
THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

GOVERNANCE GUIDE

OVERVIEW

Preamble

The Perley and Rideau Veterans' Health Centre is a not-for-profit corporation known for its innovation and leadership in caring for seniors with a unique responsibility for veterans. It offers long-term care, short-stay respite and convalescent care programs, as well as day programs.

Building on more than a century of experience with an excellent reputation in caring for seniors, the "Perley Rideau" is undergoing a metamorphosis from primarily providing residential long-term care to providing a broader spectrum of accommodations and services aimed at improving the health, safety and well-being of seniors and veterans throughout the community.

As the Perley Rideau's facilities, programs and services expand, so too the scope of governance is changing rapidly. Across the globe shareholders and stakeholders are demanding an increasing level of vigilance and accountability of governing bodies for all corporations including not-for-profit corporations.

The Perley Rideau's governing body is the Board of Directors, responsible to The Perley and Rideau Veterans' Health Centre Corporation. Guided by the By-Laws of the Corporation, governing legislation and its own policies, this group of volunteers strives to meet the diverse expectations of its many stakeholder groups.

Governance in the 21st century goes well beyond providing traditional fiduciary oversight. Today, *inter alia*, boards are also expected to:

- Develop clear direction for the organization;
- Build and disseminate knowledge throughout the organization;
- Promote and maintain positive relationships with stakeholders;
- Identify and respond appropriately to relevant strategic risks and opportunities; and
- Monitor organizational performance, including the achievement of goals and objectives, quality improvement, financial planning and control, and the effective and efficient use of the human capital and infrastructure.

Purpose

The purpose of this Governance Guide is to provide the Directors of the Board of The Perley and Rideau Veterans' Health Centre with comprehensive reference material to assist them in their diverse governance tasks of:

- Fiduciary oversight;
- Direction setting;
- Executive oversight;
- Resource stewardship including financial oversight;
- Risk management;
- Stakeholder relations; and
- Performance evaluation.

In 2009, The Board of Directors approved and implemented a “Board Governance Guide for Directors”. This document has served the Board well. Building upon the strengths of the original version, this revised edition aims to:

- Improve user-friendliness, particularly navigation;
- Enhance the comprehensiveness of coverage;
- Update material consistent with best governance practices;
- Clarify responsibilities (specifically Board vs. management);
- Provide guidance for Committees; and
- Enhance baseline knowledge for orientation of new members and adjunct advisors.

Layout

The Governance Guide comprises four Volumes:

Volume I – Authorities is a compendium of the principal documents providing the framework of authorities under which the Board must function;

Volume II – Strategy includes the approved vision, mission and strategic direction of the Perley Rideau to guide the Board in its decision making.

Volume III – Governance includes specific guidance for the effective functioning of the Board. It is provided in four parts, covering:

- Part 1** - The Perley Rideau's framework of ethics and its core values;
- Part 2** - Guidelines for the effective functioning of the Board itself;
- Part 3** - Guidelines for the Board for assuring effective executive performance by the Chief Executive Officer; and
- Part 4** - Guidelines for the Board for the provision of effective stewardship of the Perley Rideau's mission, resources and reputation.

Volume IV – Board Policies is a compendium of those policies approved by the Board which *direct* various aspects of the Perley Rideau's operations. (They do not include those policies restricted in application to the governance of the Board, which are in Volume III.)

Usage

The Governance Guide is intended to provide consolidated reference material, principally for use by Directors. It is intended to be constructive and informative, rather than prescriptive or directive.

The scope of the material is broad enough that Board members should be able to readily find pertinent guidance for most any aspect of the Board's normal roles and responsibilities.

Credit

This Governance Guide has been prepared to assist the Board of Directors in providing effective governance strictly for The Perley and Rideau Veterans' Health Centre. The Board acknowledges that this manual has been informed by several reference documents including:

- *“Governing for Results”* by Mel Gill, copyright 2005;
- *“Guide to Good Governance”* by the Ontario Hospital Association (OHA), 2005;
- Several booklets by the Canadian Institute of Chartered Accountants (CICA) from their series *“20 Questions Directors of Not-For-Profit Organizations Should Ask About...”*; and
- *Accreditation Canada's Governance Standards, 2017*.

Governance Guide Review Schedule

This Governance Guide will be updated annually with additions, new policies and/or revised policies, and, at three-year intervals, will be reviewed in its entirety to determine the need and extent of update required.
