

THE SRCHC BOARD OF DIRECTORS- OVERVIEW

“It is the board’s primary function to create a wisely considered and compelling vision....So, board member” writes John Carver, “exactly what different is it you want to make?...The question is not what to be busy at, but what conditions or changes to bring to pass”.

SRCHC AND GOVERNANCE

The board of Directors of the SRCHC follows the Policy Governance Model. This is an adaptation of a model proposed by John Carver, in Boards that Make a Difference, specifically for public and non-profit boards. It is designed to be pro-active rather than reactive, and support the organization to work towards improving the health of the community by ensuring a viable organization and by influencing the creation of healthy public policy.

“Policy” governance is different from management: the Board creates the policy framework, reflecting mission, vision, and values, within which the Chief Executive Officer and staff then manager. The Board focuses on the Ends (including ‘results’), and staff concentrate on the Means to achieve the ends using a rotating reporting structure based on governance policies.

The Centre is a non-profit corporation which is governed by a volunteer Board of Directors of 12 members, four of whom are elected each year to serve three-year terms. The Board of Directors plans and directs policy in order to meet the strategic goals and objectives of the organization. The Centre maintains an active membership. The Centre receives core funding to provide health services and community programming from the Local Health Integration Network and the Ministry of Health and Long-Term care. The Centre also receives funding from other sources, including: private donations, public agencies, governments, foundations, individuals and corporations, in the form of grants and service agreements.

The Board of Directors is the governing body of the South Riverdale Community Health Centre and is legally responsible for the overall management and conduct of the Corporation, and is accountable to its funders. It is the final authority of the Centre. The Board is also accountable to the membership and the community and supports the work of the Centre operationalized through delegation to the Chief Executive Officer.

ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Represents and is accountable to the Community through the Centre's Members:

An important role of the Board is to actively solicit and receive input from the community it serves. It is also responsible for communicating the Centre's vision and mission to the membership and the broader community, and developing and promoting community awareness about the Centre and community health. The Board is also responsible for ensuring the support of the community by hearing and, as appropriate, responding to the concerns of the members and developing relationships with community stakeholders and partners. The Board of Directors is accountable to the membership of the Centre and is required to report to the members at least annually at the annual general meeting.

The Board is also accountable to the organization's funds and as such ensures that regular reports are submitted in a timely and accurate way.

2. Plan for the future: The Board of Directors is responsible for determining policy, including long-range goals and priorities to meet the needs of Centre users and the community in which the Centre is situated. This is established through a Strategic Planning process every three to five years. It must ensure that the organization creates and it meeting the objectives outlined in these Strategic Directions. In developing long-range goals and priorities, the Board considers whether the organization is meeting community needs as well as any financial and legal requirements.

3. Board/CEO Relationship: A collaborative and trusting relationship is critical to the smooth functioning of the organization. Responsibility for development and implementation of programs to operationalize and support the goals and priorities is delegated to the Chief Executive Officer. The board is responsible for: the selection/ and termination of the Chief Executive Officer; clear articulation of delegated powers and lines of authority; and monitoring the Chief Executive Officer's performance by receiving regular reports that address operational and financial controls.

4. Accountability and Quality Improvement

a) The Board of Directors has an obligation to ensure that the financial affairs of the Centre are managed in accordance with the law and with generally accepted management and accounting principles. The Board's financial obligations are met through delegation to the Chief Executive Officer and monitoring of internal and external financial reports, as well as by direct inspection if the Board so chooses. The Board of Directors has ultimate responsibility for ensuring that sufficient funds are raised or resources acquired to operate the Centre and to deliver the programs undertaken by the Centre. It is also responsible for ensuring he funds and resources

are properly allocated and dispersed. Therefore, the Board of Directors must: approve the budget annually; ensure sound bookkeeping and auditing procedures; delegate authority for implementing these procedures; and, ensure that financial reports are submitted and reviewed as required.

b) SRCHC engages in perpetual quality improvement and submits reports to Health Quality Ontario annually.

5. *Self-Governance*: The members of the Board of Directors are collectively responsible for determining how the Board should function and ensure that it continues to function to support the organization. The Board is responsible for facilitating recruitment and ensuring that the orientation of new board members occurs. And, in the context of the Centre's by-laws, determines its own roles and responsibilities and the roles and responsibilities of its officers and committees.

RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

Individual directors have an obligation to become familiar with the Centre's Articles of Incorporation, By-laws, relevant legislation, the duties of a director, the Centre's programs and administrative support services (at a governance level), and its finances. They must also understand and agree to the Director's Code of Conduct Policy and Confidentiality Agreement for volunteers. In carrying out their duties as members of the Board, individual directors should also be thoughtful and diligent when making decisions. It is appropriate to seek information and advice when in doubt about an issue requiring a decision and register dissent, ensuring that this is in the minutes when in substantial disagreement with the Board, to ensure that their dissent is a matter of public record i.e. in the minutes. Directors have a duty to be honest, understand and declare potential 'Conflict of Interest' and act in good faith with the best interests of the Centre in mind in carrying out their duties. The President or Chair is the only Director authorized to speak on behalf of the Board.

OFFICERS OF THE BOARD

Officers of the Board are members of the Board of Directors, and are customarily elected at the first meeting after the Annual Meeting. The officers are the President, the Vice-President, the Treasurer and the Secretary.

COMMITTEES OF THE BOARD

Standing committees of the Board are: Audit, Nominations, Quality Improvement, and CEO Performance and Appraisal. Ad hoc working groups may be set up as needed for a limited amount of time to complete a specific task. Each member of the Board of Directors is expected

to participate in committees or work groups. Terms of reference guide the work of committees and work groups. Time commitment on each committee or work group varies from monthly meetings of one to two hours to weekly meetings for three to four months of two to three hours.

The Nominations Committee, which oversees the recruitment and election of Board members is made up of representatives from the membership and the Board and is directly accountable to the Board Representation from the membership is established at the Annual General Meeting.

MEETINGS OF THE BOARD

The Board typically meets on the third Thursday of every month from 6:00-8:30pm, except for July and August, when no meeting is usually held. The agenda and materials for discussion at the meeting are sent out prior to the meeting. Board members should bring these and their policy binder to each meeting and prepare for Board meetings by reading the material in advance.

At times there will be time-sensitive and/or critical events or decisions that must be made between regular Board meetings. This will involve meetings via teleconference communication via email or individual telephone responses. Board members are expected, where possible, to accommodate these situations.

ANNUAL GENERAL MEETINGS OF MEMBERS

The Annual General Meeting is a general membership meeting at which the Board reports to the membership and new directors are elected. It must be held within a reasonable time following the end of the fiscal year (March 31), usually in June.