

PEEL SENIOR LINK

DIRECTOR NOMINATIONS PACKAGE

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1. Principles of Governance and Board Accountability

1. The Board of Directors (Board) governs Peel Senior Link (PSL) through the direction and supervision of the business and affairs of the corporation in accordance with its articles of incorporation, its by-laws, vision, mission and values, governance policies and applicable laws and regulations.
2. The Board adheres to a model of governance through which it provides strategic leadership and direction to PSL by establishing policies, making governance decisions, monitoring performance related to the key dimensions of PSL's mission, as well as evaluating its own effectiveness and by building relationships within the health and social service system.
3. The Board acts at all times in the best interests of PSL, having regard for its accountabilities to its clients and the community served, to Ontario Health (Central) and its relationship with other service providers and funders/donors.
4. The Board maintains a culture which reflects the values as approved by the Board and 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.
5. The Board maintains at all times a clear distinction between the governance of PSL by the Board and management of PSL by the CEO, while recognizing the interdependencies between the Board, CEO, and senior management team.
6. The Board is accountable to:
 - ◆ PSL's clients and its communities served for:
 - ◆ the quality of the care, treatment and safety of clients;
 - ◆ advocating for and seeking resources to provide appropriate community support services;
 - ◆ the appropriate use of community contributions and resources;
 - ◆ considering the diversity of needs and interests in its policy formulation and decision-making;
 - ◆ Ontario Health (Central) for:
 - ◆ ensuring that PSL operates in a manner that is consistent with:
 - the Integrated Health Services Plan;
 - the Multi-Sector Service Accountability Agreement (M-SAA) with Ontario Health (Central);
 - ◆ engaging the communities served when developing plans and setting priorities for the delivery of PSL community support services;



- ◆ operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively across the spectrum of community support services to fulfill PSL's mission and mandate;
 - ◆ other funders for:
 - ensuring that PSL operates in a manner that is consistent with the funding agreement.
7. 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 exempted from disclosure under the *Freedom of Information and Protection of Privacy Act*, the Board will make available to the public:
- ◆ the statement of Board and Individual Director accountabilities, roles and responsibilities;
 - ◆ a list of current Directors;
 - ◆ the PSL Annual Report, which will include a report on PSL performance and the annual audited financial statements;
 - ◆ a link to the Canada Revenue Agency website for access to the Charities Annual Return.

2. Roles and Responsibilities of the Board of Directors

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 PSL 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 Peel Senior Link (PSL).

Oversight

Monitor and assess organizational processes and outcomes.

Responsibilities of the Board

Strategic Direction

- ◆ Consider key stakeholders and health care needs and engage with the community served, OH Central and other health service providers when developing plans and setting priorities for the delivery of PSL services, as

required under the Multisector Service Accountability Agreement (MSAA) and other relevant legislation;

- ◆ Establish and periodically review PSL's vision, mission and values;
- ◆ Contribute to the development of and approve the PSL strategic plan, ensuring that it is aligned with community need, Ministry policy, the 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;
- ◆ Ensure that the Board's decisions are consistent with government policy, the integrated health service plan, and PSL's mission, vision, values and strategic plan; and
- ◆ Monitor organizational performance regularly against the approved strategic plan and Board approved performance indicators.

Excellent Management

- ◆ Select and appoint the President and Chief Executive Officer (CEO) who is responsible for administration of the Corporation with delegated responsibilities as defined in a CEO position description;
- ◆ Establish a formal performance agreement with measurable annual performance expectations in co-operation with the CEO; conduct a quarterly review and annual formal appraisal of CEO performance and determine compensation;
- ◆ Delegate responsibility and authority to the CEO for the management and operation of PSL and require accountability to the Board;
- ◆ Approve the plans for CEO succession;
- ◆ Review and approve the CEO's succession plans for the senior management team;
- ◆ Review and approve the annual Human Resources Strategy and Plan in conjunction with the annual budget and operations plan. This will include the components of recruitment and retention, compensation guidelines, performance management training and development and succession planning
- ◆ Establish and monitor implementation of policies to provide the framework for the management and operation of PSL in compliance with applicable laws and regulations.

Quality, Effectiveness and Safety of Client Services

- ◆ Review and approve the indicators and approve a process and schedule for monitoring Board-approved performance metrics related to quality of care, client safety and organizational risk;

- ◆ Ensure that policies are in place to provide a framework for addressing ethical issues;
- ◆ Receive timely reports from the CEO on plans to address variances from performance standards, and oversee implementation of the remediation plans; and
- ◆ Oversee implementation of the ongoing accreditation process.

Financial and Organizational Viability

- ◆ Review and approve the annual PSL budget and annual operations plan;
- ◆ Review and approve the Multi-sector Service Accountability Agreement and monitor financial performance against the budget and performance indicators;
- ◆ Review financial and organizational risks and risk mitigation plans regularly;
- ◆ Approve an investment policy and monitor compliance;
- ◆ Review the financial reporting process, management information systems, internal controls and business continuity plans annually;
- ◆ Ensure policies are in place on asset protection, purchases, contracts, leases, borrowing and signing authority; and
- ◆ Review quarterly financial reports and approve the annual audited financial statement and the Charities Return.

Board Effectiveness

- ◆ Recruit Directors and where appropriate Non-Director members of Committees, who are skilled, experienced, and committed to PSL and plan for the succession of Directors and Board Officers;
- ◆ Establish a comprehensive Board orientation program and ongoing Board education with respect to the Board's governance responsibilities, Peel Senior Link and its relationships within the broader health system;
- ◆ Establish Board goals and an annual work plan for the Board and its committees and ensure that the Board receives timely 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.

Community Relationships

- ◆ Ensure that PSL builds and maintains good relationships with Ontario Health (Central) in fulfilling PSL's Multi-sector Service Accountability Agreement;
- ◆ Ensure that PSL is effectively coordinating/integrating client care and developing positive working relationships with other Health Service Providers;
- ◆ Ensure that mechanisms are in place for effective two-way communication and community engagement with staff and volunteers within PSL and externally with community stakeholders, including political leaders, the media, donors, and the broader public.

3. Responsibilities as an Individual Director

The following is a statement of responsibilities for individual Directors, which should also be understood as the Board of Directors Code of Conduct. All Directors will complete a Director's Declaration of commitment to and compliance with these responsibilities annually.

Fiduciary Duty and Duty of Care

As a fiduciary of the Corporation, a Director acts ethically, honestly, and in good faith with a view to the best interests of PSL and in so doing, supports PSL 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 PSL as a whole. A Director commits to the vision, mission and values of PSL and complies with the *Community Support Services Act*, the *Connecting Care Act*, the *Not-for-Profit Corporations Act*, other applicable laws and regulations, PSL's articles and by-laws, and Board policies.

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. A Director respects the responsibilities delegated by the Board to the Chief Executive Officer (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 PSL. A Director complies with the Conflict-of-Interest provisions

in Article 6 of the Corporate By-law and the Board Policy Manual.

Team Work

A Director maintains effective relationships with Board members, management and stakeholders by working positively, cooperatively and respectfully with others in the performance of his or 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 of conflict, abstention 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 or 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 Board 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 PSL.

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, the annual Board retreat, the Annual General Meeting and special events. A Director is expected to attend a minimum of 80% of the meetings of the Board and 80% of committee meetings of which he/she is a member.

Directors who fail to meet the attendance requirements are subject to review by the Chair and subject to extenuating circumstances, may be asked to step down from the Board.

All Directors are expected to serve on at least one Board committee (if established) and to represent the Board and PSL in the community when requested by the Board Chair.

The average monthly time commitment to fulfill the responsibilities as a Director is 4 hours excluding travel time. This includes Board meetings and Standing Committee meetings monthly from Sept to June (July/August at the call of the chair), and annually an Annual Members Meeting and Strategic Planning session. Board officers will be expected to commit additional time.

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:

- ◆ understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- ◆ energy and commitment to the Vision, Mission and Values of PSL and engagement with the organization
- ◆ personal and professional integrity, wisdom and judgment;
- ◆ a commitment to ethical standards and behavior;
- ◆ a commitment and ability to co-operate and work collaboratively, cohesively and constructively as a member of the team with other members of the Board and senior management;
- ◆ ability to communicate effectively;
- ◆ an open mind and ability to think critically and ask relevant questions at a strategic level;
- ◆ policy orientation;
- ◆ flexibility to travel to attend meetings and ability to commit the time to fulfill responsibilities; and
- ◆ willingness to serve as ambassador for PSL within the community.

Education

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

Evaluation and Continuous Improvement

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

Fundraising Activity

A Director is expected to provide financial support and participates in the fundraising activities of PSL.

4. Guidelines for the Nomination of Directors

Balance within the Board

- ◆ The Board as a whole should be seen by the community it serves, Ontario Health (Central) and the broader community as capable, experienced and well able to govern the organization
- ◆ 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 accountabilities, roles and responsibilities and to reflect the community served.

Board Skills and Expertise

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

- ◆ demonstrated prior governance experience;
- ◆ community leadership
- ◆ financial literacy including one or more individuals with specific experience/qualifications in audit and accounting;
- ◆ human resource management;
- ◆ law
- ◆ marketing and communications;
- ◆ performance planning and measurement; ;

- ◆ risk management
- ◆ senior level business management in a rapidly growing organization; -
- ◆ strategic planning;
- ◆ Understanding of the current health care environment including system or service integration and planning.

Director Qualities and Competencies

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

- ◆ understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- ◆ energy and commitment to the Vision, Mission and Values of PSL and engagement with the organization
- ◆ personal and professional integrity, wisdom and judgment;
- ◆ a commitment to ethical standards and behaviour;
- ◆ a commitment and ability to co-operate and work collaboratively, cohesively and constructively as a member of the team with other members of the Board and senior management;
- ◆ ability to communicate effectively;
- ◆ an open mind and ability to think critically and ask relevant questions at a strategic level;
- ◆ policy orientation;
- ◆ flexibility to travel to attend meetings and ability to commit the time to fulfill responsibilities;
- ◆ willingness to serve as ambassador for PSL within the community.