

## Governance & Audit Committee

### Q2 Review

### AGENDA

**Thursday December 7, 2023 at 5:00pm**

<https://us02web.zoom.us/j/88202952546?pwd=NXc3R21jTjJXRjZDL1cyZ3pRRGIrZz09>

Meeting ID: 882 0295 2546

Passcode: 540795

Item	Description	MRP
1.0	Call to Order & Introductions	Deborah Wybou
2.0	Declarations of Conflict of Interest	Deborah Wybou
3.0	Approval of Agenda	Deborah Wybou
4.0	Approval of Previous Minutes: September 28, 2023*	Deborah Wybou
5.0	<b>Business Arising</b>	
	5.1 Annual Workplan*	Geri Geldart
	5.2 Policy Review – Briefing Notes*	Geri Geldart
6.0	<b>Business Arising</b>	
	6.1 Report from the President and CEO*	Geri Geldart
	6.2 Communication Plan*	Geri Geldart
	6.3 Board Retreat	Deborah Wybou
	6.4 Committee Scope & Responsibilities	Deborah Wybou
	6.5 Board Evaluation – Briefing Notes*	Geri Geldart
7.0	<b>Date of Next Meeting: February 8, 2024 @ 5PM</b>	Deborah Wybou

## Minutes of meeting of the Governance & Audit Committee Monday September 28, 2023 at 5:00pm

**Present:** Deborah Wybou, Lyne St-Pierre-Ellis, Andrea Seymour, Tracey Burkhardt, Wayne Snowdon, Marjorie Belzile, Geri Geldart

### 1. Call to order & Introductions

Ms. Wybou (Chair) called the meeting to order at 5:02pm.

### 2. Declarations of Conflict of Interest

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

### 3. Approval of Agenda

Deborah Wybou requested the following item be added to the agenda:

- Family members of residents as board members.

***It was moved by Andrea Seymour and seconded by Lyne St-Pierre-Ellis that the agenda, as amended, be approved.***

***- Motion carried***

### 4. Approval of Previous Minutes: June 12, 2023

The minutes were amended to reflect that the meeting was a combined meeting of the Governance and Audit Committee and the Finance and Administration Committee, held for the purpose of reviewing the audited financial statements.

***It was moved by Lyne St-Pierre-Ellis and seconded by Andrea Seymour that the Minutes of June 12, 2023 be accepted as amended.***

***- Motion carried***

### 5. Business Arising

None

### 6. New Business

#### 6.1 Nursing Home Inspection

G. Geldart provided an overview of the findings of the most recent nursing home inspection. 12 infractions were noted. Actions plans are in place to address all infractions. Although most infractions will be resolved before the end of the calendar year, meeting the staffing targets remains a significant concern due to recruitment challenges.

The committee questioned the reason for having the inspection results reviewed by both the Care Committee and the Governance & Audit Committee. This mandate is specifically outlined in the terms of reference for the Governance and Audit Committee. It is also reviewed by the Care Committee given that most findings are related to the delivery of Care services.

#### **6.2 CEO's Report to the Governance and Audit Committee.**

G. Geldart provided an overview of the report which was circulated with the agenda. The operating plan elements which align with the Partnership Pillar are on track.

#### **6.3 Annual Workplan**

The committee discussed the draft annual workplan which was circulated with the agenda package.

The committee recommends that an orientation session for any new board members be held during the last week of November. The session could then include a facility tour and a general education session for all board members, focused on policy governance.

#### **6.4 Family Members of Residents as Board Members**

Ms Wybou raised a question regarding the eligibility of family members of residents as board members. The pros and cons were reviewed. It was noted that, in the past, there have been board members who had family members residing at York Care Centre. It was agreed that this is not a prohibition, but board members in such circumstances serve the board and not any specific resident.

#### **6.5 Board Member Candidate Review**

Ms. Wybou provided the committee with a summary of the interviews held with individuals who expressed interest in joining the board.

***It was moved by Marjorie Belizile and seconded by Wayne Snowdon that Donna Curtis Maillet and Byanna White-Aubé be recommended for appointment to the Board of Directors of York Care Centre effective October 4, 2023.  
- Motion carried***

#### **6.6 Board Member Orientation / Education**

As discussed earlier in the meeting, the committee recommends that a board orientation session be held during the last week of November, followed by a facility tour and general board education session on the policy governance model.

#### **6.7 Corporate Policy Review – Updated Index**

An updated policy index was circulated for information. Members discussed the need to review / revise a number of policies but that this can wait until after the board education session.

### **6.8 Board Schedule**

An updated board meeting schedule was circulated. The CEO requested a change in the date of the June meeting, including the Annual General Meeting. The date will be changed to June 24, 2024.

### **7.0 Next Meeting**

The next meeting will be held on December 7, 2023.

### **8.0 Adjournment.**

The meeting was adjourned at 6:37 on a motion by Mr. Snowdon.

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Deborah Wybou, Chair.

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Geri Geldart, CEO, Recorder.

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## **Governance & Audit Committee - Annual Work Plan 2023/24**

### **Introduction**

The purpose of this document is to provide committee members with background and context information to support their plans for the upcoming board year. Each standing committee of the board is asked to establish a proposed workplan for the upcoming board year. A workplan will ensure that staff are prepared to bring appropriate information to the committee to support its work.

**Section 1** provides excerpts from the committee terms of reference, specifically the purpose and scope statements. These terms of reference were reviewed and approved by the board in the 2022/23 year.

**Section 2** provides excerpts from the Board's Strategic Plan which are aligned with the mandate of the Governance and Audit Committee. Work of the committee should support the organization in achieving the objectives of the strategic plan.

**Section 3** provides excerpts from Management's operating plan which are aligned with the mandate of the Governance and Audit Committee. The CEO and the executive team are responsible for the developing and implementing the operating plan in support of the overall strategic plan. The Committee can expect progress updates from the leadership team.

**Section 4** is a summary of the accomplishments of the Governance and Audit Committee in the previous year, as well as any issues which were considered / addressed.

**Section 5** is a list of issues which might be of interest / concern to the Committee when planning for the upcoming year.

**Section 6** is a list of committee members.

**Section 7** is a proposed workplan for the committee. This is a draft and should be discussed at the September meeting. The committee is asked to present a final workplan to the board of directors at the October meeting.

## **Section 1 - Excerpts from the Terms of Reference**

The purpose of the Committee is to make recommendations to assist the Board by providing advice, recommendations and comments on the development and review of policies, processes and procedures and its financial and licensing oversight responsibilities and promote community engagement.

The Committee will provide recommendations to the development and operation of governance, financial and licensing policies, processes, and procedures, which include:

1. The roles and responsibilities of the Board of Directors, Committees and officers.
2. The nomination, selection, orientation, training of members of the Board of Directors.
3. Monitoring attendance and behaviors of Board and Community members, and recommending appropriate actions as required.
4. An annual assessment of the Board of Directors and committees.
5. Matters pertaining to conflict of interest.
6. Reviewing and recommending the appointment, scope and fees of the external auditors to the Board of Directors.
7. Receiving and reviewing the results of the external audit, financials and procedures with the Chair of the Finance and Administration Committee and the President and CEO and making recommendations to the Board of Directors.
8. Reviewing and recommending the inspection results regarding service requirements in alignment with the Nursing Homes Act and Regulations with the Chair of the Care Committee and President and CEO and report recommendations to the Board for review.
9. Making recommendations to the Board regarding community engagement and partnerships.

## **Section 2 - Excerpts from the Strategic Plan which align with the Governance and Audit Committee Mandate**

### **The Partnerships Pillar**

- Partnerships are essential to our provision of service.
- To maintain and improve the services being provided both within YCC facilities and within our catchment area, it is imperative that strong partnerships be established with our residents, staff, volunteers, health professionals, families, government and non-governmental agencies, and the community as a whole. Our partnership with the York Care Foundation is essential not only to increase the visibility of YCC but also to ensure that the Foundation can assist with financial and operational requirements.

#### **Goals**

1. To increase awareness and understanding of goals, objectives, and proposed actions with YCC (staff, families, volunteers, and partners)
2. To increase YCC leadership position in the community by improving the level, volume and effectiveness of partnerships.
3. To increase volunteer participation.

## **Section 3 - Excerpts from Management's Operating Plan which align with the Governance & Audit Mandate**

### **The Partnerships Pillar**

- 1a. To develop and implement a comprehensive communication plan.
- 2a. To identify new opportunities for YCC to evolve its role as a Centre of Excellence in partnership with other organizations (NBANH, AlzheimersNB)
- 2b. Establish a fund development plan for York Care Foundation
- 2c. Develop and implement a donor recognition policy for York Care Foundation.
- 3a. Rebuild the volunteer program by increasing the number of active volunteers.

### **Section 4 - Issues & Accomplishments from 2022/23**

- Terms of Reference updated for all board committees.
- Review of the Year End Audited and Unaudited financial statements and the auditors' report.
- Quarterly reporting from the Chief Executive Officer
- Board orientation held.
- Discussion regarding education needs of board members (Risk management, quality framework, resident data-collection and usage, demographic trends affecting YCC, Financial overview – funding, Human Resources – recruitment strategies, HR data)
- Review of certain board policies – but several were deferred to due to concerns with general substance of the policies.
- Reviewed the results of the Nursing Home Inspection Report.
- Discussion regarding privacy of residents' personal health information.
- Conducted a board evaluation.
- Reviewed the application of a potential new community member for the Care Services Committee.
- Recommendations for changes in board executive and chair positions.
- Board Bylaw revisions completed and approved by Board and by Minister.

### **Section 5 - Issues to Consider for Upcoming Year**

- Generally strong results on committee evaluation. Areas which scored below 90% include ensuring that matters brought before the committee align with the terms of reference, having the agenda circulated on time, meetings are professionally managed and members are heard when they speak.
- YCC operates under a Policy Governance Model (also known as the Carver Model). Would board members benefit from an education session on the principles of the Carver Model. This may help in the committee's policy review/revision work.
- We have not yet resolved the issue of indemnification agreements.
- Further consideration of the skills and experience for the next series of board appointments (board members and community members of committees).
- Should the board consider the creation of a nominating committee to handle board appointments.
- Should we modify our method of conducting board assessments?
- There is a long gap between the Q3 and Q4 meetings. The Q4 meeting is moved to June to be able to receive the Auditors report. Should there be a normal Q4 meeting in April / May and a special meeting of the Governance Committee to address the Auditors' report?

## **Section 6 - Committee Membership**

- Deborah Wybou, Chair
- Lyne St-Pierre-Ellis
- Wayne Snowdon
- Tracey Burkhardt
- Andrea Seymour
- Marjorie Belzile – ex officio
- Geri Geldart, ex officio

## **Section 7 - Proposed Workplan for Governance and Audit Committee**

<b>Meeting</b>	<b>Date</b>	<b>Reports and Documents</b>
Q1	Thursday, Sept 28, 2023 @ 5:00 PM	<ul style="list-style-type: none"><li>• CEO Report</li><li>• Policy review – as needed.</li><li>• Nursing Home Inspection Report</li><li>• Planning – Board Orientation / Education Sessions</li><li>• Board member recruitment – skills matrix</li><li>• YCF – Donor Recognition Policy – for information.</li></ul>
Q2	Thursday, Dec 7, 2023 @ 5:00 PM	<ul style="list-style-type: none"><li>• CEO Report</li><li>• Policy review – as needed.</li><li>• Board evaluation – process and methodology</li><li>• Review of Communication Plan</li><li>• YCF – Fund Development Plan – for information.</li></ul>
Q3	Thursday, Feb 8, 2024 @ 5:00 PM	<ul style="list-style-type: none"><li>• CEO Report</li><li>• Policy review – as needed.</li><li>• Discussion – Evolution toward “Centre of Excellence”</li><li>• Board membership – terms of office</li><li>• Board Executive and Committee Chairs for 2024-25</li><li>• New Board member appointments.</li></ul>
Q4	Thursday, April 25, 2023 @ 5:00 PM	<ul style="list-style-type: none"><li>• CEO Report</li><li>• Policy review – as needed.</li><li>• Presentation – Volunteer Program at YCC</li><li>• Recommendations – Board Evaluation</li></ul>
June meeting	Monday, June 10, 2024 @ 5:00PM	<ul style="list-style-type: none"><li>• CEO Report</li><li>• Policy review – as needed.</li><li>• Year End Financial Statements and Auditors Report</li><li>• Recommendation – Appointment of Auditors</li><li>• Recommendation – Approval of Annual Report</li><li>• Recommendations – Board Appointments</li></ul>

## BRIEFING NOTE

**To: Governance and Audit Committee of the Board of Directors**

**From: Geri Geldart, President and CEO**

**Date: Nov 30, 2023**

**RE: Board Policy Review**

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### Purpose

To consider how best to approach the routine review / update of board policies.

### Background

The York Care Centre Board of Directors operates under a Policy Governance Model. The board has adopted 40 policies within the five main concepts of Policy Governance:

1. **Governance Process** – policies which outline the processes and procedures the board will use to accomplish its work (roles, responsibilities, code of conduct, conflict of interest, nominations, orientation, etc)
2. **Board / President and CEO Linkage** – policies which address the relationship / roles / responsibilities of the CEO and the Board (accountability, delegation, performance evaluation)
3. **Executive Limitations** – This is a defining feature of the policy governance model. Executive Limitations policies tell the CEO what the Board will not tolerate. These policies describe what boundaries the organization’s operational practices must be conducted within. Policies such as
4. **Ends** – Ends Policies outline, at the highest level, the objectives / outcomes the board is trying to achieve for specific recipients. Success for the organization equals achieving these outcomes. The Ends policies should be meaningful and clear enough to provide long-term direction for the management to plan and work towards.

Our work in the previous year to update certain policies was somewhat difficult as we attempted to review the policies in isolation of the overall conceptual framework.

**Recommendation**

This year, the board should review all policies that were last reviewed in 2016. There are 7 such policies, and these policies fall within two categories:

**Governance Process**

- 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

**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

*It is recommended that:*

1. The three Ends policies be reviewed at the Quarter 3 Governance and Audit Committee. The C.E.O. will prepare a briefing note including a backgrounder on the purpose of Ends policies, as well as draft revisions to the policies, and
2. The four Governance policies be reviewed at the Quarter 4 Governance and Audit Committee. The CEO will prepare a briefing note including a backgrounder on the purpose of Governance Process policies, as well as draft revisions to the policies.



# Report to the Governance & Audit Committee

For the period: July 1, 2023 to September 30, 2023

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. Board Membership & Recruitment

- a. We have welcomed two new members to the Board of Directors following a successful recruiting campaign utilizing social media and word of mouth.
- b. A recommendation at the last Governance and Audit Committee – to develop an list of potential board members based on the skills matrix – should be considered to ensure that we can fill vacancies in a timely manner.

## 2. Board Orientation / Education

- a. We held a successful Board education session on November 27<sup>th</sup>. The Governance Committee should consider if any follow-up action is required.
- b. An orientation session is planned for December 5<sup>th</sup>.

## 3. Social Media, Communications and Engagement

- a. We were very sorry to say goodbye to Reymer Salvador, our Marketing and Communications Coordinator. He brought a lot of strength to our communications program. We were successful in recruiting Tara Thibault to the role, who started with us on November 20<sup>th</sup>. Tara brings experience in marketing and event coordination. We look forward to introducing Tara to the board over the next few months.
- b. We are bringing the Communications Strategy to Governance Committee for discussion. The purpose of the strategy is to create a purposeful

## 4. Audit

- a. Audits from Teed Saunders Doyle attended YCC to conduct procedures as part of their overall audit schedule. No concerns were identified by the audit staff.
- b. Audit engagement letters were signed for York Care Centre and York Developments Inc. Audit fees will be \$15,750 and \$8,400 plus tax, respectively.

## 5. Partnerships

- a. We were approached by the Department of Social Development in September, with a request to provide support to a local nursing home that was facing a serious operational challenges. A proposal was prepared and accepted. However, the home was able to recruit an experienced interim leader and we suggested that our support was no longer needed, as proposed. As an alternative, we have provided occasional telephone consultation to the interim CEO.
- b. The Board may recall the Old Time Country Fair event which was held in September. A historical display was held in partnership with the Fredericton North Historical Society. During the development of the display, our staff discovered a replica of the Coat of Arms that of the original York Country Council. This framed coat of arms hung at the entrance to York Manor for several years, but for many years, had been relegated to the basement storage room.



Bob McNeil, of the Historical Society, recognized the importance of the item and, with our approval, approached the Fredericton Museum to determine their interest in acquiring the item. Our application was reviewed and accepted by the Collections Committee and Bob delivered the Coat of Arms to the museum in November.

Thanks to Reymer and Bob for their work on this project.

## 6. Progress on Operational Goals – Partnership Pillar

- Progress on most objectives is falling somewhat behind -primarily due to staff changes in Administration and Communications. These positions are now filled and we expect the objectives to be achieved by year-end.

Note: Shaded Cell Indicates the Target Date for Completion

Partnerships Pillar	Q1	Q2	Q3	Q4
<b>Goal 1: To increase awareness and understanding of goals, objectives and proposed actions with YCC. (Staff, Families, Volunteers and Partners)</b>				
To develop and implement a comprehensive communication plan which addresses internal and external audiences.				
Plan with implementation targets to be developed by August 2023.	In progress	Falling Behind		
Implementation targets tracked quarterly	Not started	Not started		
Improved employee rating of communication on quarterly pulse survey.	Complete	Complete		
<b>Goal 2: To increase YCCs leadership position in the community by improving the level and volume of effective partnerships.</b>				
To identify new opportunities for YCC to evolve its role as a Centre of Excellence in partnership with other organizations (Region 3 Nursing Homes, AlzheimersNB, etc). A new program or service established in alignment with the Centre of Excellence concept by end of year.	In progress	In progress		
Establish a fund development plan for York Care Foundation.	In progress	Falling Behind Delayed due to staff changes.		
Develop and implement a donor recognition policy for York Care Foundation.	Complete			
<b>Goal 3: To increase volunteer participation</b>				
Rebuild the volunteer program by increasing the number of active volunteers. Increase by 10% by September 2023, and 20% by December 31, 2023	In progress	Falling behind.		
Launch a marketing campaign focused on volunteer recruitment.		Target delayed due to staff changes		

2023 -  
2025



# Communication Strategy 2023 - 2025

# COMMUNICATION STRATEGY

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A consistent and purposeful communication strategy for the York Care Centre group of companies is essential to achieve the goals defined in the Strategic Plan 2020 – 2025, by sharing messages regarding the work we carry out and by being recognized as leaders in the long-term care sector.

The following objectives collectively aim to elevate our organizational presence, build trust, attract talent, and build our brand in the community.

1. To increase recognition and awareness of our organization, we will execute targeted campaigns highlighting the scope of our services.
2. To foster trust in our services, we will communicate success stories and testimonials.
3. To share our vision and strategies, we will utilize a variety of channels to regularly communicate our strategic plan.
4. To attract and retain top talent, we will highlight our culture and career opportunities.
5. To establish a strong, recognizable brand, we will create a cohesive narrative, reflecting our values, to ensure consistent messaging across all channels.

# TARGET AUDIENCES AND PRIMARY MESSAGES

Over the next two years, our strategy will focus on the following audiences:

<b>Audience</b>	<b>Primary Messages</b>
<b>Residents and Families</b>	<ul style="list-style-type: none"> <li>• Welcome to York Care Centre.</li> <li>• Scope of services, key people and policies.</li> <li>• Activities and events providing opportunities for family engagement.</li> <li>• Operational changes (visiting, infection control).</li> </ul>
<b>Staff</b>	<ul style="list-style-type: none"> <li>• General news</li> <li>• Strategic plan and operating plan</li> <li>• New policies/programs</li> <li>• Opportunities – jobs, education, activities, fun events</li> <li>• Recognition</li> <li>• Quality of care and service</li> <li>• Accomplishments</li> <li>• Research activity</li> </ul>
<b>Community</b>	<ul style="list-style-type: none"> <li>• Highlight our mission, service, events and achievements with a focus on building awareness and trust.</li> <li>• Employee recruitment messages highlighting culture and opportunity.</li> <li>• Volunteer recruitment messages highlighting opportunities to contribute.</li> <li>• Fundraising support highlighting accomplishments, events and opportunities to contribute.</li> <li>• Marketing of new programs, such as Adult Day Program.</li> <li>• Sharing of research outcomes.</li> </ul>
<b>Government (provincial, municipal, schools)</b>	<ul style="list-style-type: none"> <li>• Communication which highlights accomplishments and challenges.</li> <li>• Highlight opportunities for collaboration with schools.</li> </ul>

## CHANNELS

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Over the next two years, our priority will be to develop and utilize the following channels to share our primary messages.

<b>Channel</b>	<b>Target Audience</b>	<b>Objectives / Primary Messages</b>
Website	<ul style="list-style-type: none"> <li>• Families</li> <li>• Community</li> </ul>	<ul style="list-style-type: none"> <li>• Scope of service</li> <li>• Updates</li> <li>• Activities and events</li> </ul>
Email	<ul style="list-style-type: none"> <li>• Staff</li> <li>• Families</li> <li>• Potential Donors</li> </ul>	<ul style="list-style-type: none"> <li>• Updates</li> </ul>
Social Media	<ul style="list-style-type: none"> <li>• Community</li> <li>• Residents and Families</li> <li>• Supporters / Donors</li> </ul>	<ul style="list-style-type: none"> <li>• Activities and events</li> <li>• Volunteer and employment recruitment</li> <li>• Building awareness and trust</li> </ul>
Electronic Display Boards	<ul style="list-style-type: none"> <li>• Staff</li> <li>• Residents / Families</li> </ul>	<ul style="list-style-type: none"> <li>• Activities and events</li> <li>• Accomplishments</li> </ul>
Family Advocacy Meetings	<ul style="list-style-type: none"> <li>• Families</li> </ul>	<ul style="list-style-type: none"> <li>• Scope of services, key people and policies</li> <li>• Activities and events providing opportunities for family engagement.</li> <li>• Operational changes (visiting, infection control)</li> </ul>
Resident Handbook	<ul style="list-style-type: none"> <li>• Residents and Families</li> </ul>	<ul style="list-style-type: none"> <li>• Welcome to York Care Centre</li> <li>• Scope of services, key people and policies</li> </ul>
Newsletters	<ul style="list-style-type: none"> <li>• Staff</li> </ul>	<ul style="list-style-type: none"> <li>• General news</li> <li>• New policies/programs</li> <li>• Opportunities – jobs, education, activities, fun events</li> <li>• Recognition</li> </ul>
Formal Documents	<ul style="list-style-type: none"> <li>• Community</li> <li>• Donors</li> </ul>	<ul style="list-style-type: none"> <li>• Annual reports for YCC and YCF</li> <li>• Program specific pamphlets and brochures.</li> </ul>

## **2023 – 2025 PRIORITIES**

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1. Continue to use and develop standard branded communication tools (email advisories, poster formats, newsletter format, PowerPoint standard, etc)
2. Continue to use social media to promote awareness and foster trust.
3. Complete the development and distribution of the Resident Handbook in 2023.
4. Introduce Virtual Family Advocacy Meetings in 2023, in addition to the regular in-person meetings.
5. Develop a twelve-month rolling content calendar to support strategic communication.
6. Develop marketing strategies for major fundraising events (golf tournament and Fall Dinner).
7. Introduce a communication strategy to support staff recruitment.
8. Introduce a communication strategy to support volunteer recruitment.
9. Complete a website refresh in 2024.
10. Introduce Staff E-boards in 2024.

## **RESOURCE REQUIREMENTS**

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Most resources required to support this plan are currently available, or in the current year budget, including:

1. Staff – Marketing and Communications Coordinator has been hired.
2. Software – graphic design
3. Social media accounts
4. Website Refresh - \$20,000 in current year budget
5. Equipment – photography, display monitors
6. Advertising budget



## BRIEFING NOTE

**To:** Governance and Audit Committee of the Board of Directors  
**From:** Geri Geldart, President and CEO  
**Date:** Nov 30, 2023  
**RE:** Board Evaluation

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### Purpose

To consider if the Board of Directors should modify its current approach to board evaluation.

### Background

Each year, in late February, a survey is circulated to all board members seeking feedback on the effectiveness of the board and the board sub-committees. The results are compiled and reviewed at the Q4 meeting of the Governance and Audit Committee.

The surveys conducted over the past few years have shown very similar, and generally positive results – but little in the way of constructive feedback.

### Recommendation

It is recommended that, as an alternative to the annual board evaluation survey, a feedback mechanism be built into each committee meeting in the form of a short survey to be completed by each member at the conclusion of each meeting. The following questions would be included in the survey. Most questions would be rated on a scale of 1-5, with a few open-ended questions at the end of the survey. This survey could be conducted on paper, or electronically. The results would be shared with the Committee Chair prior to the next meeting of the committee to assist with planning an effective agenda.

### Draft Meeting Evaluation Questions.

1. The materials mailed in advance provided me with sufficient preparation for the meeting.
2. I had adequate opportunities to discuss the issues presented today and ask questions.
3. Today's agenda items were appropriate for board discussion.
4. I have a sufficient understanding of the core issues surrounding... *(this might relate to a specific item on the agenda where you want to make sure they are on board and understand it).*
5. I have a clear understanding of... *(this might relate to a specific item on the agenda where you want to make sure they are on board and understand it).*
6. I feel as if today's meeting was a good use of my time.
7. Please note if you would like more information or follow-up regarding any of the topics discussed today (or included in any of the reports):
8. Please recommend any agenda items for upcoming meetings: