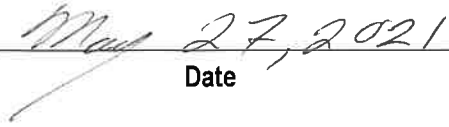


Policies and Procedures

<b>Section:</b> Governance	<b>Policy Number:</b> 2011-02
<b>Subject:</b> Statement of the Roles and Responsibilities of the Board	<b>Approved by:</b> Board of Directors
<b>Original Effective Date:</b> June 8, 2011	<b>Revision Dates:</b> March 9, 2021

  
\_\_\_\_\_  
Chairperson

  
\_\_\_\_\_  
Date

## Statement of the Roles and Responsibilities of the Board

### Purpose

The board has adopted this Statement of the Roles and Responsibilities to ensure it has a shared understanding of the role it plays in governance.

### Responsibilities of the Board

- Overall governance of the affairs of the corporation.
- Act honestly, in good faith and in the best interests of the corporation and, in so doing, support the corporation in fulfilling its mission and discharging its accountabilities.
- Understand the Governing Legislation Bylaws and Strategic Plan of the corporation.
- Understand and follow the policies related to the duties of Board members.
- Prepare for and attend all meetings of the Board, contribute to discussions and activities, and share professional expertise, knowledge, and skill where possible.
- Keep informed on the activities of the corporation and be aware of trends in the community, province and country related to the delivery of primary health care services.
- Participate in working groups and committees of the Board, along with staff or other individuals appointed by the board.
- Clearly express any conflict of interest and/or any disagreement to actions or decisions being considered.
- Once decisions are made and approved by the Board support those decisions and speak as one-voice.
- Respect the distinction in roles between the ED-NP Lead, staff, and board.

### Governance

- Ensure quality assurance of Board governance.
- Establish governance structures to facilitate the performance of the board's role.
- Recruit a skilled, experienced, and qualified board.
- Participate in ongoing board training and education through annual Board evaluation and development of an education and tasking schedule

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- Participate in periodic evaluation of the board governance and structure. This includes board recruitment processes, board composition and size, number of committees and their Terms of Reference, appointment of committee chairs, appointment of board officers and other governance processes and structures.
- Annually assess Board Policies and Procedures and make recommendations where needed for Board Approval.

Strategic Planning, Vision, Mission and Values

- Participate with staff in the formulation and adoption of the organization's vision, mission, and values.
- Ensure that the organization develops and adopts a strategic plan that is consistent with its mission and values, and which will enable the organization to realize its vision. Participate in the development, and ultimately approval of the strategic plan.
- Oversee operations for consistency with the strategic plan and directions.
- Receive regular briefings or progress reports on implementation of strategic directions and initiatives.
- Ensure that its decisions are consistent with the strategic plan and the vision, mission, and values.
- Conduct an annual review of the strategic plan as part of the annual board education and tasking schedule

Quality and Performance Measurement and Monitoring

Establish Board approved processes, schedules, standards and indicators for monitoring and assessing performance in areas of board responsibility including:

- Fulfilment of the strategic directions in a manner consistent with the vision, mission and values.
- ED-NP Lead performance
- Quality of clinic operations and services including plans to address variances from performance standard indicators.
- Finances.
- External relations.
- Board's own performance and effectiveness.

Financial Resources

- Responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.

**Policies and Procedures**

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- Approve policies for financial planning, annual operations, and capital budget.
- Monitor financial performance against the budget.
- Approve monthly financial reports.
- Approve investment policies and monitor compliance.
- Ensure the accuracy of financial information through approval of annual audited financial statements.
- Ensure the ED-NP Lead has put measures in place that support the integrity of internal controls.

Risk Identification

- Be knowledgeable about risks inherent in the corporation’s operation and ensure that appropriate risk analysis is performed as part of board decision making.
- Ensure that appropriate programs and processes are in place to protect against risk.
- Identify risks to the organization and ensure that there are plans in place to prevent and manage such risks.

Selection, Supervision and Succession Planning for the Executive Director-Nurse Practitioner Lead

Recruit and supervise the ED-NP Lead:

- Develop and approve the ED-NP Lead job description.
- Undertake a recruitment process and select the ED-NP Lead
- Review and approve the ED-NP Lead’s annual performance goals.
- Review performance and determine compensation of the ED-NP Lead on an annual basis. Review is conducted by the Chair with input from all board members.
- Ensure succession planning is in place for the ED-NP Lead position.
- Collaboratively participate in an exit interview where agreed to by both parties for the ED-NP Lead position.

Legal Compliance

- Ensure appropriate processes are in place that support compliance with legal requirements.
- Retain legal counsel when needed.

Annual Board Calendar and Meeting Schedule

- Distribute the annual board meeting schedule at the beginning of each Board Year.

**Policies and Procedures**

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- Complete an annual board evaluation in May/June. Identify areas needing improvement. and develop a learning needs and tasking schedule calendar including areas to improve, strategies, persons responsible and target dates. (See template under Forms in Board Manual on Portal to support this process)