



**Perley Rideau**

The Perley and Rideau  
Veterans' Health Centre



The Perley and Rideau Veterans' Health Centre

# Board of Directors HANDBOOK

The Perley and Rideau Veterans' Health Centre

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[www.PerleyRideau.ca](http://www.PerleyRideau.ca)

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**BOARD OF DIRECTORS HANDBOOK - V.2**

Approved by the Board on April 04, 2019

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# TABLE OF CONTENTS

## Chapter 1: PURPOSE

- 1.1 Preamble
- 1.2 Mission
- 1.3 Vision
- 1.4 Values
- 1.5 Approach
- 1.6 Governance Bodies

## Chapter 2: BOARD ACCOUNTABILITY AND OPERATING PHILOSOPHY

- 2.1 Role of Board
- 2.2 Principal Functions
- 2.3 Governing Legislation, Agreements and By-Laws
- 2.4 Policies/Guideline
- 2.5 Authority and Accountability
  - 2.5.1 Officers of the Board
- 2.6 Operating Philosophy
- 2.7 Style of Governance
- 2.8 Responsibilities with respect to the CEO

## Chapter 3: DIRECTORS' OBLIGATIONS AND LIABILITIES

- 3.1 General
- 3.2 Standard of Care
- 3.3 Expectations Placed on Directors
- 3.4 Oath of Office and Confidentiality Agreement
- 3.5 Conflict of Interest
  - 3.5.1 Scope of Conflict of Interest
  - 3.5.2 Implementation
- 3.6 Liabilities for Directors
  - 3.6.1 Statutory Liabilities
  - 3.6.2 Common Law Liabilities
  - 3.6.3 Safeguards

## Chapter 4: BOARD MANAGEMENT

- 4.1 General
- 4.2 Meetings of the Corporation
- 4.3 Board Meetings
- 4.4 Board Committees and Meetings
- 4.5 Disposition of Complaints and Disputes Involving Directors
- 4.6 Conflict Resolution
- 4.7 Board Governance Records
  - 4.7.1 Board Responsibility
- 4.8 Board Performance Evaluation

## **Chapter 5: DIRECTOR RECRUITMENT, SELECTION, ORIENTATION AND DEVELOPMENT**

5.1 General

5.2 Recruitment

5.2.1 Selection Criteria

5.3 Vacancy on the Board

5.4 Board Orientation Process

5.5 Director Development

Chapter 1	OVERVIEW
<p><b>1. PURPOSE</b></p>	<p>The purpose of this Handbook is to provide new Directors with a summary of the key materials in the Governance Guide relevant to their role as a Director. The Governance Guide is a comprehensive reference tool for Directors which, in addition to providing further detail to the materials in this Handbook, also provides detailed roles and responsibilities for key leaders in the organization as well as a compendium of Board policies including policy direction to management. As the Governance Guide takes precedence, Directors should consult it for clarity and details.</p> <p>The Handbook comprises five chapters that provide an overview of roles, responsibilities and expectations for Directors, individually and collectively.</p> <p>Chapter 1 provides an introduction to the organization, the Perley Rideau Veterans’ Health Centre, its mission, vision, approach and partners.</p> <p>Chapter 2 presents the Board Accountability and Operating Philosophy, outlining the key governance provisions for the Board of Directors as well as how the Board governs itself.</p> <p>Chapter 3 is Directors’ Obligations and Liabilities, covering the collective and individual fiduciary responsibilities, ethics, conflict of interest and legal liabilities for Directors.</p> <p>Chapter 4 explains Board Management, or how the Board operates and executes its decision-making powers.</p> <p>Chapter 5 focuses upon Director recruitment, selection, orientation and development.</p> <p>As for the Governance Guide, this document is subject to regular review by the Governance and Planning Committee of the Board.</p>
<p><b>1.1 PREAMBLE</b></p>	<p>The Perley and Rideau Veterans’ Health Centre, called herein the Perley Rideau or PR, is a not for profit charitable organization that offers long-term care, short stay respite, convalescent care, day programs and more recently independent living apartments, specialized dementia care.</p>
<p><b>1.1.1 Perley Rideau at a Glance</b></p>	<p>The Perley Rideau is the third largest long-term care home in Ontario with 450 beds including 55% for Veterans. Among the 200 long-term care beds for civilians, there are 34 convalescent care beds and six respite care beds. For seniors living with early to mid-stage dementia, there is access to a 75-space day program, a 12-bed standalone Guest House and individuals and families are supported onsite by the Alzheimer Society of Ottawa and Renfrew County. Committed to</p>

	<p>support Ontario’s <i>Aging at Home</i> policy, Perley Rideau has constructed 139 seniors’ independent living apartments for rent by all seniors and staff provide assisted living services to 90 seniors in the Village and nearby Ottawa South.</p> <p>The PR is served by 800 staff and 400 volunteers.</p> <p>Total revenues in 2016 were \$56.2 million, of which \$51 million was from government funding, \$4.6 million from for-profit activities and \$600k in donations from the Foundation.</p>
<p><b>1.2 MISSION</b></p>	<p>To achieve excellence in the health, safety and well-being of Seniors and Veterans with a focus on innovation in person-centred and frailty-informed care and service.</p>
<p><b>1.3 VISION</b></p>	<p>The strategic plan was updated in 2017 and is documented in “Whither the Perley Rideau v.II”.</p> <p>Leading innovation in frailty-informed care to enable Seniors and Veterans to live life to the fullest.</p>
<p><b>1.4 CORE VALUES</b></p>	<p>The Perley Rideau operates under the belief that ageing well is rooted in living well – that there is joy in living every day. We also believe that each person is unique and valuable, and is entitled to purposeful, person-centred and compassionate healthcare. Our core values and the expected behaviours that flow from them will guide the implementation of our strategy and the realization of our vision:</p> <ul style="list-style-type: none"> <li>• <b>Compassion</b> is to understand the condition of others and to commit oneself to the caring necessary to enhance health and quality of life and to relieve suffering. We commit to: <ul style="list-style-type: none"> <li>• Providing a safe, comfortable, caring and friendly environment, and ensuring a good quality of life;</li> <li>• Maintaining flexibility and adaptability in relationships;</li> <li>• Displaying empathy, tolerance and forgiving in all interactions.</li> </ul> </li> <li>• <b>Respect</b> is the basis of all of our relationships. Accordingly, we commit to: <ul style="list-style-type: none"> <li>• Taking a person- and family-centered approach to care;</li> <li>• Respecting cultural, social, gender, class, spiritual, and linguistic differences;</li> <li>• Maintaining respect for our unique responsibilities to both Veteran and community residents;</li> <li>• Respecting privacy and confidentiality;</li> <li>• Respecting all members of the team – their contributions and views are valued, acknowledged and rewarded;</li> <li>• Valuing ongoing and open communication.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Integrity</b> and ethical practice must permeate all actions of the Perley Rideau. We commit to: <ul style="list-style-type: none"> <li>• Honesty and trustworthiness in all that we do;</li> <li>• Being accountable and responsible for all of our actions.</li> </ul> </li> <li>• <b>Excellence.</b> The Perley Rideau is dedicated to achieving excellence in all that we do and commits to: <ul style="list-style-type: none"> <li>• Excellent quality of care;</li> <li>• Employing caring, engaged staff committed to excellence, innovation and continuing improvement;</li> <li>• Taking pride in what we do.</li> </ul> </li> </ul>
<p><b>1.5 APPROACH</b></p>	<p>To fulfill its vision the Perley Rideau has 4 operating strategies:</p> <ol style="list-style-type: none"> <li>1. <u>Strive for Excellence in Resident Care.</u> The PR is first and foremost our residents' home and we provide them with excellent care in a happy and stimulating environment. We provide culturally focused services to accommodate the growing diversity among residents and honour our Veterans.</li> <li>2. <u>Ensure Sustainability.</u> We pursue organizational efficiency by spending and investing wisely. We seek to increase revenues by creating new business opportunities, increasing donations and advocating to governments for fair and reasonable funding.</li> <li>3. <u>Maintain a Quality Work Force.</u> We pursue a strategy of maintaining an effective, quality workforce, operating in a supportive, high-quality work environment. We focus on staff and volunteer development and recognition.</li> <li>4. <u>Lead and Advocate for Change.</u> We strive to be a credible, nationally recognized leader and highly valued partner in health care, particularly long-term care with governments, unions, and in the clinical, training and research domains.</li> </ol>
<p><b>1.6 GOVERNING BODIES</b></p>	<p><b>Corporation</b></p> <p>PR is an Ontario corporation, incorporated without share capital. Instead of shareholders, the Corporation has Members. Members meet at least annually to elect Directors, receive audited financial statements and other reports, appoint auditors and approve any changes to the By-Laws. PR is a not-for-profit corporation and a registered charity.</p> <p>The <b>By-Laws</b> are the rules provided by the Corporation to the Board of Directors concerning the conduct of business of PR.</p> <p><b>Members:</b> Membership in the Corporation consists of persons who have demonstrated a benevolent interest in furthering the objectives</p>

of the Corporation and whose membership in the Corporation would not place them in a conflict of interest. There is no limit on the number of members.

A Regular Member is a person whose application to the Board for admission as Member has received approval of the Board and who has paid the annual membership fee.

Resignation from Membership: Any Member may resign from Membership by delivering a written resignation to the Secretary.

Removal from Membership: Any Member may be removed from Membership by a vote of three-quarters of the Members at an Annual or Special meeting of which notice of the intention to pass such as resolution has been given.

**Board:** The Board oversees the management of the business and affairs of the Corporation.

**Directors:** Directors are Members of the Corporation elected to the Board at the Annual Meeting for a term not to exceed three years. (A Member may be appointed by the Board to fill a vacant Director position to serve until the next Annual Meeting of Members.) A Director may stand for election for more than one term but may not serve more than ten consecutive years. The Board consists of 9-18 duly elected or appointed Members.

Directors serve without remuneration and do not receive directly or indirectly any financial gain from the position. They may be paid reasonable expenses incurred in the performance of the duties of a Director.

<b>Chapter 2</b>	<b>BOARD ACCOUNTABILITY AND OPERATING PHILOSOPHY</b>
<b>2.1 ROLE OF THE BOARD</b>	<p>The Board of Directors is responsible for overseeing the management of the business and affairs of PR in all matters. It provides strategic direction to the CEO, formulates Board policies for the governance of the PR and provides oversight of PR's processes and outcomes.</p>
<b>2.2 PRINCIPAL FUNCTIONS</b>	<p><b>Fiduciary Oversight</b></p> <p>Confirming the affairs of the PR are conducted in accordance with the law, government standards, the By-Laws, and the policies and guidelines established by the Board.</p> <p><b>Direction Setting</b></p> <p>Establishing the mission, vision, values, ethics, strategic directions and corporate objectives.</p> <p><b>Financial Oversight</b></p> <p>Reviewing and approving financial plans, and ensuring adequate resources, effective and efficient use of funds, and the integrity of financial reporting.</p> <p><b>Resource Stewardship</b></p> <p>Confirming the effective and efficient use of the PR's human capital (staff and volunteers) and its infrastructure (plant, equipment and IT assets).</p> <p><b>Risk Management</b></p> <p>Ensuring the relevant strategic risks and opportunities are systematically identified and acted upon.</p> <p><b>Stakeholder Relations</b></p> <p>Promoting and maintaining effective relationships with external stakeholders.</p> <p><b>Performance Evaluation</b></p> <p>Providing oversight of the performance of the PR including its operations, the Board, its directors and the CEO.</p>
<b>2.3 GOVERNING LEGISLATION, AGREEMENTS AND BY-LAWS</b>	<p>The Board of Directors is guided by the By-Laws of the Corporation, relevant government legislation and Board policies. These can be found on the PR Website.</p> <p>The following are of particular relevance for the governance of the</p>

Corporation:

- The **Corporations Act** of Ontario defines the legal character of the Corporation. Provisions relevant to the PR are those that apply to corporations without share capital (see: <https://www.ontario.ca/laws/statute/90c38> ).  
A new statute dedicated to not-for profit corporations (*Not-For-Profit Corporations Act, 2010* - see: <https://www.ontario.ca/laws/statute/10n15>) will be coming into effect in the next few years.
- The **Long-Term Care Homes Act, 2007** (see: <https://www.ontario.ca/laws/statute/07l08>) governs the day-to-day activities of the PR and applies to all for-profit and not-for-profit long-term care homes in Ontario. The fundamental principle is a long-term care home is primarily the home of its residents and is to be operated so that it is a place where they may live with dignity in security, safety and comfort and have their physical, psychological, social, spiritual and cultural needs adequately met.
- **Letters Patent (October 18, 1897)** provide for the incorporation PR. Supplementary Letter Patent (December 29, 1999) give its current name, provide for the objects of the Corporation and special provisions such as its not-for-profit status.
- **By-Laws** are the rules provided to the Board of Directors by the Members of the Corporation.
- **Rideau Veterans' Home Transfer Agreement (March 25, 1992)** is an agreement between the Minister of Veterans' Affairs, the Minister of Health for Ontario and the PR. It covered the cost of the original construction of the PR but it is also an ongoing service agreement. Annually the PR provides, to Veterans Affairs Canada, a letter which sets out the type and level of services to be provided to Veterans and the associated budget.
- **Service Accountability Agreements.** The PR has signed agreements with the Province of Ontario through the Champlain Local Health Integration Network (LHIN) concerning the provision of health services and the related funding.
- **Memorandum of Understanding with the Foundation.** The Perley Rideau Veterans' Health Centre Foundation is a separate corporate entity with a mission of raising funds for

	<p>the PR. The MOU provides the terms of reference for the working relationship between the 2 entities.</p>
<p><b>2.4 POLICIES/ GUIDELINES</b></p>	<p>The Board of Directors has approved policies/guidelines for the good governance of the Corporation. These policies/guidelines supplement the Legislation, Agreements and By-Laws.</p> <p>These policies/guidelines may be revoked or amended by resolution of the Board of Directors, and are reviewed by the Board at intervals not to exceed three years.</p> <p>There is a distinction between the policies/guidelines for the governance of the Board and those that govern the operations of the PR. The former are found in Volume 3 of the Governance Guide and are summarized in this Handbook. The latter are the Board's directions to management and are found in Volume 4 of the Governance Guide. They usually relate to one of the Board's principal functions.</p>
<p><b>2.5 AUTHORITY AND ACCOUNTABILITY</b></p>	<p>The Board, as a whole, has general and specific responsibilities to the Corporation and those government, individual or corporate donors who provide funds for the operation of the PR.</p> <p>The Board is also accountable, in a more general sense, to residents, staff, volunteers and other stakeholders.</p> <p>The Board accounts to its stakeholders through annual and periodic reports on the activities and finances of the PR, including annual audited financial statements, decisions of the Board and representations from and consultations with key stakeholders.</p> <p>Each Director is responsible to act honestly, in good faith and in the interests of the PR, and in so doing to support the PR in fulfilling its mission and discharging its obligations.</p> <p>Directors have no authority to act or give direction individually. The Board may delegate authority to an individual Director or Officer or the CEO; however, the Board retains ultimate responsibility and accountability.</p>
<p><b>2.5.1 Officers of the Board</b></p>	<p>Officers of the Board are: the Chair, Vice Chair, Treasurer, Secretary and CEO.</p> <p>The Chair, Vice Chair, Treasurer and Secretary are appointed annually by the Board.</p> <p>The <b>Chair</b> is responsible for managing all Board activities, ensuring the integrity of the Board's processes and that its work is conducted efficiently and effectively. The Chair is the principal public and media spokesperson for the Board and the Corporation for issues</p>

	<p>requiring formal statements, subject to any direction provided by the Board. For routine public communications, the Chair normally defers to the CEO.</p> <p>The <b>Vice Chair</b> chairs the Board and represents the organization in the Chair's absence.</p> <p>The <b>Treasurer</b> is responsible for the financial activities of the Corporation.</p> <p>The <b>Secretary</b> ensures that all secretarial services are performed for the Board and that records are kept of all proceedings and transactions. The Secretary is the custodian of the Corporate Seal and all official books, records and correspondence. (The current practice is the CEO is the Secretary.)</p> <p>The <b>CEO</b> is responsible for the management of the Corporation and its day-to-day operations, including routine public communications.</p>
<p><b>2.6 OPERATING PHILOSOPHY</b></p>	<p>The Board's focus is on strategic leadership rather than administrative detail, important policy rather than operational matters. Although the Board is responsible for monitoring and auditing performance, it is not involved in the day-to-day operations, the management of which is delegated to the CEO.</p>
<p><b>2.7. STYLE OF GOVERNANCE</b></p>	<p>In carrying out its roles and responsibilities, the Board is committed to:</p> <ul style="list-style-type: none"> <li>• the need to direct, control, and inspire the PR through careful deliberation and innovative directions;</li> <li>• the quest for continuous learning and performance improvement;</li> <li>• demonstrating to the community its competence, diligence, and effectiveness in fulfilling its obligations;</li> <li>• ensuring that all business of the PR is conducted in a transparent, legal and ethical manner and in accordance with the principles of fair play; and</li> <li>• enforcing upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a Board, and monitoring and correcting any tendency of Directors to stray from the principles adopted in the Governance Guide. It will allow no Officer, individual, or Committee of the Board to either usurp this role or weaken this discipline.</li> </ul>
<p><b>2.8 RESPONSIBILITIES FOR OVERSIGHT OF THE CEO</b></p>	<p>The Board provides strategic direction to the CEO, assesses his or her performance and determines compensation. The Board also recruits new CEOs and terminates employment if or when necessary.</p>

<b>Chapter 3</b>	<b>DIRECTORS' DUTIES, OBLIGATIONS AND LIABILITIES</b>
<b>3.1 GENERAL</b>	Directors are accountable in the governance of the PR and must adhere to governance requirements. These duties are exercised when they attend Board or Committee meetings. Details concerning a Director's role can be found in Volume 3 Part 2 Chapter 4.
<b>3.2 STANDARD OF CARE</b>	<p>A Director, in exercising his or her authority and discharging his or her duties is required to:</p> <ol style="list-style-type: none"> <li>1. Act honestly and in good faith with a view to the best interest of the PR;</li> <li>2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in reasonably comparable circumstances;</li> <li>3. Comply with all requirements under the law, as well as Corporation's articles, supplementary letters patent and By-Laws.</li> </ol>
<b>3.3 EXPECTATIONS PLACED UPON DIRECTORS</b>	<p>For the satisfactory fulfillment of their responsibilities, Directors are expected to demonstrate the following:</p> <p><b>Commitment.</b> Directors must be ready, willing and able to commit significant personal time.</p> <p><b>Attendance.</b> Directors are expected to regularly attend scheduled Board meetings and meetings of those Committees on which they have agreed to serve. (Directors are expected to serve on at least one committee.) In addition, Directors are expected to participate in selected public events conducted by or on behalf of the PR. From time to time they may be called upon to promote the work of the PR and advocate for its interests.</p> <p><b>Preparation.</b> Directors are expected to come to Board and Committee meetings fully prepared to deliberate agenda issues and recommend action. This requires reading of the materials provided and maintaining a working knowledge of the PR's governing documents, Strategic Plan, and policies, etc.</p> <p><b>Participation.</b> Directors are expected to participate in Board and Committee deliberations by:</p> <ul style="list-style-type: none"> <li>• making informed interventions based on their personal perspective and life- experience; and</li> <li>• questioning assumptions and challenging incomplete, unclear, inaccurate or erroneous information.</li> </ul> <p><b>Comportment and Obedience.</b> Directors are expected to maintain a spirit of collegiality and respect for the collective decisions of the</p>

	<p>Board and to subordinate any personal interests to the best interests of the PR.</p> <p><b>Evaluation.</b> Directors are expected to participate in a continuous process of evaluation, assessing:</p> <ul style="list-style-type: none"> <li>• the performance of the PR in fulfilling its mandate, vision and mission;</li> <li>• the effectiveness of the Board of Directors; and</li> <li>• their own contributions to the Board.</li> </ul> <p><b>Resignation.</b> A Director facing any of the following situations should consider resigning from the Board or declining to put his/her name forward for re-election for a subsequent term as a Director:</p> <ul style="list-style-type: none"> <li>• a personal breach of ethical propriety;</li> <li>• an inability to support a particular Board decision; or</li> <li>• an inability to continue the necessary commitment to make a significant contribution to the effective governance of the PR.</li> </ul>
<p><b>3.4 OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT</b></p>	<p>Respect for confidentiality is the cornerstone of trust and confidence, as well as a legislated obligation.</p> <p>Directors must at all times respect the confidentiality of residents and clients, staff and volunteers. Similarly, all matters dealt with by the Board during <i>in camera</i> meetings and matters related to personnel must be held in strictest confidence.</p> <p>Confidentiality means Directors may not relate such matters to anyone including immediate family members.</p> <p>The requirement for confidentiality continues indefinitely after a Director has left the Board.</p> <p>Upon joining the Board, Directors swear to an Oath of Office that they will adhere to the required standard of care and confidentiality requirements.</p>
<p><b>3.5 CONFLICT OF INTEREST</b></p>	<p>Directors must be, and be perceived to be, in a position to fulfill their duties for the PR in an objective and impartial manner. Conflict of Interest arises when a Director or members of his/her family, business partners or personal associates may benefit financially or otherwise from the Director’s position on the Board.</p>
<p><b>3.5.1 Scope of Conflict of Interest</b></p>	<p>A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each.</p> <p>Directors should consult Volume 3 Part 2 Chapter 4 of the Governance Guide for examples of Conflict of Interest.</p>

<p><b>3.5.2 Implementation</b></p>	<p>A Director must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its Committees deal with the matter at issue.</p> <p>If the Director is not certain he/she is in a conflict of interest position, the matter may be brought before the Chair of the relevant Committee or the Board for advice and guidance.</p> <p>It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director and, if still unresolved, with the Board Chair.</p> <p>The implicated Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.</p> <p><b>Annual Declaration.</b> Upon appointment as a Director of the PR and annually thereafter at the first Board meeting following the Annual General Meeting, each Director shall make a conflict of interest declaration.</p>
<p><b>3.6 LIABILITIES FOR DIRECTORS</b></p>	<p>In fulfilling the roles and responsibilities of the Board, Directors may incur liability if he or he fails to comply with the requirements of the law. This includes legal requirements set out in legislation as well as under the common law.</p>
<p><b>3.6.1 Statutory Liabilities</b></p>	<p>Statutory liabilities may arise from failure to comply with requirements of the legislation under which the PR is incorporated and/or other applicable statutes (e.g. <i>Income Tax</i> and <i>Employment Insurance Acts, Canadian Environmental Protection Act, Privacy Act</i>, etc.). There are approximately 200 federal and provincial statutes in Canada that impose liability on Directors or Officers of a Corporation located in Ontario. These apply regardless of the size, business type, charitable status, etc., and they carry the same liabilities for-profit as for not-for-profit organizations.</p>
<p><b>3.6.2 Common Law Liabilities</b></p>	<p>Common personal liabilities for Directors may arise when a Director:</p> <ol style="list-style-type: none"> <li>1. Acts outside of the scope of authority provided in the Corporation's governing documents, such as signing contracts on behalf of the organization without proper authorization from the Board.</li> <li>2. Acts negligently or carelessly in the exercise of duties thereby causing injury.</li> </ol>

	<p>3. Misuses funds or property other than for the purposes intended by the funders or donors.</p> <p>4. Fails to adhere to the standard of care or disclose a conflict of interest thereby leading to a loss suffered by the Corporation.</p> <p>Directors may also incur <b>employee and workplace liability</b> for debts owed to employees of the Corporation for services provided.</p>
<p><b>3.6.3 Safeguards</b></p>	<p>Pursuant to the By-Laws, Directors are indemnified against costs arising from liabilities arising from their actions or omissions provided that they have exercised their duties honestly and in good faith and that the costs are not attributable to their own willful neglect or default. In addition Directors are covered by errors and omissions liability insurance. Other Safeguards include:</p> <ul style="list-style-type: none"> <li>• Arranging for Members of the Corporation to ratify Directors' acts of the preceding year during the annual meeting;</li> <li>• Seeking written opinions from qualified experts on matters beyond the competence of the Board (including legal advice on specific liabilities affecting the Board); and</li> <li>• Ensuring that appropriate controls are in place.</li> </ul>

<b>Chapter 4</b>	<b>BOARD MANAGEMENT</b>
<b>4.1 GENERAL</b>	This Chapter outlines the processes for the conduct and management of PR business, conflict resolution and the disposition of complaints.
<b>4.2 MEETINGS OF THE CORPORATION</b>	<p><b>Annual Meetings:</b> In accordance with By-Laws of the PR, the Board determines the date, time and place of the Annual Meeting of Members of the Corporation (the “Annual Meeting”) but no later than the last business day of June each year. The meeting is open to the public. Notice of the meeting is provided not less than 10 days and not more than 30 days before the meeting.</p> <p>A quorum of 10 or more voting Members present-in-person is required.</p> <p>The Board approves the agenda for the Annual Meeting that has been developed by the Chair and Executive Committee. The agenda should include, at a minimum:</p> <ul style="list-style-type: none"> <li>• the Board’s strategic assessment and performance evaluation of the PR;</li> <li>• the state of the PR’s financial affairs, including the report of the auditor and the appointment of an auditor for the next year; and</li> <li>• provision for the election of Directors who have been appointed by the Board but remain to be considered for election by the membership.</li> </ul> <p><b>Special Meetings:</b> The Board calls meetings of the Members upon request by no fewer than five Directors or one-third of the Members, providing that such Members requesting the meeting sign, date and deliver to the CEO or Chair a request describing the purpose or purposes for which it is to be held.</p>
<b>4.3 BOARD MEETINGS</b>	<p><b>Board meetings</b> are held in the PR Boardroom.</p> <p>A majority of Directors constitutes a quorum. Directors who are connected to the meeting via teleconferencing are deemed to be “present” for voting purposes.</p> <p>Board meetings are held at frequency determined by the Board but no less frequently than quarterly. Currently meetings are held monthly on the first Thursday except for the months of July and August. The Chair in conjunction with the CEO establishes an annual list of the dates, time and place of Board meetings and provides the Board with an opportunity to comment thereon prior to implementation.</p> <p>Meetings may be called by any Officer or any five Directors.</p> <p>The Chair sets the agendas for Board meetings with input from Directors and with the assistance of the CEO to ensure that the matters</p>

	<p>selected are focused on the Board’s responsibilities.</p> <p>Agendas and their supporting documentation are distributed to Directors in electronic format with the provision that a Director may request a hard copy of the documents be made available at the meeting. Materials are typically distributed at least one week prior to the meeting.</p> <p>To maximize the Board’s time, it has adopted the practice of using a “consent agenda” to deal with the routine information that requires approval and items that are not expected to require discussion (eg., minutes of previous meetings). Items on the consent agenda are approved as a group.</p> <p>Decisions are made through a consensus development process leading to a formal vote to record the decision (with the Chair voting only to resolve a tie). When a Director disagrees with a majority vote, the Directors may request that his or her objections be recorded in the minutes.</p> <p><b><i>In Camera Meetings</i></b></p> <p>Every regular Board meeting agenda contains a provision for an <i>in camera</i> session whereby attendance is limited to Directors and named invitees at the discretion of the Board.</p> <p>While <i>in camera</i> the Board considers and discusses confidential items.</p>
<p><b>4.4 BOARD COMMITTEES AND MEETINGS</b></p>	<p>The By-Laws permit the Board to establish standing committees to assist the Board in carrying out its functions. It may also create special committees to carry our specific time-limited tasks.</p> <p>Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the CEO to allocate resources in support of Committee activities.</p> <p>Due to the nature of Board Committees as essentially the working Committees of the Board, there is less formality to Committee meetings than to Board meetings.</p> <p><b>Standing Committees</b></p> <p>The standing committees of the Board are:</p> <ul style="list-style-type: none"> <li>• Executive: to provide leadership, counsel and corporate memory to support the Chair</li> <li>• Governance and Planning: to coordinate planning processes and the development of a strong Board, and oversee the Board conduct and performance</li> </ul>

	<ul style="list-style-type: none"> <li>• Audit and Risk Management: to ensure resource management to fulfill the mission and the sustainability of the PR's financial health</li> <li>• Stakeholder and Community Relations: to oversee the development and implementation of relationship building and community presence</li> <li>• Quality of Life and Safety: to oversee the delivery of care focusing on residents' quality of life and the safety of residents, staff and volunteers</li> </ul> <p><b>Special Committees</b></p> <p>The Board currently has one special committee. The Special Committee on Veteran Transition and Strategic Planning develops options for the alternative use of the 250 beds designated for War Service Overseas Veterans and for updating the vision and long-term strategic plan.</p> <p><b>Adjunct Advisors</b></p> <p>Pursuant to the By-Laws, the Board may appoint Adjunct Advisors who volunteer to serve in an advisory capacity to a specific committee. They bring expertise which augments that of the Directors who sit on the committee. They are subject to the same confidentiality provisions applicable to Directors. Adjunct Advisors are appointed annually and may serve as long as their expertise is needed. Serving as an Adjunct Advisor has been found to be valuable to the individual to assess his or her interest in being a Director and to the Board in determining fit.</p>
<p><b>4.5 DISPOSITION OF COMPLAINTS AND DISPUTES INVOLVING DIRECTORS</b></p>	<p>The Executive Committee, in a meeting duly called for the purpose, deals with complaints and disputes involving Directors. Of particular concern are:</p> <ul style="list-style-type: none"> <li>• complaints that a Director has violated any provision of the Corporation's By-Laws, Governance Policies, Code of Ethics, Conflict of Interest Policy, or Oath of Office &amp; Confidentiality Agreement;</li> <li>• disputes between Directors that interfere with the ability of the Board to carry on its business.</li> </ul> <p>The Committee's review includes an opportunity for the Director concerned to represent his/her position.</p> <p>The Committee's recommendations regarding resolution of such matters are brought to the Board for approval. The ruling of the Board is final. Where or when required, disciplinary action may include formal or informal censure by the Chair or the Board, suspension, or a request for the Director's resignation.</p>

<p><b>4.6 CONFLICT RESOLUTION</b></p>	<p>Directors are recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Directors are encouraged. However, in the heat of debate, disagreements may degenerate into serious conflict.</p> <p>The Board Chair is responsible for managing such conflicts. A neutral Director or third party is selected if the Board Chair is a party to the conflict.</p>
<p><b>4.7 BOARD GOVERNANCE RECORDS</b></p>	<p>PR Records consist of those documents that make up the Governance Framework of the PR and are originated by the PR or its predecessor including:</p> <ul style="list-style-type: none"> <li>(a) Legal agreements to which a Director is signatory;</li> <li>(b) The contents of the Governance Guide and any amendments thereto; and</li> <li>(c) The agendas, supporting materials and minutes of all Annual and Special Meetings of Members, Board Meetings and Board Committee Meetings.</li> </ul> <p>Where in accordance with the law, the By-Laws or Board policy, a Board Record, or any portion thereof, is required to be kept confidential, it is segregated and accessible only by Directors, the CEO of the PR and employees designated by the CEO who need access for carrying out their duties. This applies to both hard copy and electronic materials.</p> <p>The Board web page is accessible only to Directors and Adjunct Advisors and PR employees designated by the CEO. It is a repository of Board documents such as meeting minutes and materials and background documents.</p>
<p><b>4.7.1 Board Responsibility</b></p>	<p>The Board is responsible for ensuring that all documentation is collected, retained and made accessible in accordance with legislation, the By-Laws and policies of the PR.</p>
<p><b>4.8 BOARD PERFORMANCE EVALUATION</b></p>	<p>Good governance requires a continuous cycle of planning, setting directions, monitoring progress, evaluating performance, and adjusting plans accordingly. As part of this cycle, the Board of Directors of the PR annually assesses the effectiveness of the Board in the fulfillment of its principal governance responsibilities with a view to improving the Board performance.</p>

<b>Chapter 5</b>	<b>DIRECTOR RECRUITMENT, SELECTION, ORIENTATION AND DEVELOPMENT</b>
<b>5.1 GENERAL</b>	Crucial to good governance is having a competent, committed, and diverse group of volunteers prepared to give of their time and abilities to sit on the Board of Directors.
<b>5.2 RECRUITMENT</b>	<p>It is imperative that the Board of Directors, as a group, has the qualifications, skills and diversity to govern the Corporation effectively. The intent is that as a group the Board should be:</p> <ul style="list-style-type: none"> <li>• competent</li> <li>• diverse (skills, education, ethnicity, gender, French/English)</li> <li>• balanced in terms of military, community, public/private sector</li> </ul> <p>It is the responsibility of the Governance and Planning Committee to recruit and recommend to the Board suitable Directors so that the Corporation is governed by the appropriate number of Directors at all times, who together have the appropriate skills and abilities.</p>
<b>5.2.1 Selection Criteria</b>	<p>Directors should:</p> <ul style="list-style-type: none"> <li>• be of strong moral character</li> <li>• be willing to give freely of time and energy</li> <li>• have work experience at CEO/CFO/Executive Director level or the equivalent</li> <li>• have superior verbal and written skills</li> <li>• have expressed interest in the health and long-term care industry</li> <li>• be free from conflict of interest</li> <li>• not be an employee of the PR</li> </ul>
<b>5.3 VACANCY ON THE BOARD</b>	The Board may fill any vacant Director's position by appointing a qualified Member to serve until the next Annual Meeting.
<b>5.4 BOARD ORIENTATION PROCESS</b>	<p>Board orientation is designed to prepare new Directors (and Adjunct Advisors) for their role on the Board. It is designed to help new members quickly understand and become familiar with the policies and practices of the PR, its protocols, expectations and opportunities, so that they will be able "to hit the ground running."</p> <p>If new Directors have not served previously as Adjunct Advisors they are paired with a mentor to assist with introductions to the people and practices of the Board.</p>
<b>5.5 DIRECTOR DEVELOPMENT</b>	To assist Directors in keeping abreast of changes in the governance and provision of health and long-term care services in Ontario, to maximize their decision-making capability and to minimize risk for the Corporation, Directors follow a continuous program of training and development through:

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|  | <p>(a) <b>Personal Reading:</b> Each Director is encouraged to embark upon a personal program of continuous reading on the issues facing the delivery of health care, particularly long-term care in Ontario. Individual Directors are encouraged to circulate to colleagues interesting articles, books, or websites that they come across and think would be of interest and benefit.</p> <p>(b) <b>Board Briefings:</b> Short continuing education sessions may be conducted throughout the year during Board meetings. The selection of topics is often related to relevant principal functions of the Board.</p> <p>(c) <b>Board Retreats:</b> In fall and spring of each year the Board holds a full day retreat (usually on a Saturday), which may be used for strategic planning or continuing education.</p> <p>(d) <b>External Continuing Education:</b> From time to time there will be opportunities for continuing education from external sources. The CEO identifies these opportunities and offers them to all directors. If a Director attends that Director is obliged to return to the Board with a report on what transpired and a recommendation on future attendance.</p> |
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