

Policies and Procedures

Section: Governance	Policy Number: 2011-02
Subject: Statement of the Roles and Responsibilities of the Board	Approved by: Board of Directors
Original Effective Date: June 8, 2011	Revision Dates: June 13, 2016

Chairperson

Date

Statement of the Roles and Responsibilities of the Board- Draft2

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, **(omit to)** 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.
- **(Omit Demonstrate the knowledge, skill and ability of reasonable person in similar circumstances.)**
- **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 **(omit to)** support those decisions and speak as one-voice.
- Respect the distinction in roles between the **ED-NP Lead**, staff and board.

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Governance

- **Ensure** quality assurance of Board governance (*omit* the board's own 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
- **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.** (*omit* through Quality Improvement Plan (QIP), dashboard and ED-NP reports.)

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- Finances (*omit conditions and instead use status or standing and processes*).
- External relations.
- Board's own **performance and** effectiveness.
- **(Omit the following 3 bullets)**
- The board ensures that Leadership has provided appropriate measures of performance
- The Board monitors organizational board performance against board-approved performance standards and indicators
- The board ensures that the Leadership has plans in place to address variances from performance standards indicators

Financial Resources

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

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- **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.**
- **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)**
- **(omit The Chair, with input from all board members will conduct an annual performance evaluation of the ED-NP Lead.)**