

Governance Committee Meeting Minutes

Zoom Meeting – Friday, March 1, 2024 – 10:00 am

Present: Elaine Azzopardi, Jessica Clarke, Stephen Beauchamp, Cindy Anthony, Trish Baird, Tina Stephens,

Regrets:

| Topic | Discussion | Decision/Action |
|---|---|--|
| 1. Quorum & Approval of Agenda | There was a quorum present. | Motion by: Cindy Anthony to approve the agenda. 2 nd by: Stephen Beauchamp. Carried. |
| 2. Approval of Minutes | 2.1 Approval of Previous Minutes – Dec. 8, 2023 | Motion by: Stephen Beauchamp to approve the minutes of Dec. 8, 2023. 2 nd by: Jessica Clarke Carried. |
| 3. Business Arising | No Outstanding Business | |
| 4. New Business/Work Plan Items | <p>4.1 Review Succession Planning Strategy Trish presented the Committee with a draft policy titled “Succession Planning”. The first part of succession planning is to create a policy. Senior management has reviewed and has made no recommendations. Committee has made the following wording recommendations:</p> <ol style="list-style-type: none"> 1. Under Temporary Change in CEO – add reference that the designation will take place prior to the change. 2. Replace “Nominating Successors” with “Identifying & Assessing potential candidates”. <p>4.2 Review Board Member Skills Matrix The Board Member Skill Matrix was circulated. This is a skills matrix nominating committee reviews when in the recruitment process for Board members. The committee felt no changes were needed.</p> <p>4.3 Review Risk Register Trish informed the committee that is currently being worked on by herself and Tina. Trish will keep the committee updated on progress.</p> | <p>Motion by: Jessica Clarke to recommend this policy go to the Board for approval with minor wording changes made. 2nd by: Cindy Anthony. Carried.</p> <p>For Discussion</p> <p>For Information Purposes</p> |

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|--------------------------------|--|--|
| <p>5. Policy Review</p> | <p>The Committee reviewed the below policies and made the following recommendations:</p> <ol style="list-style-type: none"> 1. BD-30 Board Development – no changes needed. Next review – 3 years. 2. BD-110 Media Relations – Committee felt this may need to be beefed up a bit. Will be brought back to the next meeting. 3. BD-100 Process for Selection of Board Officers – This is a revised version of the former BD-100 Board Chair Selection Process policy. Committee felt this policy was good with a couple of minor wording changes: <ol style="list-style-type: none"> 1. Remove the word “Generally”. 2. Add “For Officers” in the title “Selection Criteria – Desirable Attributes”. 3. Add reference to policy BD-160 Board of Directors Nomination and Election policy. 4. Review every 2 years. | <p>Motion by: Cindy Anthony to recommend that policy BD-100 Process for Selection of Board Officers go to the Board for approval. 2nd by: Stephen Beauchamp. Carried.</p> |
| <p>Terminate</p> | | <p>Motion by: Stephen to Terminate</p> |

Next Regular Meeting: Friday, April 5, 2024 – 9:00 am – Zoom.



CommunityCare
NORTHUMBERLAND

Governance Committee Meeting

<https://us02web.zoom.us/j/81107360796>

Meeting ID: 811 0736 0796

Passcode: 191896

Friday, March 1, 2024 – 10:00 am

MEETING AGENDA

| Welcome | Speaker: | Document: |
|---|-----------------|------------------|
| 1. Quorum & Approval of Agenda | Elaine | Verbal |
| 2. Approval of Previous Minutes – Dec. 8, 2023 | Elaine | Attached |
| 3. Business Arising from Minutes – No outstanding business. | | |
| 4. New Business/Work Plan Items | | |
| 4.1 Review Succession Planning Strategy | Trish | Attached |
| 4.2 Review Board Member Skills Matrix | Trish | Attached |
| 4.3 Review Risk Register | Trish | Discussion |
| 5. Policy Review | Elaine | Attached |
| BD-30 Board Education, BD-110 Media Relations | | |
| BD-100 Board Chair Selection Process (Old Policy) | | |
| BD-100 Process for Selection of Board Officers (New Policy) | | |
| 6. Termination | | |

Next Regular Meeting – Friday, April 5, 2024 – 9:00 am
Zoom Meeting

Governance Committee Meeting Minutes Zoom Meeting – Friday, Dec. 8, 2023 – 9:00 am

Present: Elaine Azzopardi, Jessica Clarke, Stephen Beauchamp, Trish Baird, Tina Stephens,

Regrets: Cindy Anthony

| Topic | Discussion | Decision/Action |
|---|--|--|
| 1. Quorum & Approval of Agenda | There was a quorum present. | Motion by: Stephen Beauchamp to approve the agenda. 2 nd by: Jessica Clarke. Carried. |
| 2. Approval of Minutes | 2.1 Approval of Previous Minutes – March 31, 2023 | Motion by: Jessica Clarke to approve the minutes of Oct. 13, 2023. 2 nd by: Stephen Beauchamp Carried. |
| 3. Business Arising | No Outstanding Business | |
| 4. New Business/Work Plan Items | <p>4.1 Strategic Priorities & Objectives Trish shared the first draft of the Strategic Priorities & Objectives the senior management team has begun to work on. Trish will share this with the Board on a quarterly or 6-month basis. This document is still a work in progress.</p> <p>4.2 HPCO Accreditation Trish shared a report with the Committee completed by Sherry Gibson, Director of Hospices Services, outlining ongoing compliance requirements.</p> <p>4.2 Review Policy BD-140 – HPCO Accreditation Recommendations from Sherry Gibson, with regards to the mentioned policy:</p> <ol style="list-style-type: none"> 1. "Community Care Northumberland commits to maintaining accreditation of its programs In-Home Hospice, Spiritual Care Services, Grief and Bereavement Support and Hospice Residence through its member organization, Hospice Palliative Care Ontario (HPCO). 2. "The CEO, together with the Director, Hospice Services will ensure that HPCO accreditation remains current and in good standing, consistent with both | <p>Trish will email this out to the Committee.</p> <p>For Information Purposes</p> <p>Motion by: Jessica Clarke to accept the changes suggested by the Director of Hospice Services. 2nd by: Stephen Beauchamp Carried.</p> |

| | | |
|-------------------------|---|---------------------------------|
| | <p>the standards and the "Accreditation Seal License Agreement" and communicate to stakeholders where appropriate..</p> <p>The Committee felt comfortable with these changes and will also include the Agreement as an attachment to the policy.</p> | |
| 5. Policy Review | <p>The Committee reviewed the below policies and made the following recommendations:</p> <ol style="list-style-type: none"> 1. BD-40 Reimbursement for Travel <ul style="list-style-type: none"> -Change title to "Reimbursement for Mileage". -Change "Out of pocket expenses" to "Mileage". -Submitted to "CEO" instead of Admin office. -Change "Volunteers" to "Board Members". -Change 1st sentence in last paragraph to say, "CCN is not responsible for any other costs." 2. BD-70 Roles & Responsibilities <ul style="list-style-type: none"> -minor formatting corrections to be made. 3. BD-80 Confidentiality & Privacy <ul style="list-style-type: none"> -minor formatting corrections. Suggested to make this a fillable document and upload it to the portal for the Board members to review and sign on a yearly basis. | |
| Terminate | | Motion by: Stephen to Terminate |

Next Regular Meeting: Feb. 2, 2024 – 9:00 am



SECTION:

POLICY: Succession Planning

DATE ISSUED:

NUMBER:

REVISED:

REVIEWED:

NEXT REVIEW:

POLICY:

Community Care Northumberland (CCN) will have a formal succession plan in place to provide leadership continuity and to avoid extended costly vacancies (planned and unplanned) of crucial positions across the organization. Leadership needs will be assessed to allow for the selection of qualified individuals that are diverse and a good fit to carry out CCN's mission, vision, values and strategic plans.

PROCEDURE:

It is the responsibility of the Board of Directors to implement the procedure for succession planning of the Chief Executive Officer.

Temporary Change in Chief Executive Officer

For a temporary change in Chief Executive Officer (i.e. illness or leave of absence) the Board and the Chief Executive Officer will designate a member (or members) of the management team to assume responsibilities of the corporation and inform the Board Chair of this designate and any limitations placed on their authority.

Permanent Change in Chief Executive Officer

In the event the Chief Executive Officer is no longer able to serve in their position (i.e. resignation or termination), a Board of Directors will:

- Appoint an interim Chief Executive Officer such as a:
 - A current member of the Senior Management Team
 - An external consultant (with experience as an interim Chief Executive Officer)

- Appoint an "Chief Executive Officer Hiring Committee" (ad hoc committee) which will be made up of at least two (2) members of the Board. It will be the responsibility of this committee to implement a preliminary transition plan as follows:
 - Consider the need for consulting assistance (i.e., transition management or executive search firm) based on the transition circumstances.

- Review the organization's strategic plan and conduct a brief assessment of organizational strengths, weaknesses, opportunities, and threats (SWOT) to identify priority issues that may need to be addressed during the transition process.
- Identify attributes and characteristics that are important to consider in the selection of the next permanent leader.
- Establish a time frame and plan for the recruitment and selection process.

Board Committee Members will work with the Human Resource department in this process and any other Senior Management Team members as appropriate. In addition, the Succession Planning Framework will include the role of Chief Executive Officer to assist the Board in their decision making process.

It is the responsibility of the Senior Management Team to implement, monitor and evaluate the Succession Plan for all critical roles within the organization. The framework of the succession plan includes:

- Identifying critical roles
- Building success profiles
- Nominating successors
- Accessing developmental needs
- Developing talent
- Measuring progress

The key crucial positions that currently fall under this succession plan include:

- Chief Executive Officer
- Director of Client Services
- Director of Hospice Services
- Director of Donor Relations
- Others (to be discussed)

The elements of the succession plan should take into consideration:

- Roles and responsibilities
- Commitment to process
- Organizational risk profile
- Roles and required skills
- Potential successors, conditions, and expectations
- Mentoring and development plans.

On a yearly basis the Senior Management Team will review the Succession Planning Framework and evaluate every six months.

Board Member Skill Matrix

Name: _____

Profile: Community Care Northumberland wants to ensure that its Board of Directors has the necessary skills and experience to govern the organization. Please provide some brief information below to help us in meeting these objectives.

| Let us know your areas of knowledge, skills, and experience by checking off any of the relevant boxes in the table below. | Level of Skill* | | |
|---|-----------------|--------------|----------|
| | Basic | Intermediate | Advanced |
| Board and Governance | | | |
| Building/Plant Operations | | | |
| Client Advocacy | | | |
| Client, family member, caregiver of Community Care services | | | |
| Community Engagement (communications/marketing) | | | |
| Financial and Business skills | | | |
| Fundraising/Donor Relations/Capital Campaigns | | | |
| Government and Government Relations | | | |
| Health Care - administration and policy | | | |
| Health Care – direct service delivery | | | |
| Human Resources | | | |
| Information and Technology | | | |
| Knowledge of health system needs, issues, trends | | | |
| Knowledge of the Non-profit/charitable sector | | | |
| Legal | | | |
| Quality and Risk Management | | | |
| Strategic Planning | | | |
| Volunteer Management | | | |

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|---|--|--|--|
| Training in the area of Diversity, Equity & Inclusion | | | |
| Please Include any skills not Identified: | | | |

***Basic skills may include practical experience, informal learning, general knowledge etc. Advanced skills may include significant past experience (e.g. 3+ years) or certifications/designations (e.g. CA Chartered Accountant)**

In what Municipality do you feel most knowledgeable or most familiar about?

- Municipality of Brighton _____
- Municipality of Port Hope _____
- Municipality of Trent Hills _____
- Cramahe Township _____
- Municipality of Hamilton Township _____
- Town of Cobourg _____
- Municipality of Alnwick/Haldimand _____
- Other _____

What CCN program area do you have knowledge and expertise in? (check any or all that apply)

| | General Knowledge | Specific CCN Experience |
|--|-------------------|-------------------------|
| Nutrition Services (<i>meals on wheels, community dining</i>) | _____ | _____ |
| In Home Services (<i>hospital to home programs, home help & Maintenance, personal distress alarms, respite, caregiver supports</i>) | _____ | _____ |
| Transportation Services | _____ | _____ |
| Wellness Services (<i>friendly visiting, telephone reassurance, Exercise and falls prevention classes, wellness workshops</i>) | _____ | _____ |
| Hospice Services (<i>volunteer visiting, grief and bereavement, End of life care</i>) | _____ | _____ |
| Fundraising & Special Events | _____ | _____ |



SECTION: Board of Directors

POLICY: Board Development

DATE ISSUED: July 8, 2011

NUMBER: BD-30

REVISED: June/21

REVIEWED: Jan/16, Oct/19,

POLICY:

The purpose of this policy is to provide board members with the opportunity to develop or enhance their skills as a board member. Those opportunities include but are not limited to board retreats, conferences, seminars and in house education by CCN.

PROCEDURE:

An annual budget is established to pay for such items as registration fees and travel costs, with prior approval of the CEO and the agreement of the Board Chair, to participate in educational events directly related to the role and responsibilities of a board member, or related to the services and programs offered by CCN.

Board members will report to the Board on educational events they attend.



SECTION: Board of Directors

POLICY: Media Relations

DATE ISSUED: July 8, 2011

NUMBER: BD-110

REVISED: Jan/16

REVIEWED: Oct/19, June/21

POLICY:

The Chief Executive Officer is the primary contact for the agency on all matters of public relations, with the Chairperson being empowered to speak on behalf of the Board of Directors on matters he/she feels is appropriate.

PROCEDURE:

All inquiries from media representatives, such as newspaper, radio and television representatives, must be referred to the Chief Executive Officer.



SECTION: Board of Directors

POLICY: Board Chair Selection Process

DATE ISSUED: July 8, 2011

NUMBER: BD-100

REVIEWED: Jan/16, Oct/19

REVISED: Dec/19, Nov/21

POLICY:

It is in the best interests of Community Care Northumberland that there is succession planning and a smooth transition in the office of chair.

PROCEDURE:

The incoming chair shall:

1. Be a current member of the Board.
2. Be approved by the Board one year prior to the conclusion of the current Board Chair's term.
3. Serving as a Vice Chair until the commencement of his or her own term would be an asset.

The Nominating Committee is mandated to conduct the Board Chair selection process and to recommend to the Board, for its approval, a nominee for incoming Chair.

Selection Criteria – Desirable Attributes

- Proven leadership skills
- Good strategic and facilitation skills; ability to influence and achieve consensus
- Act impartially and without bias
- Tact and diplomacy
- Powerful communicator
- Political acuity
- Must have the time to continue the legacy of building strong relationships between the agency and stakeholders/partners
- Ability to establish trusted advisory relationships with the Executive Director and other Board members
- Governance and broad-level experience in community support/health care sector
- Outstanding record of achievement in one or more several areas of skills and experience used to select board members



Selection Process

1. Nominating Committee shall canvas each Board member to obtain views on the selection criteria and on the perceived strengths and weaknesses of possible candidates.
2. The Chair of the Nominating Committee will meet with each nominated candidate to ascertain interest. If the Chair of the Nominating Committee is a potential nominee, he or she shall not participate in the selection process, and the process shall be conducted by the Vice Chair or another member of the committee.
3. Nominating Committee will discuss findings and ultimately agree on a nominee to recommend.
4. In the event the Vice Chair cannot fulfill their duties as Chair, the Nominating Committee will canvass the Board and the current Chair may be asked to stay on in the interim.



SECTION: Board of Directors

POLICY: Process for Selection of Board Officers

DATE ISSUED: July 8, 2011

NUMBER: BD-100

REVIEWED: Jan/16, Oct/19

NEXT REVIEW:

REVISED: Dec/19, Nov/21

PURPOSE:

To provide depth and consistency in succession planning and skills development of the Board Officer positions.

POLICY:

The Officers of the Board of Directors will consist of a Chair, Vice Chair and a Treasurer. It is the responsibility of the Nominating Committee for ongoing succession planning and to recommend a slate of Officers to the Board for approval annually.

PROCEDURE:

The following outlines the process for selecting Board Officers:

1. No later than three (3) months prior to the completion of the term, the Nominating Committee shall canvas current 'Officers' to determine if they are willing to renew their term or if there will be changes and/or vacancies in the Officer position.
2. In the event that there are positions to be filled, the Nominating Committee shall canvas all elected Directors to determine their willingness to serve as a Board Officer and/or their recommendation of potential candidates to fill available Officer positions.
3. The Nominating Committee will discuss the information received in the poll of members and review the perceived strengths and weaknesses of potential candidates. In keeping with best practice, attention will be given to the guiding principles of equity, diversity, and inclusion.
4. Members felt to be preferred candidates shall be approached by the Chair of the Nominating Committee (and/or delegate) to determine their interest in letting their name stand for chair, vice chair, or treasurer positions.
5. It is understood that there is a progression from Vice-Chair to Chair. During their tenure the Vice-Chair will be afforded an opportunity to chair a Board meeting. It is also deemed advantageous for the Vice Chair to serve a term as Chair of the Governance Committee.
6. In the event the Vice Chair cannot fulfill their duties as Chair, the Nominating Committee will recanvass the Board and the current chair may be asked to stay on in the interim.
7. Generally, no Director may serve as Chair or Vice Chair for more than two (2) years for each position.



8. Modifications to the above process may be necessary and considered by the Board in extenuation circumstances.

Qualifications Prerequisites:

All Board Members of at least one year's standing or deemed by the Nominating Committee to have equivalent experience, are potential candidates for Vice Chair or Treasurer

Vacancies:

Any vacancy occurring in the office of the Chair, Vice Chair or Treasurer by death, resignation, removal or otherwise, will be filled for the unexpired portion of the term of office in the following manner:

- **Chair** – to facilitate continuity, if the Officer serving as Chair is unable to complete term of office, the member serving as Vice Chair shall assume the duties of the Chair for the remainder of the vacated term of office.
- **Vice Chair/Treasurer** – If the Officer serving as Vice Chair or Treasurer is unable to complete the term of office, the Board will elect another director to the Office of Vice Chair or Treasurer for the vacated term of office. Such an election shall occur at the next regularly scheduled Board meeting.

Selection Criteria – Desirable Attributes

- Proven Leadership skills; courage and strength of character.
- Good strategic and facilitation skills; ability to influence and achieve consensus to facilitate productive meetings.
- Act impartially and without bias, and display tact and diplomacy.
- Solid facilitation and conflict resolution skills.
- Must have the time to continue the legacy of building strong relationships between the agency and stakeholders/partners.
- Ability to establish trusted advisory relationships with the CEO and other Board members.
- Governance and broad-level experience in community support/health care sector.
- Specific for the Treasurer position – strong financial knowledge with an understanding of Financial Managements (not sure what the skill we want here but think we should have something).

Confirmation by the Board: In accordance with CCN By-Laws Section 5, number 5.1, the officers of the Board shall be elected at the first Board meeting following the annual meeting. At this meeting, the nominating committee shall table the recommendations for Chair, Vice Chair, and Treasurer and the Board shall elect these officers by a vote.