

Board of Directors Manual

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Revised – June 2011
Revised – June 2015
Revised – March 2016
Revised – May 2018
Revised – April 2019
Revised – May 2020

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Section 1 – Board Manual Narrative

Introduction

The Algoma Nurse Practitioner-Led Clinic (Algoma NPLC) was established in 2009 with approval and funding from the Ontario Ministry of Health and Long-Term Care to provide primary care to patients in Sault Ste Marie and area who were without such services. As a community based nonprofit corporation, the Algoma NPLC is governed by a Board of Directors from the community. The board sets the direction for the operations which are led by a Nurse Practitioner.

The Clinic serves patients of all ages by providing full Primary Care services which include prevention, screening, education, diagnosis and treatment for chronic and acute episodic illnesses. Care is provided by Nurse Practitioners (NPs) who are autonomous, primary health care practitioners registered with the College of Nurses of Ontario, in the extended class. They work in collaboration with physicians and allied health professionals with the goal of partnering patients with a well-connected, high quality, accessible, interprofessional team providing access and advocacy in the healthcare system as a whole.

This resource manual includes guidelines for the Board of Directors to assist them in understanding their roles and responsibilities for governing the affairs of the Algoma NPLC. The manual is found on the Algoma NPLC Board Portal.

Governance and Accountability

The primary responsibility of the Board of Directors (Board) is the governance of the Algoma Nurse Practitioner-Led Clinic. Governance meaning “the processes and structures that an organization uses to direct and manage its general operations and program activities” (Carter & Man, 2003, p.1). The responsibility of achieving ‘good governance’ lies with the Board and therefore they are responsible for assessing the quality of their work and for working towards ongoing improvement. (Corbett & Mackay, 2013)

“Good Governance means achieving desired results and achieving them in the right way, i.e. in ways that are consistent with the normative values of democracy and social justice” (Carter & Man, 2003, p.1). The organization fulfils its mandate while maintaining financial

sustainability and fiduciary responsibilities (Corbett & Mackay, 2013). Gill (2001) describes Good governance as being composed of

“Vision (planning for the future), Destination (setting goals and providing a general road map), Resources (securing the resources necessary to achieve the goals or reach its destination), Monitoring (periodically ensuring that the organizational vehicle is well-maintained and progressing, within legal limits, toward its destination) and Accountability (ensuring efficient use of resources; reporting progress and detours to stakeholders) (VDRMA). (pp. 7-8)

“The quality of governance is a direct result of the quality of the board’s behaviour.” (Corbett & Mackay, 2013, p. 2) These authors highlight the importance of Board member knowledge and skills as individuals and as a collective.

Board and Directors

The Algoma NPLC is governed by a Board of nine directors who represent the diverse community served. Board membership includes nurse practitioners. The authority of the Clinic rests with the Board and the Board is responsible to the key stakeholders, funders, clients, staff, partners and the community to ensure that the Clinic meets its legal and ethical obligations and provides good stewardship. The Board is accountable to the Ministry of Health and Long-Term Care, ensures the organization is meeting the terms of the contract with the Ministry and reports regularly on how it is meeting its obligations. The board is accountable to community stakeholders for the performance of the clinic. It guides the organization through strategic planning, ensures appropriate use of funds and minimizes risks of the organization. The Board reports regularly on how the Clinic is meeting the obligations described in the business and operational plans and any contracts or agreements.

The Executive Director - Nurse Practitioner Lead (ED-NP Lead) is the link between the Board and the staff who accomplish the work of the Clinic. The ED-NP Lead ensures that staff is aware of and follows the strategic direction set by the Board. The professional and support staff are the first line of contact between the Clinic and the patients. Directors have no authority to act or give direction individually. All actions must be approved in policies or in motions of the Board. The Board may delegate authority but it retains its ultimate responsibilities.

As an effective Board, we will be able to develop trust in the organization, set clear directions for the future, ensure connections with stakeholders, make good decisions, ensure financial stability and develop resiliency in the organization to effectively negotiate change.

Board-Staff Relationship

The roles of the Board and the staff are interdependent. The Board has the legal and ethical responsibility for the governance of the Clinic and the authority to select the ED-NP Lead. The authority for the day-to-day operation of the Clinic is given by the Board to the ED-NP Lead. The collective wisdom of the Board guides decisions related to the mission, direction and values of the Clinic. The Board relies on the ED-NP Lead for day-to-day leadership of the Clinic staff and assisting the Board by providing information and reports regarding the operation of the clinic and accomplishment of the goals and targets.

Board members are not involved in or direct the day-to-day operation of the clinic. The Board's role is to hire a competent qualified ED-NP Lead that does the work of the organization.

Interference or micro-management by individual Board members in the day-to-day work of the Clinic undermines the work of the staff and can lead to lower staff morale, loss of confidence by the funders and the public and reduced effectiveness of the Clinic. In a similar fashion, the ED-NP Lead must keep the Board informed and seek input and advice from the Board to ensure Board engagement. The ED-NP Lead reports directly to the Board. Board members should never undermine the authority of the ED-NP Lead by instructing employees.

Executive Director Responsibility

The ED-NP Lead is responsible for developing and maintaining the sustainability and effectiveness of the Clinic and reports directly to the Board of Directors.

The ED-NP Lead is responsible for the day to day operations of the clinic. All staff report directly to the ED-NP Lead.

Legal Responsibilities and Risk Management

The Board is responsible to ensure that the Clinic follows all municipal, provincial and federal laws that apply to its operation. It delegates this authority to the ED-NP Lead and receives an annual legislation report which illustrates how the clinic is ensuring compliance.

The Board sets the Risk Management Plan for the clinic and is responsible for ensuring that the risks inherent in the running of the clinic are minimized. It has a key role in overseeing the operations for consistency in following the Risk Management Plan and receives regular reports from the ED-NP Lead outlining compliance.

Collaborative Philosophy

The Clinic operates using a collaborative model of shared care with all team members working together to provide quality care to patients registered at the clinic. Nurse practitioners are the primary care providers and they work closely with all the other clinical staff to ensure that all patients receive the consultations and care they need to ensure continuity of care and appropriate management of health and illness.

Other members of the clinic team include physicians, registered nurses, registered practical nurses, a social worker, a pharmacist, receptionists and administrative staff.

The clinical team strongly believes in the life-changing effects of disease prevention and health promotion. This is reflected in their holistic approach to care. The team develops close working relationships with each other, built on trust, respect and professionalism. As they care for patients they collaborate with each other, discuss their cases, and problem solve issues related to the operation of the clinic. Collaboration occurs both spontaneously and in formal team meetings.

Strategic Plan

The Board sets the Vision, Mission, Values and Strategic Directions of the clinic and has a key role in overseeing operations for consistency with strategic directions. The board considers the impact of changes in the internal and external environments of the Clinic and revises the plan accordingly. The plan is reviewed regularly.

The Algoma NPLC is a member of the provincial network Alliance for Healthier Communities. The Board endorses the Alliance Health Equity Charter and the Model of Health and Well Being. One Board director volunteers as a Board Liaison with the Alliance.

Board Orientation

Each new director is required to participate in a Board Orientation session, led by the Chair. The orientation includes both the governance and operations of the Clinic. The orientation prepares new directors for their active, informed participation in Board activities and decision making and ensures continuity among directors in terms of expectations regarding their roles. The orientation session includes:

- Clinic Strategic Plan
- Board role and responsibilities
- Board relationship to the senior staff, employees, funders and other stakeholders
- Accountability and evaluation practices
- Financial structure of the organization, and the board's role in reviewing reports from the ED-NP Lead and auditors

The orientation is best done in person, with the chair and ED-NP Lead. As part of the orientation, new members are introduced and given access to the Board Portal, do mandatory Accessibility Training, are given a tour of the clinic and follow the New Board Member Orientation Checklist.

Board Committees

There are four Standing Committees of the Board: Executive, Governance, Finance and Human Resources. The Strategic Planning Committee is a sub-committee of the Executive Committee. The Nominating Committee is a sub-committee of the Governance Committee. The Recruitment Committee is a sub-committee of the Human Resource Committee. All Board members must participate on at least one Committee. All positions are elected by the Board of Directors and consist of two-year terms. See Terms of References for Committee role, membership, responsibilities and meeting frequency.

References

- Carter, T.S., & Man, T.L.M. (2003). Good Governance in Meeting the Duties of Directors of Charities and Not-For-Profits. Carter & Associates Barristers, Solicitors & Trade-Mark Agent. <https://www.Carters.ca>
- Corbett, A., & Mackay, J.M. (2013). Guide to Good Governance: Not-for-Profit and Charitable Organizations (second edition). Governance Centre of Excellence. <https://www.gbachc.ca>
- Gill, M. 2001 Governance DO'S & DON'TS Lessons from Case Studies on Twenty Canadian Non-profits Final Report The Institute on Governance. <https://www.citeseerx.ist.psu.edu>