



Board of Directors Handbook

1750 Russell Road,
Ottawa, ON K1G 5Z6

613.526.7170 | f. 613.526.7172
PerleyHealth.ca



Board of Directors Handbook

V.3 – Approved by the Board on May 05, 2022

Previous versions:

V.2 approved April 04, 2019

V.1 approved June 01, 2017

Table of Contents

Chapter 1 – Overview

- 1.1 Purpose
- 1.2 Perley Health at a Glance
- 1.3 Mission
- 1.4 Vision
- 1.5 Motto
- 1.6 Core Values
- 1.7 Approach
- 1.8 Governing Bodies

Chapter 2 – Board Accountability and Operating Philosophy

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

Chapter 3 – Directors’ Duties, Obligations and Liabilities

- 3.1 General
- 3.2 Standard of Care
- 3.3 Expectations relating to Directors
- 3.4 Oath of Office and Confidentiality Agreement
- 3.5 Conflict of Interest
- 3.6 Director Liabilities

Chapter 4 – Board Management

- 4.1 General
- 4.2 Meetings of the Corporation
- 4.3 Board Meetings
- 4.4 Board Committees and Meetings
- 4.5 Adjunct Advisors
- 4.6 Board Governance Records
- 4.7 Board Performance Evaluation

Chapter 5 – Director Recruitment, Orientation and Development

- 5.1 General
- 5.2 Recruitment
- 5.3 Vacancy on the Board
- 5.4 Board Orientation Process
- 5.5 Director Development

* * * * *

Chapter 1 – Overview

1.1 Purpose

The purpose of this Handbook is to provide new Directors with a summary of the key materials in the Governance Guide relevant to their role as a Director. The Governance Guide is a comprehensive reference tool for Directors which, in addition to providing further detail to the materials contained in this Handbook, also provides information regarding the roles and responsibilities of key leaders in the organization as well as a compendium of Board policies including policy direction to management. As the Governance Guide takes precedence, Directors should consult it for clarity and details.

The Handbook comprises five chapters that provide an overview of roles, responsibilities and expectations for Directors, individually and collectively.

- Chapter 1 provides an introduction to the organization, Perley Health, its mission, vision, approach and partners.
- Chapter 2 presents the Board Accountability and Operating Philosophy, outlining the key governance provisions for the Board of Directors as well as how the Board governs itself.
- Chapter 3 sets out Directors' Obligations and Liabilities, covering the collective and individual fiduciary responsibilities, ethics, conflict of interest and legal liabilities for Directors.
- Chapter 4, Board Management, explains how the Board operates and executes its decision-making powers.
- Chapter 5 focuses upon Director recruitment, selection, orientation and development.

Like the Governance Guide, this document is subject to regular review by the Governance Committee of the Board.

1.2 Perley Health at a Glance

Perley Health (corporate name: The Perley and Rideau Veterans' Health Centre) is a not-for-profit charitable organization that offers long-term care, short-stay respite, convalescent care, day programs, specialized dementia care, a Centre of Excellence to support research, care and education, and independent living apartments.

Perley Health is a unique and innovative community that empowers Seniors and Veterans to live life to the fullest. Home to more than 600 Seniors and Veterans in long-term care and in independent apartments, Perley Health provides a growing number of clinical, therapeutic and recreational services to residents, tenants and people from across the region.

One of the larger and most progressive long-term care homes in Ontario,

	<p>Perley Health is also a centre for research, education, and clinical innovation. The Perley Health Centre of Excellence in Frailty-Informed Care™ conducts and shares the practical research needed to improve care. Future caregivers come here to study and to acquire hands-on skills and experience.</p> <p>Perley Health’s values are brought to life each day by approximately 800 employees. As well, more than 300 regular volunteers connect us closely with the community. Together, we improve the well-being of Canada’s aging population.</p> <p>Perley Health is funded through government funding, revenue-generating activities and donations from the Foundation.</p>
1.3 Mission	To achieve excellence in the health, safety and well-being of Seniors and Veterans with a focus on innovation in person-centred and frailty-informed care and service.
1.4 Vision	<p>Leading innovation in frailty-informed care to enable Seniors and Veterans to live life to the fullest.</p> <p>Perley Health’s direction for the next 10 to 15 years and its supporting rationale are defined by a strategic master plan, “<i>Whither the Perley Rideau, Version II (2017)</i> (WTP II) and an updated “Interim Strategy” (2022). (Perley Health was called Perley Rideau prior to October 6, 2021.) The need for a bridging or interim strategy was in large part driven by the major impacts of COVID 19. It is anticipated that an updated longer-term strategy will be developed as COVID uncertainty wanes. Both WTP II and the “Interim Strategy” can be found on the Perley Health website (www.perleyhealth.ca) under <i>About Us/Our Strategic Plan</i> (https://www.perleyhealth.ca/strategic-plan).</p>
1.5 Motto	Together we improve the well-being of the people we serve.
1.6 Core Values	Perley Health’s core values are compassion, respect, integrity and excellence. They are set out in more detail in Appendix A to the Code of Ethical Conduct, which is found with the other Board policies in Part IV of the Board Governance Guide.
1.7 Approach	<p>To fulfill its vision Perley Health has four operating strategies set out in <i>Whither the Perley Rideau, Version II (2017)</i>. They are:</p> <ul style="list-style-type: none"> • Provide Excellence in Care and Service; • Ensure Sustainability; • Maintain a Quality Workforce; and • Lead and Advocate for Change.

1.8 Governing Bodies

Corporation: Perley Health is an Ontario corporation, incorporated without share capital. Instead of shareholders, the Corporation has Members. Members meet at least annually to elect Directors, receive audited financial statements and other reports, appoint auditors and approve any changes to the By-Laws. Perley Health is a not-for-profit corporation and a registered charity.

Members: Membership in the Corporation consists of persons who have demonstrated a benevolent interest in furthering the objectives of the Corporation, whose membership in the Corporation would not place them in a conflict of interest, and who pay an annual membership fee. There is no limit on the number of Members.

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

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

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

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

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

Chapter 2 – Board Accountability and Operating Philosophy

<p>2.1 Role of the Board</p>	<p>The Board of Directors is the governing body of Perley Health and is responsible for overseeing the management of the business and affairs of Perley Health in all matters. It provides strategic direction to the CEO, formulates Board policies for the governance of Perley Health and provides oversight of Perley Health’s processes and outcomes.</p>
<p>2.2 Principal Functions</p>	<p>Fiduciary Oversight: Confirming that the affairs of Perley Health are conducted in accordance with the law, government standards, the Corporation’s By-Laws, and the policies and guidelines established by the Board.</p> <p>Direction Setting: Establishing the mission, vision, motto, values, ethics, strategic directions and corporate objectives.</p> <p>Financial Oversight: Reviewing and approving financial plans, and ensuring adequate resources, effective and efficient use of funds, and the integrity of financial reporting.</p> <p>Resource Stewardship: Confirming the effective and efficient use of Perley Health’s human capital (including Directors, staff and volunteers) and its infrastructure (plant, equipment and IT assets).</p> <p>Risk Management: Ensuring that relevant strategic risks and opportunities are systematically identified and acted upon.</p> <p>Stakeholder Relations: Promoting and maintaining effective relationships with external stakeholders.</p> <p>Performance Evaluation: Providing oversight of the performance of Perley Health including its operations, the Board, its Directors and the CEO.</p>
<p>2.3 Governing Legislation, Agreements and By-Laws</p>	<p>The Board of Directors is guided by the By-Laws of the Corporation, relevant government legislation and Board policies. The Board policies are found in Part IV of the Governance Guide. The following are of particular relevance for the governance of the Corporation:</p> <ul style="list-style-type: none"> • Not-for-profit organizations in Ontario were formerly subject to the Corporations Act of Ontario, which defined the legal character of

the Corporation.

- A new statute dedicated to not-for-profit corporations, the *Not-For-Profit Corporations Act (ONCA)* (see: <https://www.ontario.ca/laws/statute/10n15>) came into force on October 19, 2021. Perley Health has three years from this date to amend its Letters Patent and By-Laws to conform with the requirements of the new Act.
- ***Fixing Long-Term Care Act, 2021 (FLTCA)*** (see: <https://www.ontario.ca/laws/statute/21f39>). The Fixing Long-Term Care Act, 2021 governs the day-to-day activities of Perley Health and applies to all for-profit and not-for-profit long-term care homes in Ontario. The fundamental principle to be applied in the interpretation of this Act and anything required or permitted under this Act is that a long-term care home is primarily the home of its residents and is to be operated so that it is a place where they may live with dignity and in security, safety and comfort and have their physical, psychological, social, spiritual and cultural needs adequately met. This Act replaces the *Long-Term Care Homes Act, 2007*.
- ***Letters Patent (October 18, 1897)*** provide for the incorporation of Perley Health. Supplementary Letters Patent (December 29, 1999) establish its current corporate name, The Perley and Rideau Veterans' Health Centre, and provide for the objects of the Corporation and special provisions such as its not-for-profit status.
- ***By-Laws*** are the rules provided to the Board of Directors by the Members of the Corporation concerning the conduct of the business of Perley Health. They are found in Part I, Chapter 2 of the Governance Guide.
- ***Rideau Veterans' Home Transfer Agreement (March 25, 1992)*** is an agreement between the Minister of Veterans' Affairs (Canada), the Minister of Health (Ontario) and Perley Health. It covered the cost of the original construction of Perley Health but it is also an ongoing service agreement. Annually Perley Health provides, to Veterans Affairs Canada, a letter that sets out the type and level of services to be provided to Veterans and the associated budget.
- ***Service Accountability Agreements.*** Perley Health has signed agreements with the Province of Ontario through Ontario Health East concerning the provision of health services and the related funding.
- ***Memorandum of Understanding with the Foundation.*** The Perley Health Foundation is a separate corporate entity the mission of which is to raise funds for Perley Health. The MOU provides the terms of reference for the working relationship between the two entities.

<p>2.4 Policies/ Best Governance Practices</p>	<p>The Board of Directors has approved policies and best governance practices for the good governance of the Corporation. These policies and best governance practices supplement the Legislation, Agreements and By-Laws.</p> <p>The policies may be revoked or amended by resolution of the Board of Directors, and are reviewed by the Board at intervals not to exceed three years.</p> <p>There is a distinction between the policies for the governance of the Board and those that govern the operations of Perley Health. The Board policies are found in Part IV of the Governance Guide and are summarized in this Handbook. The best governance practices are the Board's directions to Management and to the Board and are found in the Addendum to the Governance Guide. They usually relate to the Board's principal functions.</p>
<p>2.5 Authority and Accountability</p>	<p>The Board, as a whole, has general and specific responsibilities to the Corporation and those government, individual or corporate donors who provide funds for the operation of Perley Health.</p> <p>The Board is also accountable, in a more general sense, to residents, staff, volunteers, donors and other stakeholders.</p> <p>The Board accounts to its stakeholders through annual and periodic reports on the activities and finances of Perley Health, including annual audited financial statements, decisions of the Board and representations from, and consultations with, key stakeholders.</p> <p>Each Director is responsible to act honestly, in good faith and in the interests of Perley Health, and in so doing to support Perley Health in fulfilling its mission and discharging its obligations.</p> <p>Directors have no authority to act or give direction individually. The Board may delegate authority to an individual Director or Officer or the CEO; however, the Board retains ultimate responsibility and accountability.</p>
<p>2.6 Officers of the Board</p>	<p>Officers of the Board are the Chair, Vice Chair, Treasurer, Secretary and CEO.</p> <p>The Chair, Vice Chair, Treasurer and Secretary are appointed annually by the Board.</p> <p>The Chair is responsible for managing all Board activities, ensuring the integrity of the Board's processes and that its work is conducted efficiently and effectively. The Chair is the principal public and media spokesperson for the Board and the Corporation for issues requiring formal statements, subject to any direction provided by the Board. For routine public</p>

	<p>communications, the Chair normally defers to the CEO.</p> <p>The Vice Chair chairs the Board and represents the organization in the Chair's absence.</p> <p>The Treasurer is responsible for the financial activities of the Corporation.</p> <p>The Secretary ensures that all secretarial services are performed for the Board and that records are kept of all proceedings and transactions. The Secretary is the custodian of the Corporate Seal and all official books, records and correspondence. (The current practice is that the CEO is the Secretary.)</p> <p>The CEO is responsible for the management of the Corporation and its day-to-day operations, including routine public communications.</p>
<p>2.7 Operating Philosophy</p>	<p>The Board's focus is on strategic leadership rather than administrative detail, important policy rather than operational matters. Although the Board is responsible for monitoring and auditing performance, it is not involved in the day-to-day operations, the management of which is delegated to the CEO.</p>
<p>2.8 Style of Governance</p>	<p>In carrying out its roles and responsibilities, the Board is committed to:</p> <ul style="list-style-type: none"> • directing, controlling and inspiring Perley Health through careful deliberation and innovative directions; • seeking to promote continuous learning and performance improvement; • demonstrating to the community its competence, diligence, and effectiveness in fulfilling its obligations; • ensuring that all business of Perley Health is conducted in a transparent, legal and ethical manner and in accordance with the principles of fair play; and • enforcing upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a Board, and monitoring and correcting any tendency of Directors to stray from the principles adopted in the Governance Guide. It will allow no Officer, individual, or Committee of the Board to either usurp this role or weaken this discipline.
<p>2.9 Responsibilities with respect to the CEO</p>	<p>The Board provides strategic direction to the CEO, assesses his or her performance and determines compensation. The Board also recruits new CEOs and terminates employment if or when necessary.</p>

Chapter 3 – Directors’ Duties, Obligations and Liabilities

<p>3.1 General</p>	<p>Directors are accountable in the governance of Perley Health and must adhere to governance requirements. These duties are exercised when they attend Board or Committee meetings. Details concerning a Director’s role can be found in Part II, Chapter 4 of the Governance Guide.</p>
<p>3.2 Standard of Care</p>	<p>A Director, in exercising his or her authority and discharging his or her duties is required to:</p> <ul style="list-style-type: none"> • Act honestly and in good faith with a view to the best interest of Perley Health; • Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and • Comply with all requirements under the law, as well as the Corporation’s Supplementary Letters Patent and By-Laws.
<p>3.3 Expectations relating to Directors</p>	<p>For the satisfactory fulfillment of their responsibilities, Directors are expected to demonstrate the following:</p> <p>Commitment: Directors must be ready, willing and able to commit significant personal time.</p> <p>Attendance: Directors are expected to regularly attend scheduled Board meetings and meetings of those Committees on which they have agreed to serve. (Directors are expected to serve on at least one committee.) In addition, Directors are expected to participate in selected public events conducted by or on behalf of Perley Health. From time to time they may be called upon to promote the work of Perley Health and advocate for its interests.</p> <p>Preparation: Directors are expected to come to Board and Committee meetings fully prepared to deliberate agenda issues and recommend action. This requires reading of the materials provided and maintaining a working knowledge of Perley Health’s governing documents, Strategic Plan, and policies, etc.</p> <p>Participation: Directors are expected to participate in Board and Committee deliberations by</p> <ul style="list-style-type: none"> • questioning assumptions and challenging incomplete, unclear, inaccurate or erroneous information, and • making informed interventions based on their personal perspective and life-experience.

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

	<p>Directors should consult Part II, Chapter 4 of the Governance Guide for examples of Conflict of Interest.</p> <p>Implementation:</p> <p>A Director must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its Committees deal with the matter at issue.</p> <p>If the Director is not certain that he or she is in a conflict of interest position, the matter may be brought before the Chair of the relevant Committee or the Board for advice and guidance.</p> <p>It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director and, if still unresolved, with the Board Chair.</p> <p>The implicated Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.</p> <p>Annual Declaration:</p> <p>Upon appointment as a Director of Perley Health and annually thereafter at the first Board meeting following the Annual Meeting, each Director shall make a conflict of interest declaration.</p>
<p>3.6 Director Liabilities</p>	<p>In fulfilling the roles and responsibilities of the Board, Directors may incur liability if they fail to comply with the requirements of the law. This includes legal requirements set out in legislation as well as under the common law.</p> <p>Statutory Liabilities:</p> <p>Statutory liabilities may arise from failure to comply with requirements of the legislation under which Perley Health is incorporated and/or other applicable statutes (e.g. <i>Income Tax</i> and <i>Employment Insurance Acts</i>, <i>Canadian Environmental Protection Act</i>, <i>Privacy Act</i>, etc.). There are approximately 200 federal and provincial statutes in Canada that impose liability on Directors or Officers of a Corporation located in Ontario. These apply regardless of the size, business type, charitable status, etc., and they carry the same liabilities for profit as for not-for-profit organizations.</p> <p>Common Law Liabilities:</p> <p>Common personal liabilities for Directors may arise when a Director:</p> <ul style="list-style-type: none"> • Acts outside of the scope of authority provided in the Corporation’s governing documents, such as signing contracts on behalf of the organization without proper authorization from the Board;

- Acts negligently or carelessly in the exercise of duties thereby causing injury;
- Misuses funds or property other than for the purposes intended by the funders or donors; and
- Fails to adhere to the standard of care or disclose a conflict of interest thereby leading to a loss suffered by the Corporation.

Directors may also incur employee and workplace liability for debts owed to employees of the Corporation for services provided.

Safeguards:

Pursuant to the By-Laws, Directors are indemnified against costs arising from liabilities arising from their actions or omissions provided that they have exercised their duties honestly and in good faith and that the costs are not attributable to their own willful neglect or default. In addition, Directors are covered by errors and omissions liability insurance. Other Safeguards include:

- Arranging for Members of the Corporation to ratify Directors' acts of the preceding year during the annual meeting;
- Seeking written opinions from qualified experts on matters beyond the competence of the Board (including legal advice on specific liabilities affecting the Board); and
- Ensuring that appropriate controls are in place.

Chapter 4 – Board Management

4.1 General	This Chapter outlines the processes for the conduct and management of Perley Health business, conflict resolution and the disposition of complaints.
4.2 Meetings of the Corporation	<p>Annual Meetings:</p> <p>In accordance with the By-Laws of Perley Health, the Board determines the date, time and place of the Annual Meeting of Members of the Corporation (the “Annual Meeting”) but no later than the last business day of June each year. The meeting is open to the public. Notice of the meeting is provided not less than ten days and not more than 30 days before the meeting.</p> <p>The Board approves the agenda for the Annual Meeting that has been developed by the Chair and Executive Committee. The agenda should include, at a minimum:</p> <ul style="list-style-type: none">• The Board’s strategic assessment and performance evaluation of Perley Health;• The state of Perley Health’s financial affairs, including the report of the auditor and the appointment of an auditor for the next year; and• Provision for the election of Directors who have been appointed by the Board but remain to be considered for election by the membership. <p>Special Meetings:</p> <p>The Board calls meetings of the Members upon request by no fewer than five Directors or one-third of the Members, providing that such Members requesting the meeting sign, date and deliver to the CEO or Chair a request describing the purpose or purposes for which it is to be held.</p>
4.3 Board Meetings	<p>Board Meetings:</p> <p>Board Meetings are generally held in the Perley Health boardroom (the Benidickson Room) but, should circumstances require, may be held in another location, or virtually using appropriate electronic means.</p> <p>A majority of Directors constitutes a quorum. Directors who are connected to the meeting via teleconferencing, or virtually, are deemed to be “present” for voting purposes.</p> <p>Board meetings are held at a frequency determined by the Board but no less frequently than quarterly. Currently meetings are held monthly on the first Thursday except for the months of July and August. The Chair in conjunction with the CEO establishes an annual list of the dates, time and place of Board meetings and provides the Board with an opportunity to comment thereon prior to implementation.</p>

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

	<ul style="list-style-type: none"> • Audit and Risk Management: to ensure resource management to fulfill the mission and the sustainability of Perley Health’s financial health • Quality of Life and Safety: to oversee the delivery of care focusing on residents’ quality of life and the safety of residents, staff and volunteers; and • Strategic Planning: to assist in setting and maintaining the strategic direction of Perley Health. <p>Special Committees:</p> <p>The Board currently has two special committees:</p> <ul style="list-style-type: none"> • The Senior Living Expansion Committee: to oversee and monitor the planning and implementation of Senior Living Expansion projects on and off the Perley Health campus; and • The Special Committee on Centre of Excellence: to elevate Perley Health’s foundational goals of excellence in residents care and services, including its commitment to research and learning.
<p>4.5 Adjunct Advisors</p>	<p>Pursuant to the By-Laws, the Board may appoint Adjunct Advisors who volunteer to serve in an advisory capacity to a specific committee. They bring expertise which augments that of the Directors who sit on the committee. They are subject to the same confidentiality provisions applicable to Directors. Adjunct Advisors are appointed annually and may serve as long as their expertise is needed. Serving as an Adjunct Advisor has been found to be valuable to the individual to assess his or her interest in being a Director and to the Board in determining fit.</p>
<p>4.6 Board Governance Records</p>	<p>Perley Health records consist of those documents that make up the governance framework of Perley Health and are originated by Perley Health or its predecessors including:</p> <ul style="list-style-type: none"> • Legal agreements to which an Officer of Perley Health is signatory; • The contents of the Governance Guide and any amendments thereto; and • The agendas, supporting materials and minutes of all Annual and special meetings of Members and all Board meetings. <p>Where in accordance with the law, the By-Laws or Board policy, a Board record, or any portion thereof, is required to be kept confidential, it is segregated and accessible only to Directors, the CEO of Perley Health and employees designated by the CEO who need access for carrying out their duties. This applies to both hard copy and electronic materials.</p> <p>The Board web page is accessible only to Directors and Adjunct Advisors and Perley Health employees designated by the CEO. It is a repository of Board documents such as meeting minutes and materials and background documents.</p>

	<p>The Board is responsible for ensuring that all documentation is collected, retained and made accessible in accordance with legislation, the By-Laws and policies of Perley Health.</p>
<p>4.7 Board Performance Evaluation</p>	<p>Good governance requires a continuous cycle of planning, setting directions, monitoring progress, evaluating performance, and adjusting plans accordingly. As part of this cycle, the Perley Health Board of Directors annually assesses the effectiveness of the Board in the fulfillment of its principal governance responsibilities with a view to improving the Board performance.</p>

Chapter 5 – Director Recruitment, Orientation and Development

<p>5.1 General</p>	<p>Crucial to good governance is having a competent, committed, and diverse group of volunteers prepared to give of their time and abilities to sit on the Board of Directors.</p>
<p>5.2 Recruitment</p>	<p>Qualifications and Selection Criteria:</p> <p>It is imperative that the Board of Directors, as a group, has the qualifications, skills and diversity to govern the Corporation effectively. It should be reasonably representative of the community it serves. The intent is that as a group the Board should be</p> <ul style="list-style-type: none"> • diverse (e.g. skills, education, gender, ethnicity, language), and • reasonably representative in terms of military, community, public/private sector. <p>Directors should</p> <ul style="list-style-type: none"> • be of strong moral character, • be willing to give freely of time and energy, • have work experience at CEO/CFO/Executive Director level or the equivalent, • have superior verbal and written skills, • have expressed interest in the health and long-term care industry, • be free from conflict of interest, and • not be an employee of Perley Health. <p>It is the responsibility of the Governance Committee to recruit and recommend to the Board suitable Directors so that the Corporation is governed by the appropriate number of Directors at all times, who together have the appropriate skills and abilities.</p>
<p>5.3 Vacancy on the Board</p>	<p>The Board may fill any vacant Director’s position by appointing a qualified Member to serve until the next Annual Meeting.</p>
<p>5.4 Board Orientation Process</p>	<p>Board orientation is designed to prepare new Directors (and Adjunct Advisors) for their role on the Board. It is designed to help new members quickly understand and become familiar with the policies and practices of Perley Health, its protocols, expectations and opportunities, so that they will be able “to hit the ground running.”</p> <p>If new Directors have not served previously as Adjunct Advisors they are paired with a more experienced Director who acts as a mentor to assist with introductions to the people and practices of the Board.</p>

5.5 Director Development

To assist Directors in keeping abreast of changes in the governance and provision of health and long-term care services in Ontario, to maximize their decision-making capability and to minimize risk for the Corporation, Directors follow a continuous program of training and development through:

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

* * * * *