and Committees to ensure they have the requisite skills to fulfill governance responsibilities;
- (f) Recommend the Chairs and members of the standing Committees in accordance with the requirements of the Terms of Reference of each Committee; and
- (g) Develop and recommend a slate of candidates for the position of Chair, Vice-Chair, and Treasurer.

Chair

The Chair of the Governance and Nominating Committee shall be the Chair of the Board.

Reporting

The Governance and Nominating Committee shall report through the Chair to the Board of Directors.

Meetings

The Governance and Nominating Committee shall meet quarterly and at the call of the Committee Chair. A majority of the members of the Governance and Nominating Committee shall constitute a quorum, including at least one (1) Non-Alumni Director.

Decisions of the Governance and Nominating Committee shall be made by a majority of the members present at a meeting of the Governance and Nominating Committee, including at least one (1) Non-Alumni Director.

Amendment

The Governance and Nominating Committee shall annually review these Terms of Reference and make recommendations for revisions to the Board as appropriate.

POLICY 19: FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

Purpose

The Finance and Audit Committee is established for the purpose of overseeing the Corporation's financial processes, planning, reporting and controls.

Membership

The membership of the Finance and Audit Committee shall consist of:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board
- (c) the Treasurer; and
- (d) two (2) other Directors appointed by the Board, at least one of whom is a Non-Alumni Director.

The Executive Director shall have a right of attendance at all meetings of the Finance and Audit Committee but shall not have a vote.

Responsibilities

The Finance and Audit Committee shall:

- (a) review and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
- (b) study the detailed financial statements on a timely basis and report thereon to the Board including financial performance against budget;
- (c) monitor implementation of management plans to address budget variances;
- (d) ensure processes are in place to manage the assets of the Corporation and advise the Board with regard to donations, bequests, endowments, investments and the management of debt;
- (e) recommend to the Board the types and amounts of insurance to be carried by the Corporation and review these annually;
- (f) review and make recommendations to the Board concerning the quality and integrity of management's internal controls;
- (g) recommend to the Board the auditor for appointment or reappointment by the Corporation's Members and the terms of engagement;

- (h) meet with the auditor and review the annual audited financial statements and auditor's report and recommend to the Board for approval, prior to the Annual Meeting;
- (i) review industry developments and legislative changes that may have an impact on financial resources or performance and report to the Board; and
- (j) inform and advise the Board on financial matters as requested.

Chair of the Finance and Audit Committee

The Chair of the Finance and Audit Committee shall be the Treasurer of the Corporation.

Meetings

The Finance and Audit Committee shall meet quarterly and at the call of the Committee Chair. A majority of the members of the Finance and Audit Committee shall constitute a quorum, including at least one (1) Non-Alumni Director.

Decisions of the Finance and Audit Committee shall be made by a majority of the members present at a meeting of the Finance and Audit Committee, including at least one (1) Non-Alumni Director.

Reporting

The Finance and Audit Committee shall report to the Board.

Amendment

The Finance and Audit Committee shall annually review these Terms of Reference and make recommendations for revisions to the Board as appropriate.

