

Governance Committee Meeting Minutes Zoom Meeting – Friday, October 13, 2023 – 9:00 am

Present: Elaine Azzopardi, Jessica Clarke, Cindy Anthony, Stephen Beauchamp, 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. Seconded: Jessica Carried.
2. Approval of Minutes	2.1 Approval of Previous Minutes – March 31, 2023	Motion by: Jessica Clarke to approve the minutes of March 31, 2023. Seconded: Cindy Anthony Carried.
3. Business Arising	3.1 Results of the Board Questionnaire A high-level report was shared with the Committee. Overall comments were positive. A couple of suggestions regarding the use of acronyms and length of Board Education were discussed and recommendations were put forth. This document will be sent out to the Board for the next meeting. Recommendations: <ul style="list-style-type: none"> ➤ Use of acronyms – ensure full name is used at the beginning of the document to explain the acronym. ➤ Board Education – first 20 mins for presentation and last 10 mins for Q&A. If time runs over, maybe questions can be sent directly to presenter afterwards or questions may be sent ahead of time. 	Elaine will discuss recommendations at the next Board meeting.
4. New Business/Work Plan Items	4.1 Mission, Vision, Values New options for the CCN Mission, Vision, Values were put forth which arose from the 2023 Strategic planning session. After discussion the Committee will put forth the following recommendations to the Board: Mission: "To connect our community to the support, service, and care they need throughout their lifelong journey" Vision: "A community where people experience connection and well-being."	A document will be put together with the recommendations for the next Board meeting.

	<p>Values: "Relationships: we enter each conversation with care, ensuring equity, respect, and reciprocity."</p> <p>Accountability: "We approach our work with integrity while balancing the voices of our people, community and funders."</p> <p>Community: "We are engaged partners; together, we celebrate the strengths and respond to the needs of our community."</p> <p>Compassion: "We deliver meaningful service supporting dignity and belonging through empathy, collaboration, and inclusivity."</p>	
5. Work Plan Items	<p>5.1 Committee Work Plan</p> <p>Suggestions for the Committee Work Plan are as follows:</p> <ol style="list-style-type: none"> 1. Add Review Foundation/CCN Relationship Agreement to Governance Structure for the month of June. 2. Mission, Vision, Values; make the next review for October of 2024. 3. Put "X" in every month for Policy Review. 4. Add item #2.3 Review Succession Planning Strategy and put it in February. 5. Move Board Education review from Dec. meeting to October meeting. 6. Item #3.2; put an "X" in October 7. Item #5.2; put an "X" in December. <p>5.2 Terms of Reference</p> <p>One change in wording regarding the description of the Committee membership & chair.</p>	<p>Tina will make all the necessary changes to the Work Plan and upload it to the Board Portal.</p> <p>Tina will make necessary change and upload to the Board Portal.</p>
6. Policy Review	<p>The Committee reviewed the below policies and made the following recommendations:</p> <ol style="list-style-type: none"> 1. BD:50 Assessment – Add comment about assessment being distributed electronically and add copy of new questions. Next review: 2026 2. BD-60 CEO Evaluation– no changes, next review 2 years. 3. BD-90 Conflict of Interest – set aside as this is currently being reviewed by ethics consultant. 4. BD-120 Mission, Vision, Values – Add sentence regarding the communicating of the MVV statement. Next review – 2026. 	<p>Tina will make necessary changes and upload corrected policies to the Board Portal.</p>

Next Regular Meeting: Dec. 8, 2023 - 9:00 am



CommunityCare
NORTHUMBERLAND

Governance Committee Meeting

<https://us02web.zoom.us/j/89369176651>

Meeting ID: 893 6917 6651

Passcode: 945335

Friday, October 13, 2023 – 9:00 am

MEETING AGENDA

Welcome	Speaker:	Document:
1. Quorum & Approval of Agenda	Elaine	Verbal
2. Approval of Previous Minutes – March 31, 2023	Elaine	Attached
3. Business Arising from Minutes 3.1 Results of Board Questionnaire	Elaine	Attached
4. New Business 4.1 Mission, Vision, Values Review	Elaine	Attached
5. Work Plan Items 5.1 Review Committee Work Plan	Elaine	Attached
5.2 Review Committee Terms of Reference	Elaine	Attached
6. Policy Review (If time allows) BD-50 Assessment, BD-60 CEO Evaluation, BD-90 Conflict of Interest, BD-120 Vision, Mission, Values	Elaine	Attached
7. Termination		

Next Regular Meeting – Friday, Dec. 1, 2023 – 9:00 am
Zoom Meeting



Community Care

NORTHUMBERLAND

2023 Board Self Evaluation Survey – High Level Results

Survey sent out to 10 members and 8 members participated.

Average score was 88%.

Options to respond to questions were:

- Strongly Agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly Disagree

Areas where all who answered scored Agree or Strongly Agree:

- Our organization operates with a strategic plan or set of measurable goals and priorities. **Comments received in text box:** *“Updated plan needs to introduce, communicated and implemented”, “I think once we finalize our plan, we should review our board work plan to insure it aligns with it”.*
- As board members, we are aware of what is expected of us.
- The agenda of Board meetings are well planned so that we can get through all necessary board business. We receive written reports to the Board in advance of our meetings. **Comments received in text box:** *“Moving to a consent agenda has allowed us to spend more time on other issues with the agenda”.*
- All Board members participate in important board discussions. **Comments received in text box:** *“Uneven. Varying levels of participation, need more engagement”. “Some dominate the conversation”.*
- We all support the decisions we make. **Comments received in text box:** *“Very few rock the boat moments. Sometimes silence appears to be consent”.*
- Our Board meetings are meaningful and productive. **Comments received in text box:** *“Most are. I am still on a learning curve and find them informative and sometimes confusing with all the acronyms”.*
- There is a clear understanding on most matters where the board’s role ends, and the CEO’s role begins. **Comments received in text box:** *“Some overlap but minimal”, “Trish does a good job. I think the Board functions very well.”*
- There is good two-way communication between the Board and the CEO. **Comments received in text box:** *“CEO input is well regarded and accepted. I have found her invaluable as a new Board member.” “Our CEO always makes sure the Board is well informed in a timely manner.” “Trish is a great communicator. Always willing to listen.”*

Areas where most members scored Agree or Strongly Agree but there are members who also scored Neither Agree nor Disagree (identified in the bracket):

- The Board's regular meeting agenda items reflect our strategic plan of priorities. (1) **Comments received in the text box:** *"We appear to be reactive on some issues as opposed to strategic".*
- The Board has ensured that the organization's accomplishments and challenges have been communicated with its key stakeholders. (1)
- We do a good job encouraging and dealing with different points of view. (1)
- The Board assess its composition and strengths in advance of recruiting new Board members. (1) **Comments received in text box:** *"Very small pool of candidates limits the opportunity. Take people who show an interest". "I think the Nominating Committee does a good job of finding the best candidates for our Board. We don't always get the experience we need though".*

Answers that included disagree or strongly disagree (potential area of improvement?)

- Board members come to meetings prepared. (1) **Comment received in text box:** *"We need to tighten this up. Suggest all board info distributed 5 to 7 days in advance. Members commit to read and come prepared as we waste time when all not prepared".*

Board Education Section:

There was very good feedback in this section. Below is the feedback to the questions.

- Do you want to see Board education at each meeting: Yes – 100%
- How long would you like each session to be: 15 mins – 6, 30 mins – 2.
- Would you prefer agency information, information from external partners or a combination of both? Agency information – 1, Combination of both – 7.
- Suggested Board topics:
 1. Education on Hospice: the definitions of Palliative Care and Hospice, the rules for admission, the relationship with the hospitals, the roles of each person who works there.
 2. In addition to hearing about our programs and services, I'd also like to hear client stories.
 3. Increased focus on fundraising.

In addition to the questions regarding how the Board operates overall there were questions related to how as a Board members contribute on an individual basis and questions related to the Chair of the Board. The individual Board questions are mainly for self reflection and the Board Chair questions are provided to the Board Chair for self reflection.

Mission, Vision, Values Review

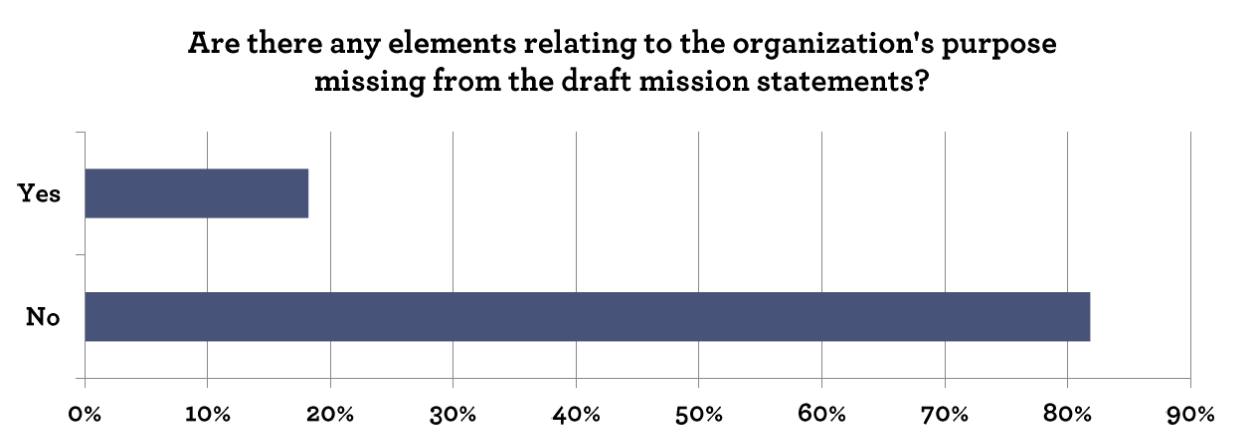
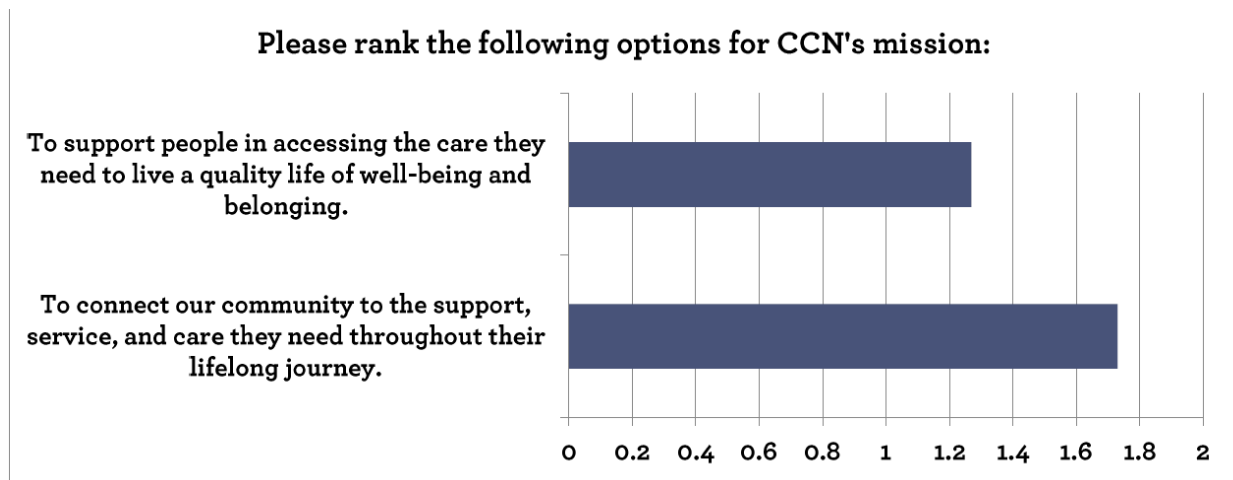
Current CCN Mission Statement:

“Community Care Northumberland improves the health and wellbeing of our community through the creation, coordination and delivery of relevant community-based programs.”

Options from the Strat plan and the results:

Community Care Northumberland’s mission is:

- To connect our community to the support, service, and care they need throughout their lifelong journey.
- To support people in accessing the care they need to live a quality life of well-being and belonging.



Comments

2 does not speak to hospice services, especially end-of-life care offered at Ed’s House.

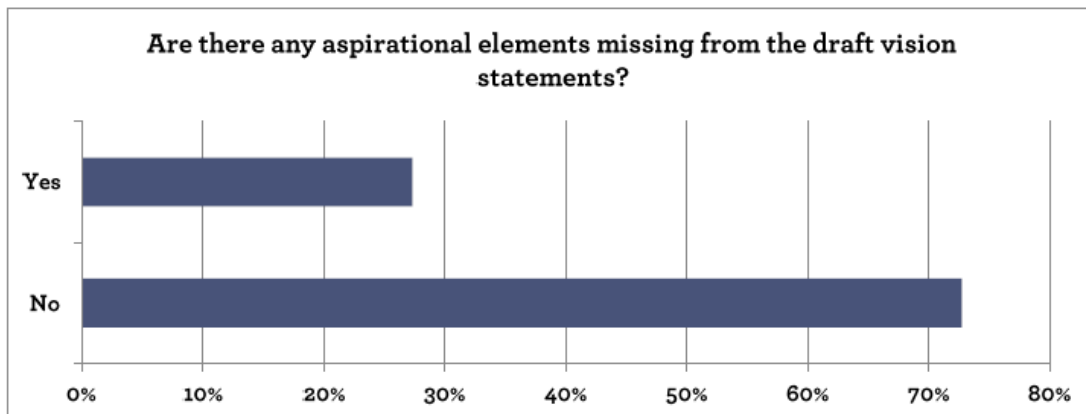
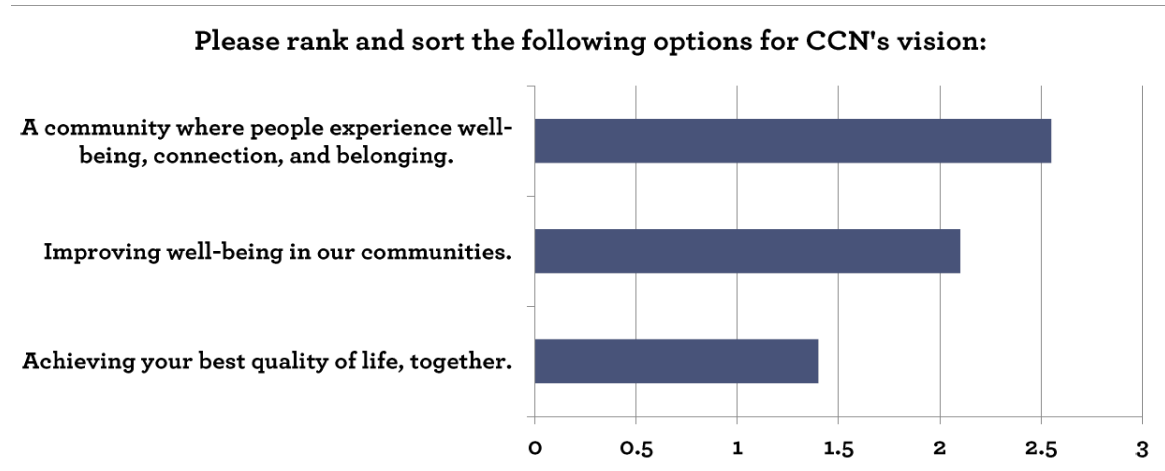
If the 2nd draft is chosen, I don’t believe it reflects the Hospice side.

Current CCN Vision Statement:

“Improving the quality of life for individuals in our communities.”

Options from the Strat plan and the results:

- Improving well-being for people in our communities.
- A community where people experience well-being, connection and belonging.
- Achieving your best quality of life, together.



Comments

Provide support, service, and connection.
Aside from one statement that I ranked as #1, in my opinion, these do not speak to end-of-life care offered at Ed's House.
Again, not sure if what we do in our Hospice Services is reflected

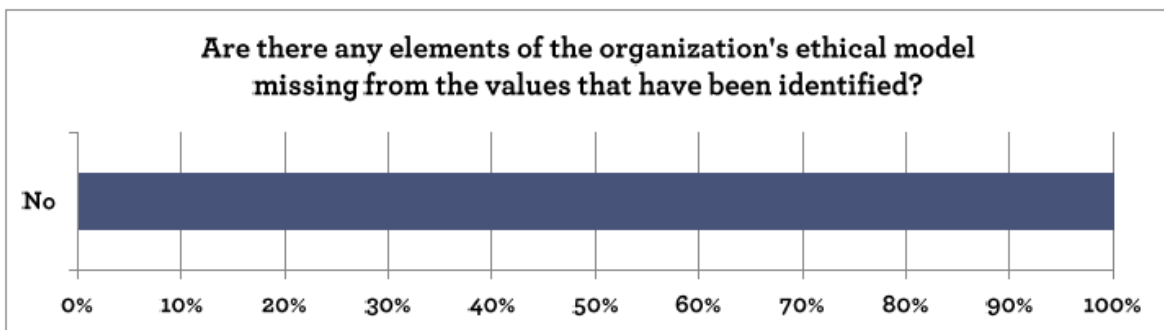
Current CCN Values:

“Being Accountable, Being Collaborative, Being Generous, Being Inclusive, Being Innovative, Being Respectful, Creating opportunities for staff and volunteers to contribute to their own and CCN success”.

Options from the Strat plan and the results:

6.1. Options

- **Relationships:** we enter each conversation with care, ensuring equity, respect, and reciprocity.
- **Accountability:** we approach our work with integrity while balancing the voices of our funders, people, and community.
- **Community:** we are generous partners; together, we celebrate the strengths and respond to the needs of our community.
- **Compassion:** we deliver meaningful service supporting dignity and belonging through empathy, collaboration, and inclusivity.



COMMUNITY CARE NORTHUMBERLAND
Governance Committee Work Plan
October 2023 - June 2024

Month/Responsibility	Oct. 13, 2023	Dec. 1, 2023	Feb.2, 2024	April 5, 2024	June 7, 2024
1. GOVERNANCE STRUCTURES AND PROCESSES					
1.1 Review Bylaws (every 3 yrs - 2026)					
1.2 Review Board Policies (Review in 2024)					
1.3 Review Committee Terms of Reference	X				
1.4 Review Work Plan	X				
1.5 Board Committee Membership (With Chair)					X
2. AGENCY MISSION, VISION, STRATEGIC PLAN					
2.1 Review Mission, Vision, Values during Strategic Planning			X		
2.2 Monitor progress of Strategic priorities & objectives		X		X	
3. BOARD RECRUITMENT					
3.1 Review & Update Board skillset, experience & qualitties required			X		
3.2 Review Individual Member Perfomance Process					
4. BOARD EDUCATION					
4.1 Review & Update Board Orientation				X	
4.2 Plan Board Education Sessions		X			
5. EVALUATION					
5.1 Board evaluation & assessment process				X	
5.2 HPCO Accreditation				X	
5.3 CEO Professional Development					X
5.4 Review Risk Register			X		

Regular Governance Committee meetings begin at 9:00 am every 1st Friday of the month



Governance Committee Terms of Reference

PURPOSE

The Governance Committee purpose is to advise the board on matters relating to the board's governance structure and processes, evaluation of board effectiveness, recruitment, education and evaluation of board members and governance structures.

COMMITTEE MEMBERSHIP & CHAIR

A minimum of 4 elected board members one of whom shall be Chair and one Vice-Chair (Vice Chair of the Board) of the Committee.

Community members: Possibility of 2 Community Members: at the discretion of the Committee
Chief Executive Officer: as an ex-officio member (non-voting)

MEETINGS & QUORUM

Meetings will be held at least quarterly or at the call of the Chair.
The quorum will be 51% of members entitled to vote.

REPORTING

The Governance Committee will report at minimum quarterly to the Board of Directors

RESPONSIBILITIES

Governance Structures and Processes

- Undertake a full review of organization By-Laws at least every 3 years.
- Bi-annually review and update as required Board Policies in keeping with By-Laws, legislation and best practices in governance.
- Ensure periodic review and evaluation of Board committees, ensure Committee Terms of Reference exist and make recommendations to the board as required.

Agency Vision, Mission, Strategic Plan

- Ensure that the mission and vision statements and values are reviewed annually as part of the strategic planning cycle to reflect CCN's s current circumstances and strategic priorities.
- Monitor the progress in achieving the strategic priorities and annual objectives of the Strategic Plan.

Board Recruitment

- Develop for approval by the board a description of the skills, experience and qualities including diversity of the directors.
- Consider skills, experience, qualities and diversity of current directors to determine board needs.
- Oversee board recruitment and nomination process.



Board Education

- Ensure a comprehensive orientation session is provided to all new board members.
- Oversee board education sessions to ensure board received periodic education on governance, industry issues and the organization's operation.

Evaluation

- Establish and implement a program to evaluate board performances including individual director performance, performance of the Chair, board committee and committee Chairs.
- Consider the results of board evaluations in connection with renewal of the terms of existing directors.
- Review and make recommendations to the board concerning board composition, board size, board structures, board policies and procedures, by-law amendments, board attendance and other issues as required.

Date Approved – February 3, 2023



SECTION: Board of Directors

POLICY: Assessment

DATE ISSUED: July 8, 2011

NUMBER: BD-50

REVISED: Aug/19, Mar/20, Apr/21

NEXT REVIEW:

REVIEWED: Jan/16, Oct/19

POLICY:

The Board assessment process and individual tools are designed to help the Board member review the effectiveness of the Board, review their contributions to the Board and identify personal development goals.

PROCEDURE:

Community Care Northumberland will distribute the Board assessment annually (April) to Board members for completion. Completed Board assessment questionnaires will be collated and shared with the Board.

The Board will analyze the survey results and develop recommendations for strengthening Board practice. Recommendations will then be assigned to appropriate Committees and added to work plans for implementation and oversight.

Suggested improvement to these forms will be considered and improvements made as necessary.

*Addendum: Board Self Evaluation Questionnaire.



Board Self Evaluation Questionnaire

Questions should be answered by all board members. When completed individually the results of Sections A, B and C should be compiled, shared and discussed by the whole board to determine an average group answer to each question and an overall section rating. Section D should be answered by board members alone but not shared with the group. Sections A, B and C should also be completed by the **Executive Director or CEO**. This questionnaire also includes Section E, which provides feedback to the Chair of the Board.

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

If you are a new Board Member and are, unsure if the question applies to you, please respond using #3.

A. How Well Has the Board Done Its Job?

- | | | | | | |
|---|---|---|---|---|---|
| 1. Our organization operates with a strategic plan or a set of measurable goals and priorities. | 1 | 2 | 3 | 4 | 5 |
| 2. The board's regular meeting agenda items reflects our strategic plan or priorities | 1 | 2 | 3 | 4 | 5 |
| 3. The board has created or reviewed, in this period, some key governance job descriptions (e.g., Board Chair, Directors, Committees) | 1 | 2 | 3 | 4 | 5 |
| 4. The board gives direction to staff on how to achieve the goals by setting, referring to, or revising policies. | 1 | 2 | 3 | 4 | 5 |
| 5. The board has identified and reviewed the organization's relationship with key stakeholders. | 1 | 2 | 3 | 4 | 5 |
| 6. The board has ensured that the organization's accomplishments and challenges have been communicated to key stakeholders. | 1 | 2 | 3 | 4 | 5 |
| 7. The board has ensured that stakeholders have received reports on how the organization has used its financial and human resources. | 1 | 2 | 3 | 4 | 5 |

Further Comments: _____

My overall rating (add together the total of the numbers circled):

- Excellent (60- 50)**

 Satisfactory (49-35)

 Poor (34-12)

B. How Well Has the Board Conducted Itself?

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. As board members we are aware of what is expected of us.	1	2	3	4	5
2. The agenda of board meetings are well planned so that we are able to get through all necessary board business	1	2	3	4	5
3. It seems like most board members come to meetings prepared.	1	2	3	4	5
4. We receive written reports to the board in advance of our meetings.	1	2	3	4	5
5. All board members participate in important board discussions.	1	2	3	4	5
6. We do a good job encouraging and dealing with different points of view.	1	2	3	4	5
7. We all support the decisions we make.	1	2	3	4	5
8. The board assesses its composition and strengths in advance of recruiting new board members.	1	2	3	4	5
9. The board assumes much of the responsibility for director recruitment and orientation.	1	2	3	4	5
10. Our board meetings are always interesting.	1	2	3	4	5
11. Our board meetings are frequently fun.	1	2	3	4	5

Further Comments: _____

My overall rating:(add together the total of the numbers circled)

Excellent (60- 50)

Satisfactory (49-35)

Poor (34-12)

C. Board's Relationship with Chief Executive Officer

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. There is a clear understanding on most matters where the board's role ends and the CEO's role begins.	1	2	3	4	5
2. There is good two-way communication between the Board And the CEO.	1	2	3	4	5
3. The board trusts the judgement of the CEO.	1	2	3	4	5
4. The board provides direction the CEO by setting and reviewing policies.	1	2	3	4	5
5. The board has discussed and communicated the kinds of information and level of detail it requires from the CEO.	1	2	3	4	5
6. The board has developed formal criteria and a process for evaluating the CEO.	1	2	3	4	5
7. The board, or a committee of the board, has formally evaluated the CEO within the past 12 months.	1	2	3	4	5
8. The board evaluates the CEO primarily on the accomplishment of the organization's strategic goals and priorities.	1	2	3	4	5
9. The board provides feedback and shows its appreciation to the CEO on a regular basis.	1	2	3	4	5
10. The board ensures that the CEO is able to take advantage of professional development opportunities.	1	2	3	4	5

Further Comments: _____

My overall rating: (add together the total of the numbers circled)

Excellent (40+)

Satisfactory (28-39)

Poor (11-27)

D. My Performance as an Individual Board Member (Not to be shared)

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. I am aware of what is expected of me as a good board member.	1	2	3	4	5
2. I have a good record of meeting attendance.	1	2	3	4	5
3. I read the minutes, reports and other materials ahead of our board meetings.	1	2	3	4	5
4. I am familiar with what is in the Organization’s by-laws and governing policies.	1	2	3	4	5
5. I frequently encourage other board members to express their opinions at board meetings.	1	2	3	4	5
6. I am encouraged by other board members to express my opinion at board meetings.	1	2	3	4	5
7. I am a good listener at board meetings	1	2	3	4	5
8. I follow through on things I have said I would do.	1	2	3	4	5
9. I maintain the confidentiality of all board decisions.	1	2	3	4	5
10. When I have a different opinion than the majority, I raise it.	1	2	3	4	5
11. I support board decisions once they are made even if I don’t agree.	1	2	3	4	5
12. I promote the work of our organization in the community whenever I have the chance to.	1	2	3	4	5
13. I stay informed about issues relevant to our mission and bring information to the attention of the board.	1	2	3	4	5

Further Comments: _____

My overall rating: (add together the total of the numbers circled)

Excellent (40+)

Satisfactory (28-39)

Poor (11-27)

E. Feedback to the Chair of the Board (Optional)

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

- | | | | | | |
|--|---|---|---|---|---|
| 1. The chair is well prepared for board meetings. | 1 | 2 | 3 | 4 | 5 |
| 2. The chair helps the board stick to the agenda | 1 | 2 | 3 | 4 | 5 |
| 3. The chair tries hard to ensure that every board member has an opportunity to be heard. | 1 | 2 | 3 | 4 | 5 |
| 4. The chair is skilled at managing different points of view. | 1 | 2 | 3 | 4 | 5 |
| 5. The chair demonstrates versatility in facilitating discussions. | 1 | 2 | 3 | 4 | 5 |
| 6. The chair knows how to be direct with an individual board member when their behavior needs to change. | 1 | 2 | 3 | 4 | 5 |
| 7. The chair helps the board work well together. | 1 | 2 | 3 | 4 | 5 |
| 8. The chair demonstrates good listening skills. | 1 | 2 | 3 | 4 | 5 |
| 9. The board supports the chair. | 1 | 2 | 3 | 4 | 5 |
| 10. The chair is effective in delegating responsibility to members. | 1 | 2 | 3 | 4 | 5 |
| 11. The chair ensures the board is aware of his/her organizational activities outside of board meetings. | 1 | 2 | 3 | 4 | 5 |

Further Comments: _____

My overall rating: (add together the total of the numbers circled)

Excellent (40+)

Satisfactory (28-39)

Poor (11-27)



SECTION: Board of Directors

POLICY: Chief Executive Officer Evaluation

DATE ISSUED: July 8, 2011

NUMBER: BD-60

REVISED: Apr/21

NEXT REVIEW:

REVIEWED: Jan/16, Oct/19,

POLICY:

The Chief Executive Officer evaluation strengthens Board/CEO trust and communication, enriches the Board’s understanding of challenges facing the organization, and raises the Chief Executive Officers awareness of any components of performance needing attention.

PROCEDURE:

An evaluation will be conducted annually and completed by the end of May.

All Board members shall have the opportunity to complete a CEO evaluation and return same to the attention of the Chairperson. The Chairperson may also obtain confidential feedback on CEO performance from the Senior management.

The Chairperson is responsible for reviewing completed evaluations and preparing a performance summary. The Executive Committee of the Board shall review the performance summary with the CEO, which will provide an opportunity for dialogue and for setting goals and objectives.

Following review with the CEO, the Board Chair shall inform the Board that the review has been completed at a closed session of the Board of Directors.



(including a supplier of goods and services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

4. *Acting for an Improper Purpose*

When Directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of the Corporation. Directors who are nominees of a particular group must act in the best interest of the corporation even if this conflicts with the interests of the nominating party.

5. *Appropriation of Corporate Opportunity*

When a Director diverts to his or her own use an opportunity or advantage that belongs to the Corporation.

6. *Duty to Disclose Information of Value to the Corporation*

When a Director fails to disclose information that is relevant to a vital aspect of the Corporation's affairs.

Process for Resolution of Conflicts and Addressing Breaches of Duty

Disclosure of Conflicts

A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the Chair of the Board. The disclosure shall be sufficient to disclose the nature and extent of the Director's interest. Disclosure shall be made at the earliest possible time and prior to any discussion and vote on the matter.

Abstain from Discussions

The Director shall not be present during the discussion of the matter in which he or she has a conflict and shall not attempt in any way to influence the voting.

Process for Resolution of Conflicts and Addressing Breaches of Duty

All Directors shall comply with the requirements of the Bylaw. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the Bylaw. There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the corporation notwithstanding that there has been compliance with the Bylaw.

A Director may be referred to the process outlined below in any of the following circumstances:

1. *Circumstances for Referral*

Where any Director believes that another Director:

- a) has breached their duties to the Corporation;
- b) is in a position where there is a potential breach of duty to the Corporation;
- c) is in a situation of actual or potential conflict of interest; or,
- d) has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behavior may have an adverse impact on the Corporation.



2. *Process for Resolution*

The matter shall be referred in the following process:

- a) Refer matter to Chair or where the issue may involve the Chair, to the Vice Chair, with notice to the Chief Executive Officer.
- b) Chair (or Vice Chair) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to an ad hoc sub-committee of the Board established by the Chair which sub-committee shall report to the Board.
- c) If the matter cannot be informally resolved to the satisfaction of the Chair (or Vice Chair), the Director referring the matter and the Director involved, then the Chair shall refer the matter to the process in (b) above.

It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the Bylaw and the *Corporations Act*.



SECTION: Board of Directors

POLICY: Vision, Mission, Values

DATE ISSUED: July 8, 2011

NUMBER: BD-120

REVIEWED: Jan/16, Oct/19, Jan/21

NEXT REVIEW:

REVISED:

POLICY:

To ensure that the agency is guided by up-to- date, relevant broad statements outlining the vision, mission and values of the agency for future planning, decision making and strategic direction.

PROCEDURE:

1. The Board is responsible to formulate and adopt the agency’s mission, vision and values.
2. These statements will be reviewed, revised and ratified at a minimum every three years.