



**2018**

Peel Senior Link

Board Policy Manual

June 2018

# BOARD POLICY MANUAL

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## **Board Policy Manual Guidelines**

This document is designed to formalize the tasks and responsibilities of the Governance oversight at Peel Senior Link. This policy manual will reflect the policies and guidelines the board members of Peel Senior Link use to provide guidance and oversight to Peel Senior Link.

The Board will have the final decision on what is in the Board Policy Manual. The CEO and Senior Management team will provide information, analysis, and strategic advice and participate in Board discussions as required. The Manual will be developed and maintained by the Board including future changes and updates.

The Board Policy Manual must be designed to integrate with the other policies and processes followed by Peel Senior Link. The Board Policy Manual will guide the direction of the Board of Directors and align with other key policy documents within and required by Peel Senior Link including (but not limited to):

- Government Acts and Regulations e.g. ESA
- M-SAA with the LHINs
- By-laws
- Corporate Charter
- Third Party Assessment Programs (example Accreditation Canada)
- Recognized standards (example Accounting standards)
- Contracts with other agencies
- Defined process ???
- Operations Policy Manual
- Corporations Act
- Canada Revenue Agency
- Agency HR Policies

## **Preamble**

### **Purpose:**

This Board Policy Manual provides the foundation for implementing effective governance of the Corporation. The Board has adopted the “Pointer-Orlikoff” governance model, which includes three roles for the Board: policy-formulation, decision-making and oversight.

“Board policies perform two absolutely essential functions. First, they express Board expectations – of the organization as a whole, of itself, of management and the medical staff. Policies are the means by which Boards specify and convey what they want done (and what they want the organization to refrain from doing) in addition to the range of acceptable (and unacceptable) means for accomplishing specified goals. To lead rather than follow, policies must clarify and articulate Board expectations. Second, policy is the mechanism by which Boards direct and constrain as they delegate authority and tasks to management and the medical staff.” Pointer and Orlikoff, Board Work: Governing Health Care Organizations, San Francisco: Jossey Bass, 1999

## Scope and Organization of Policies:

Many boards establish policies related only to their own structures and processes (i.e. those matters that are contained in Part VA and VB of the Board Policy Manual). However, a critical element of the “Pointer-Orlikoff” governance model is for the Board to establish policies related to each of its defined areas of responsibility. Consequently, the Board policies are organized according to the Board responsibilities as described in Policy V-A-2:

- Strategic Direction
- Oversight - Excellent Management
- Program Quality, Effectiveness and Safety of Client Services
- Financial and Organizational Viability
- Board Effectiveness – Governance Policy Framework and Processes
- External (Community) Relationships

These policies then provide the context for the Board to fulfill its two other roles: decision- making and oversight in relation to each of its six areas of responsibility.

Board Committees to support governance board decision making and oversight roles.

The Board established three standing committees through its by-laws to support its governance oversight role. The committees are:

Audit, Finance & Risk Management  
Governance  
Quality & Community Engagement

Committee roles/terms of reference and responsibilities are outlined in board policies.

## Review of Policies:

It is anticipated that, over time, the Corporation will amend these Board policies and develop new ones to respond to changing circumstances. A policy guiding the process to review these Board policies is included in this Board Policy Manual (Policy VB-10).

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Strategic Direction</b>	<b>Section Number: Part I</b>
<b>Policy Title: Vision, Mission and Core Values</b>	<b>Policy Number: I-1</b>
	<b>Retired Policy Number: 5.1</b>
<b>Date Developed: December 2009 Date Revised: December 2015 Date Reviewed: January 2018</b>	<b>Corresponding/Related Policies: 1.2 &amp; 1.3</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Strategic Planning Format
<b>Recommending Committee: Governance</b>	

**Policy Statement:** The Board ensures the PSL mandate is reflected in the organization’s Vision, Mission and Core Values

**Purpose:** The vision, mission and values of the Corporation provide the foundation upon which the strategic directions are developed, and the Board will review and validate these concurrent with Strategic planning processes and timelines.

**Procedure or Guideline:**

To Board in consultation with stakeholders and the community sets the Vision, Mission and Values of the organization and ensures these are reflected in the strategic imperatives that drive the business plan.

The Board will review and approve the Vision, Mission and Values as part of its Strategic Planning process.

**Strategic Business Planning aligned with:**

**VISION** - Leading in the expansion of services for seniors in need of support in our community.  
**MISSION** – Quality and valued assisted living services by helping seniors live independently with dignity and respect.  
**VALUES** - Respect | Quality (*people-centered*) | Equity/Diversity (*equitable access based on patient/client need*) | Communication | Learning | Sustainability (*measureable results driven*) | Fabric of the Community (*community-focused*)

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Strategic Direction</b>	<b>Section Number: Part I</b>
<b>Policy Title: Strategic Planning and Reporting</b>	<b>Policy Number: I-2</b>
	<b>Retired Policy Number: 5.2</b>
<b>Date Developed: December 2009</b> <b>Date Revised: December 2015</b> February 2018	<b>Corresponding/Related Policies: I-1 &amp; 1-3</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Strategic Plan Performance Scorecard
<b>Recommending Committee: Governance</b>	

**Policy Statement:** Strategic planning and reporting are systematic processes for assessing and creating plans that will position the Corporation to be successful in the environment consistent with its vision, mission and core values and planning cycle.

**Purpose:** The strategic plan will review alternatives and direct the organization and will incorporate specific, focused and measurable strategic objectives and priorities that align to strategic imperatives and are monitored on an ongoing basis.

**Procedure or Guideline:**

The Board will:

- establish and review and update the Corporation’s vision, mission and core values to drive the strategic planning process;
- contribute to the development of, and approve, a strategic plan that aligns with community needs, Ministry policy and the LHIN integrated health services plan.
- consider key stakeholders and health care needs and ensure appropriate engagement with the community when developing plans and setting priorities for the delivery of health services;
- conduct a review of the strategic plan, as part of a regular annual planning cycle, and assess the need to refine the strategic directions as the environment dictates;
- approve the measures and targets related to each strategic direction, and direct management to regularly report on the progress that is being made consistent with the strategic directions and the overall plan;
- ensure that the operating plan enables the attainment of the strategic plan and directions over time; and
- monitor and measure corporate performance regularly consistent with the Board-approved strategic and operating plans and performance targets and performance metrics.

**Strategic Planning Process**

The CEO is responsible to the Board for establishing the strategic planning process for Board approval. The Board will engage with the CEO and senior management team in developing the



strategic plan and monitoring it on an on-going basis. The Governance Committee will provide guidance to management and support the Board in preparation for the initial development and periodic monitoring of the corporate strategic plan.

Once the strategic plan has been developed, everything the Corporation currently does, undertakes as new, or stops doing, will be measured against strategic objectives to assess whether or not it advances the achievement of the strategic plan.

The Corporation's annual operating plan will ensure the advancement of the strategic plan by addressing annual corporate goals and objectives. The annual corporate goals and objectives will be set by the CEO with Board approval.

Annually, the Board will review the corporate goals and objectives prepared by the CEO.

Annually, the Board will review and revise Board goals as required to ensure consistency with the vision, mission and core values, the strategic plan, and to identify key issues that are a priority for the Board in the coming year.

At its annual strategic review meeting, the Board will review the strategic plan and the progress being made against the plan. As necessary, the Board will direct the CEO and senior management team to augment/revise/update the strategic plan to ensure it continues to support the achievement of the Corporation's vision, mission and core values.

The CEO and senior management team will provide regular monitoring and progress reports to the Board according to the Board's work plan.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Strategic Direction</b>	<b>Section Number: Part I</b>
<b>Policy Title: Community and Stakeholder Engagement</b>	<b>Policy Number: I-3</b>
	<b>Retired Policy Number: 6.1</b>
<b>Date Developed: December 2009</b> <b>Date Revised: December 2015</b> <b>January 2017</b> <b>February 2018</b>	<b>Corresponding/Related Policies: 1-2</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> <b>Annually</b> <input checked="" type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Strategic plan QIP Communication Strategy Operations Plan Family Caregiver & Client Advisory Panel – Terms of Reference M-SAAs
<b>Recommending Committee: Governance and Quality and Community Engagement</b>	

**Policy Statement:** It is essential for the Corporation to maintain strong relationships with both broadly defined government, community and client stakeholders. The organization will have a strategy that will ensure engagement and feedback at various levels from strategic direction to specific service offerings. The Board will provide oversight for stakeholder engagement strategies.

**Purpose:** To ensure the delivery of services and development of plans and programs reflects feedback from stakeholder engagement.

**Procedure or Guideline:**

Section 16(6) of the *Local Health System Integration Act, 2006* requires all health service providers to engage the communities served in planning and setting priorities. Further, the development and successful implementation of the priorities and quality initiatives Quality Improvement Plans depend on the involvement and engagement of the organization’s Board, senior leadership, staff, and clients/residents.

The Board will ensure that processes are established as required for engagement with stakeholders, including the community, when developing plans, defining programs/services, and when setting priorities. It is essential that the Corporation communicate regularly to the broader community about its operations and future directions. The process and scope for community engagement will be approved by the Board, upon the recommendation of the CEO as required.

It will be important for the Corporation to maintain strong relationships with stakeholders that will require the Chair, CEO, and Board representatives to engage in, or establish an ongoing forum, to exchange dialogue on strategic directions, priorities and challenges. PSL ensures opportunities for regular feedback with clients/caregivers from one-on-one visits, town halls, and surveys. PSL’s FCCAP (Family Caregiver and Client Advisory Panel) will be the primary vehicle used to engage with non-government stakeholders. Further PSL will ensure an annual forum that is offered that engages a broad base of stakeholders from clients to government.

Board mechanisms for community engagement are included in the definition and development of

PSL's Strategic Plan, specific strategies to implement the plan, and in defining new service offerings. Plans to specific community engagement processes will be recommended by the CEO for Board approval.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Excellent Management	<b>Section Number:</b> Part II
<b>Policy Title:</b> CEO Selection and Succession Planning	<b>Policy Number:</b> II-1
	<b>Retired Policy Number:</b> 1.7
<b>Date Developed:</b> February 2010 <b>Date Revised:</b> February 2013 April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> CEO Succession Plan – Detailed CEO Job Description
<b>Recommending Committee:</b> Governance	

**Policy Statement:** PSL Board will ensure timely information and updated processes are in place to support CEO Selection and Succession Planning.

**Purpose:** Succession Planning is an important component of strategic planning. It is critical to the success of the organization and should provide for a process that recognizes, develops and retains top leadership talent.

**Procedure or Guideline:**

The Board of Directors has taken steps to ensure a detailed succession plan is in place to support the Board and organization in the event of an unplanned leave or in preparation for selecting a new CEO.

The succession plan decides what steps will be taken to transition from a current leadership to a new CEO. It is an outline or description of the process that the Board of Directors has decided it would use to recruit, hire and supervise a new CEO. This plan should include the following steps:

1. **Review strategic direction, objectives and results** for the next 2-3 years.
2. **Review performance measures and reporting.**
3. **Review key partnerships** and the potential impact your selection could have on future relationships, reorganizations, or organizational changes.
4. **Identify and engage stakeholders** who will be impacted by the process and transition, including the corporate office and client service team (site supervisors).
5. **Review feedback from the CEO** on:
  - ↳ the position and key skills and qualifications for a new CEO.
  - ↳ specific expertise a new CEO will need to advance strategic goals.
  - ↳ support a new CEO can be offered to support the transition process.
6. **Determine job description, skills profile, qualifications, leadership priorities and performance expectations** for a new CEO
7. **Determine** salary and benefits levels associated with similar positions.
8. **Define and assess budget requirements and impact** for the next 6 to 12 months.
9. **Engage the management team** to review their roles, responsibilities, and potential to support the organization through a leadership change.
10. **Determine if an interim appointment is needed.**

11. **Determine search and recruitment requirements.**
12. **Support Board/Director Role - assess director expertise, roles and responsibilities** and determine if additional training, talent, is needed for hiring/selection and transition of new CEO.
13. **Support Board Screening** considering the need for a dedicated Screening Committee.
14. **Define selection criteria.**
15. **Develop promotional and communication plans.**

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Excellent Management</b>	<b>Section Number: Part II</b>
<b>Policy Title: CEO Direction</b>	<b>Policy Number: II-2</b>
	<b>Retired Policy Number: 1.4</b>
<b>Date Developed: December 2009</b> <b>Date Revised: January 2016</b>	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Form(s):</b>
<b>Recommending Committee: Governance</b>	

**Policy Statement:** The Board’s sole official connection to the Corporation, its achievements and conduct will be through the CEO.

**Purpose:** The Board provides direction to the CEO in accordance with Board policies. The Board delegates responsibility and authority to the CEO for the management and operation of the Corporation and requires accountability to the Board.

**Procedure or Guideline:**

The CEO is required to follow directions of the Board as received through the Chair. When Directors or committee members make requests without Board authorization, the CEO can decline such requests when in the CEO’s opinion a material amount of staff time or funds are required to carry out the requests. The CEO may refer the matter through the Chair to the next Board meeting for discussion. **If the matter is time sensitive, the CEO may refer the matter to the Board Chair or designate, who at his/her sole discretion may seek immediate resolution by calling a board meeting or consult with the Board Vice-Chair/or relevant committee chair (s) for final decision, followed by ratification at the next Board meeting.**

The CEO shall perform the duties described in Policy II-3 (CEO Position) as set out in the Board Policy Manual. The CEO will report, and be responsible, to the Board for implementing the Corporation’s strategic plan, operating and capital plan, and for the day-to-day operation of the facilities of the Corporation in a manner consistent with Board policies. The CEO will not cause or, with the CEO’s knowledge, allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business or professional ethics.

The Board, CEO and staff have distinct but interdependent responsibilities in the agency as defined below:

<b>Responsibility</b>	<b>Lead Role</b>		
	<b>Staff</b>	<b>CEO</b>	<b>Board</b>
<b>STRATEGIC DIRECTION</b>			
Develop draft strategic plan	x	x	
Provide input to and approve the strategic plan			x
Formulate annual objectives and performance metrics	x	x	
Approve strategic and annual objectives and related			x

performance metrics			
Review performance metric reports on annual objectives and strategic goals	x	x	x

Responsibility	Lead Role		
	Staff	CEO	Board
<b>PROGRAM QUALITY &amp; EFFECTIVENESS/QUALITY &amp; CLIENT SAFETY</b>			
Approve quality and client safety policies			x
Establish and manage quality and client safety plans	x	x	
Prepare quality and client safety metrics and monitoring	x		
Monitor quality and client safety metrics	x	x	x
Establish and manage client compliment/complaint system	x	x	
Establish a client and family caregiver advisory committee	x	x	x
Train volunteer leaders	x		
Oversee evaluation of products, services and programs		x	x
Maintain program records and prepare program reports	x		

Responsibility	Lead Role		
	Staff	CEO	Board
<b>FINANCIAL AND ORGANIZATIONAL VIABILITY</b>			
Prepare preliminary budget and MSAA	x	x	
Finalize and approve budget and MSAA		x	x
Ensure expenditures are within budget during fiscal year	x	x	
Monitor performance against approved budget and MSAA		x	x
Organize fundraising campaigns	x		
Approve expenditures outside authorized budget			x
Ensure annual audit of organization accounts		x	x

Responsibility	Lead Role		
	Staff	CEO	Board
<b>EXCELLENT MANAGEMENT</b>			
Employ and direct Chief Executive Officer			x
Develop Human Resource strategy and annual plan	x		
Approve Human Resource Strategy and annual plan		x	x
Direct work to staff		x	
Hire and discharge staff members	x	x	
Decision to add staff		x	
Settle discord among staff		x	

Responsibility	Lead Role		
	Staff	CEO	Board
<b>EXTERNAL/COMMUNITY RELATIONS</b>			
Spokesperson for the organization		x	Chair

Represent the organization in the community	x	x	x
Write news stories	x		
Provide organization linkage with other organizations	x	x	x
<b>Responsibility</b>	<b>Lead Role</b>		
	Staff	CEO	Board
<b>BOARD EFFECTIVENESS</b>			
Plan and propose Committee organization			Chair/Officers
Appoint Committee members			x
Advise Committee Chair of tasks to be completed			Chair
Settle dissention between Committees			Chair
Recruit new Board members		x	x
Plan agenda for Board meetings		x	Chair
Take minutes at the Board meetings	x		
Plan and propose Committee organization		x	x
Plan agenda for Committee meetings		x	Chair/Officers
Take minutes at Committee meetings	x		
Prepare exhibits, materials and proposals for Board and Committees	x	x	
Follow-up on implementation of Board and Committee actions/decisions		x	x
Sign legal documents		x	Chair/Officers

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Excellent Management</b>	<b>Section Number: Part II</b>
<b>Policy Title: CEO Position</b>	<b>Policy Number: II-3</b>
	<b>Retired Policy Number:</b>
<b>Date Developed: January 2016 Date Revised: February 2018</b>	<b>Corresponding/Related Policies: Policy II-2 CEO Direction</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Form(s):</b> <b>CEO Employment Agreement</b> <b>CEO Job Description</b> <b>Board Performance Scorecard</b>
<b>Recommending Committee: Governance</b>	

**Policy Statement:** The CEO is accountable to the Board of Directors, reporting through the Chair, and has overall responsibility for ensuring the organization functions within the framework of the strategic plan and meets operational and administrative requirements.

**Purpose:** To ensure the regular review and assessment associated with the CEO position supports the organization in achieving business plan goals and objectives approved by the Board.

**Procedure or Guideline:**

The CEO operates under an Employment Agreement which defines performance expectations and requirements. This Agreement is updated and reviewed annually to ensure specific performance objectives and metrics are in place to advance the Board approved strategic direction. The CEO shall perform all the duties assigned to him/her while in the employ of PSL. Specific targets and measures will be used to monitor performance, and Quarterly reports will be provided to the Board in the form of the Board Performance Scorecard

The position of CEO requires the employee to direct his/her full time attention and ability to PSL business. While this Agreement is in effect the CEO shall not engage in any consulting work or in any trade or business for his/her own account, or for or on behalf of any other person, firm, or corporation that competes, conflicts, or interferes with the performance of his duties determined by PSL. Furthermore, any equity or ownership interest in, or any position on any Boards of Directors of any other company, partnership or other legal entity operating in the industry must be promptly declared in writing by the CEO and PSL shall have the right to require the CEO cease involvement.

The CEO shall use his/her best efforts to promote, develop and extend the interests of PSL and shall not engage in any activity during the course of his employment that conflicts, or appears to conflict with his obligations under the Agreement. The CEO shall observe and abide by all the policies, rules and regulations of the Employer in force or amended. The CEO shall not engage in any activity which violates the Employer’s policies, or which violates any applicable legal requirements, including employment standards requirements, occupational health and safety requirements, and Canada Revenue Agency requirements (including compliance with the *Income Tax Act* (Canada). A breach of this provision shall constitute cause for the termination without notice or other obligation.

Specific responsibilities of the CEO are summarized in Policy II-2 CEO Direction.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Excellent Management	<b>Section Number:</b> Part II
<b>Policy Title:</b> CEO Management and Evaluation	<b>Policy Number:</b> II-4
	<b>Retired Policy Number:</b> 1.6
<b>Date Developed:</b> April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b> II-2 CEO Direction II-3 CEO Position II-5 CEO Compensation
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents</b> CEO Job Description CEO Employment Agreement (Chair holds) Performance Scorecard (incl. Management Tracking) Report
<b>Recommending Committee:</b> Governance	

**Policy Statement:**

Ongoing review of CEO performance against approved plans and deliverable will ensure regular review, assessment, and an opportunity for the Board to discuss expectations with the CEO. It also allows the opportunity for discussion of core competencies and personal development goals. A summary reports on performance will be prepared and presented to the Board as part of the CEO compensation review.

**Purpose:** To monitor and guide CEO performance to meet the expectations of the position and achievement of the strategic objectives outlined in the CEO Performance Agreement (Schedule B of Employment Agreement).

**Procedure or Guideline:**

Upon the recommendation of the Chair, the Board will establish measurable annual performance objectives in cooperation with the CEO, assess CEO performance annually, and determine CEO compensation.

The performance review process provides an opportunity to recognize the CEO’s level of performance, to collaboratively develop the Corporation’s priorities for the next fiscal year to present to the Board for approval and to plan strategies to support the CEO and the Corporation’s operations as articulated in its operational plan.

The Governance Committee will:

- conduct annual CEO Performance and Compensation review within 90 days of fiscal year-end,
- develop CEO Performance Agreement and Compensation plans and recommendations for Board review and approval (utilizing the template developed provincially in response to the Excellent Care for All Act),
- update the CEO Performance Agreement and Compensation as required and review the policies
- define specific targets and measures, and to monitor and report on performance
- oversee an annual Executive coaching and professional development plan
- recommend CEO compensation based on performance report

*The committee may retain the services of a human resources consultant to assist with the program development and implementation as required.*

The CEO is the sole official link between the Board of Directors and the organization that it governs. The responsibilities of the CEO lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives, and mutually agreed to objectives.

The CEO's contributions can be expressed as performance with respect to six components:

- (i) CEO Job Description and Employee Agreement
- (ii) Annual performance objectives negotiated with the Board through its Executive Officers.
- (iii) Organizational achievement of operating plan and corporate objectives.
- (iv) Organizational operation within the boundaries established in Board policies.
- (v) Quality of relationship with senior staff.
- (vi) Quality of relationship with major community stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the CEO.

The CEO will, at the beginning of each fiscal year, draft annual objectives and discuss these with the Board Officers and Governance Committee, prior to presenting them to the Board for approval.

The CEO will, at the end of the fiscal year:

- (i) complete a written self-evaluation of progress on meeting Board approved objectives;
- (ii) complete a report on overall corporate performance for the preceding year;
- (iii) solicit feedback on his/her performance from those staff reporting directly to the CEO;
- (iv) synthesize the highlights of this feedback in a report; and
- (v) forward reports to the Board Officers.

*Essential elements of this material, along with Board members' observations of the CEO's interactions with stakeholders throughout the year will form the basis of the evaluation.*

The Chair will:

- (i) obtain input from the officers of the Board, Committee Chairs and other Board members and prepare a written evaluation of the CEO's performance.
- (ii) provide a summary of the performance review to the Board at its last meeting in the fiscal year or immediately thereafter and arrange an in-camera session for the specific purpose of reviewing the performance evaluation.
- (iii) bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the CEO to his/her attention in writing. The Chair shall meet with the CEO alone or, with Executive Officers, to discuss the evaluation.
- (iv) The Chair shall provide the CEO with quarterly reviews to provide feedback on his/her performance. These reviews will be documented and signed to support the appraisal process.

The CEO shall be provided with a reasonable opportunity to redress any performance deficiencies.

Every five years an external market study will be conducted to review relevant data related to best practices for CEO Performance and Compensation.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Excellent Management	<b>Section Number:</b> Part II
<b>Policy Title:</b> CEO Compensation	<b>Policy Number:</b> II-5
	<b>Retired Policy Number:</b> 1.6
<b>Date Developed:</b> April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b> II-2 CEO Direction II-3 CEO Position II-4 CEO Performance Management & Evaluation
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> CEO Employment Agreement (Chair holds) Business Plan Performance Tracking Report CEO Performance & Compensation Plan Template (Chair holds)
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Governance Committee is responsible for establishing an appropriate and competitive compensation package for the position of CEO for Board approval in order to:

1. attract and retain a highly skilled CEO with the requisite competencies;
2. share the Corporation's process and documentation on measuring and rewarding performance; and
3. motivate and recognize performance. Board is responsible.

**Purpose:** To ensure the Corporation has a well-documented and competitive compensation package to ensure effective leadership and growth in the business.

**Procedure or Guideline:**

The performance expectations and compensation for the CEO will be set out in a Board-approved Employee Agreement between the Corporation and the CEO. The total compensation package for the CEO will include the sum of base salary, vacation, incentive compensation, and benefits.

In keeping with all applicable legislation, CEO compensation will be linked to achieving compliance requirements (including LHIN, HQO and other agency requirements and commitments) and objectives defined in the Board approved business plan.

In establishing the compensation package, consideration will be given to market rates paid for similar positions within the local geographic area and within the Province, particularly as applicable to public sector employment.

Adjustments to the compensation package will be considered on a regular basis, giving consideration to cost of living changes, market rates, and changes in duties or requirements. Changes to the compensation package will only be made upon Board approval, and will generally be made at the time of the annual reviews.

Determination and payout of incentive compensation will be made following annual performance reviews and once all the applicable information is available. Upon the recommendation of the Board Chair and Governance Committee, the Board will approve the incentive compensation recommendation which must be within the limits of the overall salary budget set by the Board.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Excellent Management	<b>Section Number:</b> Part II
<b>Policy Title:</b> CEO Expense Reimbursement & Travel	<b>Policy Number:</b> II-6
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> CEO Expense Form
<b>Recommending Committee:</b> Governance	

**Policy Statement:** Consistent with applicable legislation, the CEO will be reimbursed for reasonable expenses incurred, in compliance with the expense claim directives issued by the Management Board of Cabinet under the *Broader Public Sector Accountability Act, 2010* while carrying out duties and travelling for the Corporation.

**Purpose:** To ensure guidelines exist to reimburse the CEO for costs associated with carrying out duties and travelling for the Corporation.

**Procedure or Guideline:**

CEO reimbursement expenses should be consistent with the expense and travel policies and practices for other employees of the Corporation; exception may be permitted at the discretion of the Chair.

The Chair, in consultation with Finance Manager and Chair of the Finance, Audit and Risk Management Committee, will approve allowable expenses and travel claims.

All out of country travel, paid for by the corporation, is to be approved in writing by the Chair prior to any trip taking place.

CEO expenses will be made public as requested in keeping with the requirements under the *Broader Public Sector Accountability Act, 2010*.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Excellent Management	<b>Section Number:</b> Part II
<b>Policy Title:</b> Board & Management Reports	<b>Policy Number:</b> II-7
	<b>Retired Policy Number:</b> 8.3
<b>Date Developed:</b> April 2016 Date Revised: February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> Board Meeting Agenda & Minute Templates Committee Meeting & Report Templates Business Plan Performance Tracking Report Board Performance Scorecard
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board and Management reports provide for information sharing to enhance business decision-making, focus and provide effective oversight, monitor progress, and to guide the organization’s long term direction in-line with the approved business plan.

**Purpose:** The Board documents provide timely and comprehensive information to support oversight and strategic decision-making.

**Procedure or Guideline:**

The CEO and senior management team will provide regular monitoring and progress reports to Board Committees and the Board to:

- support Board/Committee work plans,
- provide regular updates on objectives outlined in the business plan,
- identify potential opportunities/challenges associated with strategic direction,
- define information required to support longer-term business planning,
- confirm compliance with regulatory reporting and requirements, and
- share and discuss client/stakeholder feedback on service delivery

Reports from the CEO and senior management team align with the broader operational database of records and information gathered by the business to support compliance reporting and other regulatory requirements.

Standard documentation for all Committee and Board meetings ensures accurate records associated with decisions and actions undertaken by the Board. These records of activities and decisions facilitate continuity and build corporate memory. The organization maintains records of the Board’s activities and decisions that are easy to access and meet legal requirements.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Excellent Management</b>	<b>Section Number: Part II</b>
<b>Policy Title: Occupational Health &amp; Safety – Accountability Framework</b>	<b>Policy Number: II-8</b>
	<b>Retired Policy Number:</b>
<b>Date Developed: April 2016</b> <b>Date Revised: January 2017</b> February 2019	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Operational Policies (HR Holds) Board Performance Scorecard
<b>Recommending Committee: Quality &amp; Community Engagement</b>	

**Policy Statement:** The Corporation, the Board and CEO are committed to the health, safety and wellness of employees, and the prevention of occupational injuries and disease in support of a safe and healthy workplace.

The Corporation acknowledges its responsibility to effectively manage and communicate its programs regarding health, safety and wellness and to maintain compliance with the *Occupational Health and Safety Act*, related Regulations, and Accreditation requirements.

The Board is committed to support the CEO and senior management in establishing and meeting occupational health and safety plans and integration into the workplace.

**Purpose:** Every employee, including those with privileges, contractors, students and volunteers are responsible for working in a safe and healthy manner and promoting a secure and hazard free environment.

**Procedure or Guideline:**

The Corporation will establish and maintain an occupational health and safety program which includes procedures for:

- i) a safe and healthy work environment in the Corporation;
- ii) the safe use of substances, equipment and medical devices in the Corporation;
- iii) safe and healthy work practices in the Corporation;
- iv) the prevention of accidents to persons on the premises of the Corporation; and the elimination of undue risks and the minimizing of hazards inherent in the Corporation’s environment; and
- v) the CEO to designate an individual to be in charge of occupational health and safety in the Corporation. The designate will be responsible to the CEO for the implementation of the Occupational Health and Safety Program.

The CEO will report to the Board as necessary on matters concerning the Corporation’s Occupational Health and Safety Program, including an annual report that includes information about the ability of the Corporation to meet occupational health and safety requirements, identification of risk issues, statistical data on incidents, and program outcomes.

All members of the Corporation are expected to demonstrate their commitment towards a safe and

healthy environment by acting in compliance with this Policy.

**Responsibility:**

**Approved by:**



**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Excellent Management</b>	<b>Section Number: Part II</b>
<b>Policy Title: Reporting on Compliance</b>	<b>Policy Number: II-9</b>
	<b>Retired Policy Number:</b>
<b>Date Developed: January 2016</b> <b>Date Revised: February 2018</b>	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Quarterly Reports to the LHIN Quality Improvement Plans to Health Quality Ontario
<b>Recommending Committee:</b> Governance and Quality and Community Engagement	

**Policy Statement:** The CEO will ensure processes and operating policies are in place to comply with legislation (federal/provincial/municipal) and statutory filings, and will report to the Board on the status of statutory filings, compliance with legislation and any associated risks.

**Purpose:** The compliance reporting is critical for Directors in addressing their fiduciary duties, include those imposed by statute such as the *Excellent Care for All Act* and the *Patients First Act*.

**Procedure or Guideline:**

The CEO will report to the Board, on a quarterly basis, on the Corporation’s compliance with the following item:

The Corporation has, as required by law, paid all:

- i. salary, wages and vacation pay owing to employees of the Corporation;
- ii. remittances for employee income tax deductions, Canada Pension Plan (CPP) and Employment Insurance (EI) premiums and contributions;
- iii. Workplace Safety and Insurance Board (WSIB) premiums;
- iv. Employer Health Tax (EHT); and
- v. Harmonized Sales Tax (HST).

The CEO will report to the Board, on a quarterly and annual basis, on the Corporation’s compliance with the following items:

1. The Corporation is in compliance with occupational health & safety legislation, and all appropriate steps are being taken to maintain a safe working environment, including the following:
  - i. a safety committee is in place;
  - ii. safety committee meeting minutes are being maintained; the safety committee’s recommendations and the senior management team’s
  - iii. responses are being recorded;
  - iv. actions are taken, where appropriate;
  - v. safety manuals are up-to-date;
  - vi. hazardous materials are identified;
  - vii. there is proper maintenance of signage;
  - viii. ongoing training is being performed; and

ix. a proper procedure is in place for monitoring compliance on an ongoing basis.

2. Compliance with environmental legislation and regulations.

3. Compliance with the requirements specified under the *Excellent Care for All Act* and the *Patient's First Act*.

Directors' and officers' liability insurance is in place and coverage is suitable to cover risk, the indemnity amount is sufficient, all premiums have been paid, and the policy is up-to-date.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Quality, Effectiveness and Safety of Client Services</b>	<b>Section Number: Part III</b>
<b>Policy Title: Quality Improvement and Safety</b>	<b>Policy Number: III-1</b>
	<b>Retired Policy Number:</b>
<b>Date Developed: December 2015 Date Revised: January 2017 February 2019</b>	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Form(s):</b> <ul style="list-style-type: none"> <li>• <b>Quality Improvement Plan</b></li> <li>• <b>HQO Reports</b></li> </ul>
<b>Recommending Committee: Quality and Community Engagement</b>	

**Policy Statement:** The organization will define indicators and will monitor, report and develop plans to improve the quality of services provided to clients.

**Purpose:** To continue to evolve and strengthen service offerings and potential partnerships as a leader in providing high-quality services that address QIP requirements and *Excellent Care for All Act* and support Ontario’s Action Plan for Health Care.

**Procedure or Guideline:**

Based on the *Ontarians with Disabilities Act, 2005* and the *Excellent Care For All Act, 2010*, the Board recognizes that a high quality health care system is one that is accessible, appropriate, effective, efficient, equitable, integrated, patient centred, population health focussed, and safe. The Board is committed to ensuring that the Corporation is responsive and accountable to the public, and focused on creating a positive patient experience and exceptional outcomes and ultimately this health care organization holds its executive team accountable for its achievement. The Board believes that quality is the goal of everyone involved in delivering health care in Ontario.

The Corporation is committed to meeting or exceeding established and evolving standards of quality and patient safety and addressing quality issues and identifying and acting upon opportunities to continuously improve patient care and service delivery. The Board recognizes the importance of monitoring, evaluating and continuously improving the quality of patient care and services to meet client expectations, Regulatory and Accreditation requirements.

The Board recognizes the importance of the safe delivery of its services, as well as the importance of reducing or preventing the potential for injury or loss to its clients, visitors, employees, professional staff members, students and volunteers. Embedding a culture of patient safety throughout the corporation is an underlying principle in the success of quality improvement. Client safety standards define “freedom from accidental injury” as a goal, and care and management standards are integral to the achievement of this goal. Standards and quality planning will align with the Corporation’s mission, vision, core values and corporate priorities, and will support the goals and objectives of the Corporation’s strategic plan.

The Board is ultimately responsible for oversight and decision making related to quality and safety issues including:

- i) reviewing and recommending policies and standards;
- ii) overseeing compliance with quality and safety related issues, including accreditation; and
- iii) reviewing and making recommendations following adverse events.

In keeping with the requirements under the *Excellent Care for All Act, 2010*, the Corporation will:

- carry out client and caregiver satisfaction surveys and employee satisfaction surveys;
- develop a client declaration of values, and publicly post it;
- establish a client relations process that reflects the content of its patient declaration of values, and publicly post it;
- maintain a Family Caregiver and Client Advisory Panel to support ongoing feedback on client and caregiver needs to increase service quality;
- develop an annual quality improvement plan publicly post it, and provide a copy of it to Health Quality Ontario; and
- establish annual performance targets and metrics related to quality and client and staff safety for monitoring by the Quality & Community Engagement Committee.

The Board Performance Scorecard will provide a summary of key metrics by month and quarter to support oversight. Performance metrics will be supported by an extensive Operational dashboard to ensure accurate reporting on indicators that link to service quality and client and employee safety.

The Quality and Community Engagement Committee will monitor client service quality and safety related metrics against defined performance targets. The CEO will report performance against these metrics, and the Committee will provide updates and next steps to the Board in areas where the achievement of performance targets are not meeting planned trending.

The Board will discuss issues related to quality of client care and client and staff safety on the agenda at every regularly scheduled Board meeting as prepared and presented by the CEO and relevant Committees.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Quality, Effectiveness and Safety of Client Services	<b>Section Number:</b> Part III
<b>Policy Title:</b> Performance Monitoring	<b>Policy Number:</b> III-2
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> December 2015 <b>Date Revised:</b> January 2017	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> Annually <input type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> 1. Business Plan Tracking Form 2. Board Performance Scorecard
<b>Recommending Committee:</b> Quality and Community Engagement	

**Policy Statement:** The Board provides strategic leadership and direction to the Corporation by establishing policies, making governance decisions, monitoring performance related to the key dimensions of the Corporation’s mission, as well as evaluating compliance requirements and Board approved strategic and business plan performance targets.

**Purpose:** To ensure targets are defined and monitored for key performance areas and that the Board is engaged at the Committee level in the review and discussion of business performance, and the identification of action plans to address *at-risk* performance areas.

**Procedure or Guideline:**

The governing body needs to be aware of key quality and safety principles and how these link to ensuring compliance, quality improvement and the achievement of Board approved strategic and business planning goals and objectives. Measurable performance indicators linked to goals and objectives are supported by reports and ongoing monitoring of priority areas to achieve business plan objectives, enhance quality and safety, and reduce risk.

Reports on the status of performance indicators are shared with specific Committees in advance of the Board as a standing section in all Committee agendas, and will form part of the Committee Report to the Board of Directors. Any concerns in trending that could impact the achievement of quarterly performance targets will be assessed, discussed and a proposed recommendation and action plan will be brought forward by Committees to the Board of Directors for review and approval.

Monthly performance reports will be prepared by the CEO and will be presented Quarterly using both the Business Plan Tracking form and the Board Performance Scorecard. These reports link monthly operational data/reporting and where requested more detailed information will be provided to support the governance body. Performance management integrates the achievement of strategic and business plan results with individual performance goals for senior management and the CEO.

Indicators and reports will be reviewed and modified to ensure board oversight of key metrics that reflect changes to compliance requirements, reporting requirements, regulatory structure, and strategic and business planning objectives. Specific measures will be defined to track performance against all key indicators on a Quarterly basis to ensure annual goals and objectives are achieved.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Quality, Effectiveness and Safety of Client Services	<b>Section Number:</b> Part III
<b>Policy Title:</b> Ethics	<b>Policy Number:</b> III-3
	<b>Retired Policy Number:</b> 9.1
<b>Date Developed:</b> January 2010 <b>Date Revised:</b> December 2015 <b>Date Reviewed:</b> February 2018	<b>Corresponding/Related Policies:</b> Operational & HR Policies
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> HR – Client Relations/Confidentiality Agreement ADM – Code of Ethics ADM – Ethics Framework
<b>Recommending Committee:</b> Quality and Community Engagement	

**Policy Statement:** All Board members will conduct themselves according to the highest ethical standards. Every Director and Officer of the Corporation, in exercising in his/her powers and discharging his/her duties, shall:

- a) act honestly and in good faith with a view to the best interests of the Corporation; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Purpose:** To ensure all Board members have a consistent understanding of the meaning of ethical standards with regards to confidentiality, conflicts of interest, use of agency property and technology.

**Procedure or Guideline:**  
PSL’s Ethics Framework defines expectations of Board Members, staff, volunteers and students, and requires all to sign a Code of Ethics form on commencement of employment and yearly thereafter.

Failure to comply with this policy may result in withdrawal of Board positions and/or other volunteer responsibilities, legal action depending on severity of the violation and other actions as deemed appropriate for the violation.

Ethical standards include: respect for individual rights, accuracy of records (e.g. communication material, financial records, Board minutes and associated Corporation records), use of confidential information, conflicts of interest, gifts and gratuities, company property, and technology.

*Peel Senior Link’s ethical standards include, but are not limited to:*

- compliance with laws, regulations, audit/accounting principles, and the Corporation’s By-laws
- compliance with agency policies and procedures
- transparency and appropriate stakeholder engagement to support decision making processes
- demonstrating respect and dignity, and valuing the contribution(s) of individuals
- ensuring a reputation of honesty, integrity and reliability
- respecting the confidentiality of Corporate activities, records, clients and other proprietary information/property except where necessitated by legal and safety constraints
- respecting and co-operating with Board Members, staff, volunteers, clients, and the broader stakeholders when involved in the Corporation’s activities or acting on behalf of the Agency

- considering and representing the interests of both the Agency and its clients
- acting in a non-discriminatory and non-abusive manner towards other personnel and clients
  - acting on any client complaint in a prudent, timely and ethical manner
- avoiding non-ethical relationships with a client or other stakeholders

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Quality, Effectiveness and Safety of Client Services</b>	<b>Section Number: Part III</b>
<b>Policy Title: Privacy, Security and Confidentiality of Information</b>	<b>Policy Number: III-4</b>
	<b>Retired Policy Number: 9.2</b>
<b>Date Developed: December 2015 Date Reviewed: February 2018</b>	<b>Corresponding/Related Policies: 9.1</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Form(s):</b> Confidentiality Form
<b>Recommending Committee: Quality and Community Engagement</b>	

**Policy Statement:** PSL Board of Directors shall comply with all government, legal, and other sector relevant privacy legislation and organizational policies and procedures as applicable to the business of the Board.

**Purpose:** To ensure that all Board members are aware and understand applicable legislation and policies related to privacy and confidentiality.

**Procedure or Guideline:**

All Board members shall sign an oath of office and confidentiality form and act in accordance with all applicable legislation and policies that govern privacy.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title: Quality, Effectiveness and Safety of Client Services</b>	<b>Section Number: Part III</b>
<b>Policy Title: Compliments and Complaints</b>	<b>Policy Number: III-5</b>
	<b>Retired Policy Number: 8.1</b>
<b>Date Developed: February 2015 Date Reviewed: February 2018</b>	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Form(s):</b> Compliments and Complaints Form
<b>Recommending Committee: Quality and Community Engagement</b>	

**Policy Statement:** The agency will follow the established process for filing a compliment or complaint.

**Purpose:** Compliments and complaints are shared and discussed with the appropriate staff as part of our continuous learning and improvement culture.

**Procedure or Guideline:**

Board of Directors do not generally have direct contact with clients/caregivers, and may not intervene in the handling of a specific case by approaching individual staff members or clients/caregivers. Where a client/caregiver makes direct contact with a Board Director for assistance resolving a specific service issue(s), the Board Director should refer the client/caregiver directly to the Chief Executive Officer.

Clients are provided with a *Client Bill of Rights* and service agreement during the intake process. The client service agreement clearly outlines expectations and responsibilities for both the agency and clients. Clients are asked to inform their Supervisor, Client Services of any and all compliments and complaints either through a front-line worker if appropriate, or to their Supervisor. Clients/Caregivers can access a “Compliments and Complaints” form on the PSL website or can pick up a hard copy at any PSL site office.

Concerns about the management of a case must be conveyed to the Chief Executive Officer. The Chief Executive Officer shall inform the Board of any complaints, and the action taken to respond during an in-camera session. Client names and any identifying personal information will be withheld:

- when case information is presented to the Board or a committee for orientation
- when case information is shared for illustrative purposes, or
- during a complaints report back.

The only exception to these general principles is if the Board is reviewing a client/caregiver complaint on appeal following the decision of the Chief Executive Officer.

Service providers and supervisory staff will initially respond to client/caregiver complaints to address any concerns about the nature or quality of services provided by the Corporation. Compliment and Complaint Forms can be directed to higher Corporate points of contact. Clients/caregivers shall be provided with an opportunity to appeal decisions to a higher level up

to the CEO. In the event the Board is involved in reviewing such appeals they shall establish a tribunal from among its Directors to hear the client/caregiver and review the matter. Directors of the tribunal shall adhere to the Oath of Confidentiality. They may not overturn staff decisions but may make recommendations to the Chief Executive Officer on the matter and may recommend policy amendments to the Board.

As a final note, a client has the right at any time to file a written complaint with the Health Services Appeal and Review Board (HSARB).

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Financial & Organizational Viability	<b>Section Number:</b> Part IV
<b>Policy Title:</b> Financial Guidelines	<b>Policy Number:</b> IV-1
	<b>Retired Policy Number:</b> 2.1 & 8.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> February 2015 February 2017, February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** The Board is accountable to ensure sound financial practices are followed and all legislative, regulatory, funder, accounting, and financial reporting requirements are adhered to and applicable documentation and reports are provided to the Finance, Audit & Risk Management Committee and the Board.

**Purpose:**  
The CEO will operate PSL in a sound and prudent fiscal manner for PSL’s short- and long-term financial health and manage risk.

**Procedure or Guideline:**

**I.     *Financial Condition and Activities***

With respect to the actual, ongoing financial condition and activities, the CEO will operate PSL in a sound and prudent fiscal manner for PSL’s short- and long-term financial health and manage risk, not deviating materially from board-stated priorities and strategic plan and addressing risk:

1. Accordingly:
  - a) total expenses shall not exceed available organizational resources
  - b) unrestricted operating expenses shall not exceed unrestricted operating income
  - c) all other board policies (see Budgeting) are met
2. The CEO will maintain internal financial reports sufficient to monitor the financial activity of PSL in accordance with all other financial policies. The CEO will report quarterly to finance, audit & risk management committee and quarterly to the Board:
  - a) Prepare a quarterly report as approved by the Board
  - b) Prepare quarterly financial statements (balance sheet, P&L, variance analysis report, cash flow, and year-end forecast)
  - c) Quarterly and annual financial performance review provided to the Finance, Audit & Risk Management Committee and to the Board
  - d) Maintain internal controls as defined by the standards of the Chartered Professional Accountants Canada (CPA) to provide reasonable assurance on the reliability of financial reporting, effectiveness and efficiency of the operation, and compliance with applicable laws and regulations.
  - e) Maintain internal controls as defined in the audit requirements.
3. The CEO will ensure the accurate preparation and submission of timely reports, fees and documentation required by federal, provincial (including the LHIN’s), and other agencies as

required.

4. The CEO will ensure payroll remittances to Canada Revenue Agency (CRA); WSIB and EHT to the government of Ontario, and other debts are made in a timely manner.
5. Cheque signing/online payment authority lies with the Board Chair, Vice Chair, Treasurer, CEO, and COO  
Cheques up to \$2,000 can be signed by either the CEO or the Chief Operating Officer, or one of the following: Board Chair, Vice-Chair, Treasurer  
Cheques greater than \$2,000 up to \$25,000 require two signatures (any two of those with cheque signing authority)  
Cheques over \$25,000 require two signatures (any of those with cheque signing authority, however, one of which must be a Board member)
6. If signing officer requests additional information it must be provided in a timely manner to the requestor. Any item not budgeted requires Board resolution, or with the approval of the Finance, Audit & Risk Management Committee.
7. The CEO's expenses and company VISA statement shall be approved by the Board Chair or other designated Executive Officer.
8. The CEO will aggressively pursue receivables.

***Financial Condition and Activities Policies will be monitored:***

- Monthly financial reporting provided to the Finance, Audit & Risk Management Committee
- Quarterly financial reporting provided by the Treasurer to the Board for review & approval.
- External annual audit to be performed by Board appointed auditor.

***II. Financial Planning and Budgeting***

The CEO will prepare financial plans and annual operating and capital budgets that achieve approved strategic directions and promote the long-term stability and sustainability of PSL.

1. Accordingly, the CEO will prepare an annual budget:
  - a) in which expenses do not exceed the amount of funds which are conservatively expected to be received in that period.
  - b) in which temporarily and permanently restricted assets will be segregated to ensure that PSL complies with donor and funder restrictions. .
  - c) the agency recognizes and will work towards achieving a reserve fund to ensure sustainability of operations

Abides by guidelines as set out by funding agencies.

2. In addition, the CEO will prepare and maintain:
  - a) a long-term **high level multi-year** financial plan in alignment with the Strategic Plan, **monitored through the Finance, Audit & Risk Management Committee workplan and Board**
3. The Annual Budget for the upcoming fiscal year April 1 – March 31 must be presented and approved by the Board for the current fiscal year based on the Community Annual Planning Submission (CAPS) deadline. The annual budget will be reviewed and revised Quarterly to ensure continued compliance with all Board financial policies, and a year-end forecast to budget be prepared for committee review.

***III. Asset Protection***

1. The CEO will protect and adequately maintain all tangible and intangible assets of PSL. Accordingly, the CEO will:
  - a) Maintain required insurance to address asset replacement value and liability and corporate insurance to cover board, staff, volunteers, and the organization based on funders requirement, market comparisons and the brokers review

- b) Assure that equipment is adequately maintained and repaired
- c) Assure that the organization, its board or staff is not unnecessarily exposed to claims of liability adequately addressing risk.
- d) Approve purchases only in the instances that he or she is sure that:
  - 1. prudent protection has been exercised against a conflict of interest,
  - 2. comparative prices and quality have been investigated for all purchases,
  - 3. all purchases over \$5,000 have been subjected to stringent criteria with a minimum of 3 quotes for comparison of long-term cost and quality.
- e) Ensure that intellectual property, information and files are protected from loss or significant damage, and that the disaster recovery plan is updated annually.
- f) Invest or hold operating capital only in secure instruments such as interest-bearing, insured savings or checking accounts and bonds of no less than AA rating.
- g) Protect PSL's public image and credibility at all times.

2. The CEO will not encumber or dispose of real property without Board approval.

#### **IV. Grants and Contracts**

Grant funds must be used in prudent, lawful and ethical ways and in accordance with funder restrictions. In addition, the CEO shall:

- a) Only enter into those grant arrangements in which PSL has a reasonable expectation of delivering the promised activities and results and that have been approved by the Board.
- b) Any subcontractors must also be reasonably expected to deliver promised activities and results and to use funds in prudent, lawful and ethical ways. All subcontracts of federal and provincial funds must conform to grant requirements.
- c) Not enter into grant or contract arrangements which place the financial solvency of PSL at risk.
- d) Assure that temporarily restricted and permanently restricted assets are appropriately segregated to ensure compliance with funder restrictions.
- e) Seek approval by the Board of Directors for any grant request which alters the strategic priorities set by the Board or which affects any board governance prerogatives.

#### **Grants and Contracts Policies will be monitored:**

Method:

Frequency:

Internal (report from CEO to the Finance, Audit & Risk Management Committee Monthly  
 External as per the annual audited financial report presented to the Board by the Treasurer for approval Annually

#### **V. Fundraising**

***The CEO will support any staff or Board fundraising, or managerial activity not discussed elsewhere in a manner which is legal, ethical, and prudent and embodies sound business practices.***

- PSL shall comply with all applicable local, provincial and federal laws regulating fundraising.
- The CEO will meet all CRA requirements on a timely basis.
- Fundraising practices should meet the following standards for ethical practices outlined by Imagine Canada and the Association of Fundraising Professionals:
  - a) On request and in accordance with donor wishes, prospective donors will be provided with an annual report and audited financial statements. Those documents will include sufficient information to provide a basis for informed giving decisions.
  - b) Solicitations, promotional and informational materials, distributed by any means, shall be accurate, truthful and not misleading, in whole or in part, and shall include a clear

description of the programs and activities for which funds are being requested.

- c) PSL shall, to the best of its ability, ensure that general contributions are used in accordance with donors' wishes or PSL's stated purposes. Restricted gifts will be used in accordance with donors' specific requirements. Donor gifts shall be acknowledged on a timely basis.
  - d) PSL will establish and exercise adequate controls over fundraising activities conducted by staff, volunteers, consultants, and contractors, including commitment to writing of all fundraising contracts and agreements.
  - e) PSL will not engage in compensation-based fundraising based on a percentage of charitable contributions raised.
  - f) PSL will honor donor requests for confidentiality and shall comply with privacy legislation.
  - g) Donor lists shall not be rented, sold or exchanged with other organizations.
  - h) Fundraising practices should encourage voluntary giving and should not apply unwarranted pressure.
- The CEO may not conduct revenue generating activities not directly related to the express purposes of PSL without prior approval of the Board.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Financial & Organizational Viability	<b>Section Number:</b> Part IV
<b>Policy Title:</b> Borrowing Funds	<b>Policy Number:</b> IV-2
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> March 2015 <b>Date Revised:</b> April 2016, February 2018	<b>Corresponding/Related Policies:</b> IV-1 Financial Guidelines
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** Peel Senior Link’s Board of Directors have authority to borrow funds as set forth in the Canada Corporations Act, and specifically under PSL by-law number five Article 11.7 Borrowing Powers.

**Purpose:** To borrow money from a chartered bank as deemed required by the Board.

**Procedure or Guideline:**

*Borrowing Power*

Without limiting the borrowing powers of the Corporation as set forth in the Canada Corporations Act, the Board may from time to time, on behalf of the Corporation, to borrow funds.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Financial & Organizational Viability	<b>Section Number:</b> Part IV
<b>Policy Title:</b> Financial Investments	<b>Policy Number:</b> IV-3
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> July 2015 <b>Date Revised:</b> April 2016 February 2017, February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** Peel Senior Link can hold unrestricted and restricted reserves, depending on the source of funds and agreements. These funds are invested on behalf of the agency in order to ensure a stable base of operations to deal with a funding shortfall in any given fiscal year due to unexpected or extraordinary circumstances.

**Purpose:**  
To acquire the best rate of return possible but at the same time being compatible with the objectives to retain principal, utilize safe and secure investments through chartered banks, and minimize risk.

**Procedure or Guideline:**

The Board of Directors, on advice from the Finance, Audit & Risk Management Committee, determines the agency's risk tolerance, timelines, objectives, and investment restrictions related to prohibited securities, quality, diversification requirements, or social issues.

- The Finance, Audit & Risk Management Committee will review policy compliance, asset allocation, performance and other policy questions and report to the Board of Directors.
- The Chief Executive Officer and/or Director, Finance ensures that the overall administration of the investment policy is in compliance with Board decisions.
- The Director, Finance monitors all investments and reports on investment returns to the Finance, Audit & Risk Management Committee no less than on a quarterly basis.
- The Finance, Audit & Risk Management Committee will report on investments as part of the financial quarterly reports to the Board of Directors.
- The Finance, Audit & Risk Management Committee will review the Investment Policy at least annually, and report to the Board of Directors.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Financial & Organizational Viability	<b>Section Number:</b> Part IV
<b>Policy Title:</b> Audit	<b>Policy Number:</b> IV-4
	<b>Retired Policy Number:</b> 2.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> March 2015, February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** PSL annual audit must meet the CPA guidelines and other related legislative criteria.

**Purpose:**  
To ensure that the financial statements are free of material misstatement.

**Procedure or Guideline:**

Recommendation for audit services will be done by the Finance, Audit & Risk Management Committee.

Appointment of auditor at the annual general meeting by a motion of the Board of Directors.

Discharge of Auditor at the discretion and decision of the Finance, Audit & Risk Management and requires Board resolution

Board with the Finance, Audit & Risk Management have the authority to specify an interim auditor until the next AGM

Board with the Finance, Audit & Risk Management may appoint special audit services at any time.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Financial & Organizational Viability	<b>Section Number: Part IV</b>
<b>Policy Title:</b> Contingency Fund	<b>Policy Number:</b> IV-5
	<b>Retired Policy Number:</b> 2.3
<b>Date Developed:</b> July 2015 <b>Date Revised:</b> February 2017, February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** Peel Senior Link operates with a contingency fund for unexpected or unusual circumstances that may arise within any fiscal year.

**Purpose:**  
To minimize the financial risk to the agency, its' Board of Directors and employees, the agency maintains a contingency fund to cover outstanding liabilities, and minimize the financial risk of unexpected and or unusual circumstances that may arise.

**Procedure or Guideline:**  
That the Board of Directors of Peel Senior Link retain an investment account for the purpose of covering unexpected and or unusual circumstances on a going concern basis.

- The Board of Directors, on advice from the Finance, Audit & Risk Management Committee, ensures that these funds are invested in keeping with Peel Senior Link's Investment Policy in order to minimize risk.
- The Finance, Audit, & Risk Management Committee will provide recommendations to the Board of Directors from time to time on the level of restricted and unrestricted reserves and contingency funds held by the agency.
- The Chief Executive Officer and/or Chief Operating Officer ensures that the overall administration of the reserve and contingency fund(s) will be in compliance with Board decisions.
- The Director, Finance monitors all reserve and contingency funds and reports on their financial performance to the Finance, Audit & Risk Management Committee.
- The Finance, Audit & Risk Management Committee will review the status of the reserve and contingency funds on a regular basis, and make recommendations to management on the reinvestment of the funds.
- The Finance, Audit & Risk Management Committee will review the Reserve and Contingency Fund Policy at least annually.
- The interest earned from Reserve and Contingency Funds will be reinvested into the Reserve and Contingency Funds as earned.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Financial & Organizational Viability	<b>Section Number:</b> Part IV
<b>Policy Title:</b> Quality & Risk Management	<b>Policy Number:</b> IV-6
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> July 2014, February 2018	<b>Retired Policy Number:</b> 1.8
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Corresponding/Related Policies:</b> II-1 – Financial Guidelines II-4 - Audit
<b>Related Forms &amp; Documents:</b> Committee Terms of Reference	
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** The Board is accountable for the establishment and effective monitoring of quality and risk management and for the continuous monitoring and improvement of such practices are maintained within the organization.

**Purpose:** To outline the framework, guidelines and committees for quality and risk management within PSL.

**Procedure or Guideline:**

The Board is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and board from potential liabilities; resources are sufficient to minimize risk to employees, volunteers and the broader community; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises including external and pandemic crisis.

**Risk Management Framework**

The purpose of risk management is to proactively identify, prevent, contain and mitigate risks that threaten the viability of the organization and the achievement of strategic objectives of the corporation. It is a continuous process involving the following stages:

1. Risk Identification
2. Risk Assessment and tolerance for risk
3. Risk Mitigation
4. Monitor, Review and Learn

**Risk Identification and Risk Assessment:**

The Board with the CEO to complete the applicable assessment of risks and provide recommendations associated with the following items:

- Strategic Risk – risk related to strategic direction, governance, organizational structure and decision-making
- Financial Risk – risk related to the effectiveness of fundraising activity, financial processes, procurement and contracts, Ministry of Health funding and report submissions, donations and issuance of tax receipts
- Technology Risks – risk regarding the security,

privacy and integration of IT systems and infrastructure, and disaster recovery planning

- Human Capital Risk – risk related to the attraction and retention of employees, workforce planning, training, union issues, succession planning, and volunteer issues
- Legal and Regulatory Risks – risks related to legislative requirements, contractual obligations, real property issues and legal claims
- Environment, Health and Safety Risks – risks related to occupational health and safety, as well as potential pandemic situations
- Public Image Risks – risks related to perceptions of all stakeholders
- Client Safety Risk – risks related to client health and safety.

***Risk Mitigation:***

The Board will review risks, assessments and recommendations and direct the CEO to take the appropriate action in a timely manner via the following processes:

**Align mandate and scope:** Align monitoring and control functions with business objectives and identify the risks that can make the most impact on the organization. Address these risks with people who have the strongest knowledge of the subject.

**Coordinate infrastructure and people:** Continually evaluate potential gaps in risk functions, the consistency of roles, responsibilities and the capability levels of employees, and to invest in skills development.

**Maintain consistent methods and practices:** Apply a structured approach to key aspects of risk management, including identification and assessment of risk, continual improvement of risk mitigation efforts, risk monitoring and escalation protocols, and risk validation and reporting.

**Use common information through technology:** Use IT systems to consistently share risk information throughout the organization. This enhances decision-making over a wide range of areas.

***Monitor, Review and Learn:***

The CEO will report to the Board of actions taken, repercussions for consideration, and make such reports in a timely manner.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Finance, Audit & Risk Management	<b>Section Number:</b> Part IV
<b>Policy Title:</b> Enterprise Risk Management	<b>Policy Number:</b> IV-7
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> January 2016 <b>Date Revised:</b> February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Risk Management Report (Audit, Finance, & Risk Management Committee) Operational Dashboard
<b>Recommending Committee:</b> Finance, Audit & Risk Management	

**Policy Statement:** Enterprise Risk Management is a process by which the Organization’s Board of Directors, management and other personnel (applied in strategy setting and across the enterprise) identify potential events and conditions that may affect the Organization, and manage those risks to provide reasonable assurance regarding the achievement of strategic and operational objectives.

**Purpose:** This policy governs corporate and operational risks so that the Organization’s mission can be achieved. The policy outlines organizational roles and responsibility for Risk Management so that managing risk becomes engrained in all strategic engagements and that Risk Management is practiced by all employees.

- Procedure or Guideline:**
- Board of Directors:
    - Approve the Risk Policy
    - Approve the Risk Plan including methodology, tolerance levels, impact and likelihood definitions.
    - Engage in oversight responsibilities
  - CEO/Senior Management Team are:
    - The owners of the risks
    - To inform the Board about key risks impacting the organization
    - To identify risks affecting the corporation and implement the appropriate control measures;
    - To review all operational risks to ensure that appropriate control measures are in place;
    - To define accountability as well as clear reporting lines regarding risk control;
    - To ascertain that everyone is managing their risks within acceptable tolerances;
    - To consider the potential impacts of high-risk items on the strategic plan;
    - To allocate budget and resources to control risks where required;
    - To provide regular risk reports to the Board via the Finance, Audit and Risk Management Committee
    - Develop a risk approach and project manage operational and corporate risks in a

- systematic manner;
- Develop a risk map;
- Assist Supervisors to develop and implement risk control strategies;
- Measure the success of risk control activities;
- Promote best practices for risk control activities
- Supervisors:
  - Evaluate and prioritize risks for control actions including risk items assigned to them;
  - Develop plans to control the risks;
  - Implement risk control measures according to risk tolerance; and
  - Escalate if risks cannot be controlled satisfactorily.
- Employees:
  - Report all operational risks that could affect achievement our mission, or results in financial loss, client/public/employee safety or reputational damage.
  - Carry out risk control actions assigned to them.

**Enterprise Risk Management to be aligned with:**

**VISION** - Leading in the expansion of services for seniors in need of support in our community.

**MISSION** – Quality and valued assisted living services by helping seniors live independently with dignity and respect.

**VALUES** - Respect | Quality (*people-centered*) | Equity/Diversity (*equitable access based on patient/client need*) | Communication | Learning | Sustainability (*measureable results driven*) | Fabric of the Community (*community-focused*)

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Principles of Governance & Board Accountability	<b>Policy Number:</b> VA-1
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> Annually <input type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents(s):</b> By-laws Strategic Plans Committee Terms of Reference and Work Plans Time and financial Requirements of Board Membership
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board is accountable for governance of the Corporation and governs through the direction and oversight of the business and affairs of the Corporation in accordance with its By-laws, mandate, vision, mission & core values, governance policies and applicable laws & regulations.

**Purpose:** To guide the organization to achieve its stated purpose.

**Procedure or Guideline:**

The Board adheres to a model of governance through which it provides strategic leadership and direction to the Corporation by establishing policies, making governance decisions, monitoring performance related to the key dimensions of the Corporation’s mission, as well as evaluating its own effectiveness and by building system relationships.

The Board, in exercising his or her duties, acts at all times in the best interests of the Corporation, having regard for its accountabilities to:

- its clients and caregivers,
- the community served,
- the Government of Canada and Ontario (Government) and other contracts/agreements
- the Mississauga-Halton and Central-West Local Health Integration Network (LHIN) and its relationship with other service providers.

The Board strives for a collaborative approach to decision-making, based on evidence, best practice, open debate and a forthright examination of all issues while respecting and valuing dissenting views.

The Board maintains at all times a clear distinction between the governance and operation of the Corporation, while recognizing the interdependencies between them.

The Board is accountable to:

- the quality of client care and safety of the Corporation’s stakeholders;
- engaging the communities served when developing strategic plans, Committee workplans, and setting priorities for the delivery of health care;
- operating in a fiscally sustainable manner within its resource envelope and utilizing its

- resources efficiently and effectively to fulfill the Corporation’s mission and mandate;
- advocating for and seeking resources to provide appropriate care;
- the appropriate use of community contributions and resources;
  - considering the diversity of needs and interests in its policy formulation and decision-making;
  - the Government for compliance with applicable laws and regulations, policies and directions and implementation of approved capital projects;
  - the LHIN for ensuring that the Corporation operates in a manner that is consistent with:
    - ↳ the M-SAA (Multi-Sector Accountability Agreement), and
    - ↳ LHIN’s integrated health service plan and priorities;

The Board is committed to making information available to the public in a timely manner to support good governance practices following the guidelines to protect personal privacy and the protection of information that is exempt or excluded from disclosure as defined under the *Freedom of Information and Protection of Privacy Act*.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Roles & Responsibilities of the Board of Directors	<b>Policy Number:</b> VA-2
	<b>Retired Policy Number:</b> 1.3
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws Roles and Responsibilities of Board Members Form
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board governs by fulfilling the following roles:

**Policy Formulation** - Establish policies to provide *guidance* to those empowered with the responsibility to lead and manage operations.

**Decision-Making** - On matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that are in the best interest of the Corporation.

**Oversight**  
Monitor and assess organizational processes and outcomes.

**Purpose:** The Board will ensure Director roles and responsibilities reflect the requirements to provide good governance and oversight.

**Procedure or Guideline:**

**Roles & Responsibilities of the Board**

**Strategic Direction**

- engage with the community served, the LHIN and other health service providers when developing plans and setting priorities;
- establish and periodically review the Corporation’s mission, vision and core values;
- contribute to the development of and approve the strategic plan of the Corporation, confirming that it is aligned with community need, Ministry policy, the LHIN integrated health services plan and promotes where appropriate integration with other health service providers;
- conduct a review of the strategic plan as part of a regular annual planning cycle;
- review the Board’s decisions for consistency with government policy, the LHIN’s integrated health service plan, and the Corporation’s mission, vision, core values and strategic plan; and
- monitor and measure-corporate performance regularly against the approved strategic plan and Board approved performance indicators.

**Oversight - Excellent Management**

- select and appoint the CEO;
- establish measurable annual performance expectations in co-operation with the CEO; assess CEO performance annually and determine compensation;
- delegate responsibility and authority to the CEO for the management and operation of the Corporation and require accountability to the Board;

- establish measurable annual performance expectations in co-operation with the CEO and assess performance annually to determine compensation;
- approve the plans for CEO succession;
- establish and monitor implementation of policies to provide the framework for the management and operation of the Corporation in compliance with applicable laws and regulations.

***Program Quality and Effectiveness***

- review and approve the Quality Improvement and Health Equity Plans and approve a process and schedule for monitoring Board-approved performance metrics related to quality of care, patient safety and organizational risk;
- review policies that provide a framework for addressing ethical issues arising from care, education and research in the Corporation; and
- receive timely reports from the CEO on plans to address variances from performance standards, and oversee implementation of the remediation plans.

***Financial and Organizational Viability***

- review and approve the annual budget submission including the capital and operating budget; approve the Multi-Sector Accountability Agreement and monitor financial performance against the budget and performance indicators;
- review financial and organizational risks and risk mitigation plans regularly;
- review the financial reporting process, management information systems, internal controls and business continuity plans annually;
- review policies on asset protection, purchases, contracts, leases, borrowing and signing authority; and
- review quarterly financial reports and approve the annual audited financial statement.

***Board Effectiveness***

- recruit Directors and where appropriate Non-Director members of committees, who are skilled, experienced, reflective of the communities we serve and committed to the Corporation and plan for the succession of Directors and Board Officers;
- establish a comprehensive Board orientation program and ongoing Board education;
- establish Board goals and an annual work plan for the Board and its committees and monitor the Board’s timely receipt of appropriate information to support informed policy formulation, decision-making and monitoring;
- establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board;
- establish a policy and process for evaluating the performance of the Board as a whole and of individual Directors that fosters continuous improvement.

***External Relationships***

- monitor the establishment and maintenance of good relationships with the Ministry of Health and Long Term Care and other government Ministries in fulfilling its obligations under provincial policies and with the LHIN in fulfilling the Corporation’s Multi-Sector Accountability Agreement;
- review the Corporation’s fulfillment of its contribution to ensuring a positive working relationship with other community health care providers;
- review the mechanisms in place for effective two-way communication within the Corporation with staff, volunteers, and community stakeholders.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Roles & Responsibilities of an Individual Director	<b>Policy Number:</b> VA-3 <b>Retired Policy Number:</b> 1.10
<b>Date Developed:</b> January 2010 <b>Date Revised:</b> April 2016 February 2018	<b>Corresponding/Related Policies:</b> VA-1 Principles of Governance & Board Accountability VA-2 Roles & Responsibilities of Board of Directors VA-13 Conflict of Interest
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws Director's Declaration Form Roles and Responsibilities of Board Members Form Oath of Office and Confidentiality Agreement Board Orientation Manual (Operation's Coordinator holds)
<b>Recommending Committee:</b> Governance	

**Policy Statement:** A Director acts ethically, honestly, and in good faith with a view to the best interests of the Corporation and in so doing, supports the Corporation in fulfilling its mission and discharging its accountabilities. A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

A Director does not represent the specific interests of any constituency or group. A Director acts and makes decisions that are in the best interest of the Corporation as a whole. A Director commits to the vision, mission and core values of the Corporation and complies with applicable laws and regulations, the Corporation's By-laws, and Board policies.

**Purpose:** To ensure effective Board functioning.

**Procedure or Guideline:**

All Directors will complete a Director's Declaration of compliance, and sign a Roles and Responsibilities Form, at the annual AGM.

**Directors Accountability**

Directors of the corporation acknowledge and accept the Board of Directors s accountable to:

- its clients and communities served
- the Government of Canada and Ontario
- the Mississauga-Halton and Central-West LHINs

Directors confirm they:

- have complied in the past and agree to comply in the future with the performance expectations stated in the document *Responsibilities of an Individual Director*.
- do not have a conflict of interest which would prevent them from serving as a Member of the Board pursuant to Conflict of Interest provisions in Article 6 of the Corporate By-law and Board policy manual.
- will participate at Board and Committee meetings pursuant to the provisions of Article 5 of the Corporate By-laws.

### ***Exercise of Authority***

A Director carries out the powers of office only when acting as a member during a duly constituted meeting of the Board or one of its committees as defined in the By-laws. A Director respects the responsibilities delegated by the Board to the CEO, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

### ***Conflict of Interest***

A Director does not place him/herself in a position where his/her personal interests conflict with those of the Corporation. A Director complies with the Conflict of Interest provisions in Article 6.1 of the Corporate By-law and the Board Policy Manual.

### ***Team Work***

A Director maintains effective relationships with Directors, management and stakeholders by working positively, cooperatively and respectfully with others in the performance of his/her duties while exercising independence in decision making.

### ***Participation***

A Director expects to receive relevant information in advance of the meetings and reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Director considers the need for independent advice to the Board on major corporate actions.

### ***Formal Dissent***

A Director reviews the minutes of the previous meeting on receipt and insists that they record any Director's disclosure, abstinence or dissent. A Director who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in his/her absence unless he or she formally records a dissenting view with the Board secretary. While an absent Director may formally record a dissenting view at the next meeting at which the Director is in attendance, this does not change the decision reached by the Board.

### ***Board Solidarity***

The official spokesperson for the Board is the Chair or the Chair's designate. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Chair.

### ***Confidentiality***

Every Director shall respect the confidentiality of the information of the Corporation, including matters brought before the Board and all Committees, keeping in mind that unauthorized disclosure of information could adversely affect the interests of the Corporation.

### ***Time and Commitment***

A Director is generally expected to commit the necessary time required to fulfill Board and committee responsibilities including preparation for and attendance at Board meetings, assigned committee meetings and events. A Director who is absent for three consecutive Board meetings, without being granted a leave of absence by the Board, subject to review by the Chair and may be asked to step down from the Board.

All Directors are expected to serve on at least one Board committee and to represent the Board and the Corporation in the community when requested by the Chair.

### ***Skills, Expertise and Essential Competencies***

A Director actively contributes specific skills and expertise and possesses the following essential competencies and qualities which are necessary for all Directors to fulfill their responsibilities:

- personal and professional integrity, wisdom and judgment;
- a commitment to ethical standards and behaviour;
- experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;

- ability to participate assertively and communicate effectively as a member of the team with other members of the Board and senior management;
- ability to think critically and ask relevant questions at a strategic level.

***Education, Evaluation and Continuous Improvement***

A Director seeks opportunities to be educated and informed about the Board and the key issues in the Corporation and broader health care system through review of the Board Orientation Manual, participation in Board orientation and ongoing Board education.

A Director is committed to a process of continuous self-improvement as a Director. All Directors participate in evaluation of the Board and elected Directors participate in individual-Director peer assessment and act upon results in a positive and constructive manner.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Guidelines for the Selection of Directors	<b>Policy Number:</b> VA-4
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 <b>Date Revised:</b> January 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Form(s):</b> By-laws Board Candidate Interview Form Director Selection Checklist Board Skills Matrix Board Term Dates
<b>Recommending Committee:</b> Governance	

**Policy Statement:** To Board will ensure fairness and continuity in assessing potential Directors, in order to establish and maintain the highest possible level of contribution from Board Directors. The Board will follow a formal review process, for potential Directors that includes using established selection criteria.

**Purpose:** To ensure effective selection of Directors.

**Procedure or Guideline:**

**Balance within the Board**

- The Board as a whole should be seen by the community it serves, government and the broader community as capable, experienced and well able to govern the organization; and
- The membership of the Board and its Committees should be drawn widely to achieve a balance of skills and expertise needed for the Board to fulfill its governance roles and responsibilities and to reflect the diversity of the community it serves.

**Board Skills and Expertise**

While the Board will give priority to recruitment of different skills, expertise and experience over time, the Directors should collectively possess a range of specific skills, expertise and experience from among the following:

- audit, accounting and finance;
- senior level business leadership in a complex corporate environment
- governance;
- strategic planning;
- community leadership;
- construction, project management (may be a time-limited requirement);
- information systems management/technology;
- marketing, communications and media/public relations;
- quality, risk management and performance measurement;
- law;

- government relations
- public policy and research;
- knowledge of health care systems;
- human resource management; and
- health education.

**Director Qualities and Competencies**

Beyond the range of skills and expertise identified above, the essential competencies and qualities that are necessary for all Directors to fulfill their responsibilities include:

- experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- personal and professional integrity, wisdom and judgment;
- a commitment to ethical standards and behaviour;
- an ability to work and communicate effectively as a member of the team with other Directors and senior management; and
- ability to think critically and ask relevant questions at a strategic level.

As defined in the Corporate By-law (Article 4 Section 4.3, no individual shall be qualified for election or appointment as a Director if he or she:

- a) is less than 18 years of age;
- b) has the status of a bankrupt;
- c) does not have his or her principal residence in the Province of Ontario; and
- d) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Board Size, Composition, and Term	<b>Policy Number:</b> VA-5
	<b>Retired Policy Number:</b> 1.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 June 2016 February 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board will maintain an appropriate size and composition of Directors to sustain governance and provide sufficient diversity to represent the stakeholder interests while facilitating discussions in which every director can participate meaningfully.

**Purpose:** To provide specific guidance on the size and composition of the Board of Directors.

**Procedure or Guideline:**

In accordance with the Corporate By-law #5 (Article 4.1), the Board will consist of a minimum of 3 and a maximum of 15 Directors fixed by special resolution from time to time, who satisfy the criteria set out in Article 4.3 of the Corporate By-law.

A Director shall be eligible for re-election provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than six consecutive years. In determining a Director's length of service as a Director, service prior to the coming into force of the By-law shall be included. Despite the foregoing a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such a trial term shall be excluded from the calculation of the maximum years of service.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Board Standing Committee Principles & Terms of Reference	<b>Policy Number:</b> VA-6
	<b>Retired Policy Number:</b> 1.5
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> December 2012 April 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws Committee Terms of Reference and Work Plans
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board may establish Committees to support oversight and governance and approve the terms of reference and guidelines of each committee.

**Purpose:** To ensure the effective functioning of Board Committees.

**Procedure or Guideline:**

As per the Corporate By-law Article 8.1), the Board may establish Committees from time to time. The Board shall determine the duties of such committees. The Board Committees shall be:

- Board Standing Committees, being those committees whose duties are normally continuous; and
- Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

**Board Standing Committees**

The following Board Standing Committees will be established:

- Finance, Audit and Risk Management Committee;
- Governance Committee; and
- Quality and Community Engagement Committee;

**Board Standing Committee Principles**

**a) Relationship between the Board and Board Standing Committees**

- i. The Board will determine the duties of each committee. The Board will approve terms of reference and membership of the Board committees annually on the recommendation of the Governance Committee as soon as possible following the annual meeting.
- ii. The Board will monitor the performance of its Board committees at each regular Board meeting through minutes or a summary written report and a verbal report by the committee chair related to specific recommendations of the Board committee for approval by the Board.
- iii. The Terms of Reference for Board committees will be reviewed annually by the respective committee, which will make recommendations to the Governance Committee and thereafter to the Board for approval as appropriate
- iv. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such delegation will be framed so as to not

conflict with the authority delegated to the CEO.

- v. Unless otherwise specified, Board committees may not commit or bind the Corporation to any course of action and no decision of a committee is binding on the Board until approved or ratified by the Board.
- vi. Unless otherwise authorized to do so, a Board committee may not engage independent legal counsel or consulting advice without prior Board approval.
- vii. The Chair, Vice-Chair, or CEO may, at any time, call a special meeting of a Board Standing Committee.

**b) Mandate of Board Standing Committees**

- i. The number and type of committees should support the Board in fulfilling its defined responsibilities and maximizing the participation of individual Directors.
- ii. The Board as a whole is responsible and accountable for the work that is done on its behalf by committees, task groups, etc.
- iii. The Corporate By-law #5 (Article 8.1) provides for the establishment of Board Standing Committees. The mandate for each Board Standing Committee is outlined in a terms of reference.
- iv. Board Standing Committees should establish annual goals, work plans and work products for Board approval.
- v. The Board, through the Governance Committee should conduct a periodic review of Board Standing and Special Committees to ensure the continuing relevance of their mandate and membership.

**c) Membership**

- i. The responsibility for Board Standing Committee participation should be balanced among all Directors.
- ii. All Directors should be expected to serve on at least one Board Standing Committee.
- iii. Subject to specific exceptions by the Board, or in accordance with law, the majority of Board Standing Committee members should be elected Directors.
- iv. Subject to the approval by the Board, non-Directors (community members) may be appointed to serve on designated Board Standing Committees.
- v. Board Standing Committee Terms of Reference should specify a defined number of members including both elected and ex-officio Directors and additional non-Director (community) members as appropriate.
- vi. The Chair, Vice-Chair and members of Board Standing Committees are appointed annually by the Board on the recommendation of the Governance Committee, following a canvass of Directors for their interests and preferences.
- vii. All members of Board Standing Committees will be considered voting members, unless otherwise designated.
- ix. Each Board Standing Committee will be supported by appropriate professional and administrative staff resources.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Position Description for the Chair	<b>Policy Number:</b> VA-7
	<b>Retired Policy Number:</b> 1.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 April 2016 <b>REVIEW</b> <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b> VA-1 Principles of Governance & Board Accountability VA-2 Roles & Responsibilities of Board of Directors
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws Board Member Position Descriptions
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Chair plays a critical role on the Board, leading the Board in its oversight of the business affairs and management of the Corporation.

**Purpose:** To define and provide guidelines for the position of Board Chair.

**Procedure or Guideline:**

As per the Corporate By-law (Article 10.1), the chair shall be elected by the Board from among the Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all Board committees. The chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two consecutive years. Notwithstanding the foregoing, where a Director has served two consecutive years as Chair, the Board may, by Board resolution, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four consecutive years.

**Role Statement**

- The Board Chair, working collaboratively with the CEO, provides leadership to the Board, ensures the integrity and effectiveness of the Board’s governance process and represents the Board to outside parties, including the LHIN Board, the Boards of health system partners and the media.
- The Board Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Board members and between the Board and CEO.
- The Board Chair ensures that all matters relating to the Board’s responsibilities are brought to the attention of, and discussed by, the Board.
- The Board Chair presides at meetings of the Board and members of the Corporation.
- The Board Chair is an ex-officio member of all Board committees but may elect to share this responsibility with the Vice-chair.

## **Responsibilities**

### **Board Meetings**

- Ensure that the Board adopts an annual schedule of meetings and work plan that is consistent with the Board's roles and responsibilities and PSL's mission, vision and strategic directions;
- Establish meeting agendas in collaboration with the CEO that are aligned with PSL's strategic direction, annual Board goals and work plan;
- Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work including:
  - ↳ that meetings are conducted according to applicable legislation, the By-laws and the Board's governance policies and Rules of Order;
  - ↳ that the Board performs a governance role that respects and understands the role of management;
  - ↳ preserving order at Board meetings and ruling on procedural matters as required;
  - ↳ encouraging input and ensuring that the Board hears both sides of a debate or discussion;
  - ↳ encouraging all Directors to participate;
  - ↳ facilitating the Board in reaching consensus.
- Ensure relevant information is made available to the Board in a timely manner and that external advisors are available to assist the Board as required;
- Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making processes of the Board;
- Ensure that the work of the Board committees is aligned with the Board's responsibilities and annual work plan and that the Board respects and understands the role of Board committees and does not redo committee work at the Board level;

### ***Direction***

- Serve as the Board's central point of official communication with the CEO with respect to both Board policy direction and decisions and matters of interest/ concern to individual Directors;
- Guide and counsel the CEO regarding the Board's expectations and concerns;
- Cultivate within the Board a culture of team work and mutual respect between the Board and management, recognizing that the CEO is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve corporate objectives;
- In collaboration with the CEO, develop the standards and format for reporting by Board Committees and the management team which will ensure that the Board has appropriate and timely information to make informed decisions
- Liaise as required with Standing Committee Chairs to ensure effective co-ordination of Standing Committee reports and recommendations to the Board.

### ***Performance Appraisal***

- Participate as a member of the Governance Committee in monitoring and evaluating the performance of the CEO through an annual process as outlined in Board policy on "CEO Performance Evaluation".
- Communicate to the CEO on relevant matters immediately following in-camera sessions of elected Directors.

### ***Representation***

- Ensure that the Board is appropriately represented at PSL functions, other official functions and to the public at-large;

- Serve as the Board’s exclusive spokesperson and contact with the media, unless otherwise delegated;
- Serving as the Board’s representative, cultivate a collegial working relationship and participate as required in meetings with the Mississauga-Halton Local Health Integration Network (MHLHIN) and the Central-West Local Health Integration Network (CWLHIN), peer health service provider board Chairs and other internal and external stakeholders.

***Board Conduct***

- Set a high standard for Board conduct and enforce policies and By-laws regarding Board member conduct.

***Mentorship***

- Serve as a mentor to other Board members;
- Ensure that all members of the Board contribute fully;
- Address issues associated with underperformance of individual Directors.

***Succession Planning***

- Ensure succession planning occurs within the Governance Committee for Directors, Officers and the CEO.

***Skills, Attributes and Experience***

- The Board Chair will demonstrate the following personal qualities, skills and experience:
- All of the personal attributes required of a Director;
- Leadership;
- Strategic and facilitation skills;
- Political acuity, tact, diplomacy and impartiality;
- Ability to effectively influence and build collaborative relationships within the Board;
- Ability to establish trusted advisor relationship with the CEO and other Board members;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, Senior Management, the MHLHIN and the community;
- Record of achievement in one or several areas of skills and expertise required within the Board.

***Term***

The Board Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two consecutive years. Notwithstanding the foregoing, where a Director has served two consecutive years as Chair, the Board may, by Board resolution, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four consecutive years. If a Director assumes the position of Chair in the fifth year of his or her term, the Director’s term may be extended by one year to accommodate the tenure of Board Chair, which is two years.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Position Description for the Vice-Chair	<b>Policy Number:</b> VA-8
	<b>Retired Policy Number:</b> 1.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 June 2016 <b>Date Reviewed:</b> January 2018	<b>Corresponding/Related Policies:</b> VA-1 Principles of Governance & Board Accountability VA-2 Roles & Responsibilities of Board of Directors VA-3 Responsibilities as an Individual Director
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> By-laws Board Member Position Descriptions
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Vice Chair works collaboratively with the Board Chair. He or she supports the Board Chair in fulfilling his or her responsibilities. The Vice-Chair shall have all the powers and perform all the duties of the Board Chair in his or her absence.

**Purpose:** To define and provide guidelines for the position of Board Vice-Chair.

**Procedure or Guideline:**

As per the Corporate By-law (Article 10.2), the Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned to the Vice Chair by the Board.

**Responsibilities include:**

***Board Chair Substitute***

Assume the duties of the Board Chair in the Chair's absence or disability, or as requested by the Chair, including representing the Board and the organization at official functions and to the public at-large.

***Board Conduct***

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Board member conduct.

***Mentorship***

Serve as a mentor to other Board members.

***Committee Membership***

Share with the Board Chair the responsibility for serving as ex-officio member of Board Standing Committees.

***Skills, Attributes and Experience***

The Vice-Chair will demonstrate the following personal qualities, skills and experience:

- All of the personal attributes required of a Director;

- Leadership;
- Strategic and facilitation skills;
- Political acuity, tact, diplomacy and impartiality;
- Ability to effectively influence and build collaborative relationships within the Board;
- Ability to establish trusted advisor relationship with the CEO, and other Board members;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, Senior Management, the LHINs and the community;
- Record of achievement in one or several areas of skills and expertise required within the Board.

**Term**

The officers of the Corporation shall hold office for one year from the date of appointment in their stead and shall be eligible for reappointment.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Position Description for the Treasurer	<b>Policy Number:</b> VA-9 <b>Retired Policy Number:</b> 1.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 June 2016 <b>June 2018</b>	<b>Corresponding/Related Policies:</b> VA-1 Principles of Governance & Board Accountability VA-2 Roles & Responsibilities of Board of Directors VA-3 Responsibilities as an Individual Director
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-Laws Board Member Position Descriptions
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Treasurer is a Director and works collaboratively with the Board Chair, CEO and Senior Manager, Finance to support the Board in fulfilling their fiduciary responsibilities. The Board takes steps to ensure the duties of the Treasurer are fulfilled.

**Purpose:** To define and provide guidelines for the position of Treasurer.

**Procedure or Guideline:**

**Responsibilities include:**

*Monitoring and Reporting Requirements*

- Monitor the financial activities of the Corporation, ensure that complete and accurate records are kept of all of the Corporation’s financial matters in accordance with generally accepted accounting practices;
- Keep up to date on audit, financial and compliance reporting requirements.

*Mentorship*

- Serve as a mentor to other Directors.

*Committee Membership*

Serve as Chair of the Finance, Audit and Risk Management Committee

*Committee Chair*

- Establish agendas in collaboration with the staff support and preside over meetings of the Finance, Audit and Risk Management Committee and fulfill the other responsibilities of a Committee Chair as per the Position Description of a Committee Chair.

*Audited Financial Statement*

- Present to the members of the Corporation at the annual general meeting as part of the annual report, an audited financial statement of the Corporation and the report thereon of the independent auditors.



***Skills, Attributes and Expertise***

The Treasurer will demonstrate the following personal qualities, skills and experience:

- All of the personal attributes required of a Director;
- Financial Expertise and Literacy. An accounting designation would be an asset
- Ability to chair a meeting such that decisions are made in a manner that is respectful and efficient;
- Willingness and ability to commit time to the Board and committee responsibilities of Treasurer;
- A record of achievement;
- The ability to communicate efficiently and effectively.

***Term***

The officers of the Corporation shall hold office for one year from the date of appointment in their stead and shall be eligible for reappointment.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Position Description for the Secretary	<b>Policy Number:</b> VA-10
	<b>Retired Policy Number:</b> 1.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 June 2016 June 2018	<b>Corresponding/Related Policies:</b> VA-1 Principles of Governance & Board Accountability VA-2 Roles & Responsibilities of Board of Directors VA-3 Responsibilities as an Individual Director
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By Laws (9.1) Board Member Position Descriptions
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Secretary, who is the CEO, works collaboratively with the Chair to support the Board in fulfilling its fiduciary and overall governance responsibilities.  
The Board takes steps to ensure the duties of the Secretary are fulfilled.

**Purpose:** To define and provide guidelines for the position of Board Secretary.

**Procedure or Guideline:**

As per the Corporate By-law (Article 10.3), the Secretary shall carry out the duties of the secretary of the corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, of the Board, and of Board Committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the By-laws or the Board.

**Responsibilities include:**

**Board Conduct**

Support the Chair in maintaining a high standard for Board conduct and uphold policies and By-laws regarding Director conduct, with particular emphasis on fiduciary responsibilities.

**Document Management**

- Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees;
- Attend to correspondence on behalf of the Board;
- Have control of all minute books, documents, registers and the seal of the Corporation and ensure that the same are maintained as required by law;
- Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Trust Instruments and Funds**

- Maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting these to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario);

- At least semi-annually, provide an accounting to the Board concerning all funds held in trust by the Corporation.

***Meetings***

- Give such notice as required by the By-laws for all meetings of the Corporation, the Board and Board committees;
- Attend all meetings of the Corporation, the Board and Board committees.

***Other***

- Perform such other duties as may be required of the Secretary by the Board.

***Delegation***

As Board Secretary, the CEO may delegate the performance of a duty or duties assigned to the Secretary to the Board Liaison Officer or any other person(s) as approved by the Board but retain responsibility for ensuring the proper performance of such duties. However, such delegation is understood to be mandatory when the Board is considering matters relating to the CEO.

***Skills, Attributes and Experience***

The Secretary will demonstrate the following personal qualities, skills and experience:

- All of the personal attributes required of a Director;
- Knowledge of law, regulation and policy concerning the Corporation, including legal compliance and reporting requirements;
- Demonstrate the utmost corporate integrity;
- The ability to communicate effectively.

***Term***

The officers of the Corporation shall hold office for one year from the date of appointment in their stead and shall be eligible for reappointment.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Position Description for Board Committee Chair	<b>Policy Number:</b> VA-11
	<b>Retired Policy Number:</b> 1.2
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 June 2016 June 2018	<b>Corresponding/Related Policies:</b> VA-1 Principles of Governance & Board Accountability VA-2 Roles & Responsibilities of Board of Directors VA-3 Responsibilities as an Individual Director
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws Board Member Position Descriptions
<b>Recommending Committee:</b> Governance	

**Policy Statement:** A Committee Chair, working collaboratively with the Chair of the Board to support the Board in fulfilling its fiduciary responsibilities and with assigned staff support, provides leadership to the Committee. He or she ensures that the terms of reference of the Committee are followed. He or she effectively manages issues to promote effective dialogue. He or she respects that the Committee has no direct management role with PSL staff.

The Board takes steps to ensure the duties of the Committee Chairs are fulfilled.

**Purpose:** To define and provide guidelines for the position of Committee Chair.

**Procedure or Guideline:**

**Role Statement**  
As per the Corporate By-law #5 (Article 8.3), the Board shall appoint the chair of the committee.

**Responsibilities include:**

**Agendas** - Establish agendas in collaboration with staff support and preside over meetings of the Committee.

**Work Plan** - With the assistance of staff support, develop a work plan for the committee.

**Leadership**

- Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues;
- Ensure a fair discussion, especially when differences and conflicting opinions arise.

**Expertise**  
Serve as a leader within the Board on the matters addressed in the committee’s terms of reference.

**Advise Board Chair**  
Advise the Board Chair on the key issues addressed by the committee.

**Reports**  
After committee meeting(s), with the assistance of staff support, prepare a decision support summary for submission to the Board.

***Mentorship***

Serve as a mentor to committee members and develop a succession plan for the Chair.

***Skills, Attributes and Experience***

A Committee Chair will demonstrate the following personal qualities, skills and experience:

- All of the personal attributes required of a Director;
- Interest and experience related to the work of the committee;
- Ability to chair a meeting such that decisions are made in a manner that is timely and respectful; and
- Willingness and ability to commit time to the responsibilities of the Committee Chair.

***Term***

Committee Chairs shall be elected annually by the Board on the recommendation of the Governance Committee for a maximum of three one-year terms. In exceptional circumstances and with Board approval, the term may be extended.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Policy Framework	<b>Section Number:</b> Part VA
<b>Policy Title:</b> Conflict of Interest	<b>Policy Number:</b> VA-12
	<b>Retired Policy Number:</b> 1.10
<b>Date Developed:</b> January 2010 <b>Date Revised:</b> April 2016 June 2018	<b>Corresponding/Related Policies:</b> VA-3 Responsibilities of an Individual Director
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> By-laws
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board ensures declaration of conflict for Directors associated with meetings, decision-making, and in setting the direction for the business.

**Purpose:** To ensure the highest business and ethical standards and the protection of the integrity of the Board.

**Procedure or Guideline:**

Refer to the Corporate By-law Article 6 for specific direction regarding conflict of interest related to contracts.

This policy guides Directors, with a real, potential or perceived conflict of interest, on how to declare their conflict and the process for dealing with conflict situations.

Directors owe a fiduciary duty to the Corporation. Included in that duty is the requirement to avoid conflicts of interest. The term “conflict of interest” refers to a situation where financial, professional or other personal considerations may compromise, or have the appearance of compromising, a Director’s judgment in carrying out his/her fiduciary duties as a Director.

All Directors must understand their duties when a conflict of interest arises. The principles set out in this policy are to be regarded as illustrative. Directors are required to meet both the letter and spirit of this policy.

**Examples of Conflict of Interest**

Situations where a conflict of interest might arise cannot be set out exhaustively.

Conflicts of interest generally arise in the following circumstances:

1. When a Director is directly or indirectly interested in a contract or proposed contract with the Corporation. For example: Directors are bidding on or doing contract work for the Corporation.
2. When a Director acts in self-interest or for a collateral purpose. When a Director diverts to his/her own personal benefit an opportunity in which the Corporation has an interest.
3. When a Director has a conflict of “duty and duty”. This might arise when:
  - i) the Director serves as a board member or officer of another corporation that is related to; has contractual relationship with; has the ability to influence the Corporation policy; or has any dealings whatsoever with the Corporation; or
  - ii) the Director is also a director or officer of another corporation, related or otherwise, and

possesses confidential information received in one boardroom that is of importance to a decision being made in the other boardroom. The Director cannot discharge the duty to maintain such information in confidence as a director of one corporation while at the same time discharging the duty to make disclosure as a director of the other corporation.

4. When a Director uses for personal gain information (for example related to human resources financial aspects of the Corporation, or related to patient care) received in confidence only for the Corporation's purposes.
5. When a Director and his/her family will gain or be affected by the decision of the Board. For example, a Director or member of the Director's family may benefit from a specific health care service or program that the Corporation is considering.

### **Conflict of Interest Process**

#### **Application**

All Directors, including *ex-officio* Directors, and all non-Director members of Board committees must follow the conflict of interest process.

#### **By-laws (Article 6)**

The Corporate By-law contains provisions concerning conflict of interest that must be strictly adhered to in the matters described in the By-laws. The Corporate By-law reflects the requirements of the *Corporations Act*. The process set out in the Corporate By-law applies to direct and/or indirect interest in a contract or proposed contract. There are, however, other conflict situations beyond those specifically covered in the By-laws and this policy also addresses those conflicts and sets out the process to be followed when a conflict or potential conflict arises.

#### **Process**

**By-laws:** All Directors must comply with the conflict of interest requirements of the Corporate By-law.

**Conflicts and Potential Conflicts outside the By-laws:** Not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the Corporate By-law. There might be cases where a conflict or perceived conflict of interest might be harmful to the Corporation notwithstanding compliance with the Corporate By-law.

**Self-Identified:** In these circumstances, if the Director has a real, potential or perceived conflict, the Director will disclose the conflict at the earliest opportunity and will describe its nature and extent. If a Director is uncertain whether a conflict exists, the Director will err on the side of disclosure. The Director and the Board will then follow the **Process for Resolution** outlined below.

**Potential Conflict Identified by Another Director:** If any Director believes that another Director:

- i) has breached his/her duties to the Corporation;
- ii) is in a position where there is potential breach of duty to the Corporation;
- iii) has an actual or potential conflict of interest; or
- iv) has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on the Corporation;

then the Director will refer the other Director to the **Process for Resolution**.

#### **Process for Resolution**

The actual, potential or perceived conflict will be referred to the following process for resolution:

1. The Director must declare to the Board or committee the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be considered. If a declaration is made at a committee meeting, it must be repeated at the next Board meeting to assure disclosure to the full Board.
2. The Director may remain present for the purpose of answering questions prior to the discussion

and the vote.

3. The Director shall not be present during discussion of the matter in which he or she has a conflict or a potential conflict of interest (real or perceived), shall not attempt in any way to influence the voting and shall not vote.
4. In the event that a Director or a Board committee member discloses a conflict or potential conflict of interest (real or perceived) and refrains from, and is not present during the vote, the meeting quorum shall not be affected.
5. Where the matter of the conflict is unclear, the Director shall refer the matter to the chair of the Governance Committee or where the issue may involve the chair of the Governance Committee, to a member of the Governance Committee who is not in conflict, with notice to the CEO.
6. The Chair of the Governance Committee (or member of the Governance Committee who is not in conflict as the case may be) will either: (1) resolve the matter informally or (2) refer the matter to the Governance Committee for resolution.
7. If the matter cannot be resolved in accordance with (7) above to the satisfaction of the chair of the Governance Committee (or member of the Governance Committee who is not in conflict as the case may be), the matter will be referred to the full Board for review.
8. If the matter cannot be resolved to the satisfaction of the Board, the chair of the Governance Committee (or member of the Governance Committee who is not in conflict as the case may be) shall forward it to dispute resolution.

#### **Dispute Resolution Mechanism**

If the matter cannot be resolved following the **Process for Resolution**, the Board may appoint an acceptable non-Director to independently review (and call on such resources as necessary to review) the matter in question and make a recommendation to the Board.

#### **Minutes**

At the beginning of every Board and every Board Committee Meeting, members will be reminded of the Governance conflict of interest policy and requested to declare any potential conflicts of interest.

If there are no disclosures, the minutes will reflect this accordingly.

The Board will record every disclosure of a real, potential and perceived conflict of interest and its general nature in the minutes.

#### **No Accountability for Profits**

If a Director has disclosed a conflict of interest in compliance with this policy, the Director is not accountable to the Corporation for any profits the Director may realize from the decision.

#### **Failure to Disclose**

If a Director knowingly fails to disclose a conflict of interest as required by this policy, the Director may be asked to resign or may be subject to removal from office pursuant to the Corporate By-law and the *Corporations Act*.

A Director's failure to comply with this policy does not, in or of itself, invalidate any decision made by the Board.

#### **Public Disclosure**

The Corporation will make this policy, as amended from time to time by the Board, available to the general public.

**Responsibility:**

**Approved by:**



**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Nomination Process for Officers, Directors, Committee Chairs and Non-Director Member of Committees.	<b>Policy Number:</b> VB-1
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 <b>Date Revised:</b> June 2018	<b>Corresponding/Related Policies:</b> VA-2 Roles & Responsibilities of Board of Directors VA-3 Responsibilities as an Individual Director VA-4 Guidelines for the Selection of Directors VA-5 Board Size & Composition
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> By-laws (1.1 Definitions) Director's Declaration Form
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board of Directors has the responsibility to ensure there is a documented process to nominate Officers, Directors, Committee Chairs and Non-Director members of Board Committees.

**Purpose:** The nomination process provides a systematic, transparent, accountable and fair process by which the Board, with the advice and assistance of the Governance Committee, will recommend a slate of candidates for approval by the Board and subsequent election by the Members at the annual meeting.

**Procedure or Guideline:**

**Nomination of Directors**  
The PSL Governance Committee will:

- i. determine the number of vacancies in the office of Directors considering incumbent Directors who are eligible for re-election.
- ii. use the Guidelines for the Selection of Directors, review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise that are required to fill vacancies. Where an incumbent Director is seeking re-election, in addition to the foregoing criteria, the Governance Committee will take into consideration that individual's self-evaluation of his/her own performance as a Director, his/her history as a Director and the contribution that he/she has made to the Corporation.
- iii. publicly advertise Board vacancies in a manner to be determined by the Governance Committee.
- iv. provide summary information on the responsibilities of a Director and Guidelines for selection.
- v. invite formal applications by interested individuals on a standard form to be provided by the Corporation, which will be forwarded to the Chair of the Governance Committee for review.
- vi. identify a short-list of candidates for interview and evaluation by the Governance Committee against the criteria set out in the Guidelines for the Selection of Directors;
- vii. obtain personal references and criminal reference checks for the candidates selected for nomination as Directors.
- viii. recommend to the Board Directors equal to the number of vacancies for approval by the Board and for subsequent election by the Members at the annual meeting.
- ix. in the event of a mid-term vacancy of an elected Board Member, the Board may request that the Governance Committee initiate a process to select a replacement Board Member.

As per the Corporate By-law #5 (Article 4.7), nominations made for the election of Director at a member's meeting may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members, which are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

### **Nomination of Board Directors**

The PSL Governance Committee will:

- i. before the completion of the second one-year term of an incumbent Chair, the Governance Committee will canvass Directors for expressions of interest in the position of Chair or nomination of another Director, based on the position description and qualifications for Chair.  
Note: the Governance Committee will confirm whether or not the Chair wishes to be elected for a second one-year term and canvass the Directors to confirm their support for a Chair to be elected for a second one-year term.
- ii. before the completion of the second one-year term of an incumbent Vice-Chair, the Governance Committee will canvass Directors for expressions of interest in the position of Vice-Chair or nomination of another Director, based on the position description and qualifications for Vice-Chair.  
Note: the Governance Committee will confirm whether or not the Vice-Chair wishes to be elected for a second one-year term and canvass the Directors to confirm their support for a Vice-Chair to be elected for a second one-year term on the understanding that he/she would subsequently be elected by the Board to the position of Chair.
- iii. as required, the Governance Committee will develop an inventory of candidates for Vice-Chair based on Director feedback.
- iv. the Governance Committee will interview potential candidates, having regard for the position description and qualifications for Chair and Vice-Chair and the results of their Director evaluations.  
Note: for members of the Governance Committee seeking election as Vice-Chair, the Governance Committee will exclude potential candidates from Committee deliberations in relation to this position.
- v. where there are multiple candidates for the position of Vice-Chair, the Governance Committee will:
  - a. canvass the Board on the perceived strengths and weaknesses of the potential candidates and agree on a nominee to recommend for appointment by the Board.
  - b. provide a list of the candidates to the Board for a vote by secret ballot
- vi. in the event of a mid-term vacancy in the office of Chair, the Board, after reviewing the recommendation of the Governance Committee, may appoint a Vice-Chair as Chair or appoint another elected director as Chair.
- vii. in the event of a mid-term vacancy in the office of Vice-Chair, the Board, after reviewing the recommendation of the Governance Committee, may appoint another elected director as Vice-Chair.

### **Nominations for Chair and Non-Director Members of Board Committees**

The Board, on the recommendation of the Governance Committee, will appoint the Director and non-Director members of the Board Committees.

Guidelines for nominations of Chair to Board Committees – the PSL Governance Committee will:

- i. canvass each Director to obtain expressions of interest in serving on specific Board Committees for the coming year, including interest in assuming responsibilities as Committee Chairs.
- ii. nominate specific Directors for assignment to Board Committees The Governance Committee,

in consultation with the incumbent Board Chair and Vice-Chair, will have regard for:

- a. preferences of Directors;
  - b. balance of skills and expertise;
  - c. prior experience in relation to matters before the committee;
  - d. the expectation that, over the course of his/her service as a Director, each Director will serve on at least one Board Committee; and
  - e. other criteria as determined by the Board.
- iii. Unless otherwise provided, the Committee Chair or Vice-Chair, as designated by the Board Chair, and the CEO will be *ex officio* members of all Board Committees.
  - iv. Ensure that each Board Committee will be composed of at least three elected Directors.
  - v. Inform The Board, on the recommendation of the Governance Committee, will appoint the Committee Chair, which must be a Director.

### **Guidelines for the Appointment of Non-Director Members to Board Committees**

Board Committees can include non-Director members. Non-Director members will act in an advisory capacity as non-voting members on Board Committees. The non-Director members will be appointed annually by the Board for a maximum of a one year term (which can be renewed annually for a total participation of 4 years).

As part of the annual nominations process the Governance Committee, in consultation with Board Committee members, may:

- i. determine the number of advisory non-Director member positions required;
- ii. identify the specific skills and expertise for these positions;
- iii. advertise positions in a manner to be determined by the Governance Committee;
- iv. invite formal applications by interested individuals on a standard Corporate form to be submitted to the Secretary and forwarded to Committee Chairs for review; and
- v. request the Board Secretary to obtain personal and criminal reference checks for potential candidates.

Board Committee Chairs will recommend non-Director member participants for appointment by the Board.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Board Manual and Orientation for new Members	<b>Policy Number:</b> VB-2
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 December 2016 <b>Date Revised:</b> June 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board of Directors has the responsibility to ensure Board members are informed of their roles, responsibilities and obligations. New members must receive orientation to understand and carry out their responsibilities. All Directors must have access to timely and consistent information and the necessary training to continue to carry out their responsibilities.

**Purpose:** The Board orientation provides new Directors with the information required to ensure they are prepared to carry out their responsibilities as quickly, confidently and effectively as possible. Further all Directors must have access to up-to-date and accurate information to support them in the review of information necessary to carry out their responsibilities.

**Procedure or Guideline:**

Orientation to the role of Board Director needs to serve several functions:

- to support the Director’s understanding of PSL’s role and mandate; to familiarize the member with Board policies, processes and practices;
- to identify for the Director the essential information sources which support a general broad understanding of PSL as a health service provider agencies; and
- to help the new Director feel a valued part of PSL’s team dedicated to the improvement of health care delivery.

As soon as possible after the election or appointment of a Director, an orientation session will be scheduled, and will include:

- an introduction to and tour of the Corporation, including a meeting with the CEO, Chair, and Staff (including members of the senior management team);
- overview of Governance Roles and Responsibilities and Staff/Board Relationships;
- performance status and future challenges with regard to funding, quality and utilization, benchmarking and performance indicators, accreditation;
- the Corporation’s relationships with health system partners, and
- an introduction to Board Committee roles and responsibilities.

The Governance Committee members shall participate in the development, review and endorsement of search and orientation processes, plans and key decision-making points and make recommendations for Board approval.

**Peel Senior Link’s Director information and training updates are integral to supporting Board functioning and oversight. Directors participation on the Board is supported by:**

**Reference Material:** Contents are maintained on-line to ensure Directors have timely and consistent access to key information. Content includes legal documents; information on the Corporation and its Board policies; and Ministry information.

**Board Meeting Presentations:** Information/education presentations may be included as part of the Board's regular meetings or scheduled times as directed by the Board.

**Relevant Education Programs:** Directors may attend relevant educational programs sponsored by organizations other than the Corporation. Reasonable expenses of attending and/or participating in such programs will be reimbursed according to the established policy with the prior written approval of the Chair.

**Community Engagement Opportunities:** Invitations to attend community engagement events will assist the Director's understanding of health care needs and issues.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Ongoing Board Education	<b>Policy Number:</b> VB-3
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 <b>Date Revised:</b> June 2018	<b>Corresponding/Related Policies:</b> VB-2 Board Orientation
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board is committed to continuing education for Directors to support effective governance.

**Purpose:** To ensure Directors are informed and given the opportunity to gather insights and knowledge to them in meeting their roles and responsibilities, including: support for sound decision making, high-levels of performance and required oversight.

**Procedure or Guideline:**

A firm commitment to continuing education is the responsibility of each Director and a factor to be considered in the election or re-election of a Director. Ongoing Board education opportunities will be identified to support annual goals and objectives. It is expected that Directors will participate in the ongoing education process.

Directors will be canvassed annually for expressions of interest to attend educational sessions and conferences. The potential interest will be discussed with the Governance Committee within the context of the overall potential budget allocation for external Board education. Reasonable expenses of attending and/or participating in such programs will be reimbursed according to the established policy with the prior written approval of the Chair. The number of Directors attending will be based on the value of the session or conference and the estimated cost. The Chair may from time to time determine that a limit be placed on attendance at any one session.

The annual operating budget will include an estimate of Board expenses for education sessions and conferences. Directors who attend these meetings are encouraged to provide a report to the Board.

**Directors are encouraged to attend:**

- LHIN sponsored Education Sessions and Programs
- Other Relevant Education Programs sponsored by organizations other than the Corporation.
- **Special** Board meetings scheduled to support review and development of long-term strategic plans, achievements, and to review performance against the Board’s annual workplan objectives. In addition, special meetings and guests may be arranged to support key initiatives and understanding.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Board Priorities & Workplan	<b>Policy Number:</b> VB-4
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 December 2016 <b>Date Revised:</b> June 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Strategic Plan
<b>Recommending Committee:</b> Governance	Committee Terms of Reference and Work Plans Board Governance Policies

**Policy Statement:** The Board will establish priorities and workplans consistent with the Corporation’s vision, mission, core values and strategic plan.

**Purpose:** To ensure alignment of Board oversight with the mandate and objectives of the Corporation, and to enhance Board governance and functioning.

**Procedure or Guideline:**

The Board priorities will be reflected in the priorities reflected in Board Standing Committee workplans, and in the workplans of any Special Committees. On an annual basis, the Board Committees will establish specific priorities that are consistent with the Corporation’s vision, mission and core values, the strategic plan and support the resolution of key issues that are a priority for the Board in the coming year. The Board will review its progress toward the achievement of the annual Board priorities through Committees on a quarterly basis.

The Board Committee workplans will review and address Board Governance policies requirements and the following “Roles and Responsibilities” of the Board:

- Strategic Direction
- Excellent Management
- Program Quality and Effectiveness
- Financial and Organizational Viability
- Community Relationships
- Board Effectiveness – governance policy framework and process

The Board will evaluate its success in the achievement of Committee workplans on an annual basis with a report at the Board meeting before the annual meeting.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Board Meetings	<b>Policy Number:</b> VB-5
	<b>Retired Policy Number:</b> 3.1
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> April 2016 June 2018	<b>Corresponding/Related Policies:</b> I-2 Strategic Planning & Reporting II-4 CEO Performance Management & Evaluation II-7 Board & Management Reports
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> Board Meeting Agenda and Minute Templates Committee Meeting and Report Templates Business Plan Performance Tracking Report Performance Scorecard (incl. Management Tracking) Template Document Control Guidelines By-laws
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board shall conduct all required and ad hoc meetings with assigned protocols and documentation in accordance with applicable By-laws.

**Purpose:** To ensure efficient and effective meeting management for the conduct of all Board business.

**Procedure or Guideline:**

**Meetings of Directors**  
The Board shall meet at least quarterly at such times and in such places as may be determined by the Board or the Chair. Special meetings of the Board may be called by the Chair. Board Committee meetings will be called by the Committee Chair in advance of Quarterly or Special Board meetings, or to advance Committee workplan objectives.

The Chair, in consultation with the CEO, is responsible for developing an agenda for each Board and Committee meeting that is aligned with the Board’s or Committee’s roles and responsibilities, the Board work plan and the annual goals and objectives. The Chair has discretion to table items to the next regularly scheduled meeting if time considerations unduly limit any discussion.

The Chair, in collaboration with the CEO, will develop standards for Board meeting packages that include timelines for distribution, formats for reporting to the Board and the level of detail that is to be provided. Requests for additional information will be assessed by the CEO and reviewed regularly by the Chair to ensure optimal Board functioning.

**Regular Meetings**  
The Board may appoint one or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting. Arrangements will be made to support Directors who need to conference into the meeting.

**Telephone Meetings**  
If all the Directors present at or participating in the meeting consent, a meeting of the Board or a Board Committee may be held by such telephone, electronic or other communication facilities that



permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or Board committee member participating in the meeting by those means is deemed to be present at the meeting.

### **Notices**

Notice of meetings, other than regular meetings, shall be given to all Directors at least five business days before the meeting. The Chair may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.

### **Agendas and Information Packages**

The Board package will normally be sent to Directors 5 business days in advance of the meeting to allow for review and preparation. All reports to the Board will be in writing. Corporate reports and recommendations to the Board from the CEO and Board Committees will use consistent templates as appropriate to support review, monitoring and decision-making.

### **Quorum**

A quorum for the transaction of business at a Board meeting shall consist of a majority of the Directors. (By-law #5 Article 3.4)

### **First Meeting of New Board**

Provided a quorum of Directors is present, each newly-elected Board may, without notice, hold its first meeting immediately following the Members' meeting at which such Board is elected.

### **Persons Entitled to be Present**

Meetings of the Board and Board Standing and Special Committees are not open to the public or the media. Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair.

### **Access to Information**

Consistent with the Board's commitment to good governance practices, timely access to information, appropriate protection of personal privacy, and appropriate protection of other information that is exempt or excluded from disclosure under the *Freedom of Information and Protection of Privacy Act*, the Board will make available to the public the following arising from Board meetings:

- a list of elected Directors' attendance records at Board and Committee meetings;
- a report on the Corporation's performance as part of the Corporation's Annual Report;
- the Corporation's Quality Improvement Plan, in compliance with the *Excellent Care for All Act, 2010*; and
- upon request, information that is subject to disclosure under the *Freedom of Information and Protection of Privacy Act*.

### **Voting**

Each Director present at a Board meeting shall be entitled to one vote on each matter. Any question arising at any meeting of the Board or of a Board Committee, shall be decided by a majority of votes.

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive (By-law #5 Article 3.6)

### **Proxies**

Every member may by means of a proxy appoint a person who is a Member as the Member's nominee to attend and act at the meeting in the manner to the extent and with the power conferred by a proxy. A proxy must be executed by the Member in writing and must be presented to the Chair before any vote is called under its authority. (By-law #5 Article 3.10)

**Casting Vote**

In the case of an equality of votes, the Chair shall have a second vote.

**Adjournment of the Meeting**

If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Chair of the meeting.

**Notice of Adjourned Meeting**

At least 1 business day notice of the adjourned meeting by an appropriate means shall be given to each Director.

***In Camera* Board Meetings**

The Board has the right to move *in camera* and to restrict attendance 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. Matters that may generally be dealt with in an *in camera* session include, but are not limited to:

- matters relating to an individual Board member or a prospective Board member
- individual employee or professional staff matters
- professional staff appointments, re-appointments and changes in privileges
- any other matters where personal information about an individual will or may be revealed
- staff contracts, negotiations, performance and compensation
- labour relations and matters pertaining to collective bargaining or terms of
- employment including negotiations or potential negotiations
- litigation or potential litigation including administrative tribunal matters
- receipt of advice that is subject to solicitor-client privilege
- Board self-evaluation

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Annual General Meeting	<b>Policy Number:</b> VB-6
	<b>Retired Policy Number:</b> 4.1
<b>Date Developed:</b> January 2010 <b>Date Revised:</b> April 2016 June 2018	<b>Corresponding/Related Policies:</b> IV-7 Audit VB-1 Nomination Process for Chair, Directors and Non-Director Member of Board Standing & Special Committees VB-7 Board Meetings
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> By-laws Document Control Guidelines
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The corporation shall hold an annual general meeting as defined by its By-laws and as a requirement of the Canada Corporations Act.

**Purpose:** To share with its members and community stakeholders the outcomes of its prior years' business.

**Procedure or Guideline:**  
An Annual General Meeting (AGM) must be held within the first four months of the fiscal year. (By-law Article 3.2). The Board is to approve date, time and agenda of the AGM.

- Staff to make arrangements for location and event details
- Staff to inform the Board of Directors 60 days prior to AGM and confirm their attendance, circulate stakeholder invitations and confirm attendance list
- Agenda to be finalized by the Board to include but not be limited to:
  - Approval of agenda
  - Approval of minutes
  - Board Chair and CEO Report
  - Approval of Financial Statements
  - Approval of Auditors remuneration
  - Appointment of Auditors
  - Performance Summary (achievements based on work plan objectives)
  - Approval of Action of the Board of Directors
  - Election of Directors
  - Termination

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Board Evaluations	<b>Policy Number:</b> VB-7
	<b>Retired Policy Number:</b> 1.9
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> November 2012 April 2016 December 2016 June 2018	<b>Corresponding/Related Policies:</b> Governance Process Section
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> Board of Directors Self Evaluation Questionnaire Template Board Evaluation Questionnaire Template Board Meeting Questionnaire Template
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board will conduct formal assessments to evaluate its performance as a Board and individual Directors.

**Purpose:** Identify and address actions to improve governance.

**Procedure or Guideline:**

The Board will use three separate evaluation tools to evaluate itself collectively and individually:

1. Director Self Evaluation Questionnaire – Annual Survey  
The Governance Committee shall arrange for the distribution, assessment, and review of questionnaires and presents a confidential summary of findings in the Governance Committee Report to the Board for review and discussion. Detailed information is shared with the Board Chair for review and follow-up.
2. Board Evaluation Questionnaire – Annual Survey  
Governance Committee shall arrange for the distribution, assessment, and review of surveys and the presentation of a confidential summary overview of findings in the Governance Committee Report to the Board. Survey results are recorded and tracked against an annual benchmark. Detailed response information is shared with the Board Chair for review and follow-up.
3. Board Meeting Questionnaire – Meeting Survey  
The Governance Committee shall arrange for the distribution, assessment and review of a short Board meeting evaluation survey to identify and make specific recommendations for Board review and approval on steps to enhance meeting and governance performance.

The Board will review and discuss findings from all Director evaluation surveys and approve recommendations for improvement.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Reimbursement of Director Expenses	<b>Policy Number:</b> VB-8
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> January 2016 <b>Date Revised:</b> June 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> Board & Committee Expense Form
<b>Recommending Committee:</b> Governance	

**Policy Statement:** Only expenses which are reasonable, accountable and consistent with this Policy will be paid or reimbursed, and must be aligned with Community Financial Policy, 2011; the *Corporations and Charitable Institutions Act*.

**Purpose:** To provide direction on the responsibility for specific costs associated with conducting Board business as a volunteer Director and or community volunteer serving on a Board committee.

**Procedure or Guideline:**

Directors are required to attend Board meetings, Board committee meetings, annual meetings and other Members’ meetings, and the Board budgets to cover costs associated with Officers & Directors liability and business travel insurance. Directors travelling on governance business to Board, Committee, and other approved meetings are eligible to be compensated for mileage reimbursement and or other approved expenses. Note: The agency is pleased to accept donations as a result of these reimbursements, and can provide a tax receipt if a separate payment is received.

Directors are encouraged to attend conferences and educational events as reasonably required to properly discharge their duties and as identified in the annual Board work plan. The Board ensures the budget covers costs associated with the education and orientation of Directors. Requests to attend educational session must be submitted to the Board Chair in writing and should include the name of the requester, name of the event (date and location), estimated costs for registration and travel, and a brief comment on expected benefit to the individual, the Board, and the Corporation.

Directors may occasionally be required to attend meetings with third parties. Travel expenses associated for participation at special meetings, outside of scheduled Board and Committee meetings, should be submitted to the Chair for approval.

To support sound and consistent management:

- The Board Chair will approve all claims submitted by members before they are submitted for payment.
- The Finance, Audit and Risk Management Committee Chair will approve all claims submitted by the board chair before they are submitted for payment.

Director expenses will be made public in keeping with the requirements under the *Broader Public Sector Accountability Act, 2010*.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Resignation and/or Removal of a Director	<b>Policy Number:</b> VB-9
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016 <b>Date Revised:</b> June 2018	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b> By-laws
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board responds in a consistent and efficient manner to the resignation and/or removal of a Director.

**Purpose:** To establish a process and protocol to respond to the resignation and/or removal of a Director to protect the ongoing operation of the Board and the materials of the Corporation.

**Procedure or Guideline:**

**Resignation of a Director**

A Director may resign his/her office by delivering a written resignation to the Chair. The resignation will be effective at the time it is received by the Chair or at the time specified in the resignation, whichever is later.

**Vacation of Office of a Director**

In accordance with the Corporate By-laws (Article 4.4), the office of a Director will automatically be vacated:

- a) if a Director shall resign such office by delivering a written resignation to the Chair;
- b) if the Director becomes a person does not have his or her principal residence in the province of Ontario or has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere as defined in the Corporate By-laws (Articles 4.3 (b), (c) and (d));
- c) upon the Director's death

**Removal of a Director**

Under extreme circumstances and in highly unusual situations it may become necessary to remove a Director from the Board. In accordance with the Corporate By-law #5 Article 4.5, the office of a Director may be vacated by a Board resolution:

- a) if a Director, without being granted a leave of absence by the Board, is absent for three consecutive Board meetings; or
- b) if a Director fails to comply with the Act, the Corporation's Letters Patent, By-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

Further a Director may be vacated by a Board resolution for illegal, unethical or inappropriate activities, which may damage the Corporation's reputation.

The Chair or Governance Committee is responsible for recommending the removal of a Director, to

the Board based on the foregoing reasons. The Director in question will be treated fairly and with respect and before making a recommendation to the Board, the Governance Committee will follow the following procedures:

- i. the Director will be given notice of applicable reason for removal;
- ii. the Director will be given the opportunity to respond (for example, attendance can improve, conflict of interest can be examined and questions of conduct can be reviewed);
- iii. the Director will be notified of the final consideration and action of the Board.

**Post-Service**

Upon retirement, resignation, vacation or removal from the Board, a Director must:

- i. securely destroy or return all confidential material relating to the Corporation;
- ii. return any manuals or other material (e.g. letterhead, business cards, access cards etc.) that may be re-used by another Director; and
- iii. return any equipment owned by the Corporation in the possession of the Director.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Governance Process	<b>Section Number:</b> Part VB
<b>Policy Title:</b> Review of Board Policies	<b>Policy Number:</b> VB-10
	<b>Retired Policy Number:</b> 10.2
<b>Date Developed:</b> February 2013 <b>Date Revised:</b> April 2016 June 2018 February 2019	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input type="checkbox"/> Annually <input checked="" type="checkbox"/> Bi-Annually	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** In keeping with best practices in governance, the Governance Committee will maintain a record of required review for all Board policies to ensure compliance with the By-laws and applicable laws. The Governance Committee will be responsible for ensuring that all Board policies are reviewed and revised consistent with Board approval.

**Purpose:** To ensure the Board Policy Manual is up to date and relevant.

**Procedure or Guideline:**

Each Standing Committee will review and report to the Board on recommended updates to Board policies in their area of oversight. All policies should be reviewed on an annual or bi-annual basis as identified.

Should the Standing Committee determine that revisions are not required during a review cycle:

- a “Date Reviewed” will be added to the policy consistent with the meeting date of the discussion on that policy; and
- the policy within the Policy Manual will be updated with the Date Reviewed for that year and posted to the Board website.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Community Relations	<b>Section Number:</b> Part VI
<b>Policy Title:</b> Relationships with LHINs	<b>Policy Number:</b> VI-1
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** PSL’s Board recognizes the importance of a strong relationship with LHINs to meet and support regulatory and compliance requirements and to advance a patient-centred continuum of care as a health system partner.

**Purpose:** The dynamics of health sector governance and accountability requires PSL to have an effective working relationship with LHINs to align expectations to meet government and corporate objectives, client and community needs, and advance performance improvements, client experience, and integrated health service plans.

**Procedure or Guideline:**

PSL will clarify and meet expectations as the health system infrastructure evolves. PSL will also leverage networks and engage representatives to support relationships with LHINs and to maintain our good standing as a Health Service Provider.

PSL will leverage the relationship with LHINs to ensure consistency in defining and responding to and meeting requirements defined in the *Excellent Care for All Act* and ongoing changes to Ontario’s health care system driven by the *Action Plan for Health Care*. As the Ministry of Health and Long-Term Care advances Ontario’s *Action Plan for Health Care* establishing a patient-focussed, results-driven, integrated & sustainable publicly funded health system, PSL will:

- engage LHIN representatives to define and align PSL strategic plans and priorities,
- ensure the ongoing engagement of the community of stakeholders on integration initiatives and service needs/realignments,
- position the agency as a leader interested in maintaining strong relationships with LHINs,
- participate in and support change and integration,
- identify and adhere to policies, standards, and reporting requirements,
- meet Service Accountability Agreement requirements,
- clearly define LHIN resources required to deliver services, and
- contribute to the advancement of health system performance.

The relationship between the LHINs and Health Service Providers must produce improvements to performance, client experience, and integrated health service plans. LHIN priorities are based on health status, the needs of their populations, and the current scope and relationship among health service providers. PSL’s strategic direction and operations must respond to these needs which will define expectations associated with Accountability Agreements.

<b>Responsibility:</b>	<b>Approved by:</b>
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**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Community Relationships	<b>Section Number:</b> Part VI
<b>Policy Title:</b> Board Commitment to Integration with Other Health Service Providers	<b>Policy Number:</b> VI-2
	<b>Retired Policy Number:</b>
<b>Date Developed:</b> April 2016	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board will provide oversight for building relationships and collaborating with the LHIN, other HSPs and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, co-ordinated, efficient and effective services.

**Purpose:** Integrated Health Service Plans define LHIN specific actions to improve access to local health care services and to better integrate services across the continuum of care in alignment with *Ontario's Action Plan for Health Care*.

**Procedure or Guideline:**

The relationship between the LHINs and Health Service Providers supports performance improvements, client experience, and integrates health service plans. HSP's are expected to:

- participate in governance level LHIN system planning tables
- provide policy direction and oversight to the CEO in identifying integration initiatives
- engage (consult) your community of stakeholders on integration initiatives and service realignments
- approve integration proposals before submitting to the LHIN
- be accountable and hold your CEO accountable for the Service Accountability Agreement
- demonstrate good governance practices
- engage with other Boards in pursuing integration opportunities

Under section 24 of the *Local Health System Integration Act*, the Board of Directors commits the organization to build relationships and collaborate with LHINs, other health service providers and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services.

The Board, with the support of the CEO/Executive Director, will:

- be fully informed of the principles of health system integration, the organization's rights and obligations under the Act and the LHIN's integrated health service plan,
- designate a member(s) of the Board to collaborate with LHINs and participate in all LHIN governance forums with health service providers and report back to the Board,
- establish a mechanism for dialogue with other health service provider board(s) and other persons and entities as required related to specific types of integration initiatives,
- annually review and update the strategic plan to ensure it addresses the integration requirements of the Act and respects key service integration principles and objectives of the LHIN,
- provide direction to the CEO on the Board's expectations concerning the integration planning

process and reflect this understanding in the CEO's performance agreement,

- annually consider and, if appropriate, approve specific voluntary integration initiatives, for consideration by the LHIN, as recommended by the CEO to advance the implementation of the strategic plan, and
- periodically monitor the performance of approved voluntary integration initiatives against defined indicators.

The Board delegates responsibility to the CEO Director to:

- provide for Board education concerning the Act and the LHIN's integrated health service plan,
- provide regular updates on LHIN integration policy and activities,
- prepare an annual review and update of the strategic plan in relation to the LHIN integrated health service plan and other voluntary integration initiatives,
- include specific performance objectives in his/her annual performance plan concerning collaborating with the LHIN, other health service providers (or other persons and entities) and the community toward the integration of services,
- collaborate with staff of related health service providers and the LHIN to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services and inform the Board of these activities,
- recommend specific voluntary integration initiatives for consideration and approval by the Board,
- identify performance indicators to monitor specific voluntary integration initiatives, and
- report to the Board periodically on the performance and outcomes of specific voluntary integration initiatives.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Community Relationships	<b>Section Number:</b> Part VI
<b>Policy Title:</b> Communications	<b>Policy Number:</b> VI-3
	<b>Retired Policy Number:</b> 6.1
<b>Date Developed:</b> December 2009 <b>Date Revised:</b> April 2016	<b>Corresponding/Related Policies:</b> VI-4
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b> <ul style="list-style-type: none"> <li>▪ Communication Strategy</li> <li>▪ Consent Form</li> </ul>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The Board will review and approve the PSL Strategic Communication Plan.

**Purpose:** To establish a plan and operational guideline to ensure effective and timely communication.

**Procedure or Guideline:**

The Board will approve annual strategic communication plans that support PSL in:

- achieving strategic business plan objectives
- meeting requirements to share information with clients and caregivers
- building channels to engage stakeholders
- positioning PSL as a leader in the industry
- leveraging opportunities to increase awareness of the Community Support Services option
- leveraging opportunities to promote and strengthen PSL brand awareness
- managing media relations
- reinforcing PSL’s commitment to corporate communications/feedback

Communication will position PSL as:

- a leading provider of services for seniors in need in the community
- a client care focussed service provider
- an advocate for addressing both client and caregiver needs
- a sought after partner/collaboration
- a worthy recipient for a variety of funding sources

Key Audiences include: employees, volunteers, clients and caregivers, regulatory agencies (compliance), stakeholders and the community

The senior management team has the responsibility for developing strategic and tactical communication plans for presentation and recommendation by the Governance Committee and approval by the Board. The CEO Report to the board will include updates on the Communication Plan, and will ensure consent has been secured by agency staff for quotes/photos, etc.

To ensure effective communication:

- PSL’s CEO will review all corporate communications, and will approve all operational communications.
- PSL employees will annually review communication expectations. This will include an

overview of communication/media channels that require corporate review prior to release.

- the Corporation will respond in a timely manner to public inquiries, complaints/compliments and concerns on the activities and operations of the Corporation.
- the Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board (By-law 5 Section 13.2).
- The CEO is the spokesperson for the Corporation for all operational matters. The CEO and Chair will mutually determine their respective roles as may be required from time to time. No Director will be a spokesperson for the Board unless specifically delegated by the Chair.
- The Board will ensure that the Corporation develops policies and processes as required to ensure effective ongoing communication.
- The Board will receive all correspondence that, in the opinion of either the Chair or CEO is appropriate to the role of the Board. The Chair or the CEO may direct a letter to one of the Board committees for action before receipt of correspondence by the Board.

**Responsibility:**

**Approved by:**

**PEEL SENIOR LINK (PSL)  
Board Policy Manual**

<b>Section Title:</b> Community Relationships	<b>Section Number:</b> Part VI
<b>Policy Title:</b> Media Relations	<b>Policy Number:</b> VI-4
	<b>Retired Policy Number:</b> 7.2
<b>Date Developed:</b> May 2012 <b>Date Revised:</b> April 2016	<b>Corresponding/Related Policies:</b>
<b>Review Cycle for Policy:</b> <input checked="" type="checkbox"/> <b>Annually</b> <input type="checkbox"/> <b>Bi-Annually</b>	<b>Related Forms &amp; Documents:</b>
<b>Recommending Committee:</b> Governance	

**Policy Statement:** The agency will define who can speak to the media.

**Purpose:** To ensure professional, consistent and effective communication with media. To support PSL in building longer-term relationships the media’s agency of choice for information.

**Procedure or Guideline:**

**Media** - mass communication channel (including television, radio, newspapers, and the Internet).

PSL plans and leverages media to strategically build community awareness and support for targeted initiatives. All public communication on behalf of PSL corporate must be reviewed by the CEO and approved by the Board as part of the annual strategic communication plan. The agency will appoint and prepare all spokespeople to support dissemination of messaging to the media with a planned and purposeful approach.

**Community Relations:**  
Community outreach using external media and news organizations are valuable tools to demonstrate the value of Peel Senior Link’s services in the community. Outreach activities must align to the Board approved strategic communication plan and be approved by the CEO. Where client or family involvement is planned a statement of consent must be signed by the client (if competent to do so) or a family member and include a Privacy Statement.

**Stakeholder Relations:**  
Stakeholder outreach using external media and targeted channels to strengthen and build opportunities for partnerships and funding must align to the Board approved strategic communication plan and approved by the CEO.

**Critical Incident:**  
The Chair of the Board is the spokesperson for the corporation unless specifically delegated to the CEO. In the absence of the Chair the Vice Chair may act for the corporation.  
Staff may not speak to the media in the event of a critical incident. Staffs are to refer media inquiries to the Board Chair. (Staff policy shall mirror this policy and includes statement regarding the use of electronic devices and social medium forums such as Face book, Twitter etc.)The CEO will ensure the LHINs are informed in a timely manner of any and all current or anticipated critical incidents.

<b>Responsibility:</b>	<b>Approved by:</b>
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