

**BOARD OF DIRECTORS**

**POLICY MANUAL  
CMHA/PEEL BRANCH**

**SEPTEMBER 2013**



**Canadian Mental  
Health Association**  
Peel  
*Mental health for all*

**Association canadienne  
pour la santé mentale**  
Peel  
*La santé mentale pour tous*



BOARD OF DIRECTORS POLICY MANUAL
GOVERNANCE POLICIES

September 2013

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**POLICY TYPE: ENDS**

**GLOBAL AND 2<sup>ND</sup> LEVEL ENDS POLICIES**

***Date Approved by Board: Motion 7.4.23.13***

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**#1. Global (first level) Ends Policy:**

CMHA/Peel exists so that everyone can experience good mental health and that those with mental illness and addictions can fully participate in the life of the community; we deliver the best possible results given available resources.

**#2. Second Level of Ends Policy:**

- (a) Those who are the most vulnerable have the supports they need to recover
- (b) The community supports and responds positively to people with mental health and addictions issues
- (c) The community has access to mental health and addictions resources
- (d) Public policy reflects priorities in mental health and addictions
- (e) Families and other caregivers of those with mental illness and addictions are supported



**POLICY TYPE: EXECUTIVE LIMITATIONS**

**EL #1**

**GLOBAL EXECUTIVE CONSTRAINT**

***Date Approved by Board: Motion 9.4.23.13***

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The Chief Executive Officer shall not cause or allow any practice, activity, decision or organizational circumstance, which is either:

- unlawful
- imprudent
- in contravention of any act or regulation, including the Mental Health Act
- in violation of commonly accepted business and professional ethics
- in violation of the CMHA/Peel Values



POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2a

TREATMENT OF CLIENTS

***Date Approved by Board: Motion 9.4.23.13***

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With respect to interactions with clients or those applying to be clients, the Chief Executive Officer shall not cause or allow conditions, procedures, or decisions which are unsafe, unfair, disrespectful, unduly undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy.

Accordingly, the Chief Executive Officer may not:

1. Use application forms or procedures that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, or storing client information that fails to protect against improper access to the information elicited.
3. Maintain facilities that fail to provide a reasonable level of privacy, both auditory and visual.
4. Fail to establish with clients a clear understanding of what may be expected and what may not be expected from the service offered.
5. Fail to inform clients of their rights according to this policy or to provide a grievance process to those who believe that they have not been accorded a reasonable interpretation of their rights under this policy.
6. Fail to inform the Board of the number of documented complaints and their nature.



***Date Approved by Board: Motion 12.11.27.12***

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With respect to treatment of paid and volunteer staff, the Chief Executive Officer may not cause or allow conditions, which are inhumane, unfair or undignified.

Accordingly, she or he may not:

1. Operate without written personnel procedures which
  - a) clarify personnel rules for staff,
  - b) provide for effective handling of grievances,
  - c) protect against wrongful conditions and
  - d) are updated annually and/or as required by legislation.
  - e) includes termination policy approved by the Board.
2. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors (per the grievance procedure in the personnel manual) acts or omissions by CMHA/Peel personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or governing policy of the Board.
3. Prevent staff from grieving to the Board when:
  - a) internal grievance procedures have been exhausted and
  - b) the employee alleges either:
    - I. *that Board policy has been violated to his or her detriment or*
    - II. *that Board policy does not adequately protect his or her human rights.*
4. Fail to assess staff with respect to this policy and forward the findings to the Board.



***Date Approved by Board: Motion 13.11.27.12***

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With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Chief Executive Officer may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits
2. Promise or imply employment that cannot be terminated for cause or on reasonable notice.
3. Establish current compensation and benefits, which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenue can be safely projected.
  - a. Without limiting the foregoing, there is no vocabulary used to indicate that a salary adjustment is a continuing right or obligation.
5. Establish or change deferred or long term compensation or pension benefits.
6. Fail to advise the Board in January of each year of any and all salary surpluses and provide recommendation for dispersal of funds.
7. Fail to disclose, for Board approval, previous to any change in benefit plans aggregating over \$5,000.00.



***Date Approved by Board: Motion 7.5.28.13***

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With respect to the actual, ongoing condition of the organization's financial health, the Chief Executive Officer may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, he or she may not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (point #2 below) is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered, revenues within 60 days.
3. Use any long-term reserves.
4. Allow the total of short and long term investments to fall below the amount payable to the Ministry of Health.
5. Fail to (or allow cash to drop below the amount needed to) settle payroll and debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Make a single purchase or commitment greater than \$10,000.00 (with the exception of regular, ongoing budgeted items not requiring decisions). A description of regular, ongoing budgeted items not requiring decisions appears in Appendix A of this policy.
8. Authorize charitable donation receipts for amounts greater than \$10,000.
9. Acquire, encumber or dispose of real property
10. Have less than three program directors designated as signing officers for cheques under \$10,000.00.
11. Risk capital and current value of trusts and bequests by expending more than 50% of the interest earned on the trusts or bequests in any year, unless there are conflicting directions from the donor.





**POLICY TYPE: EXECUTIVE LIMITATIONS**

**EL #2d**

**FINANCIAL CONDITION AND ACTIVITIES (cont'd)**

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12. Fail to operate without appropriate internal controls.

**Appendix A**

Regular, ongoing, budgeted items not requiring decisions are items that are: Formalized in an existing agreement or contract that the board has been made aware of (e.g. ongoing rental contracts; paymaster agreements with various agencies, utilities, software support agreements for software previously approved by the board for purchase, psychiatrist purchase of service agreement). These items would be recurring on a monthly or annual basis with amounts that would be budgeted for in the board approved budget. Due to the recurring and predictable nature of these amounts, they are items that would not require a business decision or require comparative quotes. Items outside this include, but are not limited to: specialized training; conferences, renovations, capital purchases, extensive maintenance costs, consultants, severance packages in excess of minimum employment standards and outside regularly budgeted amounts.



**POLICY TYPE: EXECUTIVE LIMITATIONS**

**EL #2e**

**FINANCIAL PLANNING AND BUDGETING**

***Date Approved by Board: Motion 7.5.28.13***

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Financial planning for any fiscal year or the remaining part of any fiscal year shall not:

- deviate materially from Board Ends priorities,
- risk fiscal jeopardy,
- fail to show a generally acceptable level of foresight, or
- fail to be derived from a multi-year plan (not less than 3 years).

Accordingly, the Chief Executive Officer may not cause or allow budgeting which:

1. Contains too little information to enable credible projection of revenues and realistic projection of expenses.
2. Fails to:
  - a) Separate capital and operational items.
  - b) Include cash flow analysis.
  - c) Disclose planning assumptions.
  - d) Account for amortization of capital items in real terms so that maintenance and replacement can be achieved
  - e) Seek Board approval for new programs or new funders in excess of 5% of total budgeted funds between annual budget cycles.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
4. Reduces the current assets at any time to less than current liabilities, excluding MOHLTC surplus and deferred revenue.
5. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance policy.
6. Fails to designate use of surplus funds.
7. Allows the total of short and long term investments to fall below the amount payable to the Ministry of Health.



***Date Approved by Board: Motion 15.11.27.12***

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The Chief Executive Officer may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, he or she may not:

1. Fail to maintain control over fixed assets and insure them against theft, fire and casualty losses to 80% replacement value.
2. Fail to insure against liability losses to Board members, staff, volunteers and the organization itself in an amount equal to or greater than comparable organizations and provide the Board with a copy of Board liability insurance coverage details on an annual basis.
3. Allow unbonded personnel access to material amounts of funds.
4. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
5. Unnecessarily expose the organization, its Board or staff to claims of liability.
6. Operate without an adequate system of internal controls.
7. Fail to maintain an accounting system in sufficient detail to provide reports to the board, the membership, the government funding bodies and other interested parties and in accordance with generally accepted accounting principles.
8. Fail to protect property, information and files from loss or significant damage.
9. Invest in other than low risk investments. "Low risk" means government securities or short term instruments insured by the Government.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.



***Date Approved by Board: Motion 12.02.26.13***

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The Chief Executive Officer shall not permit the Board to be uninformed or unsupported in its work. Accordingly he or she may not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy has been previously established.
3. Fail to advise the Board if, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behaviour, which is detrimental to the work relationship between the Board and the Chief Executive Officer.
4. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of 3 types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official Board, officer or committee communications.
7. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
9. Fail to supply for the consent agenda (required approval) all items delegated to the Chief Executive Officer yet required by law or contract to be Board-approved, along with the monitoring report specifying:
  - a) How the action is consistent with the Board's Ends Priorities; and
  - b) How the action is in compliance with the Board's Executive Limitations Policies.



***Date Approved by Board: Motion 12.02.26.13***

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The Chief Executive Officer may not permit the Board to be uninformed or unsupported in its work. Accordingly he or she may not:

10. Fail to designate an acting Chief Executive Officer.
11. Fail to gain approval from the Board before accepting a directorship on any other board and annually report to the Board all other boards on which he or she sits.



## CANADIAN MENTAL HEALTH ASSOCIATION/PEEL BRANCH

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2h

EMERGENCY EXECUTIVE SUCCESSION

***Date Approved by Board: Motion 14.4.23.13***

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In order to protect the Board from the sudden loss of Chief Executive Officer services, the Chief Executive Officer shall not permit there to be fewer than two executives sufficiently familiar with Board and Chief Executive Officer issues and procedures to enable either to take over with reasonable proficiency as an interim successor.



***Date Approved by Board: Motion 7.10.2.12***

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With respect to fundraising, the Chief Executive Officer may not cause or allow conditions that may jeopardize the organization's reputation or its charitable organization status.

Accordingly, the Chief Executive Officer may not:

1. Allow the pursuit of any funding source by the CMHA/Peel Branch that is outside of the current "gambling" funding methods, which are Bingo, Nevada Tickets, and raffle.
2. Fail to comply with the Imagine Canada *Ethical Fundraising and Financial Accountability Code*.



***Date Approved by Board: Motion 8.10.2.12***

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With respect to all communications with the media the Chief Executive Officer shall not fail to ensure that the mission of CMHA/Peel is accurately communicated and that our image and reputation are protected.

Accordingly the CEO may not fail to:

1. state the organization's mission in all materials for distribution to the media
2. ensure that the values and goals of the organization are reflected appropriately in all materials for distribution to the media
3. act as the spokesperson for the organization for operational matters, at times delegating responsibility, but not accountability.





***Date Approved by Board: Motion 8.3.26.13***

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With respect to all potential and actual partnerships, the CEO shall not fail to protect the organization's reputation and resources. Accordingly the CEO shall not fail to ensure that:

1. the potential for improving client service is considered
2. the values of the partner organization are consistent with those of CMHA/Peel Branch
3. conflicts of interest are avoided
4. the partner organization has credibility in the community
5. the partner organization is committed to the partnership
6. the partner organization has a common purpose or vision with CMHA/Peel Branch.



***Date Approved by Board: Motion 9.10.2.12***

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With respect to memberships in the Corporation, the Chief Executive Officer shall not fail to abide by articles as stated in the By-Laws by the Board of Directors.

Accordingly he or she may not:

1. fail to confer membership where the applicant meets the established criteria, subject to the detail following;
2. fail to inform the Board of potentially problematic membership issues as a result of terminated staff and suspended program members; and
3. fail to provide annually to the Board an update on the status of the membership of the Corporation including the number of members, noting new and expired memberships at the September meeting following the Annual General Meeting.
4. fail to conduct an annual survey of the membership and report the results to the Board.



***Date Approved by Board: Motion 13.02.26.13***

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With respect to Community Development, the Chief Executive Officer may not fail to work collaboratively with community partners to identify needs and gaps in services affecting mental health in our community.

Accordingly, he or she may not:

1. fail to demonstrate leadership by initiating the development of needed programs and services;
2. fail to flow funds to appropriate partners in the implementation of services;
3. decline participation on planning bodies which have a direct and significant impact on mental health;
4. deny advice and guidance to consumer groups; and
5. fail to advance awareness of CMHA/Peel and mental health with key stakeholders, including politicians.



***Date Approved by Board: Motion 14.02.26.13***

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In order to maintain compliance with the M-SAA (Multi-Sector Service Accountability Agreement) and support the Board in its role, ensuring the provision of services as outlined in schedule E of the M-SAA, the CEO may not fail to provide:

1. quarterly updates including verification of submission and an explanation of material variances of OHRs/MIS and Trial Balance Submission and Supplementary Reporting;
2. biannual CDS updates including verification of submission and a summary of client data;  
and
3. an analysis of projected service levels based on actuals.



***Date Approved by Board: Motion 04.01.22.13***

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The Consent Agenda is used for items which the Board has delegated or would prefer to delegate to the CEO but, due to external requirements, must be approved by the Board. The CEO has a responsibility to assist the Board in dealing with these items as expeditiously as possible

Accordingly, he or she may not:

2. Bring consent agenda items to the Board without a concise summary of the item in addition to a complete copy of any document requiring approval. The summary shall include:
  - a. rationale as to why this should be considered a consent agenda item
  - b. where appropriate, a statement with respect to any impact on the Ends of the organization (e.g. for a funding proposal)
  - c. any organizational risks that may be associated with the item (e.g. if there were a risk that current funding may be discontinued or if there is anything which the receiver of a report may find controversial)
3. Be unprepared to discuss the topic in detail, including support documentation as required, if the Board determines it is not an appropriate item for the consent agenda, unless the item can be deferred to a subsequent regular meeting , or a special meeting if that can be arranged, before any external deadline



## CANADIAN MENTAL HEALTH ASSOCIATION/PEEL BRANCH

POLICY TYPE: GOVERNANCE PROCESS

GP #1

GLOBAL GOVERNANCE COMMITMENT

***Date Approved by Board: Motion 3.03.23.04***

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The purpose of the Board, on behalf of the population of the Region of Peel, is to see that the organization:

- a) achieves appropriate results for the appropriate persons at an appropriate cost (the Ends policies); and
- b) avoids unacceptable actions and situations (the Executive Limitations policies).



***Date Approved by Board: Motion 9.4.23.13***

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The Board will govern with an emphasis on:

- 1) outward vision rather than an internal preoccupation,
- 2) encouragement of diversity in viewpoints,
- 3) strategic leadership more than administrative detail,
- 4) clear distinction of Board and Chief Executive Officer roles,
- 5) collective rather than individual decisions,
- 6) future rather than past or present
- 7) pro-activity rather than reactivity, and
- 8) values rather than individual judgments

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will normally be the initiator of policy, not a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling board commitments.
2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about Ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability.
  - 3.1 Continual Board development will include orientation of new members in the Board's adopted governance process and periodic board discussion of process improvement.
4. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring, on a meeting-by-meeting basis, will include comparison of board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories.



**POLICY TYPE: GOVERNANCE PROCESS**

**GP #2a**

**GOVERNING STYLE (Cont'd)**

5. Each year, on review of this policy, a motion will be brought before the Board to continue support for its approved governance model, currently Policy Governance. If the majority of Board members (for greater clarity, not the majority of a quorum at the Board meeting) support the motion, then the current governance model will be used until the next scheduled review of this policy unless no longer permitted by a major funder, for example the LHIN, or a regulator.





POLICY TYPE: GOVERNANCE PROCESS

GP #2b

BOARD JOB DESCRIPTION

***Date Approved by Board: Motion 9.4.23.13***

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The job of the Board is to represent the moral ownership in determining and demanding appropriate organizational performance.

Accordingly,

1. The Board will produce the link between the organization and the moral ownership. Ownership Linkage activities are an important part of the Board's work that may have an impact on the organization's Ends policies. Board members are encouraged to participate in this important work which supports the collective work of the Board on behalf of the ownership.
2. The Board will produce written governing policies, which, at the broadest level, address each category of organizational decision:
  - a. **Ends:** Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good, for which needs, at what cost).
  - b. **Executive Limitations:** Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c. **Governance Process:** Specification of how the Board conceives, carries out and monitors its own task.
  - d. **Board-Staff Relationship:** How power is delegated and its proper use monitored; the Chief Executive Officer role authority and accountability.
3. The Board will produce assurance of Chief Executive Officer performance (against policies 2A and 2B above).
4. The Board will make operational decisions not delegated to the Chief Executive Officer.
5. The Board will take appropriate actions to address succession planning for Board executive positions including the Chair, Vice Chair(s), and Chair of the Audit Committee by:
  - Identifying members who may be interested in seeking such positions in the future; and,
  - Providing educational and other developmental activities for such members to allow them to explore their interests and abilities in taking on such roles.
6. Each Board member will agree in writing with this job description on an annual basis.



## Duties and Responsibilities of Directors

Duty of Knowledge	<ul style="list-style-type: none"><li>• know the content of the fundamental documents: legislation, bylaws, board policies</li><li>• know the purpose of the organization</li><li>• understand how the organization translates the purpose into action</li></ul>
Duty of Care	<ul style="list-style-type: none"><li>• act in accordance with a minimum standard of care</li><li>• exercise the care, diligence and skill of a reasonably prudent person</li></ul>
Duty of Skill and Prudence	<ul style="list-style-type: none"><li>• act with practicality and not necessarily expertise in mind</li><li>• act cautiously and anticipate any probable consequences of any course of action that the organization may choose to take</li><li>•</li></ul>
Duty of Diligence	<ul style="list-style-type: none"><li>• act in the best interests of the corporation</li><li>• adhere to the organization's values</li><li>• be as fully informed as reasonably possible about all aspects of the corporation</li><li>• act prudently and reasonably to protect the integrity and reputation of the corporation</li><li>• to review the agenda and supporting material in advance of each board meeting</li><li>• to attend meetings of the board</li><li>• to be prepared to discuss the business before the meeting in a prepared and knowledgeable way</li><li>• to vote on matters that come before the meeting</li></ul>
Duty to Manage	<ul style="list-style-type: none"><li>• appoint and supervise the CEO</li><li>• establish policies and provide guidance</li><li>• comply with legal requirements</li><li>• acquire adequate knowledge of the business and functioning of the organization</li><li>• measure management's implementation of board policies</li><li>• elect officers</li></ul>
Fiduciary Duty	<ul style="list-style-type: none"><li>• avoid acting in such a way that personal interests conflict with the interests of the corporation</li><li>• act honestly and in good faith</li><li>• be loyal to and to act in the best interests of the corporation</li><li>• subordinate every personal interest to those of the corporation</li></ul>



***Date Approved by Board: Motion 9.4.23.13***

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1. Board members are accountable to exercise the powers and to discharge the duties of their office honestly, in good faith, in accordance with the values and in the best interests of the Canadian Mental Health Association/Peel Branch (the "CMHA").
2. Board members must have loyalty to the CMHA, unconflicted by loyalties to staff or any personal interests.
3. Board members are expected to reveal any personal, family or business interests that they may have, that, by creating a divided loyalty, could influence their judgment and decisions. A conflict of interest exists wherever an individual could benefit, disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence, or, where someone might reasonably perceive there to be such a benefit and influence.
4. Examples of possible conflict of interest situations with respect to the CMHA include, but are not limited to:
  - A. A contract or transaction<sup>1</sup> between the CMHA and
    - i) a Board member or his or her family member<sup>2</sup>, or
    - ii) an entity in which the Board member or his or her family member has a financial interest or of which the person is a director, officer, employee, agent, partner, associate, consultant, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
  - B. A Board member:
    - i) competing with the CMHA in the rendering of services or in any other contract or transaction with a third party, or
    - ii) having a financial interest in, or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, or other legal representative of, or consultant to, an entity or individual that competes with the CMHA in the provision of services or in any other contract or transaction<sup>2</sup> with a third party.

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<sup>1</sup> The making of a gift or donation to the organization is not considered to be a contract or transaction.

<sup>2</sup> A family member is a spouse, domestic partner, parent, child or spouse of a child, brother, sister or spouse of a brother or sister, of a Board member.



- C. A Board member accepting gifts, entertainment or other favors from any individual or entity that:
    - i) does or is seeking to do business with, or is a competitor of the CMHA, or
    - ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the CMHA, or
    - iii) is a charitable organization operating in the Regional Municipality of Peel, where it might be inferred that such action was intended to influence or possibly could influence the Board member in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of the CMHA.
  - D. A Board member or his or her family member is using the CMHA's services concurrently with his or her participation on the Board.
  - E. A Board member uses his or her position to obtain employment in the CMHA for himself or herself, or for his or her family members or close associates. A Board member who wishes to apply for employment must first resign from the Board.
5. Board members will annually disclose their involvement with other organizations, with vendors, or any associations that might be or might reasonably be seen as creating a conflict of interest. Such information will be treated as confidential and will be made available only to the Board Chair, Secretary and any committee appointed to address conflicts of interest, except to the extent additional disclosure is necessary in connection with the implementation of this policy.
6. The following procedures are to be followed when a Board member believes there is or may be a conflict of interest with respect to a contract or transaction being considered at a Board or Committee meeting:
- A. Prior to action on the item, if in attendance, the Board member will disclose all facts material to the conflict of interest. This disclosure will be reflected in the minutes of the meeting. Any Board member may excuse himself or herself at any time from involvement in any decision or discussion in which the Board member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.



- B. A Board member who plans not to attend a meeting at which he or she has reason to believe that a matter in which he or she has a conflict of interest will be raised, will disclose to the chair of the meeting all facts material to the conflict of interest. The chair will report the disclosure at the meeting and this disclosure will be reflected in the minutes.
  - C. The Board member who has the conflict of interest will withdraw from the meeting when the matter is discussed and will not participate in the deliberation unless invited to provide the Board with material facts and/or respond to questions. He or she will not attempt to exert personal influence with respect to the matter, either at or outside the meeting.
  - D. The Board member who has the conflict of interest shall not be counted in determining quorum for purposes of the vote. He or she may not participate in the vote and may not be present during the vote unless the vote is by secret ballot. This ineligibility will be reflected in the minutes.
  - E. If it is not entirely clear that a conflict of interest exists, the Board member with the potential conflict shall disclose such potential conflict of interest and all material facts related thereto at the meeting, answer any questions, and thereafter leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members at the meeting shall decide if a conflict of interest exists.
7. Board members may not attempt to exercise individual authority over the CMHA except as explicitly set forth in Board policies or as otherwise authorized by the Board. Without limitation:
- A. Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
  - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member, other than the Board Chair, to speak for the Board.
  - C. Members will give no consequence or voice to individual judgments of Chief Executive Officer or staff performance.



8. Board members and staff acknowledge and appreciate that all members are volunteers, and as such, time is at a premium. Without limitation:
  - A. Board members shall strive to manage time effectively, arrive promptly for meetings and agree to come prepared in advance for meetings.
  - B. Board members shall respect members' contribution to the discussion and encourage others to present their views. The sharing of observations or concerns should occur at the Board table.
  - C. Board members will accept that the decision making process may involve conflict, believing that only when points of view are revealed, the best decisions can be made. The Board will assume that after a fair opportunity for expression of views, members agree to support the majority decision of the group.
  - D. Board members shall regularly take part in Board convened educational activities which will assist them in carrying out their responsibilities.
  
9. Board members shall not disclose confidential information respecting CMHA acquired directly or indirectly through their participation on the Board. Further, Board members will not disclose or use information relating to the business of the CMHA for the personal profit or advantage of themselves or a family member. Confidential information is considered to be specific information that is not available to the general public on request or information made confidential by law. This includes, but is not limited to, the membership list of the CMHA.
  
10. The Board members will comply with any and all applicable policies of the CMHA in effect from time to time, including, without limitation, the workplace violence, workplace harassment, domestic violence, and freedom from discrimination policies, and will take the necessary steps to familiarize themselves with such policies.
  
11. Board members acknowledge that attendance at meetings is important and unexplained absences or absences without acceptable explanations may jeopardize his/her standing on the Board. If a Board member expects to miss a meeting, he/she will advise the Chair and/or Secretary prior to the meeting or, if this is not possible, as soon as possible afterwards. In either case, if an explanation acceptable to the Chair and Secretary is not provided, he/she will be considered to have been absent. If the Board member does not agree with the decision of the Chair and Secretary, he/she may ask for the decision to be reviewed at the next regularly scheduled Board meeting.
  
12. A Board member is considered to have resigned if he/she is absent from two consecutive regularly scheduled meetings of the Board, unless he/she gives written explanation for his/her absence that is satisfactory to the Board. (The definition of "absence" is as defined in Point 11 above.)



**POLICY TYPE: GOVERNANCE PROCESS**

**GP #2c**

**POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT (cont'd)**

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13. Any Board member who fails to comply with this Code of Conduct may be removed from office by the vote of the Board and may be subject to such other action as the Board may consider appropriate.
14. This Code of Conduct is intended to supplement, but not replace, any applicable provincial and federal laws governing the code of conduct of Board members applicable to nonprofit and charitable organizations.
15. Board members will annually sign off on the Code of Conduct.



Board Confirmation Sign Off

GP #2b – Board Job Description / GP #2c - Code of Conduct

- I have read and understand the Board Job Description (GP#2b) and agree to comply with the provisions thereof.
- I have read and understand the Board Members’ Code of Conduct (GP#2c), including, without limitation, the conflict of interest and confidentiality provisions, and agree to comply with the provisions thereof.
- I have read and understand the CMHA’s workplace violence, workplace harassment, domestic violence, and freedom from discrimination policies (most up-to-date versions are attached), and agree to comply with the provisions thereof.
- I am unaware of any relationships, positions or circumstances in which I am involved that I believe could result in a conflict of interest, as described in the Code of Conduct.
- I am aware of relationships, positions or circumstances described below that I believe could result in a conflict of interest, as described in the Code of Conduct.

- I understand that, if I suspect any frauds or irregularities in the financial affairs of the CMHA, I am required to report these to the Chief Executive Officer (CEO), or the Chair in the event that I believe the CEO is involved.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_





***Date Approved by Board: Motion 9.4.23.13***

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The Chair assures the integrity of the Board's process and, secondarily, represents the Board to outside parties.

Accordingly:

1. The job result of the Chair is that the Board behaves consistently with the organization's values and its own rules and those legitimately imposed upon from outside the organization.
  - (a) Meeting discussion content will only be those issues, which, according to Board policy, clearly belong to the Board to decide, not the Chief Executive Officer.
  - (b) Deliberation will be timely, fair, open, and thorough, but also efficient, and kept to the point.
  
2. The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - (a) The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (eg. ruling, recognizing).
  - (b) The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Chief Executive Officer.
  - (c) The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the areas delegated to him or her.
  - (d) The Chair shall assume the responsibility of attending all events requiring Board representation. The Chair may delegate this authority but will remain accountable.
  - (e) The Chair shall survey the Board members once a year.



***Date Approved by Board: Motion 19.11.23.10***

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The Secretary assures the integrity of the Board's documents.

Accordingly:

The job result of the Secretary is that the documents of the Board are a correct, accurate and complete record of Board proceedings and decisions.

Board documents include: documents of incorporation, bylaws, Board minutes, trust reports, governance policies, monitoring reports and attendance records.

The Secretary will consult with the Chair prior to release of documents not deemed public unless required by law.



***Date Approved by Board: Motion 4.01.25.11***

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The Role of the Vice Chair is primarily to replace the chair in his/her absence and additionally, possibly to be trained for assuming the position of Board Chair. In order to address succession planning appropriately the Board may elect more than one Vice Chair.

One of the Vice Chairs will be a member of the Nominating Committee through the recruitment, nomination and orientation of prospective Board members.

As directed by the Chair, one of the Vice Chairs assists with the planning of the AGM and Board retreat.

A Vice Chair will also temporarily replace the Chair in case of the Chair's inability to perform his/her duties.



***Date Approved by Board: Motion 3.03.23.04***

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Board committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Chief Executive Officer.

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer.
3. Board committees cannot exercise authority over staff. Because the Chief Executive Officer works for the full Board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee, which has helped the Board create policy on some topic, will not be used to monitor organizational performance on that same subject. The Board retains responsibility and authority to monitor organizational performance.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies only to committees, which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Chief Executive Officer.



***Date Approved by Board: Motion 6 .05.22.12***

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A committee is a board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the Committee chair.

1. ***Nominating and Board Development Committee:***

**Role:**

- 1) No later than May of each year, present an appropriate number of properly screened potential Board members that are willing and able to serve at least three (3) consecutive years on the Board, and
- 2) Communication to the Membership soliciting nominations at least ninety (90) days before the annual general meeting requiring nominations to be in to the Board sixty (60) days before the Annual General Meeting.
- 3) Implement a rigorous process to select and recommend to the first meeting of the Board following the AGM names of Board members who are willing to serve as Chair, Vice Chair and Chair of the Audit Committee.
- 4) Provide orientation for new Board members according to a Board approval orientation plan and process.
- 5) An annual education plan for Board approval and inclusion in the Board calendar.
- 6) Well-designed Board development opportunities (e.g. event, training sessions, retreats) which meet Board-identified governance needs.

**Authority:**

To incur costs of no more than \$100 direct charges and no more than forty (40) hours of staff time.

**Composition:**

Membership shall be two Board members, one of whom is the Past Chair if the position is filled, and the CEO or delegate.



*Date Approved by Board: Motion 6.05.22.12*

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2. ***Audit Committee:***

The Audit Committee will monitor the financial condition of the Corporation and will assess the risk in cooperation with the external auditors, and report to the Board.

**Role:**

- 1) Review of the quarterly Financial Statements of CMHA/Peel on a timely basis.
- 2) Report to the Board a summarized quarterly Financial Statement for CMHA/Peel.
- 3) Private session with the CEO once a year, and report back to the Board with any significant concerns.
- 4) Private session with the Director of Finance and Operations once a year, and report back to the Board with any significant concerns.
- 5) Review of internal controls with the Director of Finance and Operations once a year, and report back to the Board with any significant concerns.
- 6) Review the auditor's report and management letter and, where necessary, review matters raised by auditors with appropriate levels of management and report back to the auditors, and to the Board, Audit Committee findings.
- 7) Review the scope of the audit plan with the outside auditors, and assist and provide direction in the audit planning process when and where appropriate.
- 8) Audit Committee shall review its products at the end of the year.
- 9) A report from the Chair of the Audit Committee addressing the auditor's opinion and the corporate financial statements will be presented at the AGM.
- 10) The Chair of the Audit Committee will present a motion at the AGM to recommend the auditors for the coming year and ensure the auditors are informed after the members at the AGM have voted on the appointment.



**POLICY TYPE: GOVERNANCE PROCESS**

**GP#2h**

**BOARD COMMITTEE STRUCTURE (cont'd)**

***Date Approved by Board: Motion 6.05.22.12***

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- 11) Make it known to auditors any issues of disclosure, corporate governance, fraud or illegal acts, non-compliance with the law or regulatory requirements that are known to them.
- 12) Provide guidance and direction to the auditors on any additional work they feel should be undertaken in response to issues raised or concerns expressed.
- 13) Make such inquiries as appropriate into findings of the auditors with respect to corporate governance, management conduct, co-operation, information flow and system of internal controls.
- 14) Review the draft financial statements prepared by management including the presentation, disclosure and supporting notes and schedules, for accuracy, completeness and appropriateness and approve same to be passed to directors for approval.
- 15) The Audit Committee shall review the draft audited Financial Statements and bring the final version to the Board for approval.

**Authority**

To incur costs of no more than \$200 in direct charges and no more than 40 hours of staff time per year.

**Composition**

The Audit Committee shall consist of at least three people, with a minimum of one Board member, and two outside persons. At least one member of the Audit Committee shall be designated as having financial expertise; the other two must be able to read financial statements.



*Date Approved by Board: Motion 6.05.22.12*

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3. **Governance Committee:**

The Governance Committee advises the Board on matters relating to the Board's governance structure, polices and processes, and regarding Board effectiveness.

**Role:**

- 1) Review and recommend revision to By-Laws as required.
- 2) Review and recommend revisions to Board polices as required.
- 3) Evaluate the effectiveness of Board governance structure and processes and recommend changes as required.
- 4) Review accreditation requirements as they relate to Board governance structures, processes and policies and recommend changes as required.

**Accountability:**

- 1) The Governance Committee is accountable to the Board.
- 2) Recommendations of the Governance Committee are taken to the Board for approval.
- 3) The Governance Committee undertakes actions as approved the Board.

**Authority:**

To incur costs of no more than \$100 in direct charges and no more than 20 hours of staff time per year.

**Composition:**

Membership shall be the Chair, one Vice-Chair, one additional Board member and the Chief Executive Officer. The Committee shall choose its own Chair.





*Date Approved by Board: Motion 6.05.22.12*

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**4. Ownership Linkage Committee:**

The Ownership Linkage Committee advises the Board on matters relating to the moral ownership.

**Role:**

- 1) Develop a Moral Ownership Plan as prioritized by the Board.
- 2) Develop and facilitate execution of a Board Ownership Linkage Strategy.
- 3) From a moral ownership perspective, review and recommend additions and revisions to board policies and processes, as required.
- 4) Evaluate and report the effectiveness of Board ownership linkage initiatives.

**Accountability:**

- 1) Ownership Linkage Committee is accountable to the Board.
- 2) Recommendations by the Ownership Linkage Committee are made to the Board for approval.
- 3) Ownership Linkage Committee undertakes actions as approved by the Board.

**Authority:**

To incur costs of no more than \$100 in direct charges and no more than 25 hours of staff time per year.

**Composition:**

Membership shall be four Board members, one of whom is a Vice Chair or delegate, and the CEO or delegate. The Committee shall choose its own chair.



***Date Approved by Board: Motion 4.01.22.13***

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To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda which:

- (a) completes a re-exploration of Ends policies annually; and
- (b) continually improves its performance through attention to Board education and to enriched input and deliberation.

Accordingly:

1. The cycle will conclude each year on the last day of March in order that administrative budgeting can be based on accomplishing a one-year segment of the most recent Board long-range vision.
  - (a) In the first one or two months of the new cycle, the Board will develop its agenda for the ensuing one-year period.
2. The cycle will start with the Board's development of its agenda for the next year.
  - (a) Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the 1st quarter, to be held during the balance of the year
  - (b) Governance education and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, and staff) will be arranged in the 1st quarter, to be held during the balance of the year.
3. A consent agenda will be used to address items that the Board has delegated or would prefer to delegate to the CEO but require Board approval due to external requirements. The Board will attend to these items as expeditiously as possible unless the Board votes to remove an item from the consent agenda.
4. Chief Executive Officer monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
5. Chief Executive Officer remuneration will be decided after a review of monitoring reports received in the last year during the month of May.



***Date Approved by Board: Motion 18.11.23.10***

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Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - (a) Training and retraining will be used liberally to orient new Board members and candidates for Board membership, as well as to maintain and increase existing Board member skills and understandings.
  - (b) Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
  - (c) Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

Each fiscal year, the Board will approve a budget to include:

- (a) Training, including attendance at conferences, workshops, governance policy and Board meetings.
- (b) Audit and other 3rd-party monitoring of organizational performance.
- (c) Surveys, focus groups, opinion analyses, and meeting costs.
- (d) A Board Compassionate Fund which, if unused, may be allocated to other Board costs.



***Date Approved By Board Motion: 13.12.06.11***

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**Definition:** A meeting or any portion of a meeting can be “in camera,” or private, at the Board’s discretion, when it is determined by the Board that access of the general public or staff to the meeting should be restricted. In most cases, the decision to move “in camera” is made where disclosure of the discussion could be harmful to an individual or organization; cause a breach of confidentiality, and/or undue financial loss to the organization.

In camera meetings do not exclude the Chief Executive Officer, except when discussing matters related to the position of Chief Executive Officer and/or discussing matters related to Board meeting process.

**Process:** A Board motion is made to go in camera and noted in the formal minutes. Discussion in camera is minuted separately by a member of the Board and approved by the Board (in cases of remuneration or performance appraisal of the Chief Executive Officer a copy is forwarded in a sealed envelope to the Director of Finance and Operations). The in camera minutes are then signed by two Board members, placed in a sealed envelope and signed over the seal by two Board members. The envelope is labeled “In Camera Minutes” and dated.

The Chief Executive Officer, if not present, can be called in to hear a decision, clarify issues, or respond to questions.

A Board motion to go out of camera is recorded in the formal minutes of the meeting already in progress.

Decisions/motions as a result of the in camera discussion are recorded in the formal minutes. Decisions that impact on the employer (Board)/employee (Chief Executive Officer) relationship may be referenced but not disclosed in detail.

The “In Camera Minutes” are forwarded to the Chief Executive Officer to be included in the Board’s official binder.



***Date Approved by Board: Motion 5.09.25.07***

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The Board acts in trusteeship for the members of CMHA/Peel Branch, and serves as the legitimizing connection between the operating organization and the members.

While the Board delegates its responsibility to approve membership applications to the Chief Executive Officer, it will review the current membership list at the first meeting of the Board in each fiscal year in order to satisfy itself that the membership approvals do not contravene any rules or regulations of the Corporation or Board.

In order to carry out these responsibilities to the members the Board shall,

1. Behave as trustee for the benefit of the members when resolving loyalty and value issues;
4. Educate itself on the members' concerns, needs, and requests by encouraging all feasible information gathering activities, encouraging collection and regular reporting of satisfaction or complaint statistics from members, including in the Board calendar at least one education session per year from the membership, and maintaining an open door policy for members to discuss matters with board members;
5. Report to the members on the activities of the Board and the operating organization.



***Date Approved by Board: Motion 4.10.26.10***

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The Board of CMHA/Peel takes all complaints very seriously. Complaints addressed to the Board will only be considered if received in written form with the complainant's name and contact information.

*Complaints that may be litigious in nature will be referred to legal counsel immediately for advice.*

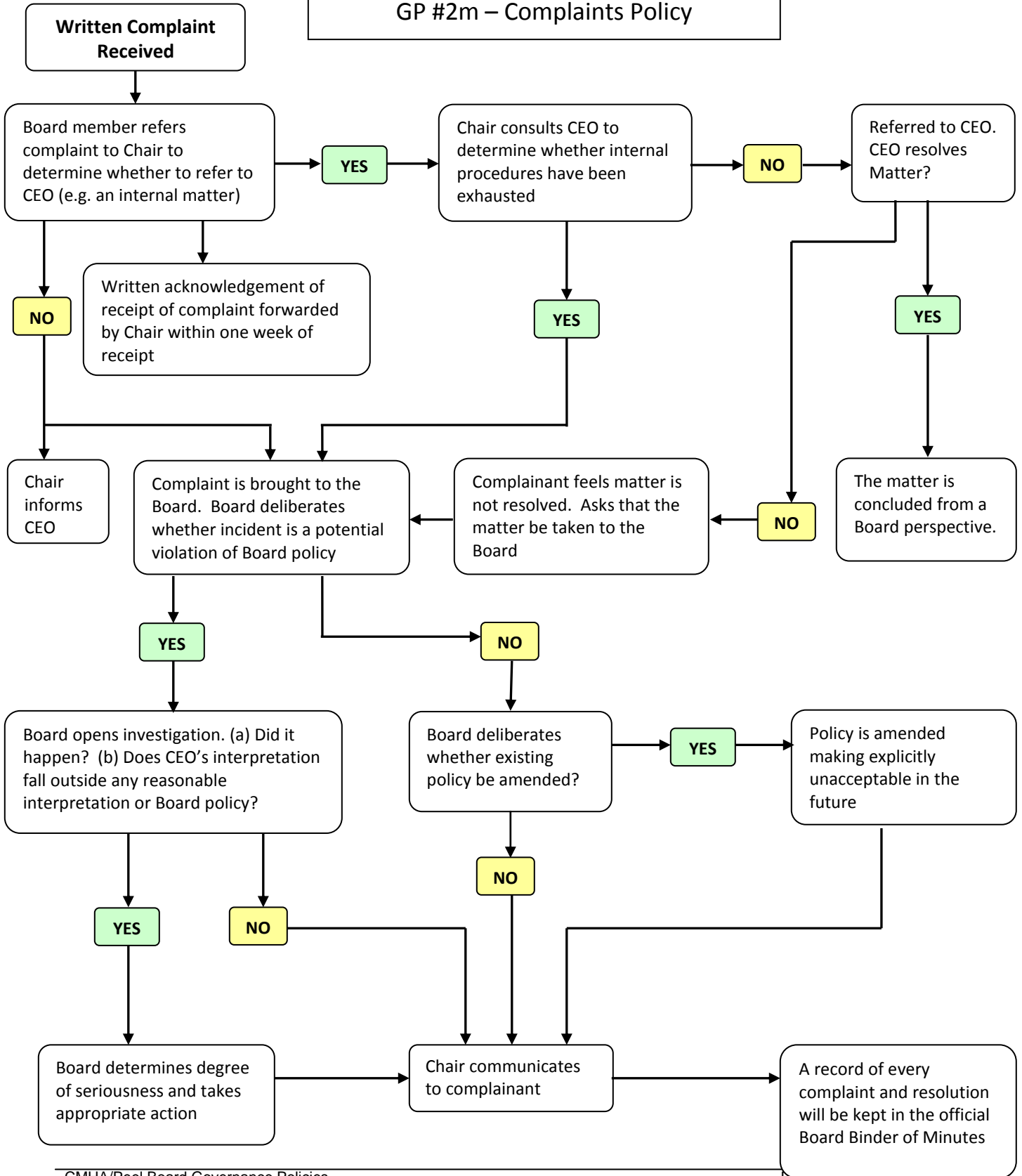
On receipt of a complaint a board member:

1. responds that he/she is a board member of CMHA/Peel, that all complaints are taken seriously and that all complaints must be in writing with contact information;
2. forwards the complaint to the Chair/CEO as soon as possible or at most within one week of receipt.

The Board will follow the process outlined in the Governance Complaints Flow Chart. (Attached)



**COMPLAINTS FLOW CHART**  
GP #2m – Complaints Policy





**POLICY TYPE: GOVERNANCE PROCESS**

**GP#2n**

**LINKAGE TO THE OWNERSHIP**

***Date Approved by Board: Motion 7.05.22.12***

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The “owners” of CMHA/Peel Branch are defined as all people who reside, work, learn, or spend time in Peel and benefit from a community that supports people impacted by mental illness.

The Board shall be accountable for the organization to its owners as a whole. The Board shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests as “customers” of the organization’s services, and their obligation to speak for others as a representative of the “owners” as a whole. As the agent of the owners, the Board is obligated to identify and know what the owners want and need.
2. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their perspectives.
3. The Board will establish and maintain an ownership linkage plan, in order to ensure that the Board has intention and constructive dialogue and deliberation with owners, primarily around the organization’s Ends. The plan will include selection of owners that reflect the ownership’s diversity for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Board’s policy deliberations.
  - 3.1 All Board members are accountable to the Board for participating in the linkage with owners as identified in the plan.
4. The Board will consider its ownership linkage successful if, to a continually increasing degree:
  - When developing or revising Ends, the Board has access to diverse viewpoints that are reflective of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
  - The owners are aware that the Board is interested in and seriously considers their perspective.
  - If asked, the owners would say that they have had opportunity to let the Board know their views.
  - The owners are aware of how the Board has used the information they provided.





**POLICY TYPE: GOVERNANCE PROCESS**

**GP#2o**

**COMMITMENT TO COLLABORATION AND EDUCATION**

***Date Approved by Board: Motion 4.3.24.09***

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The Board of CMHA/Peel Branch recognizes its important obligation to represent the interests of the community, its moral ownership, by building relationships within our community. To fulfill this responsibility, one of the Board's mechanisms is to develop a plan to collaborate with our Central West LHIN and with other boards in the Central West Region, with the goal of increased transfer of knowledge, and opportunities for integration.

Accordingly, we will:

1. Understand the other HSPs, categorize and prioritize (based on predetermined criteria) their work as it relates and is similar to ours;
2. Identify and prioritize which HSP's we could potentially collaborate with in the upcoming review period;
3. Invite relevant organizations to, engage with in board education sessions, focusing on:
  - a) Brief description of the organization;
  - b) Detailed description of client groups (demographics, geography, acuity) and outcomes (measurement).
  - c) Explore opportunities to collaborate/integrate services and operations
4. Maintain a summary presentation representing our own business to share with others.



***Date Approved by Board: Motion 3.01.25.11***

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The role of Past Chair is to assist the incoming Chair with their new role and responsibilities. The Past Chair will - continue to provide support and guidance to the Board of Directors of CMHA/Peel. The Past Chair will continue to assist the organization in achieving its stated mission and goals in the most effective and prudent manner.

Past Chair is defined as: “that Board member who was most recently Chair”.

Responsibilities:

- Provide support to the Chair as required (mentor role);
- Be a member of the Nominating Committee during their term as Past Chair.

Reports to:

- The CMHA/Peel Board of Directors



## CANADIAN MENTAL HEALTH ASSOCIATION/PEEL BRANCH

**POLICY TYPE: BOARD-STAFF RELATIONSHIP**

**BSR #1**

**GLOBAL BOARD-STAFF RELATIONSHIP**

***Date Approved by Board: Motion 3.03.23.04***

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The Board's sole official connection to the operational organization, its achievements, and conduct will be through the Chief Executive Officer.



## CANADIAN MENTAL HEALTH ASSOCIATION/PEEL BRANCH

POLICY TYPE: BOARD-STAFF RELATIONSHIP BSR

BSR #2a

UNITY OF CONTROL

***Date Approved by Board: Motion 3.03.23.04***

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Only decisions of the Board acting as a body are binding on the Chief Executive Officer

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Chief Executive Officer.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds, or are disruptive.



***Date Approved by Board: Motion: 6.04.25.06***

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The Chief Executive Officer is the Board's link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, the authority and accountability of the Chief Executive Officer.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer unless approved by the Chief Executive Officer.



***Date Approved by Board: Motion 3.03.23.04***

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The Board will instruct the Chief Executive Officer through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.

Accordingly:

1. **ENDS POLICIES:** The Board will develop policies instructing the Chief Executive Officer to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. **EXECUTIVE LIMITATIONS POLICIES:** The Board will develop policies that limit the latitude that the Chief Executive Officer may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Chief Executive Officer uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Chief Executive Officer domains. By so doing, the Board changes the latitude of choice given to the Chief Executive Officer. But so long as any particular delegation (policy) is in place, the Board and its members will respect and support the Chief Executive Officer's choices.



***Date Approved by Board: Motion 12.09.23.08***

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Systematic and rigorous monitoring of Chief Executive Officer job performance will be solely against the only expected Chief Executive Officer job products: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

1. The purpose of monitoring is simply to determine the degree to which Board policies are being met. Data, which does not do this, will not be considered to be monitoring data. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. The Board will acquire monitoring data by one or more of three methods:
  - (a) by INTERNAL REPORT: in which the Chief Executive Officer discloses compliance information to the Board,
  - (b) by EXTERNAL REPORT: in which an external, disinterested 3rd party selected by the Board assesses compliance with Board policies,
  - (c) by DIRECT BOARD INSPECTION: in which a designated board member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Chief Executive Officer interpretation of the Board policy being monitored.
4. All policies that instruct the Chief Executive Officer will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as follows:



## MONITORING PROCESS

### Instructions for the Board

Monitoring is very important to *manage risk*, for *liability issues* and for fulfilling a board's *fiduciary responsibility*

#### Executive Limitations and Ends Monitoring

##### **Steps:**

1. **Board creates the policies** (performance expectations) as well as the reporting requirements (method and frequency) and records this in the see Board-Staff Relationship policy called Monitoring ED Performance.
2. **CEO is aware** of these performance requirements and operates the organization accordingly.
3. Monitoring reports (**MRs**) **are then submitted** to the board at the frequency that the board has determined. There are 3 different methods for MRs:
  - a. MR is from CEO if method is Internal Report
  - b. MR is from an external auditor if method is External Review
  - c. MR is from a board committee or board member if method Board Direct Inspection.
4. The **format** of the MR should be as follows:
  - a. The board's policy words re-stated
  - b. The CEO's interpretation and rationale
  - c. Data/Information to satisfy the board of compliance (Executive Limitations (EL) or achievement (Ends)
  - d. CEO's assertion of compliance or not.
5. The board's job is then to be **satisfied** that
  - a. the interpretation is reasonable **and**
  - b. to be satisfied that the data proves compliance (if EL) or achievement (if Ends policies)





6. **At board meeting**, the following conversation is convened by the board chair:
  - a. Chair asks if everyone has received and read the monitoring reports being considered
  - b. Chair asks if everyone judges that the interpretations are reasonable
  - c. Chair asks if the data/information presented satisfies everyone of compliance (EL) or achievement (Ends)
  
7. **The decision/result is recorded** on a worksheet and in the minutes in the form of a motion. Some samples are:
  - a. Moved that the board received a MR for EL #2a Treatment of Consumers, determined that the interpretations are reasonable and that the data proves compliance.
  - b. Moved that the board received a MR for EL #2a Treatment of Consumers, determined that the interpretations are reasonable (except for clause #4) and that the data proves compliance. Follow-up report for clause #4 expected at May meeting of the board.
  - c. Moved that the board received a MR for EL #2a Treatment of Consumers, determined that the interpretations are reasonable and that the data proves compliance except for clause #4. Follow-up report expected at May meeting of the board.
  
8. Note that receiving MRs does not need to coincide with board meetings, and can occur between meetings electronically. The same process applies.



POLICY TYPE: BOARD-STAFF RELATIONSHIP BSR

BSR #2d

MONITORING EXECUTIVE PERFORMANCE (cont'd)

Date Approved by Board: Motion 06.05.22.12

**Executive Limitations Policies**

**Frequency Method  
(Times/year)**

Global and Second Level	1	April
EL #1 Global Executive Constraint	1	IR (September)
EL #2a Treatment of Clients	1	IR (February)
EL #2b Treatment of Staff	1	IR (November)
EL #2c Compensation and Benefits	1	IR (November)
EL #2d Financial Condition and Activities	1	IR (September)
(Auditor)	1	ER (June)
EL #2e Financial Planning and Budgeting	1	or as needed IR (April)
EL #2f Asset Protection	1	IR (November)
EL #2g Communication and Support to the Board	1	IR (February)
	1	BDI (February)
EL #2h Emergency Executive Succession	1	or as needed IR (April)
EL #2i Fundraising	1	IR (June)
EL #2j Media Communications	1	IR (September)
EL #2k Partnerships	1	IR (February)
EL #2l Membership (Corporation)	1	IR (September)
EL #2m Community Development	1	IR (February)
EL #2n LHIN Reporting	4	(September, November, Feb, June)
EL #2o Consent Agenda Items	1	April
GP #2l Linkage to Membership	1	BDI (September)

**BSR Policies**

BSR #2d Board Performance Appraisal of Chief Executive Officer	1	BDI (May)
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Methods: IR = Internal Chief Executive Officer Report  
ER = External Report  
BDI = Board Direct Inspection