**Board**

**Manual**



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# 1.0 INTRODUCTION

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| **Subject:** | **Purpose Statement** | **Policy Number:** | **1.01** |
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| Last Revised: | September 2022 | | |
| Last Reviewed: | April 2018, November 2022 | | |
| Approved: | February 2023 | | |
| References: | N/A | | |
| Previous Policy Number: | 10 | | |
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## 1.01 PURPOSE STATEMENT

This board manual was developed to describe the roles and responsibilities of board members to the community regarding governance of the organization as a whole, including financial and human resources and legal responsibilities of the board. Langs’ board is considered a Policy board which directs operations by developing policies to guide operational decisions. The CEO is then expected to carry out all policies.

The information contained in this manual is intended to assist and guide board members in most circumstances. Board members should read, understand and comply with all provisions of this manual, as it describes the responsibilities as a Langs board member.

No manual can anticipate every circumstance or question about policy. There may be additional policies and procedures not contained in this manual, such as those defined by a specific funding and/or legal agreement.

All sections of this manual are supplementary to applicable federal and provincial legislation. This legislation will prevail in the event of a conflict or question about policy.

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| **Subject:** | **General Board Information** | **Policy Number:** | **1.02** |
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## 1.02 GENERAL BOARD INFORMATION

**Membership**

Board members are an integral part of Langs. Each member has the right to participate and share in Langs. Members have a right and responsibility to understand the board’s policies, vision, mission, principles, values and strategic directions to assist with the development, evaluation and monitoring of the organization.

The board is elected at Langs’ annual general meeting in accordance with the by-laws. General meetings for members are held when required to exchange information and participate at Langs.

**By-Law**

The organization’s by-laws describe the structure and the process of the board’s dealings. A copy of the by-law is included in the board manual. **(*Appendix A*)** The by-laws shall be reviewed on an annual basis by the board of directors and revised and presented to the membership at the AGM for approval as required.

**Board Manual**

Each board member will receive a board manual (hard copy or electronic version) that contains essential information to orient and assist them in their role. Information is also contained on the board portal. Board members should develop a working knowledge of the board manual and the appendices in the manual that include the following types of information:

* by-law;
* vision, mission, principles and values;
* program and service philosophy;
* board member job descriptions;
* organizational structure;
* committee terms of reference; and
* Strategic Plan.

**Organizational Chart**

The organizational structure of the organization is included in the board manual. The organizational chart shall be revised as required by the CEO and shared with the board of directors. See ***Appendix B - Organizational Chart.***

**Board Orientation**

Please see ***Policy #3.03, Board Orientation and Development*** for more information.

**Board Calendar**

Each year a board calendar is provided that outlines meeting dates, report deadlines, standing items for the agenda, compliance reports and quarterly reports (e.g., occupational health and safety). The calendar will be distributed and available on the portal. See ***Appendix C, Sample Board Calendar***.

**Refreshments**

Langs provides light refreshments at each in-person board meeting, coordinated by the Executive Assistant. Board members should inform the Executive Assistant of any dietary restrictions.

**Hiring Procedures**

The board of directors shall form a hiring committee, consisting of no less than 3 members, who will have the responsibility of hiring the CEO of the organization.

**Board Member Communications**

The Executive Assistant will collect all communications for the board chair and members in a board communications file. The board communications file will be circulated for review at each board meeting***.***

If any urgent mail or email is received, the Executive Assistant will bring it to the attention of the board chairperson by scanning it and sending or forwarding it electronically. Board members are encouraged to communicate through phone and email to the CEO and Executive Assistant at any time.

**Insurance Coverage for Langs Board Members**

Langs has Director's insurance through HIROC Insurance Company. Included as insured in our policy is any Executive Officer, director, board member, employee or volunteer, but only while acting within the scope of their duties as such.

The organization also has comprehensive liability insurance coverage through HIROC Insurance Company. Langs has its own building insurance for contents, including fire and theft insurance through Cowan Insurance Company.

**Programs and Services**

For an overview of programs and services please see Langs website [www.langs.org](http://www.langs.org) A list of programs and services is also outlined in program guides and newsletters.

**Newsletters**

Newsletters are produced regularly and are available in hard copy at Langs and at several retail locations in the catchment area. The newsletter is also available on the organization’s website. Approximately once a month the organization also prepares and sends an electronic newsletter with current announcements and timely information about special events.

**Registration Policies**

Each season, Langs holds registration for programs. Our policy is that registrations for programs will be prioritized to people living within Langs’ catchment areas. Families from outside our boundaries are automatically placed on a waiting list. If space is available after outreach to the Langs community, these children and parents are invited to participate in the program.

**Program Fees**

Langs charges modest fees for community programs. Fees shall remain affordable for community residents and subsidies may be provided at the discretion of staff. Fee increases are recommended by the Community Services Committee and staff with input from the community.

Final approval of fee structures shall be approved by the board of directors. Fees collected will be segregated in the organization’s financial records. A percentage of revenue generated from program fees shall be contributed directly to the program. The balance of fees shall be contributed towards the operating expenses of the organization.

**Service Delivery and Acronyms**

Please see ***Appendix D*** for a list of service delivery definitions. The board is provided a list of most frequently used acronyms at each board meeting. Please also see ***Appendix E*** for a list of acronyms.

# 2.0 ORGANIZATIONAL PROFILE

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| **Subject:** | **Organizational Profile** | **Policy Number:** | **2.01** |
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| Last Revised: | N/A | | |
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## 2.01 ORGANIZATIONAL PROFILE

Langs began as a neighborhood organization in 1978, grounded in a strong community development model that was established to address the social determinants of health. Langs' founders envisioned Langs as a place where partners worked together to bring health and social services under one roof. This hub model evolved over several years beginning in 2007 at Langs’ former rented location and was expanded upon in 2011 when Langs moved into the current property. A community hub is defined by the Province of Ontario as a central access point for a range of needed health and social services, along with cultural, recreational, and green spaces to nourish community life. Clients often receive services and support from Langs and at least one of its community partners.

Langs aligns our work with the Model of Health and Wellbeing which includes being anti-oppressive and culturally safe; accessible; interprofessional, integrated and coordinated; community-governed and based on the social determinants of health. Langs addresses the social determinants of health by offering programs and services to support individuals and families, such as education, food security, social connection, and housing. Poverty is the most evident social determinant of health at Langs; our clients have multiple health and social service needs related to both psychosocial and physical issues.

Langs and its community partners offer a range of services primarily to marginalized adults and families, new immigrants, people with disabilities, people improving literacy or spoken English skills, people needing health and mental health supports and/or people developing new employment, personal, or artistic skills.

Langs is committed to ensuring that every person within the community has a place to call home for health, wellness and community support. Langs works under the assumption that participation in programs and services makes the environment less stressful for families and children and therefore lessens the impact of social and economic difficulties experienced by people living in the community.

Langs includes a number of sites. The current space of the main location is approximately 67,000 square feet. Langs occupies over half of the Property to operate its CHC, with the City of Cambridge occupying 9,130 square feet to offer a 50+ recreation centre for older adults and a day program for frail seniors. Much of the remaining space is shared space between Langs and the city with subleases for approximately 4,900 square feet to community partners at affordable below market rates.

Langs provides the following services:

* Community Health Centre (CHC) – provides a range of primary health care services including health promotion, disease and illness prevention, education and treatment services. The team includes physicians, nurse practitioners, nurses, and social workers.
* North Dumfries Satellite CHC – as above.
* Interprofessional Primary Care Team (IPC) – partners with local organizations to provide primary care services to complex-vulnerable clients who experience significant barriers to access. A team of a physician, nurse practitioner, nurse, social worker and outreach worker provide services to the homeless, individuals with addictions, transient individuals and victims of domestic violence that are challenged to access the traditional health care system due to extreme poverty.
* Community Diabetes program – an education program for individuals living with prediabetes, type 2 diabetes or at risk for diabetes to help them better manage their diabetes. This program offers individual counselling and group sessions by certified diabetes educators (nurses and dietitians) as well as a kinesiologist and chiropodist. This program is also the transfer payment agency and coordinator for diabetes programs at Kitchener Downtown CHC and Woolwich CHC.
* Ontario Seniors Dental Care Program – a program for low income seniors over the age of 65, with no access to dental care benefits. Langs employs a dentist, dental assistant and hygienist to provide this service.
* Resource Centre – offered at the main site and Grow Community Centre. Resources vary by site, and may include internet, phone and fax use, employment counselling, access to a Community Outreach Worker, food security programs, access to a food cupboard with free meal bags for pick up, and access to showers for those adults living without stable housing.
* Youth & Teen Community Centre – provides a variety of structured and unstructured social and recreational programs and services for children and adolescents, including after school programs and summer camps.
* Youth Wellness Hub – offers a safe space for youth to belong, connect and learn. Access to mental health services, employment services, recreation and specialty programs are available.
* Seventh Inning - Alternative Education program for grade 7 and 8 students, who are identified as at-risk of failing and dropping out of school. The students are provided education and mental health supports in a small community-based classroom
* Adult programs – A variety of recreational and social support programs are offered for adults of all ages.
* Health Guides (in-home team) – This team offers support to vulnerable clients to develop care plans to help coordinate their health and social care.
* Regional Coordination Centre (RCC) – a program for the region of Waterloo Wellington that offers central intake for all diabetes, orthopedic and cataract referrals. Referrals are triaged and directed to the most appropriate program or specialist. The RCC also offers the Regional Self-Management program that offers free workshops to individuals with chronic diseases. They also offer training to health care providers on how to support their patients/clients who are living with chronic diseases.
* Cambridge/North Dumfries Ontario Health Team – Langs is the host organization for the C/ND OHT, which was established in 2019 to reorganize and deliver health care in a different way. Several partner and associate agencies work together as one coordinated team to deliver primary care, rehabilitative, hospital care, long-term care, mental heath & addictions services & more.
* Partnership Services – a variety of partners provide access to a wide spectrum of programs by co-locating and co-facilitating a variety of services. Examples of partners include Hospice Waterloo, the Alzheimer’s Society, House of Friendship, Family and Children’s Services etc.
* Transfer payment agency for the Waterloo Region Midwifery Program.

Langs Hub also offers a gymnasium, walking track, meeting rooms, a community kitchen, a green lounge and a courtyard.

We have a large volunteer base which provides opportunities for community members to give back to their community while developing leadership skills and gaining hands-on work experience.

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## 2.02 VISION, MISSION AND PRINCIPLES

The board is responsible for defining the organization’s vision, mission statement, principles and values that determine how the organization is governed. The board will review and revise the vision, mission and principles at least every five years and in accordance with the organization’s strategic planning process. Revisions will be approved by the board and subsequently the members at the organization’s annual general meeting. The current vision, mission and principles of the organization include:

**Vision**

Changed Lives, Healthy Communities

**Mission**

Langs is committed to ensuring that every person in our neighbourhoods will have a place to call home for health, wellness and community support.

**Principles**

* A person’s health and wellbeing are impacted by various factors including income, housing, employment, education, social support, food security and the environment.
* Each person’s knowledge, skills and experience enrich our communities.
* The health and wellbeing of individuals are enhanced by involvement in their neighbourhood and wider community.
* Shared ownership and responsibility for our community is achieved through positive relationships among individuals, staff and volunteers.
* Services are welcoming, inclusive, flexible and responsive to the changing needs of individuals and communities.
* Working together with volunteers, staff and community partners facilitates easier access to services in the community.
* Health and wellbeing are enriched by actions taken at the individual, community and system levels.

**Values**

The board of directors, staff and volunteers at Langs are committed to a high degree of excellence in our attitudes, words and actions by adherence to the following values as identified in the organization’s code of ethics:

• Integrity • Respect • Accountability • Collaboration • Innovation • Excellence

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| **Subject:** | Catchment Area and Priority Populations | **Policy Number:** | **2.03** |
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| References: |  | | |
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## 2.03 CATCHMENT AREA AND PRIORITY POPULATIONS

Langs offers service to the vulnerable and low income populations of the Langs Farm Village area, Preston community, the City of Cambridge and the Township of North Dumfries in the Regional Municipality of Waterloo.

The population estimate for Waterloo Region in 2020 was 623,930. In the last several years Waterloo Region(WR) has been one of the fastest growing regions in Ontario. (Region of Waterloo website, accessed July 14, 2022) WR estimated that by the 2020 year end population for Cambridge to be approximately 140,850.

The organization’s priority catchment area for Community Services is the Langs community; a densely populated neighbourhood that consists of households in the area of Industrial Road to Concession Road and Bishop and Eagle Streets (see map below).

|  |  |  |
| --- | --- | --- |
|  | Industrial Road |  |
|  |  | Bishop Street |
|  |  |  |

Map of Langs priority catchment area

Eagle Street

Concession Road

The Langs Community Health Centre serves Cambridge. Langs offers some programs that serve Waterloo Region such as the Waterloo Region Diabetes Education Program.

Langs is also the host organization for the Regional Coordination Centre (RCC) which provides central intake for diabetes education programs and specialists, which covers the entire Waterloo Wellington and South West regions (former LHIN regions). They also provide central intake for orthopedic specialists and cataract specialists in the Waterloo Wellington Area. The RCC also offers the Waterloo Wellington Self-management program.

Langs is also the host organization for the Cambridge North Dumfries Ontario Health Team which does planning for the region of Cambridge and North Dumfries.

The catchment area for the North Dumfries Satellite CHC includes the portion of North Dumfries Township found west of the Grand River, two communities in Oxford County and one community in Wilmot Township. The catchment area includes the "natural" community use patterns for health care and social services. The total population of the catchment area consists of 12,000 people. The North Dumfries catchment area is made up of the following smaller communities: Ayr, Roseville, Drumbo, Canning, New Dundee, Plattsville and Washington.

Individuals of all ages may access programs and services at Langs. The Langs CHC serves the following priority populations: low income, seniors, youth, and individuals with chronic disease. The North Dumfries Satellite CHC serves the following priority populations: families (including farm families), seniors and youth.

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| **Subject:** | Eligibility Criteria to Access Langs’ Programs and Services | **Policy Number** | **2.04** |
| Developed: | March 2004 | | |
| Last Revised: | September 2022 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: | Policy #2.03 Catchment Area and Priority Populations | | |
| Previous Policy Number: | 30 | | |
| Approved by: | Board of Directors | | |

## 2.04 ELIGIBILITY CRITERIA TO ACCESS LANGS PROGRAMS AND SERVICES

The purpose of this policy is to provide staff and volunteers with general guidelines regarding eligibility criteria for Langs’ programs and services. It is not possible to predict every type of request for service, therefore staff are encouraged to use their own judgement and flexibility when implementing these guidelines in consultation with their manager.

The priority for programs and services eligibility is placed on participants who live in the immediate Langs and North Dumfries geographic catchment areas. Langs also recognizes that some individuals and families who reside outside our catchment areas may have difficulty accessing services yet require support. Furthermore, the organization works in partnership with other agencies who serve the Cambridge community. Lastly, the organization is funded to offer a variety of services to the Cambridge community (e.g., diabetes education, training, etc.). To this end, some general guidelines have also been established in order to enable the organization to respond to others in need, while maintaining focus on the Langs community.

**Eligibility for Primary Care Services**

* + Participants who require primary care services should live in the catchment area of Cambridge.
  + Langs provides primary care for complex-vulnerable patients from Cambridge and North Dumfries

with special project funding (e.g., Interprofessional Care Fund).

* + All participants requiring primary care services will be required to participate in an intake process.
  + Langs supports/sees participants in the immediate catchment area who wish to transfer their care to the CHC in order to increase access and decrease barriers (e.g., transportation).
  + Langs does not treat participants who have their own doctor elsewhere and are seeking one-time-only service.
  + Urgent time slots are available each day that are filled according to a triage procedure which determines the level of urgency.
  + Langs tries to respond to walk-ins for those who do not have medical care elsewhere (e.g., adolescents) one time and then will roster individuals and ask them to schedule an appointment for any future visits.
  + Langs encourages patients who move outside Cambridge to seek care elsewhere.
  + Emergencies are always assessed and referred to the most appropriate hospital.

**North Dumfries Eligibility for Primary Healthcare/Medical Services**

* The catchment area for the Community Health Centre satellite services includes North Dumfries Township as well as two communities in Oxford County and one community in Wilmot Township.
* The catchment has been defined based on information gathered from the community on where residents "naturally" access health care and other services.
* Residents from the Clyde and Branchton area may access services at the Langs’ main site in Cambridge.

**Eligibility for Programs and Services**

* Outreach is done on a consistent basis in the immediate catchment area to promote awareness and encourage participation in Langs’ programs.
* It is recognized that some residents may require support and encouragement from a staff member to be linked to a community program or service.
* Eligibility for Community Services programs shall be determined in the following order:
  + those in Langs’ immediate boundaries;
  + Preston area residents;
  + those who use the services at the Hub;
  + those referred by a Langs’ staff member or an on-site community partner;
  + those who are referred by an agency or a school;
  + those who walk-in or call and wish to be put on the waiting list and who may or may not live within Langs’ immediate boundaries;
  + those who may inquire about a program or service because they have been referred and/or programs outside Langs are full; and
  + when there is space in a program and/or the need is urgent.
* A Langs’ registered program may be accessed on a limited basis by participants outside the immediate Langs’ catchment area (a guideline of 10% of the total number of total participants).
* Flexibility will be exercised for Langs’ drop-in services (e.g., Resource Centre, Open Gym).
* Specially funded programs/projects may have broader boundaries for service.
* Programs are promoted in the broader community when they are funded for a priority population (i.e., 7th Inning, Community Outreach program).
* Individual programs may have individual eligibility criteria.

**North Dumfries Eligibility for Programs and Services**

Anyone living in the North Dumfries catchment area is able to access programs and services subject to space.

**Langs and North DumfriesEligibility for Social Work Services**

The following guidelines shall be followed for all referrals to social work services at Langs and North Dumfries:

* One social worker on each of the Langs and North Dumfries teams is primarily responsible for receiving, assessing and following up on referrals to each respective site. Priority for service will be given to Langs and North Dumfries patients, participants, and those living in the catchment area.
* All patients/participants referred will be encouraged, if applicable, to access counselling through their Employee Assistance Program.
* Referrals received for those outside the Langs and North Dumfries areas who are not patients or participants will be referred to the appropriate service/organization.
* Langs provides social work services for patients of the Heritage Family Health Organization who do not have an employee assistance program.
* Langs may provide social work services for complex-vulnerable patients from Cambridge and North Dumfries with special project funding (e.g., Interprofessional Care Fund).
* From time to time, referrals from local service providers such as schools will be considered when no other resource exists to support the individual or family.
* External community agencies are encouraged to advise those patients/participants living within the Langs and North Dumfries areas of our services but referrals must be made by the participants themselves unless barriers exist limiting their ability to do so (e.g., extreme mental health, lack of resources such as a phone).
* On-site community partners may make referrals and they will be considered internal referrals. These referrals will be processed by the social workers using the above-outlined criteria.
* Crisis/immediate support will be provided if possible by social workers. Primary care staff may book urgent appointments directly for the social workers. Referrals are also provided to HERE24/7 and/or walk-in counselling services for requests received outside of business hours.

**Criteria Specific to Langs Social Work Services**

* All patients/participants/community residents who reside within the Langs catchment area will be placed on the wait list.
* Patients who reside outside the catchment area will first be referred to an appropriate outside organization and then taken on in social work if an outside organization is not feasible.
* Services may be provided to program participants residing outside the catchment area when all potential referrals to other programs/services in the community have been exhausted or are non- existent. Service will be provided to a maximum 10% of the total social work participant base and therefore there will be a longer wait for service. Priority will be given to children and families with children. As per this policy, the intake worker or social worker will determine the urgency of the need and consult with their supervisor for approval.

**Criteria Specific to North Dumfries Social Work Services**

* Anyone living in the North Dumfries catchment area is able to access social work services, with priority given to patients.
* During the social work screening and intake, consideration will be given for the appropriateness of North Dumfries social work services or other services which may be a better fit for the individual.
* Once screened, patients and those living in the North Dumfries community will be placed on a wait list.

**Eligibility for the Community Diabetes Program, Waterloo Region**

* Adults who live within Waterloo Region
* Medical diagnosis of diabetes, pre-diabetes, or at risk for diabetes
* Self-referrals as well as referrals from any health care provider are accepted and processed through Regional Diabetes Central Intake

**Guidelines for Community Partnerships**

* Residents who have a neighbourhood organization in their community should always be referred to the centre in their own community.
* Langs supports approaches that increase accessibility to programs and services by co-locating with partner agencies.
* A general guideline when co-facilitating a group/program is that 50% of the participants should live in the immediate catchment area.
* Other requests to serve the Cambridge community must be reviewed and approved by the board of directors.

**Overview of Eligibility Criteria**

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| **Service Area** | **Eligibility for Services** | **Notes** |
| Langs Programs and Services | 1. Catchment area 2. Preston community 3. School or agency referral outside the catchment area | Flexibility will be exercised at drop-in programs (e.g., resource centre, open gym, etc.) |
| Langs Primary Care Services | 1. Cambridge 2. Preston community 3. Partner agencies (e.g. Bridges, Argus, FCS) |  |
| Langs Social Work Services | 1. Catchment area 2. Preston community | First referred to EAP  Outside Langs and Preston referred to other counseling agencies |
| North Dumfries Social Work Services | 1. North Dumfries patients 2. Non-patients in the catchment area | First referred to EAP  Priority may be given to CHC patients |
| North Dumfries Programs and Services | 1. North Dumfries patients 2. Non-patients in the catchment area | Priority may be given to patients |
| North Dumfries Primary Healthcare/Medical Services | Catchment area |  |
| Grow Community Centre | 1. Catchment area  2. Hespeler | Catchment area being defined by the City of Cambridge |
| Waterloo Region Community Diabetes Education Program | Waterloo Region at various locations | Flexibility may be granted to those who work in Cambridge and live in Waterloo |
| Regional Coordination Centre (RCC) | Waterloo-Wellington | Does not provide direct service  Central intake for diabetes, orthopedics and cataracts: Receives referrals from any HCP and triages all referrals and directs them to appropriate diabetes education program or specialist  Offers regional Self-Management program that coordinates programs for individuals with chronic disease, as well as provides training programs for health care providers on chronic disease management approaches throughout Waterloo Wellington. |
| Partnership Services: 7th Inning Alternative Education Program | 50% Langs/Preston Communities  50% Cambridge | Offered in partnership with the Waterloo Region District School Board |
| On-site Partners | Cambridge and North Dumfries | May vary by partner |

**Use of Langs Services by Staff**

* Langs’ staff (excluding peer workers) and their immediate family members may not enter into a confidential relationship with a practitioner (some exceptions may be considered).
* Staff are required to visit their own family practitioners for medical services.
* When appropriate, Langs’ primary care staff may consult other staff regarding health concerns or offer TB tests, Hep B or flu shots.
* Langs’ staff may provide support in the event of an emergency (refer to OH&S policy, Emergency Response Protocol).
* Staff members who reside in the Langs community may access other programs if desired by participating in the registration process.
* All Langs’ staff may access services such as the Garden Fresh Box.

**Use of Services by Board Members and Volunteers**

* Langs actively encourages community residents and patients who access programs and services to become members of the board of directors and volunteers. These individuals are entitled to access/use services like any other participant.

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| **Subject:** | Service Delivery Philosophy | **Policy Number:** | **2.05** |
| Developed: | March 2001 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, August 2022 | | |
| Approved: | February 2023 | | |
| References: | Service Delivery Manual Policy 1.04 | | |
| Previous Policy Number: | 40 | | |
| Approved by: | Board of Directors | | |

## 2.05 SERVICE DELIVERY PHILOSOPHY

**Introduction**

The philosophy of Langs describes the values and principles of the organization at a variety of levels.

These statements are intended to illustrate the ways in which Langs provides services, works as a team,

governs and leads the organization. Board and staff members are expected to clearly understand the

philosophy of the organization and carry out their responsibilities in a manner that is consistent with the philosophy.

**Service Delivery Philosophy**

Langs believes that health is a state of complete physical, mental and social wellbeing and not merely the absence of disease. It is a fundamental right which is central to social, economic and personal

development. To this end, the organization adopts the World Health Organization’s definition of health:

*“Health is the extent to which an individual or group is able, on one hand, to realize aspirations and*

*satisfy needs; and, on the other hand, to change or cope with the environment. Health is therefore seen as a resource for everyday living, not the objective of living; it is a positive concept emphasizing social and personal resources as well as physical capacity.” (*WHO, *Milestones in Health Promotion,* Pg. 29*)*

Langs believes that the protection, promotion and maintenance of good health and wellbeing is not just a collection of programs but is a movement for social change. Our work is built on a community

development foundation that brings members of a community together to identify their needs and develop strategies to address those needs. People have a right and responsibility to participate in decision making within their capacity to ensure and maintain high quality individual and community wellbeing. Our work is based on a philosophy that:

* all people have the right to the resources and conditions that they need for good health and wellbeing;
* receives direction from the community through volunteer leadership and community consultation;
* provides a range of comprehensive, accessible, affordable and appropriate services for all;
* promotes an inclusive culture, free of conscious and unconscious bias;
* allows for flexibility and responsiveness to the changing needs of individuals and the community;
* acknowledges and builds on the strengths and skills of individuals and families (participant driven);
* recognizes and utilizes the skills, training and expertise of staff;
* supports the partnership of participants, staff and community agencies;
* engages the active involvement of the community in planning and decision making;
* reduces barriers that prevent people and communities from achieving their full potential;
* provides information and resources to help individuals and families make healthy decisions;
* believes advocacy at an individual, group or community level is fundamental to our work;
* considers linkages and referrals to other community resources as important;
* values and encourages social support networks such as friends, families and neighbours and community-based groups to help promote a sense of belonging;
* evaluates programs and services with the input of the community and key stakeholders; and
* supports the movement of the community health and grassroots sectors through shared expertise, leadership and resources.

The Langs Board of Directors has adopted the Health Equity Charter of the Alliance for Healthier Communities because we believe our role is to help eradicate social inequality and disadvantage so that individuals, families and communities with barriers to access have better health outcomes. Furthermore, Langs works diligently to ensure those with the greatest heath needs and least access to resources are prioritized in our everyday work.

Langs has also endorsed the Model of Health and WellBeing which includes the following guiding principles:

* Highest quality health and wellbeing for people and communities
* Health equity and social justice
* Community vitality and belonging

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| **Subject:** | Program Planning - Community Services | **Policy Number:** | **2.06** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Appendix L | | |
| Previous Policy Number: | 55 | | |
| Approved by: | Board of Directors | | |

## 2.06 PROGRAM PLANNING

Langs shall provide high quality, consistent, creative and well-planned programs that align with the organization’s vision, mission, values, service delivery philosophy and strategic plan. Staff will engage community residents, participants and patients by seeking ongoing feedback and by utilizing a community development approach.

Program planning and implementation will be informed by community issues, trends, program evaluations, satisfaction surveys and needs assessments (e.g. wellbeing survey).

**Community Involvement in the Planning Process**

Participants and patients are encouraged to engage in the program planning process by:

* completing program evaluations and satisfaction surveys;
* participating in brainstorming sessions or focus groups; and
* volunteering as committee and action team members.

The Community Services Committee or equivalent committee at other sites reviews and recommends programs, services and partnership opportunities for implementation.

The board of directors or Community Services Committee may also recommend that an action team be established to provide guidance to new or major program initiatives.

Please see the program proposal process (next page) for further information.

**Program Proposal Process For New Programs**

**Program Planning**

Program proposals are developed by:

* Staff recommending new programs and services or significant changes to existing programs based on community needs
* Community partners interested in providing programs or services on-site

**Program Proposal Review**

* Program proposals are presented to the Community Services Committee or the North Dumfries Advisory Committee.
* The Community Services Committee may ask questions, make suggestions
* Program proposals are then presented to the CEO for review and approval
* The Community Services Committee make recommendations to the board of directors

**Board Approval**

* The board of directors may ask questions, send the proposal back for further work, or approve the program or service
* Feedback from the board is shared with those who put forward the proposal prior to implementation by the Community Services Committee and/or the CEO

# BOARD RECRUITMENT AND RETENTION

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| --- | --- | --- | --- |
| **Subject:** | Board Membership, Qualifications and Recruitment | **Policy Number:** | **3.01** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Appendix F: Board Membership Recruitment and Selection Table; Appendix G: Board Member Recruitment and Selection Checklist | | |
| Previous Policy Number: | 120 | | |
| Approved by: | Board of Directors | | |

## 3.01 BOARD MEMBERSHIP, QUALIFICATIONS AND RECRUITMENT

**Board Membership**

The board recruits nominees for presentation to the membership in accordance with the organization’s by-laws and the following guidelines:

* The majority of members must reside or work in the Langs community (Preston, Hespeler and North Dumfries)
* additional members are recruited from the patient base, local schools, faith groups and/or

organizations that work in partnership with Langs

**Board Qualifications**

The board recruits nominees who:

* + complement the skill set of existing board members;
  + have skills that fill a needed gap (e.g., legal, accounting, social services, healthcare experience etc.);
  + are available to attend board meetings, committee meetings and community functions;
  + have past board or committee experience;
  + are involved with the organization as participants or volunteers; and
  + add to the overall expertise of the board.

The board will also strive to recruit directors who represent the following areas:

* + participants/patients/volunteers;
  + community residents;
  + members of communities served including, but not limited to, the francophone community, the indigenous community and other diverse populations as well as the public at large;
  + balanced geographical representation from the organization’s catchment areas;
  + community partners; and
  + individuals with legal, finance, health and education, corporate and social service experience.

**Recruitment Process**

Langs understands that effective board member recruitment is essential to the ongoing viability of the organization. The AGM/Nominating Committee will use the Board Membership Recruitment and Selection Table and Board Member Recruitment and Selection Checklist (Appendix F) as guides. The committee will identify and recruit candidates who have the necessary qualifications (Appendix G) and represent the above groups.

A vacancy that occurs between annual general meetings may be filled by the board by qualified individuals. Board members who are elected mid-year will be required to participate in a modified recruitment process that includes a meeting with the board chair and the CEO, an orientation to board roles and responsibilities, and attendance at a board meeting as a guest.

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| --- | --- | --- | --- |
| **Subject:** | Terms of Office and Board Succession Planning | **Policy Number:** | **3.02** |
| Developed: | July 2010 | | |
| Last Revised | April 2018 | | |
| Last Reviewed: | April 2018, November 2022 | | |
| Approved: | February 2023 | | |
| References: | By –Law 8 (d) | | |
| Previous Policy Number: | 125 | | |
| Approved by: | Board of Directors | | |

## 3.02 TERMS OF OFFICE AND BOARD SUCCESSION PLANNING

**Terms of Office**

All directors appointed between AGMS by the Board, shall hold office until the first annual meeting at which time they will be elected and shall be eligible for re-election or reappointment for a term of office of three (3) years. No director shall hold office for more than two (2) terms in succession (maximum of six years).

**Succession Planning and Turnover**

The board views succession planning and staggered terms of office of members as important to healthy board development. The organization has a large enough board that approximately one third of its membership turns over each year. To this end, 3-5 board members retire every year subject to the status of their term of office. Each year members are also polled about their interest in a leadership position on the board to ensure that healthy turnover occurs at an executive committee level.

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| --- | --- | --- | --- |
| **Subject:** | Board Orientation and Development | **Policy Number:** | **3.03** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Bourke J, Titus A, The Key to Inclusive Leadership, Harvard Business Review, March 06, 2020 | | |
| Previous Policy Number: | 130 | | |
| Approved by: | Board of Directors | | |

## 3.03 BOARD ORIENTATION AND DEVELOPMENT

**Board Orientation**

Each board member shall participate in an orientation process within two full meetings of their appointment or election to the board of directors. Board orientation sessions (also known as board development topics) will vary according to the needs of its members. The orientation session shall include a description of the governance model and an overview of board and staff roles and responsibilities. Board members will also be invited to a Community Leader Lunch that includes an overview of programs and services and a tour of the main site. The following checklist shall serve as a guideline to board orientation each year:

|  |  |
| --- | --- |
| **Board Orientation Checklist** | |
|  | Invited as guest to observe a board meeting during the recruitment process |
|  | Breakfast or lunch meeting with board members |
|  | Attendance at Community Leader Lunch |
|  | Tour of the facility |
|  | Review of:   * letters patent and bylaws * mission, vision and values * strategic directions * organizational commitment to diversity, equity, inclusion * board commitment to inclusive leadership in governance * funding, finances and fiscal stewardship role |
|  | Review and sign a board member job description, including roles, responsibilities, conduct expectation, time commitment, duties and liability |
|  | Sign an Oath of Confidentiality, Conduct and Conflict of Interest |
|  | Receive a copy of the board manual |
|  | Participate on a board committee (may attend other committee members as a guest) |
|  | Attend Langs special events or external community functions |
|  | Assigned a board liaison |
|  | Orientated to board policies and procedures and by-laws |

**Board Development**

It is recognized that orientation and learning is a continuous process. Board development will be a standing item at each board meeting to assist board members with their personal and professional growth. A board development calendar will be prepared and reviewed annually for feedback and implemented once finalized by the board. Board development topics will be rotated over a one to three year period to align with board turnover.

Board members are also welcome to participate in workshops, conferences and/or appropriate in-house training events offered. Funds shall be available for registration fees, transportation and other expenses when possible. Some board development opportunities such as the Alliance for Healthier Communities’ Annual Conference may be offered to board members on a rotation basis.

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| --- | --- | --- | --- |
| **Subject:** | Termination of Position as Board Members | **Policy Number:** | **3.04** |
| Developed: | September 2000 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 135 | | |
| Approved by: | Board of Directors | | |

## 3.04 TERMINATION OF POSITION AS BOARD MEMBERS

The organization understands that board members are volunteers and that there are times when they cannot fulfill some responsibilities due to family, work or life. Reasonable efforts will be made to support board members so that termination is not required. The chairperson will reach out to any member who is not fulfilling their responsibilities to have a discussion about their continued participation on the board. The position of board member shall be terminated when:

* + the member resigns their position by notice in writing to the board chair;
  + a member fails to attend three consecutive meetings or over 50% of the regular scheduled board meetings over a period of twelve calendar months without due cause;
  + the chair, with input from the board, seeks the resignation of a member because they have failed to fulfill their responsibilities as defined in the by-laws and the board manual; or
  + the member fails to sign an oath of confidentiality and/or breaches confidentiality.

# GOVERNANCE AND RESPONSIBILITIES

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| --- | --- | --- | --- |
| **Subject:** | Governance Model | **Policy Number:** | **4.01** |
| Developed: | September 2000 | | |
| Last Revised: | November 2022 | | |
| Last Reviewed: | November 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 65 | | |
| Approved by: | Board of Directors | | |

## 4.01 GOVERNANCE MODEL

Langs Board of Directors (board) are a group of up to fifteen volunteers elected to provide overall governance of the corporation, on behalf of the community within the catchment area, as per the By-laws and incorporation documents and in accordance with applicable legislative and legal requirements as well as funding agreements. Individual board members only have authority with respect to Langs when they are meeting as a board or when authority has been granted to them by a motion passed at a meeting of the board. (see note 1)

The board is the link between the Lang’s community and funders and operations. As the link, the board will communicate directly and proactively with the community in an effort to be aware of and represent their interests and ensure they are articulated in the strategic plan. The board will also regularly inform the Langs community of the organization’s progress towards achieving the organization’s strategic directions and to share critical challenges that are facing the organization, all the while contributing to the positive image of the organization.

Langs board has chosen to operate as a policy governance board. This means that the board’s focus is on creating the vision, mission, values and strategic directions for the organization on behalf of the community. To ensure that Langs operates according to the values and achieves its strategic direction and through them, its mission and vision, the board creates policies that govern their work, set out their desired results and operating parameters for the organization. Within a policy governance model, these parameters are called “limits”. The board recruits, supports and monitors one employee, the Chief Executive Officer (CEO) to deliver these results with the limits it has set. These act as the job description for the CEO. The CEO recruits, directs and supports staff to deliver programs and services to achieve the vision and mission of the organization in a manner consistent with the values and within the limits provided by the board.

Interrelationships between a policy governance board, the CEO and staff are summarized below. The responsibility of building relationships exists at all three levels to varying degrees according to the target group.

**LANGS GOVERNANCE MODEL**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Area of Responsibility | Who is Responsible | Primary Functions | Examples | Primary Relationships |
| Governance | Board of Directors | Ensure a vision, mission, values, strategic directions, & operational limits | Strategic planning  Up to date bylaws  CEO direction  Approve budgets, annual plans, etc.  Audit, evaluate  AGM | Community  Funders  CEO |
| Organizational Leadership &  Direction | CEO | Ensures the execution of the Board’s directions | Annual budget  Annual Plan  Risk & Quality Management  Operations | Board  Community  Funders  Partners  Stakeholders |
| Management | Directors  (leadership team) | Manage day to day operations according to CEO direction | Departmental budgets & plan  Staff recruitment  & supervision | Community  Partners  Patients/Users |
| Service Delivery | Front line staff,  Students & volunteers | Provide programs & services | Program planning & evaluation  Program service delivery | Patients/Users  Volunteers  Partners |

The board shall ensure that the organization operates in accordance with legislation that governs non-profit charitable corporations and their directors, applicable federal, provincial and municipal laws and regulations and orders, rules and by-laws, the Articles of Incorporation, constitution and by-law of the organization, and various policies, guidelines and agreements of external funding bodies.

Examples of legislation that govern non-profit charitable corporations and their directors includes but is not limited to the following:

* Ontario Not-for-Profit Corporations Act
* Income Tax Act (Canada)
* Charities Gifts Act
* Charities Accounting Act
* Employment Insurance Act
* Canada Pension Plan Act
* Ontario Pension Benefits Act
* Ontario Pay Equity Act
* Employment Standards Act
* Ontario Occupational Health and Safety Act
* Accessibility for Ontarians with Disabilities Act

In governing the organization, the board shall be responsible for ensuring the organization has the following types of processes, planning and documents in place:

* vision and mission statement;
* beliefs, principles and values, clearly articulated, widely communicated and observed;
* Strategic Plan including a strategic planning process;
* an annual plan;
* annual budget;
* annual report;
* appropriate policies and procedures to effectively manage the organization;
* programs which address issues and needs identified by the communities served;
* sound financial management policies and reporting mechanisms to keep the organization within budget and protect its assets; and
* community involvement in its activities.

The board shall also be responsible for:

* establishing the necessary standing and ad hoc board committees;
* establishing reporting mechanisms between the board and its committees;
* holding regular, monthly meetings; and
* having a specific plan for board member recruitment.

Note 1: If board members volunteer in another capacity with Langs, they are responsible to the CEO or their designate and must comply with all relevant policies and procedures.

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| **Subject:** | The Role of Board Members/Directors | **Policy Number:** | **4.02** |
| Developed: | July 2010 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Appendix J - Board of Director’s Job Descriptions | | |
| Previous Policy Number: | 70 | | |
| Approved by: | Board of Directors | | |

## 4.02 THE ROLE OF BOARD MEMBERS/DIRECTORS

The Langs Board of Directors (board) are elected to provide overall governance of the organization. The board has chosen to operate as a policy governance board. A policy governance board directs the board’s work into the following areas: relations with owners (community) and funders, identification of the organization’s vision, mission, values and strategic directions, and hiring, supporting and monitoring the Chief Executive Director (CEO) and sustaining itself.

The board has responsibilities related to these key areas:

**I. Board Functioning**

* Determine roles, responsibilities and functions of board members, the board and committees.
* Recruit, select and orient board members.
* Educate board members about relevant issues to support good decision-making
* Ensure the board adheres to its governance model and operates in an orderly manner.
* Ensure board members are provided with the right amount and type of information in a timely manner to enable good decision making.
* Ensure the board adheres to its bylaws, articles of incorporation and relevant laws, and regulations.
* Ensure adequate director and office liability insurance.
* Monitor and evaluate board and board member performance.
* Use evaluation results and best practice standards to improve board performance.

**II. Board External Relationships/Advocacy**

* Ensure communication to the organization’s members and other stakeholders about progress on strategic directions, other successes and key challenges via newsletters, the annual general meeting etc.
* Receive input from users, community members and others to inform the renewing of the organization’s vision, mission, values and strategic directions and other decision making.
* Champion and interpret the organization’s vision, mission, values and strategic directions with members, users and the community.
* Promote the organization and its work in the community with funders, stakeholders and others
* Support the CEO in advocacy and other work with funders/donors, potential donors/funders and other stakeholders

**III. Strategic Responsibilities**

* Ensure community and stakeholder needs are captured in the process to develop/update the organization’s vision, mission, values and strategic directions.
* Ensure that the vision, mission, values and strategic directions are reviewed and renewed every 4 – 5 years.
* Approve the updated vision, mission, values and strategic directions.
* Annually evaluate the organization’s compliance with the organization’s values.
* Annually evaluate the organization’s progress to achieving it’s vision, mission and strategic directions.

**IV. CEO Recruitment and Succession Planning**

* Develop and annually review a board policy and plan for succession planning and recruitment of an interim CEO during a long leave and new CEO when a permanent vacancy arises.
* Ensure that the CEO has a plan for coverage in the event of a short or medium length absence
* Orient an interim or new CEO to their role, responsibilities and relationship with the board as a policy governance model.
* Orient an interim or new CEO to key board and operational issues as they start in their position.

**V. Linkage with the CEO**

* Provide the CEO with written direction on their role and the limits (parameters) under which they are expected to operate.
* Annually provide the CEO with their performance goals, at least in part, tied to the achievement of the strategic directions .
* Ensure the annual budget and operational/quality plan support the achievement of the organization’s vision, mission and strategic and funder mandated directions.
* Annually review the CEO’s performance relative to board expectations established in the responsibilities and limitations policy, their annual performance goals, the achievement of the operational/quality plan within the budget constraints and organizational adherence to the Corporation’s values and any other relevant Board policies.
* Ensure an annual audit of the organization’s finances by a membership approved auditor.
* Provide adhoc support to the CEO through the board chair and executive committee.
* Support and encourage the CEO in their professional development through providing financial resources and time to be spent on relevant training, conferences etc.

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| **Subject:** | Legal Duties of Board Members/Directors | **Policy Number:** | **4.03** |
| Developed: | December 2004 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Director’s Liability: A Discussion Paper on Legal Liability, Risk Management and the Role of Directors in Non-Profit Organizations, Volunteer Canada, 2002. | | |
| Previous Policy Number: | 75 | | |
| Approved by: | Board of Directors | | |

## 4.03 LEGAL DUTIES OF BOARD MEMBERS/DIRECTORS

A director is an individual who is a member of a governing board of an organization. Directors of non- profit organizations are volunteers. The basic responsibility of directors is to represent the interests of the community in directing the affairs of the organization, and to do so within the law. In representing the community and acting as their trustee, directors have three basic duties:

1. **The duty of diligence**: this is the duty to act reasonably, prudently, in good faith and with a view to the best interests of the organization and its members.
2. **The duty of loyalty:** this is the duty to place the interests of the organization first, and to not use one’s position as a director to further private interests.
3. **The duty of obedience:** this is the duty to act within the scope of the governing policies of the organization and within the scope of other laws, rules and regulations that apply to the organization.

It is important to note that the duties of directors of non-profit organizations are essentially no different than the duties of directors of for-profit corporations. These duties extend broadly, and are owed to:

* + the organization as a whole;
  + the organization’s community, participants, clients, staff and volunteers;
  + other directors; and
  + anyone else who may be affected by the decisions of the board and the activities of the organization, including the general public.

These three duties are described more fully below.

**Duty of Diligence**

Diligent directors always act prudently and in the best interests of the organization. When performing their duties as directors, they are expected to exercise the same level of care that a reasonable person with similar abilities, skills and experience would exercise in similar circumstances. If a director has a special skill or area of expertise, such as an accountant or lawyer would have, he or she has a duty to achieve a standard of care that corresponds to his or her professional abilities.

Directors have a responsibility to act cautiously and to try to anticipate the consequences of their decisions and actions before they undertake them. They are honest and forthright in their dealings with members, with the public and with each other. Directors are also well-informed about the activities and

finances of the organization. They have an obligation to foresee potential risks in a situation and to take reasonable steps to manage those risks.

**Duty of Loyalty**

Directors are required to put the interests of the organization first. These interests will always take precedence over any other interest, including a director’s personal interests. As well, directors who are involved in more than one organization may find that they cannot be loyal to both.

Loyal directors will avoid putting themselves in a situation of a conflict of interest. When this is unavoidable, they will act properly in disclosing the conflict and ensure that they play no part in discussing, influencing or making decisions relating to that conflict. Confidentiality is also an important aspect of the duty of loyalty. Directors have an obligation to keep organizational business private, and to not discuss certain matters with people outside the organization. Confidential matters may include:

* information about employees; and
* information about individuals served by the organization, the organization’s finances or legal matters.

A board acts as one entity. Loyal directors support the decisions of the board, even if they might not personally agree with the decisions and might not have voted to support the decisions in the board meeting.

**Duty of Obedience**

Nearly all non-profit organizations are autonomous organizations that have the power to write rules, make decisions and take actions that affect their members and participants. The relationship of the board with its members is defined in the organization’s governing documents, which include:

* + - it’s Letters Patent (and Supplementary Letters Patent);
    - by-laws;
    - policies; and
    - rules and regulations.

Directors have a duty to comply with the organization’s governing documents, and to ensure that staff and committees of the organization do so as well. Over time, organizations may move away from their legal purpose, and policies may become out of date and no longer reflect the practices of the organization. Obedient directors ensure that governing documents remain current and accurate and oversee the process that is used to amend and update governing documents.

Directors also have a duty to obey external laws and rules that are imposed upon organizations. A wide range of laws and statutes apply to corporations and individuals - the obedient director ensures that the organization complies with these. In particular, an organization that is an employer has many statutory responsibilities to its employees. These responsibilities include:

* + - paying wages;
    - providing paid time off for holidays;
    - making deductions from wages and remitting these to the government;
    - providing a safe workplace; and
    - protecting employees from discrimination and harassment.

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| **Subject:** | Liability of Board Members/Directors | **Policy Number:** | **4.04** |
| Developed: | April 2004 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, August 2022 | | |
| Approved: | February 2023 | | |
| References: | Adapted from Director’s Liability: A Discussion Paper on Legal Liability, Risk Management and the Role of Directors in Non-Profit Organizations, Volunteer Canada, 2002 | | |
| Previous Policy Number: | 90 | | |
| Approved by: | Board of Directors | | |

## 4.04 LIABILITY OF BOARD MEMBERS/DIRECTORS

A director who fails to fulfill their duties may be liable. The term ‘liability’ refers to the responsibility of directors and organizations for the consequences of conduct that fails to meet a pre-determined legal standard. Usually, the term “consequences” refers to damage or loss experienced by someone and being responsible for such consequences means having to pay financial compensation.

Liability arises in the following three situations:

1. When a law is broken. The consequences of breaking a law are:
   * paying a fine;
   * having restrictions placed on one’s rights or privileges; or
   * being imprisoned.
2. When a contract is breached or violated, where a contract is a legally enforceable promise between two or more parties. The consequences of breaching or violating a contract are:
   * correcting the breach through some form of performance or service, or
   * paying financial compensation.
3. When an act, or a failure to act, whether intentionally or unintentionally, causes injury or damage to another person. The consequence of intentionally or unintentionally injuring or damaging another person is:
   * payment of a remedy in the form of financial compensation.

Langs has Director’s insurance through the HIROC Insurance Company. Included as insured in our policy are any Executive Officer, director, board member, employee or volunteer, but only while acting within the scope of their duties as such.

The organization also has comprehensive liability insurance coverage through the HIROC Insurance Company. Langs has its own building insurance for contents, including fire and theft insurance through Cowan Insurance Company.

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| **Subject:** | Oath of Confidentiality, Conduct and Conflict of Interest | **Policy Number:** | **4.05** |
| Developed: | September 2000 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, August 2022 | | |
| Approved: | February 2023 | | |
| References: | Appendix I- Oath of Confidentiality, Conduct and Conflict of Interest | | |
| Previous Policy Number: | 105 | | |
| Approved by: | Board of Directors | | |

## 4.05 OATH OF CONFIDENTIALITY, CONDUCT AND CONFLICT OF INTEREST

Upon election, and annually thereafter, each board member is required to sign an Oath of Confidentiality, Conduct and Conflict of Interest form, indicating their agreement to keep information deemed appropriate confidential as per the following procedures:

* + The Oath of Confidentiality, Conduct and Conflict of Interest form must be signed annually at the first board meeting following the Annual General Meeting.
  + The agreements will be returned to the Executive Assistant who will maintain them on file.
  + The Executive Assistant will contact those members who have not returned their signed confidentiality agreements.
  + Participation in meetings may be suspended until the agreement is signed.
  + If a member refuses to sign an agreement, the chair of the board will ask the member to resign.

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| **Subject:** | Board of Director’s Code of Conduct | **Policy Number:** | **4.06** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 85 | | |
| Approved by: | Board of Directors | | |

## 4.06 CODE OF CONDUCT

The board expects its members to conduct themselves in a professional, lawful and ethical manner, including the proper use of authority and appropriate decorum when acting as board members. This commitment includes the proper use of authority as well as appropriate group and individual behaviour when acting as board members.

**Board members shall:**

* Keep the vision, and mission front and center and live the values of the organization
* Be properly prepared for board deliberation, exercise authority collectively, be consultative and collaborative and work towards consensus,
* Continually learning, evaluating and striving for excellence
* Act as a positive ambassador of the organization.
* Be loyal to the organization, not conflicted by their loyalties to staff, other organizations or personal interest as someone who accesses Langs’ programs and services.
* Respect confidentiality.
* Consider and represent the interests of Langs, its members and its community as a whole.
* Be respectful, support and demonstrate their commitment to the organization’s diversity, inclusion and anti-discrimination policies.
* Declare a conflict of interest when required.
* Resign from the board when applying for employment with the organization.
* Speak with one voice by supporting the legitimacy and authority of the final determination of the board on any matter in the community, irrespective of the member’s personal position on the issue.

**Board members shall not:**

* Speak for the board except explicitly stated board decisions.
* Engage in social media use which discloses personal, confidential or proprietary information about Langs, its members, employees, volunteers, or any other individual associated with Langs. Content must support the purposes, objectives, and values of Langs. Any content that could be seen as abusive, discriminatory, harassing, derogatory, defamatory, or inappropriate is strictly prohibited.
* Attempt to exercise individual authority over the organization when the authority is not defined through policy.
* Use their position to obtain employment within the organization for themselves, family members or close friends.
* Expect special privileges or consideration for themselves or their family as a patient and/or a program participant.
* Make judgements about the community, staff and/or participants.
* Neglect their responsibilities as a board member.

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| **Subject:** | Conflict of Interest | **Policy Number:** | 4.07 |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | By-Law No. 1, 10(f) | | |
| Previous Policy Number: | 145 | | |
| Approved by: | Board of Directors | | |

## 4.07 CONFLICT OF INTEREST

A conflict of interest occurs when a board member or their immediate family could benefit personally from a decision that is made. An immediate family member includes a spouse, parent or child(ren) of the elected board member. A conflict of interest will be considered inappropriate where such a situation would, in the opinion of the board, influence or would have the appearance of influencing the conduct or judgment of any director, officer, employee or volunteer of Langs. Members should disclose their involvements with other organizations, vendors, or any association that might be or might reasonably be seen as being a conflict. It is not a conflict of interest when large groups of people such as the Langs community, including board members, may benefit from a decision that is made.

The following guidelines will be followed to prevent and handle conflict of interest situations:

* + A board member should not use information obtained as a result of their appointment for personal benefit.
  + A conflict of interest or potential perceived conflict of interest should be declared at the earliest opportunity to the board chairperson.
  + The declaration of a conflict of interest will be a standing item on the board meeting agenda.
  + An individual who has disclosed the conflict may be present at the meeting for the discussion but must refrain from voting and participating in the discussion.
  + If the board deems the matter as a sensitive issue the individual who has disclosed the conflict will be asked to leave during the discussion.
  + Any declared conflict of interest will be recorded in the minutes.
  + In the event there is not a quorum when an individual has declared a conflict of interest, the matter will be deferred to the next meeting.
  + No board member will divulge information or opportunities that may place them in a conflict about the organization unless legally required to do so.
  + A board member will be asked to resign and reimburse funds in question when they fail to disclose a conflict of interest that has resulted in personal gain or financial loss to the organization.

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| **Subject:** | Dissolution of the Corporation | **Policy Number:** | **4.08** |
| Developed: | October 2014 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | By-Law No. 1, 23 | | |
| Previous Policy Number: | 82 | | |
| Approved by: | Board of Directors | | |

## 4.08 DISSOLUTION OF THE CORPORATION

**Policy**

* + In the event that Langs ceases operations, the board will make every endeavour to ensure all legal obligations are met, and that all assets and liabilities are reconciled and any remaining property is distributed.
  + Authorization for a voluntary dissolution of the corporation must be in the form of a special resolution of the members of the corporation passed at a meeting of the members. The special resolution should appoint one or more directors or officers who will carry out the dissolution of the corporation on behalf of the members.
  + The board will engage legal counsel to ensure all appropriate steps are taken to legally dissolve the corporation.

**What is Dissolution?**

* + Dissolution of the corporation is the last stage of liquidation, the process by which an incorporated organization or company is ended and its assets and liabilities are reconciled and any remaining property is distributed. Liquidation is sometimes called “winding up”, and dissolution usually refers to the last stage of that process.

**Procedures**

The dissolution of the corporation requires planning for:

* + debts and liabilities;
  + property and assets;
  + employees of the organization;
  + patients, clients or participants of the organization; and
  + termination of any agreements including leases with tenants.

**Acts and Agreements**

* + Langs Farm Village Association (herein referred to as Langs) Letters Patent (Ontario Corporation Number 721669) generally sets out what will happen to the property of the corporation if the corporation ceases to exist.
  + The Letters Patent states that upon dissolution, and after payment of all debts and liabilities, the remaining property will be distributed or disposed of to charities registered under the Income Tax Act (Canada), which carry on their work solely in Ontario. This is referred to as a “dissolution clause”.
  + If the directors do not distribute the charity’s property, it will be forfeited to the Crown under Section 322 of the Corporations Act. The Public Guardian and Trustee may apply for court order or order-in-council to give the assets to a charity that conducts charitable work similar to that of the dissolved corporation.
* Langs’ Multi-Sector Accountability Agreement (M-SAA) with the Waterloo-Wellington Local Health Integration Network (WWLHIN) outlines, in Section 12, issues related to Termination of the M-SAA agreement.
* Other legal and funding agreements will specify termination clauses including tenant leases.
* Langs will meet its obligations to personnel pursuant to the organization’s employment agreements and applicable employment laws (i.e., the Employment Standards Act, 2000).
* In the course of the dissolution, the charity should not pay any salary, remuneration or honorarium to its directors. Neither should a director purchase any property of the charity without prior approval of the court.

**Articles of Dissolution**

* Articles of Dissolution must set out the name of the corporation, confirm that it has been properly authorized, and confirm that there are no legal proceedings currently pending against the corporation.
* The corporation must either have no debts, obligations or liabilities, or any outstanding creditors must consent to the dissolution of the corporation.
* Articles of Dissolution must also set out how any property remaining after the satisfaction of all debts, obligations and liabilities will be distributed.
* Under the Corporation’s Letters Patent it directs the corporation in the following manner: “Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.”
* Articles of Dissolution must set out how the corporation will address notice to staff, transition of staff where appropriate to other organizations, and payment of all outstanding compensation entitlements.
* The corporation must develop and execute a patient transition plan in conjunction with all contractual agreements with funders and community partners.
* The patient transition plan must ensure that the patients’ best interests are taken into consideration, including but not limited to their language, culture, health care needs, and geographic location of services.
* If the corporation is unable to locate creditors or members to whom an amount is owed, such amount may be paid to the Public Guardian and Trustee.

**Certificate of Dissolution**

* If the person(s) appointed to carry out the dissolution properly submit Articles of Dissolution, any other prescribed documents and the appropriate fee, the director will issue a Certificate of Dissolution.
* The Certificate of Dissolution will take the form of an endorsement on the submitted Articles of Dissolution.

**Dissolution by the Director**

* The corporation could be administratively dissolved by the director if the corporation does complete all required filings.
* If dissolved by the director, an interested person (director, officer, member or creditor of the corporation) must prepare Articles of Revival and apply to the director who may in their sole discretion revive the corporation.
* After revival, the corporation will be deemed never to have been dissolved.

**Post-Dissolution**

* After the dissolution, any proceeding which was commenced prior to the dissolution may be continued in the ordinary course and any proceeding which is not barred by a limitation period may be commenced.
* Service on a person who was a director or officer in the last filings made by the corporation will be sufficient service.
* Members may be liable to outstanding creditors to the extent that they received any property from the corporation upon dissolution (this should not be an issue as members will not receive property).

# 5.0 ROLES AND DUTIES OF BOARD MEMBERS/DIRECTORS

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| --- | --- | --- | --- |
| **Subject:** | Duties of Executive Officers and Staff Liaisons | **Policy Number:** | 5.01 |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Appendix J - Board of Director’s Job Descriptions; By-Law No. 1, 13(a, b, c,) | | |
| Previous Policy Number: | 110 | | |
| Approved by: | Board of Directors | | |

## 5.01 DUTIES OF EXECUTIVE OFFICERS AND STAFF LIAISONS

**Chairperson**

* + To chair all board and Executive Committee meetings and the annual general meeting.
  + To set the board agenda in consultation with other board members and the CEO.
  + To ensure that the board operates as a team through active participation and adequate discussion and remains focused within time limitations during meetings.
  + To effectively carry out the business of the board by ensuring the rules of procedure are followed and the by-laws are complied with.
  + To ensure all decisions requiring approval are ratified.
  + To represent the board as the official spokesperson at external functions and to outside parties including the media when required.
  + To be a signing authority for the organization.
  + To sign the organization’s by-laws, legal agreements and correspondence on behalf of the board.
  + To sign cheques when available or according to an agreed upon schedule (e.g. payroll).
  + To authorize the CEO’s expenses.
  + To write and submit a newsletter article quarterly.
  + To prepare a report in collaboration with the CEO for the annual general meeting.
  + To ensure that board functions are carried out as outlined in the annual board calendar in a manner consistent with board policies and procedures (e.g. conflict of interest guidelines).
  + To work in partnership with the board and committees to monitor that the vision, mission, principles, values and strategic objectives of the organization are being met.
  + To encourage and enable board members to prepare for and take on leadership positions including future executive positions.
  + To be an ex-officio member of all committees.
  + To participate as a member on up to two committees/action teams, excluding the Executive Committee, if available.
  + To call additional board or Executive Committee meetings as required.
  + To sign monthly board minutes to ensure compliance with financial audit and CCA requirements.

**Vice Chairperson**

* To fulfill the duties of the chairperson in their absence at board meetings.
* To act as the official timekeeper at board meetings.
* To be a signing authority.
* To sign cheques and legal agreements when available.
* To participate as a member on committees/action teams
* To chair one committee or action team.
* To chair board or executive meetings for one year in order to prepare for the future role of chairperson.
* To perform other responsibilities at the request of the chairperson.
* Succession planning for vice-chairperson during the last year of the chairperson’s term.

**Treasurer**

* To advise and assist the board to understand the organization’s finances.
* To present the monthly financial statement to the board.
* To present the annual budget to the board.
* To work with the CEO and Finance Manager to ensure the annual audit is completed.
* To work collaboratively with the auditor to present the organization’s financial statements at the annual general meeting.
* To participate in the development of financial policies and procedures.
* To participate as a member of the Finance and Sustainability Committee
* To work collaboratively with the CEO to ensure that the organization’s financial health is in good standing.
* To be a signing authority.
* To sign cheques and legal agreements when available.

**Secretary**

* To work with the Executive Assistant to ensure that minutes are accurate.
* To sign monthly board minutes in accordance with the financial audit process and CCA requirements.
* To sign the organization’s by-laws or other legal documents for the organization as required.
* To participate as a member on one additional committee or action team.
* To be a signing authority.
* To sign cheques and legal agreements when available.

**Executive Committee**

This committee consists of the Chair, Vice Chair, Secretary and Treasurer.

* + To oversee the CEO’s performance review.
  + To recommend changes to the CEO’s compensation package to the board for approval.
  + To annually review the contingency plan for an absence of the CEO and the management

development plans for succession.

**Executive Assistant**

* Takes direction from the CEO
* Prepares the board meeting agenda in consultation with the chair and CEO.
* Compiles and sends the board package to board members and posts the information on the portal.
* Schedules and sends reminders about board and committee meeting dates.
* Takes minutes at the board meeting and works with the board secretary to ensure accuracy prior to distribution.
* Prepares the board calendar and board development schedule.
* Prepares and disseminates board highlights in consultation with the chair and CEO.
* Ensures board confidentiality forms are signed annually.
* Ensures board recordkeeping is accurate and complete and is stored safely.
* Ensures the minute book is maintained with legal counsel for the organization.
* Prepares the board binder for board members.
* Ensures board records are up to date on the board portal.
* Promotes and confirms board attendance at various functions.

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| **Subject:** | Role of Committees and Committee Chairs | **Policy Number:** | 5.02 |
| Developed: | February 2007 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | By-Law No. 1 14, 15, Appendix L – Terms of Reference Committees | | |
| Previous Policy Number: | 115 | | |
| Approved by: | Board of Directors | | |

## 5.02 ROLE OF COMMITTEES AND COMMITTEE CHAIRS

Committees are established by the board of directors to help meet its responsibilities. According to By-law No. 1, Langs has one standing committee; the Executive Committee as well as Ad Hoc Ongoing (Community Services etc.) and Ad Hoc Time Limited committees (or action teams). From time to time, other types of committees may be formed such as task force or advisory committees.

Each board member is required to be a participant on a committee or an action team. Committees are accountable to the board of directors through a board member who is a member of the committee. A staff liaison may be assigned to each committee and action team. The chairperson and the CEO may be ex-officio members of all committees. Committees will be used to support the board’s work in accordance with the following principles:

* + Committees may not speak or act for the board except when formally given such authority for specific or time-limited purposes.
  + Committees cannot exercise authority over staff and operations and must work within the organization’s vision, mission and strategic objectives and their terms of reference or job description.
  + Terms of reference or job description outlining responsibilities, membership, staffing, reporting etc. will be approved by the board for each committee.
  + Committees assist the board to meet its mandate by reviewing, acting on or making recommendations to the board. Decisions are made by the board as a whole.

**Role of Committee Chairs**

The committee chair is responsible to the board chair for the effective operation of the committee, according to its job description and:

* + is willing and able to attend committee meetings;
  + ensures that the responsibilities of the committee are achieved;
  + orientates new members of the committee;
  + understands the liaison role of staff;
  + invites staff to participate and give input when appropriate;
* plans and evaluates the work of the committee with the help of its members;
* makes sure that minutes and other information is recorded, distributed, filed and posted, if appropriate; and prepares a written report of the committee’s progress to the board monthly or as required.

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| **Subject:** | Board Volunteer Time Commitment | **Policy Number:** | **5.03** |
| Developed: | September 2000 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 100 | | |
| Approved by: | Board of Directors | | |

**5.03 BOARD VOLUNTEER TIME COMMITMENT**

Langs understands the need for personal balance in work, home and volunteer life. Therefore, we believe it is important to provide potential volunteers with an estimated amount of time required to be a board member as follows:

**Ongoing Board Member Participation**

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|  | **Responsibility** | **Approximate**  **Time** |
| 1. | Attendance at monthly board meetings – approximately 10 @ 2.5 hours in length | 25 hrs. |
| 2. | Homework or reading, 1 hour/month (flexible) | 10 hrs. |
| 3. | Special events i.e. Open House, 1 - 2 per year @ 2 hours | 4 hrs. |
| 4. | Workshops/board training 1 - 2 per year @ 3 hours | 6 hrs. |
|  | **Total Year** | **45 hrs.** |

**Committee Participation:**

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|  | **Responsibility** | **Approximate**  **Time** |
| 1. | Participation on one or two Standing Committees such as:   1. AGM/Nominating Committee 2. Community Services Committee 3. Executive Committee 4. Finance and Sustainability Committee 5. CND OHT Joint Board Committee   The board will strike additional committees as needed. | 20 hrs. |
|  | **Total Hours** | **20 hrs.** |

**Total Volunteer Time Commitment: 65 hours/year**

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| **Subject:** | Board Representation in the Community | **Policy Number:** | 5.04 |
| Developed: | September 2000 | | |
| Last Revised: | September 2022 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 95 | | |
| Approved by: | Board of Directors | | |

## 5.04 BOARD REPRESENTATION IN THE COMMUNITY

The board chooses to govern Langs within a spirit of collaboration. It regards participants, other agencies, the community, funders, and politicians as important stakeholders. Each board member is a champion for the organization when strategic opportunities arise locally in the community***.***

Board members fulfill their champion role in many ways including but not limited to:

* + Exploring joint ventures and partnership opportunities;
  + inviting key stakeholders to learn about Langs;
  + assisting with fundraising;
  + exploring board member exchange with other agencies;
  + sharing resources and information in situations where appropriate; and
  + attending community events and meetings.

**Board Representatives**

Board members actively participate in community events.

* + Facilitate linkages in the community
  + Support community partners
  + Have a board presence

Examples of events include but are not limited to United Way, Chamber of Commerce and Ontario Health functions. The CEO or Executive Assistant will notify the board of any events that require the attendance of board members and select representation subject to availability. The CEO will exercise their judgment about strategic representation such as when it is important to have the chairperson or an executive officer in attendance.

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| **Subject:** | Rights and Responsibilities of Participants, Patients, Staff, Placement Students and Volunteers | **Policy Number:** | 5.05 |
| Developed: | June 2001 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, August 2022 | | |
| Approved: | February 2023 | | |
| References: | Ethics Policy # 20, Service Delivery Manual | | |
| Previous Policy Number: | 45 | | |
| Approved by: | Board of Directors | | |

## 5.05 RIGHTS AND RESPONSIBILITIES OF PARTICIPANTS, PATIENTS, STAFF, PLACEMENT STUDENTS AND VOLUNTEERS

This policy statement describes a code of ethical conduct or expected behaviour and the rights and responsibilities of participants, patients, staff, placement students and volunteers in all aspects of Langs. The purpose of the policy is to encourage behaviours on the part of participants, patients, staff, placement students and volunteers to build a healthy community.

**Rights of all Participants, Patients, Staff, Placement Students and Volunteers**

* To be treated respectfully, fairly and with dignity.
* To have individual differences respected which may include various ethnic, physical ability, psychological, spiritual, language, family, gender, sexual orientation or cultural differences.
* To feel safe and be free from any form of abuse and conscious or unconscious bias.
* To feel accepted and included.
* To express opinions and be heard in a manner that is open, honest and accepting.
* To have privacy and confidentiality respected.
* To know what is expected and to know the consequences of unacceptable behaviour.
* To receive the support of colleagues, participants, patients, the board of directors and the community.
* To provide feedback on services and programs in the organization.

**Responsibilities of all Participants, Patients, Staff, Placement Students and Volunteers**

* To be committed to fulfilling Langs’ vision, mission, principles and values.
  + To conduct themselves according to the Langs Ethics Policy.
  + To be committed to a holistic approach to health.
  + To be committed to attending appointments as directed to ensure continuity of care.
  + To be accountable for their actions and decisions.
  + To promote behaviour that ensures a safe environment.
  + To treat others with respect, fairness and dignity.
  + To not abuse the power invested in each of us.
  + To be punctual.
  + To inform the organization of the need to correct or change personal information.
  + To inform a supervisor of a breach in confidentiality of personal information.
  + To uphold the organization’s privacy policy and practices, ensuring confidentiality and the security of information.
* To use email and social media in a respectful, inclusive, accessible and professional manner to inform staff of health and safety concerns.
* To be committed to the holistic approach to health and wellness.

**Rights of Participants and Patients**

* To be fully informed regarding all aspects of care.
* To be informed of the laws, rules and policies affecting the operation of the organization.
* To choose to participate in programs.
* To be informed and have access to the full range of Langs’ programs and services.
* To choose to limit the information that is shared.
* To refuse treatment and to be informed of the consequences.
* To withdraw consent, which may then limit Langs from providing programs and services.
* To determine with whom Langs can share personal information, unless mandated by law.

**Responsibilities of Participants and Patients**

* To be on time for appointments.
* To give 24 hours’ notice when cancelling an appointment.
* To participate in and take ownership for their care and health, including attending appointments.
* To be accountable for behaviour and actions and accept consequences of behaviour.
* To be responsible for their own health care by following through with instructions of their health care provider.
* To participate in the service provider’s assessment of his or her requirements.
* To provide necessary information to staff and administration concerning relevant aspects of personal mental, physical and financial status, as well as custody and access, and to keep them informed of any changes in these.
* To give staff an opportunity to correct a complaint or grievance by speaking to them directly.
* To be responsible for informing staff or volunteers of their special needs, and for problem-solving.
* Parents are responsible for being supportive of behaviour policies regarding their child.

**Rights of Staff**

* To have adequate ongoing training and support.
* To have a comprehensive orientation.
* To receive support, direction, appropriate feedback and evaluation from their supervisor.
* To have access to a fair and equitable conflict resolution system.
* To be recognized and appreciated.
* To refuse work if it is an occupational health and safety concern.
* To be informed of the specific needs of participants and patients.
* To be fairly compensated within the organization’s means.

**Responsibilities of Staff**

* To build strong relationships by providing excellent customer service.
* To participate in problem solving and conflict resolution.
* To undertake professional development and continuously develop their own skills.
* To work collaboratively as a team member with staff, supervisors***,*** volunteers, participants and patients.
* To provide pertinent information to participants and patients so they may make informed decisions about their health and lives.
* To recognize and build on individual and community skills and strengths.
* To develop and implement a variety of high quality programs and services.
* To acknowledge and encourage positive behaviour as a role model to develop and provide safe, inclusive programs and services.

**Rights of Placement Students and Volunteers**

* To have adequate training, support, direction and feedback.
* To have a comprehensive orientation.
* To have roles and responsibilities that are meaningful and satisfying to them.
* To decline a suggested placement and be given other options if available.
* To have their work recognized and appreciated.
* To have resources available to do their work.
* To choose their hours of commitment based on organizational need.

**Responsibilities of Placement Students and Volunteers**

* + To perform their role to the best of their ability.
  + To inform their supervisor of issues regarding safety or inappropriate behaviour of participants and patients.
  + To inform their supervisor in advance when unavailable to fulfill their commitment.

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| **Subject:** | Anti-Discrimination and Human Rights | **Policy Number:** | 5.06 |
| Developed: | May 2010 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 185 | | |
| Approved by: | Board of Directors | | |

## 5.06 ANTI-DISCRIMINATION AND HUMAN RIGHTS

In accordance with the Ontario Human Rights Legislation, Langs will not permit discrimination or harassment in employment, volunteer or placement student opportunities or practices on the basis of race, sex, colour, ancestry, place of origin, ethnic origin, marital status, same-sex partner status, sexual orientation, age, disability, citizenship, family status or religion. This policy governs all aspects of board recruitment and conduct as well as the organization’s operations in the areas of research, employment, volunteer positions and student placements including recruitment, selection, job assignment, compensation, discipline, termination, opportunities for advancement, and access to benefits and training.

The responsibility of creating and maintaining a positive environment is shared by all board members, employees, volunteers and placement students. All board members and staff, volunteers and placement students are expected to recognize and refrain from actions which offend, embarrass or humiliate others. The board chair (during board meetings or functions), the CEO, and the members of the Leadership Team have the responsibility of preventing and/or stopping any actions in the environment that undermine this policy, regardless of whether a complaint has been made. Board members, employees, volunteers and placement students have an equal responsibility to uphold the organization’s values.

Anyone with questions or concerns about any type of discrimination that occurs in any Langs’ facility is encouraged to bring these issues to the attention of the CEO. Board members, employees, volunteers and placement students who have concerns can make reports without fear of reprisal. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action up to and including termination from their volunteer position or employment with the organization.

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| **Subject:** | Diversity, Inclusion and Anti-Oppression | **Policy Number:** | **5.07** |
| Developed: | August 2014 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | 1.02 – Inclusion, Diversity, Equity & Access (IDEA) Journey | | |
| Previous Policy Number: | 190 | | |
| Approved by: | Board of Directors | | |

## 5.07 DIVERSITY, INCLUSION AND ANTI-OPPRESSION

**Principles**

* Langs is committed to an inclusive framework where our actions reflect our fundamental beliefs of trust, mutual respect and dignity for all individuals.
* Langs is committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.
* In recognition of the Canadian Charter of Rights and Freedoms, the Ontario Human Rights Act and the Accessibility for Ontarians with Disability Act, Langs accepts its responsibilities in promoting the spirit of the legislation.
* The board supports an inclusive, accessible environment that values differences that will motivate board members, staff and other volunteers to contribute their best.
* The board is committed to demonstrating Langs’ commitment to diversity and values the benefits that diversity can bring to the board through promoting the inclusion of different perspectives and ideas and improving oversight, decision-making and governance.

**Scope**

This policy applies to all board members, staff, volunteers, community partners and students.

**Responsibility**

* Langs will provide an environment that supports inclusive principles and practices.
  + Langs board will be comprised of talented and dedicated directors with a diverse mix of experience, skills and backgrounds collectively reflecting the strategic needs of Langs and the nature of the environment in it operates. When assessing board composition or identifying suitable candidates for appointment or re-election to the board, Langs will consider candidates using objective criteria having due regard to the benefits of diversity and the needs of the board.
* All board members, staff, students, community partners and volunteers share the responsibility for creating a welcoming environment which honours and respects all individuals and will not tolerate actions that contravene the principles of inclusion.
* The organization works to increase access and participation, especially for those who are marginalized, disadvantaged or oppressed.
* The organization is committed to developing, implementing and evaluating processes for assessment, support and evaluation that accommodate cultural differences and individual patient and participant needs and to eliminating practices that do not support the principles of this policy.
* The organization will work to ensure that its structure, systems and policies reflect the communities it serves and will encourage equal access to all.
* It is important to the organization to attract, develop, promote and retain a diverse workforce and board.
* Board members, staff, students and other volunteers are expected to conduct themselves professionally, in a manner befitting the work environment and with respect for colleagues and co-workers.
* The organization does not tolerate discriminatory or oppressive behaviour.
* The organization will provide in-service training opportunities for all employees to enhance their sensitivity and competency in working effectively with people of diverse backgrounds.

**Definitions**

* Inclusion means an environment where each person has an opportunity to participate fully in creating success and is valued for her/his/their distinctive skills, experiences and perspectives.
* Inclusion and diversity include individuals who differ in gender, race, color, religion, sexual orientation, gender identity/expression, age, ethnicity, national origin, marital status, political persuasion, personal appearance, disability, or other protected characteristics.
* Oppression means an unjust or cruel exercise of authority or power. Oppression can create inequities including racism, sexism, heterosexism, ageism and ableism.
* Ableism is discrimination and social prejudice against people with disabilities or who are perceived to be disabled. Ableism characterizes people as defined by their disabilities and inferior to the non-disabled.

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| **Subject:** | Handling Complaints, Dissention and Speaking With One Voice | **Policy Number:** | **5.08** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Appendix H The Key to Inclusive Leadership | | |
| Previous Policy Number: | 155 | | |
| Approved by: | Board of Directors | | |

## 5.08. HANDLING COMPLAINTS, DISSENTION AND SPEAKING WITH ONE VOICE

**Addressing Complaints**

If a board member receives a complaint, they should first advise the complainant to address the complaint through the appropriate internal grievance process. If a board member accesses services offered by Langs and has a complaint about a staff member’s performance, or any other operational issue, they may undertake the same process or speak to the CEO.

If the above options do not resolve the complaint, the board member will advise the board chair who will decide how, and if, the matter goes to a board agenda for consideration.

**Handling Dissention**

How a board of directors deals with individual disagreement and dissent when addressing complex questions and conversations is a valuable and healthy part of the board governance experience. To dissent is "to hold or express opinions that are at variance with those previously, commonly, or officially expressed." Along with participatory decision making, the Langs board embraces inclusive leadership which supports all board members to contribute their fullest and encourages the positive expression of dissenting or differing viewpoints. The Langs board engages in participatory decision making and encourages the positive expression of dissenting or differing viewpoints. The board recognizes that diverse opinions make creative and inclusive solutions possible and enables members to hear and process them effectively.

Three conditions that enable dissention to be addressed in a constructive fashion include:

* + a shared statement of purpose or how the decision aligns with the organization’s mission and vision;
  + shared expectations for performance which address the role of board members and the importance of speaking with one voice (see below); and
  + a sound process that addresses both the immediate and long-term outcomes desired.

A sound process is one that:

* + recognizes that divergent thinking encourages both familiar opinions and new perspectives and is a necessary part of the process;
  + understands the struggle (and the accompanying misunderstandings and miscommunication) that results from working to integrate new and diverse viewpoints; and
  + has a clear decision-making process so that there is no misunderstanding in the group about when the point of discussion has ended and implementation and action has begun such as a majority vote.

**Speaking With One Voice**

When the board has addressed an issue, particularly one where there were diverse and dissenting opinions, it is critical that board members support the legitimacy and authority of the final decision of the board on any matter regardless of the member’s personal position or vote on the issue.

However, if a board member believes that the board’s process for decision making was unfair, unclear or prevented full board member participation, then they have an obligation to advise the board chair.

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| **Subject:** | Strategic and Annual Planning Process | **Policy Number:** | **5.09** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Appendix N- Strategic Plan | | |
| Previous Policy Number: | 225 | | |
| Approved by: | Board of Directors | | |

## 5.09 STRATEGIC AND ANNUAL PLANNING PROCESS

The board will engage in a strategic planning process approximately every five years that includes selecting and engaging a consultant and may also include undertaking an environmental scan, needs assessment and consultation process with board, staff, persons served, volunteers and community partners. Strategic priorities (directions) will be identified and link to the vision, mission and values. The strategic plan will be reviewed and approved by the board of directors and by the members at the annual general meeting.

The plan will be available at each board meeting, made available to partners and key stakeholders, and communicated broadly to the community through the organization’s website and newsletter and will be posted in the organization.

Various reports and presentations will highlight progress related to the organization’s strategic plan. The CEO will report on the progress of the strategic plan monthly. The board will highlight progress on the strategic plan at the annual general meeting.

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| **Subject:** | Monitoring Organizational Progress | **Policy Number:** | **5.10** |
| Developed: | February 2007 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, September 2022, January 2023 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 166 | | |
| Approved by: | Board of Directors | | |

## 5.10 MONITORING ORGANIZATIONAL PROGRESS

The board monitors the organization, and hence the CEO (see policy 6.01) through:

* + the annual budget
  + financial statements;
  + annual audit reports;
  + annual quality/operating plan and related targets related to achieving strategic directions;
* achievement of annual operating targets
  + number and pattern of complaints;
  + asset protection
  + ongoing safety of staff
  + management of risk through an integrated risk register
  + compliance with legislative, regulatory and funder requirements
  + CEO monthly report to the board;
  + external evaluator or consultant.

**Ongoing Compliance**

Ongoing compliance with legislation and regulations will be monitored throughout the year as follows:

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| Type of Report | Frequency | Examples of Areas Addressed |
| CEO’s Report | Monthly | -CEO-Board Communications  -Confidentiality/Privacy Issues Complaints  -Confirmation of: Mandatory Remittances & Mandatory Returns (quarterly and annual) |
| Financial Health Protection | Quarterly | Includes;  -Budget (annually)  -Financial Statements  -Funder Reports  - Annual Bingo Statement |
| Asset Protection | Annually | -proof of insurance  -up to date inventory  -appropriate maintenance etc |
| Employee Competency, Compensation etc | Annually | Includes:  -up to date licenses  -performance reviews, etc |
| Incident Report Summary | Quarterly | -Health and Safety Concerns including summary of Incidents  -Complaints |
| Occupational Health and Safety Report | Quarterly | Fire Drills  Certified Training, WHMIS Training  Building Inspections |
| Quality/Performance | Annually | -Annual quality/operating plan with targets  -progress on achieving operating plan |
| Integrated Risk Management | Annually | -review of risk register and related mitigation and/of management strategies |

**Examples of Mandatory Remittances include:** Receiver General Remittances (income tax, CPP, EI), WSIB, Employer Health Tax Premiums, Group Insurance and Groups RRSP remittances.

**Examples of Mandatory Returns include:** Form T3010, Registered Charities Information, T4 Summary, Employer Health Tax Annual Return, Worker’s Safety and Insurance Board Annual Reconciliation Report and the Annual Public Sector Salary Disclosure Report.

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| **Subject:** | Monitoring Board Performance | **Policy Number:** | **5.11** |
| Developed: | February 2023 | | |
| Last Revised: | New | | |
| Last Reviewed: | New | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: |  | | |
| Approved by: | Board of Directors | | |

## 5.11 MONITORING BOARD PERFORMANCE

The board of directors will conduct semi-annual evaluations, overseen by the Executive Committee, in an effort to improve processes, ensure intended outcomes are met and plan for board education

The Executive Committee will:

1. Semi-annually initiate an evaluation of the board’s collective performance and that of individual board members each June and December.
2. The results of the evaluation are collated by the Executive Assistant and included in the next board package.
3. The board will discuss the results with the goal of continual improvement in the area of effective governance and meeting conduct along with recommended improvements and education.

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| **Subject:** | Hiring Procedures and Succession Planning for the Chief Executive Officer | **Policy Number:** | **5.12** |
| Developed: | September 2000 | | |
| Last Revised: | November 2022 | | |
| Last Reviewed: | April 2018, November 2022 | | |
| Approved: | February 2023 | | |
| References: | Building Leaderful Organizations, Succession Planning for Nonprofits <https://www.aecf.org/resources/building-leaderful-organizations>  Succession Planning Checklist, Canadian Centre for Accreditation | | |
| Previous Policy Number: | 195 | | |
| Approved by: | Board of Directors | | |

## 5.12 HIRING PROCEDURES AND SUCCESSION PLANNING FOR THE CHIEF EXECUTIVE OFFICER

To ensure continuity and minimize risk to the organization, the Board of Directors are responsible to ensure that a plan is in place for a coverage and succession of the CEO.

The CEO is responsible to ensure succession planning occurs in the organization. The CEO will work with the Leadership Team to ensure that other staff members within the Senior Leadership team are familiar with each other’s job responsibilities. The CEO will ensure that at least one other senior staff is familiar with Board and CEO issues and processes and will assume the Interim CEO role when appropriate. The CEO will maintain a written orientation manual to guide and support successors.

**Definitions:**

**Short term planned leaves:**

* up to 30 days
* The incumbent will be identified by the CEO and is one of the current senior staff and acts primarily as a contact person for the board, with work being distributed amongst the directors according to their position descriptions.
* Normally would not include preparation for a board meeting
* Usually does not require compensation adjustment but the incumbent may be provided compensatory time.

**Medium term planned leave:**

* 30 to 90 days
* Incumbent will be identified by the CEO and approved by the Board and will be identified as the acting CEO to the staff and others by the chair of the board.
* Incumbent will be compensated for their extra duties and responsibilities and may require additional help to cover some of their ongoing responsibilities.

**Long term planned leave:**

* Over 90 days
* Board will select and approve an acting CEO from the current senior staff or from outside the organization.
* The incumbent will be identified as the acting CEO to the staff and others by the chair of the board.
* The incumbent will be compensated for their extra duties and responsibilities and if they are a current staff person, may require additional help to cover some of their ongoing responsibilities.
* The board will negotiate a contract with the incumbent that, at a minimum, includes responsibilities and expectations, general workplan, compensation, evaluation plan and level of board support.

**Emergency Leave and Succession plan:**

In the event of an emergency vacancy in the CEO position, the chair of the board or their designated appointee will contact the CEO to determine if they will be returning and/or to determine the length of the vacancy. The chair, with support of the executive committee will oversee the Emergency succession plan as follows:

* Identify and seek board approval for a senior leadership team member, who has been prepared for CEO processes. In the case that the designated leadership team member is not able to fulfil the role, the board may appoint a director as Interim CEO. The board may also arrange to have an CEO from another CHC act as Interim CEO on a part-time basis through a purchase of service agreement.
* Execute a temporary contract of employment with the Interim CEO
* Develop a communication plan for the Board, staff, volunteers, Alliance, funders and community
* Support the interim CEO to ensure coverage of appropriate duties
* Support the Finance manager in changing signing authorities to bind the organization
* Request IT suspend access to the email account and to prepare an “out of office” message for email, directing correspondence to the appropriate interim CEO
* Implement a hiring strategy as identified in the strategic succession plan

The Emergency Succession Plan ends when the new CEO is hired and is acting.

**Strategic Succession Plan**

The CEO is to support the professional development of one or more senior staff to build up skills and knowledge required of one in a CEO role. The CEO is also to ensure that one or more senior staff are familiar enough with board and management issues to allow them to temporarily fill in for the CEO.

The CEO will, at least annually, inform the board of these efforts and identify the individuals in who they have invested time and resources to prepare them to step in to provide coverage in a short, medium, long, or transitional capacity. The board has the right to act on the CEO’s recommendations or to do otherwise. The executive committee will be charged with bringing a recommendation to the board for consideration and approval.

**Recruitment:**

The board of directors shall form a hiring committee, consisting of no less than three people, who will have the responsibility of hiring the CEO of the organization. A CEO from another local Community Health Centre may also be invited to be on the interview team. The board may use an outside firm to recruit and screen appropriate candidates for the role. The board will provide a timeframe for the recruitment committee’s work that corresponds with the time frame in the Interim CEO’s contract.

The hiring committee will:

* receive approval from the board for a workplan that includes any recommendations for external, professional support, budget and other required resources.
* Compile the skills and characteristics that are needed in the CEO. These will be developed after a thorough review of organizational values, priorities, and current and future organizational needs. Once approved by the board, they will be used to develop any public posting or other recruitment materials.
* Will present a recommendation to the board for approval of selected candidate
* will present the terms of the contract, public announcements related to the hire and the transition plan with the interim CEO, should that be required.

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| --- | --- | --- | --- |
| **Subject:** | Chief Executive Officer’s Performance Appraisal | **Policy Number:** | **5.13** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, November 2022, January 2023 | | |
| Approved: | February 2023 | | |
| References: | Bylaw 1, 8k | | |
| Previous Policy Number: | 175 | | |
| Approved by: | Board of Directors | | |

## 5.13 CEO’S PERFORMANCE APPRAISAL

As specified in the organization’s by-laws, the powers and duties of the Board of Directors (Board) include appointing the CEO to whom is delegated the task of managing the organization. The Board as a whole is responsible to ensure the effective performance of the CEO. Thus, they are responsible for all aspects of the CEO’s employment including work plan development, professional development, day to day support and performance evaluation.

The performance review process provides feedback to the CEO, builds productive relationships between the CEO, the board and the staff of the organization, and provides an opportunity to review priorities and set future goals.

The CEO’s performance appraisal is an opportunity to assess competencies and goals that are evaluated in accordance with the strategic directions and objectives in the organization’s strategic plan. The process also provides necessary information to allow the board to make decisions such as the CEO’s eligibility for compensation, progression and professional development needs.

**Responsibility**

The Executive Committee is responsible to the Board as a whole for organizing the CEO’s performance evaluation and providing the Board with the evaluation results and professional development, compensation adjustment and workplan recommendations.

It is the responsibility of the chair, or in their absence the vice-chair, to initiate and complete the performance review process. An external Human Resources Consultant is available to the board chair to assist with the process.

**Frequency/Timing**

The CEO’s performance appraisal shall be conducted every 1 to 2 years, subject to the length of service by the employee in that role.

**Input**

The following individuals will be invited to provide input into the performance review process through various methods, such as a confidential on-line survey:

* + - Board members
    - External peers/community partners
    - Leadership Team
    - Representatives of staff

Raters who are asked to participate in the process are to provide timely, honest, fair, and professional feedback when evaluating the performance of the CEO.

**Completing the Performance Review**

The CEO and the board chair will meet to discuss the performance review. This would include:

* + - Verbal self-evaluation from the CEO.
    - Review of performance goals.
    - Summary of feedback the chair has received through the survey.
    - Feedback provided by the chairperson directly.
    - Review of work plan priorities for the coming year.
    - Setting future goals.
    - Review of the job description.
* The chair and the CEO will discuss the results of the review.
* Based on the discussion, the chair will finalize the performance review and prepare an appraisal report.
* The CEO is to participate fully in the review process including, self-assessment, submitting other relevant information, continuous feedback and identification of raters.
* The chair will sign the appraisal report, and the CEO will sign the form to indicate they have read and discussed the review.
* A copy will go into the CEO’s personnel file. The CEO shall prepare performance goals for the board’s review that will provide an emphasis for the next performance evaluation.

**Ongoing Evaluation and Feedback**

* Consistent with the philosophy of the organization, ongoing feedback of performance is encouraged on a regular basis.
* When performance issues arise, the person identifying the issue is always encouraged to table the issue directly with the CEO in a timely fashion. If resolution to the issue is difficult, the issue should be brought forward to the chair of the board.
* Ongoing evaluation of the CEO’s performance will be monitored through:
  + annual performance goals;
  + monthly board reports;
  + required compliance reports;
  + strategic plan progress reports;
  + management of the annual budget; and
  + meetings with the chairperson.

**Confidentiality**

All records and information related to the CEO’s performance are confidential documents and accessible only by the CEO, Human Resources and the board of directors. Unless the parties agree otherwise, all performance evaluation related discussions, including the performance evaluation interviews, are confidential.

**Performance Issues:**

* Where there are performance issues identified and/or confirmed through the review, the Chairperson, at least one other person from the Executive committee and the CEO will discuss a process by which the issues will be addressed. This could include, for example, the supports the organization will provide to assist the CEO, time frames for issues to be addressed, any monitoring that may be required and indicators of success.
* The decisions about how issues will be addressed will be included as part of the appraisal report.

**Appeals Process:**

* If the CEO does not agree with a performance review process, or with the appraisal report, they may ask for a review of the outcome of the review process. In order to activate this, the CEO will write a memo to the Chair of the Board within one week of receiving the report, identifying the point(s) with which the CEO takes exception and asking for a meeting to discuss these.
* The Executive Committee will meet with the CEO within one week of the receipt of the letter to seek a resolution with the CEO. The outcome of the discussions will be brought to the following board meeting for review. If there is an agreement, a revised performance report will be provided to the CEO. If there is not, the original report will stand.
* The final appraisal report will be co-signed by the Board Chair, one other Executive Committee member, and the CEO. If the CEO continues to disagree with the report, they will note this alongside their signature.
* The review report will be stored in the Board’s confidential lock box along with the CEO’s other performance related material.

# 6. BOARD’S DELEGATION TO THE CHIEF EXECUTIVE OFFICER

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| --- | --- | --- | --- |
| **Subject:** | Board-CEO Relationship | **Policy Number:** | **6.01** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, November 2022, February 2023 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 160 | | |
| Approved by: | Board of Directors | | |

## 6.01 BOARD-CEO RELATIONSHIP

**CEO’s Role**

As the board’s official link to the operating organization, the CEO is responsible for the operations and performance of the organization. The CEO is accountable to the board for all organizational performance and exercises all authority transmitted to the organization by the board.

The CEO is responsible for implementing the policies and directions of the board. The CEO manages the staff, operations, facilities and services for Langs. The CEO may delegate aspects of the responsibilities assigned to them to staff and/or volunteers. Staff are accountable to the CEO. The CEO ensures a team approach to the work that is done.

**Delegation to Chief Executive Officer**

The board’s role and responsibilities are generally confined to establishing board policies and conducting the CEO’s performance review. Implementation is the CEO’s responsibility. The CEO is assisted by staff in accomplishing organizational goals. The board and CEO carry out their responsibilities within a mutual accountability. To this end, the CEO will:

* make all decisions, take all actions and develop all activities, as long as they are consistent with a reasonable interpretation of the board’s policies.
* inform the Board of matters that hinder the continuing effective operation of the Corporation.
* prepare an integrated, organization wide annual operating/quality improvement plan, consistent with the vision, mission and values of the organization and funder requirements, that advances the strategic directions, for review and approval by the Board.
* have an integrated, organization wide risk management framework to identify, analyze, prioritize and address risks of all types across the organization.
* ensure the organization promotes a safe environment for staff, volunteers, persons served and others by continually assessing and responding to risk and safety issues through, at a minimum, an active Occupational Health and Safety committee that operates in compliance with relevant provincial legislation and regulations.
* Advise the board of relevant trends, anticipated negative media coverage, significant external and internal changes and public events as related to Langs.
* Submit statistical data in a timely, accurate and understandable fashion, directly addressing the board policies being monitored.
* Provide as many points of view from staff, community members and partners on issues and options as needed for fully informed board choices.
* Report non-compliance with any policy of the board.
* advise the Board of relevant issues, trends, material external and internal changes and particularly changes in the assumptions upon which any Board policy has previously been established when any of these reasonably ought to have been known by the CEO.
* Identify policy gaps and/or changes with significant impact on staff morale
* submit the required monitoring data in a timely, accurate and understandable fashion.
* consult as many staff and external points of view, about issues and options as are reasonably needed for informed board choices.
* Present information in a format that facilitates understanding.
* provide a mechanism for official Board, officer or committee communications.
* deal with the Board as a whole except as identified in by-laws and Executive Committee Terms of Reference or a motion passed by the Board.
* inform the Board of any organization or individual intending to take legal action against the Corporation or any of its employees.

**CEO Limitations**

Final implementation of actions by the CEO may not proceed in the following areas without board consultation and/or approval:

* + significant organizational restructuring;
  + approval for grant proposals that exceed $250,000;
  + significant legal matters;
  + matters significantly affecting public perception of Langs’ reputation;
  + contradictions to board policies; or
  + notification of a change in hours of operation.

**CEO Reporting Requirements**

The CEO shall keep the board informed of:

* new government policies and direction;
* legal and controversial issues;
* progress on policies and strategic priorities;
* non-compliance of board policies;
* identification of policy gaps and revisions;
* changes that have a big impact on staff morale; and
* critical incidents/major issues with a significant impact on Langs.

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| **Subject:** | Chief Executive Officer’s Responsibilities to Others | **Policy Number:** | **6.02** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 165 | | |
| Approved by: | Board of Directors | | |

## 6.02 CEO’S RESPONSIBILITY TO OTHERS

**Responsibilities to Participants and Residents**

The CEO will ensure that all participants and residents are treated in ways that follow and promote Langs’ mission and values.

**Responsibilities for Staff and Volunteers**

Staff and volunteers will be treated with fairness, dignity and respect at all times.

The CEO holds ultimate authority, on behalf of the board, for ensuring compliance with all acts and regulations related to employees and volunteers, including but not limited to matters of:

* + employment standards;
  + environmental protection;
  + health and safety;
  + human rights;
  + equal opportunity; and
  + protection of privacy.

The CEO shall not deter any staff or volunteers from reporting or appealing to the board where there exists the allegation of a significant violation of policy through the grievance process. The CEO shall ensure that staff and volunteers are aware of and have access to the board policies and procedures.

The CEO will not conduct themself in a manner which is unreasonable and imprudent to employees, consultants, contract workers or volunteers with respect to employment, compensation or benefits.

Accordingly they shall:

* + support staff and volunteers in doing challenging work;
  + Hire staff with an adequate and open search and selection process that addresses the diversity of the community and ensures they have the required qualifications.
  + ensure that the most qualified employees are hired, appropriately oriented to their responsibilities and that their knowledge and skills are sustained through regular performance feedback and appropriate continuing education.

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| **Subject:** | Chief Executive Officer’s Responsibilities: Financial Planning and Budgeting | **Policy Number:** | 6.03 |
| Developed: | September 2000 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | April 2018, December 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 215 | | |
| Approved by: | Board of Directors | | |

**6.03. CEO’S RESPONSIBILITIES: FINANCIAL PLANNING AND BUDGETING**

With respect to financial planning and budgeting, the CEO shall not jeopardize the financial health of the organization. Accordingly, the CEO shall not cause or allow budgeting that:

* + contains too little information to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow, subsequent audit trails, and disclosure of planning assumptions;
  + in any fiscal year, plans the expenditure of operating funds that exceeds conservatively projected revenue to be received in that period;
  + deviates significantly from stated priorities in the budget process when competing budgetary needs exist; and
  + does not consider long-term planning.

**Financial Health of the Organization**

With respect to the actual, ongoing condition of the organization’s financial health, the CEO may not cause or allow the development of financial jeopardy. Accordingly, the CEO may not:

* + expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met;
  + indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days;
  + use any surplus without approval;
  + allow cash to drop below the amount needed to settle payroll and debts in a timely manner;
  + allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
  + allow actual allocations to deviate significantly from strategic priorities; or
  + receive, process or spend money without following controls, checks and balances that meet board-appointed auditor’s standards

**Asset Management**

The CEO shall not allow physical assets to be inadequately insured and maintained or unnecessarily risked.

The CEO shall not fail to provide a prudent level of liability insurance for Langs and its board of directors. The CEO shall not fail to ensure that procedures are in place so that:

* there are appropriate financial controls and procedures;
* purchases are not performed in a way that leads to personal benefit of Langs’ employees or board members or to the detriment of Langs;
* supplies of goods and services are treated in an unfair, arbitrary or abusive manner;
* the principle of competitive quotation should guide purchase decisions and all appropriate factors including prices must be considered for each purchasing decision; and
* funds not required for immediate use will be invested prudently.

**Compensation and Benefits**

The CEO will not conduct themself in a manner which is unreasonable and imprudent to employees, consultants, contract workers and volunteers with respect to employment, compensation and benefits.

Accordingly, the CEO may not:

* establish compensation and benefits that do not reflect Langs’ financial and operating environment and are not within an average and competitive scale;
* create more obligations that known revenues can safely sustain; or
* change the CEO’s salary and benefits without board approval.

# 7.0 BOARD MEETING AND ORGANIZATIONAL PROCEDURES

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| **Subject:** | Meetings, Minutes, Motions | **Policy Number:** | **7.01** |
| Developed: | September 2000 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | November 2022 | | |
| Approved: | February 2023 | | |
| References: | Bylaw 1, 7B | | |
| Previous Policy Number: | 140 | | |
| Approved by: | Board of Directors | | |

## 7.01 MEETINGS, MINUTES, MOTIONS

**Notice of Meeting**

The date, time and location of all formal meetings (board, committee and staff) shall be announced in advance.

**Board Meetings**

The board of directors shall meet monthly from September to June on the fourth Tuesday of the month at 5:30 pm unless determined otherwise. Board meetings are open to members, staff, the media and the general public. Confidential items will be dealt with in-camera. Staff will only be compensated for their attendance at board meetings when they are required to attend.

**Virtual Meetings**

The board permits meetings to be held in person or virtually under the authority granted to the board in by-law 10 (b). All discussion and file-sharing platforms must meet reasonable security requirements. The protocols and procedures of virtual meetings are to be decided on and communicated to board members at the beginning of each meeting by the board chair.

Langs will supply board members with any required technical equipment and/or assistance to ensure they are able to join and participate in virtual board meetings.

**Quorum**

As per by-law 10(d), a majority of directors shall form a quorum at board meetings.

**Executive Meetings**

The Executive Committee of the board shall meet no less than quarterly. The Executive Committee may act for the board as authorized between meetings or during any period the board is not in session.

**Board Reports**

The board of directors requires members to submit written committee reports for board approval. It is the preference of the board that reports be submitted in time to be typed and included in board packages (deadlines are specified). Should a board member not be able to complete a report on time, copies of the report may be distributed for approval at the board meeting. On occasion it is appropriate that verbal reports be given by board members, particularly in the event that the report/information is brief.

**Board Packages**

Members are responsible for reading the package, noting any questions and completing any assigned tasks prior to the meeting. Board packages contain the following information:

* + board meeting agenda;
  + financial statement;
  + compliance report;
  + committee reports;
  + staff reports; and
  + other appropriate correspondence.

Board packages are prepared and sent electronically the Thursday prior to the board meeting. Members may request a hard copy of the package, print it themselves (and be reimbursed for the expense) or bring a laptop to the board meeting to review the material online. The board package will also be posted on the board portal on the organization’s website.

**Board Meeting Minutes**

Decisions made at each meeting shall be recorded as minutes of the meeting. Minutes of the meeting will be circulated to all members in advance of the following meeting unless requested otherwise. Board members are responsible for reviewing minutes, noting any errors or omissions and following up on any assigned tasks indicated as an action item in the minutes. Actions noted in the minutes will be indicated as items on the agenda under Business Arising at the next board meeting.

**Placing an Item on the Board Meeting Agenda**

If members wish to place an item on the agenda they are welcome to contact the chairperson of the board by the second Thursday of each month prior to the board meeting.

**Motions, Voting Procedures at Board Meetings**

An individual board member has one vote. Motions are made to approve reports and financial statements, to adopt policy and to set direction. The chairperson will indicate when a motion is required or when discussion or material is for information only.

When a motion is made it must be seconded. Following this, the motion on the floor will be discussed prior to the chair requesting a formal vote. Each motion shall be decided by a majority of the votes of the members present. Board members may vote in favour, oppose the motion or abstain from voting if the member does not feel informed to make a decision. Motions may be amended or defeated in the event it is not supported by a majority of the members.

**Annual General Meeting**

An annual general meeting will be held at Langs no later than fifteen months after the holding of the preceding annual meeting. The information provided to the Members at each annual general meeting must include at a minimum:

* detailed financial statements for fiscal year ending not more than six months before such meeting;
* the report of the auditor;
* any further information regarding the financial position of the organization
* any updated bylaws or letters patent

The business transacted at the annual general meeting shall include:

* receipt of the agenda
* receipt of the minutes of the previous annual and subsequent special meetings;
* consideration of the financial statements;
* report of the auditor
* reappointment or new appointment of the auditor to conduct a review engagement for the upcoming year
* election of directors;
* report from the chair/CEO; and
* such other or special business as may be set out in the notice of meeting.

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| --- | --- | --- | --- |
| **Subject:** | In-Camera Session | **Policy Number:** | **7.02** |
| Developed: | September 2000 | | |
| Last Reviewed: | April 2018, January 2023 | | |
| Last Revised: | January 2023 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 150 | | |
| Approved by: | Board of Directors | | |

## 7.02 IN-CAMERA SESSION

The purpose of an in-camera or closed session is to address a sensitive issue. A motion from the floor must be tabled and approved by a majority of those present at the board meeting to adjourn to an in- camera session and return to the public session. Guests are excluded from the session and select staff including the CEO will be asked to leave the meeting when appropriate. Any motions made during an in-camera meeting shall be noted in the public minutes.

The following situations may or may not necessitate adjournment to an in-camera session:

* “Protection of Assets” – defined as all assets of the corporation which includes the custody of physical and intellectual property, their acquisition and disposition; and
* “Personnel Matters” – defined as being related to an identifiable person(s) employed by or contracted with the corporation and matters related to collective agreement negotiation; and
* “Matters of Law” – which without limiting the generalities of the following includes the receipt of confidential legal advice, discussions regarding pending or current litigation which involved or may involve the centre, directors, members, volunteers, clients, and employees, which without limiting the generality of the foregoing; and
* “Chief Executive Officer (CEO) Issues” –which without limiting the generalities of the following includes CEO appointment, reviewing performance, compensation, and employment issues; and
* “No Particular Topic” --allowing directors to freely express themselves on any board or Governance issue that concerns them. However, the chair should ensure that discussions do not turn toward matters for which the CEO or management should be present, given the CEO will not be present for such matters and the content of the agenda item would remain confidential.

In-camera minutes will be documented including any motions that were approved. The in-camera minutes will be distributed to the board electronically with password protection, and once approved will be deleted from all electronic mailboxes. If meeting is held in person, the in-camera minutes will be distributed on green paper to board members in attendance for review, then signed by each board member and collected by the Executive Assistant to be shredded. A copy of the in-camera minutes is saved electronically with password protection by the Executive Assistant for at least seven years.

# FINANCIAL AND RISK MANAGEMENT

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| --- | --- | --- | --- |
| **Subject:** | Risk Management | **Policy Number:** | **8.01** |
| Developed: | April 2004 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: | Appendix M- Risk Management for Board Members  Adapted from Director’s Liability: A Discussion Paper on Legal Liability, Risk Management and the Role of Directors in Non-Profit Organizations, Volunteer Canada, 2002 | | |
| Previous Policy Number: | 180 | | |
| Approved by: | Board of Directors | | |

## RISK MANAGEMENT

Langs’ volunteers, employees and directors of programs must always be mindful of risks. This means examining situations cautiously and thinking ahead to the potential consequences of decisions and actions.

The board will manage risk by:

* looking at a situation and asking what can go wrong and what harm could result;
* identifying practical measures that can be taken to keep such harm from occurring; and if harm does occur, identifying practical measures that can be taken to lessen the impacts of harm and pay for any resulting damage or loss;
* meeting fiduciary responsibilities and compliance requirements; and
* ensuring the organization meets its legislative requirements such as privacy and protection of personal health information.

The Langs board will take the following actions to manage risks:

* Assume the risk (decide that the risk is minor and do nothing);
* Reduce the risk (find ways to change people’s behaviour or the environment in which people work so that the degree of risk is reduced);
* Eliminate the risk (choose not to do something); and/or
* Transfer the risk (accept the risk but transfer the liability associated with it to someone else through a written contract).

The measures that are taken to manage risks are usually those that would be taken by any other prudent and reasonable person having the same skills, knowledge and experience as ourselves. These measures will include:

* training and educating staff and volunteers;
* enforcing reasonable rules;
* inspecting and maintaining facilities and equipment;
* prepare for emergencies by ensuring a Business Continuity Plan is in place;
* screening and supervising staff and volunteers;
* properly documenting meetings and decisions; and
* meeting all reporting requirements.

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| **Subject:** | Accountability for the Annual Audit | **Policy Number:** | **8.02** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: |  | | |
| Previous Policy Number: | 200 | | |
| Approved by: | Board of Directors | | |

## 8.02 ACCOUNTABILITY FOR THE ANNUAL AUDIT

**Annual Audit Process**

* + The board of directors ensures the audit takes place every year.
  + The Finance Committee manages that audit process on behalf of the board, reviewing and recommending the draft audited financial statements and presenting the management letter.
  + The board of directors reviews and approves the draft audited financial statements.
  + The auditor shall provide a letter prior to the audit outlining the terms of the audit engagement.
  + Langs will provide full representation of the financial activities to the auditor as outlined in the annual letter of representation.
  + The board treasurer and auditors present the audited financial statements for approval every year at the annual general meeting.
  + The board of directors approves the auditor fee as authorized on behalf of the membership.

**Management Letter**

* + A management letter is usually prepared by the auditor every year following the audit.
  + Minor issues that do not warrant comment to the board of directors will be conveyed to the Executive Committee.
  + A management letter should be issued every year.

**Appointment of Auditors**

In compliance with the Ontario Not for Profit Corporations Act, the board of directors ensures that:

* + At each annual general meeting, the members appoint an auditor to hold office until the next annual general meeting.
  + At each annual general meeting, the members determine the fees to be paid to the auditors or authorize the board to do so.
  + The auditors appointed are informed.
  + The audited financial statement is presented to the membership at the annual general meeting within six months of the end of the fiscal year.
  + The annual auditor’s report of the auditor is presented at the annual general meeting and is open to inspection by any member.

**Selection of Auditors**

* Approximately every five years the organization will initiate an RFP (request for proposal) to determine whether or not to change auditors.
* Firms who respond will be short listed for interviews for Finance and Sustainability Committee consideration.
* Once the review process is complete, the committee will make a recommendation to the board regarding the appointment of an auditor.
* The Finance Committee recommends the appointment of the audit firm every year.

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| **Subject:** | Finan***c***ial Statements and Reports | **Policy Number:** | **8.03** |
| Developed: | May 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: | Financial Manual | | |
| Previous Policy Number: | 205 | | |
| Approved by: | Board of Directors | | |

## 8.03 FINANCIAL STATEMENTS AND REPORTS

Financial statements are prepared using generally accepted accounting practices and in compliance with the reporting requirements of funders. Each statement includes a description of revenue, expenses and the variance with explanatory notes where required.

**Internal Reports**

**Monthly Financial Statements**

* Monthly financial statements are prepared by the Finance Manager by the second Friday of each the month.
  + The CEO and Director of Finance provide the statements to the Finance Committee who review the statements. Questions and clarifications are directed to the CEO or their designate, the Director of Finance. Any remedial action is to be undertaken by the Director of Finance as requested by the CEO.
  + The treasurer presents the financial statements to the board of directors for approval.

**Reporting Variances on the Monthly Financial Statement**

* + Significant variances of 5% as determined by the board are reported in the notes on the financial statements by the Finance Manager.
  + Any variances are reviewed by the CEO prior to signing the monthly Statement of Fiduciary Compliance.
  + The treasurer highlights variances in the presentation of the financial statements to the board of directors.
  + The board is encouraged to ask questions regarding the reason for the variances.
  + The board is also informed when variances of a more significant nature may occur at particular times of the year such as year-end surplus spending.

**External Reports**

Financial reports will be issued as required according to specific funding agreements and will be sent to various external agencies/funders as outlined below:

|  |  |  |
| --- | --- | --- |
| **External Funder** | **Program** | **Time Period** |
| Ontario Health West | Community Health Centre Diabetes Education Program, Self-Management, Central Intake and Mentoring, Medical Specialists, In Home Teams | Quarterly and annually |
| Ministry of Health | Midwifery Program | Quarterly and annually |
| Ministry of Children and Youth Services | 7th Inning | Quarterly and annually |
| United Way of Cambridge and North Dumfries | Youth Services/7th Inning | Annually |
| City of Cambridge | Youth and Teen Services | Annually |
| City of Cambridge – Bingo | Various services | Monthly and annually |
| Other (e.g., Cambridge and North Dumfries Community Foundation) | Various special projects | As required |

* Once approved by the CEO, the report is signed by the board treasurer or chairperson and the CEO.
* The report is noted in the appropriate monthly compliance report prepared for the board of directors.

**Annual Reporting Requirements**

Annual reports are prepared by the Director of Finance and once approved are sent to the following external agencies:

|  |  |  |
| --- | --- | --- |
| **Report** | **Distributed to** | **Time Period** |
| Audited Financial Statement | Revenue Canada | September 30 |
| Audited Financial Statements and Annual Reconciliation Report | Ontario Health West | June 30 |
| Audited Financial Statements and TPAR | Ministry of Children Community and Social Services | July 31 |
| Audited Financial Statements | United Way of Cambridge and North Dumfries | annual budget submission |
| Registered Charity Information Return | Revenue Canada | September 30 of the following year |
| T4 Summary | Revenue Canada | February 28 of the following year |
| Employer Health Tax | Treasurer of Ontario | March 15 of the following year |
| Workers Safety and Insurance Board | Year End Reconciliation Statement | March 31 of the following year |

* Once approved by the CEO, the report is approved by the board of directors and is noted in the appropriate monthly compliance report prepared for the board of directors. Upon approval it is signed by the CEO and a signing authority.

**Reporting Variances on External Reports**

* The percentage required to report variances on external reports varies by funding source.
* These variances require a note to be added to the financial report by the Director of Finance.
* Any variances are reviewed by the signing authorities prior to signing the report.

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| **Subject:** | Signing Authorities and Controls | **Policy Number:** | **8.04** |
| Developed: | September 2000 | | |
| Last Revised: | January 2023 | | |
| Last Reviewed: | April 2018, September 2022 | | |
| Approved: | February 2023 | | |
| References: | Finance Manual, Policy #30, #40 and #55 | | |
| Previous Policy Number: | 210 | | |
| Approved by: | Board of Directors | | |

## 8.04 SIGNING AUTHORITIES AND CONTROLS

**Signing Authorities**

The board of directors annually appoints officers of the corporation as signing authorities to sign cheques, contracts and other legal documents on behalf of the organization.

It is customary for the signing officers to be the Executive Officers of the corporation. The legal signing authorities shall also include the CEO, the Finance Manager and other designated staff as needed. For greater accessibility, an additional director may be appointed by the board from time to time as a signing authority. A motion must be passed by the board appointing all signing authorities.

**CONTROL PROCEDURES**

**Cheques**

All cheques must be signed by two of the appointed signing authorities in accordance with the following controls:

* + All cheques under $10,000 require the signature of any two persons with signing authority.
  + All cheques over $10,000 require the signature of a board member and the CEO.
  + When required, the staff with signing authority may sign payroll cheques for employees that are not able to be processed through direct deposit.
  + Cheques presented for signing shall have the necessary documentation attached including a paid stamp on the invoice and an indication of the cheque number and date.
  + Individuals with signing authority have the responsibility to verify that the cheques are correct as documented.
  + In the event of an emergency when a board member is not available to sign cheques, the staff with signing authority may sign cheques with the approval of the board chair or treasurer.
  + Staff with signing authority shall not sign cheques made payable to themselves.

**Authorization**

* + The Director of Finance and/or designate is authorized to make deposits.
  + Designated staff may be in charge of petty cash.
  + The managers will review expense claims submitted by staff. The Board chair will review expense claims submitted by board members.
* Expense claims submitted by the CEO will be authorized by one of the signing officers of the board.

**Spending Limitations**

The CEO has no limit on spending when spending is done within the board-approved budget, or in cases of emergency after consultation with the chairperson and/or the treasurer.

The CEO is authorized to purchase a single item up to $10,000. Managers are authorized to purchase single items up to $5,000 and the Director of Finance is authorized to purchase single items up to $2,500. Designated staff will have spending authorization for specific budget lines from their manager to make purchases of a single item costing $500 and less.

|  |  |
| --- | --- |
| **Staff** | **Spending Limit** |
| Chief Executive Officer | $10,000 |
| Director of Finance | $2,500 |
| Leadership Team Members | $5,000 |
| Coordinators | $2,500 |
| Program Staff | $500 |

All staff must adhere to the requirements outlined in the procurement policy. At the end of the fiscal year, the CEO is authorized to spend any surplus funds that may be recovered in accordance with funder requirements. Other surplus funds will be retained in organizational reserves for board-approved purposes.

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| **Subject:** | General Fundraising Policy and Practice | **Policy Number:** | **8.05** |
| Developed: | May 2000 | | |
| Last Reviewed: | April 2018, November 2022 | | |
| Last Revised: | January 2023 | | |
| Approved: | February 2023 | | |
| References: | Fundraising Manual; Finance Manual #125 | | |
| Previous Policy Number: | 120 | | |
| Approved by: | Board of Directors | | |

## 8.05 GENERAL FUNDRAISING POLICY AND PRACTICE

Langs engages in fundraising and solicitation activities to support our programs, services and facilities and has established this fundraising policy and practices in order to ensure compliance. The organization’s fundraising and solicitation activities must be in compliance with federal, provincial and local laws. The organization complies with the Canada Revenue Agency Fundraising by Registered Charities Guidance Document CG-013: <https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/policies-guidance/fundraising-registered-charities-guidance.html>

Langs also adheres to the Codes of Ethical Principles and Standards of the Association of Fundraising Professionals (<https://www.afpnet.org/files/contentdocuments/codeofethics.pdf>) and historically to the former Ethical Fundraising and Financial Accountability Code of Imagine Canada.

**Guiding Principles**  
  
Langs’ commitment to ethical fundraising practices requires that all fundraising activities conducted by or on behalf of the organization must:

* be truthful,
* accurately describe the organization’s activities,
* disclose the organization’s name,
* disclose the purpose for which funds are requested,
* disclose the organization’s policy with respect to issuing Official Income Tax receipts including policy on minimum amounts for which a receipt will be issued; and,
* disclose, upon request, whether the individual or entity seeking donations is a volunteer, employee or contracted third party.

**Practices**  
  
**A. Role of the Board of Directors and Oversight**   
  
The Langs board is encouraged to participate in fundraising. This may include networking, friend-raising, contributing a gift, promoting events, seeking donations, selling tickets and attending events. Langs’ Board of Directors may also strike a standing capital campaign or ad hoc fundraising committee.

All fundraising activities for Langs are delegated by the Board to the CEO. The majority of fundraising activities are carried out by the staff and volunteers of Langs (e.g., Celebrating Women). From time to time, when the CEO deems appropriate, outside professional assistance may be contracted.

The Finance Committee shall review all fundraising policies.

**B. Use of Fundraising Professionals**  
  
Third parties not directly affiliated with the organization must have written permission from the CEO prior to any solicitation on behalf of Langs and their representation of the organization must be evidenced by a written agreement approved by Langs.   
  
Langs complies with all relevant legislation, including CRA guidelines and code of conduct around fundraising costs and procurement of fundraising services. As such, Langs will not directly or indirectly pay finder’s fees, commissions or percentage compensation based on the amount or number of donations received by the fundraisers hired on behalf of the organization.  
  
Donors are entitled to know whether an individual soliciting funds on behalf of Langs is a volunteer, an employee or a hired third-party fundraising agency.   
  
**C. Truth and Accuracy**  
  
All fundraising solicitations by or on behalf of Langs will be truthful and will disclose our name as well as the purpose for which funds are requested. Printed solicitations will also include our address or other contact information.  
  
All fundraising activities conducted on behalf of Langs will accurately describe our activities. The CEO shall review fundraising or solicitation materials prior to publication for:

* material omissions or exaggerations of fact, use of misleading photographs, or any other communication which would tend to create a false or misleading impression; as well as
* any statement or content that would tend to create unrealistic donor expectations regarding what the donor’s gift will actually accomplish, or that could otherwise mislead a donor.

Langs will ensure that donor gifts are used for the purpose for which they were given.  
  
**D. Donor Acknowledgement, Recognition and Official Income Tax Receipts**   
  
A donation is defined as a voluntary transfer of cash or in-kind goods from individuals, corporations, foundations and other sources to Langs for either undesignated or designated use.

Langs may publicly recognize gifts made by donors or sponsors. The recognition vehicle(s) will be determined by Langs to be consistent with the type and value of the gift. The manner in which the donor/sponsor is recognized is agreed to, ahead of time, by the donor/sponsor.

All donors are entitled to receive appropriate acknowledgement and recognition. Gifts starting at $25 can receive public recognition with the consent of the donor.

Donor requests to remain anonymous will be respected. Langs will contact those donors who meet our recognition criteria and have not yet made their recognition preference known to obtain their permission to be recognized.

All donors shall receive a thank you letter within 30 days, and a charitable receipt in a format consistent with the requirements outlined in the Charities Act.

Langs will plan and implement donor appreciation events within a year following the completion of a major fundraising campaign.

**E. Donor Solicitations – Supervision and Training**   
  
Langs will provide appropriate training and supervision of the people soliciting funds on its behalf, whether employees or third-party representatives, including training to attempt to avoid use of techniques that are coercive, intimidating or intended to harass potential donors. All donors and prospective donors will be treated in a professional and respectful manner and all questions or complaints about any matter will be responded to in a truthful, forthright and timely manner as per the organization’s complaints policy.

Langs shall attempt to avoid accepting a gift from or entering into a contract with a prospective donor which would knowingly place a hardship on the donor or place the donor’s future wellbeing in jeopardy.   
  
Donors are encouraged to seek independent advice if Langs has any reason to believe that a proposed gift might significantly affect the donor’s financial position or taxable income. Please see the Donor Bill of Rights.  
  
**F. Donor Privacy Policy**   
  
The privacy of donors will be respected. Any donor records that are maintained by the organization will be kept confidential in accordance with our donor privacy policy.  
  
Langs does not sell its donor lists. It will honour the donor’s or prospective donor’s request to be:

* excluded from mailings, telephone or email lists;
* limited in the frequency of mailing or other forms of contact, or removed from any contact list; and
* excluded from exchanging their name and address with other reputable charities.

Donors can call, email or write to the Fundraising and Communications Coordinator or our general email found on our website.  
  
**G. Financial Accountability and Reporting**

In addition to any other requirements of this policy, all fundraising activities for Langs shall be conducted in accordance with applicable federal, provincial and municipal laws.

The organization’s financial affairs will be conducted in a responsible manner, consistent with the ethical obligations of stewardship. All donations will be used to support Langs’ objects, as registered with the Canada Revenue Agency. All restricted or designated donations will be used for the purposes for which they are given.

No more will be spent on administration and fundraising than is required to ensure effective management of the organization. Ten percent of funds raised from events will be contributed to the Langs’ operating budget. Langs will meet or exceed all Canada Revenue Agency requirements for expenditures on charitable and other activities.

Langs will produce financial statements for fundraising activities for the board for each event, which are available upon request. The organization will make externally-audited financial statements public each year in a timely fashion following the organization’s annual general meeting.

**H. Requests for Information**   
  
Donors and prospective donors are entitled to the following upon request or by visiting the Langs’ website:

* Our most recent annual report (includes vision, mission, strategic direction and budgets).
* Our audited financial statements.
* Our charitable registration number.
* Our donor privacy policy.
* Donor gift policies and other related donor policies.
* Donor Bill of Rights.
* Information regarding fundraising solicitation practices.
* Donors are also entitled to request a copy of the information we have on record about their giving.

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| **Subject:** | **Facilities and Security** | **Policy Number:** | **8.06** |
| Developed: | September 2000 | | |
| Last Revised: | April 2018 | | |
| Last Reviewed: | August 2022 | | |
| Approved: | February 2023 | | |
| References: | Service Delivery Manual | | |
| Previous Policy Number: | 35 | | |
| Approved by: | Board of Directors | | |

## 8.06 FACILITIES AND SECURITY

Langs is currently responsible for operating the following facilities:

|  |  |  |
| --- | --- | --- |
| **Langs Main Office** | **Youth and Teen Centre** | **North Dumfries CHC Satellite** |
| The Hub@ 1145 Concession Rd., Cambridge, ON | 1 Groh Avenue, Cambridge, ON (temporary) | 2958 Greenfield Rd., Ayr, ON |
| This location provides primary care, programs and services and is co-located with the William  E. Pautler Centre:   * 66,000 square feet * living wall * gymnasium * walking track * group rooms * 2 green roofs * Resource Centre * Over 25 partner agencies on-site | This location provides a home base for youth and teen programs and services.  This unit is will be relocated to the new complex being built on Langs Drive and provided rent by Waterloo Regional Housing. | This location provides primary care, programs and services to the rural community. |
| **Regional Coordination Centre** | **Grow Community Centre** | **Diabetes Education Program – NPLC Doon Site** |
| 150 Pinebush Rd., Cambridge, ON | 1 Groh Avenue, Cambridge, ON | 101-123 Pioneer Dr., Kitchener, ON |
| The RCC triages referrals to Diabetes, Orthopedic, and Cataract Central Intake and directs them to appropriate  programs or specialists.  Also operates the Self-Management  Program. | This location provides programs and services to a Hespeler neighbourhood. | This is an outreach site for the Diabetes Education Program. The DEP team is co-located with the Waterloo Region Nurse Practitioner Led Clinic. |

**Security**

Each facility has a security system that is monitored externally. At 1145 Concession Road and at 150 Pinebush Road, each staff member is given a fob or a security code to access the facilities. In the event of an after-hours alarm, the monitoring company will phone staff designated as emergency contacts. The staff member called will respond to the call and meet a security guard or police on site if required.

# APPENDICES

## APPENDIX A – BY-LAWS

By-Law No. 1

## A by-law relating generally to the transaction of the affairs of

LANGS FARM VILLAGE ASSOCIATION

(herein the “Corporation”)

BE IT ENACTED AS a by-law of LANGS FARM VILLAGE ASSOCIATION as follows:

# Definitions:

* 1. **“Act”** means the Ontario *Not-for-profit Corporations Act*, 2010, S.O. 2010, c. 15 (ONCA), as amended from time to time;
  2. **“Board”** means the Board of Directors of Langs Farm Village Association;
  3. **“By-law”** means any by-law of the Corporation from time to time and in force and effect;
  4. **“Chair” or “Chairperson”** means the Chair of the Board;
  5. **“Corporation”** means Langs Farm Village Association
  6. **“Director”** means a member of the Board;
  7. **“Executive Officers”** means the Chair, Vice-chair, Secretary and Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, of the Board;
  8. **“Langs Community”** means the geographic boundaries in which the Corporation endeavours to achieve its objects, as determined by the Board from time to time;
  9. **“Letters Patent”** means the letters patent, any supplementary letters patent or Articles of the Corporation, as may be amended from time to time;
  10. **“Meetings of Members”** includes any annual, general, special meeting or any combination thereof of the Members;
  11. **“Member” and “Members”** means a member of the Corporation or the collective membership of the Corporation;
  12. **“Officer”** means an officer of the Corporation other than an Executive Officer;
  13. **“Special Resolution”** means a resolution passed by the Directors and confirmed by at least two- thirds of the votes cast at a meeting of Members duly called for such purpose or in lieu of such confirmation by the consent in writing of all Members entitled to vote at such meetings or their proxy; and
  14. **“Vice-chair” or “Vice-chairperson”** means the Vice-chair of the Board.

# Interpretation

This By-law and all other by-laws of the Corporation hereafter passed unless the context otherwise requires will be construed and interpreted in accordance with the following:

* 1. All terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act.
  2. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders.
  3. The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

# Head Office

The head office of the Corporation shall be in the City of Cambridge, Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

# Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

# Mission/Vision/Objects/Identity Statement/Credo:

### Mission

The Corporation is committed to ensuring that every person in our neighbourhoods will have a place to call home for health, wellness and community support.

### Vision:

Changed lives, healthy communities

### Objects:

As a registered charity and in compliance with the *Charities Accounting Act,* R.S.O. 1990, c. C.10, as amended, and related legislation and in keeping with its Mission and Vision, to provide a community center and outreach/satellite services to benefit the vulnerable and low income populations of Langs Farm Village area, Preston community, the City of Cambridge and the Township of North Dumfries in the Regional Municipality of Waterloo by operating services such as:

* 1. **Community Health Centre (CHC)** – provides a range of health care services including health promotion, disease and illness prevention, education and treatment services and chronic disease management programs;
  2. **North Dumfries Satellite CHC** – provides a range of health care services and health promotion activities for residents in North Dumfries Township;
  3. **Waterloo Region Community Diabetes Program** - offers education and counselling to individuals and families living with diabetes;
  4. **Waterloo Wellington Regional Coordination Centre** – offers a coordination and referral centre to streamline access to care in the region of Waterloo Wellington.
  5. **Resource Centre** – provides a range of drop-in services including food security programs, employment counselling, resource lending library;
  6. **Youth & Teen Community Centre** – provides a variety of structured and unstructured social and recreational programs and services for children and adolescents;
  7. **Partnership Services** – provides access to a wide spectrum of programs by co-locating and co- facilitating a variety of services in collaboration with other organizations.

# Membership

Membership Conditions

1. Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation’s purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each member shall be entitled to one vote at such meetings. A membership may only be transferred to the Corporation. There shall be no dues payable or contributions required for membership in the Corporation.

Termination of Membership

1. A membership in the Corporation is terminated when:
   1. A member dies or, in the case of a member that is a body corporate, the body corporate is dissolved;
   2. A member fails to maintain any qualification for membership described in Section 6(a);
   3. A member resigns by delivering a written resignation to the Chair, in which case such resignation shall be effective on the date specified in the resignation or, if no date is specified, immediately upon receipt;
   4. a member is expelled in accordance with Section 6(e) or is otherwise terminated in accordance with the Articles or By-laws;
   5. a member’s term of membership expires; or
   6. the Corporation is dissolved under the Act.

Effect of Termination of Membership

1. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Removal or Discipline of Members

1. The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
   1. violating any provision of the Letters Patent/ Articles, Bylaws or written policies of the Corporation;
   2. carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
   3. any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.
2. If the Board determines that a member should be suspended or expelled from membership in the Corporation, the Chief Executive Officer, or such other officer as may be designated by the Board, shall provide fifteen (15) days’ notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the Chief Executive Officer, or such other officer as may be designated by the Board, in response to the notice received not less than 5 days before the end of the 15-day period. If no written submission is received, the Chief Executive Officer, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 6(e) the Board will give the member an opportunity to be heard, orally, in writing or in another format permitted by the Corporation’s articles or by-laws, not less than five (5) days before the suspension or expulsion of membership becomes effective. The Board’s decision shall be final and binding on the member without any further right of appeal to the Board.

# Meetings of Members

* 1. Location and Time

The annual or any other general meeting of the members shall be held at the head office of the corporation or elsewhere in Ontario as the board may determine and on such day as the said directors shall appoint, but in the case of an annual meeting, such annual meeting shall be held no later than fifteen (15) months after the holding of the preceding annual meeting.

* 1. Annual General Meeting

The information provided to the Members at each annual general meeting must include at a minimum:

* + - detailed financial statements for period ending not more than six months before such meeting;
    - the report of the auditor;
    - any further information regarding the financial position of the organization as the letters patent, supplementary letters patent or by-laws of the corporation require; and
    - the report of the auditor must be read and must be open to inspection by any Member.

The business transacted at the annual general meeting shall include:

* + - receipt of the agenda;
    - receipt of the minutes of the previous annual and subsequent special meetings;
    - consideration of the financial statements;
    - report of the auditor;
    - reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
    - election of directors; and
    - such other or special business as may be set out in the notice of meeting.
  1. Power to Call

The Board or the Chairperson or Vice-chairperson shall have power to call at any time a general or special meeting of the members of the Corporation.

## d Notice

Notice of each meeting of the members will be given to each member who is entitled to notice, each director, and auditor or the person appointed to conduct a review engagement. Notice will be given no later than 10 days and no earlier than 50 days before each meeting, including the right to vote by proxy. No public notice nor advertisement of members’ meetings, annual or general, shall be required, but, subject to the Act, notice of the time and place of every such meeting shall be given to each Member in the organization’s newsletter and/or by email.

Error or Omission of Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be their last address recorded on the books of the Corporation.

1. Timing of meetings

The first meeting of Members must be held not later than 18 months after incorporation. All subsequent annual meetings must be held not more than 15 months after the last annual meeting. A general meeting of Members may be held any time provided proper notice is given and such notice specifies the nature of such meeting.

1. Quorum of Members at the Annual General Meeting

A quorum for the transaction of business at any meeting of members shall consist of not less than six members present in person or represented by proxy, provided that in no case can any meeting be held unless there are six members present in person or represented by proxy.

1. Voting of Members

Subject to the provisions, if any, contained in the letters patent of the corporation, each member of the corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not themself be a member but before voting shall produce and deposit with the secretary sufficient appointment in writing from their constituent(s).

1. Method of Voting

Business arising at any members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

* 1. votes shall be taken by a show of hands among all members present and the chair of the meeting shall have a vote;
  2. an abstention shall not be considered a vote cast;
  3. before or after a show of hands has been taken on any question, the chair may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair shall direct.
  4. if there is a tie vote, the chair shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
  5. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

1. Adjournments

Any meeting of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment if such meeting is adjourned for less than thirty days. If a meeting of the members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting in accordance with this Section. Such adjournments may be made notwithstanding that no quorum is present.

# Board of Directors

* 1. Number of Directors

The affairs of the organization shall be managed by a board of fifteen Directors. The majority of Directors must reside or work in the Langs community (as defined byboard policy). Seats may be designated for representatives from Preston, Hespeler and North Dumfries. The additional Directors are recruited from the patient base, local schools, faith groups and/or organizations that work in partnership with the Corporation.

* 1. Qualifications of Directors

Directors must be an individual that is 18 years of age or older, not an undischarged bankrupt, capable of managing property and a Member of the Corporation (or become one within 10 days). Note: property means any type of asset.

Each Member shall, by virtue of their appointment as a Member, and upon their consent to be a Director, automatically becomes a Director of the Corporation.

1. Accountability
   1. The Director acts in the best interests of the Corporation.
   2. The Director complies with the Act, the by-laws, and the board’s policies and procedures.
2. Exercise of Authority
   1. A Director carries out the powers of the office only when acting as a voting Member during a duly constituted meeting of the board or one of its appointed bodies.
   2. A Director respects the responsibilities delegated by the Board to the Chief Executive Officer, avoiding interference with the Chief Executive Officer’s duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.
3. Team Work
   1. A Director works positively, cooperatively and respectfully with other Directors, the Officers, and the Chief Executive Officer of the Corporation.
4. Attendance
   1. The Director attends board meetings and assigned committee meetings and board retreats, in accordance with the minimum expectations established by the board attendance policy.
   2. Directors may not miss three consecutive meetings or over 50% of the regular scheduled board meetings without cause over a period of twelve months.
5. Participation
   1. The Director comes prepared to meetings (of both the board and its committees) and events, asks informed questions, and makes a positive contribution to discussions.
   2. The Director treats others with respect.
6. Competencies
   1. Where appropriate, the Director actively contributes specific expertise, skills and other attributes that are needed on the Board.
7. Confidentiality
   1. The Director respects the confidentiality of board discussions.
8. Public Support
   1. The Director supports the decisions and policies of the board in discussions with outsiders, even if the director voiced or holds other views or voted otherwise at the board meeting.
9. Education
   1. The Director takes advantage of opportunities to be educated and informed about the board and the Corporation’s marketplace and industry.
10. Evaluation
    1. The Director participates in the evaluation of the Board and individual Members.
11. Provide for excellent leadership in the Chief Executive Officer position
    1. Select the Chief Executive Officer.
    2. Establish a board policy for the performance evaluation and compensation of the Chief Executive Officer.
    3. Specify measurable performance expectations in cooperation with the Chief Executive Officer, appraise/assess performance, and determine compensation in accordance with the board policy.
    4. Delegate responsibility and concomitant authority to the Chief Executive Officer and require accountability to the Board.
    5. Ensure that the Chief Executive Officer establishes an appropriate succession plan for executive management of the Corporation.
    6. Election of Directors

The Directors shall be elected by the Members. Election may be by a show of hands unless a ballot is demanded by any Member.

* 1. Terms of Directors

All Directors shall hold office until the first annual meeting after they shall have been elected and shall be eligible for a re-election or reappointment for a term of office of three (3) years. No Director shall hold office for more than two (2) terms in succession (maximum of six years) unless that individual is in an Executive office position, in which event the maximum term may be extended for an additional 3 years.

* 1. Removal of a Director

The office of a Director shall be vacated immediately:

* + - if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time such written notice is received (and is acknowledged as received in writing) by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
    - if the Director ceases, for any reason, to be a Member of the Corporation;
    - if the Director dies or becomes bankrupt;
    - if the Director misses three consecutive meetings without cause, or if a Director misses over 50% of the regularly scheduled board meetings without cause over a period of twelve months;
    - if the Director is found to breach the board code of conduct policy;
    - if the Director is found to be incapable of managing property by a court or under Ontario law; or
    - the Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.
  1. Role of Chief Executive Officer

The Chief Executive Officer shall be a non-voting ex-officio director.

* 1. Vacancies, Board

Vacancies on the board, however caused may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting of the

Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

* 1. Remuneration of Directors

The Directors shall receive no remuneration for acting as such but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the board or Members if requested**.**

* 1. Committees of the Board

There shall be such committees as are from time to time established by the Directors. The duties, responsibilities and powers of the various committees shall be those as are from time to time determined by the Directors. All directors are expected to serve on at least one committee and to represent the Board when requested.

# Powers of the Board

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the corporation, for such consideration and upon such terms and conditions as they may seem advisable.

The Directors may from time to time:

* 1. borrow money on the credit of the Corporation;
  2. issue, sell or pledge securities of the Corporation; or
  3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or Employee of the Corporation or any other person to make arrangements with the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any money borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

The Directors shall, in administering the affairs of the Corporation and discharging their duties as directors:

1. act honestly and in good faith with a view to the best interests of the Corporation; and
2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

# Meetings of the Board

* 1. Notice of Meeting

No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meetings being held in their absence without Notice. Director meetings may be formally called by the chair or vice-chair, or by the secretary on the direction in writing of two Directors. Notice of such meetings shall be emailed, telephoned or delivered to each Director not less than one day before the meeting is to take place, or shall be mailed to each Director not less than two days before the meeting is to take place. The statutory declaration of the secretary or chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such a regular meeting no notice need be sent. A Directors’ meeting may also be held, without notice, immediately following the annual meeting of the corporation. The Directors may consider or transact any business either special or general at any meeting of the board.

* 1. Participation by Telephone, Electronic or Other Communication Facilities

If all the Directors participating consent, a board meeting may be held, in whole or in part, by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

* 1. Errors in Notice

No error or omission in giving such notice for the meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

* 1. Quorum and Attendance at Board Meetings

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board may hold its meeting at such place or places as it may from time to time determine.

Directors may not miss three consecutive meetings or over 50% of the regular scheduled board meetings without cause over a period of twelve months.

* 1. Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. In any case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried out and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, their duties may be performed by the Co-Chair or such other director as the board may from time to time appoint for the purpose.

* 1. Conflict of Interest

Where a member of the Board has any direct or indirect pecuniary interest at a meeting including a committee or other meeting of the Board, the Director shall, as soon as possible after the commencement of the meeting, disclose their interest and shall not take part in the consideration or discussion of, or vote on, any questions with respect thereto or in any way attempt to influence voting on any such questions. Declaration of conflict of interest is a standing item on the board agenda.

Where the interest of a member of a board has not been disclosed as required by reason of their absence from the meeting referred to therein or by reason of such interest having been acquired after such meeting, such director shall immediately communicate their interest to the chair of the board, and otherwise comply with the provisions herein at the first meeting of the board.

The Chair of the Board, in the event a matter involving a conflict of interest arises, shall communicate such interest to the Vice-chair of the Board .

**“Conflict of Interest”** includes, without limitation, the following three areas that may give rise to a conflict of interest for any of the directors, namely:

1. **Pecuniary or Financial Interest** – a Director is said to have a pecuniary or financial interest in a decision when the Director (or their associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
2. **Undue Influence** – a Director’s participation or influence in board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or customers or stakeholders of the corporation from a particular demographic, geographic, political, socio-economic, cultural or other group is a violation of the Director’s entrusted responsibility to act in the best interests of the corporation as a whole; and
3. **Adverse Interest** – a Director is said to have an adverse interest to the Corporation when they is a party to a current, pending or threatened claim, application or proceeding against the corporation.
   1. Minutes

Minutes must be kept of all meetings of Members and Directors and any executive committee .

* 1. Inspection of Minutes and other Records

Minutes of all meetings ), membership register, copy of the letters patent, any supplementary letters patent, by-laws, special resolutions and registers, and proper books of account and accounting records are to be kept at the head office of the Corporation and available for inspection by any Director only during normal business hours.

Minutes of meetings of Members only and the documents and registers mentioned above must be open to inspection by the Members and creditors only of the corporation or their agents or legal representatives during normal business hours (OCA 305(1)).

* 1. Non-Directors at Board Meetings

Members of the corporation may attend any meeting of the board of Directors. The board may invite or permit any person to attend or to speak at any meeting of the board of Directors. No person other than a Director is entitled to vote at a meeting of the board of Directors.

# Insurance for Directors and Officers

Provided that the Corporation complies with the Charities Accounting Act and related legislation, the corporation may purchase and maintain insurance for the benefit of the Directors and Officers of the Corporation, former directors or officers of the Corporation, or persons who act or acted at the Corporation’s request as a Director or Officer against any liability incurred by them in their capacity as a Director or Officer of the Corporation, except where the liability relates to their failure to act honestly and in good faith and/or except where the liability relates to their willful neglect or default.

# Indemnities of Directors and Officers

Provided that the corporation complies with the Charities Accounting Act and related legislation, every director and officer will be indemnified and saved harmless out of the funds of the corporation, from and against,

1. all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
2. all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default and/or their failure to act honestly and in good faith.

# Officers of the Corporation

There shall be a Chair, a Vice-chair, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-treasurer and such other officers as the Board may determine by by-law from time to time. One person may hold more than one office except the offices of chair and Vice-chair. The Chair and the Vice-chair shall be elected by the Board from among their numbers at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other Officers of the Corporation need not be Members of the Board and in the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board .

* 1. General Duties of the Chair and Vice-Chair

(a) The Chair shall, when present, preside at all meetings of the Members of the Corporation and of the Board. The Chair shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The Chair with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws and Membership certificates. During the absence or inability of the Chair, these duties and powers may be exercised by the Co-chair, or other Director as the board may from time to time appoint for the purpose, and may exercise any such duty or power.

* 1. General Duties of the Secretary

The Secretary shall be ex-officio clerk of the Board. They shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to Members and to Directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the board of Directors.

* 1. General Duties of the Treasurer

The Treasurer or person performing the usual duties of a Treasurer shall report on accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall ensure the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such bank or banks as may from time to time be designated by the Board, taking proper vouchers therefore, and shall render to the Board at the regular meetings thereof or whenever required of them an account of all their transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board.

* 1. General Duties of the other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement calls for or the Board requires of them.

# Executive Committee

The Officers of the Board act as the Executive Committee. The Executive Committee can consist of no fewer than three Directors. The Executive Committee has any powers of the Board, subject to any restrictions specified in the by-laws or imposed by the Board itself at any time. Any such by-law is not effective until confirmed by two-thirds of the votes of Members.

# Executive Committee Quorum

The quorum of the Executive Committee shall be a majority of its members.

# Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or Vice-chair and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation’s operations may be entered into on behalf of the Corporation by the Chair, Vice-chair and Treasurer, or by any person authorized by the Board.

The Chair, Vice-chair, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate seal to any and all instruments in writing necessary or proper for purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the corporation may or shall be executed.

Any director or officer may certify a copy of any instrument, resolution, by-law or other documents of the corporation to be a true copy thereof.

# Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the by- laws of the Corporation or by any applicable statute or law are regularly and properly kept. This includes the following documents and registers of the corporation:

1. A copy of the letters patent and of any supplementary letters patent;
2. All by-laws and special resolutions;
3. A register of Members;
4. A register of Directors;
5. All books of account and accounting records; and
6. Records mentioned in Sec. 304(1) may be kept at a place other than the head office of the corporation if such records are available for inspection at the head office by means of computer terminal or electronic technology.

# Auditor

* 1. Appointment of Auditor

At a first general meeting the Members must appoint one or more auditors to hold office until the first annual meeting. However, the Directors are required to do so if the members fail to do so.

At each annual meeting the Members must appoint one or more auditors to hold office until the next annual meeting. If the Members fail to do so, the auditor who is then in office must continue in office until a successor is appointed.

The Directors may fill any casual vacancy in the office of auditor, but, while such vacancy continues, the surviving or continuing auditor, if any, may act (OCA 94(1), (2) & (3)).

* 1. Remuneration of Auditor

The remuneration of an auditor appointed by the Members must be fixed by the Members or by the Directors if they are authorized to do so by the shareholders, provided that the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.

No person can be appointed an auditor of a corporation who is a director, officer or employee of that corporation or an affiliated corporation or who is a partner, employer and employee of such director, officer or employee.

# Financial Year

The fiscal year of the Corporation is April 1 to March 31.

# Cheques, etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board and any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation’s bankers for the credit of the Corporation or the same may be endorsed for collection or for deposit with the bankers of the Corporation by using the Corporation’s rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation’s bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

# Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such a manner, as shall from time to time be determined by resolution of the Board, and such authority may be general or

confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

# Notices

Any notice (which terms includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, Officer or auditor shall be sufficiently given if delivered to their recorded address or if mailed to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice to deliver shall be deemed to have been given when it is personally delivered at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change, or cause to be changed, the recorded address of any Member, Director, Officer or auditor in accordance with any information believed by them to be reliable.

# Dissolution of the Corporation

When the Corporation is dissolved and after its debts and liabilities are paid, any property shall be distributed or disposed to a charitable organization or charitable organizations whose objects are beneficial to the community.

# Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the letters patent or the Act, as the case may be, shall prevail.

# Amendments to By-laws

The members may from time to time amend this by-law by a majority of the votes cast. The board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

# Repeal of Previous By-law No. 1

All previous by-laws identified as By-law No. 1 or otherwise relating generally to the transaction of the affairs of the corporation are hereby repealed and replaced by this By-law No. 1.

Passed by the board and sealed with the corporate seal, this 27th day of June , 2023.

CERTIFIED to be a true copy of By-Law No. 1 of Langs Farm Village Association dated the 27th day

of \_\_\_\_\_\_June \_\_\_\_\_\_\_\_\_\_\_\_, 2023, which by-Law is now in full force and effect.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Stephen Paniccia, Chairperson

Denise Carter, Secretary

I have authority to bind the corporation.

## APPENDIX B – ORGANIZATIONAL CHART

## 

## APPENDIX C – SAMPLE BOARD CALENDAR



## APPENDIX D – SERVICE DELIVERY DEFINITIONS

**Advocacy** – Advocacy is defined as a deliberate effort to change private and public decision making with respect to policy, organizational and personal behaviours, ideas and values. Advocacy for basic health prerequisites is the process of influencing decision making such that living conditions (political, economic, cultural, personal, ecosystem) are healthier. Advocacy is action taken by individuals or groups to improve their own situation or someone else’s.

**Community Decision Making** - Process where individuals and communities gain skills, confidence and power that enables them to exert control over their social environment to affect desired change.

**Community Development** - A strategy involving "partnership" with community members to solve problems and build strength, self-sufficiency and wellbeing. It is a group of people in a specific locality initiating a social action to change their economic, social, cultural and/or environmental situation. Support and services are driven by the community. Agreements are reached on re-definition of power. Community development is an important process for individual and collective growth.

**Community-Based** - The principle of community-based refers not only to the location of programs and services but the way in which they are planned and implemented. Community-based programs begin with an understanding of the context of a particular community. Community members define the needs of the community and provide input into the development of the program/service. Community members are involved in many different ways with programs. They may be advisers, participants or leaders.

**Community Health Centres -** CHC’s are non-profit organizations which offer a range of coordinated primary care and related services with an emphasis on one or more priority group(s).

**Competence Enhancement** - Assumes that all families and children have strengths and that interventions shall be built on these strengths. Residents will assume leadership roles to identify needs, offer solutions to meet these needs and direct, plan and implement activities to address these needs.

**Early Intervention or Secondary Prevention** - Services defined as specific initiatives that benefit individuals who have early signs of problems. It is a planned or deliberate attempt to take action to improve quality of life.

**Enabling** – Creating opportunities for individuals to demonstrate and acquire skills to strengthen themselves, their families and their community.

**Empowerment** - A concept that suggests that individuals, families and neighbourhoods are most healthy when they have the power to control their own lives.

**Health Promotion** - Is the process of enabling people to increase control over and improve their health and the factors which influence their health. Health promotion activities can be directed toward the individual’s lifestyles and toward the physical, social, economic and political environments in which each person lives.

**Neighbourhood Organization** - A neighbourhood organization employs staff and operates a community centre to meet social and recreational needs.

**Neighbourhood Association -** A neighbourhood association is operated by volunteers who operate seasonal programming to the community (e.g., summer playgrounds).

**Partnerships** - Partnerships are people working together to achieve their goals. There can be many different types of partnerships such as consultation, sharing facilities, co-facilitation, and joint service delivery.

**Prevention** - Initiatives that benefit groups/communities/populations who are at risk and require increasing levels of services. The intent of prevention services is to strengthen resistance, promote competence and enhance quality of life. An active, assertive process of creating conditions and/or personal attributes that promotes the wellbeing of people. Activities can be focused on the entire community or groups of individuals. Prevention activities can be seen as part of the following equation:

Wellbeing = decreased stress and physical vulnerability

Increased coping skills, social support, self-esteem

**Primary Care -** Describes community medical services at Langs. Primary care services include assessment, diagnosis and treatment services provided at first contact between the patient and health professional.

**Priority Group** - A priority group is defined as having one or both of the following characteristics:

* groups experiencing difficulty accessing appropriate primary health services; and/or
* groups experiencing a higher burden of ill health or at a higher risk of developing health problems

Examples of priority groups include linguistic and cultural groups, remote under-serviced communities, the elderly, and low socioeconomic groups.

**Recreation/Leisure** - Any activity engaged in voluntarily during unobligated time which elicits social, physical, mental or spiritual involvement.

**Self-Help** – Is a process where individuals both give and receive help. It is voluntary and individuals both learn and teach other.

**Social Support** - Is the concrete, social and psychological assistance given to an individual or family in an informal or reciprocal manner. The assumption is made that a person who feels supported cannot only cope better but is also more likely to seek and accept help when in need. Social support may protect an individual or group against the onset of crises or function as a buffer so the impact of problems is felt less severely. It includes both informal and formal emotional, physical, informational and material aid and assistance provided by others to maintain wellbeing (e.g., visiting someone, providing child care or transportation).

* + The different types of social support range from material aid (money, clothing), physical assistance (child care relief), emotional support (friendship), coping support (modelling appropriate behaviour) and social participation (do things together and for fun). A practical example of a professional's role in social support involves linking up individuals with similar needs and interests.

**Treatment** - Services that are directed to individuals with identified problems. It is the most intrusive form of service that is based on a medical or therapeutic model and is often mandated.

**World Health Organization (WHO) Definition of Health -** A state of complete physical, mental and social wellbeing and not merely the absence of disease or infirmity.

**The Continuum of Service**

**Prevention Early Intervention Treatment**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| APPENDIX E– ACRONYMS  |  | | --- | | AA – Accountability Agreement | | ADM – Assistant Deputy Minister | | AFHTO – Association of Family Health Teams of Ontario | | AGM – Annual General Meeting | | AHAC – Aboriginal Health Access Centre | | Alliance – Alliance for Healthier Communities | | ANA – Alison Neighbourhood Association | | AODA – Accessibility for Ontarians with Disabilities Act | | AOHC – Association of Ontario Health Centers | | ASP – After school program | | BA – Bachelor of Arts | | BFI – Baby Friendly Initiative | | BIRT – Business Intelligence Reporting Tool | | BPG – Best Practices Guidelines | | BPS – Broader Public Sector | | BSW – Bachelor of Social Work | | CAC – Community Airway Clinic | | CACHC–Canadian Association of Community Health Centers | | CAPS – Community Annual Planning Submission | | CCA – Canadian Centre for Accreditation | | CCAC – Community Care Access Centre | | CCFCC – COVID, Cold and Flu Care Clinic | | CDMA – Collaborative Decision Making Arrangement | | CDPM – Chronic Disease Prevention and Management | | CDEP – Community Diabetes Education Program | | CDPWR – Community Diabetes Program, Waterloo Region | | CEO – Chief Executive Officer | | CHC – Community Health Centre | | CIRF – Community Infrastructure Renewal Fund | | CIRT – Community Initiative Reporting Tool | | CMA – Canadian Medical Association | | CMH – Cambridge Memorial Hospital | | CNDCF – Cambridge & North Dumfries Community Foundation | | CNO - Colleges of Nurses Ontario | | CNO – Cambridge Neighbourhood Organizations | | CI – Community Initiatives | | CIW – Canadian Index of Wellbeing | | CMA – Canadian Medical Association | | CME – Continuing Medical Education | | CMHA – Canadian Mental Health Association | | CNDOHT – Cambridge North Dumfries Ontario Health Team | | COMSOC – Ministry of Community and Social Services | | CPSO – College of Physicians and Surgeons of Ontario | | CQIP – Collaborative Quality Improvement Plan | | CSA – Child Service Act | | DEP – Diabetes Education Program | | DMC – Data Management Coordinator | | DOB – Date of Birth | | EDI – Early Development Indicator | | EHR – Electronic Health Record | | EMR – Electronic Medical Record | | F&CS – Family and Children’s Services | | FFS – Fee for Service | | FHG - Family Health Group | | FHN – Family Health Network | |  | |  | |  | | FHO – Family Health Organization | | FHT – Family Health Team | | FTE – Full Time Equivalent | | HCP – Health Care Provider | | HOOPP – Healthcare of Ontario Pension Plan | | HSP – Health Service Provider | | IDEA – Inclusion, Diversity, Equity and Accessibility | | IPC – Interprofessional Primary Care team | | IPC – Information and Privacy Commissioner of Ontario | | MCSCS–Ministry of Community Safety& Correctional Services | | MTCS – Ministry of Tourism, Culture and Sport | | MCYS – Ministry of Children and Youth Services | | MOH – Ministry of Health | | MSAA – Multi-Sector Service Accountability Agreement | | NP – Nurse Practitioner | | NPLC – Nurse Practitioner Led Clinic | | ODB – Ontario Drug Benefits | | ODSP – Ontario Disability Supports Program | | OH – Ontario Health | | OHA – Ontario Hospital Association | | OHB – Ontario Health Board | | OHW – Ontario Health West | | OHIP – Ontario Health Insurance Plan | | OHRS – Ontario Health Reporting Standards | | OHT – Ontario Health Team | | OHT JBC – Ontario Health Team Joint Board Committee | | OH&S – Occupational Health and Safety | | OMA – Ontario Medical Association | | OPHA – Ontario Public Health Association | | OSDCP – Ontario Senior Dental Care Program | | OTN – Ontario Telemedicine Network | | OW – Ontario Works | | PA – Physician Assistant | | PC – Primary Care | | PHIPA – Personal Health Information Protection Act | | QI – Quality Improvement | | QIP – Quality Improvement Plan | | RAAC – Rapid Action Addictions Clinic | | RACLB – Rapid Access Clinic Lower Back | | RC – Resource Centre | | RCC – Regional Coordination Centre | | RD – Registered Dietician | | RFP – Request for Proposal | | RHPA – Regulated Health Professionals Act | | RKin – Registered Kinesiologist | | RN – Registered Nurse | | RN (EC) – Registered Nurse (Extended Class) | | RNAO – Registered Nurses Association of Ontario | | ROI – Release of Information | | ROWPH – Region of Waterloo Public Health | | RPN – Registered Practical Nurse | | SCA – System Coordinated Access | | SME – Subject Matter Expert | | SMP – Self-Management Program | | SJC – Summer Jobs Canada (Federal) | | SW – Social Work | | SWOT – Strengths, Weaknesses, Opportunities and Threats Analysis | | TOR – Terms of Reference | | TPA – Transfer Payment Agency | | VPN – Virtual Private Network | | WHMIS – Workplace Hazardous Materials Information System | | WWD – Waterloo Wellington Diabetes | | WWLHIN – Waterloo Wellington Local Health Integration Network | | WWSMP – Waterloo Wellington Self-Management Program | | WHO – World Health Organization | | WRCDSB – Waterloo Region Catholic District School Board | | WRDSB – Waterloo Region District School Board | | WRPS – Waterloo Regional Police Service | | WSIB – Workplace Safety Insurance Board | | YTC – Youth and Teen Centre | | YTCYC – Youth and Teen Centre Youth Committee | | YMCA/YWCA – Young Men’s/Women’s Christian Association | | YWH – Youth Wellness Hub | |  |
|  |  |

## APPENDIX F –BOARD MEMBER RECRUITMENT AND SELECTION

|  |  |
| --- | --- |
| **Phase** | **Steps Required** |
| **Needs Assessment** | * Existing board members will complete the board status survey in April/May (previous year) * Results will be summarized and analyzed to identify gaps in expertise required at the Board * The number of vacancies will be identified * Succession planning will be discussed |
| **Recruitment** | * A recruitment strategy will be targeted based on the gaps identified in the board needs assessment * The following recruitment tools may be used subject to need: Langs newsletter ad; newspaper ad; social media * Promotion strategies: networking, existing volunteer base and the community leader luncheon |
| **Screening** | * Board candidates will complete an information form and attach their resume * Board candidates will also fill out the board skills survey * The information form and survey results will be screened by the Recruitment committee to ensure the candidate’s skills align with the gaps identified in the needs assessment * Selected board candidates will be asked to attend a meet and greet with the Recruitment committee (informal interview process) * The Recruitment committee will check references (2) of board candidates * The Recruitment committee will recommend if the candidates should attend the board meeting as guests |
| **Selection** | * The Recruitment committee will put forth a recommendation to the board to add the candidates to the slate of nominees at the AGM * The Board will approve the slate of nominees to present to the membership at the AGM |

## APPENDIX G – BOARD MEMBER RECRUITMENT AND SELECTION CHECKLIST

|  |  |  |  |
| --- | --- | --- | --- |
| **Becoming a Board Member:** | | | |
| Each prospective board member is asked to:   * Complete an information form (included in the board package). * Attend an orientation session about becoming a board member (individual meeting or group session). * Attend a board meeting as a guest of the organization. * Sign the Oath of Confidentiality, Conduct and Conflict of Interest, and acceptance of responsibilities (see ***Appendix G***). | | | |
| **Introductions at the Board Meeting:** | | | |
| Current board members are asked to introduce themselves and outline their role(s) on the board and their length of involvement with Langs (2 minute maximum). At the board meeting, candidates will be asked the following questions:   * Tell us a little bit about yourself. * Why are you interested in becoming a board member at Langs? * What contribution(s) do you believe you can make to the board? | | | |
| **Candidate Assessment Checklist:** | | | |
| Board members are asked to complete the following Candidate Assessment for each of the candidates. The assessment should take into consideration:   * Any candidate documentation (i.e., their information form, resume, etc.) * Their presentation to the board | | | |
| **Questions/Rating** | **1**  **(no)** | **2**  **(somewhat)** | **3**  **(yes)** |
| The individual spoke with passion about their interest in being involved with Langs. |  |  |  |
| The individual’s values and beliefs align with the organization’s vision, mission and values. |  |  |  |
| The individual has experience with Langs (e.g., patient, participant, volunteer, friend). |  |  |  |
| The individual has previous board or committee experience. |  |  |  |
| The individual has other volunteer experience. |  |  |  |
| The individual has a unique skill/competency that would be of benefit to the overall success of the Langs board. |  |  |  |
| The individual has contacts/connections that would enable them to champion Langs in the community. |  |  |  |
| It was obvious the candidate took the initiative to do some research on Langs prior to the meeting. |  |  |  |
| The individual resides in the catchment area - Langs or North Dumfries (3) or Preston (2). |  |  |  |
| My intuition tells me this individual would be a good fit. |  |  |  |
| **TOTAL** |  | | |

September 2022

## APPENDIX H – THE KEY TO INCLUSIVE LEADERSHIP

**The Key to Inclusive Leadership**

by [Juliet Bourke](https://hbr.org/search?term=juliet%20bourke)  and [Andrea Titus](https://hbr.org/search?term=andrea%20titus)

March 06, 2020

(from the Harvard Business Review)

**Summary**

Inclusive leadership is emerging as a unique and critical capability helping organisations adapt to diverse customers, markets, ideas and talent. For those working around a leader, such as a manager, direct report or peer, the single most important trait generating a sense of inclusiveness is a leader’s visible awareness of bias. But to fully capitalize on their cognizance of bias, leaders also must express both humility and empathy. This article describes organizational practices that can help leaders become more inclusive and enhance the performance of their teams.

What makes people feel included in organizations? Feel that they are treated fairly and respectfully, are valued and belong? Many things of course, including an organization’s mission, policies, and practices, as well as co-worker behaviors.

But mostly it comes down to leaders. We find that what leaders say and do makes up to a 70% difference as to whether an individual reports feeling included. And this really matters because the more people feel included, the more they speak up, go the extra mile, and collaborate — all of which ultimately lifts organizational performance.

Given this formula, inclusive leadership is emerging as a unique and critical capability helping organizations adapt to diverse customers, markets, ideas and talent. Our [previous research](https://hbr.org/2019/03/why-inclusive-leaders-are-good-for-organizations-and-how-to-become-one) found that inclusive leaders share a cluster of six signature traits:

1. **Visible commitment:**They articulate authentic commitment to diversity, challenge the status quo, hold others accountable, and make diversity and inclusion a personal priority.
2. **Humility:**They are modest about capabilities, admit mistakes, and create the space for others to contribute.
3. **Awareness of bias:**They show awareness of personal blind spots, as well as flaws in the system, and work hard to ensure a meritocracy.
4. **Curiosity about others:**They demonstrate an open mindset and deep curiosity about others, listen without judgment, and seek with empathy to understand those around them.
5. **Cultural intelligence:**They are attentive to others’ cultures and adapt as required.
6. **Effective collaboration:**They empower others, pay attention to diversity of thinking and psychological safety, and focus on team cohesion.

This sounds like a laundry list, so it’s not surprising that we are regularly asked which is *the* most important trait. The answer depends on who is asking. If it’s the leader, commitment is the most critical, because without it, the other five attributes can’t be fully developed.

For those working around a leader, such as a manager, direct report or peer, the single most important trait generating a sense of inclusiveness is a leader’s visible awareness of bias. To underscore this insight: Our analysis of the 360-degree Inclusive Leadership Assessments (ILA) of more than 400 leaders made by almost 4,000 raters reveals that while all six traits are important and operate as a cluster, a leader’s awareness of personal and organizational biases is the number one factor that raters care most about.

Comments from raters on the ILA tell us that they particularly notice, for example, when a leader “constantly challenges (their) own bias and encourages others to be aware of their pre-conceived leanings” or when a leader seeks insight into their biases by, for example, “[Asking] others to test whether their thought process is biased in any way.”

But this is not all. Raters are not looking for a simple acknowledgment of bias, tinged with a fatalistic sense that little can be done about it. They care about awareness of bias *coupled with* two additional behaviors:

* ***Humility:***Raters want to see that their leaders are determined to address their biases. Fatalism looks like “Hey, I know I have this prejudice, but whatever, I am what I am.” In contrast, leaders who are humble acknowledge their vulnerability to bias and ask for feedback on their blind spots and habits. For example, one direct report told us that their leader “is very open and vulnerable about her weaknesses, which she mentions when we undergo team development workshops. She shares her leadership assessments openly with the team and often asks for feedback and help to improve.” Our research shows that when cognizance of bias is combined with high levels of humility it can increase raters’ feelings of inclusion by up to 25%.
* ***Empathy and perspective taking:***Raters aren’t looking for their leaders to try to understand their viewpoint and experience as a dry intellectual exercise, but empathically.  That means understanding others deeply and leaving them feeling heard.  For example, one rater commented “[The leader’s] empathy in interacting with others, makes [the leader] approachable, trustworthy and shows [their] eagerness to work with and/or support peers, colleagues and superiors.”  When cognizance of bias is combined with high levels of empathy/perspective-taking, it can increase raters’ feelings of inclusion by up to 33%.

Why are humility and empathy so important in this context? Humility encourages others to share their feedback (e.g., that a leader might have favorites or have a tendency to interrupt people or regularly ignore a class of information). Empathy and perspective taking gives people hope that a leader cares about them and takes their views into account, rather than barreling on with preconceptions or a narrow set of ideas about their perspectives. Moreover, it creates a sense of personal connection between leaders and a diverse set of stakeholders, making it easier to make and implement shared decisions.

**Putting the traits to work**

How can leaders put these insights into practice? One tactic is to establish a diverse personal advisory board (PAD) — a group of people, often peers, who have regular contact with the leader and whom the leader trusts to talk straight. These trusted advisers can give leaders granular feedback on everyday interpersonal behaviors that support or inhibit inclusion, for example: Does the leader give equal time to all meeting participants, or favor those who are co-located over those who have dialed in? Does the leader always refer to one gender when giving examples or both? Does the leader use a broad spectrum of imagery when addressing a diverse audience, or imagery (such as sport metaphors or all male iconography) that represents only one group of people? Because a PAD is ongoing, leaders can receive feedback on whether the changes they make are hitting the mark.

A second tactic is for leaders to share their learning journey about recognizing and addressing biases. We have seen leaders do this by discussing their 360 assessment results with their manager, speaking at a town hall about their growth or creating a standing item in weekly team meetings (“inclusion moments”), during which they or a team member identifies what they have learned that week about diversity and inclusion. These actions express humility, help leaders to test and build on their insights and role model the importance of humility in addressing biases.

A third tactic is for leaders to immerse themselves in uncomfortable or new situations which expose them to diverse stakeholders, for example by attending an [Employee Resource Group](https://www.catalyst.org/topics/ergs/) meeting, or sitting in different parts of the workplace each week. Exposure, combined with open-ended questions, helps to expand horizons and disrupt pre-conceived ideas.

Inclusive leadership is a critical capability to leverage diverse thinking in a workforce with increasingly diverse markets, customers, and talent. We have [previously observed](https://hbr.org/2019/03/why-inclusive-leaders-are-good-for-organizations-and-how-to-become-one) that only one in three leaders holds an accurate view about their inclusive leadership capabilities. A third believe they are more inclusive than they are actually perceived by those around them to be, while a third lack confidence in their inclusive leadership capability and so do less than they could to actively guide others and challenge the status quo.

Becoming more aware is critical to self-development, but awareness in isolation is not sufficient. Without humility and empathy/perspective taking, it’s difficult for leaders to gain deep insights into the nature of their blind spots or remedial strategies and, therefore, to grow. This requires effort, but fortunately the circle of learning is virtuous. Leaders who are humble and empathetic will be open to criticism about their personal biases, and greater self-insight into personal limitations prompts greater humility, empathy and perspective-taking. Not only are these behaviors critical for leaders’ personal development, they also serve to make others feel more included along the way. And that is, of course, the objective.

## APPENDIX I – OATH OF CONFIDENTIALITY, CONDUCT AND CONFLICT OF INTEREST

**Langs**

**oath of confidentiality, CONDUCT and CONFLICT OF INTEREST**

This agreement made this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_, 20\_\_\_\_\_

**BETWEEN:**

LANGS

- and –

Print Name

As a board and/or committee member, I understand that all information directly or indirectly acquired through my involvement with Langs is to be kept strictly confidential. This would include all business related to the agency (i.e., financial information, personnel issues related to staff, and participant/family information). I further acknowledge and agree that I will maintain this Oath of Confidentiality after my volunteer service with Langs has been completed.

I will be conscientious and trustworthy, fulfilling my duties with professionalism in accordance with the board’s code of conduct policy. I will respect the dignity and rights of all others. I will foster a spirit of community, goodwill and cooperation. I will support the objectives of Langs.

As outlined in the board’s conflict of interest policy, I shall immediately disclose any business, commercial or financial interest where such interest might be construed as being in real, potential or apparent conflict with my official volunteer role(s) with Langs.

A breach of this agreement will result in me being asked to resign my position as volunteer with the organization.

**signed in the presence of**:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

witness volunteer

September 2022

## APPENDIX J – BOARD OF DIRECTORS’ JOB DESCRIPTIONS

**BOARD of DIRECTORS**

**Job Description**

**Position** **Volunteer Board Member/Director**

**Time commitment** Five to ten hours per month (meetings, preparation, events)

**Term**  Elected directors shall be appointed for a term of three years. Elected directors may be reappointed for an additional term of three years up to a maximum of six consecutive years of service. If the director is an executive member, the term shall be for as long as that director holds an executive position.

**Qualifications**

1. Be committed to the organization’s mission, vision and strategic directions
2. Be a community member (as defined in the organization’s by-law)
3. Have an interest in the betterment of the community
4. Be open and non-judgmental
5. Have or develop an understanding of governance and the roles and functions of a board of directors
6. Have the availability of sufficient time to devote to board responsibilities
7. Be open to learning
8. Possess good communication skills

**Accountability**

The board of directors is collectively accountable to the individuals and families, the community, funders and other stakeholders. They are accountable for the organization’s performance in achieving its mission, vision and strategic objectives. Board members are effective stewards of financial and human resources and the overall quality of programs and services.

**Authority**

Individual board members have no authority to direct or make requests of the Chief Executive Officer or staff, or to speak on behalf of Langs unless given such authority by the board.

**Responsibility**

Board members are responsible for acting in the best long-term interests of the organization and the community and will bring to their deliberations broad knowledge, a long-range view and openness to learning. Board members who access services or family members of board members who access services are expected to keep their roles separate, and will be treated the same as other individuals or family members who access Langs’ services.

**Expectations of the Board as a Whole**

To satisfy its fiduciary duties, the board is responsible for:

* determining the mission and vision of the organization;
* strategic planning to help guide future decisions;
* selecting and evaluating the performance of the Chief Executive Officer;
* strong fiduciary oversight and financial management;
* supporting fundraising and resource development;
* making a personal financial donation within their means;
* approving and monitoring the organization’s budget;
* participating in the evaluation of the board itself (semi-annual board self-evaluation); and
* enhancing the organization’s profile.

**Member Responsibilities**

1. To know the organization’s mission, vision, principles and values.
2. To promptly attend and conscientiously participate in board meetings.
3. To prepare for meetings by reading the agenda package, understanding the organization’s financial statements and completing any assigned tasks.
4. To respect, listen, question and discuss the input of all members, advocate for their own opinions, identify common interests and alternatives, and be open to compromise.
5. To send regrets to the Executive Assistant when unable to attend a meeting.
6. To be active advocates and ambassadors for the organization.
7. To leverage connections, networks and resources to develop collective action to fully achieve Langs’ mission.
8. To function as a team member with other board and committee members and staff.

12. To identify personal connections that can influence public policy and/or benefit the organization’s fundraising and financial standing.

13. To establish, review and update policies and procedures for the organization.

14. To advise the board chair and CEO immediately if they become ineligible to serve on the board under the Income Tax Act\*.

15. To contribute to the work of the board by participating fully in one or more committees.

16. To represent the community by keeping informed about community trends and considering the interests of all segments of the population being served.

18. To abide by the by-law, oath of confidentiality, code of conflict and conflict of interest policies of the board.

19. To identify prospective board members and possibly help recruit and mentor them.

20. To attend and participate in the annual general meeting.

21. To attend workshops, conferences and other functions that pertain to the work of Langs when opportunities exist.

24. To assist with the planning and implementation of fundraising events.

25. To know and abide by the organization’s Letter’s Patent, By-Law and board policies.

**Evaluation**

The performance of individual directors and the board as a whole is evaluated annually in the context of

the carrying out of duties and responsibilities as outlined above and in related board policies and the by-law.

**Removal of a Board Member**

A director may be removed from the board, by majority vote, for not performing their duties.

Being absent from three consecutive board meetings or 50% of board meetings over the course of the year without reasonable cause will result in removal from the board unless otherwise determined by a decision of the board.

**I HAVE READ AND ACCEPT THIS ROLE AND ITS RESPONSIBILITIES**

**Board Member Name**

**Board Member Signature**

**Date**

September 2022

**BOARD OF DIRECTORS CHAIRPERSON**

**Job Description**

**Hours of Work**

Approximately 5 - 7 hours/month including meeting times.

The Langs’ board chairperson shall:

* be the primary board ambassador for the organization;
* oversee/facilitate the governance affairs of the organization;
* be present and chair board meetings; and
* be accessible as a signing authority for the organization.

**Accountability**

The chairperson is accountable to the Langs Board of Directors.

**Responsibilities**

1. To chair the board, Executive Committee meetings and the annual general meeting.
2. To set the board agenda in consultation with other board members and the Chief Executive Officer.
3. To ensure that the board operates as a team through active participation and adequate discussion, and remains focused within time limitations during meetings.
4. To participate on the Canadian Centre for Accreditation (CCA) Board Interview Team.
5. To effectively carry out the mission, vision and business of the board by ensuring the work of the board aligns with the strategic plan, ensuring rules of procedure are followed, and that the organization complies with its by-laws.
6. To ensure all decisions requiring approval are ratified.
7. To represent the board as the official spokesperson at external functions and to outside parties including the media when required.
8. To be a signing authority for the organization.
9. To sign the organization’s legal agreements and correspondence on behalf of the board.
10. To authorize the Chief Executive Officer’s expenses.
11. To write and submit a newsletter article quarterly in consultation with the Executive Assistant.
12. To prepare a report in collaboration with the Chief Executive Officer for the annual general meeting.
13. To ensure that board functions are carried out as outlined in the annual board calendar in a manner consistent with board policies and procedures (e.g., conflict of interest guidelines).
14. To ensure that the vision, values and strategic directions are articulated for the organization and adherence to them/progress is evaluated.
15. To encourage and enable board members to prepare for and take on leadership positions including future executive positions.
16. To be an ex-officio member of all committees.
17. To call additional board or Executive Committee meetings as required.

September 2022

**BOARD OF DIRECTORS VICE-CHAIRPERSON**

**Job Description**

**Hours of Work**

Approximately 5 - 7 hours/month including meeting times.

The Langs’ board vice-chairperson shall:

* assume duties and responsibilities of the chairperson in their absence; and
* be accessible as a signing authority for the organization.

**Accountability**

The vice-chairperson is accountable to the Langs Board of Directors.

**Responsibilities**

* 1. To fulfill the duties of the chairperson in their absence at board meetings.
  2. To act as the official timekeeper at board meetings.
  3. To be a signing authority.
  4. To sign cheques and legal agreements when available.
  5. To participate on the Canadian Centre for Accreditation (CCA) Board Interview Team.
  6. To chair one committee or action team.
  7. To be a member of the Executive Committee (as per By-Law).
  8. To write and submit one newsletter article annually in consultation with the Executive Assistant.
  9. To perform other responsibilities at the request of the chairperson.
  10. To perform succession planning for the vice-chairperson during the last year of the chairperson’s term.

September 2022

**BOARD OF DIRECTORS TREASURER**

**Job Description**

**Hours of Work**

Approximately 5 - 7 hours/month including meeting times.

The Langs’ board treasurer shall:

* have experience or interest in accounting and/or bookkeeping;
* be accessible as a signing authority for the organization; and
* be able to analyze financial statements and present financial information to the board of directors.

**Accountability**

The Langs’ board treasurer shall is accountable to the board of directors and has indirect accountability to any funding bodies that provide financial assistance to the organization.

**Responsibilities**

1. To attend board meetings on a monthly basis and present a financial statement.
2. To chair the Finance and Sustainability Committee.
3. To be a member of the Executive Committee meetings and prepare any necessary information required.
4. To be a resource to the Chief Executive Officer and Finance Manager in establishing the annual budget and preparing any funding proposals.
5. To work with the Chief Executive Officer and Finance Manager to ensure the annual audit is completed.
6. To present annual financial statements as prepared by the accountant to the board for approval at the annual general meeting.
7. To review quarterly reports, audited financial statements and budgets as required by the Ministry of Health, Ministry of Community and Social Services and other funding bodies.
8. To review any reports required for the purpose of being an incorporated, charitable organization.
9. To review recommendations regarding staff salaries, benefits and personnel practices related to remuneration and recommend to the board their acceptance or not.
10. To review submissions of appropriate grant applications and funding proposals as required.
11. To promote the aims and objectives of the organization in the community.
12. To work collaboratively with the auditor to present the organization’s financial statements at the annual general meeting.
13. To ensure the board’s interests are captured in financial policies and procedures.
14. To participate as a member of one committee per year if available.
15. To ensure that the organization’s financial health is in good standing.
16. To be a signing authority.
17. To sign cheques and legal agreements when available.

September 2022

**BOARD OF DIRECTORS SECRETARY**

**Job Description**

**Hours of Work**

Approximately 5 - 7 hours/month including meeting times.

The Langs’ board secretary shall:

* be an ex-officio clerk for the board of directors;
* attend all meetings of the board of directors; and
* be accessible as a signing authority for the organization.

**Accountability**

The Langs’ board secretary is accountable to the Langs Board of Directors.

**Responsibilities**

* 1. To work with the Executive Assistant to ensure that minutes are prepared and distributed.
  2. To be a member of the Executive Committee meetings.
  3. To participate on the Canadian Centre for Accreditation (CCA) Board Interview Team.
  4. To sign the organization’s by-laws or other legal documents for the organization as required.
  5. To be a signing authority.
  6. To sign cheques and legal agreements when available.

September 2022

## APPENDIX K – COMMITTEE TERMS OF REFERENCE

**AGM/NOMINATING COMMITTEE**

**Terms of Reference**

**Purpose**

To identify, recruit and recommend a diverse slate of candidates in conjunction with the board as a whole for election to the Langs’ board. To plan the organization’s annual general meeting.

**Membership**

The membership of the committee shall consist of 3-5 board members, the Executive Assistant and the Chief Executive Officer as required.

**Accountability**

The committee is accountable to the Langs board. The chair of the committee shall be responsible for reporting to the board when required.

**Frequency of Meetings**

The committee shall meet as required, but no less than 4 times per year.

**Quorum**

Quorum shall be 50 % + 1 of the current committee’s membership.

**Decision Making**

Decisions will be reached by consensus or by a majority vote when consensus cannot be reached.

**Chairperson**

The chairperson of the committee shall be a current member of the board of directors.

**Minutes**

Minutes shall be taken by the recording secretary appointed by the committee or on a rotating basis by committee members.

**Responsibilities**

**Recruitment/Screening and Selection of Potential Board Members**

1. To encourage members of the Langs community to consider and seek election to the board of directors, promoting Langs’ commitment to diversity and inclusion.
2. To ensure due notice is given of upcoming elections and election procedures.
3. To seek out and recruit candidates for election to the board by identifying and encouraging members using objective criteria and having due regard to the benefits of diversity and the needs of the board (in addition to business experience and geography, diversity includes individuals who differ in gender, race, color, religion, sexual orientation, gender identity/expression, age, ethnicity, national origin, marital status, political persuasion, personal appearance, disability, or other protected characteristics).
4. To identify and recruit more candidates than required and ensuring the organization has an ongoing list of candidates interested in volunteer board membership.
5. To review the selected candidates with the board by distributing a list of candidates and their information forms two months prior to the election.
6. To invite potential candidates to a board meeting as guests.
7. To prepare the slate of nominees for election.
8. To help conduct an initial orientation session for potential board candidates.

**AGM Planning**

1. To identify a theme for the AGM.
2. To develop an agenda for the meeting.
3. To identify potential speakers for the event; to select a speaker in consultation with the Langs board.
4. To ensure board reports are completed in a timely fashion. To review the AGM report and provide feedback.
5. To coordinate refreshments, entertainment, facilities set up and clean up.
6. To recognize retiring board members, speakers and guests at the AGM.
7. To evaluate the AGM in consultation with the board and recommend changes for future annual general meetings.

**COMMUNITY SERVICES COMMITTEE**

**Terms of Reference**

**Purpose**

As a standing committee of the Board of Directors, the Community Services Committee, (CSC) shall review, recommend, co-ordinate, and evaluate programs/services that are offered by Langs residents, staff and community partners.

**Scope**

Internal presentations made by Langs staff will be reviewed by the committee for an opportunity to ask questions and seek clarification. Recommendations will not be presented to the Board for internal programs.

External programs, services, and partnerships will be reviewed by the committee using the Criteria for Decision Making tool, shared with the CEO and a formal recommendation will be presented to the Board in the CSC Chair report.

External inquiries for renting space will not be reviewed by the committee.

**Values**

The Community Services Committee will cultivate an environment that appreciates and values human differences by creating an atmosphere that promotes a sense of belonging; where everyone feels respected and valued for their uniqueness. Inclusion protects equal access and opportunity, and removes barriers and discrimination, so everyone is free to share their abilities, gifts, and talents, and everyone can participate and thrive.

**Membership**

Membership on the Community Service Committee shall consist of a maximum of 15 members including:

* Twelve community residents (a minimum of 7 residents from the immediate boundaries, a maximum of 3 patients/participants from outside the geographical area, and a maximum of 4 Board members).
* If a Board member is Chair of the committee, then there may be 1 additional Board member (total of five)
* Up to three community partners.
* Any community partner who is not a member may be invited on an “as needed” basis or as a delegation.
* Two representatives may hold a childcare provider or peer worker position in the organization. These representatives will not be elected to the position of Chair as this would be a conflict of interest.
* Appointed for a term of three (3) years followed by an additional term of three (3) years maximum, unless you are in a position of office (Chair, Vice Chair).
* The Langs Community Services Manager shall attend the meeting as an ex-officio member.
* The Board Chair and CEO are ex-officio members, as well.
* Other Langs staff will attend as guests or delegations, as needed.

**Accountability**

The Community Services Committee is accountable to the Langs Board of Directors and works in partnership with staff. The members of the committee are accountable to the Board through the Board members who serve on the committee. One of these members shall complete a bi-monthly written report and act as a liaison to the Board. Action Teams are accountable to the Community Services Committee, unless otherwise specified by the Board.

**Frequency of Meetings**

The Community Services Committee shall meet on the second Monday, bi-monthly, from September to June. Additional meetings may be scheduled when urgent matters arise, and email updates will be provided as needed. The meeting time shall be established in November for the following year.

**Quorum and Decision Making**

A quorum for all meetings shall be 50% + 1 of the members. Decisions will be made by consensus. Should consensus not be reached, members will conduct a vote to make their decision.

**Chair**

The Chair, Vice Chair will be elected for at least a one-year term by a majority of the members. Elections shall be held in November of each year.

**Responsibilities of Individual Members**

To work together in a mutually supportive environment by:

* Arriving on time and attending meetings consistently.
* Reviewing any information prior to the meeting if required.
* Respecting the opinions and suggestions of committee members, staff, residents, and community partners.
* Providing positive feedback and constructive criticism while being open and non-judgmental.
* Ensuring everyone has an opportunity to participate in brainstorming, discussion and problem solving.
* Sharing ideas and opinions.
* Ensuring information is kept confidential.

**Committee Responsibilities**

1. To work in partnership with staff and Langs Board of Directors to ensure that the strengths/capacities and needs of the participants and the community are identified and met within the resources of the organization.
2. To ensure that the voice of the community residents and participants is considered, by providing input and making recommendations in all aspects of planning, delivery and evaluation of Langs programs and services.
3. To review proposals for program/services from residents, staff, community partners and action teams and make recommendations to the CEO and Board of Directors.
4. To ensure that Langs programs/services support the organization’s vision, mission statement and goals.
5. To encourage linkage/coordination across Langs program areas including medical services, health promotion, volunteerism, and youth programs.
6. To monitor the quality of Langs programs/services by receiving feedback from community residents, participants and community partners.
7. To provide input into Langs policies, procedures and practices (e.g., registration, eligibility requirements).
8. To provide a forum for problems solving issues with actions teams, programs, volunteers, staff and community partners.
9. To oversee the activities of action teams.
10. To be a member of an action team each year and assist with the recruitment of other action team members.
11. To promote Langs programs/services and volunteer opportunities in the community through active communication, information sharing and outreach.
12. To prepare and present a report for the Langs Annual General Meeting.

**EXECUTIVE COMMITTEE**

**Terms of Reference**

**Purpose**

The Executive Committee may act for the board of directors as authorized between meetings or during any period that the board is not in session.

**Membership**

The Executive Committee shall consist up to six elected officers of the association, which includes the chairperson or co-chairs, vice-chairperson, treasurer, secretary and past chairperson (when the position is filled). The CEO of the association shall be an ex-officio, non-voting member. When appropriate, the chairpersons of standing committees may attend an Executive Committee meeting.

**Accountability**

The Executive Committee will be responsible for preparing a written report to the board of directors.

**Frequency of Meetings**

The committee shall meet as required or at least quarterly prior to the meeting of the board of directors. In the event of an emergency, decision making may be reached by consensus on the telephone or via email.

**Quorum**

A quorum for all Executive Committee meetings shall be a majority of the eligible voting members.

**Responsibilities**

* 1. The Executive Committee shall act on existing policies and directives from the board.
  2. The Executive Committee shall assist with the establishment or implementation of policies and procedures in the absence of the board of directors.
  3. The Executive Committee shall have the responsibility of handling all matters pertaining to the CEO’s employment. The committee shall establish performance standards and conduct the CEO’s performance appraisal.
  4. The Executive Committee shall review the organization’s budget and may deal with confidential matters pertaining to finances.
  5. The committee shall investigate or examine the feasibility of special projects of new directions being explored by the organization, when appropriate or as requested by the board.
  6. The Executive Committee will assist with the board member nomination process including the recruitment, screening and orientation of potential new members.
  7. The Executive Committee may establish workgroups from time to time, when appropriate to deal with specific areas of business. (e.g., CEO performance appraisal).

September 2022

**FINANCE AND SUSTAINABILITY COMMITTEE**

**Terms of Reference**

**Purpose**

The Finance and Sustainability Committee is responsible for advising the Langs Board of Directors on all matters pertaining to the organization’s financial responsibilities and to promote and provide advice about organizational sustainability

**Membership**

The Finance and Sustainability Committee shall consist of the following: Langs’ treasurer and two directors, two community members at large with financial expertise, and Langs’ Finance Manager. The board chair and CEO of the organization shall be an ex-officio, non-voting member.

**Accountability**

The committee will be responsible for preparing a written report to the board of directors.

**Frequency of Meetings**

The committee shall meet 3 times per year with additional meetings as required.

**Quorum**

A quorum for all meetings shall be a majority of the eligible voting members.

**Responsibilities**

* + 1. To provide advice about the financial position and sustainability of the organization.
    2. To review, update and recommend financial management policies and procedures for board approval.
    3. To provide advice about opportunities that facilitate sustainability, including revenue generation strategies.
    4. To review investments, bank charges, capital assets, reserve funds and tenant lease rates, and recommend amendments to the board.
    5. To review financial reports and recommend quarterly financial reports for submission to and acceptance by the board.
    6. To review and recommend annual budget submissions to the board for approval.
    7. To function as the Audit Committee and review the organization’s draft audited financial statements.
    8. To assist with the annual appointment of an auditing firm by ensuring that a Request for Proposals (RFP) process takes place every five years.

September 2022

**NORTH DUMFRIES PROGRAM ADVISORY COMMITTEE**

**Terms of Reference**

**Purpose**

As a standing committee of the board of directors, the committee shall recommend, plan, coordinate, and evaluate programs and services that are offered at the North Dumfries Community Health Centre.

**Membership**

Membership on the North Dumfries Program Committee shall consist of 8 members including:

• Community residents, a board member and up to 2 partner agencies.

• Any community partner who is not a member may be invited on an “as needed” basis.

• Members will be appointed for a term of three (3) years followed by an additional term of three (3) years maximum.

• The Langs Director of Community Services shall attend the meetings as an ex-officio member.

• The board chair and CEO are ex-officio members as well.

• Other Langs’ staff will attend as guests or delegates as needed.

**Accountability**

The North Dumfries Program Committee is accountable to the Langs Board of Directors and works in partnership with staff. The members of the committee are accountable to the board through the board member who serves on the committee. This member shall complete a quarterly written report and act as a liaison to the board.

**Frequency of Meetings**

The North Dumfries Program Committee shall meet quarterly during the first week of the month. Additional meetings may be scheduled as needed. The meeting time shall be determined.

**Decision Making**

Decisions will be made by consensus. Should consensus not be reached, members will conduct a vote to make their decision.

**Chair**

The chair will be elected for at least a one-year term by a majority of the members.

**Responsibilities of Individual Members**

To work together in a mutually supportive environment by:

• Arriving on time and attending meetings consistently.

• Reviewing any information prior to the meeting if required.

• Respecting the opinions and suggestions of committee members, staff, residents and community partners.

• Providing positive feedback and constructive criticism while being open and non-judgmental.

• Ensuring everyone has an opportunity to participate in brainstorming, discussion and problem solving.

• Sharing ideas and opinions.

• Ensuring information is kept confidential.

**Committee Responsibilities**

1. To work in partnership with staff and Langs Board of Directors to ensure that the strengths/ capacities and needs of the participants and the community are identified and met within the resources of the organization.

2. To ensure that the voice of community residents and participants is considered by providing input and making recommendations in all aspects of planning, delivery and evaluation of North Dumfries Community Health Centre satellite programs and services.

3. To review proposals for program/services from residents, staff, community partners and action teams and make recommendations to the board of directors.

4. To ensure that the North Dumfries Community Health Centre satellite programs and services support the organization’s vision, mission and goals.

5. To encourage linkage/coordination across North Dumfries Community Health Centre satellite

program areas including medical services, health promotion, volunteerism, early years and youth programs.

6. To monitor the quality of North Dumfries Community Health Centre satellite programs and services by receiving feedback from community residents, participants and community partners.

7. To provide input into Langs policies, procedures and practices (e.g., registration, eligibility requirements).

8. To provide a forum for problem solving issues with action teams, program, volunteers, staff and community partners.

9. To promote North Dumfries Community Health Centre satellite programs and services and volunteer opportunities in the community through active communication, information sharing and outreach.

10. To prepare and present a report for the Langs annual general meeting.

## APPENDIX L – CRITERIA FOR DISCUSSION AND DECISION MAKING FOR PROPOSED COMMUNITY PROGRAMS AND SERVICES

**Criteria for Discussion and Decision Making for Proposed Programs and Services**

□ Internal Request □ External Request

Name of Program/Service: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Person Submitting Request: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Questions to be discussed as a committee:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Needs Assessment | | Yes | | No | | N/A |
| 1. Are the goals and descriptions clear? | |  | |  | |  |
| 2. Can we identify the group the program will benefit? | |  | |  | |  |
| Staff and Volunteer Roles | | Yes | | No | | N/A |
| 1. Has the role of staff been clearly identified? | |  | |  | |  |
| 2. Has the role of volunteers been clearly identified? | |  | |  | |  |
| Resources | | Yes | | No | | N/A |
| 1. Do we have the necessary resources? (space, equipment, childcare, supplies, speakers costs) | |  | |  | |  |
| Guiding Values | | Yes | | No | | N/A |
| 1. Do we see the program fitting with Langs Vision and Mission? | |  | |  | |  |
| 2. Do we see the program linking with the Strategic Plan? | |  | |  | |  |
| 3. Do we see the program fitting with the Langs Health Promotion Model? | |  | |  | |  |
| 4. Overall, do we see this as beneficial to Langs patients, participants and community? | |  | |  | |  |
| 5. What are the known and potential benefits of the program? | | | | | | |
| 6. What are the known and potential cautions of the program? | | | | | | |
| 7. If funding exists for this program, has the funding agreement been checked to see if the proposal aligns with the agreement? | | | | | | |
| 8. If a major change to a program is proposed, has the CEO been consulted? | | | | | | |
| Decision | Yes | | No | | N/A | |
| Do we recommend approval of this program/service? |  | |  | |  | |

**Recommendation of the Committee:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Review period in:** □ **6 months** □ **1 year**

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Recorder)*  *(Chair)*

## APPENDIX M- RISK MANAGEMENT FOR BOARD MEMBERS

There is no substitute for knowledgeable governance and thoughtful risk management, and the organization that manages its affairs in a conscientious and responsible manner will reduce its directors’ liability risks considerably. Nonetheless, the following practical tips will be helpful to all directors.

Before accepting a directorship with an organization, you should:

* Think about your reasons for becoming a director. Be sure you have the time, interest and commitment to do the job well.
* Learn as much as you can about the organization. What is its mission? What activities does it undertake? How is it perceived in the community?
* Ask for a written job description for the position of director.
* Educate yourself about your legal duties as a director by reading a discussion paper such as this one. Look at the composition of the entire board, and satisfy yourself that it can govern effectively and provide competent direction to committees, staff and volunteers within the organization.
* Confirm that the organization indemnifies its directors (either through its by-laws, through policy or by means of a written contract) and that it carries directors’ and officers’ liability insurance. Ask about the scope of coverage and any exclusion to this insurance.

Once you have accepted a directorship, managing your personal liability risks is an ongoing process. The following guidelines will help you to take steps to manage these risks as they relate to issues such as policy, finances, meetings, personnel and training.

**Meetings**

* Attend meetings, be prepared to discuss the items on the agenda, and participate fully in decision making.
* Provide your reports to the board in written form.
* Ensure that minutes reflect abstentions from votes, votes for and votes against motions.
* If you have any real or perceived conflict of interest, declare it when the issue first arises, and do not vote, participate in or influence the decision-making process. Have your disclosure recorded in the meeting minutes.
* Do not rush important decisions. Ensure that board members receive meeting materials in ample time to digest them. If important information is lacking, postpone the decision until this information can be obtained.
* Keep your own personal copies of key documentation and minutes of controversial meetings.

**Finances**

* Take an interest in finances by reviewing regular financial reports and approving and monitoring the organization’s annual budget.
* Use a professional, independent accountant to perform an annual audit of the organization’s finances.
* Know who is authorized to sign cheques and for what amount.
* Do not be shy about asking questions and seeking clarification on financial matters from staff.
* With the assistance of your auditor, develop a list of statutory reporting requirements and assign a staff person or director to monitor that these requirements are being fulfilled.

**Contracts**

* Ensure that all contracts the organization enters into are carefully reviewed by staff or by counsel.
* When the organization partners with other entities on joint projects or enters into agreements, be sure that all terms and conditions are clearly expressed in a written contract, and that risks and liabilities are appropriately shared.

**Policy**

* Ask for a copy of the organization’s policy manual.
* Be familiar with the content of the organization’s constitution and by-laws. If they are out of date, or no longer adequately reflect the mandate and activities of the organization, undertake to update them.
* On important matters and for decisions that have the potential to adversely affect someone, ensure that the organization’s policies are adhered to as written. If the policy is unsuitable for dealing with the particular circumstance, take steps to change the policy for the future.
* Commit staff and volunteer time and financial resources to developing risk management policies.

**Personnel**

* Ensure that all staff and volunteer positions have written job descriptions.
* Insist that the organization develop a clear personnel policy and ensure that staff evaluations are performed at least annually or as required by the policy.
* Be sure that suitable screening measures are in place for those staff and volunteer positions that involve interaction with children, youth, seniors or other vulnerable persons in positions of trust.

**Insurance**

* Ask for copies of the organization’s insurance policies and become familiar with their scope of coverage.
* Consider asking the insurance broker to meet with the board and make a brief presentation on these policies.

**Training**

* Support professional development for staff and training for volunteers.
* Encourage the board to engage in training. Bring in a board development instructor or a facilitator to help the board improve its effectiveness.
* Offer board members training opportunities in association with board meetings or annual general meetings.
* Commit resources to the development and updating of board and staff orientation materials.
* Leave aside a short portion of every board meeting to allow the board to evaluate its effectiveness in conducting the meeting and making governance decisions.

**General**

* If the organization is unincorporated, consider incorporation. As a risk management measure it is well worth the expense and inconvenience.
* If you suspect that something is not right, go with your intuition and check it out! Be curious.

Remember, as a director you will be held responsible for circumstances and situations you *ought* to have known about, whether or not you actually did know about them.

* Do not speak negatively about the organization to the public. Publicly support the board’s decisions, even if you might have voted against the majority of directors.
* If the organization needs to deal with a complex matter in which staff or directors lack expertise, consider the services of an outside professional (for example, a lawyer, financial advisor, human resources consultant, risk management specialist or engineer).

## APPENDIX N– STRATEGIC PLAN

## A picture containing shape Description automatically generated