

Algoma  
*Nurse Practitioner-Led Clinic*

# Board of Directors Manual

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#### **Introduction**

The Algoma Nurse Practitioner-Led Clinic was established in 2009 with approval and funding from the Ontario Ministry of Health and Long Term Care as a community-based, non-profit corporation that provides primary care including prevention, screening education, diagnosis and treatment for chronic and episodic illnesses to clients without a primary health care provider. Ongoing Health care is provided by nurse practitioners, in collaboration with physicians and allied health professionals to people of all ages in the Sault Ste. Marie area. By having care delivered through the clinic, clients will have improved access to the health care system, an advocate within that system and an opportunity to partner with a provider to negotiate the many ways to stay healthy and treat illness.

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 Nurse Practitioner-led Clinic. The Clinic was established in 2009, with approval and funding from the Ontario Ministry of Health and long Term Care, and operates as a community-based not-for-profit corporation governed by a community-led Board of Directors. The governance and operation of the Clinic has been established in accordance with the Ministry's Nurse Practitioner-led Clinic Guidelines, related to governance and accountability.

#### **Mission Statement**

The Algoma NPLC is committed to providing timely, patient-centered, innovative, excellent primary care.

#### **Vision Statement**

Together, improving quality of life through a collaborative health care team.

#### **Values**

The Values of the clinic guide all the actions and decisions of the staff and board. We strive to incorporate the following values into all decisions and actions, by board and staff, at the Algoma NPLC;

- Collaboration
- Respect and Integrity
- Honest and Trust
- Compassion
- Diversity

### Objectives

In working towards its vision and achieving its mission, the Clinic will;

- Ensure quality and timely patient-centered care.
- Optimize the health and well-being of our patients.
- Recruit, develop and retain an engaged workforce with exceptional clinical and interpersonal skills.
- Create a respectful, trusting culture that empowers and exceeds patient expectations.
- Maintain a balanced budget through securing sufficient funding and ensuring operational efficiencies.

### Board and Directors

Governance is the exercise of authority, direction and control of an organization in order to ensure its purpose is achieved. It refers to who is in charge of what; who sets the direction and the parameters within which the direction is to be pursued; who makes decisions about what; who sets performance indicators, monitors progress and evaluates results; and, who is accountable to whom for what. Governance includes the structures, responsibilities and processes that the board of an organization uses to direct and manage its general operations. These structures, processes and organizational traditions determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision makers are held to account". (Gill, 2001, p.1)

### Governance & Accountability

The primary responsibility of the Board of Directors (Board) is the governance of the Algoma Nurse Practitioner-Led Clinic. Governance refers to the "authority and responsibility of making decisions and taking action" (Guide to Governance and Accountability (2008) Ontario Ministry of Health and Long Term Care).

Through the bylaws and Board policies, the Board establishes a structure and process that it uses to guide and oversee the activities of the Clinic and the staff who work at the clinic. The outcome of governance is effectiveness of the Clinic in achieving its mission. "Good governance is about both achieving desired results and achieving them in the right way" (Institute on Governance, Board Governance).

The Algoma Nurse-Practitioner Led Clinic is a not-for-profit corporation that is governed by a Board of nine directors including nurse practitioners, who represent the community served. 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. The Board is accountable to the key stakeholders and reports regularly on how the Clinic is meeting the obligations described in the business and operation plans and any contracts or agreements.

The role of the Board is to represent the stakeholders, to demonstrate leadership and sound decision making, and to be accountable to the stakeholders for the performance of the Clinic. The primary responsibilities of the Board are to guide the organization through the Strategic Plan, to ensure appropriate use of the funds of the Clinic, to establish and enforce effective human resources policies and to minimize the risks of the organization. These responsibilities are described in greater detail throughout this manual. They are responsible to ensure the organization is meeting the terms of the contract with the Ministry of Health and Long Term Care.

The funding for the Clinic is provided by the Ministry of Health and Long Term Care. The Board is accountable to the Ministry and other stakeholders to govern the Clinic through the strategic plan and the decisions it makes regarding the operation of the Clinic.

The Administrative Lead in collaboration with NP-Lead is the link between the Board and the staff who accomplish the work of the Clinic. The collaborative effort of these two roles 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 clients/patients.

The Board is responsible to the Ministry of Health and to key stakeholders, who entrust the Board to demonstrate good stewardship in the operation of the Clinic. Directors have no authority to act or give direction individually. All actions must be approved in policies or motions of the Board. The Board may delegate authority; however, it remains responsible for the actions and the outcomes. The Board reports to its stakeholders through regular reports on activities and finances.

Effective boards are able to develop trust in their organizations, to set clear directions that guide the organization into the future, to ensure connections between it and all stakeholders, to make good decisions, to develop resiliency in the organization so that it can negotiate effectively through change, and to ensure financial stability of the organization.

### **Legal Responsibilities**

The Board is responsible to ensure that the Clinic follows all municipal, provincial and federal laws that apply to its operation. Some of the laws that affect the operation of the Clinic include;

- Ontario Corporations Act
- Ontario Employment Standards Act
- Ontario Occupational Health and Safety
- Federal Income Tax Act (mandatory employment related cost and deductions)
- Personal Information Protection and Electronic Documents Act
- Freedom of Information and Protection of Privacy Act
- Health Care Consent Act
- Workplace Safety and Insurance
- Accessibility for Ontarians with Disabilities Act
- Regulated Health Professionals Act
- Employer Health Tax
- Goods and Services Tax
- Nursing Act 1991

### **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 Administrative Lead and the Nurse Practitioner Lead. The authority for the day-to-day operation of the Clinic is given by the Board to the senior staff. The collective wisdom of the Board guides decisions related to the mission, direction and values of the Clinic. The Board relies on the senior staff 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 competent qualified senior management 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, staff must keep the Board informed and seek input and advice from the Board to ensure Board engagement. Senior staff report directly to the Board and the Board

directs employees only through the senior staff. Board members should never undermine the authority of the senior staff instructing employees.

### **Senior Staff Responsibility**

The Administrative Lead and the NP Lead are responsible for developing and maintaining the sustainability and effectiveness of the Clinic and report directly to the Board of Directors.

The Administrative Lead is responsible for budgetary issues, schedules, along with the day to day operations of the clinic. The Administrative Lead works closely with the NP Lead in managing all clinical staff. The staff report to the Administrative Lead with all administrative issues such as payroll, day to day issues, vacation etc.

The NP Lead is responsible for the development and maintenance of all clinical policies, clinical team building and ensuring quality patient care. Staff of the clinic report to the Nurse Practitioner Lead regarding all clinical issues such as patient medical issues, team meetings/participation, appointment booking times etc. Staff vacation will be handled by both the NP Lead and Administrative Lead to ensure adequate clinical care for registered patients.

### **Collaborative Philosophy**

The Clinic operates using a collaborative model of shared care with all team members working together to provide quality care to the clients. Team members recognize and respect each other and the combination of knowledge, skills and expertise they bring to the Clinic's clients. The nurse practitioners are the primary care providers and they work closely with the Clinic's physician(s) to ensure that all clients receive the care and consultation necessary to ensure continuity of care and appropriate management of illnesses and diseases.

Members of the Clinic team include not only nurse practitioners and physician(s), but also registered nurses, registered practical nurses, social worker, pharmacist, receptionists, Administrative Lead and nurse practitioner lead. In the day-to-day operation of the Clinic members of the team develop close working relationships with each other, built on trust, respect and professionalism. As they care for their clients they collaborate with each other, discuss their cases and other issues related to the operation of the clinic and demonstrate the ability to make decisions. These collaboration sessions are often spontaneous but they also occur in more formal team meetings.

The Nurse Practitioner is registered with the College of Nurses of Ontario (CNO) in the extended class [RN (EC)]. The NP is an autonomous, community-based, primary health care practitioner whose scope of practice involves providing health care services to individuals of all ages. The NP is expected to work within the full scope of practice as identified by the College of Nurses of Ontario's "Nurse Practitioner Practice Standard" with awareness and knowledge of changes to scope according to regulatory changes.

### Strategic Plan

The board oversees the activities of the Clinic and the staff and it has a key role in monitoring the performance of the Clinic in relation to the goals and objectives. The board considers the impact of changes in the internal and external environments of the Clinic and revises the plan accordingly. The plan should be reviewed every 3 years at a minimum and more frequently if required.

### 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 senior staff and auditors

The orientation is best done in person, with the chair and senior staff. As part of the orientation, new directors receive a copy of the Board Manual, a tour of the Clinic and other relevant documentation.

### Board Committees

*Executive Committee* – This committee is responsible for essential day-to-day work between general meetings in the absence of the Board as a whole and is composed of the Chair, Vice-Chair, Secretary and Treasurer of the Board of Directors. All positions are elected by the Board of Directors and consists of a two year term. The Executive Committee



conducts exit interview with the leadership positions. See Terms of Reference for this committee.

*Governance Committee* – This Governance Committee is responsible for the maintenance and review of the Board Manual, governance policies and committees of the clinic. This committee makes recommendations to the board of directors for updates to the Board Manual. *The Nominating Committee* is a sub-committee of the Governance Committee. The primary responsibility of the Nominating Committee is the recruitment and nomination of new board members and members of the Executive Committee. See the Terms of Reference for this committee.

*Finance Committee* – The purpose of the Finance Committee is to monitor the financial processes of the Clinic and provide the Board with information and recommendations to guide decision making. The committee ensures the appropriate, effective and efficient use of Clinic resources and adherence to the contract with the Ministry of Health and Long Term Care. See Terms of Reference for this committee.

*Human Resources Committee* – This committee has primary responsibility for ensuring that the clinic policies and procedures regarding recruitment, selection, hiring and employment of staff are effective and in compliance with related legislation and regulations. The committee oversees the recruitment of the Administrative Lead and NP Lead. The HR committee also monitors the feedback from exit interviews with Leadership staff. See Terms of Reference for this committee.

### **Senior Staff Recruitment**

Senior staff of the clinic is the Administrative Lead and the NP-Lead. These roles work in collaboration to encourage excellence throughout the organization; maintain morale and provides inspiration; and keeps the organization focused on its goals. The recruitment, selection and hiring of these two positions is the responsibility of the Board and includes the following steps:

1. *Formation of a Recruitment Committee*. This group of up to three directors will lead the process and prepare a recommendation for the Board.
2. *Clear description of the qualifications, experience and qualities needed*. The Board must describe what it needs from the senior staff based on the strategic plan and Clinic goals and objectives. The job description and job posting reflect the

qualifications and qualities required. The committee also reviews all relevant laws and regulations to ensure compliance.

3. Develop a Candidate Profile. This includes a detailed description of the qualities of the ideal candidate and may include:
  - a. Ability to motivate and inspire others
  - b. Financial and physical resource management skills
  - c. Effective human resource management
  - d. Leadership and coaching skills
  - e. Innovation and creativity
4. Conduct the search. This step includes determining where to post the advertisement for the position including, newspapers, website, professional journals, etc.
5. Short list applications. Each application is reviewed by the committee and evaluated against the criteria established in Steps 2 and 3. The goal is to create a short list of three to five candidates who most closely meet the criteria. Short listed candidates are invited to complete the next steps and unsuccessful candidates are notified in writing that their applications were not successful.
6. Conduct the interviews. This is the time for the committee to get to know each candidate personally, and look for the best fit between the candidates and what the Clinic needs. The process should be standardized, so that each candidate has a similar experience. In addition to the questions and answers, it is also recommended that the candidates be invited to complete a written assignment on site and deliver a prepared presentation. The same committee members should attend each interview and one person should act as chairperson for the interviews. The questions should be challenging and open-ended and focus on past performance or behaviour of the candidates. All questions should be appropriate and not violate the human rights code. Each committee member rates the candidates and the committee deliberates as it prepares its recommendation. It is strongly recommended that hiring recommendations are decided by consensus.
7. Complete reference, academic and criminal records checks. The committee completes checks on one or more candidates. Only the references identified by the candidates are contacted. They are asked a number of pre-determined questions and their responses are recorded on the form. All academic and professional

qualifications should be validated with the organization issuing the documents. The fee for criminal records check is paid for by the Clinic.

8. *Make a recommendation.* Once the committee is satisfied that they have the best candidate, the whole Board may wish to interview the candidate, prior to an offer being made. Once the Board is satisfied with the recommendation, a written offer of employment is made to the candidate. This offer includes confirmation of the position description, salary, benefits, and any other arrangements. The Board authorizes the chair or another member to negotiate the terms of the offer with the candidate.

### Exit Interviews

The Board through the Executive Committee conducts exit interviews with the Administrative Lead and NP-Lead when she/he leaves the organization. The Administrative Lead and NP Lead conducts exit interviews with other staff and the reports of these interviews are shared with the Human Resources Committee and the Board of Directors when applicable.

### Programs and Services

The core services and programs of the clinic include;

- Health assessments (history and physical examinations)
- Diagnosis and treatment
- Primary reproductive care (e.g. counseling on birth control and family planning)
- Primary mental health care
- Primary palliative care
- Collaborative Relationships with other community healthcare facilities.
- Service coordination and referral to community health care providers and agencies
- Referral and access to prenatal, obstetrical, post-natal maternal care and newborn care.
- Chronic disease management programs
- Patient education, health promotion and disease prevention programs

**Appendixes**

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