B. THE SRCHC BOARD OF DIRECTORS - OVERVIEW

"It is the board's primary function to create a widely considered and compelling vision. . . So, board member" asks John Carver, "exactly what difference is it you want to make? . . . The question is not what to be busy at, but what conditions or changes to bring to pass".[5]

1. SRCHC AND GOVERNANCE

The Board of Directors of the SRCHC follows a 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 allow boards such as ours to turn vision, mission and values into performance. 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, which the Chief Executive Officer and staff then operationalize. The Board focuses on the Ends (including 'results'), and staff concentrate on the Means to achieve the ends using a rotating reporting structure to ensure governance policies are followed. The Board is tasked with monitoring the results (ENDS) through a 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 a membership. The Centre receives core funding to provide primary health services and community programming from the Ministry of Health. The Centre also receives funding from other sources, including: they City, 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 in 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.

2. ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

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

[5] **J. Carver,** *Boards That Make a Difference*, 2013

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, mission, and values 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 inviting, listening to and, as appropriate, responding to the concerns of members. In addition, Board members have a role in developing respectful 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.

2. Plan for the Future:
The Board of Directors is responsible for determining governance policy, including establishing 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 is 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 and engaging in an annual performance assessment.

4. Accountability:
(a) Financial: 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 that 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) Quality Improvement: The Board of Directors is also accountable for ensuring the development, submission and reporting of an annual QI plan to Health Quality Ontario or the body that will replace them, possibly the Ontario Health Counsel.

5. Self-Governance:
The members of the Board of Directors are collectively responsible for determining how the Board should function and ensuring 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 and relevant laws, determines its own roles and responsibilities and the roles and responsibilities of its officers and committees.

3. 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, and from a governance level be aware of the Centre's programs and administrative support services, and its finances. They must also understand conflict of interest 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 also should 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 to register dissent, ensuring that this is in the minutes when in substantial disagreement with the Board, ensuring 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 for '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.

4. 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.

5. COMMITTEES OF THE BOARD

Standing committees of the board are: Audit, Nominations, Quality Improvement, and CEO Performance Appraisal. Ad Hoc Committees or 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

accountable to the members and the Board. Representation from the membership is invited at the Annual General Meeting.

6. MEETINGS OF THE BOARD

The Board typically meets on the third Thursday of every month from 6:00 – 8:30 pm, except in July and August when it does not meet. 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.

Occasionally 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.

7. ANNUAL GENERAL MEETING OF THE MEMBERSHIP

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 six months of the end of the fiscal year (March 31), and is usually held in June.

8. GLOSSARY

Business arising:
Time set aside on the agenda to make sure we have dealt with outstanding issues from previous meetings.

Collaborative Governance:
This type of governance is a mutually beneficial and well-defined relationship entered into by two or more organizations to achieve common goals at a significantly higher degree than through coordination or cooperation. Collaborative governance does not demand that "authority, direction and control" be surrendered by a partnering organization – just redefined.

Community:
Community includes:

a. Patients, clients and other individuals who live, work, or seek service in the region
b. health service providers and any other person or entity that provides services in or for the local region
c. employees involved in the local health system

HSP:
Health Service Providers are organizations that provide services to clients and communities.

HSPs under the LHINs include:

- hospitals
- Community support service organizations (CSSs)
- Community mental health and addictions agencies (CMHAs)
- Community health centres (CHCs)
- Long-term care homes/services (LTCs)

In camera:
The Chair of the meeting determines who from staff can be present at these 'in camera' discussions. During the 'in camera' discussion, the Secretary of the Board will record the minutes. The draft minutes will be placed in a sealed envelope and kept in a secure Board filing cabinet in the Centre. Once the final minutes are approved and signed at the following Board meeting, the minutes will be sealed and locked in the Board's filing cabinet. The general public Board minutes will reflect the times the Board went into and returned from 'in camera' discussion, and the resulting motion only.

Integration:
Integrate or integration includes:

a. Coordinating services and interactions between different persons and entities
b. Partnering with another person or entity in providing services or in operating
c. Transferring, merging or amalgamating services, operations, persons or entities
d. Starting or ceasing to provide services
e. Ceasing to operate, dissolving or winding up the operations of a person or entity.

Primary Care:
Refers to the patient's first point of contact with a general health care provider and includes but is not limited to: acute intervention, disease management and prevention, disease cure, rehabilitation and palliative care. The greatest difference between primary care and primary health care is that primary health care is participatory in nature and involves the individual and their community in their overall health care including prevention and management delivered from a Determinants of Health perspective.

Primary Health Care:
As defined by the World Health Organization is essential health care made universally accessible to individuals and families in the community by means acceptable to them, through their full participation and at a cost that the community and country can afford. It includes illness prevention and health promotion.

Quorum:
The minimum number of members of an 'assembly' or society that must be present at any of the meetings to make the proceedings of those meetings valid. According to our Bylaws a quorum for our Board would be "… majority of the voting members of the Board". Normally

we have a 12 person Board so our quorum is 7. The Chief Executive Officer is ex-officio and cannot vote.

Second Stage of Medicare:
The First Stage of Medicare was to remove the financial barriers between those who provide health care services and those who need them. The Second Stage, following the path of the First, is to amend our delivery system to reduce costs and put an emphasis on preventative medicine. The latter has not yet been achieved.