

**Governance & Audit Committee
Q2 Review
AGENDA**

Thursday November 17, 2022 @ 5:00 pm

<u>Item</u>	<u>Description</u>	<u>MRP</u>
1.0	Call to order	Gary Beattie
2.0	Declarations of conflict of interest	Gary Beattie
3.0	Approval of Agenda	Gary Beattie
4.0	Approval of previous minutes – September 29, 2022	Gary Beattie
5.0	Business Arising	
5.1	By- Law revision – Review and approval*	Geri Geldart
5.2	Board education	Gary Beattie
5.3	Community Involvement - BFN	Gary Beattie
6.0	New Business	
6.1	Corporate Policy Review	Geri Geldart
6.1.1	Gov- B-105 Board Committee principles*	
6.1.2	Gov-B-110 Board Job Description*	
6.1.3	Gov-C-125 Chairperson’s Role*	
6.1.4	Gov-C-126 Change in membership*	
6.1.5	Gov-C-127 Conflict of Interest	
6.1.6	Gov-C-130 Cost of Governance	
6.1.7	Gov-C-135 Communication to Government	
6.2	Corporate Governance Policies – For Information*	
6.3	Report to Governance & Audit Committee	Geri Geldart
7.0	Next Meeting – January 26, 2023	Gary Beattie
8.0	Adjournment	

Committee Members: Gary Beattie (Chair), Tracey Burkhardt, Keith McAlpine, Trina MacDonald, Kevin Roherty (Community member), Andrea Seymour, Wayne Snowdon, Lyne St-Pierre-Ellis, Geri Geldart (ex-officio)

Minutes of meeting of the Governance and Audit Committee

Thursday, September 29, 2022 at 5:00 pm

Present: Gary Beattie (Chair), Kevin Roherty, Andrea Seymour, Wayne Snowdon, Lyne St-Pierre-Ellis, Marjorie Belzile

Regrets: Trina MacDonald, Tracey Burkhardt, Keith McAlpine

Staff: Geri Geldart

1.0 Call to Order and Introductions

Mr. Beattie called the meeting to order at 5:00pm. A round table of introductions were made.

2.0 Declarations of Conflict of Interest

Mr. Beattie asked members to review the agenda and self-identify if there was the potential for a conflict of interest. No conflicts were identified.

3.0 Approval of Agenda

The agenda was approved with the additional agenda item under 6.1 New Business - Kelly Clark, recommendation as a new community committee member.

Motion:

It was moved by K. Roherty, seconded by M. Belzile that the agenda be approved as amended. All in favor.

Motion carried.

4.0 Approval of previous minutes – June 13, 2022

Motion:

It was moved by W. Snowdon, seconded by K. Roherty that the minutes of the Governance and Audit Committee of June 13, 2022 were approved as presented. All in favor.

Motion carried.

5.0 Business arising from the minutes

Nil.

6.0 New Business

6.1 New Community Board Member

An application for a Community Board member sitting on the Care Services Committee was brought to the Governance committee for approval.

The CV of Kelly Clark was circulated and reviewed. It was felt this candidate would bring knowledge and expertise based on her work in UNB marketing department and special care home experience.

Motion:

It was moved by A. Seymour, seconded by M. Belzile that, Kelly Clark be approved as a Community Board member on the Care Services Committee effective January 1, 2023. All in favor.

Motion Carried.

6.1 Nursing Home Inspection Report

As one of the responsibilities of the Governance and Audit Committee is reviewing the annual inspection results regarding service requirements in alignment with the Nursing Homes Act and Regulations. Geri Geldart presented the detailed report and reviewed with the committee the responses and action plan to the non compliance of standards. G. Geldart reported there is one remaining area of non-compliance which has not been rectified due to the ongoing shortage of staff. She noted recruitment efforts have been improved our care compliance but not enough to resolve this infarction. During this reporting period (July – August) there was a shortage of 59.8 care hours per day with our most significant gaps in RN and RA coverage.

The Committee queried if exit interviews are conducted when an employee's leaves.

The committee discussed the standards and agreed that some infractions are as a result of typical daily work flow and could only be altered as part of a change management process. The Committee Chair suggested sharing feedback to Julie Weir of the NB Nursing Home Association regarding the relevance of the criteria and the expectations of the nursing home.

6.2 By-Law Revision – Update

G. Geldart reported as a result of the organizations name change to York Care Centre, the Bylaws required updating. The revisions were submitted to the Minister of Social Development prior to the previous CEO leaving. A response has come from government that as long as the Bylaws are not incompliant with the Legislation, they did not need Ministerial approval. It appears there are some sections of the Bylaws that are required in order to be in line with the Legislation. These will be added to the Bylaws and brought forward to the next meeting of Governance and Audit for recommendation to the Board for approval.

6.3 Corporate Policy Review

As part of the scope of the Governance and Audit Committee is the review of Corporate polices. G. Geldart provided a list of corporate policies, there are currently 42 Board

policies with 16 policies out of date. Policies will come forward at each quarterly meeting of the committee for review.

6.4 Board Orientation

The Board orientation session will be held on Monday October 3, 2022. It was agreed community members should also be invited to this event. Susan Dickie will forward the invite.

6.5 Board Education – Discussion

G. Beattie reported historically there are two board educational sessions held each year, with board members contributing ideas for sessions. Mr. Beattie noted in the past there was a long list for topics. Following the orientation session on October 3rd, board members will be surveyed to provide topics of interest.

6.6 Community Involvement

G. Beattie spoke on the importance of York Care Centre cultivating a relationship with the community. Mr. Beattie highlighted the success of the summer concerts held at York Care Centre. A meeting will be held with Business Fredericton North in the near future to discuss opportunities for North side businesses to have events or meetings at the facility that could interest the residents. It was noted there may be some hesitation from the businesses on the timing of the events. This item will be on the meeting agenda when Trina MacDonald can attend.

This item will also be looked at through the strategic plan lens.

6.7 Committee Terms of Reference

The committee terms of reference were included in the meeting package for information.

6.8 Q1 Report to Governance and Audit Committee

G. Geldart provided a written report to the Governance and Audit Committee which was included in the meeting package, many of the items contained in this report were discussed within the meeting. Ms. Geldart reported the progress on the operational goals for Q1 have been completed.

6.9 Board Schedule

Revised board schedule was presented and accepted.

7.0 Date of the next meeting – November 17, 2022

On a motion by W. Snowdon the meeting adjourned at 6:07 pm.

Minutes respectfully submitted by Susan Dickie, Board Coordinator

**YORK CARE CENTRE
INC.**

GENERAL BYLAWS

JANUARY 2022

YORK CARE CENTRE INC.**GENERAL BYLAWS****PREAMBLE:**

WHEREAS YORK MANOR INC. (the Corporation), was originally incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK MANOR INC." Ch. 103 of the statutes of New Brunswick 1969, and amendments thereto;

AND WHEREAS The directors of the Company on the 14th day of June, 2021 duly enacted By-Law No. 2021-3 authorizing the making of an application for supplementary letters patent to formally change the name York Manor Inc. to York Care Centre Inc.

AND WHEREAS the application for supplementary letters patent was approved under the Province of New Brunswick Companies Act on June 30, 2021, the Company name is officially changed to York Care Centre Inc.

AND WHEREAS the Act of Incorporation and its Amendments stipulate that the Members, Directors, and Executive Committee of York Care Centre Inc., shall be the same persons as those of York County Properties Inc.;

AND WHEREAS the affairs of YORK CARE CENTRE INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

AND WHEREAS the purposes and objects of YORK CARE CENTRE INC., shall be to help the inhabitants of New Brunswick by the establishment and operation of properly supervised rest and convalescent homes whose principal purpose shall be to provide shelter and care for aged, infirm or incapacitated persons who reside in the institutions;

AND WHEREAS the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 b).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

NOW THEREFORE, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York Care Centre Inc.

1. **CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 2021" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

2. **HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

3. **INTERPRETATION**

- a) **Member** means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) **Board** means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) **Corporation** means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York Manor Inc.
- d) **Director** means a member of the Board of Directors.

- ~~(i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.~~
- ~~(ii)(i) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.~~
- ~~(iii)(i) The declaration of interest shall be carried out prior to the entering of the contract.~~
- ~~(iv)(i) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.~~
- ~~(v)(i) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.~~

7. CONFLICT OF INTEREST

- a) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- b) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.
- c) The declaration of interest shall be carried out prior to the entering of the contract.
- d) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- e) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

8. COMPOSITION OF THE BOARD

- a) The Board shall have a minimum of ten to a maximum of fifteen members
- b) No person shall serve more than nine consecutive years as a member of the board.
- c) A person who has served nine consecutive years as a member of the board is not eligible to serve again as a member of the board of directors until one year after the person ceased to serve as a member of the board of directors.
- d) The following persons are not eligible to serve as members of the board:

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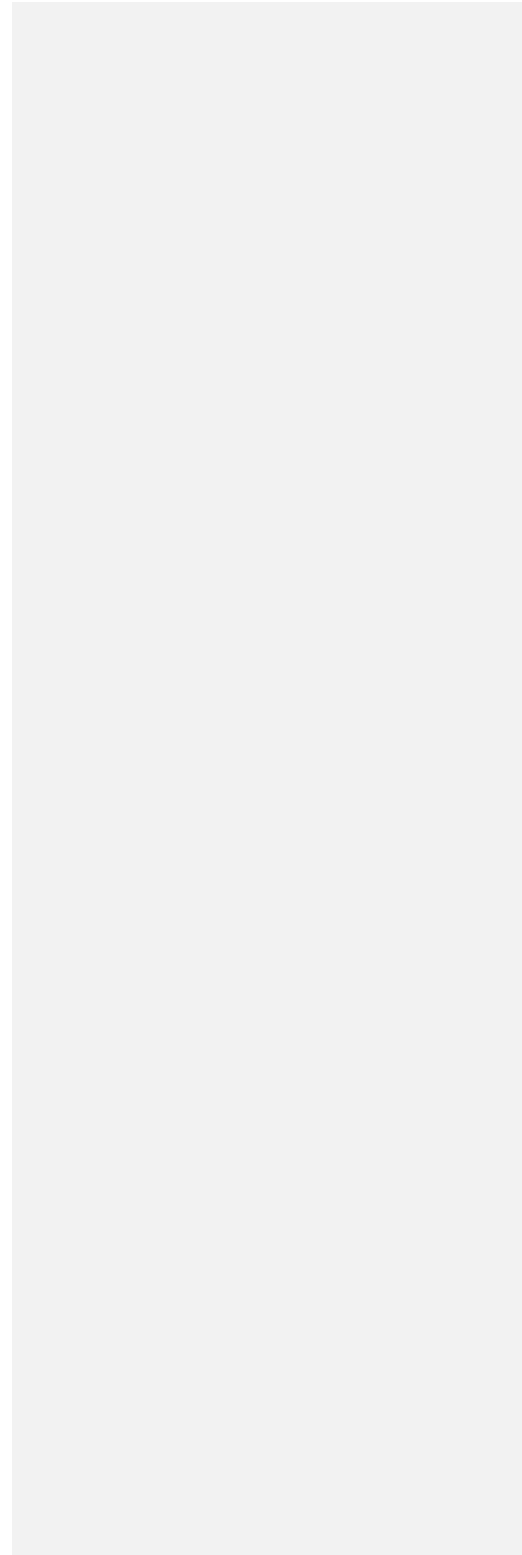
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| Bylaws, York Care Centre Inc.

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| Ethics and Research ~~h~~

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15.16. COMMITTEES OF THE BOARD

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- a) The Chair of each Committee shall select their Committee members from the Board on an annual basis, subject to review and approval by the Board of Directors. All Board members should serve on at least one committee.
- b) Each Standing Committee of the corporation shall develop Terms of Reference to be reviewed by the Governance and Audit Committee and approved by the Board.
- c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- e) The Board may dissolve any Special Committee at any time.
- f) The Committee Chair, with the approval of the Board, may appoint community members to the committee he/she chairs. A community member shall have the same privileges as a director of the board, but only at the committee level. A community member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- g) The following shall be members of the appropriate committees:
 - 1) Executive Committee
The Executive Committee shall be the same Committee as that established for York County Properties Inc.
 - 2) Finance and Administration Committee
The Finance and Administration Committee shall be the same Committee as that established for York County Properties Inc.
 - 3) Care Services Committee
The Care Services Committee shall be the same Committee as that established for York County Properties Inc.
 - 4) Governance and Audit Committee
The Governance and Audit Committee shall be the same Committee as that established for York County Properties Inc.
 - 5) Ethics and Research Committee
The Ethics and Research Committee shall be the same Committee as that established for York County Properties Inc.
 - 6) Standing Committees shall have at least two other Board Members in addition to the Chair.

46-17. EXECUTIVE COMMITTEE

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings.

47-18. PROCEDURES

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

48-19. DUTIES OF THE CHAIR

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York Care Centre Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

49-20. DUTIES OF THE VICE- CHAIR

The Vice-Chair of the Board shall:

- a) Be the Vice- Chair of the Corporation.

~~b)~~ Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.

b)

- c) Perform such other duties as the Board may direct.

20-21. DUTIES OF THE TREASURER

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York Care Centre Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during business hours.

21-22. DUTIES OF THE SECRETARY

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
 - 1) A copy of the Special Act and copy of the Incorporation and any amending Statutes and copies of all Bylaws.
 - 2) The names of all persons who are or have been Members of the Corporation.
 - 3) The address of every person while a Member.

- 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

22-23. BONDING

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

23-24. PROTECTION OF DIRECTORS

~~a)~~ Each and every Director of the Corporation, each and every member of any Committee created hereunder of York Care Centre Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust

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a) or in relation thereto unless the same shall happen by or through his or her own ~~wilful~~willful neglect or default.

b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

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24,25. BANKING

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
- 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
 - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
 - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
 - 4) Generally, for and in the name and on behalf of York Care Centre Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
 - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
 - 3) To receive all paid cheques and vouchers.
 - 4) To sign the Bank's form of settlement of balances and release.
 - 5) To receive all monies and to give receipts for same.

25,26. EXECUTION OF CONTRACTS

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.

- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

26-27. CORPORATE FUNDS

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
 - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
 - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

27-28. AUDITOR

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

28-29. OTHER SERVICES

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Corporation, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

29-30. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

a) The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

b) The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors. The President and Chief Executive Officer shall be responsible to the Board for the operation of York Care Centre Inc.

c) The President and Chief Executive Officer, should be qualified by education and/or, experience appropriate to the discharge of the required duties.

d) The President and Chief Executive Officer, acting within Policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York Care Centre Inc.

e) The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

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30-31. RESERVE OR TRUST FUNDS

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

31.32. AMENDMENT OF BYLAWS

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York Care Centre Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at York Care Centre for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Minister of the Department of Social Development and subject to conformity with Provincial Acts and Regulations.

32.33. REPEAL

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

33.34. COMING INTO FORCE

This Bylaw shall come into force when approved by the Minister of the Department of Social Development.

Enacted this ~~xx~~12th day of ~~xxxxxxx~~January,

2022

WITNESS the Corporate Seal of the Corporation

Lyne St. Pierre-Ellis, Chair

Wayne Snowdon, Secretary

~~Approved by Minister of Social Development this _____ day of _____, 2022.~~

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| Bylaws, York Care Centre_Inc.

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| ~~Hon. R. Bruce Fitch~~

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YORK CARE CENTRE Corporate Governance Policy	
Type: Governance Process	Date Issued: November 30, 2009
Title: BOARD COMMITTEE PRINCIPLES	Page: 1 of 1
Approved by: Board of Directors	Gov-B-105
Date Reviewed/Revised: 11/16, 11/22	

Board committees shall function so as to reinforce the wholeness of the Board's job responsibilities and so as never to interfere with delegation from Board to President & CEO.

Accordingly:

1. Board Committees shall be established and their respective Terms of Reference developed, in accordance with the Corporation's by-laws.
2. Board committees exist only to help the Board do its job, not to do staff work. Committees ordinarily shall assist the Board by preparing policy alternatives and their implications for Board deliberation.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority shall be carefully stated in order not to conflict with authority delegated to the President & CEO.
4. Board committees cannot exercise authority over staff. Because the President & CEO works for the full Board, he or she shall not be required to obtain approval of a Board committee before an executive action.

YORK CARE CENTRE Corporate Governance Policy	
Type: Governance Process	Date Issued: November 30, 2009
Title: Board Job Description	Page: 1 of 1
Approved by: Board of Directors	Gov-B-110
Date Reviewed/Revised: 11/16, 11/22	

Policy:

The job of the Board is to consider stakeholder values in determining and demanding appropriate organizational performance.

Procedure:

1. The Board shall produce written governing policies that, at the broadest levels, address each category of organizational decisions.
 - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good, for which recipients, at what cost).
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks.
 - d. Board-President & CEO Linkage: How responsibility is delegated and its proper use monitored; the President & CEO role, authority and accountability.
2. The Board shall hire the President & CEO. The Board shall give direction to and monitor President & CEO performance for adherence to established and approved policies.
3. The Board shall deal with and make decisions regarding activities and assets that it has placed off limits for the President & CEO.
4. The Board shall appoint the external auditors, and shall ensure there is an internal audit plan in place. The Board shall set fees for the audit, define the audit management plan, and approve the annual financial statements of the Corporation.
5. The Board shall approve, prior to implementation, all strategic plans and business plans as well as all operating and capital budgets.

YORK CARE CENTRE Corporate Governance Policy	
Type: Governance Process	Date Issued: November 30, 2009
Title: Chairperson's Role	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-C-125
Date Reviewed/Revised: 11/16, 11/22	

Policy:

The chairperson assures the integrity and fulfillment of the Board's processes and, secondarily, occasionally represents the Board to outside parties and the public.

Procedure:

1. The job of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content shall be only issues that, according to Board policy, clearly belong to the Board to decide, not the President & CEO.
 - b. Deliberation shall be fair, open, and thorough but also timely, orderly, and to the point.
2. The authority of the chairperson consists of making decisions that fall within topics covered by Board policies on Governance Process and Board-President & CEO Linkage, except where the Board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The chairperson is empowered to chair Board meetings with all the commonly accepted authority of that position (for example, ruling, recognizing).
 - b. The chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the President & CEO, except when so directed by the Board.
 - c. The chairperson, when the Board so directs, shall represent the Board to outside parties.
 - d. The chairperson may delegate this authority but remains accountable for its use.
3. The Chairperson and the President & CEO shall confer on communications with the government and the public as required in the circumstances.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: March 2005
Title: CHANGE IN MEMBERSHIP	Page: 1 of 1
Approved by: Board of Directors	Gov-C-126
Date Reviewed/Revised: 11/16, 11/22	

Policy:

The President and Chief Executive Officer shall notify the Director of Nursing Home Services, of any change in membership of the Board of Directors within 15 days of the change.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: September 13, 2012
Title: CONFLICTS OF INTEREST (RESOLVING)	Page: 1 of 1
Approved by: Board of Directors	#: Gov-C-127
Date Reviewed/Revised: 11/16, 11/22	

Policy:

Further to the policy entitled "Board Members Code of Conduct" the process herein described is intended to inform members on how to declare and seek resolution of any situation where they may have a private or personal interest sufficient to appear to influence the objective exercise of their responsibilities.

Procedure:

1. At the outset it must be recognized by all that a conflict of interest is not an accusation.
2. Members must be prepared to take action on any conflict of interest situation by recognizing it, disclosing it and removing themselves from decision making and ideally from the entire discussion.
3. Members, depending on the sensitivities and complexities of the situation, are to disclose immediately any conflict of interest situation to either the Board as a whole or privately to the Chair of the Board.
4. The Board or Chair will undertake whatever investigation is required and inform the member and the Board of the outcome and action to be taken.
5. The Board or Chair will ensure that conflict of interest situations are resolved on a timely basis.
6. Should the Board or Chair have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest situations the member will be informed of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
7. After hearing the member's response and after making further investigation as warranted by the circumstances should the Board or Chair determine that the member has failed to disclose an actual or possible conflict of interest situation the member will be informed of any appropriate disciplinary and corrective action that will be taken.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: Cost of Governance	Page: 1 of 1
Approved by: Board of Directors	Gov-C-130
Date Reviewed/Revised: 11/16, 1106/22	

Policy:

Because poor governance costs more than learning to govern well, the Board shall invest in its governance capacity.

Procedure:

1. Board skills, methods, and supports shall be sufficient to assure governing with excellence.
 - a. Training and retraining shall be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance may be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
 - c. Outreach mechanisms shall be used as needed to ensure the Board's ability to listen to various viewpoints and values from outside the Corporation
2. Costs shall be prudently incurred, though not at the expense of endangering the development and maintenance of excellence.
3. York Care Centre's annual budget shall contain a specific line item to cover costs incurred under this policy.

York Care Centre-Corporate Governance Policy	
Governance Process – Board Membership Skill Matrix	Page 2 of 2

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YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: Communication to Government, Regulators and Stakeholders	Page: 1 of 1
Approved by: Board of Directors	Gov-C-135
Date Reviewed/Revised: 11/16, 11/22	

Policy:

The Board shall communicate in an open and transparent manner through the President & CEO and the Board chair to keep the government, regulators, stakeholders and the public informed about the status of the Corporation.

Procedure:**Public**

1. The Board shall, as a minimum, produce and publish an annual public report which shall be forwarded to key stakeholders and media in New Brunswick and shall be made available to the public upon request.
2. The Board shall generally respond to the media through the President & CEO. With respect to specific issues the Board may choose to respond through the Chair.
3. Information regarding the Corporation shall be made available upon request except that which is protected by law or is deemed confidential by senior management to protect the interests of the Corporation or market participants.

Government

1. The Chair and the President & CEO shall establish and maintain a communication link with government representatives. The Chairperson and the President & CEO shall confer on communications with the Government and the public as required in the circumstances.

Regulators

1. The Board shall ensure that corporate communication with regulators occurs in a transparent and cooperative fashion and that all filings occur in a timely manner.

YORK CARE CENTRE CORPORATE GOVERNANCE POLICIES

I N D E X

Governance Process

Gov-A-100	Assessment: Board Chair and Members	Jan. 25, 2021
Gov-B-105	Board Committee Principles	Nov 28, 2016
Gov-B-110	Board Job Description	Nov 28, 2016
Gov-B-112	Board Members Acknowledgement of Role & Responsibility	Mar. 29, 2021
Gov-B-115	Board Members Code of Conduct	Jan. 25, 2021
Gov-B-120	Board Membership Skill Matrix	Jan. 25, 2021
Gov-C-125	Chairperson's Role	Nov 28, 2016
Gov-C 126	Change in Membership	Nov 28, 2016
Gov-C-127	Conflicts of Interest (Resolving)	Nov 28, 2016
Gov-C-130	Cost of Governance	Nov 28, 2016
Gov-C-135	Communication to Government, Regulators & Stakeholders	Nov 28, 2016
Gov-G-140	Global Governance Process	Nov 28, 2016
Gov-G-145	Governing Style	Nov 28, 2016
Gov-N-260	Nominating Process	Jan. 25, 2021
Gov-N-261	York Foundation Representative	Mar 26, 2018
Gov-O-265	Orientation- new Board Members	Nov 28, 2016
Gov-R-270	Reimbursement to members for out-of-pocket expenses	Nov 28, 2016
Gov-R-275	Resolution Book	Nov 28, 2016
Gov-R-278	Retirement/Resignation Gifts	Nov 28, 2016
Gov-S-280	Strategic Plan	Jan. 25, 2021
Gov-T-185	Timely Submission to Members	Jan. 25, 2021

Board President & CEO Linkage

Gov-Link-A-310	Accountability - President & CEO	Oct. 15, 2020
Gov-Link-D-320	Delegation to the President & CEO	Oct. 15, 2020
Gov-Link-G-330	Global Board-President & CEO Linkage	Oct. 15, 2020
Gov-Link-M-340	Monitoring President & CEO Performance	Oct. 15, 2020
Gov-Link-P-345	President & CEO	Oct. 15, 2020
Gov-Link-U-350	Unity of Control	Oct. 15, 2020

Executive Limitation

Gov-Exec-A-405	Asset Protection	Jan. 25, 2021
Gov-Exec-C-410	Communication and Support to the Board	Oct. 15, 2020
Gov-Exec-E-420	Emergency Planning	Oct. 15, 2020
Gov-Exec-E-425	Emergency President & CEO Replacement	Oct. 15, 2020
Gov-Exec-E-430	Employment, Compensation and Benefits	Jan. 25, 2021
Gov-Exec-F-435	Financial Condition and Activities	Jan. 25, 2021
Gov-Exec-F-440	Financial Planning and Budgeting	Oct. 15, 2020
Gov-Exec-G-445	Global Executive Constraint	Oct. 15, 2020
Gov-Exec-I-455	Internal Controls and Integrity of Reporting	Oct. 15, 2020
Gov-Exec-R-470	Relationship with Stakeholders	Oct. 15, 2021
Gov-Exec-T-475	Treatment of Staff	, 2021

Ends

Gov-Ends-E-510	Employer of Choice	Nov 28, 2016
Gov-Ends-P-530	Purpose	Nov 28, 2016
Gov-Ends-R-550	Residence of Choice	Nov 28, 2016

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: May 17, 2012
Title: Assessment: Board, Chair and Members	Page: 1 of 1
Approved by: Board of Directors	Gov-A-100
Date Reviewed/Revised: 05/12; 05/15; 01/21	

Policy:

The Board is committed to undertaking an annual assessment of the performance of the Board as a whole, its Chair, its Committees as well as a review of the contributions of individual members.

Procedure:**1. BOARD AS A WHOLE**

- a) The Governance & Audit Committee will undertake an annual assessment of the performance of the Board by seeking input from members through annual assessments. This includes reviewing and analyzing results, identifying strengths, and considering changes/improvements that may be required.
- b) The results will be presented to the Board with appropriate recommendations for consideration.

2. THE CHAIR

- a) The Governance & Audit Committee will undertake an annual review of the Board Chair by seeking input from members of the Board through annual assessment. This includes reviewing and analyzing results, identifying strengths, and considering changes/improvements that may be required.
- b) The results will be shared with the Vice-Chair of the Board who will discuss with the Board Chair.

3. THE MEMBERS

- a) The Governance & Audit Committee will prepare and distribute an annual self-assessment to members. The Committee will review and analyze results, identify strengths, and consider new development opportunities.
- b) Based on the results, the Committee will identify topics of interest to Board Members for consideration by the Board for inclusion in future educational sessions.
- c) Where the Committee identifies issues specific to a member of the Board, the Committee Chair will bring to the attention of the Board Chair for appropriate discussion with the member.

4. THE BOARD'S COMMITTEES, THEIR CHAIRS AND MEMBERS

- a) The Governance & Audit Committee will prepare and distribute an annual assessment of Standing and Ad Hoc Committees of the Board (including Chairs and members), which will be completed by the members.
- b) The Committee will review and analyze results, identifying opportunities where members could benefit from improved/increased knowledge about the organization, their role and/or responsibilities.
- c) Based on the results, the Committee will identify topics of interest to Board Members for consideration by the Board for inclusion in future educational sessions.
- d) Where the Committee identifies issues specific to a committee member, the Chair of the Governance & Audit Committee will bring these to the attention of the Chair of the appropriate committee for follow-up.

5. OTHER

- a. The annual review as described herein will be undertaken no later than May.
- b. The Governance & Audit Committee is responsible to review annually the statements contained in the forms used for the annual assessment, amend and report results to the Board of Directors.

YORK CARE CENTRE Corporate Governance Policy	
Type: Governance Process	Date Issued: November 30, 2009
Title: BOARD COMMITTEE PRINCIPLES	Page: 1 of 1
Approved by: Board of Directors	Gov-B-105
Date Reviewed/Revised: 11/16	

Board committees shall function so as to reinforce the wholeness of the Board's job responsibilities and so as never to interfere with delegation from Board to President & CEO.

Accordingly:

1. Board Committees shall be established and their respective Terms of Reference developed, in accordance with the Corporation's by-laws.
2. Board committees exist only to help the Board do its job, not to do staff work. Committees ordinarily shall assist the Board by preparing policy alternatives and their implications for Board deliberation.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority shall be carefully stated in order not to conflict with authority delegated to the President & CEO.

Board committees cannot exercise authority over staff. Because the President & CEO works for the full Board, he or she shall not be required to obtain approval of a Board committee before an executive action.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: BOARD JOB DESCRIPTION	Page: 1 of 1
Approved by: Board of Directors	Gov-B-110
Date Reviewed/Revised: 11/16	

The job of the Board is to consider stakeholder values in determining and demanding appropriate organizational performance.

Accordingly:

1. The Board shall produce written governing policies that, at the broadest levels, address each category of organizational decisions.
 - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good, for which recipients, at what cost).
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks.
 - d. Board-President & CEO Linkage: How responsibility is delegated and its proper use monitored; the President & CEO role, authority and accountability.
2. The Board shall hire the President & CEO. The Board shall give direction to and monitor President & CEO performance for adherence to established and approved policies.
3. The Board shall deal with and make decisions regarding activities and assets that it has placed off limits for the President & CEO.
4. The Board shall appoint the external auditors, and shall ensure there is an internal audit plan in place. The Board shall set fees for the audit, define the audit management plan, and approve the annual financial statements of the Corporation.

The Board shall approve, prior to implementation, all strategic plans and business plans as well as all operating and capital budgets.

YORK CARE CENTRE Corporate Governance Policy	
Type: Governance Process	Date Issued: November 26, 2012
Title: Board & Community Members Acknowledgement of Role and Responsibility	Page: 1 of 1
Approved by: Board of Directors	Gov-B-112
Date Reviewed/Revised: November 26, 2012, May 5, 2015, March 2021	

Members of the Board of Directors and community members of Board committees of York Care Centre are expected to conduct themselves with personal integrity and to ethically, honestly and diligently carry out their responsibilities as representatives of the organization. Members are required to support and advance the interests of the organization and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interest of the organization.

Accordingly:

Individuals who accept to serve York Care Centre as members of the Board of Directors or community members of a Board committee are required to sign a statement acknowledging the role and responsibilities associated with the position as provided in the applicable appendix A or B.

YORK CARE CENTRE ACKNOWLEDGEMENT
MEMBER BOARD OF DIRECTORS

As a member of the Board of Directors of York Care Centre and its group of companies, I agree to comply with the organization's ethics framework and perform my duties honestly and with due diligence. I therefore undertake to:

- Be loyal to and speak positively about the organization and its membership
- Avoid actual or potential situations of conflict
- Become familiar with and support the organization's vision, mission, values, strategic direction and the policies of the Board
- Attend board meetings and/or assigned committee meetings, as appropriate
- Read pre-meeting material before each meeting and seek whatever additional information I may require in reviewing issues for consideration
- Express opinions and ideas on matters being considered without monopolizing and discussion and being respectful of others views
- Act in good faith throughout the decision-making process and provide due care of the organization's financial and legal requirements
- Not divulge any information that I may receive that is of a confidential nature
- Participate in an orientation session and any ongoing educational sessions
- Participate in self-evaluation and evaluation of the Board, its Chair and the President & CEO
- Recognize that the sole official connection to the operating organization, its achievements and conduct shall be through the President & CEO and that only decisions of the Board acting as a body are binding on the President & CEO.
- I understand that failure to comply may result in my dismissal as a member of York Care Centre Board of Directors

Signature

Witness

DATE

YORK CARE CENTRE ACKNOWLEDGEMENT
COMMUNITY MEMBER

As a Community Member of Board Committees of York Care Centre and its group of companies, I agree to comply with the organization's ethics framework and perform my duties honestly and with due diligence. I therefore undertake to:

- Be loyal to and speak positively about the organization and its membership
- Avoid actual or potential situations of conflict
- Become familiar with and support the organization's vision, mission, values, strategic direction and the policies of the Board
- Attend board meetings and/or assigned committee meetings, as appropriate
- Read pre-meeting material before each meeting and seek whatever additional information I may require in reviewing issues for consideration
- Express opinions and ideas on matters being considered without monopolizing any discussion and being respectful of others views
- Act in good faith throughout the decision-making process and provide due care of the organization's financial and legal requirements
- Not divulge any information that I may receive that is of a confidential nature
- Participate in an orientation session and any ongoing educational sessions
- Participate in self-evaluation and evaluation of the Board, its Chair and the President & CEO
- Recognize that the sole official connection to the operating organization, its achievements and conduct shall be through the President & CEO and that only decisions of the Board acting as a body are binding on the President & CEO.
- I understand that failure to comply may result in my dismissal as a community member of the Board of York Care Centre.

Signature

Witness

DATE

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: BOARD MEMBERS CODE OF CONDUCT	Page: 1 of 1
Approved by: Board of Directors	#: Gov-B-115
Date Reviewed/Revised: 09/12; 05/15; 01/21	

Policy:

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Procedure:

1. Board members must represent unconflicted loyalty to the interests of York Care Centre. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
 - d. Members shall, as soon as possible disclose their involvement with other organizations or parties that may produce a conflict with this code or be perceived as illegal or unethical behaviour.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
4. Members' interaction with the President & CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
5. Members' interaction with the public or press or other entities must recognize this same limitation.
6. In their decision making process Board members will ensure that the organization's assets are protected and used for their intended purposes

Board members shall respect the confidentiality appropriate to issues of a sensitive nature.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: May 17, 2012
Title: Board Membership Skill Matrix	Page: 1 of 2
Approved by: Board of Directors	Gov-B-120
Date Reviewed/Revised: 05/12; 05/15; 01/21	

Policy:

In selecting individuals to serve as Board Directors, an annual recruitment plan will be developed to provide guidance in the selection of potential members to the Board to ensure that the membership reflects an appropriate combination of education, experience and competencies required for efficient governance.

Procedure:

1. At the beginning of each calendar year an inventory of current member skill sets together with upcoming vacancies, as provided in Appendix A, will be undertaken.
2. Considering the skills of current members, strategic goals and objectives, and other related matters, a recruitment plan will be developed in response to vacancies which will occur in the upcoming 2 to 3 years.
3. The recruitment plan will confirm the current mix of education, experience and competencies and identify specific education, experience and competencies required. In addition, it will also seek to attract individuals who possess appropriate personal attributes (e.g. integrity, high ethical standards, etc.), sound judgement, strong interpersonal skills, and a high level of commitment to the organization and its success.
4. The recruitment plan will consider the following:
 - a) Finance - minimum **one member** with relevant education, experience, and financial competencies.
 - b) Healthcare - minimum **one member** with relevant education, experience, and healthcare competencies.
 - c) Public Sector - minimum **one member** with senior public service experience in management and/or policy.
 - d) Education - minimum **one member** with relevant education, and experience in the education field.
 - e) Research – minimum one member with relevant education, experience, and research competencies.
 - f) Strategy - minimum **two members** on the board should have education, experiences, and competencies relevant to the Board's Strategic Plan.
 - g) Other - The remaining positions on the Board are to be filled with individuals having education, experience and competencies deemed by the Board to be supportive of its vision, mission, values, and goals.
5. Any person of the full age of nineteen years shall be eligible for appointment as a member of the corporation and the corporation may make by-laws governing the method of selecting and appointing members, provided that at any time not more than one member of the corporation shall be a resident outside the County of York.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: CHAIRPERSON'S ROLE	Page: 1 of 1
Approved by: Board of Directors	#: Gov-C-125
Date Reviewed/Revised: 11/16	

The chairperson assures the integrity and fulfillment of the Board's processes and, secondarily, occasionally represents the Board to outside parties and the public.

Accordingly:

1. The job result of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content shall be only issues that, according to Board policy, clearly belong to the Board to decide, not the President & CEO.
 - b. Deliberation shall be fair, open, and thorough but also timely, orderly, and to the point.
2. The authority of the chairperson consists of making decisions that fall within topics covered by Board policies on Governance Process and Board-President & CEO Linkage, except where the Board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The chairperson is empowered to chair Board meetings with all the commonly accepted authority of that position (for example, ruling, recognizing).
 - b. The chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the President & CEO, except when so directed by the Board.
 - c. The chairperson, when the Board so directs, shall represent the Board to outside parties.
 - d. The chairperson may delegate this authority but remains accountable for its use.

The Chairperson and the President & CEO shall confer on communications with the government and the public as required in the circumstances.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: March 2005
Title: CHANGE IN MEMBERSHIP	Page: 1 of 1
Approved by: Board of Directors	Gov-C-126
Date Reviewed/Revised: 11/16	

The President and Chief Executive Officer shall notify the Director of Nursing Home Services, of any change in membership of the Board of Directors within 15 days of the change.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: September 13, 2012
Title: CONFLICTS OF INTEREST (RESOLVING)	Page: 1 of 1
Approved by: Board of Directors	#: Gov-C-127
Date Reviewed/Revised: 11/16	

Further to the policy entitled “Board Members Code of Conduct” the process herein described is intended to inform members on how to declare and seek resolution of any situation where they may have a private or personal interest sufficient to appear to influence the objective exercise of their responsibilities.

ACCORDINGLY:

1. At the outset it must be recognized by all that a conflict of interest is not an accusation.
2. Members must be prepared to take action on any conflict of interest situation by recognizing it, disclosing it and removing themselves from decision making and ideally from the entire discussion.
3. Members, depending on the sensitivities and complexities of the situation, are to disclose immediately any conflict of interest situation to either the Board as a whole or privately to the Chair of the Board.
4. The Board or Chair will undertake whatever investigation is required and inform the member and the Board of the outcome and action to be taken.
5. The Board or Chair will ensure that conflict of interest situations are resolved on a timely basis.
6. Should the Board or Chair have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest situations the member will be informed of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
7. After hearing the member’s response and after making further investigation as warranted by the circumstances should the Board or Chair determine that the member has failed to disclose an actual or possible conflict of interest situation the member will be informed of any appropriate disciplinary and corrective action that will be taken.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: Cost of Governance	Page: 1 of 1
Approved by: Board of Directors	Gov-C-130
Date Reviewed/Revised: 11/16	

Because poor governance costs more than learning to govern well, the Board shall invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports shall be sufficient to assure governing with excellence.
 - a. Training and retraining shall be used to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance may be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
 - c. Outreach mechanisms shall be used as needed to ensure the Board's ability to listen to various viewpoints and values from outside the Corporation
2. Costs shall be prudently incurred, though not at the expense of endangering the development and maintenance of excellence.
3. York Care Center's annual budget shall contain a specific line item to cover costs incurred under this policy.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: Communication to Government, Regulators and Stakeholders	Page: 1 of 1
Approved by: Board of Directors	Gov-C-135
Date Reviewed/Revised: 11/16	

The Board shall communicate in an open and transparent manner through the President & CEO and the Board chair to keep the government, regulators, stakeholders and the public informed about the status of the Corporation.

Accordingly:

Public

1. The Board shall, as a minimum, produce and publish an annual public report which shall be forwarded to key stakeholders and media in New Brunswick and shall be made available to the public upon request.
2. The Board shall generally respond to the media through the President & CEO. With respect to specific issues the Board may choose to respond through the Chair.
3. Information regarding the Corporation shall be made available upon request except that which is protected by law or is deemed confidential by senior management to protect the interests of the Corporation or market participants. .

Government

1. The Chair and the President & CEO shall establish and maintain a communication link with government representatives. The Chairperson and the President & CEO shall confer on communications with the Government and the public as required in the circumstances.

Regulators

1. The Board shall ensure that corporate communication with regulators occurs in a transparent and cooperative fashion and that all filings occur in a timely manner.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: GLOBAL GOVERNANCE PROCESS	Page: 1 of 1
Approved by: Board of Directors	#: Gov-G-140
Date Reviewed/Revised: 11/16	

The purpose of the Board, on behalf of the residents of York Care Center, is to achieve appropriate results for appropriate stakeholders at an appropriate cost while avoiding unacceptable actions and situations.

Accordingly:

The Board shall set policy to see that York Care Center meets its objectives and obligations under its enabling legislation and by-laws, and its Board approved mission, vision and values.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: GOVERNING STYLE	Page: 1 of 1
Approved by: Board of Directors	#: Gov-G-145
Date Reviewed/Revised: 11/16	

The Board shall govern with an emphasis on (1) outward and forward vision (2) active participation of directors and encouragement of diversity in viewpoints, (3) strategic leadership (4) the importance of policy direction by the Board and operating and management decisions by the President & CEO, and (5) pro activity.

Accordingly:

1. The Board shall cultivate a sense of group responsibility. The Board shall be responsible for excellence in governing. The Board shall solicit advice from internal and external expertise and be the initiator of policy. The Board shall use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board shall not allow an officer, individual, or a committee of the Board to hinder or be an excuse for not fulfilling a Board commitment.
2. The Board shall direct, control, and inspire York Care Center through the careful establishment of By-Laws and broad written policies reflecting the Board's values and perspectives about "ends" to be achieved and "means to be avoided". The Board's major policy focus shall be on medium and long-term results for each of the intended objectives of York Care Center. The By-Laws and policies herein referenced shall be reviewed every 5 years.
3. The Board shall enforce upon itself whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development shall include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement. The Board shall, wherever possible, follow its Guidelines for Good Governance.
4. The Board shall monitor and discuss the Board's process and performance annually. Self-monitoring shall include comparison of Board activity and discipline to policies in the Governance Process and Board-President & CEO Linkage.
5. The Board shall follow an "Open Door Policy" for Board/Committee members and staff (paid employees & volunteers) of the corporation. Any Board/Committee member or staff of York Care Center who has concerns about conditions, procedures, policies or actions taken by the corporation, its Board/Committee members or staff which in the opinion of the Board/Committee member or staff violates the letter or spirit of Board or corporate policies has an obligation and a right to bring these concerns, without retribution, to the attention of their immediate supervisor, President/CEO, Chair or Secretary of the Board depending on the situation. Any matter brought to the attention of a supervisor or President/CEO which is not resolved is to be brought to the attention of the Chair or Secretary of the Board for resolution which may include a request to meet with the Board.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: May 17, 2012
Title: Nominating Process	Page: 1 of 1
Approved by: Board of Directors	Gov-N-260
Date Reviewed/Revised: 05/12; 05/15; 01/21	

Policy:

The Board of Directors is committed to having an ongoing nominating process whereby individuals with appropriate education, experience and competencies and appropriate attributes will be identified to serve.

Procedure:

1. The Governance & Audit Committee through various means, including public advertisements when appropriate, will on an ongoing basis identify/receive names of individuals as potential candidates for appointment as members of the Board or its Committees.
2. The education, experience and competency of potential candidates will be assessed to determine consistency with needs as identified in the board's Recruitment Plan for members.
3. Once an individual is identified as a potential member of the Board her/his name will be provided to the Chair and Vice-Chair who will contact the individual and pursue the individual's willingness to serve. The actual appointment will be confirmed by the Board.
4. Potential candidates for Board membership may initially be appointed to serve on one of the Board's committees as a means of becoming familiar with the organization's goals, mission, values, and strategic plan.
5. Once a potential candidate is identified as a possible member of a Committee her/his name will be provided to the Chair of that Committee who will be responsible to contact the individual and pursue their willingness to serve. The actual appointment will be confirmed by the Board.
6. An appropriate orientation session will be provided to all members appointed to the Board and its Committees.
7. Individuals appointed to the Board and its Committees will:
 - a) Provide information confirming their education, experience and competencies including areas of interest in serving the Board.
 - b) Sign a statement acknowledging their role, duties, and legal responsibilities as members of the organization.
8. The organization will maintain records including the following:
 - a) The names of past and current members including length of time served, area served, etc.
 - b) The names of potential candidates including education, experience, competencies, areas of interest in serving the Board, etc. for one year.
 - c) The names and relevant information concerning individuals who have been contacted to serve and have indicated that they have no interest in serving the Board for one year.

YORK CARE CENTRE
Corporate Governance Policy

Type : Governance Process	Date Issued: May 2014
Title: York Care Foundation Representative	Page: 1 of 1
Approved By: Board of Directors	Gov-N-261
Date Reviewed / Revised: 11/16; 3/18	

POLICY:

The York Care Foundation Inc. is responsible for all active fundraising on behalf of York Care Centre. From time to time, special committees may be empowered by the York Care Foundation with the task of fundraising for specific purposes. The President/Chief Executive Officer will ensure the co-operation of York Care Centre staff in any fundraising activity.

One member from each of York Care Centre and York Care Foundation Board of Directors will sit on the opposite Board of Directors. These members will not be eligible to hold a position of Officer, Committee Chair and or member of the Executive Committee on the opposite Board.

The York Care Centre Board of Directors designates its Past Chair as its representative on the Board of York Care Foundation Inc. In the cases where the position is vacant or when the Past Chair cannot assume such responsibilities the Board will appoint a representative from within its membership.

A position within the membership of the York Care Centre Board will be reserved of a representative from the York Care Foundation Board. The York Care Foundation Board will recommend to the York Care Centre Board the member from its Board that it wishes to have appointed to this position.

The President and Chief Executive Officer will provide assistance as needed to the Foundation staff.

The Treasurer for York Care Centre will keep York Care Foundation updated on the financial requirements and needs of York Care Centre.

Prior to September of each year, the President and Chief Executive Officer will provide the Finance and Administration Committee with a list of potential York Care Centre capital and/or program projects which could benefit from funding by the York Care Foundation. The Finance and Administration Committee will review the list and make a recommendation to the York Care Centre Board for presentation to the York Care Foundation Board.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: February 2005
Title: Orientation – new Board Members	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-O-265
Date Reviewed/Revised: 11/16	

The Chair or delegate, along with the President and Chief Executive Officer is responsible for orientation of all new Board Members.

Accordingly:

All new Board Members will be given a tour of the facility as well as a Board Manual.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: March 25, 2013
Title: Reimbursement to members for out-of-pocket expenses	Page: 1 of 1
Approved by: Board of Directors	Gov-R-270
Date Reviewed/Revised: 11/16	

The legislation and letters patent establishing York County Properties, York Manor Inc. and York Development Inc. provides that members of the Board are to serve without remuneration but that nothing is to preclude the reimbursement of out-of-pocket expenses incurred by members in carrying out their responsibilities as members.

Accordingly:

Members of the Board and its Committees are expected to attend scheduled meetings and be prepared to discuss and resolve matters submitted for consideration. Documents and information in support of matters to be considered are circulated in advance of meetings. These documents/information are provided to members by electronic means.

Members travel to meetings at their own expense using their vehicles. In addition most members prefer to, or have to, translate the documentation received, at their expense, from an electronic format to a printed version.

Therefore members are to be reimbursed for travel costs incurred in attending meetings and additional costs (i.e. ink, paper, etc.) incurred in translating documents from an electronic to a printed format as follows:

- a) Travel expenses:
The greater of \$15.00 or the provincial mileage rate per meeting attended
- b) Other expenses:
\$50.00 per annum for members who attended a minimum of 5 meetings and who incur costs in translating documents from an electronic to a printed format

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: March 2005
Title: Resolution Book	Page: 1 of 1
Approved by: Board of Directors	Gov-R-275
Date Reviewed/Revised: 11/16, 06/22	

Policy:

A Resolution Book, containing all the resolutions approved by the Board of Directors, listed and numbered by year from 1984 onwards, will be maintained and accessible.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: October 2007
Title: Retirement/Resignation Gifts	Page: 1 of 1
Approved by: Board of Directors	Gov-R-278
Date Reviewed/Revised: 11/16, 06/22	

Policy:

To recognize those Directors who have served on the Board of Directors, the Finance and Administration Committee may approve up to twenty-five dollars (\$25.00) per year on a gift of recognition for Board Members retiring or resigning.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: May 17, 2012
Title: Strategic Plan	Page: 1 of 1
Approved by: Board of Directors	Gov-S-280
Date Reviewed/Revised: 05/12; 05/15; 01/21	

Policy:

The Board of Directors is committed to operate based on a 5 year Strategic Plan identifying the organization's vision, mission, values and setting out goals and objectives.

Procedure:

1. The Board will ensure the development of a 5-year Strategic Plan identifying the long-term vision of the organization, its mission, and its values as well as setting out appropriate goals and objectives.
2. The Strategic Plan will be developed by a Committee appointed by the Board from within its membership with representation from the President and CEO or other staff as required. The plan will be approved by the Board.
3. The Strategic Plan will identify 5-year goals which together with related objectives will be revisited and approved by the Board every year.
4. The Strategic Plan together with its goals and key objectives will be translated through the President & CEO into an annual operating plan.
5. The Operational Plan will identify activities to be pursued each year. Although some activities may be multi-year these will be reviewed/revised and set annually through the President & CEO.
6. A general review of the Strategic Plan will be undertaken at the end of 3 years leading to a revised, extended, or new Plan for the next 5-year period.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: September 13, 2012
Title: SUBMISSIONS TO BOARD	Page: 1 of 1
Approved by: Board of Directors	#: Gov-T-185
Date Reviewed/Revised: 09/12; 05/15; 01/21	

Policy:

The Board expects its members to attend meetings prepared to discuss and reach decisions on matters submitted for their consideration. In that respect members are expected to have read, prior to meetings, whatever information or documentation is submitted to them relevant to matters which they will be considering at their meetings.

Procedure:

1. The Board acknowledges that information and documentation in support of matters to be considered by members must be forwarded or made available to them in sufficient time to allow them to review it and seek clarification if required.
2. All information and documentation relevant to any matter to be considered and decided upon by the Board should be circulated to members at least 3 working days prior to a scheduled meeting.
3. It is understood that exceptions to this policy may be required in emergency situations where urgent consideration of a matter may be required. Such exceptions shall be approved by the Chair of the Board.

YORK CARE CENTRE Corporate Governance Policy	
Type: Board-President & CEO Linkage	Date Issued: November 30, 2009
Title: Accountability – President & CEO	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Link-A-310
Date Reviewed/Revised: 01/14; 10/21	

Policy:

The President & CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President & CEO.

Procedure:

1. The Board or an individual director shall never give direction to persons who report directly or indirectly to the President & CEO.
2. The Board has an annual responsibility to review the President & CEO performance as identical to organizational performance so that organizational accomplishment of Strategic Plan objectives, Board-stated Ends and avoidance of Board-prohibited means shall be viewed as successful President & CEO performance.

YORK CARE CENTRE Corporate Governance Policy	
Type: Board-President & CEO Linkage	Date Issued: November 30, 2009
Title: Delegation to the President & CEO	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Link-D-320
Date Reviewed/Revised: 01/14; 01/21	

Policy:

The Board shall instruct the President & CEO through a Strategic Plan and written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the President & CEO to use any reasonable interpretation of these policies.

Procedure:

1. The Board shall develop a Strategic Plan and policies instructing the President & CEO to achieve certain results at a specified cost. These policies shall be developed systematically from the broadest, most general level to more defined levels and shall be called **Ends policies**.
2. The Board shall develop policies that clarify the authority the President & CEO may exercise in choosing the organizational means. These policies shall be developed systematically from the broadest, most general level to more defined levels, and they shall be called **Executive Limitations policies**.
3. As long as the President & CEO **uses any reasonable interpretation** of the Board's Ends and Executive Limitations policies, the President & CEO is authorized to establish all further operating policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President & CEO domains. By doing so, the Board changes the latitude of choice given to the President & CEO. But as long as any particular delegation is in place, the Board shall respect and support the President & CEO's choices.

YORK CARE CENTRE Corporate Governance Policy	
Type: Board-President & CEO Linkage	Date Issued: November 30, 2009
Title: Global Board-President & CEO Linkage	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Link-G-330
Date Reviewed/Revised: 01/14; 01/21	

Policy & Procedure:

The Board's sole official connection to the operating organization, its achievements and conduct shall be as authorized by the President and CEO.

YORK CARE CENTRE Corporate Governance Policy	
Type: Board-President & CEO Linkage	Date Issued: November 30, 2009
Title: Monitoring President & CEO Performance	Page: 1 of 1
Approved by: Board of Directors	Gov-Link-M-340
Date Reviewed/Revised: 01/14; 01/21	

Policy:

Systematic and rigorous monitoring of the President & CEO's job performance shall be based solely on expected President & CEO job outputs: organization accomplishment of Strategic Plan objectives, Board policies on Ends, and organizational operation within the boundaries established in Board policies on Executive Limitations.

Procedure:

1. Monitoring is simply to determine the degree to which Strategic Plan objectives and Board policies are being met.
2. The Board shall acquire monitoring data by one or more of three methods: (a) by internal report, in which the President & CEO discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party assesses compliance with Board policies, and (c) by direct Board assessment.
3. In every case, the standard for compliance shall be **any reasonable President & CEO interpretation** of the Board policy being monitored.
4. The Strategic Plan and all policies that instruct the President & CEO shall be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but shall ordinarily depend on a routine schedule.

YORK CARE CENTRE Corporate Governance Policy	
Type: Board-President & CEO Linkage	Date Issued: February 2005
Title: President & CEO	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Link-P-345
Date Reviewed/Revised: 11/12, 01/14, 01/21	

1. The Finance & Administration Committee shall develop, and submit to the Board of Directors for approval, the President & CEO's job description.
2. The President & CEO is expected to attend all Board of Directors' meetings, unless otherwise excused.
3. The President & CEO is expected to attend all Board of Directors' Committee meetings.
4. The President & CEO may assist the Chair, Vice-Chair, Secretary, and Treasurer, in carrying out their duties.
5. The Chair and Vice Chair, on behalf of the Board of Directors shall conduct an evaluation of the President & CEO's performance based on progress on the Strategic Plan and key corporate goals and strategies every three years.

YORK CARE CENTRE Corporate Governance Policy	
Type: Board-President & CEO Linkage	Date Issued: November 30, 2009
Title: Unity of Control	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Link-U-350
Date Reviewed/Revised: 01/14; 01/21	

Policy:

Only decisions of the Board acting as a body are binding on the President & CEO.

Procedure:

1. Decisions or instructions of individual Board members, or committees are not binding on the President & CEO except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of individual Board members or committees requesting information or assistance without Board authorization, the President & CEO may refuse such requests that require, in the President & CEO's opinion, a significant amount of staff time or funds, or are disruptive.

YORK CARE CENTRE
Corporate Governance Policy

Type: Executive Limitation	Date Issued: November 30, 2009
Title: ASSET PROTECTION	Page: 1 of 1
Approved by: Board of Directors	#: Gov-Exec-A-405
Date Reviewed/Revised: 09/12; 05/15; 01/21	

Policy:

The President & CEO shall ensure assets are reasonably protected, not subjected to improper use, and adequately maintained.

Procedure:

The President & CEO shall:

1. Prudently insure against theft, inventory, and property losses to at least an amount sufficient to replace the asset and against liability losses to Board members, staff, and the organization.
2. Ensure that appropriate policies and processes are in place to assess and manage risk.
3. Ensure that appropriate security programs are in place to meet or exceed any applicable standards and to ensure the security of all physical operating assets, information systems and electronic information in the care and control of York Care Centre.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Communication and Support to the Board	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-C-410
Date Reviewed/Revised: 01/14; 01/21	

Policy:

The President & CEO shall ensure the Board is informed and supported in its work.

Procedure:

The President & CEO shall:

1. Submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing the requirements of Board policies being monitored.
2. Keep the Board informed of relevant trends and material external and internal changes, particularly in the assumptions upon which any Board policy has previously been established.
3. Keep the Board and Nursing Home Services informed of anticipated adverse media coverage.
4. Advise the Board if, in the President & CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-President & CEO Linkage, particularly in the case of Board behavior that is not conducive to the good working relationship between the Board and the President & CEO.
5. Marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board decisions.
6. Deal with the Board as a whole except when fulfilling individual requests for information or responding to officers or committees duly charged by the Board.
7. Report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
8. The President & CEO shall protect York Care Centre's public image and credibility.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Emergency Planning	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Exec-E-420
Date Reviewed/Revised: 01/14; 01/21	

Policy:

The President & CEO shall ensure that an emergency plan is in place for York Care Centre by providing a predetermined appropriate response to all potential situations that could endanger residents, employees, the public, or the environment.

Procedure:

The President & CEO shall:

1. Ensure that emergency planning documents are up to date and in place with key personnel and outside agencies who would direct such emergency plans.
2. Ensure that emergency plans are tested through mock emergency exercises on a timely basis.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Emergency President & CEO Replacement	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Exec-E-425
Date Reviewed/Revised: 01/14; 01/21	

Policy & Procedure:

In order to protect the Board from sudden loss of President & CEO services, the President & CEO shall have a succession plan in place.

YORK CARE CENTRE
Corporate Governance Policy

Type: Executive Limitation	Date Issued: November 30, 2009
Title: Employment, Compensation and Benefits	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-E-430
Date Reviewed/Revised: 01/14; 01/21	

With respect to employment, compensation, and benefits to employees, the President & CEO shall ensure appropriate processes are in place that prevent jeopardy to fiscal integrity or public image.

The President & CEO shall:

1. Seek Board approval before changing employee compensation and benefits.
2. Seek Board approval before changing compensation or other benefits of non-unions pay systems applicable to York Care Centre employees, if such a change would create a deviation from the approved budget.
3. Seek Board approval before establishing early retirement programs or establishing or changing pension benefits.

YORK CARE CENTRE
Corporate Governance Policy

Type: Executive Limitation	Date Issued: November 30, 2009
Title: Financial Condition and Activities	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-F-435
Date Reviewed/Revised: 01/14; 01/21	

With respect to the actual ongoing financial conditions and activities, the President & CEO shall ensure there is no fiscal jeopardy or a significant deviation of actual expenditures from Board priorities established in Ends policy.

The President & CEO shall:

1. Immediately notify the Board of any unexpected deviation from the approved budget.
2. Inform the Board in a timely manner of any emergency unbudgeted purchase or commitment to protect the residents, public, employees, assets, or the environment.
3. Not Initiate, terminate or settle significant litigation without Board approval.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Financial Planning and Budgeting	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-F-440
Date Reviewed/Revised: 01/14; 01/21	

Policy:

Timely financial planning prior to any fiscal year or the remaining part of any fiscal year shall not deviate significantly from the Board's Ends priorities, risk financial jeopardy, or fail to be based on a multi-year strategic plan.

Procedure:

Accordingly, the President & CEO shall ensure budgeting that:

1. Contains sufficient information to enable credible projection of revenues and expenses, separation of capital and operating items, cash flow, and disclosure of planning assumptions.
2. Expenditures in any fiscal year are in line with funds that are conservatively projected to be received in that period.
3. Receives Board approval prior to implementation on all strategic plans and business plans as well as all operating and capital budgets if exceeding approved budgets.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Global Executive Constraint	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-G-445
Date Reviewed/Revised: 01/14; 01/21	

Policy & Procedure:

The President & CEO shall ensure all practices, activities, decisions and organizational circumstance that are safe, lawful, prudent and in line with commonly accepted business and professional ethics.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Internal Controls and Integrity of Reporting	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-I-455
Date Reviewed/Revised: 01/14; 01/21	

Policy:

The President & CEO shall ensure that financial reporting is timely, soundly based and reasonably prudent in application of accounting flexibility allowable within Generally Acceptable Accounting Principles.

Procedure:

The President & CEO shall:

1. Operate within internal controls appropriate to ensure integrity in financial reporting and related disclosures.
2. Get approval of the Board before implementing changes in accounting policy or application of accounting policies.
3. Present the Board with audited Financial Statements for the corporations or part of the corporation with our audit opinion(s).
4. Cooperate with the work of the internal or external auditors to support their ability to achieve their responsibility on behalf of the Board.

YORK CARE CENTRE
Corporate Governance Policy

Type: Executive Limitation	Date Issued: November 30, 2009
Title: Relationship with Stakeholders	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-R-470
Date Reviewed/Revised: 01/14	

With respect to interactions with stakeholders, the President & CEO shall not cause or allow conditions, procedures or decisions that are unlawful, unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: Treatment of Staff	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-T-475
Date Reviewed/Revised: 01/14; 01/21	

Policy:

With respect to treatment of employees, the President & CEO shall ensure conditions, procedures and decisions that are lawful, safe, fair, dignified and provide confidentiality and privacy.

Procedure:

Accordingly, the President & CEO shall:

1. Ensure the organization is operating with written personnel policies that clarify rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism, harassment, and preferential treatment for personal reasons.
2. Not discriminate against any staff member for expressing dissent.
3. Ensure to employees are aware of their rights under this policy.
4. Not terminate staff without due process and just cause for performance related reasons or without due process and/or appropriate severance for position elimination.
5. Ensure adequate orientation and training is provided for new employees.
6. Encourage a culture of accountability, innovation, productivity, ethical conduct and high morale.

YORK CARE CENTRE
Corporate Governance Policy

Type: Ends	Date Issued: November 30, 2009
Title: Employer of Choice	Page: 1 of 1
Approved by: Board of Directors	Gov-Ends-E-510
Date Reviewed/Revised: 11/16	

York Care Center is an organization based on a foundation of character and a culture of excellence and thus is an employer of choice for health professionals and support staff.

YORK CARE CENTRE
Corporate Governance Policy

Type: Ends	Date Issued: November 30, 2009
Title: Purpose	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Ends-P-530
Date Reviewed/Revised: 11/16	

The purpose of York Care Center is to create and operate a center of excellence in aging care.

YORK CARE CENTRE
Corporate Governance Policy

Type: Ends	Date Issued: November 30, 2009
Title: Residence of Choice	Page: 1 of 1
Approved by: Board of Directors	Gov-Ends-R-550
Date Reviewed/Revised: 01/14; 11/16	

York Care Center is recognized as a state of the art facility which provides a safe and home-like environment and thus is the residence of choice for those seeking the highest quality of life and care.



Report to the Governance & Audit Committee

For the period: July 1 – September 30, 2022

Quarter 2 Activity

The purpose of this report is to apprise the Board's Governance and Audit Committee of key activities within each quarter of the fiscal year, including an up date on key performance indicators and the strategic Partnerships pillar. Accordingly, the Committee receives four reports per year with content from the following senior leaders.

Senior Leader

Geri Geldart, President and CEO

Key Areas of Reporting

Governance, Policy, Board Recruitment,
Community Engagement, Audit, Social Media

1. Nursing Home Inspection Report

- a. We have one remaining area of non-compliance which has not been rectified due to the ongoing shortage of staff.
 - i. *[Reg.85-187 s.18(c)] In addition to the registered nurse referred to in Reg.85-187 s. 18(a), care staff is in attendance at all times in appropriate ratios.*
- b. Recruitment efforts and rotation modifications have improved our care compliance but not enough to resolve this infraction.
- c. We are meeting with our Nursing Home Liaison in November to provide an update on our work.

2. By-Laws

- a. In response to the request from DSD that we re-submit bylaws with the required revision, I have prepared a draft document for your review. This is an agenda item for our November meeting.

3. Board Policy Work

- a. There is a total of 42 board policies.
- b. 16 board policies require review / revision as their last review date was 2016.
- c. We will bring 7 policies to the Governance and Audit Committee in November and the remainder in January 2023.
- d. We have prepared a reference document which includes all board policies. This will be added to the Board Portal.

4. Board Orientation

- a. The board orientation session was held on October 3, 2022. Feedback has generally been positive. We were hoping for more feedback on Board Education needs. Gary Beattie will bring the feedback to our November meeting.

5. Social Media, Communications and Engagement

- a. We plan to recruit a new communications specialist in the near future. Our staff have worked well together to cover the vacancy but it is clear that such a resource is required to support our ongoing communication plan – for both internal and external communication.
- b. The CEO was invited to speak to the Fredericton Golden Club. The presentation focused on our history and our current challenges. It was interesting to hear stories from those who attended who had a personal connection with York Care.

6. Partnerships

- a. A Recognition Event for the donors to the Memory Lane Campaign is scheduled for early November.
- b. Discussions continue with the CANHealth Network. We have been accepted as an Edge. Following the signing of a formal agreement, we will begin discussion on possible projects.
- c. The CEO has held a number of introductory meetings with various stakeholders to establish communication lines, discuss shared concerns and/or potential partnerships. Meetings were held with the Dean of Nursing, UNB, CEO of the Chalmers Foundation, DSD consultant who is assigned to developing the long term care plan and the new CEO of NBANH.
- d. Representatives from York Care Centre / CIRA (Geri Geldart, Jamie Roy and Justine Henry) will join a delegation from the NB Continuing Care Safety Association and UNB/UdeM on a trip to Denmark to investigate a new technology which is not yet available in Canada. This device permits a caregiver to turn / reposition a patient in bed without the need for a second caregiver and with significantly less need for physical exertion. The potential impact on workplace injuries is the area of investigation.

7. Progress on Operational Goals

- Three goals were scheduled for completion by the end of September. We have completed our work with the Junior Volunteer Program. We are running slightly behind with the Memory Lane Recognition event, but this has been scheduled for early November. Consultations with community stakeholders in preparation for Strategic Plan discussions is not yet complete.

Note: Shaded Cell Indicates the Target Date for Completion

Partnerships Pillar	Q1	Q2	Q3	Q4
Goal 1: To increase awareness and understanding of goals, objectives and proposed actions with YCC. (Staff, Families, Volunteers and Partners)				
1.a. Support YCF to develop a capital campaign focused on a specific project	In progress	In progress		
1.b. Establish a formal communication plan for YCC, including internal and external audiences.	Not started	Not started		
1.c. Establish a marketing plan for the Adult Day Program to support recruitment target.	COMPLETE			
1.d Complete the Memory Lane project and hold recognition event	In progress	Scheduled for November		
1.e Conduct a review / refresh of the YCC Strategic Plan.	Not Started	Not started		
Goal 2: To increase YCCs leadership position in the community by improving the level and volume of effective partnerships.				
2.a CEO to make connections with key community and government leaders to prepare for the Strategic Plan refresh – objective to identify opportunity for partnerships.	In Progress	Not yet complete		
Goal 3: To increase volunteer participation				
3.a To review the registered volunteer list and re-build the program	In Progress	On track		
3.b. Restart the Junior Volunteer Program	Complete	COMPLETE		