

**Governance & Audit Committee
AGENDA**

Thursday, November 7, 2024 @ 5:30pm

Item	Description	MRP
1.0	Call to Order and Introductions	Lyne St-Pierre-Ellis
2.0	Approval of the Agenda	Lyne St-Pierre-Ellis
3.0	Declaration of Conflict of Interest	Lyne St-Pierre-Ellis
4.0	Approval of Previous Minutes: June 10, 2024 & September 19, 2024*	Lyne St-Pierre-Ellis
5.0	Business Arising from the Minutes	
6.0	Standing Reports	
6.1	Report from the President & CEO*	Geri Geldart
7.0	New Business	
7.1	Board Members Skills Matrix*	Geri Geldart
7.2	Board President and CEO Linkage Policy Review*	Geri Geldart
7.1.1	Gov-Link-A-310 Accountability – President & CEO	
7.1.2	Gov-Link-D-320 Delegation to the President & CEO	
7.1.3	Gov-Link-G-330 Global Board – President & CEO Linkage	
7.1.4	Gov-Link-M-340 Monitoring President & CEO Performance	
7.1.5	Gov-Link-P-345 President & CEO	
7.1.6	Gov-Link-U-350	
7.3	Nursing Home Inspection Report	Geri Geldart
7.4	Board Evaluation*	Geri Geldart
7.0	Next Meeting: Thursday, February 6, 2025 @ 5:30pm	

****Denotes attachment***

Proposed Motions

1. That the minutes of June 10, 2024, be approved as presented.
2. That the minutes of September 19, 2024 be approved as presented.

Minutes of meeting of the Governance & Audit Committee Monday, June 10, 2024 at 5:00pm

Present: Deborah Wybou, Lyne St-Pierre-Ellis, Tracey Burkhardt (virtual), Wayne Snowdon, Marjorie Belzile, Andrea Seymour(virtual), Donna Curtis Maillet (virtual), Geri Geldart (ex-officio), Pierre LeBlanc

Guests: Andrew Logan(virtual), Meghan Porter (virtual)

1. Call to order & Introductions

Ms. Wybou (Chair) called the meeting to order at 5:02pm and introduced guests from Teed Saunders Doyle.

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

*It was moved by Marjorie Belzile and seconded by Lyne St-Pierre-Ellis that the agenda be approved.
- Motion carried*

4. Approval of Previous Minutes: April 25, 2024

*It was moved by Lyne St-Pierre-Ellis and seconded by Andrea Seymour that the minutes of April 25, 2024 be approved.
- Motion carried*

5. Business Arising from the Minutes

None

6. New Business

6.1 Draft Audited Financial Statements

Andrew Logan, from Teed Saunders Doyle, provided an overview of the audited financial statements which were circulated with the agenda package. Highlights included:

6.1.1 York Care Centre Inc.

- There were no issues or errors found during the audit. Mr. Logan commended Heather Harris Jones and the accounting team for their excellent high quality accounting systems. There were no adjustments required and fiscally a good year.
- Capital assets (land, furniture, fixtures) were increased by almost \$10 million. Assets now have a longer future value using the adjusted depreciation over useful life method. Inventory was overstated by \$50,000 in the previous year. The per diem rate was calculated to be \$288 per day per resident. By 2030, most of the current debt will be cleared.
- Bad debt figures have increased, with several files being referred to collections. Previously there

was no process for these files, one has now been implemented.

6.1.2 York Development Inc.

- This was a clean audit with no issues or errors.
- An internal transfer from York Care Centre to York Development Inc. for \$125,442 representing grant for Nursing Home Without Walls.
- Excess revenue increased by less than \$3,000 over 2023. Loans have been paid down by \$55,600. Housing value is being depreciated at the rate of loan payments, not by actual property value.

6.1.3 Centre for Innovation and Research in Aging Inc.

- The financial statement audit was completed and found to be free from material misstatements.
- Due to this division being project driven, company figures have dropped year over year. Currently there is a surplus of \$16,785.

Motion:

It was moved by Marjorie Belzile and seconded by Wayne Snowdon that the audited financial statements for York Care Centre Inc., York Development Inc., and CIRA be recommended do the Board of Directors for approval.

- Motion carried

6.2 Draft Unaudited Financial Statements

Ms. Heather Harris-Jones provided an overview of the unaudited financial statements for York County Properties which was circulated with the agenda package.

6.2.1 York County Properties

The end of year reflected a net income of \$0. There was discussion on folding York County Properties into York Care Centre Inc. Further discussion is required.

Motion:

It was moved by Tracey Burkhardt and seconded by Donna Curtis Maillet that the unaudited financial statements for York County Properties be recommended to the Board of Directors for approval.

- Motion carried

6.3 Appointment of Auditors 2024/2025

Motion:

It was moved by Andrea Seymour and seconded by Marjorie Belzile that Teed Saunders Doyle be recommended to the Board of Directors as the auditors for the 2024/2025 financial audit.

- Motion carried

7. Next Meeting

The next meeting will be Thursday, September 19, 2024 @ 5:30pm.

8. Adjournment.

The meeting was adjourned at 6:21 on a motion by Mr. Snowdon.

Deborah Wybou, Chair

Jennifer Vos, Recorder

Minutes of meeting of the Governance & Audit Committee
Thursday, September 19, 2024 at 5:30pm

Present: Lyne St-Pierre-Ellis, Marjorie Belzile, Andrea Seymour(virtual), Geri Geldart (ex-officio),

Regrets: Tracey Burkhardt, Donna Curtis Maillet, Wayne Snowdon

1. Call to order & Introductions

Ms. St-Pierre-Ellis (Chair) called the meeting to order at 5:32pm. The chair noted that, with only 2 regular members, the committee does not have quorum. The group agreed to continue with the meeting but no motions will be made.

2. Declarations of Conflict of Interest

Ms. St-Pierre-Ellis 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

Approved.

4. Approval of Previous Minutes: June 10, 2024

Deferred to next meeting due to not having quorum.

5. Business Arising from the Minutes

None

6. Standing Reports

6.1 Report from the President & CEO

Ms. Geldart shared the Q1 update with the committee.

7. New Business

7.1 Annual Work Plan 2024 - 2025

Ms. Geldart shared the Governance & Audit Committee Annual Work Plan for 2024 – 2025 outlining items that should be considered.

7.2 Terms of Reference Review

G. Geldart provided the current Terms of Reference document. Committee members were asked to review in preparation for the strategic planning work that will occur over the course of the next year.

7.3 Policy Review Overview – Board President & CEO

Ms. Geldart provided a briefing note outlining the board policy review process. Recommendation that policies are reviewed one section at a time to provide better continuity for the discussions.

7.4 Board Members Terms & Reappointments

Ms. Geldart shared the status of the board. Currently there are 11 board members. Four member's terms will complete at the end of the 2024/25 board year. One member, Wayne Snowdon, will complete his third term and will not be eligible for re-appointment.

- Marjorie Belzile – completing her second term and eligible for re-appointment.
- Tracey Burkhardt – completing her first term and eligible for re-appointment.
- Andrea Seymour - completing her first term and eligible for re-appointment.
- Deborah Wybou - completing her first term and eligible for re-appointment.

Board members are being asked to complete a skill matrix to assist with recruitment.

7.5 Board Member Orientation & Training

Ms. Geldart provided the following updates on board member training and orientation:

- All board members have completed orientation.
- Facility tours have been offered to board members.
- Board members have been invited to attend the Symposium on September 26th.

7.6 YCF Donor Recognition Policy

Ms. Geldart shared the York Care Foundation's Donor Recognition & Stewardship policy for information to the committee.

8. Next Meeting

The next meeting will be Thursday, November 7, 2024 @ 5:30pm.

9. Adjournment.

The meeting was adjourned at 6:02 on a motion by Ms. Seymour.

Lyne St-Pierre-Ellis, Chair

Jennifer Vos, Recorder



CEO Report to the Governance & Audit Committee

For the period: July 1 – September 30, 2024

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. Governance

- Skills Matrix – All members of the Board of Directors participated in the skills matrix survey. Results will be reported at the Q2 Meeting.

2. Nursing Home Inspection

- The Nursing Home Inspection occurred in September. A full report on the inspection results has been shared with the Care Services Committee. Staff are currently completing the action plans in response to the identified infractions. Action plans must be submitted by November 8, 2024.
- We have submitted our application for our annual nursing home license renewal. I expect we will receive, again, a modified license.

3. Operating Plan Progress Report*

- a. Regarding the objective to develop a monitoring framework for the Ends policies, I have decided to move the target date to Quarter 4. I need more time to have discussions with the Senior Leadership Team on this topic to ensure that we bring forward an effective yet practical framework.
- b. Tara Thibault has been quite busy on various elements of the operating plan. The front lobby video displays have been updated, with the most significant being the reintroduction of the donor boards. Our social media content calendar is now in place and is an ever-evolving tool. The purpose of the calendar is to ensure that our social media presence supports the key messages identified in our Communication Plan. The website refresh is underway with a target completion date of March 2025.
- c. The strategic planning work is well underway with October focused on gathering feedback from a variety of interested parties, through electronic survey and focus groups. The next meeting of the strategic planning committee will be a workshop where the feedback results will be reviewed, in preparation for the full meeting of the Board on December 2nd. At that meeting, the board will review the SOAR analysis with an aim to develop a first draft of strategic objectives, priorities and strategies.

Pillar 4: Partnerships – Strategic Alliances, Public Relations, Communications

To maintain and improve the services being provided both within the YCC facilities and within our catchment area, it is imperative that strong partnerships be established with out residents, staff, volunteers, health professionals, families, government and non-government 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.

Key Results

- A. Increase volume and effectiveness of partnerships.
- B. Increase in number of volunteers, volunteer hours and programs.
- C. Residents, clients and families needs and preferences are met through partnerships.
- D. Improve communication with all stakeholders and partners.
- E. Increase marketing initiatives that promote YCCs profile in the community.

Strategic Goal	Operational Goal	Measure of Performance	Responsibility / Progress
To increase awareness and understanding of goals, objectives and proposed actions with YCC (Staff, Families, Volunteers and Partners).	Develop a monitoring framework for the board to assess achievement of their stated “Ends”.	<ul style="list-style-type: none"> • Monitoring framework to be presented by Sept 2024 	<ul style="list-style-type: none"> • Falling Behind. Target changed to Quarter 4. <p><i>Resp - Geri Geldart</i></p>
	Develop and implement a social media content plan to support programs/services.	<ul style="list-style-type: none"> • Plan to be developed by September 2024 	<ul style="list-style-type: none"> • COMPLETE AND ONGOING <p><i>Resp - Geri Geldart and Tara Thibault</i></p>
	Refresh the YCC video displays (donor boards, etc.)	<ul style="list-style-type: none"> • Refreshed displays by Oct 2024. 	<ul style="list-style-type: none"> • COMPLETE <p><i>Resp - Tara Thibault</i></p>
	Complete a refresh of the York Care Centre website	<ul style="list-style-type: none"> • Refresh completed by March 2025. 	<ul style="list-style-type: none"> • In-progress <p><i>Resp - Geri Geldart and Tara Thibault</i></p>
	Support the Board in the development of the 2025 – 2030 Strategic Plan	<ul style="list-style-type: none"> • Strategic Plan complete by March 2025 in preparation for June 2025 Annual Meeting. 	<ul style="list-style-type: none"> • In-progress. Input gathering underway. <p><i>Resp - Geri Geldart</i></p>
To increase YCCs leadership position in the community by improving the level and the volume of effective partnerships.	Establish a fund development plan for York Care Foundation	Plan to be developed and approved by December 2024	<ul style="list-style-type: none"> • The Foundation is focused on a campaign for a specific project. <p><i>Resp - Geri Geldart</i></p>
	Increase the number of volunteer hours over the course of the year.	<ul style="list-style-type: none"> • Determine baseline number of hours for on unit/spiritual volunteers by Dec 2024. • By March 2025, increase the number of volunteer hours by 10%. 	<ul style="list-style-type: none"> • In-progress <p><i>Resp - Jamie Roy</i></p>

BRIEFING NOTE

To: Members – Governance and Audit Committee

From: Geri Geldart, President and CEO

Date: October 29, 2024

RE: **Board Member Skills Matrix Summary**

Purpose

To provide the Governance Committee with information regarding the skills of current board members so that the recruitment of future board members can address any gaps / priorities that may be identified.

Background

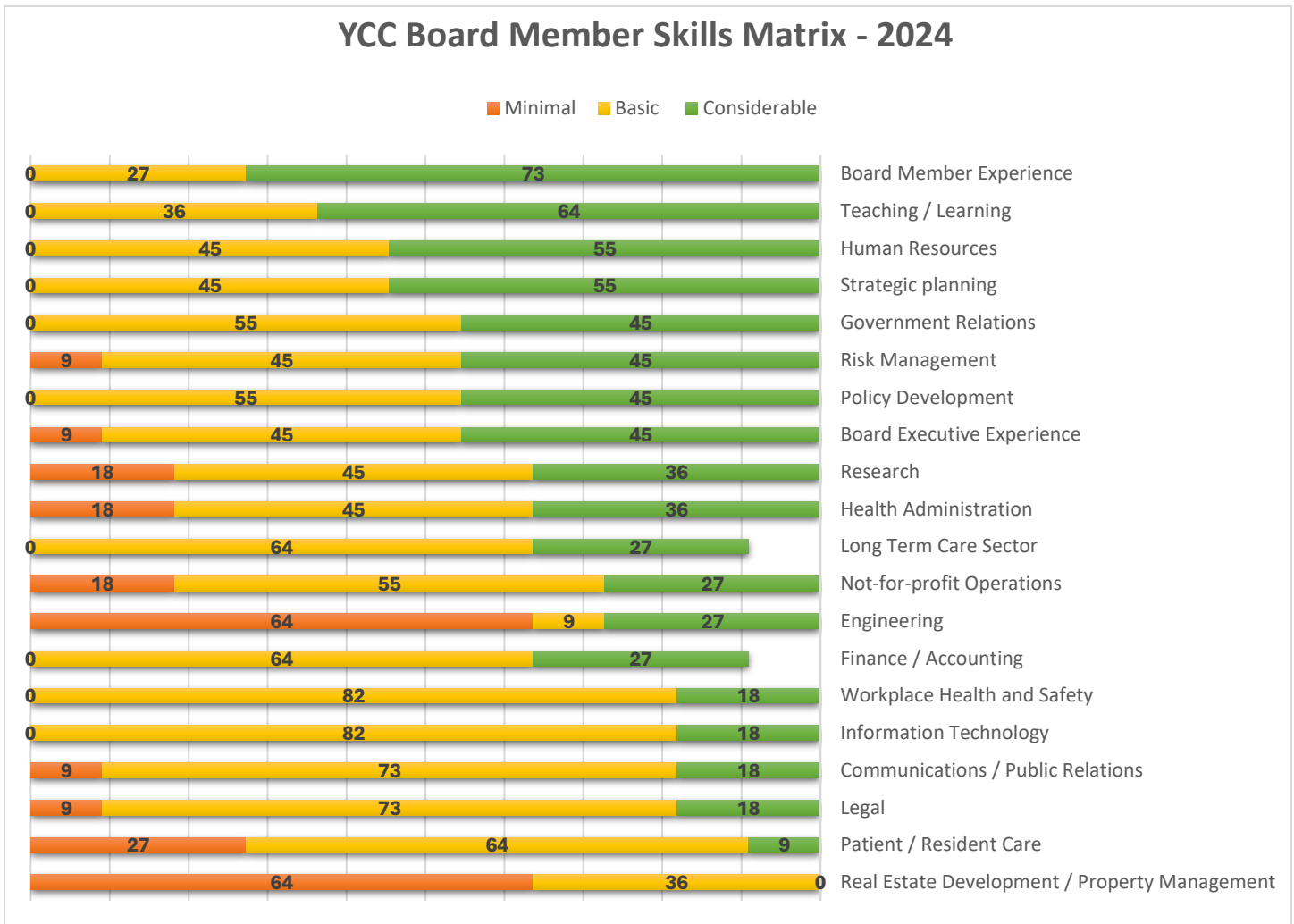
The size of a nursing home's board of directors is outlined in the Regulations associated with the Nursing Home Act. The regulations require there be a minimum of 10 and a maximum of 15 members. There are currently 11 members on the York Care Centre Board. One member will retire in June 2025, having completed the maximum of three three-year terms. Each year the Governance Committee assesses the collective skills of board members to inform the recruitment process for new board members. In October, all members of the board completed a skills survey. Members were asked to rate their experience on twenty areas of interest on a three-point scale (Minimal knowledge/experience, Basic knowledge/experience, Considerable knowledge/experience). Members were also asked to identify any other areas of interest/skill that the board may want to consider in planning for the next recruitment cycle.

Results

The results of the skills self-assessment are provided in Table One.

- Nearly half of the board reported having considerable knowledge / experience in board experience including executive experience, teaching/learning, human resources, strategic planning, government relations, risk management and policy development.
- The areas which may warrant consideration for future recruitment include engineering, and real estate development / property management.
- The following comments were shared in response to questions regarding other areas of focus
 - Advocacy
 - YCC is currently shy on legal expertise.
 - Strategic planning and research as we continue to determine the long term viability of CIRA
 - Equity, diversity and inclusion expertise
 - It is important to look for diverse candidates who bring a blend of skill sets, expertise, and any relevant qualities that fit the current needs of the board.
 - We are currently a very “white” board. It would be great if the board reflected the diversity of populations of the regions we serve.

- It might be beneficial to reduce the retired government employee representation and increase the private industry / entrepreneur representation.
- Gender balance
- It is important to ensure the profiles of the board and its committees are updated with clear / concise descriptions so potential members have an understanding of the expectations that will be placed on them if they decide to become a member, and what potential committees they may consider serving on that match their abilities.



Recommendations

1. The Governance Committee recommend to the board which areas of skill / experience should be priorities for future recruitment. Consider the strategic objectives and challenges which the organization may face over the next 5 – 10 years.
2. Following such decision, the CEO should launch a recruitment campaign in January 2025, focused on the identified priorities.
3. Consider the option of having individual board members approach potential candidates who meet the skill profile.

BRIEFING NOTE

To: Members – Governance and Audit Committee

From: Geri Geldart, President and CEO

Date: October 30, 2024

RE: **Board Policy Review**

Purpose

To provide background for the review of the Board President & CEO Linkage Policies.

Background

The Carver Model, also known as Policy Governance, provides a structured approach to board governance by emphasizing the roles and responsibilities that ensure strategic oversight without micromanaging operational functions. Within this model, the Board's primary duty is to set broad policies that guide the organization while delegating the day-to-day execution to the CEO. Specifically, the linkage policies between the Board and CEO clarify the operational boundaries, expectations, and evaluation criteria for the CEO, ensuring alignment with the organization's mission.

York Care Centre currently has six policies that address this linkage, each focusing on key areas: CEO accountability, delegation to the CEO, monitoring of CEO performance, and unity of control. These policies define the relationship between the Board and the CEO, clarifying oversight mechanisms and ensuring consistent and fair performance evaluations.

Purpose of Linkage Policies

Linkage policies serve several essential functions within the Carver Model:

1. Defining Accountability of the CEO

These policies establish the CEO's responsibility to the Board for achieving the organization's goals. Accountability policies delineate what the Board can expect from the CEO and, conversely, what the CEO is accountable for within the organization's operations.

2. Delegation to the CEO

Delegation policies clarify the scope and limits of the CEO's authority to make decisions on behalf of York Care Centre. By delegating operational responsibility, the Board allows the CEO the freedom to act within defined boundaries, reducing the need for frequent Board intervention in day-to-day operations.

3. Monitoring of CEO Performance

Performance monitoring policies are essential for assessing whether the CEO is fulfilling the responsibilities outlined in the Board's directives. They establish specific evaluation criteria, which might include operational performance metrics, adherence to budget, quality standards, and progress toward strategic objectives.

4. Unity of Control

Unity of control policies ensure that the Board speaks with one voice. This prevents mixed messages or conflicting instructions from individual Board members and preserves the CEO's clear understanding of directives, which only come from the Board as a whole, not from individual members.

Benefits of Carver Linkage Policies

By adhering to these policies, the Board can:

- Enhance strategic focus by concentrating on mission alignment and outcomes rather than operational details.
- Strengthen accountability and trust with the CEO, ensuring that both parties have a clear understanding of expectations and responsibilities.
- Improve Board cohesion by fostering unity in decision-making and a collective approach to oversight.

Attachment

Board Policy Manual - Table of Contents.

YORK CARE CENTRE CORPORATE GOVERNANCE POLICIES

INDEX

Governance Process

Gov-A-100	Assessment: Board Chair and Members	Jan 25, 2021
Gov-B-105	Board Committee Principles	Nov 28, 2022
Gov-B-110	Board Responsibility	Jan 26, 2023
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, 2022
Gov-C-126	Change in Membership	Nov 28, 2022
Gov-C-127	Conflicts of Interest (Resolving)	Nov 28, 2022
Gov-C-130	Cost of Governance	Nov 28, 2022
Gov-C-135	Communication to Government, Regulators & Stakeholders	Nov 28, 2022
Gov-G-140	Global Governance Process	Jan 26, 2023
Gov-N-260	Nominating Process	Jan 25, 2021
Gov-N-261	York Foundation Representative	Jan 26, 2023
Gov-O-265	Orientation- new Board Members	May 13, 2024
Gov-R-270	Reimbursement to members for out-of-pocket expenses	May 13, 2024
Gov-R-275	Resolution Book	May 13, 2024
Gov-R-278	Retirement/Resignation Gifts	May 13, 2024
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	Jan 25, 2021
Gov-Exec-G-445	Global Executive Constraint	Jan 25, 2021
Gov-Exec-I-455	Internal Controls and Integrity of Reporting	Jan 25, 2021
Gov-Exec-R-470	Relationship with Stakeholders	Jan 2014
Gov-Exec-T-475	Treatment of Staff	Jan 25, 2021

Ends

Gov-Ends-E-510	Employer of Choice	Feb 1, 2024
Gov-Ends-P-530	Purpose	Feb 1, 2024
Gov-Ends-R-550	Residence of Choice	Feb 1, 2024

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: 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. Accordingly, all authority and accountability for staff members, as far as the Board is concerned, are considered the authority and accountability of the President & CEO.

Procedure:

1. Neither the Board as a body nor any individual director shall give operational direction to persons who report, directly or indirectly, to the President & CEO.
2. The Board shall conduct an annual review the President & CEO's performance, equating it to the organization's overall performance. This review will assess:
 - Achievement of strategic plan objectives,
 - Fulfillment of Board-stated Ends, and
 - Compliance with Board-prohibited means.

Achievement in these areas shall be regarded as successful performance by the President and CEO.

REVISED – SHOWING CHANGES

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: Board of Directors	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. Accordingly, ~~so that~~ all authority and accountability ~~for~~ staff members, as far as the Board is concerned, ~~are~~ considered the authority and accountability of the President & CEO.

Procedure:

1. Neither ~~t~~The Board ~~as a body n~~or any individual director shall ~~never~~ give operational direction to persons who report, directly or indirectly, to the President & CEO.

2. The Board ~~has an annual responsibility to~~ shall conduct an annual review the President & CEO's performance, ~~equating it to as identical to the~~ organization's ~~and~~ overall performance. ~~so that organizational accomplishment of~~ This review will assess:

- Achievement of ~~s~~Strategic plan objectives,
- Fulfillment of Board-stated Ends, and
- Compliance with avoidance of Board-prohibited means, ~~shall be viewed as successful President & CEO performance.~~

2- Achievement in these areas shall be regarded as successful performance by the President and CEO.

Formatted: Font: 12 pt

Formatted: Indent: Left: 0.2 cm, Hanging: 0.5 cm, No bullets or numbering, Tab stops: Not at 0.69 cm + 0.7 cm

Formatted: Not Expanded by / Condensed by

Formatted: Not Expanded by / Condensed by

Formatted: Normal, Indent: Left: 0.7 cm, No bullets or numbering

Formatted: Font: 12 pt

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: Board of Directors	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.

REVISED

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: Board of Directors	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. Within these parameters, the President & CEO is authorized to use any reasonable interpretation of these policies.

Procedure:

1. The Board shall systematically develop a Strategic Plan and Ends policies that articulate the desired outcomes and results the organization is expected to achieve, including any cost considerations. These policies shall be designed to move from broad, general goals to more specific objectives as needed.
2. The Board shall establish Executive Limitations policies that clearly define boundaries on the means by which the President & CEO may operate, moving systematically from the broadest level to more defined restrictions. These policies provide a framework within which the President & CEO may exercise authority while ensuring alignment with the Board's risk tolerance and ethical standards.
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 necessary to fulfill the Board's directives.
4. The Board may change its Ends and Executive Limitations policies, thereby adjusting the parameters within which the President & CEO may operate. By doing so, the Board changes the latitude of choice given to the President & CEO. However, until such changes are made the Board shall respect and support the President & CEO's decisions made within the established delegation.

REVISED SHOWING CHANGES

Formatted: Font: Bold

Formatted: Font: Bold

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: Board of Directors	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. ~~Within these parameters, the President & CEO is authorized to use any reasonable interpretation of these policies, allowing the President & CEO to use any reasonable interpretation of these policies.~~

Formatted: Font: Italic

Procedure:

- ~~1. The Board shall systematically develop a Strategic Plan and Ends policies that articulate the desired outcomes and results the organization is expected to achieve, including any cost considerations. These policies shall be designed to move from broad, general goals to more specific objectives as needed.~~
- ~~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 establish Executive Limitations policies that clearly define boundaries on the means by which the President & CEO may operate, moving systematically from the broadest level to more defined restrictions. These policies provide a framework within which the President & CEO may exercise authority while ensuring alignment with the Board's risk tolerance and ethical standards.~~
- ~~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~~

Formatted: Font: 11 pt

Formatted: Font: Not Bold

Formatted: List Paragraph, Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.2 cm + Indent at: 0.7 cm

operating policies, make all decisions, take all actions, establish all practices, and develop all activities necessary to fulfill the Board's directives.
3.

4. The Board may change its Ends and Executive Limitations policies, thereby adjusting the parameters within which the President & CEO may operate 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. However, until such changes are made But as long as any particular delegation is in place, the Board shall respect and support the President & CEO's decisions made within the established delegation choices.

Formatted: Indent: Left: 0.7 cm, No bullets or numbering

Formatted: List Paragraph, Indent: Left: 0.7 cm, Right: 0.58 cm, Space Before: 0.05 pt, Tab stops: 0.7 cm, Left

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.

Recommend that this policy be deleted as it is redundant. The concept is already addressed in the Accountability policy.

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.

REVISED

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 the organization's achievement of strategic plan objectives, Board policies on Ends, and organizational operation within the boundaries established in Board policies on Executive Limitations.

Procedure:

- 1. Purpose of Monitoring**
Monitoring is conducted to assess the degree to which the President & CEO is meeting Strategic Plan objectives and adhering to Board policies on Ends and Executive Limitations.

- 2. Methods of Monitoring**
The Board may obtain monitoring data by one or more of the following methods:
 - Internal Report: The President & CEO provides compliance information directly to the Board.
 - External Report: An independent third party assesses compliance with Board policies.
 - Direct Board Inspection: The Board conducts its own assessment to verify compliance.

- 3. Standard for Compliance**
In every case, the standard for compliance shall be any reasonable President & CEO interpretation of the Board policy being monitored.

- 4. Monitoring Schedule**
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: November 30, 2009
Title: Monitoring President & CEO Performance	Page: 1 of 1
Approved by: <i>Board of Directors</i>	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 the organization's achievement of 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.~~
1. **Purpose of Monitoring**
Monitoring is conducted to assess the degree to which the President & CEO is meeting Strategic Plan objectives and adhering to Board policies on Ends and Executive Limitations.
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.~~
2. **Methods of Monitoring**
The Board may obtain monitoring data by one or more of the following methods:
 - Internal Report: The President & CEO provides compliance information directly to the Board.
 - External Report: An independent third party assesses compliance with Board policies.
 - Direct Board Inspection: The Board conducts its own assessment to verify compliance.
3. **Standard for Compliance**
In every case, the standard for compliance shall be any reasonable President & CEO interpretation of the Board policy being monitored.
3. 4. **Monitoring Schedule**
4. The Strategic Plan and all policies that instruct the President & CEO shall be monitored

- Formatted: Font: Italic
- Formatted: Indent: Left: 0.7 cm
- Formatted: Indent: Left: 0.7 cm, No bullets or numbering
- Formatted: Font: Bold
- Formatted: Normal, Indent: Left: 0.1 cm, No bullets or numbering
- Formatted: Normal, Indent: Left: 1.27 cm, No bullets or numbering
- Formatted: Font: Bold
- Formatted: Normal, Indent: Left: 0.1 cm, No bullets or numbering
- Formatted: Normal, Indent: Left: 1.27 cm, No bullets or numbering
- Formatted: Indent: Left: 1.27 cm, Bulleted + Level: 1 + Aligned at: 0.1 cm + Indent at: 0.7 cm
- Formatted: Font: Bold
- Formatted: Font: 11 pt, Bold
- Formatted: Indent: Left: 0.1 cm, Right: 0 cm, Tab stops: Not at 0.83 cm
- Formatted: Font: Not Bold, Not Italic
- Formatted: Not Expanded by / Condensed by
- Formatted: Font: Bold
- Formatted: Normal, Indent: Left: 0.1 cm, Right: 0 cm, No bullets or numbering, Tab stops: Not at 0.83 cm
- Formatted: Font: 11 pt
- Formatted: Indent: Left: 1.27 cm
- Formatted: Normal, Indent: Left: 1.27 cm, Right: 0 cm, No bullets or numbering, Tab stops: Not at 0.83 cm

at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any ~~method, but~~ method but shall ordinarily depend on a routine schedule.

Formatted: Not Expanded by / Condensed by

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.

REVISED

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

Policy

1. *The Finance & Administration Committee shall develop, and submit to the Board of Directors for approval, the job description for the President & CEO which outlines responsibilities necessary for achieving the organization’s Ends within established Executive Limitations.*

2. *In addition to the duties outlined in the job description, the President and CEO:*
 - *is expected to attend all Board of Directors’ meetings, unless excused by the Chair.*
 - *is expected to attend all Board of Directors’ Committee meetings.*
 - *may provide assistance to the Chair, Vice-Chair, Secretary, and Treasurer, in carrying out their duties.*

3. *The Chair and Vice Chair, on behalf of the Board of Directors shall conduct an evaluation of the President & CEO’s performance every three years. This evaluation will focus on the CEO’s progress in achieving the Strategic Plan, Board-stated Ends, and adherence to Executive Limitations.*

REVISED SHOWING CHANGES

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

Policy

1. The Finance & Administration Committee shall develop, and submit to the Board of Directors for approval, the *job description for the President & CEO which outlines responsibilities necessary for achieving the organization's Ends within established Executive Limitations.*
2. In addition to the duties outlined in the job description, the President and CEO's job description:
 1. The President & CEO is expected to attend all Board of Directors' meetings, unless otherwise excused by the Chair.
 2. The President & CEO is expected to attend all Board of Directors' Committee meetings.
 3. The President & CEO may assist provide assistance to the Chair, Vice-Chair, Secretary, and Treasurer, in carrying out their duties.
3. The Chair and Vice Chair, on behalf of the Board of Directors shall conduct an evaluation of the President & CEO's performance based every three years. This evaluation will focus on the CEO's progress in achieving the Strategic Plan, Board-stated Ends, and adherence to Executive Limitations.
4. on progress on the Strategic Plan and key corporate goals and strategies every three years.

- Formatted: Font: Bold
- Formatted: Font: 12 pt, Bold
- Formatted: Normal, Indent: Left: 0.7 cm, No bullets or numbering
- Formatted: Font: 12 pt, Italic
- Formatted: List Paragraph, Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.7 cm + Indent at: 1.33 cm
- Formatted: Font: Italic
- Formatted: Font: Italic
- Formatted: List Paragraph, Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.7 cm + Indent at: 1.33 cm
- Formatted: Font: Italic
- Formatted: Right: 0 cm, Bulleted + Level: 1 + Aligned at: 1.27 cm + Indent at: 1.9 cm, Tab stops: Not at: 1.33 cm
- Formatted: Font: 12 pt, Italic
- Formatted: Font: Italic, Not Expanded by / Condensed by
- Formatted: Font: Italic
- Formatted: Line spacing: single, Bulleted + Level: 1 + Aligned at: 1.27 cm + Indent at: 1.9 cm, Tab stops: Not at: 1.33 cm
- Formatted: List Paragraph, Right: 0 cm, Line spacing: single, Bulleted + Level: 1 + Aligned at: 1.27 cm + Indent at: 1.9 cm, Tab stops: Not at: 1.33 cm
- Formatted: Font: 12 pt, Italic
- Formatted: Font: Italic
- Formatted: Font: 12 pt, Italic
- Formatted: Right: 0.66 cm, Space Before: 2.6 pt, Line spacing: single, Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.7 cm + Indent at: 1.33 cm
- Formatted: Font: Italic
- Formatted: Font: Italic, Not Expanded by / Condensed by
- Formatted: Font: Italic
- Formatted: List Paragraph, Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.7 cm + Indent at: 1.33 cm
- Formatted
- Formatted: Font: 12 pt, Italic

Normal, Indent: Left: 0.7 cm, Right: 0.66 cm, Space Before: 2.6 pt, No bullets or numbering

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.

REVISED

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: Board of Directors	Gov-Link-U-350
Date Reviewed/Revised: 01/14; 01/21	

Policy:

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

Procedure:

1. Limitation on Individual Authority

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. Requests for Information or Assistance

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.

REVISED SHOWING CHANGES

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 unified body are binding on the President & CEO.

Procedure:

1. Limitation on Individual Authority

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.

Formatted: Font: Bold

Formatted: Font: 12 pt

Formatted: Normal, Indent: Left: 0.7 cm, No bullets or numbering

2. Requests for Information or Assistance

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.

Formatted: Font: Bold

Formatted: Font: 12 pt

Formatted: Normal, Indent: Left: 0.7 cm, No bullets or numbering

BRIEFING NOTE

To: Members – Governance and Audit Committee

From: Geri Geldart, President and CEO

Date: October 31, 2024

RE: Board Evaluation

Purpose

To assist the Governance Committee in determining what approach to Board Evaluation should be recommended to the Board of Directors.

Background

Board Policy G-A-100 “Assessment: Board, Chair and Members (last reviewed in 2021), requires the board to undertake an annual assessment of the Board as a whole, its Chair, its Committees as well as a review of the contributions of individual members. Of interest, the policy states that evaluation results of the board are to be shared with the board, while evaluations of the Board Chair are to be shared with the Vice Chair who is expected to discuss findings with the Chair. We have not followed this process.

In prior years, an annual survey was conducted which provided members the opportunity to assess each of these items. Last year, short surveys were conducted following each committee meeting and board meeting. The results of the committee evaluations were shared with the committee chairs throughout the year. A comprehensive board evaluation was conducted in the February 2024 and results were reviewed at the Governance Committee in April 2024. (See attached Briefing Note from April 2024). No specific recommendations for board development were made based on the results as the Board determined the focus for 24/25 would be on strategic plan development.

The Governance Committee should consider:

- if any modifications should be made to the annual survey
- if the electronic methodology should be used again
- if a three point rating scale or a 5 point scale should be used in future surveys.

Recommendations

1. Do not resume the quarterly meeting evaluations as these did not seem to reveal any issues for follow-up.
2. Conduct a comprehensive annual survey using the same tool as used in 23/24
3. Circulate the survey in February for review at the April meeting of the Governance committee.
4. Use a three-point rating scale, rather than the 5-point scale.
5. Modify the format of the results report to ensure that feedback specific to the Board Chair is shared with the Vice Chair as outlined in policy.

Attachment: Briefing Note – Board Evaluation Results – April 2024.

BRIEFING NOTE

To: Governance and Audit Committee
From: Geri Geldart, President and CEO
Date: April 15, 2024
RE: Board Evaluation Results

1. Purpose

- The Board of Directors undertakes an evaluation of its functioning on an annual basis. The responsibility for conducting the assessment falls to the Governance and Audit Committee.
- The committee reviews the results of the assessment, identifies strengths, and considers new opportunities for development. Based on the results, the Committee will identify topics of interest to Board members for inclusion in future educational sessions.
- The annual review will be undertaken no later than May.
- The Governance and 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.

2. Background

An electronic survey was sent to all members of the board in late February. Responses were received between February 20 – March 11, 2024. Most questions were statements which respondents were asked to rate on a 5-point scale (Strongly Disagree, Disagree, Unsure, Agree, Strongly Agree).

All participants were asked to respond to questions on “Overall Board Functioning” and “Leadership-Board Chair and CEO”. In addition, participants were asked to respond to questions regarding the committees on which they are members.

Section 1 – Overall Board Functioning 9 respondents	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
1. Board Activities are confined to policy issues rather than management issues.	1	1	0	5	2
2. We have a written statement of Vision, Mission and Values for our organization	0	0	0	0	9
3. The material and information provided to members allows for an understanding of the critical issues, the long-range plans, the goals and strategy of the organization.	0	0	0	6	3
4. As a board member, I feel comfortable in approaching the Chair of the Board, the chair of committees or the President and CEO to seek clarification on issues that are not clear to me.	0	0	0	3	6
5. We know what our business is, and what isn't.	0	0	0	7	2
6. We have a Code of Conduct for Board Members	No – 0		1		Yes - 8
7. We know the difference between the roles of directors and that of the staff.	0	0	0	5	4

Section 1 – Overall Board Functioning 9 respondents	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
8. All management activities are delegated to the President and CEO.	0	0	2	4	3
9. Information is provided in a timely and easy to read manner, and as a Board member we are informed regularly and completely.	0	0	0	4	5
10. Directors trust each other and have a high degree of disclosure among themselves.	0	1	0	5	3
11. As a member of the Board, I feel comfortable in challenging the strategy, direction, goals and plans, and to take an unpopular position if required.	0	0	1	6	2
12. Directors understand their fiduciary, ethical and legal responsibilities.	0	1	0	5	3
13. The history and traditions of the organization are clear to this Board and are honored or changed with deliberation and agreement.	0	0	1	5	3
14. The goals of our organization are clear and revisited regularly.	0	0	0	6	3
15. The responsibilities of the directors are defined.	0	0	0	7	2
16. Directors do not cross the boundaries between board and staff.	0	0	1	4	4
17. Differences of opinion are encouraged during discussions, but all are expected to carry out the decisions reached.	0	0	1	4	4
18. The President and CEO is evaluated annually with input from Directors.	0	0	0	5	4
19. Directors are given an orientation session within a reasonable amount of time.	0	0	0	5	4
20. The Board has a 5-year strategic plan which is reviewed regularly.	0	0	0	4	5
21. Directors are provided opportunities through educational / information sessions to keep current on sector issues and trends which may impact on the organization and the needs of the community it serves.	0	0	1	5	3
22. Directors are provided with sufficient opportunity to participate in professional development (conferences, workshops, education sessions).	0	2	1	4	2

23. Please add any comments regarding your view of the overall functioning of the Board over the past year.

- YCC has a strong board. Gaps to close on the board are legal and IT representation.
- The board has been provided with education that will help enhance our understanding of our roles, responsibilities, and boundaries. I truly believe we are growing as a board, strengthening trust in each other and in our ability to govern. The education also helps members better understand limitations, especially between management/staff and the board.
- I cannot speak to the behaviour of all board members (e.g. questions 10, 16) I am familiar with policy however and what is expected of members.

Section 2 – Leadership. Board Chair and CEO 9 respondents	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
24. Board meetings are held often enough to keep everyone informed and actively able to serve the organization well.	0	0	0	5	4
25. Information, such as minutes of meetings, agendas and details are provided in a timely and informative manner.	0	0	0	3	6
26. Meetings are professionally managed, member participation is encouraged, agenda is followed and matters under consideration are concluded in a timely and effective manner.	0	0	0	4	5
27. There is time for closed sessions as well as for business at hand.	0	0	0	6	3
28. Each year the Board sets out its top priorities and meetings to attend to these priorities.	0	1	1	5	2
29. Items that should be handled by staff, or delegated to specific committees, are handled in that manner.	0	0	1	5	3
30. When making decisions, this Board uses a variety of procedures and resorts to parliamentary procedure only when required.	0	0	1	5	3
31. The CEO is a valued member of the Board even if she is not a formal member.	0	0	0	1	8
32. Staff members are invited to attend Board meetings as appropriate.	0	0	0	5	4
33. The Board Chair maintains a productive working relationship with the President and CEO and board members.	0	0	0	3	6

34. Please add any comments regarding your view of the leadership provided to the board by the Board Chair and/or CEO over the past year.

- The CEO has provided the board with exemplary direction and resources to perform at a high level.
- The Board Chair has continued to provide leadership during a difficult period and with out a vice chair. This is commendable.

Section 3 – Finance and Admin Committee 6 responses	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
36. The terms of reference for the Finance and Admin Committee were provided and explained to members.	0	0	0	4	2
37. Matters brought before the Finance and Admin Committee respect the terms of reference.	0	0	0	4	2
38. The agenda for the Finance and Admin Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.	0	0	0	4	2
39. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me.	0	0	0	4	2
40. Members of the Finance and Admin Committee come to the meeting prepared and ready to contribute.	0	0	0	4	2
41. Finance and Admin Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.	0	0	1	3	2
42. The minutes of the Finance and Admin Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.	0	0	0	4	2
43. Meetings of the Finance and Admin Committee are held regularly and with appropriate frequency.	0	0	0	4	2
44. Members of the Finance and Admin Committee treat each other with respect and courtesy.	0	0	0	4	2
45. When I speak, I feel listened to and my views/comments are valued.	0	0	0	3	3
46. I feel the Finance and Admin Committee has the respect of the Board of Directors	0	0	0	4	2

47. Please add any comments regarding your view of the overall functioning of the Finance and Administration Committee of the Board.

- This committee has had a lot of significant work this past year with the recruitment of a new CFO and alignment of accepted accounting practices. This was directed under the strong leadership of Pierre and significant contribution of Doug.

Section 4 – Research and Ethics Committee 5 responses	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
49. The terms of reference for the Research and Ethics Committee were provided and explained to members.	0	0	1	1	3
50. Matters brought before the Research and Ethics Committee respect the terms of reference.	0	0	1	2	2
51. The agenda for the Research and Ethics Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.	0	0	0	1	4
52. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me.	0	0	0	1	4
53. Error – question duplicated					
54. Members of the Research and Ethics Committee come to the meeting prepared and ready to contribute.	0	0	0	2	3
55. Research and Ethics Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.	0	0	0	1	4
56. The minutes of the Research and Ethics Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.	0	0	0	1	4
57. Meetings of the Research and Ethics Committee are held regularly and with appropriate frequency.	0	0	0	1	4
58. Members of the Research and Ethics Committee treat each other with respect and courtesy.	0	0	0	1	4
59. When I speak, I feel listened to and my views/comments are valued.	0	0	0	1	4
60. I feel the Research and Ethics Committee has the respect of the Board of Directors	0	0	0	1	4

61. Please add any comments regarding your view of the overall functioning of the Research and Ethics Committee of the Board.

- Thank you Tracy for your leadership.
- Question 40 and 41 are the same - it is a pleasure to serve on this board

Section 5 – Governance and Audit Committee 5 responses	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
63. The terms of reference for the Governance and Audit Committee were provided and explained to members.	0	0	0	1	4
64. Matters brought before the Governance and Audit Committee respect the terms of reference.	0	0	0	1	4
65. The agenda for the Governance and Audit Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.	0	0	0	2	3
66. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me.	0	0	0	2	3
67. Members of the Governance and Audit Committee come to the meeting prepared and ready to contribute.	0	0	0	2	3
68. Governance and Audit Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.	0	0	0	2	3
69. The minutes of the Research and Ethics Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.	0	0	0	1	4
70. Meetings of the Governance and Audit Committee are held regularly and with appropriate frequency.	0	0	0	1	4
71. Members of the Governance and Audit Committee treat each other with respect and courtesy.	0	0	0	1	4
72. When I speak, I feel listened to and my views/comments are valued.	0	0	0	1	4
73. I feel the Governance and Audit Committee has the respect of the Board of Directors	0	0	0	1	4

74. Please add any comments regarding your view of the overall functioning of the Governance and Audit Committee of the Board.

- Thank you, Deborah, for your leadership.

Section 6 – Care Services Committee 3 responses	Strongly Disagree	Disagree	Unsure	Agree	Strongly Agree
76. The terms of reference for the Care Services Committee were provided and explained to members.	0	0	0	1	2
77. Matters brought before the Care Services Committee respect the terms of reference.	0	0	0	1	2
78. The agenda for the Care Services Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.	0	0	0	1	2
79. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me.	0	0	0	1	2
80. Members of the Care Services Committee come to the meeting prepared and ready to contribute.	0	0	0	1	2
81. Care Services Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.	0	0	0	1	2
82. The minutes of the Care Services Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.	0	0	0	1	2
83. Meetings of the Care Services Committee are held regularly and with appropriate frequency.	0	0	0	1	2
84. Members of the Care Services Committee treat each other with respect and courtesy.	0	0	0	1	2
85. When I speak, I feel listened to and my views/comments are valued.	0	0	0	1	2
86. I feel the Care Services Committee has the respect of the Board of Directors	0	0	0	1	2

87. Please add any comments regarding your view of the overall functioning of the Care Services Committee of the Board.

- Thank you, Lyne, for your leadership.

88. Please add any final comments / observations you may have that will assist the Board in its future planning and operations.

- Our key issue in the year is defining what centre of excellence means and where we want to go.
- A really good organization on which to be a board member.
- I am impressed with the respect and collegiality between board members and the support given to the CEO.

3. Considerations

Given the results, the Governance and Audit Committee should discuss the following elements of the assessment. Although the majority of participants agreed with the statement, there were a small number of responses indicating disagreement.

1. Board Activities are confined to policy issues rather than management issues.
2. Directors trust each other and have a high degree of disclosure among themselves.
3. Directors understand their fiduciary, ethical and legal responsibilities.
4. Directors are provided with sufficient opportunity to participate in professional development (conferences, workshops, education sessions).
5. Each year the Board sets out its top priorities and meetings to attend to these priorities.
6. The number of members on each committee.

There were also areas of “uncertainty” which should be considered when developing orientation programs and board development sessions. These included:

1. We have a Code of Conduct for Board Members
2. All management activities are delegated to the President and CEO.
3. As a member of the Board, I feel comfortable in challenging the strategy, direction, goals and plans, and to take an unpopular position if required.
4. The history and traditions of the organization are clear to this Board and are honored or changed with deliberation and agreement.
5. Directors do not cross the boundaries between board and staff.
6. Differences of opinion are encouraged during discussions, but all are expected to carry out the decisions reached.
7. Directors are provided opportunities through educational / information sessions to keep current on sector issues and trends which may impact on the organization and the needs of the community it serves.
8. Directors are provided with sufficient opportunity to participate in professional development (conferences, workshops, education sessions).
9. Each year the Board sets out its top priorities and meetings to attend to these priorities.
10. Items that should be handled by staff, or delegated to specific committees, are handled in that manner.
11. When making decisions, this Board uses a variety of procedures and resorts to parliamentary procedure only when required.

4. Recommendations

- *That the Governance and Audit Committee review the results of the annual Board assessment and make recommendations to the Board regarding board development for the next fiscal year.*
- *That the Governance and Audit Committee review the questions used in 2023/24 and make recommendations for revision.*
- *That the Governance and Audit Committee determine if the electronic methodology used in 2023/24 be used in 2024/25*
- *That the Governance and Audit Committee determine if a 3-point rating scale, or a 5-point rating scale be used in future surveys.*