

BOARD OF DIRECTORS POLICY MANUAL

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ENDS POLICIES

Policy Name:	Global Ends	Number:	E
Policy Type:	Ends	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

Nipissing Serenity Hospice exists so that:

Residents of the Nipissing and East Parry Sound Districts have quality bilingual residential palliative care worth the continuing investment of public and charitable resources.

1. Hospice residents experience palliative care and support that meets their physical, psychosocial, spiritual and practical needs.
 - 1.1. Residents' end of life care is individualized to their values; cultural customs and traditions; religious and spiritual beliefs; and self-image and self-identity.
 - 1.2. End of life care is sympathetic to the individual hopes and dreams of residents, families, and communities.
2. Caregivers experience relief in their physical and emotional burdens.
 - 2.1. The loved ones of residents' have ongoing support during residents' end of life care and in their grief and bereavement after their loved one's death.
 - 2.2. Caregivers providing in-home palliative care have access to in home non-medical, social, emotional and practical support, and short-term respite care.
3. Communities in the Nipissing and East Parry Sound Districts are aware of the benefits and availability of residential hospice palliative care.
 - 3.1. Communities are aware of how hospice palliative care supports end of life and the natural progression towards death.
4. Individual community members have resources and support for their advance care planning.
 - 4.1. Individuals experience seamless transitions from home or hospital into residential hospice.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Global Executive Constraint	Number:	EL
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance which would prevent the Board from carrying out its fiduciary duties and its duty of care to residents; or is either unlawful, imprudent, or in violation of commonly accepted business, medical and professional ethics.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Treatment of Residents, Families and Caregivers	Number:	EL-1
Policy Type:	Executive Limitations	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not cause or allow conditions, procedures or decisions related to the treatment of residents, their families, or caregivers that are unsafe, undignified, disrespectful, unnecessarily intrusive or that jeopardize the quality of care to residents.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Permit residents to be without reasonable protections against hazards or conditions that might threaten their health, safety, or well-being.
 - 1.1. Deliver services in a manner that is uncompassionate or insensitive to patient’s culture, religious or spiritual beliefs.
 - 1.2. Allow medical care which does not meet the generally recognized standard of practice.
 - 1.3. Permit treatment of residents without informed consent.
2. Permit violation of patient’s confidentiality and privacy, except where specific disclosure is required by legislation or regulation.
 - 2.1. Use forms or procedures that elicit information for which there is no clear necessity.
 - 2.2. Use methods of collecting, reviewing, storing, or transmitting patient information that inadequately protect against improper access to personal information.
 - 2.3. Maintain facilities without an appropriate level of visual or aural privacy.
3. Allow residents, their families, or caregivers to be without easily accessible, understandable information regarding what may be expected and what may not be expected from the service offered.
4. Permit unfair, inconsistent, or untimely responses to resident questions or complaints.
 - 4.1. Allow residents, their families, or caregivers to be unaware of the clear process for registering a complaint or concern.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Treatment of Staff and Volunteers	Number:	EL-2
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not cause or allow a workplace environment that is unfair, disrespectful, unsafe, disorganized, or otherwise interferes with staff, including employees', volunteers', and physicians' ability to do their jobs.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Operate without open processes for hiring, promotion and termination.
 - 1.1. Permit individuals to be hired for any reasons other than job-related qualifications.
2. Operate without a mechanism for the appointment and reappointment of a Chief Medical Advisor and of all physicians.
3. Allow staff to be without current, enforced, human resource policies and other job-related documentation that clarifies expectations and working conditions, provides for effective handling of complaints or concerns, and protects against wrongful conditions.
 - 3.1. Permit staff to be without adequate protection from harassment.
 - 3.2. Permit staff to be uninformed of the performance standards by which they will be assessed.
4. Allow staff to work without adequate orientation to the organization's policies, procedures, facilities, and equipment relevant to their work assignment.
5. Permit staff to perform their required function without adequate training or evidence of adequate training.
6. Retaliate against any staff member for non-disruptive expression of dissent.
7. Allow staff to be unprepared to deal with emergency situations.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Planning	Number:	EL-3
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not permit planning that allocates resources in a way that risks fiscal jeopardy or that is not aligned with achievement of the Board’s Ends.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Operate without a documented, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
 - 1.1. Permit planning that does not explain and justify assumptions and identify relevant environmental factors.
2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan.
3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.
4. Permit planning that risks incurring any situation or condition described as unacceptable in the “Financial Condition and Activities” policy.
5. Permit financial planning that does not provide the amount determined annually by the board for the board’s direct use during the year, such as costs of fiscal audit, board development, board and committee meetings, board legal fees, and ownership linkage.
6. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
 - 6.1. Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.
 - 6.2. Permit the organization to be without sufficient organizational capacity and current information about Executive Director and board issues and processes for the competent operation of the organization to continue in the event of sudden loss of Executive Director services and that enable an internal interim successor to continue competent operation of the organization with minimal notice.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Financial Condition and Activities	Number:	EL-4
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

With respect to the actual, ongoing financial conditions and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or actual expenditures that are not aligned with achievement of the Board’s Ends.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Expend more funds than have been received in the fiscal year to date unless revenues are made available through the authorized transfer from reserve funds, or the debt guideline below is met.
 - 1.1. Indebt the organization to cover operating expenses in an amount greater than can be repaid by certain, otherwise unencumbered funds within 90 days.
2. Use any restricted reserves.
3. Allow the untimely payment of payroll and debts.
4. Write off receivables without having first aggressively pursued payment after a reasonable grace period.
5. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
6. Acquire, encumber, or dispose of land or buildings.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Asset Protection	Number:	EL-5
Policy Type:	Executive Limitations	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Permit the organization have inadequate bonding and/or inadequate insurance against theft, property, and casualty losses.
 - 1.1. Permit the organization to insure its property with inadequate valuation and limits and for damage due to an insufficient scope of perils.
 - 1.1.1. Ensure the buildings and contents with a blanket limit less than the cost to replace the damaged items with materials of like kind and quality, without deduction for depreciation.
 - 1.1.2. Permit the organization to have inadequate insurance for theft, disappearance or destruction of property, and money inside or outside the premises.
 - 1.2. Permit the board members, staff and individuals engaged in activities on behalf of the organization, or the organization itself, to have inadequate liability insurance.
 - 1.3. Permit the organization to have inadequate insurance coverage of wrongful acts involving board members, personnel or other material decisions, or for privacy breaches or compromised cyber security.
 - 1.4. Permit the organization to purchase a bond or crime insurance:
 - with inadequate limits,
 - which does not cover loss due to dishonesty and lack of faithful performance by personnel having access to material amounts of funds.
2. Allow personnel who are not included under a bond or crime insurance to have access to material amounts of funds.
3. Unnecessarily expose the organization, its board members, or staff to claims of liability.
 - 3.1. Allow any material contracts or material internal human resource documents to be executed with inadequate review by qualified legal counsel.
 - 3.2. Allow any staff to be in contact with residents without a vulnerable sector screening subject to the requirements of the NSH/MSN’s insurer.
4. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor’s standards.
 - 4.1. Receive, process, or disburse the organization’s assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
 - 4.2. Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.
5. Cause or allow buildings and equipment to be subjected to improper wear and tear or insufficient maintenance.
6. Allow the organization to operate without a plan to mitigate loss to organizational assets damaged by a disaster and to expedite recovery from a disaster.

7. Make purchases of goods and services that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.
 - 7.1. Make any purchase wherein normally prudent protection has not been given against conflict of interest.
 - 7.2. Make any purchase of over \$2,000.00 without having obtained comparative prices and quality. Orders shall not be split to avoid these criteria.
 - 7.3. Make any purchase of over \$50,000.00 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
8. Make any purchases of greater than \$10,000.00 that was not included in the initial financial plan for the year, which was assessed by the board as compliant with the Executive Limitation on Planning or exceed the originally budgeted cost for a purchase by more than \$10,000.00.
9. Compromise the independence of the board's audit or other external monitoring or advice.
 - 9.1. Engage parties already chosen by the board as consultants or advisers.
10. Allow intellectual property, information, and files to be exposed to loss or significant damage.
11. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
 - 11.1. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with NSH/MSN's.
 - 11.2. Allow relationships with stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.
 - 11.2.1. Permit inconsistent, disrespectful, or untimely response to stakeholder concerns.
12. Change the organization's name or substantially alter its identity in the community.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Investments	Number:	EL-6
Policy Type:	Executive Limitations	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not permit investments to be managed in a way that is inconsistent with the prudent portfolio approach, the primary objectives of capital preservation and the secondary objective of a reasonable rate of return.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Permit investments in companies involved in enterprises that conflict with NSH/MSN’s purpose.
2. Permit investments to be managed without the active involvement of well-qualified investment advisors with a proven track record, who are independent of any investment fund.
 - 2.1. Permit the advisor to take title to any assets.
 - 2.2. Permit the advisor to withdraw any funds from the accounts except to cover payment of previously agreed fees, or at the organization’s specific direction.
3. Permit investment decisions to be made without the expected portfolio achievement of earning the best yield available, while preserving capital and meeting the organization’s anticipated expenditures without incurring penalties.
 - 3.1. Permit investments that are insufficiently liquid to meet the NSH/MSN’s anticipated expenditures, without incurring penalties or more than minor loss of capital.
4. Make any investment outside the following categories and sub-categories of asset classes:
 - Cash and bank deposits at a Canadian CDIC or an Ontario FSRA insured financial institutions.
 - Money market securities with an R1 rating.
 - Fixed Income securities:
 - Bonds and debentures
 - Notes
 - Coupons and residuals
 - Guaranteed Investment Certificates issued by the above insured financial institutions.
 - Fixed income securities issued by:
 - The Government of Canada or one of its agencies.
 - A Canadian provincial government.
 - Canadian municipalities or regional governments.
5. Permit investments to be exposed to greater than a moderate-low level of risk.
 - 5.1. Permit investment in securities with a credit rating by Standard and Poor’s of less than “AA-”, or a credit rating by Moody’s of less than “Aa3”.
 - 5.1.1. Neglect a drop in a security’s credit rating to less than “AA-” or “Aa3”, without reconsidering if the investment should be retained or disposed of in an orderly manner.
 - 5.1.2. Allow the total of all fixed income securities’ market-weighted credit rating to be less than “A”.

5.2. Permit the portfolio to vary from the following criteria:

- Up to 100% in cash and deposits with the above insured financial institutions (s.4).
- Up to 50% in R1-rated money market securities.
- No individual security to exceed 10% of the total portfolio, other than cash and bank deposits with the above insured financial institutions (s.4)
- Maximum individual bond maturity of 5 years.

6. Invest in securities other than those denominated in Canadian dollars.

7. Permit the maturities of securities to be insufficiently staggered or less than optimally diversified.

8. Borrow money, or pledge or encumber investments, except as required to meet the NSH/MSN's short-term needs, or to the extent that temporary overdrafts occur in the normal course of day-to-day portfolio management.

9. Allow the Board to be without the following quarterly performance information:

- Report on actual percentage rate of return over a quarterly, fiscal year-to-date and rolling one- to five-year periods, compared with industry benchmarks.
- Statement of portfolio transactions and invested positions (at cost and market).

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Compensation and Benefits	Number:	EL-7
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image of the NSH/MSN.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Change their own compensation and benefits, except as their benefits are consistent with a package for all other employees.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed based on the 50th percentile of the HPCO mid-size community hospice category.
4. Establish or change benefits that would incur unfunded liabilities.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	French Language Services	Number:	EL-8
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not cause or allow conditions, procedures or decisions that jeopardize NSHMSN’s designation under the French Language Services Act.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Allow residents, their families, and caregivers to not receive an active offer of French language services.
2. Allow any communication material produced for or by NSH/MSN, for internal and external use, which is not available in both official languages.
 - 2.1 Allow communication materials which do not reflect high quality linguistic standards.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Ethical Behaviour	Number:	EL-9
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not permit an organizational culture that lacks a high degree of integrity at all levels of the organization.

Further, without limiting the scope of the above, the Executive Director shall not:

1. Operate without an ethical framework, of which all staff are made aware, that defines resident care and processes for managing ethics-related issues and concerns related to resident care.
2. Operate without an enforced internal Code of Conduct, of which all staff are made aware, that clearly outlines the organization’s ethical expectations of staff.
 - 2.1. Operate without written policies which prevent conflict of interest.
3. Permit staff and others to be without a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.
 - 3.1. Permit staff to be without a clear process to register a concern, or without a fair and anonymous process for reporting and investigating allegations of suspected improper activities, which include but are not limited to: financial irregularities; dishonest, deceitful, fraudulent or criminal acts; and other violations of legislation.
 - 3.1.1. Permit the reporting process to exclude a mechanism for confidential reporting of incidents that implicate the Executive Director to the Board Chair.
 - 3.2. Permit any staff to be adversely affected because the staff refuses to carry out a directive which would result in an improper activity.
 - 3.3. Allow the board to be uninformed about any potential reputation exposure related to these matters.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Fundraising	Number:	EL-10
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not permit fundraising practices that are inconsistent with the Imagine Canada Ethical Code or that would damage the credibility or public image of the organization.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Operate without documented fundraising strategies and targets that align with the organizational multi-year strategy to achieve a reasonable interpretation of the Ends.
 - 1.1. Develop or implement fundraising strategies without prior community consultation.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Communication and Support to Board	Number:	EL-11
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Withhold, impede, or confound information relevant to the board’s informed accomplishment of its job.
 - 1.1. Allow the board to be without sufficient timely and relevant decision information, including regular updates on the status of the board’s governance expenditures, environmental scanning data, and a risk assessment.
 - 1.2. At minimum quarterly, allow the Board to be without the Medical Advisor’s assessment of the quality of medical practice discharged, including the Medical Advisor’s judgment of but not limited to:
 - Capability of relevant practices, personnel and premises to support or provide quality care.
 - Qualification of medical practitioners to provide services and meet standards incumbent upon the organization or upon the Medical Advisor.
 - 1.3. Let the board be unaware of any incidental information it requires, including anticipated media coverage, actual or anticipated legal actions, and material or publicly visible external and internal changes or events, including changes in key personnel.
 - 1.3.1. Allow the Board to be uninformed of complaints related to the treatment of residents not reported since the last monitoring report of the EL-1 policy.
 - 1.4. Neglect to submit timely monitoring data including interpretations of board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance.
 - 1.5. Let the board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the board’s monitoring schedule.
 - 1.6. Allow the Board to be unaware that, in the Executive Director’s opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behaviour which is detrimental to the work relationship between the Board and the Executive Director.
 - 1.7. Present information in unnecessarily complex or lengthy form, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.
2. Allow the board to be without reasonable administrative support for board activities.
 - 2.1. Allow the board to be without a workable, user-friendly mechanism for official board, officer or board committee communications.
 - 2.2. Allow the board to be without Board Secretary services that meet all legal requirements and ensure the integrity of the board’s documents.
3. Impede the board’s holism, misrepresent its processes and role, impede its lawful obligations, or assume prerogatives of the board.
 - 3.1. Interact with the board in a way that favours or privileges certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
 - 3.2. Neglect to supply for the Required Approvals agenda all items delegated to the Executive Director, yet required by law, regulation, or contract to be board-approved, along with the applicable monitoring information.

EXECUTIVE LIMITATIONS POLICIES

Policy Name:	Ends Focus of Contracts	Number:	EL-12
		Date Approved:	June 28, 2023
Policy Type:	Executive Limitations	Date Amended:	
		Date Last Reviewed:	

The Executive Director shall not enter into contract arrangements that do not emphasize the production of Ends and the avoidance of unacceptable means.

Further, without limiting the scope of the above statement, the Executive Director shall not:

1. Enter into arrangements that do not prohibit methods or activities which could result in the funds being used in imprudent, unlawful or unethical ways.
2. Enter into arrangements that do not assess and consider an applicant’s capability to produce appropriately targeted, efficient results.

GOVERNANCE PROCESS POLICIES

Policy Name:	Global Governance Commitment	Number:	GP
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The purpose of the board, on behalf of the regional communities served, is to ensure that Nipissing Regional Community Residential Hospice [*the Nipissing Serenity Hospice/la Maison Sérénité du Nipissing – “NHS/MSN”*] achieves appropriate results, in an appropriate way, for the appropriate people at an appropriate cost, as specified in the Board’s Ends policies and avoids unacceptable actions and situations specified in the Board’s Executive Limitations policies.

GOVERNANCE PROCESS POLICIES

Policy Name:	Governing Style	Number:	GP-1
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The Board will govern lawfully with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of board and staff roles, collective decisions, and a proactive, future focus. This means the board will not be preoccupied with the present or past, or with internal, administrative detail.

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 initiate policy, not merely react to staff initiatives, but to ensure the NHS has a best-in-class governance process. The Board will not use the expertise of individual board members as a substitute for the Board’s judgment, although individual expertise may be used to enhance the understanding of the Board as a body and its ability to set policy.
2. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the owners’ values and perspectives. The Board’s major policy focus will be on the intended long-term results to be produced for NSH/MSN residents outside the operational organization, not on the administrative means of attaining those results.
3. The Board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as its code of conduct, policy-making principles, respect of roles, regular self-evaluation, and ensuring the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. The Board will not allow any member or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.

GOVERNANCE PROCESS POLICIES

Policy Name:	Board Job Contributions	Number:	GP-2
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

As an informed agent of the ownership, the Board’s specific job products are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

1. The link between the owners and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations:
 - 2.1. *Ends*: what good or benefit the organization is to produce, for which recipients, at what worth.
 - 2.2. *Executive Limitations*: Constraints on executive authority that establish the boundaries of prudence and ethics within which all operational activities and decisions must take place.
 - 2.3. *Governance Process*: Specification of how the Board conceptualizes, carries out, and monitors its own responsibilities.
 - 2.4. *Board-Management Delegation*: Specification on how power is delegated and how its proper use monitored, including the ED role, authority, and accountability.
3. Assurance of organizational performance on Ends and Executive Limitations.
 - 3.1. Continuity of the ED function.
 - 3.2. Monitoring of the ED as outlined in Board-Management Delegation policies.
4. Operational decisions that the Board has restricted the ED from making by its Executive Limitations policies, including decision regarding:
 - 4.1. Use of designated reserves.
 - 4.2. Acquisition, encumbering or disposal of land or buildings.
 - 4.3. Procurement of goods and services and capital expenditures that do not meet the conditions in EL-5, sections 7 and 8.
 - 4.4. Change of organizational name or identity in the community.
 - 4.5. Establishment or change of benefits that would incur unfunded liabilities.

GOVERNANCE PROCESS POLICIES

Policy Name:	Board Planning Cycle and Agenda Control	Number:	GP-3
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

To accomplish its job products with a governance approach consistent with board policies, the Board will develop and follow a multi-year cycle that includes all elements of the Board’s work.

1. The Board will maintain control of its own agenda by developing an annual schedule based on the multi-year cycle.
 - 1.1. Review of the Ends in a timely fashion which allows the ED to build a budget based on accomplishing a one-year segment of the Board's most recent statement of its Ends.
 - 1.2. Linkage with the ownership prior to the above review to gain a representative mix of values, perceptions, and expectations.
 - 1.3. Education related to Ends determination: the Board will consider including environmental scanning, presentations by thought leaders or experts, and activities which develop strategic foresight.
 - 1.4. Risk assessment, including probability of occurrence of risks and impact of particular risks, as context for policy review.
 - 1.5. Content review of selected Executive Limitations, Governance Process and Board – Management Delegation policies, consistent with a multi-year schedule that includes all policies.
 - 1.6. Self-evaluation of the Board’s own compliance with selected Governance Process and Board – Management Delegation policies, consistent with the schedule in the policy *Investment in Governance*.
 - 1.7. Documentation of monitoring compliance by the ED with Executive Limitations and Ends policies. Monitoring reports will be read in advance of the board meeting. Ideally, discussion will occur only if board members assess interpretations as unreasonable, identify non-compliance, or identify potential need for policy amendments.
 - 1.8. Education about the process of governance.

2. Based on the outline of the annual schedule, the board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened. Screening questions shall include:
 - Clarification as to whether the issue clearly requires Board determination or is operational in nature (belongs to the ED).
 - Identification of what policy category the issue relates - Ends, Executive Limitations, Governance Process, Board-Management Delegation.
 - Review of what the board has already said in this category, and how the current issue is related.

3. Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, deliberation, if any, will only relate to whether the operational decision complies with relevant board policies.

POLICY REVIEW CYCLE

Number	Policy Content Review	Frequency
E	Global Ends	Annually
EL	Global Executive Constraint	3 years
EL-1	Treatment of Residents, Families and Caregivers	3 years
EL-2	Treatment of Staff and Volunteers	3 years
EL-3	Planning	3 years
EL-4	Financial Condition	3 years
EL-5	Asset Protection	3 years
EL-6	Investments	3 years
EL-7	Compensation and Benefits (Staff)	3 years
EL-8	French Language Services	3 years
EL-9	Ethical Behaviour	3 years
EL-10	Fundraising	3 years
EL-11	Communication and Support to the Board	3 years
EL-12	Ends Focus on Contracts	3 years
GP	Global Governance Commitment	3 years
GP-1	Governing Style	3 years
GP-2	Board Job Contributions	3 years
GP-3	Board Planning Cycle and Agenda Control	3 years
GP-4	Role of Board Chair (CGO)	3 years
GP-5	Role of Vice-Chair	3 years
GP-6	Board Committee Principles	3 years
GP-6.1	Audit and Finance Committee ToR	3 years
GP-6.2	Governance Committee ToR	3 years
GP-6.3	Nominating Committee ToR	3 years
GP-6.4	ED Performance and Compensation Review Committee ToR	3 years
GP-7	Board and Committee Expenses	3 years
GP-8	Code of Conduct	3 years
GP-9	Investment in Governance	3 years
GP-10	Board Linkage with Ownership	3 years
GP-11	Designated Reserves	3 years
GP-12	Governance Succession Planning	3 years
GP-13	Special Rules of Order	3 years
GP-14	In-Camera Session	3 years
BMD	Global Board-Management Delegation	3 years
BMD-1	Unity of Control	3 years
BMD-2	Accountability of the ED	3 years
BMD-3	Delegation to the ED	3 years
BMD-4	Monitoring ED Performance	3 years
BMD-5	ED Compensation	3 years

GOVERNANCE PROCESS POLICIES

Policy Name:	Role of Board Chair (CGO)	Number:	GP-4
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The Chair (Chief Governance Officer), a specially empowered member of the Board, assures the independence and the integrity of the Board’s process.

1. The Chair will ensure the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1. Meeting discussion content will include only those issues that, according to board policy, clearly belong to the Board to decide or monitor.
 - 1.2. Information that is neither for monitoring performance nor for Board decision-making will be minimized and always noted as such.
 - 1.3. Deliberation will be timely, fair, orderly and thorough, but also managed efficiently.

2. The Chair’s authority consists in making decisions in keeping with board policies on Governance Process and Board-Management Delegation, except for (a) employment, discipline or termination of an ED; evaluation of ED performance, determination of ED compensation or changing the conditions of employment of an ED and (b) instances 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.
 - 2.1. The Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - 2.1.1. The Chair will assure that proceedings of board meetings are recorded in minutes, which are provided to the Board for approval, and approved minutes are filed and made available as an ongoing record of board proceedings.
 - 2.2. 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 ED.
 - 2.3. The Chair may represent the Board to outside parties in announcing board-stated positions and in stating Chair’s decisions and interpretations within the area delegated to the Chair.
 - 2.4. The Chair may delegate the authority to perform any of the Chair’s duties or responsibilities but remains accountable for the performance of those duties or responsibilities.
 - 2.5. The Chair is an ex-officio member of any Board Committee.

GOVERNANCE PROCESS POLICIES

Policy Name:	Role of Board Vice-Chair	Number:	GP-5
Policy Type:	Governance Process	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

The Board Vice-Chair shall, in the absence of the Board Chair, preside at all meetings of the Board and have such other duties and powers as the Board may specify.

1. The assigned result of the Board Vice-Chair’s job is that of being knowledgeable of the role and duties of the position of Board Chair.
 - 1.1. The Board Vice-Chair will be sufficiently informed of Board issues and processes to provide continuity in the event of planned or unexpected Board Chair absences.
2. The authority of the Board Vice-Chair consists in making decisions within assignments delegated by the Board Chair including those which are to facilitate effective Board process.

GOVERNANCE PROCESS POLICIES

Policy Name:	Board Committee Principles	Number:	GP-6
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

Board committees, when used, will be assigned to reinforce the wholeness of the Board’s job, and will never interfere with delegation from Board to Executive Director.

1. Board committees are established to help the Board do its job, never to help or advise the staff. Board committees support the Board’s holism and its responsibility to govern the whole of the organization. Board committees ordinarily provide the Board with policy alternatives and recommendations for the Board’s informed decision making.
2. Board committees may not speak or act for the Board except when formally delegated authority to do so. Board committee expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
 - 2.1. The Board will set out in written Terms of Reference for each Committee it creates the expected products, the authority and the composition.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, they will not be required to obtain approval of a board committee before an executive action.
4. This policy applies to any group that is formed by Board action, whether or not it is called a committee, and whether or not it includes board members. It does not apply to committees formed under the authority of the Executive Director.
5. A committee is a board committee only if it is established by the Board, and board members sit on the committee. The current Standing Committees are set forth below:
 - 5.1. Governance Committee
 - 5.2. Nominating Committee
 - 5.3. Audit and Finance Committee
 - 5.4. Executive Director Performance and Compensation Committee
6. All committee members shall abide by the same Code of Conduct as governs the Board.
7. Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of the organization.

GOVERNANCE PROCESS POLICIES

Policy Name:	Audit and Finance Committee Terms of Reference	Number:	GP-6.1
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The Audit and Finance Committee enhances the Board’s effectiveness and efficiency in fulfilling its responsibility for fiscal policy and prudent fiscal management, as well as oversight of its external Auditor.

Committee Governance Products

1. The Committee products are to support the Board’s job, not to decide for the Board unless explicitly stated below:
 - 1.1. Transparent review and disclosure process that enhances owner and stakeholder confidence in NSH/MSN’s financial reporting.
 - 1.1.1. Conducting RFP processes for the selection of a financial Auditor.
 - 1.1.2. Liaising with the NSH/MSN Auditor on the Board’s behalf
 - 1.1.3. Annually, a report to the Board highlighting the Committee’s review of the audited financial statements and any other significant information arising from their discussions with the external Auditor.
 - 1.1.4. Annually, reports to the Board on the Auditor’s performance.
 - 1.2. Quarterly, a review of reports to the Board on the NSH/MSN’s financial position.
 - 1.3. Annually, a review of NSH/MSN budget for the Board.
 - 1.4. Annually, for the Board’s consideration, a budget for Board expenses, including but not limited to audit, legal, Board education, meetings, and Director expenses.
 - 1.5. Current information for the Board on significant new developments in accounting principles, tax legislation or relevant rulings of regulatory bodies that affect the NSH/MSN.
 - 1.6. Annually, an opinion for the Board as to the Executive Director’s compliance with criteria specified in Executive Limitations policies on finance.
 - 1.7. As prudent or as required by the Board, options for the Board’s consideration relating to changes in the Board’s Executive Limitations policy on finance.
 - 1.8. Options for Board decision re: capital projects outside the Executive Director’s expenditure limits as identified in Executive Limitations on finance.
 - 1.9. For use by future Audit and Finance Committees, minutes of Committee meetings and a package of current guidelines/tools/ templates.

Committee Authority

2. The Committee’s authority enables it to assist the Board in its work, while not interfering with board holism and its decision-making authority.
 - 2.1. The Committee must carry out its mandate, as determined by its Terms of Reference, in keeping with the provisions of the Board policies. The Committee cannot instruct the Executive Director or any other staff member, other than to request information required in the conduct of its duties.
 - 2.2. The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
 - 2.3. The Committee may use staff resource time consistent with the Executive Director interpretation of a reasonable amount for administrative support around meetings.
 - 2.4. The Committee, including the Board Chair as an ex officio member, has the authority to meet in camera without any person other than Committee members present.

2.5 The Committee Chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

3. The Committee's composition shall enable it to function effectively and efficiently.
 - 3.1. The Committee will comprise of at least 3 Board members and may include up to 2 individuals external to the Board.
 - 3.2. The Committee quorum is 2 of 3 members - unless the Committee has more than 3 members, in which case, quorum is 50% plus one member.
 - 3.3. The Board will determine, at its discretion, the process for appointing Committee members and the Committee Chair.
 - 3.4. Members shall be appointed for a term of up to three years.

GOVERNANCE PROCESS POLICIES

Policy Name:	Governance Committee Terms of Reference	Number:	GP-6.2
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The Governance Committee will assist the Board in fulfilling its responsibilities regarding policy development and review, Board member succession, Board education, self-evaluation and monitoring, and performance evaluation of the Executive Director.

Committee’s Governance Products

1. The Committee products are to support the Board’s job, not to decide for the Board unless explicitly stated below:
 - 1.1. In December, an annual agenda plan for the Board’s consideration including Board retreat or work sessions and the dates and processes for Board self-monitoring and policy content review.
 - 1.2. Annually, suggestions and associated budget for Board education about issues, industry developments and other areas affecting the NSH/MSN
 - 1.3. Coordination of the Board’s governance succession plan as set out in GP-12 *Governance Succession Planning*
 - 1.3.1. As required, strike a sub-committee to consider nominations for Board positions (GP 6.3 – Nominating Committee Terms of Reference).
 - 1.3.2. A recommended slate to the Board of qualified nominees to fill vacant board positions, consistent with section 3 of the Bylaws and the board’s GP policy on Governance Succession.
 - 1.3.3. As required, changes to the Skills Matrix for Board members
 - 1.4. Orientation plan for new Board members.
 - 1.5. Coordination of the Board’s annual Board and Committee evaluation as set out in GP-9 *Investment in Governance*.
 - 1.6. Coordination of the Board’s process for policy content review.
 - 1.7. Coordination of the Board’s review of the Executive Director’s Executive Limitations and Ends monitoring reports.
 - 1.8. As required, an opinion for the Board on required policy development or policy amendments.
 - 1.9. As required, an opinion for the Board on suggested amendments to bylaws.
 - 1.10. Review of Trustee Directors & Officers’ insurance content and suggestions for changes
 - 1.11. For use by future Governance Committees, minutes of Committee meetings and a package of current guidelines/tools/ templates.

Committee Authority

2. The Committee’s authority enables it to assist the Board in its work, while not interfering with board holism and its decision-making authority.
 - 2.1. The Committee must carry out its mandate, as determined by its Terms of Reference, in keeping with the provisions of the Board policies. The Committee cannot instruct the Executive Director or any other staff member, other than to request information required in the conduct of its duties.
 - 2.2. The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
 - 2.3. The Committee may use staff resource time consistent with the Executive Director interpretation of a reasonable amount for administrative support around meetings.

- 2.4 The Committee, including the Board Chair as an ex officio member, has the authority to meet in camera without any person other than Committee members present.
- 2.5 The Committee Chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

3. The Committee's composition shall enable it to function effectively and efficiently.
 - 3.1. The Committee will comprise of at least 3 Board members.
 - 3.2. The Committee quorum is 2 of 3 members - unless the Committee has more than 3 members, in which case, quorum is 50% plus one member.
 - 3.3. The Board will determine, at its discretion, the process for appointing Committee members.
 - 3.4. The Board's Vice-Chair shall serve as Committee Chair.
 - 3.5. Members shall be appointed for a term of up to three years.

GOVERNANCE PROCESS POLICIES

Policy Name:	Nominating Committee Terms of Reference	Number:	GP-6.3
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The Nominating Committee will assist the Governance Committee in fulfilling its responsibilities regarding governance succession.

Committee Products

1. The committee products are to support the board’s job, never to decide for the board unless explicitly stated below.
 - 1.1 Assurance that the board considers what specific characteristics the board needs in individuals to collectively have the skills and experience to meet the board’s responsibilities as stipulated in the board’s GP policy on Governance Succession.
 - 1.2 A recommended slate, to the Governance Committee, of qualified nominees to fill vacant board positions, consistent with section 3 of the Bylaws and the board’s GP policy on Governance Succession.
 - 1.3 Assurance that candidates for nomination are made aware in advance of the job of the board and the board’s expectations, including time commitment.

Authority

2. The Committee’s authority enables it to assist the board in its work, while not interfering with board holism.
 - 2.1 The committee has authority to contact potential candidates directly.
 - 2.2 The committee cannot change or contravene board policies, or instruct the ED or any other staff member, other than to request information required in the conduct of its duties.
 - 2.2 The committee may not spend or commit organization funds, other than those specifically allocated by the board.
 - 2.3 The committee may use staff resource time normal for administrative support around meetings.
 - 2.5 The Committee Chair has the authority to make any reasonable interpretation of this policy.

Composition and Tenure

3. The Committee’s composition shall enable it to function effectively and efficiently.
 - 3.1 The Committee shall be composed of at least 3 board members.
 - 3.2 The Governance Committee shall appoint the Committee Chair.
4. Members shall be appointed for the term of one (1) year.

GOVERNANCE PROCESS POLICIES

Policy Name:	Executive Director Performance and Compensation Review Committee Terms of Reference	Number:	GP-6.4
Policy Type:	Governance Process	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

The Committee will assist the Board in its responsibility regarding the ED’s performance evaluation and compensation.

Committee Governance Products

1. The committee products are to support the board’s job, never to decide for the board unless explicitly stated below.
 - 1.1. Annually, a report to the Board of the ED’s performance assessment against criteria set out in the Board’s BMD policies and other Board and ED agreed upon assessment criteria.
 - 1.2. A summary for the Board of the ED’s compliance with Executive Limitations and achievement of Ends derived from the Board’s assessment of the year’s monitoring reports.
 - 1.3. A report to the Board providing comparative market information for positions reasonably comparable in responsibility and accountability to that of the ED.
 - 1.4. Annually, ED salary and benefit recommendations for the Board’s consideration, commensurate with the accountability of the position, recognizing the years of employment with the organization and compliance with the Board’s policies.

Committee Authority

2. The Committee’s authority enables it to assist the Board in its work, while not interfering with board holism and its decision-making authority.
 - 2.1. The Committee must carry out its mandate, as determined by its Terms of Reference, in keeping with the provisions of the Board policies. The Committee cannot instruct the Executive Director or any other staff member, other than to request information required in the conduct of its duties.
 - 2.2. The Committee may not spend or commit organization funds, other than those specifically allocated by the Board.
 - 2.3. The Committee may use staff resource time consistent with the Executive Director interpretation of a reasonable amount for administrative support around meetings.
 - 2.4. The Committee has the authority to meet in camera without any person other than Committee members present.
 - 2.5. The Committee Chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure

3. The Committee’s composition shall enable it to function effectively and efficiently.
 - 3.1. The Committee will comprise of the Board’s Chair, Vice-Chair, Past-Chair (if still on Board) and the board standing committee chairs.
 - 3.2. The Committee quorum is 3 of 4 members - unless the Committee has more than 4 members, in which case, quorum is 50% plus one member.
 - 3.3. The Board Chair shall serve as Committee Chair.

GOVERNANCE PROCESS POLICIES

Policy Name:	Board and Committee Expenses	Number:	GP-7
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

Board members will not be entitled to any honorarium but will be entitled to reimbursement for reasonable expenses incurred in the conduct of their Board duties. This includes all Board and board committee meetings, as well as any meeting attended at the direction of the Board.

1. Reasonable out of pocket travel expenses shall be reimbursed in accordance with the provisions of the NHS/MSN's travel and expense policy.

GOVERNANCE PROCESS POLICIES

Policy Name:	Board Code of Conduct	Number:	GP-8
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The board members will conduct themselves in a manner that is ethical, professional, lawful and upholds the NSH/MSN’s reputation. This includes proper use of authority and appropriate decorum when acting as board members. It expects its board members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Board members must have loyalty to the ownership that supersedes any loyalties to staff, other organizations or any personal interest as a consumer of NSH/MSN’s services.
 - 1.1. The Board shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest groups.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid a conflict of interest with respect to their fiduciary responsibility. Conflicts of interest can be real or perceived and arise when judgement or objectivity is threatened.
 - 3.1. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information.
 - 3.1.1. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
 - 3.2. When the board is to decide upon an issue, about which a board member has an unavoidable conflict of interest, that member shall absent themselves without comment from not only the vote, but also from the deliberation. A board member recusal will be recorded in the minutes.
 - 3.3. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, they must take a leave of absence from the Board. If hired, they must first resign from the board.
 - 3.3.1. A family member is a spouse, life partner, child, parent, sibling, in-law, or any other relative who resides in the same household as the Board member.
 - 3.4. A board member may seek guidance from the Chair about a potential conflict of interest in advance of the meeting at which the issue where the board member may have a conflict will be discussed.
 - 3.5. Without limiting the usual and ordinary meaning of “conflict of interest” some examples of activities or circumstances that would usually constitute a real or perceived conflict of interest for a board member include the following:
 - 3.5.1. Interest of a board member “Wearing Two Hats”: When a board member transacts with the NSH/MSN directly or indirectly, or he has a significant direct or indirect interest in a transaction or contract with the NSH/MSN.
 - 3.5.2. Interest of a Relative: When the NSH/MSN conducts business with a supplier of goods or services (or any other party) that employs a relative member of the household of a board member as its principal, officer, or representative.
 - 3.5.3. Gifts: When a board member or a member of their household (or any other person or entity designated by the board member) accepts gifts, payments, services, or anything else of more than a token or nominal value from a party with whom the NSH/MSN may transact business (including a supplier of goods or services) for the purposes of (or what may be perceived to be for the purposes of) influencing an act or a decision of the Board.

- 3.5.4. Acting for an Improper Purpose: When board members exercise their powers motivated by self-interest or other improper purposes. Board members must act solely in the best interest of the NSH/MSN. Board members who are nominees of a particular group must act in the best interest of the NSH/MSN, even if this conflicts with the interests of the nominating party.
 - 3.5.5. Appropriation of Organizational Opportunity: When a board member diverts to his own use, an opportunity or advantage that belongs to the NSH/MSN.
 - 3.5.6. Duty to Disclose Information of Value to the Organization: When board members fail to disclose information that is relevant to a vital aspect of the NSH/MSN's affairs.
 - 3.5.7. Misuse of Confidential Information: When board members fail in their duty to hold information in confidence and, instead, use it for personal gain rather than for the purposes of the NSH/MSN.
4. Board members will not, at any time, disclose any confidential information to any person or entity, or use any confidential information other than for the authorized purposes of the NSH/MSN, without prior written approval from the Board or as required by law or legal process.
 - 4.1. Board members will respect the confidentiality appropriate to issues of a sensitive nature including, at all times, the content of in-camera meetings.
 - 4.2. Board members will not share or post information on social media that compromises the NHS's image or reputation or the Board's policy.
 5. Board members shall not attempt to exercise individual authority over the organization.
 - 5.1. When interacting with staff, board members must recognize that individual board members have no authority to instruct or evaluate employees, and no authority to insert themselves into operations.
 - 5.2. If a Board member receives an inquiry on an operational matter, the board member will direct the individual to the Executive Director.
 6. The Chair or designate is the only person authorized to speak to the media on behalf of the Board. Board members shall not presume to speak for the Board when interacting with the public. Board members shall only report actual board policy decisions when interacting with the public.
 7. Board members shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, and governing policies of the NSH/MSN as well as the rules of procedure and proper conduct of a meeting so that board decisions can be made in an efficient, knowledgeable and expeditious fashion.
 8. Board members will be properly prepared for board meetings.
 9. Board members will support the legitimacy and authority of board decisions, regardless of the member's personal position on the issue.
 10. Board members shall regularly take part in board-scheduled educational activities that will assist them in carrying out their responsibilities.
 11. Board members shall attend board and committee meetings on a regular and punctual basis.
 - 11.1 Board members shall provide reasonable notice of their unavailability for a scheduled Board meeting to the Chair.
 12. A board member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present their views of such alleged breach at the next board meeting. The complaining party must be identified. If the complaining party is a board member, they and the respondent board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the board. Board members who are found to have violated the Code of Conduct may be subject to censure.
 13. Board members are required to sign, on an annual basis, the Code of Conduct Certification (GP-8 Appendix 1).

GOVERNANCE PROCESS POLICIES

Policy Name:	Board Code of Conduct Attestation	Number:	GP-8 Appendix 1
Policy Type:	Governance Process	Date Approved:	June 28, 2023
		Date Amended:	
		Date Last Reviewed:	

Nipissing Serenity Hospice
Board of Directors
Board Code of Conduct Attestation

By signing this form, I, _____, confirm that I have received and reviewed the Board Code of Conduct (GP-8) policy.

I attest that I have read them completely and thoroughly, understand them to the fullest extent, and agree to abide by the guidelines they establish. If at any time I am unclear about a policy or have questions I will consult the Board Chair or the Executive Director for further guidance.

Print Name: _____

Signature: _____

Date: _____

GOVERNANCE PROCESS POLICIES

Policy Name:	Investment in Governance	Number:	GP-9
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

Consistent with its commitment to excellence in governance, the board will invest in its governance capacity.

1. Individuals being considered for board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board’s expectations of board members.
2. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - 2.1. New board members shall receive a complete orientation to ensure their understanding of the role of the Board, the Board’s expectations of board members, NHS issues and structure, and the Board’s process of governance.
 - 2.2. Board members shall have ongoing opportunity for continued education to enhance their governance capabilities.
 - 2.3. Outreach mechanisms will be used as needed to ensure the board’s ability to listen to owner viewpoints and values.
 - 2.4. Outside monitoring assistance will be arranged so that the board can exercise sufficient control over organizational performance. This includes but is not limited to fiscal audit.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
 - 3.1. The Board will annually establish, prior to the budget cycle, a budget for its governance functions, which shall include funds for board and board committee meeting costs; board education, recruitment and orientation costs; costs of fiscal audit and any other outside monitoring assistance required; and costs of costs of any means to ensure the Board’s ability to listen to owner viewpoints and values.
4. The Board will use its Governance Process and Board-Management Delegation policies as measurable standards against which the Board’s performance can be evaluated.
 - 4.1. The board will evaluate and discuss the Board’s process and performance at each meeting.
 - 4.2. At least annually, the Governance Committee will support the Board in conducting Board, board committee and board member self-evaluations. As a result of these evaluations, the board will establish a governance action plan for improvement of identified areas.
 - 4.2.1. The Board will regularly monitor its adherence to its own Governance Process and Board – Management Delegation policies. Upon the Board’s recommendation, any policy can be monitored at any time. However, at minimum, the Board will monitor its own adherence to them, according to the following schedule:

Number	Policy	Frequency	2026	2027	2028
GP	Global Governance Commitment	3 years	x		
GP-1	Governing Style	3 years	x		
GP-2	Board Job Contributions	3 years	x		
GP-3	Board Planning Cycle and Agenda Control	3 years	x		
GP-4	Role of Board Chair (CGO)	3 years	x		
GP-5	Role of Vice-Chair	3 years	x		
GP-6	Board Committee Principles	3 years		x	
GP-6.1	Audit and Finance Committee ToR	3 years		x	
GP-6.2	Governance Committee ToR	3 years		x	
GP-6.3	Nominating Committee ToR	3 years		x	
GP-6.4	Executive Director Performance and Compensation Review Committee ToR	3 years		x	
GP-7	Board and Committee Expenses	3 years		x	
GP-8	Code of Conduct	3 years			x
GP-9	Investment in Governance	3 years	x		
GP-10	Board Linkage with Ownership	3 years	x		
GP-11	Designated Reserves	3 years			x
GP-12	Governance Succession Planning	3 years	x		
GP-13	Special Rules of Order	3 years		x	
GP-14	In-Camera Session	3 years		x	
BMD-1	Unity of Control	3 years			x
BMD-2	Accountability of the Executive Director	3 years			x
BMD-3	Delegation to the Executive Director	3 years			x
BMD-4	Monitoring Executive Director Performance	3 years			x
BMD-5	Executive Director Compensation	3 years			x

GOVERNANCE PROCESS POLICIES

Policy Name:	Board Linkage with Ownership and Other Organizations	Number:	GP-10
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The owners of the Nipissing Serenity Hospice/Maison Sérénité du Nipissing (“NSH/MSN”) are defined as the regional communities served. The Board shall be accountable for the organization to its owners. 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 gather input from owners in order to understand the diversity of their values and perspectives.
 - 2.1. Collection of input from the ownership may be accomplished through a variety of methods, including, but not limited to, meetings with the ownership, surveys, and advisory committees.

3. The Board will establish and maintain a three-year ownership linkage plan, in order to ensure that the Board has intentional and constructive dialogue and deliberation with the owners, primarily around the organization’s Ends. The plan will include selection of representative owners 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. The Chair shall present each year a Linkages Plan to the Board for approval that identifies anticipated linkage activities during the year.
 - 3.2. All board members are accountable to the Board for participating in the linkage with owners as identified in the plan.

4. The Board may also engage with other organizations (e.g., community partners, donors) in order to share and enhance its role in determining the most appropriate Ends policies.

GOVERNANCE PROCESS POLICIES

Policy Name:	Designated Reserves	Number:	GP-11
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

The Board reserves the right to establish designated reserves to achieve organizational goals including the financial stability within the NSH/MSN.

1. The following reserve funds are established:
 - 1.1. Operating Reserve
 - 1.1.1. Purpose: to provide sufficient cash to offset future excesses of expenditures over revenues to meet the current NSH/MSN financial obligations in a timely manner.
 - 1.1.2. Target Level: the Operating Reserve shall be accumulated to a minimum level of three months and to a maximum level of six months of the operating expenditures of the previous annual operating budget, excluding depreciation, in-kind, and other non-cash expenses.
 - 1.2. Capital Reserve
 - 1.2.1. Purpose: to fund for replacement, renewal or acquisition of capital assets
 - 1.2.2. Target Level: the Capital Reserve shall be accumulated to a minimum sufficient to fund average annual replacement and renewal requirements of capital assets on the ten-year capital forecast, lifecycle, replacement schedules and building condition assessments.
2. The designated reserves will be funded with surplus unrestricted operating funds and the accumulated interest from the investment of these reserves.
 - 2.1. The primary objective when allocating unrestricted operational surplus funds is to transfer to the designated reserves provided the predetermined reserve minimum target has not been reached.
 - 2.2. The Board may from time to time direct that a specific source of revenue be set aside for the designated reserves, for example, one-time gifts or bequests, special grants, or special appeals.
 - 2.3. Any remaining annual unrestricted operational surplus funds may be allocated to fund capital work where debt has had previously been identified and approved as a funding source.

GOVERNANCE PROCESS POLICIES

Policy Name:	Governance Succession Planning	Number:	GP-12
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

Consistent with the Board’s commitment to excellence in governance, the Board shall take responsibility for succession planning of board members and board leadership positions.

1. The Board will identify the needs of the Board to govern well and maintain an appropriate current matrix of board member competencies and profiles.
 - 1.1. The matrix will include competencies related to the Board’s ability to create and monitor policies that direct and protect the organization, rather than to abilities designed to assist management.
 - 1.2. The matrix will include consideration that the Board composition reasonably reflects the diversity of the ownership.
 - 1.3. The matrix will include consideration of length of service on the Board, striving to balance the need for expertise and experience on the Board with the need to introduce board members with a fresh perspective.
 - 1.4. Priority will be given to identifying candidates that have competencies which relate to any gaps in the existing matrix.
2. The Board will conduct an annual Board and board member performance self-assessment to review Board and Board member skills and attributes to identify professional development requirements and to ensure that the composition of skills on the Board remain aligned with NSH/MSN’s stage of development and strategic direction.
3. The Board shall seek to solicit candidates who have characteristics that will enable them to govern, rather than manage, the organization. These include:
 - Commitment to the values and mission of the organization.
 - Willingness to participate in the Board’s plan for linking with the ownership, understanding that they are acting on behalf of an ownership of diverse people.
 - Ability to think strategically in terms of systems and context — to see the big picture.
 - Ability and willingness to deal with vision and the long term, rather than day-to-day details.
 - Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through setting broad policies that incorporate those values.
 - Willingness to delegate operational details to Executive Director within predefined limits.
 - Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
 - Willingness and commitment to honour board decisions.
 - Commitment not to make judgments in the absence of previously stated criteria.
 - Demonstrated understanding of the time commitment, including the ability to participate fully in Board and Committee meetings, and ownership linkage activities.
4. To equip current and future officers to lead the Board with excellence, the Board will develop leadership skills among its members.

GOVERNANCE PROCESS POLICIES

Policy Name:	Special Rules of Order	Number:	GP-13
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained, and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the Chair (e.g., discussion of a matter may occur prior to a proposal that action be taken on any given subject).
6. Proposals on which the Board takes action, or decides a particular matter, will be made by main motion of a board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
 - 6.1. The Chair of the board may not make motions or vote on any matter to be decided, except to cast the deciding vote if there is tie vote among board members. However, the Chair may engage in debate to the same extent as any board member.
 - 6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
 - 6.3. A motion to postpone, table an issue, or refer it to a committee, may be made with respect to a pending main motion, and if carried shall set the initial motion aside accordingly.
7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the Board excepting those matters in the by-laws which oblige a higher level of approval.
10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
11. A board member may request to have his or her vote on the record.
12. When further rules of order are to be developed by the board, the board will consider the most recent edition of Robert’s Rules of Order as a resource guide.

GOVERNANCE PROCESS POLICIES

Policy Name:	In-Camera Session	Number:	GP-14
		Date Approved:	June 28, 2023
Policy Type:	Governance Process	Date Amended:	
		Date Last Reviewed:	

A Board may hold in-camera session where there is a need for confidentiality to prevent undue harm to the NSH/MSN and its assets, including staff, volunteers and board members.

1. An in-camera session will be a standing agenda at every Board meeting.
2. A person who is not a voting board member may not participate in debate unless such person is invited by the Board Chair to participate in a specified manner, or board members decide by a simple majority of members present and voting that a named individual be heard.
3. Items that may be considered in-camera include:
 - a) Items of a confidential nature, disclosure of which could reasonably be expected to be harmful to the personal privacy of staff and to volunteers, including human resource issues, to residents, or to the organization.
 - b) Internal governance matters of the Board.
 - c) When the Board engages in board development.
 - d) Executive Director’s performance or compensation issues.
 - e) Matters that are or may become the subject of litigation or are related to confidential legal, civil or criminal proceedings.
4. The Board determines attendance at in-camera sessions.
 - 4.1. All board members with the exception of those who are deemed to be in conflict of interest as defined in GP-9 shall be included.
 - 4.2. The Executive Director may attend in-camera meetings, except where issues of their performance or compensation are being discussed, at the direction of the Chair.
 - 4.3. Staff may be included in in-camera discussions at the discretion of the Executive Director, only with the permission of the Chair.
5. Except where prohibited by the privacy provisions of legislation, the Board shall rise and report in-camera resolutions in the regular meeting of the Board.

BOARD-MANAGEMENT DELEGATION POLICIES

Policy Name:	Global Board-Management Delegation	Number:	BMD
		Date Approved:	June 28, 2023
Policy Type:	Board-Management Delegation	Date Amended:	
		Date Last Reviewed:	

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

BOARD-MANAGEMENT DELEGATION POLICIES

Policy Name:	Unity of Control	Number:	BMD-1
		Date Approved:	June 28, 2023
Policy Type:	Board-Management Delegation	Date Amended:	
		Date Last Reviewed:	

Only officially passed policies and motions of the Board are binding on the Executive Director.

1. Decisions or instructions of individual board members, officers or committees are not binding on the Executive Director except when the Board has specifically authorized such an exercise of authority.
2. In the case of board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse any requests that, in the Executive Director’s opinion, require a material amount of time or funds or are disruptive or constitute a breach of conduct.
3. Only the Board acting as a body can employ, discipline, or terminate the Executive Director; evaluate Executive Director performance; determine Executive Director compensation, or change the conditions of employment of the Executive Director.

BOARD-MANAGEMENT DELEGATION POLICIES

Policy Name:	Accountability of the Executive Director	Number:	BMD-2
		Date Approved:	June 28, 2023
Policy Type:	Board-Management Delegation	Date Amended:	
		Date Last Reviewed:	

The Executive Director is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
3. Since the Executive Director is accountable for operational achievement, the Board will view Executive Director performance as identical to organizational performance where organizational performance is defined as the accomplishment of Board-stated Ends within Executive Limitations. Therefore, the Executive Director’s job description is to accomplish a reasonable interpretation of board-stated Ends and comply with a reasonable interpretation of Executive Limitations.

BOARD-MANAGEMENT DELEGATION POLICIES

Policy Name:	Delegation to the Executive Director	Number:	BMD-3
		Date Approved:	June 28, 2023
Policy Type:	Board-Management Delegation	Date Amended:	
		Date Last Reviewed:	

The Board will instruct the Executive Director through written policies prescribing the organizational Ends to be achieved, and describing organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

1. The Board will develop Ends policies instructing the Executive Director to achieve specified results, for specified recipients at a specified worth.
 - 1.1. Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
 - 1.2. Specifically, documents such as strategic plans and budgets will not be considered Ends, as they relate to operational means of achieving the Ends.
2. The Board will develop Executive Limitations policies which limit the latitude the Executive Director may exercise in choosing the organizational means.
 - 2.1. These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
 - 2.2. The Board will never prescribe organizational means delegated to the Executive Director.
3. All policies will be developed systematically from the broadest, most general level to more defined levels.
4. As long as the Executive Director uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.
5. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and the Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support any reasonable Executive Director interpretation of the policies. This does not prevent the Board from obtaining information from the Executive Director about the delegated areas, except for data protected by privacy legislation.

BOARD-MANAGEMENT DELEGATION POLICIES

Policy Name:	Monitoring Executive Director Performance	Number:	BMD-4
		Date Approved:	June 28, 2023
Policy Type:	Board-Management Delegation	Date Amended:	
		Date Last Reviewed:	

Systematic and rigorous monitoring of the Executive Director’s job performance will be solely against the Board’s required Executive Director job outputs: the organizational accomplishment of the Executive Director’s reasonable interpretation of Ends policies and organizational operations within the boundaries of the Executive Director’s reasonable interpretation of Executive Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
 - 2.1. Internal report: Disclosure of compliance information by the Executive Director, along with their explicit interpretation of board policy, and justification for the reasonableness of interpretation.
 - 2.2. External report: Discovery of compliance information by an external, disinterested third party that is selected by and reports directly to the Board.
 - 2.3. Direct Board Inspection: Discovery of compliance information by a designated board member, a committee, or the Board as a whole. Such an inspection is only undertaken at the instruction of the Board.
3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable Executive Director interpretation of the board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than interpretations favoured by board members, the disinterested third party, or even the Board as a whole.
4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method.
5. A formal evaluation of the Executive Director by the Board will occur annually, based on the achievement of the Board’s *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board’s recorded acceptance or non-acceptance of the reports and identifying performance trends evidenced by that data.

Number	Policy	Method	Frequency	Date
E	Global Ends	Internal Report	Annually	May, June
EL	Global Executive Constraint	Internal Report	Annually	September
EL-1	Treatment of Residents, Families and Caregivers	Internal Report	Annually	October
EL-2	Treatment of Staff and Volunteers	Internal Report	Annually	October
EL-3	Planning – Multi-year Strategy	Internal Report	Annually	February
	Planning – Budget	Internal Report	Annually	March
	Planning – Other	Internal Report	Annually	April
EL-4	Financial Condition and Activities - Financial Statements	Internal Report	Quarterly	June, September, December, March
	Financial Condition and Activities – Audited Statements	External Report	Annually	August
	Financial Condition and Activities – Other	Internal Report	Annually	September
EL-5	Asset Protection - Insurance	Internal Report	Semi-Annually	January, August
	Asset Protection – Audited Statements	External Report	Annually	August
	Asset Protection – Other	Internal Report	Annually	October
EL-6	Investments	Internal Report	Annually	November
EL-7	Compensation and Benefits (Staff)	Internal Report	Annually	June
EL-8	French Language Services	Internal Report	Annually	October
EL-9	Ethical Behaviour	Internal Report	Annually	February
EL-10	Fundraising	Internal Report	Annually	February
EL-11	Communication and Support to the Board	Internal Report	Annually	December
EL-12	Ends Focus of Contracts	Internal Report	Annually	December

BOARD-MANAGEMENT DELEGATION POLICIES

Policy Name:	Executive Director Compensation	Number:	BMD-5
		Date Approved:	June 28, 2023
Policy Type:	Board-Management Delegation	Date Amended:	
		Date Last Reviewed:	

The Executive Director’s compensation will be decided by the Board as a body and based on organizational performance and executive market conditions.

1. Organizational performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.
3. Compensation is to be competitive with similar performance within the marketplace while tying the Executive Director’s compensation to Ends achievement and compliance with Executive Limitations policies. The executive marketplace to be considered is organizations of comparable size, challenges and complexities within the hospice/palliative care sector.
4. A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.