

Board Roles and Responsibilities



Policy #	BRD-05	Date Created	February 1993
Authority	BOARD	Date of Last Review	June 2020

POLICY

The Board of Directors will operate in accordance with the current by-laws and with applicable legislation.

Responsibility of Individual Directors:

Individual Directors of the Board have an obligation to:

- familiarize themselves with the by-laws of the Corporation, relevant legislation, beliefs and principles of the Centre, Mission Statement, duties of Directors, the Centre's programs and services, and the Centre's policies
- take part in Board orientation
- exercise care and diligence in decision-making and seek the advice of an expert when in doubt about an issue requiring a decision
- register dissent when in a substantial disagreement with the Board and ensure that this dissent is a matter of public record, reflected in the minutes of the meeting
- abide by the principles of confidentiality and privacy established by the Centre
- attend all meetings of the Board (see Annex A)
- declare a conflict of interest (real or perceived) and act accordingly (i.e. refrain from voting, leave the meeting or part of the meeting at which discussion of the matter in conflict takes place) if the director's own interest conflicts with those of the Centre or when the director stands to personally gain from the Board's decision.

Strategic Direction:

The Board oversees Strategic Planning for the Centre, setting overall direction and measurable goals. It ensures stakeholders and the community are involved in setting priorities and takes responsibility for ensuring the Strategic Plan is updated every three to five years.

Relationship to the Executive Director

The Board delegates full authority to the Executive Director to manage day-to-day operations and business affairs of the Centre and to employ staff.

Matters and duties, that, by law, are the responsibility of Directors of the Board, are not delegated.

Each staff member is accountable to the Executive Director and through the Executive Director, to the Board. The Executive Director is accountable to the Executive Committee of the Board and, through this Committee, to the Board.

Financial Responsibilities:

The Board has an obligation to ensure that the financial affairs of the Corporation are managed in accordance with the law and generally accepted accounting principles. The Board also ensures sufficient funds are raised or resources acquired to operate the Centre and deliver its programs and services. The Board is responsible for ensuring that funds and resources are disbursed and allocated properly. To this end, the Board does the following:

- approves the annual budget/upper spending limit
- reviews financial reports at Executive Committee and Board meetings
- reviews, on a regular basis, financial controls (e.g. cash disbursements, general ledger, bank reconciliations)
- ensures that financial reports are submitted to funding agencies as required
- ensures that members of the Corporation appoint the auditors and set the audit fee for the following year at each Annual General Meeting
- determines signing officers of the Corporation and ensures all cheques are signed in accordance with CRCHC's signing authority policy.

Policy Determination and Implementation:

The Board formulates policies and procedures for the overall direction and governance of the Centre and reviews and updates these regularly. These policies are considered in the context of the Centre's Mission, Goals and Objectives and take into account the Strategic Plan, Human and Financial Resources and staff and community input.

In developing programs that meet the needs of the Centre's users and the community, the Board considers the financial and legal implications of implementing new programs.

The implementation of policy and development of programs are delegated to the Executive Director. The Board is specifically responsible for:

- recruiting the Executive Director and delegating responsibilities to that position
- giving guidance to and monitoring the Executive Director's performance on a regular basis
- conducting the bi-annual performance review of the Executive Director
- clearly defining the delegated powers and lines of authority of the Executive Director and the Board
- ensuring opportunities for the Executive Director to develop the skills relevant to the job requirements.

Oversight of Service Quality:

The Board is actively engaged in overseeing the clinical quality of the organization and regularly monitors quality indicators and assesses organizational progress in achieving quality goals. Goals are established by the Executive Director in conjunction with the Continuous Quality Improvement Committee (CQI) in alignment with indicators established with funders, AOHC and with the broader health sector in Ontario.

The implementation of practices to establish, monitor and report on quality is delegated to the Executive Director. The Board is specifically responsible for:

- reviewing and approving the quality indicators established by the CQI and Executive Director
- monitoring progress towards achieving quality goals by way of reports presented at each Board meeting and quarterly by the CQI chair
- reviewing and approving quality reports submitted to funders

The Board ensures that it conducts business in an effective and efficient manner. As such, the Board:

- ensures fair representation of the members of the Corporation by having an active and effective Nominating Committee
- ensures the orientation of new Board members
- regularly reviews the Centre's by-laws
- communicates regularly with members of communities served
- establishes effective reporting systems between the Board, Committees and staff.

Terms of Office and Succession Planning:

The term of office for board members is a 3 year term, up to a maximum of nine years. Care is taken in allotting Board terms at the Annual General Meeting so that Board stability and experience is maintained. For example, if someone was leaving with 2 years left in their term, then a new member would pick up that 2 year term.

Based on the outcome of annual board evaluations, the Board develops the following year's work plan and priorities including the need for new membership.

The Board will ensure that the Directors are knowledgeable about the Centre and have an understanding of governance and relevant issues.

The Board will annually assess and, as required, develop the recruitment process that will ensure proper succession and the ongoing ability to respond to community needs according to the Mission, Vision, Philosophy and Values of Country Roads Community Health Centre.

As required the Board will recruit members who support the Mission, Vision, Philosophy and Values, and who reflect the community's diversity and assist in meeting CRCHC's strategic goals.

The Board approves and presents potential Directors for election at the Annual General Meeting.

The Board ensures that the newly elected members receive an orientation to their roles and responsibilities of the Board as per policy.

Role and responsibilities of the Board Secretary

The Board Secretary shall fulfil responsibilities laid out in Article 6.06 of the Country Roads CHC By-laws and shall work with the Board Chair and Executive Director to prepare agendas for Board and Executive meetings and Annual General Meetings. In addition, the Secretary shall ensure:

1. A board calendar is established and maintained;
2. Board and Annual General Meeting materials (including draft minutes) are distributed in a timely fashion;
3. Action items from Board and Executive meetings are tracked and progress reported;
4. By-laws, Organizational Policies and Board Policies are reviewed as required by Board policy;
5. Terms of board members are tracked;
6. Governance material on the Country Roads website is kept up to date

Annex A: Board Attendance

It is recognized that Board members may miss the occasional Board meeting. However, to ensure effectiveness and credibility of the Board, it is important that Board attendance problems be recognized and dealt with promptly.

Definition of a Board Attendance Problem

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not give notice to the executive director or another board member before the upcoming meeting that he/she would be absent from the upcoming meeting).
2. The member has three notified absences in a row.
3. The member misses four of the total number of board meetings in a twelve-month period.

Suggested Response to a Board-Attendance Problem

If a board-attendance problem exists regarding a member, the Board Chair will promptly contact the member to discuss the problem. The member's response will be shared by the Chair with the board executive at the first available opportunity. The executive will decide what actions to take regarding the board member's future membership on the board and, if appropriate, make that recommendation to the full board. If the board decides to terminate the board member's membership, termination will be conducted per the process outlined in the organizational bylaws.