
TABLE OF CONTENTS



GOVERNANCE GUIDE OVERVIEW



PART I – STRATEGIC DIRECTION AND GOVERNING AUTHORITIES

Overview

Chapter 1 – Strategic Direction

- Mission
- Vision
- Motto
- Core Values
- Strategies

Chapter 2 – Letters Patent and By-Laws

- Letters Patent
- By-Laws

Appendices –

A: Excerpt from the Supplementary Letters Patent dated December 29, 1999

B: By-Laws

Chapter 3 – Additional Authorities

- Ontario Not-for-Profit Corporations Act, 2010
- Fixing Long-Term Care Act, 2021
- Rideau Veterans Home Transfer Agreement
- Service Accountability Agreements

Chapter 4 – Memorandum of Understanding with the Foundation



PART II – THE BOARD OF DIRECTORS

Overview

Chapter 1 – Board Structure, Responsibilities and Operating Philosophy

- 1.1 Board Accountability
 - 1.1.1 Members of the Corporation
 - 1.1.2 Policies and Guidelines
- 1.2 Board Structure
- 1.3 Roles and Responsibilities of the Board
- 1.4 Board Operating Philosophy
 - 1.4.1 General
 - 1.4.2 Style of Governance
 - 1.4.3 Board Culture

Appendix –

Specific Responsibilities of the Board of Directors
(Adapted from the OHA Guide to Good Governance)

Chapter 2 – Officers of the Board

- 2.1 General
- 2.2 Role of the Chair
- 2.3 Role of Other Officers
 - Vice Chair
 - Treasurer
 - Secretary
 - Chief Executive Officer (CEO)

Appendix –

Process for Identifying Candidates for Board Chair and other Officers of the Board
and Annex: Criteria for Board Chair or Vice Chair

Chapter 3 – Board Committees

- 3.1 General
- 3.2 Authority of Committees
- 3.3 Composition
- 3.4 Adjunct Advisors
- 3.5 Function
- 3.6 Meetings
- 3.7 Relationship to Staff
- 3.8 Committee Terms of Reference

Appendices –

- A: Terms of Reference for Board Committees
 - Standing Committees
 - 1. Executive Committee
 - 2. Governance Committee
 - 3. Quality of Life and Safety Committee
 - 4. Audit and Risk Management Committee
 - Special Committees
 - N/A
- B: Terms of Reference – Adjunct Advisors
- C: Committee Structure and Membership Planning
(Processes for Determining Committee Structure, Committee Chairs and Committee Membership)

Chapter 4 – Directors’ Duties, Obligations, Liabilities, and Expectations

- 4.1 General
- 4.2 Standard of Care
- 4.3 Conflict of Interest
 - 4.3.1 Examples of Conflict of Interest
- 4.4 Liability and Indemnification
 - 4.4.1 Examples of Potential Liability
 - Statutory Liabilities
 - Common Law Liabilities
 - 4.4.2 Indemnification
- 4.5 Confidentiality
- 4.6 Oath of Office
- 4.7 Screening Requirements
- 4.8 Expectations of Board Members

Appendices –

- A: Annual Conflict of Interest Declaration (Directors and Adjunct Advisors)
- B: Oath of Office (Directors and Adjunct Advisors)
- C: Criminal Records and Judicial Matters Check Annual Declaration
(Directors and Adjunct Advisors)
- D: Declaration Under Section 81 (5) of the *Fixing Long-Term Care Act*, 2021
(Directors and Adjunct Advisors)

Chapter 5 – Recruitment, Development and Recognition of Directors

- 5.1 General
- 5.2 Responsibilities
- 5.3 Recruitment Process
- 5.4 Selection Criteria
- 5.5 Appointment of Directors
- 5.6 Terms
- 5.7 Vacancy of the Chair Position
- 5.8 Development

Perley Health
BOARD GOVERNANCE GUIDE FOR DIRECTORS

- 5.8.1 Information Needs
- 5.8.2 Board Development
 - Mentoring
 - Orientation
 - Continuing Education
- 5.8.3 Evaluation
- 5.9 Director Development
 - 5.9.1 Director Experience Development
 - 5.9.2 Director Team Building
- 5.10 Director Recognition
 - 5.10.1 Recognition of Past Board Chairs
- 5.11 Honorary Directors

Appendices –

- A: Recruitment Process
- B: Board Skills Matrix (Graphic Representation)

Chapter 6 – Planning Cycle and Board Annual Work Plans

- 6.1 General
- 6.2 Perley Health Planning Cycle
- 6.3 Monitoring Results
- 6.4 Board and Committee Annual Work Plans

Appendices –

- A: Integrated Work Planning
- B: Sample Annual Board of Directors Work Plan

Chapter 7 – Board Meetings and Records

- 7.1 Meetings
 - 7.1.1 Meetings of the Corporation
 - 7.1.2 Board Meetings
 - Scheduling
 - Agenda Setting
 - Consent Agendas
 - Decision Making
 - Confidentiality
 - 7.1.3 In Camera Meetings
 - 7.1.4 In Camera Minutes
 - 7.1.5 Board Committee Meetings
 - Committee Scheduling
 - Committee Agendas
 - Committee Decision Making
 - Confidentiality
 - Committee Support
- 7.2 Disposition of Complaints and Disputes involving Directors
- 7.3 Conflict Resolution

Perley Health
BOARD GOVERNANCE GUIDE FOR DIRECTORS

- 7.4 Board Performance Evaluation
 - 7.4.1 Evaluation Surveys
 - 7.4.2 Process
- 7.5 Board Member Expenses
- 7.6 Board Governance Records
 - 7.6.1 Collection and Retention of Records
 - 7.6.2 Board Confidentiality
 - 7.6.3 Board Responsibility

Appendices –

- A: Guidance for Managing Conflict
- B: Annual Board Performance Survey (*Temporary and Original*)
- C: Annual Committee Performance Survey
- D: Individual Director/Adjunct Advisor Self-Assessment



PART III – EXECUTIVE AUTHORITY

Chapter 1 – Chief Executive Officer

- 1.1 General
- 1.2 CEO's Responsibilities
- 1.3 Recruitment and Appointment of the CEO
- 1.4 Employment Contract
- 1.5 Managing and Supporting the CEO
- 1.6 CEO's Performance Evaluation
- 1.7 Succession Planning and Senior Leadership Group (SLG) Appointments
- 1.8 Succession Planning for the CEO
- 1.9 Termination of the CEO's Employment

Appendices –

- A: Accreditation Canada's Standards for the Recruitment, Selection and Evaluation of the CEO
- B: Perley Health CEO's Job Description
- C: Performance Management for the CEO

Chapter 2 – Other Senior Executive Members

- 2.1 General
- 2.2 Chief Operating Officer's Responsibilities
- 2.3 Chief Financial Officer's Responsibilities
- 2.4 Chief Medical Officer's Responsibilities



PART IV – BOARD POLICIES

Overview

Appendix –

Process for Approval of Board Policies

Index of Board-Approved Policies

Board Policies:

<u>Policy Number</u>	<u>Board Policy re:</u>
BOARD-2014-01	Culture of Safety
BOARD-2014-02	Official Languages
BOARD-2014-08	Advocacy on Behalf of Perley Health
BOARD-2014-09	Disclosure of Information
BOARD-2014-10	Smoking at Perley Health
BOARD-2014-11	Honouring Perley Health’s Military Heritage
BOARD-2015-01	Community and Stakeholder Engagement
BOARD-2015-02	Partnering Arrangements & Risk
BOARD-2015-03	Shared Governance Oversight for Clinical Partnering Arrangements
BOARD-2016-01	Cash Management and Investment Policy Statement “The Ted Gordon Cash Management and Investment Policy Statement”
BOARD-2017-01	Code of Ethical Conduct Appendix A: Core Values of Perley Health Appendix B: Residents’ Bill of Rights Appendix C: Board Process for the Resolution of Ethical Issues
BOARD-2020-01	Corporate Identity
BOARD-2020-02	Procurement Approval Authority
BOARD-2021-01	Research Activities
BOARD-2021-02	Enterprise Risk Management



ADDENDUM TO THE BOARD GOVERNANCE GUIDE FOR DIRECTORS – Best Governance Practices

Overview

Chapter 1 – Governance

- 1.1 General
- 1.2 Role of the Board in Governance
- 1.3 Stewardship
- 1.4 The Board and Management
 - 1.4.1 Differentiating Board and Management Roles
 - 1.4.2 Seven Guiding Principles
- 1.5 Governance Standards
- 1.6 Conducting a Governance Audit
- 1.7 Governance Committee

Appendices –

- A: Accreditation Canada Governance Standards
- B: Governance Review Checklist

Chapter 2 – Strategic Planning and Management

- 2.1 General
 - 2.1.1 Standards for Strategic Planning
- 2.2 Strategic Management
 - 2.2.1 Components of Strategic Management
- 2.3 Strategic Planning
 - 2.3.1 Timing
 - 2.3.2 Strategic Analysis
 - 2.3.3 Process Characteristics
 - 2.3.4 Communicating the Strategic Plan
 - 2.3.5 Strategic Reviews and Assessments
 - 2.3.6 Annual Operating Plan
 - 2.3.7 Review of Strategic Planning Processes

Appendices –

- A: Planning Cycle and related Board and Management Responsibilities
- B: Strategic Planning and Management Review Checklist

Chapter 3 – Quality

- 3.1 General
- 3.2 Organizational Quality

Perley Health
BOARD GOVERNANCE GUIDE FOR DIRECTORS

- 3.2.1 Ethics and Values
- 3.2.2 Board's Roles in Quality
- 3.3 Quality Management
- 3.4 Quality Improvement
- 3.5 Quality Improvement Plan (QIP)
- 3.6 Quality of Life and Safety Committee
- 3.7 Performance Monitoring
- 3.8 Safety in Health Care
 - 3.8.1 Enhancing Safety in Health Care
 - 3.8.2 Safety Management System
 - 3.8.3 Safety Health of the Organization

Appendix –

- A: Safety Management Review Checklist

Chapter 4 – Financial Stewardship

- 4.1 General
 - 4.1.1 Financial Stewardship
 - 4.1.2 Standards
 - 4.1.3 Audit and Risk Management Committee
- 4.2 Fundamentals
 - 4.2.1 Assets
 - 4.2.2 Liabilities
 - 4.2.3 Unfunded Liabilities
 - 4.2.4 Financial Statements (Statement of Financial Position; Statement of Revenues and Expenditures; Statement of Cash Flow)
 - Annual Operating Budget
 - Capital and Investment Forecast
- 4.3 Framework for Financial Stewardship
 - 4.3.1 Organization
 - 4.3.2 Planning
 - 4.3.3 Policies, Process and Guidelines
 - 4.3.4 Performance Monitoring
 - 4.3.5 External Financial Audit
 - 4.3.6 Accountability
- 4.4 Review of Financial Stewardship

Appendices –

- A: CEO's Responsibilities re Financial Stewardship
- B: Review Checklist for Financial Stewardship

Chapter 5 – Human Resources Stewardship

- 5.1 General
 - 5.1.1 Board Responsibilities with respect to Human Resources
- 5.2 Chief Executive Officer (CEO)
- 5.3 Compensation

Perley Health
BOARD GOVERNANCE GUIDE FOR DIRECTORS

- 5.4 Oversight of HR Management
 - 5.4.1 HR Strategy and Policies
 - 5.4.2 Employee Relationships
 - 5.4.3 Hiring Senior Management
 - 5.4.4 Board Committees involved in Oversight of HR Management
- 5.5 Tone at the Top
- 5.6 Board Succession Planning
- 5.7 Periodic Review and Environmental Scans
- 5.8 HR Reports to the Board

Chapter 6 – Stakeholder Relations

- 6.1 General
 - 6.1.1 How We Want to be Viewed by Others
- 6.2 Accountability
- 6.3 Responsibilities
 - 6.3.1 Standards
 - 6.3.2 The Chair
 - 6.3.3 The CEO
 - 6.3.4 Board Chair and CEO
 - 6.3.5 Board Members
- 6.4 Building Relationships
 - 6.4.1 Stakeholder Management
 - 6.4.2 Identifying Key Stakeholders
 - 6.4.3 Political Relationships
 - 6.4.4 Relationship with the Media
 - 6.4.5 Relationship with the Perley Health Foundation
- 6.5 Public Communications
 - 6.5.1 Who Speaks for Perley Health?
 - 6.5.2 Public Accountability
- 6.6 Advocacy
 - 6.6.1 AdvantAge Ontario
- 6.7 Stakeholder Relations Review

Appendices –

- A: Principles for Perley Health Board of Directors: “How We Want to be Viewed by Others”
- B: Stakeholder Relations Review Checklist

Chapter 7 – Enterprise Risk Management

- 7.1 General
 - 7.1.1 Risk Management Standards
 - 7.1.2 Board’s Role in Risk Management
- 7.2 Enterprise Risk Management
 - 7.2.1 Forms of Risk
 - 7.2.2 Phases of Risk Management
 - 7.2.3 Risk Acceptability

- 7.2.4 Risk Tolerance
- 7.2.5 Board Behaviour
- 7.2.6 Reviewing Enterprise Risk Management

Appendix –

- A: Review Checklist for Risk Management

Chapter 8 – Performance Management

- 8.1 General
 - 8.1.1 Stewardship
- 8.2 Performance Monitoring
 - 8.2.1 How to Measure and Monitor Performance?
 - 8.2.2 Performance Monitoring Standards
 - 8.2.3 Board's Performance Monitoring Responsibilities
- 8.3 Performance Management
 - 8.3.1 Factors Affecting Performance Management for the Board
 - 8.3.2 Performance Reporting
 - 8.3.3 The Board's Use of Performance Monitoring Reports
 - 8.3.4 Reviewing Performance Management

Appendix –

- A: Review Checklist for Performance Monitoring System

* * * * *