

**Governance & Audit Committee
AGENDA**

Thursday, September 11, 2025 @ 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 9, 2025*	Lyne St-Pierre-Ellis
5.0	Business Arising from the Minutes	
5.1	York Care Foundation Cross Representation*	Lyne St-Pierre-Ellis
5.2	York County Properties Bylaws*	Lyne St-Pierre-Ellis
6.0	New Business	
6.1	Annual Work Plan 2025 – 2026*	Geri Geldart
6.2	Terms of Reference Review*	Geri Geldart
6.3	Committee Responsibilities*	Geri Geldart
6.4	Policy Review Executive Limitations*	Geri Geldart
	o Gov-Exec-A-405 Asset Protection	
	o Gov-Exec-C-410 Communication and Support to the Board	
	o Gov-Exec-E-420 Emergency Planning	
	o Gov-Exec-E-425 Emergency President & CEO Replacement	
6.5	Board Education Session Planning*	Geri Geldart
6.6	DSD Inspection Report	Geri Geldart
7.0	Next Meeting: Tuesday, October 28, 2025 @ 5:30pm	

****Denotes attachment***

Proposed Motions

1. That the minutes of June 19, 2025, be approved.
2. That the Governance & Audit Committee recommend to the Board of Directors that the policies:
 - Gov-Exec-A-405 Asset Protection
 - Gov-Exec-C-410 Communication and Support to the Board
 - Gov-Exec-E-420 Emergency Planning
 - Gov-Exec-E-425 Emergency President & CEO Replacementbe approved as amended.
3. That the Governance and Audit Committee recommend to the Board of Directors that the revised Bylaws for YCP be approved as presented.

Minutes of meeting of the Governance & Audit Committee
Monday, June 9, 2025 at 5:30pm

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

Guests: Andrew Logan

1. Call to order and Introductions

Ms. St-Pierre-Ellis (Chair) called the meeting to order at 5:30pm and introduced guest Andrew Logan from Teed Saunders Doyle.

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.

It was moved by Donna Curtis Maillet and seconded by Tracey Burkhardt that the agenda be approved as presented. All in favour. - Motion carried

4. Approval of Previous Minutes: April 24, 2025

It was moved by Donna Curtis Maillet and seconded by Marjorie Belzile that the minutes of the April 24, 2025 meeting be approved as presented. All in favour. - Motion carried

5. New Business

5.1 Draft Audited Financial Statements

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

5.4.1 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 the high-quality accounting systems. There were no adjustments required.
- Employee payroll, one of the largest expenses, was found to be clean, with no concerns.
- The Worksafe NB rebate has made a significant change in cashflow and is reflected under deferred revenue.

5.1.2 York Development Inc.

- This was a clean audit with no errors or issues.
- The accounting used in these financial statements differs from Canadian accounting standard for not-for-profit organizations due to a policy requirement of government. In these

statements depreciation is recorded according to principal reduction on mortgages and not as a measurement of the estimated useful life.

5.1.3 Centre for Innovation & Research in Aging Inc.

- The financial statement audit was completed and found to be free from material misstatements.
- Revenue is generated through project grants and related research services. Deferred revenues are assigned to future projects.
- Capital assets of office equipment are depreciated over their estimated useful life.

It was moved by Donna Curtis Maillet and seconded by Andrea Seymour that the audited financial statements for York Care Centre, York Development Inc. and CiRA be recommended to the Board of Directors for approval. All in favour. - Motion carried

5.2 In Camera – Discussion with Auditors

Staff was asked to leave the meeting to allow the committee members to have a private discussion with the Auditors. In camera was completed and Andrew Logan left the meeting. Wayne Snowdon arrived at 6:20pm.

5.3 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.

5.3.1 York County Properties

The end of year reflected a net income of \$0. There was a discussion on investments for a better strategy. A question was raised on why interest roles over into YCC and not allowed to accumulate.

It was moved by Marjorie Belzile and seconded by Donna Curtis Maillet that the unaudited financial statements for York County Properties be recommended to the Board of Directors for approval. All in favour. - Motion carried

5.4 Appointment of Auditors 2025/26

It was moved by Wayne Snowdon and seconded by Tracey Burkhardt that Teed Saunders Doyle be recommended to the Board of Directors as the auditors for the 2025/26 financial audit. All in favour. - Motion carried

6. Business Arising from the Minutes

6.1. York Care Foundation

Ms. Lyne St-Pierre-Ellis and Ms. Marjorie Belzile met with YCF representative, Hector Losier, to discuss removing cross representation between York Care Centre Inc. and York Care Foundation Inc. They received positive feedback from Mr. Losier on this change.

7. Next meeting: Thursday, September 11, 2025 @ 5:30pm

8. Adjournment.

The meeting was adjourned at 6:33pm on a motion by Mr. Snowdon.

Lyne St-Pierre-Ellis, Chair

Jennifer Vos, Recorder

July 30, 2025

Marjorie Belzile, Chair
Board of Directors
York Care Centre

Dear Marjorie:

I am writing in response to your letter dated May 27th regarding the reciprocal representation on our two Boards of Directors. The YCF Board discussed this matter during our last meeting, and we are in complete agreement with your decision to eliminate the representation model that each board has been using for the past several years. With the CEO of YCC sitting on each board, there is already a conduit to share pertinent information at the board level when timely access to information may be necessary and, as you proposed, we would also welcome a YCC Board representative to periodically attend our board meetings to maintain strong communication between the organizations.

Regarding the implementation of the changes, the bylaws of YCF state that our board membership includes a representative of the YCC board and we are currently working on modifying that clause to reflect the changes that you proposed. We expect that this will be approved during our next meeting in September of this year.

On a personal note, as the new Chair of the YCF Board of Directors, I want to say that I am looking forward to working with you and the YCC Board in working to further enhance the lives of the residents of York Care Centre.

Sincerely,



Gary Beattie, Chair
York Care Foundation



BRIEFING NOTE

To: Board of Directors
From: Governance and Audit Committee
Date: September 4, 2025
RE: York County Properties Inc. Bylaws

Purpose

To complete the official process of approving changes to the York County Properties Inc.

Background

- York County Properties, Inc. is the original company established in 1966. York Manor Inc. was established in 1969 and YDI was incorporated in 1980. York Manor Inc became York Care Centre in 2021. Throughout all of these events, the bylaws of York Country Properties remained the authority under which the members, directors and officers of the other companies are appointed because *“The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York County Properties Inc., and the Executive Committee of the Directors of York County Properties Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.”*
- The last approved and signed versions of the bylaws for York County Properties Inc. are from 2017.
- The Governance and Audit Committee approved revisions to the bylaws of three companies (YCC, YCP and YDI) on January 12, 2022, but it doesn't appear that this motion was considered at a subsequent Board meeting.
- The YCC bylaws were eventually approved at a board meeting (February 13, 2023) following changes made to align with regulations under the Nursing Home Act.
- The YDI Bylaws were approved at the June 2025 meeting of the Board. The York County Properties bylaws were not considered at that time as additional modifications were required to reflect that we no longer have an auditor review the financial statements on an annual basis.
- The changes to the YCP bylaws are outlined in the attached document.

Recommendation

1. That the changes to the York County Properties Inc. bylaws be recommended to the Board of Directors as presented.
2. That a written notice of motion be submitted to the Board of Directors with the proposed revised bylaws no later than September 23, 2025.
3. That the notice of motion be posted at York Care Centre for a period of ten days prior to the November 17, 2025 meeting.

**YORK COUNTY
PROPERTIES
INC.**

GENERAL BYLAWS

JANUARY 2022

YORK COUNTY PROPERTIES INC.

GENERAL BYLAWS

PREAMBLE:

WHEREAS YORK COUNTY PROPERTIES INC. (the Corporation), was incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK COUNTY PROPERTIES INC." Ch. c-145 of the statutes of New Brunswick 1966, and amendments thereto;

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

AND WHEREAS it is the purpose of YORK COUNTY PROPERTIES INC., to serve the Community;

AND WHEREAS the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. Assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.
3. Enter into agreements with the Province of New Brunswick or any municipality for the purpose of carrying out or better effecting its purposes and objects.
4. Participate in governmental and community projects and activities.

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

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

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

1. CORPORATE SEAL

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1966" as shown on the margin thereof.

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

2. HEAD OFFICE

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

3. INTERPRETATION

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

4. ANNUAL MEMBERS MEETING OF THE CORPORATION

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30th day of June of each year.
 - (1) At each Annual Members Meeting, the vacancies in the membership of the Corporation occurring by reason of the expiration of the term of office of Members or for any other cause shall be filled by appointment by the remaining Members of the Corporation.
 - (2) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings

of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:

- (i) Approve minutes of the previous Annual Members Meeting.
- (ii) Receive the report of the Board, including the Financial Statements,
- (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
- (iv) Receive the report of the Chair.
- (v) Receive the report of Committees.
- (vi) Receive the report of the President and Chief Executive Officer
- (vii) New Business.
- (viii) Receive the report of the Governance and Audit Committee of appointments of members of the Corporation and the Chairs of standing committees not provided for by Bylaw,
- (ix) Elect a Chair, Vice-Chair, Secretary, Treasurer, and Chairs of Committees.

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5. MEMBERS

- a) The number of Members of the Corporation shall be no fewer than ten and no greater than fifteen.
- b) Every Member of the Corporation shall be a Director, except as provided for in Article 16 c).
- c) Membership is not transferable or assignable.
- d) A vacancy in the Membership of the Corporation occurring by reason of the expiration of the term of office of Members shall be filled by appointment by the remaining Members of the Corporation.
- e) There shall be one third Members appointed each successive year, whose terms of office shall be three years.
- f) A vacancy occurring by reason of death, resignation, or for any other cause between annual meetings, may be filled by appointment by the Board for the balance of the term of office of the retiring Member, subject to ratification at the next Annual Meeting.
- g) A Member whose term of office has expired shall, unless reappointed, cease to be a Member upon the appointment of his or her successor.
- h) A person appointed to fill the vacancy occurring by reason of the expiration of the term of office of a Member shall hold office for a term of three years.
- i) No person may be reappointed as a Member after they have completed nine years of continuous service. However, following a break in continuous service of at least oneyear, the same person may be reappointed as a Member of the Corporation.

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- j) If a Member is appointed to fill the balance of a term (by virtue of resignation, death, or other), or appointed by virtue of Article 5 h), that member's maximum years of service may not exceed nine years of service.
- k) No employee, or spouse, child, parent, brother or sister of an employee, of the Corporation, York Care Centre Inc. or York Developments Inc., or employee of the Department of [the Department of Social Development](#), or member of the Legislative Assembly of New Brunswick, or Health Care professional delivering health care services to the residents of York Care Centre Inc. or York Developments Inc., or receiving a retainer from York Care Centre Inc. or York Developments Inc., shall be eligible for appointment as a Member.
- l) No spouse, child, parent, brother, or sister of any Member or Director of the Corporation shall be eligible for appointment as a Member.
- m) In the appointment of new Members, the Members of the Corporation shall recognize that York County Properties Inc. has been established by a special act of the New Brunswick Legislature, with public assets, to render services of a charitable and benevolent nature, to operate rest and convalescent homes. In that regard, new Members shall be chosen, to ensure the efficient operation of the Corporation and its affiliates, and to reflect the composition of the population of the service area.
- n) A person appointed as a member of the Board will be expected to serve on Committees of the Board unless so exempted by the Chair of the Board.

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6. BOARD OF DIRECTORS

- a) The Board shall consist of the Members of the Corporation, except as stated in Article 16 c).
- b) Officers, Chairs and Members of Standing Committees are to be appointed for a two year term from the membership of the corporation. They may be re-appointed at the end of their two year term for a further two year term and a turnover after four years is encouraged.
- c) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.
- (2) Conflict of Interest:
 - (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
 - (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or

she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.

- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

7. REGULAR MEETINGS OF THE BOARD

- a) Meetings of the Board may be held either at York County Properties Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
 - (1) Invitation by the Chair.
 - (2) Invitation by a resolution of the Board.

8. QUORUM OF BOARD AND COMMITTEES

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

9. ATTENDANCE AT MEETINGS

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

10. CHAIR

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

11. SPECIAL MEETINGS OF THE BOARD

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

12. VOTING

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, including the election of Members, Directors, Officers, Chair, or other such individual, or matters relating to the status of such individuals, a ballot may be held if so demanded by any Member or Director present.

13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES

- a) The Members shall elect the Chair, Vice-Chair, Secretary, and Treasurer of the Board at the Annual Members Meeting.
- b) The Secretary shall be responsible for the election duties set forth in these Bylaws.
- c) The Standing Committees of the Corporation shall be:
 - (1) Executive
 - (2) Finance and Administration
 - (3) Care Services
 - (4) Governance and Audit
 - (5) Ethics and Research

14. COMMITTEES OF THE BOARD

- a) At the Annual Members Meeting and following the election of the Members and Officers of the Corporation, the Chair of the Governance and Audit Committee will submit the recommendations

of the Committee for the Chair of each Standing Committee not provided for by Bylaw, and thereafter, the Members shall elect the Chair of each Standing Committee to take office immediately following the Annual Members Meeting.

- b) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- c) Each standing Committee of the corporation shall develop Terms of Reference to be reviewed by the Governance and Audit Committee and approved by the Board.
- d) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- e) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- f) The Board may dissolve any Special Committee at any time.
- g) The Committee Chair, with the approval of the Board, may appoint community members, of the Board to the committee he/she chairs. A community member shall have the same privileges as a regular Board member, but only at the committee level. A community member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- h) The following shall be members of the appropriate committees:

(1) Executive Committee

- (i) The Chair who shall chair the Committee.
- (ii) The Vice-Chair who shall serve as Chair in the Chair's absence.
- (iii) The Secretary.
- (iv) The Treasurer.
- (v) The Past Chair of the Board.
- (vi) The Chair of the Finance and Administration Committee
- (vii) The Chair of the Care Services Committee.
- (viii) The Chair of the Governance and Audit Committee.
- (ix) The Chair of the Research and Ethics Committee.

(2) Finance and Administration Committee

- (i) The Treasurer who shall be the Chair of the Committee

(3) Care Services Committee

- (i) A Chair appointed by the Board from within its membership.

(4) Governance and Audit Committee

- (i) A Chair appointed by the Board from within its membership.

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- (ii) The Secretary of the Board.
 - (iii) No less than two Board members who are not on the Executive Committee.
- (5) Ethics and Research Committee
- (i) A Chair appointed by the Board from within its membership.
- Standing Committees shall have at least two other Board Members in addition to the Chair.

15. EXECUTIVE COMMITTEE

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 28, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings.

Deleted: ; and during the months in which the Board does not hold regular meetings.

16. PROCEDURES

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

17. DUTIES OF THE CHAIR

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.

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

18. DUTIES OF THE VICE-CHAIR

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties, as the Board may direct.

19. DUTIES OF THE TREASURER

The Treasurer of the Corporation shall:

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

Deleted: Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.

20. DUTIES OF THE SECRETARY

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.

- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
 - (1) A copy of the Special Act and copy of the incorporation and any amending statutes and copies of all Bylaws.
 - (2) The names of all persons who are or have been members of the Corporation.
 - (3) The address of every person while a Member.
 - (4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

21. BONDING

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

22. PROTECTION OF DIRECTORS

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York County Properties Inc., hereinafter referred to as the Director or Member, shall assume office on the express understanding, agreement and condition that every Director or Member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or Member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or Member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, Member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or

deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own willful neglect or default.

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

23. BANKING

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

24. EXECUTION OF CONTRACTS

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

25. CORPORATE FUNDS

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

26. OTHER SERVICES

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means. The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

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

27. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

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

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York County Properties Inc.

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

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York County Properties Inc.

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

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28. RESERVE OR TRUST FUNDS

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

29. AMENDMENT OF BYLAWS

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

30. REPEAL

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw Number 1 without prejudice to any action theretofore taken hereunder.

31. COMING INTO FORCE

This Bylaw shall come into force on **January 12, 2022** through a Board of Directors Meeting of the Corporation.

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Enacted this **12 day of January 2022**.

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WITNESS the Corporate Seal of the Corporation.

CHAIR

SECRETARY



Governance & Audit Committee - Annual Work Plan 2025-26

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

Centre of Excellence

- Develop and Promote the Centre of Excellence Model
 - ~~Conduct a sector wide needs assessment and gap analysis.~~
 - ~~Develop a role definition for the Centre of Excellence which may include the provision of education, management support services, expert guidance, etc.~~
 - Secure resources and partnerships to support operations of the Centre of Excellence
 - Consider a formal accreditation process

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

Operational Excellence

- General Administration
 - Official Launch of the 2025-2030 Strategic Plan
 - Update Communication Plan for 2025-26 to support the strategic plan.
 - Year 2 of a 3-year plan to update all policies

Section 4 - Issues & Accomplishments from 2023/24

- Review of the Year End Audited and Unaudited financial statements and the auditors' report.
- Quarterly reporting from the Chief Executive Officer
- Reviewed the results of the Nursing Home Inspection Report.
- Conducted an annual board evaluation as well as evaluations of each sub-committee meeting.
- Board Recruitment strategy developed which resulted in the appointment of two new board members.
- Review of board policies- Board/CEO Linkage and Governance policies.
- Developed a Monitoring Framework for accomplishment of the approved Ends.
- Review and revision of bylaws for York Developments Inc. and York Country Properties Inc.
- Amended policy regarding York Foundation board representation
- Recommendations for Board Officer and Committee Chairs prepared for board consideration.

Section 5 - Issues to Consider for Upcoming Year

- Generally strong results on committee evaluation.
- Board policy review – Executive Limitation policies.
- Annual board evaluation – is there a better way?
- Board Education – potential topics and timing
- Review of committee terms of reference given our new strategic plan
- Monitor the launch of the strategic plan
- Relationship with the Foundation - service level agreement
- What items should the CEO report on to the Governance Committee – my written reports have been quite slim.

Section 6 - Committee Membership

- Lyne St-Pierre-Ellis, Chair
- Tracey Burkhardt
- Andrea Seymour
- Donna Curtis Maillet
- Bryanna White-Aubé
- Jane Matthews-Clark
- Marjorie Belzile – ex officio
- Geri Geldart, ex officio

Section 7 - Proposed Workplan for Governance and Audit Committee

Meeting	Date	Reports and Documents
Q1	Thursday, Sept 11, 2025 @ 5:30 PM	<ul style="list-style-type: none"> • Policy review – Executive Limitations – 4 policies • Planning – Board Education Sessions • High level review of committee responsibilities in light of new strategic plan (reference bylaws and current terms of reference). • DSD Inspection Report • Communication Plan / Launch of Strategic Plan
Q2	Tuesday, Oct 28, 2025 @ 5:30 PM	<ul style="list-style-type: none"> • Policy review – Executive Limitations – 4 policies • Board evaluation – process and methodology • Service Level Agreement with YCF
Q3	Tuesday, Feb 3, 2026 @ 5:30 PM	<ul style="list-style-type: none"> • Policy review – Executive Limitations – 3 policies • Board membership – terms of office • Board Executive and Committee Chairs for 2024-25 • New Board member appointments.
Q4	Tuesday, April 28, 2026 @ 5:30 PM	<ul style="list-style-type: none"> • Policy review – as needed. • Operational Policy Review – status report • Recommendations from Board Evaluation
June meeting	Monday, June 8, 2026 @ 5:30 PM	<ul style="list-style-type: none"> • Year End Financial Statements and Auditors Report • Recommendation – Appointment of Auditors • Recommendation – Approval of Annual Report • Recommendations – Board Appointments



GOVERNANCE & AUDIT COMMITTEE

Terms of Reference

Background

The Governance & Audit Committee is a standing committee established by the Board of Directors in compliance with its corporate bylaws.

Purpose

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.

Scope

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.

Structure

Reporting to the Board, the membership of the committee includes the committee chair and a minimum of two additional board members appointed by the board. The committee may add community members. The President and CEO and other appropriate members of the senior leadership team may attend as requested by the committee chair. Other guests may be invited at the discretion of the committee chair. All committee members will be appointed for a two- year term, with the option to serve additional terms.

Quorum

A quorum shall consist of at least 50% of the members.

Meeting Frequency

The Committee will meet at least quarterly, or at the request of the Chair.

Approved: November 2022

BRIEFING NOTE

To: Members – Governance and Audit Committee

From: Geri Geldart, President and CEO

Date: September 4, 2025

RE: Board Committee Responsibilities

Purpose

To consider changes to the mandate of the board sub-committees.

Background

The Bylaws for York Care Centre identify five board subcommittees - Executive Committee, Finance and Administration Committee, Care Services Committee, Governance and Audit Committee, and Research and Ethics Committee

The bylaws are silent on the role of each committee. The terms of reference of each committee outline the specific mandates. The Governance and Audit Committee is responsible for developing recommendations regarding “the roles and responsibilities of the Board of Directors, Committees and officers.”

Recent development should be considered by the Governance and Audit Committee to determine if any change should be made to the terms of reference of the committees:

1. Research and Ethics Committee is responsible to make recommendations to the Board to ensure that ethical standards and research activities reflect the vision, mission and values of the organization. Most of the duties of this committee relate to research initiatives and the organizational infrastructure which supports research. With the reduced activity in the Centre for Innovation and Research in Aging, the work of this committee will be somewhat limited. Of course, this may change if research activity resumes.
2. The Finance and Administration Committee is responsible for oversight of financial activities (budgeting, reporting) as well as human resources and overall administration – which include infrastructure. This is a very busy committee.
3. As one of the three strategic priorities in the new plan, the development of the Centre of Excellence Model will be a key activity requiring board oversight. The remaining two pillars (Resident of Choice and Employer of Choice) fit naturally with the Care Services Committee or the Finance and Administration Committee. The Centre of Excellence pillar should be assigned to a specific board sub-committee.

Recommendation:

1. That the Governance and Audit Committee consider expanding the role of the Research and Ethics Committee to include oversight responsibility for the Centre of Excellence strategic plan pillar.
2. That no change be made to the Finance and Administration Committee.

Attachment

Terms of Reference – Research and Ethics Committee



RESEARCH & ETHICS COMMITTEE

Terms of Reference

Background

The Research and Ethics Committee is a standing committee established by the Board of Directors in compliance with its corporate bylaws.

Purpose

The purpose of the Committee is to make recommendations to the Board to ensure that ethical standards and research activities reflect the Vision, Mission and Values of the organization.

Scope

The Committee is focused on providing an academic/research environment that promotes professional development and stimulates research activity combined with and applied to a full suite of long-term care services. The work of the committee includes:

1. Ensuring appropriate policies are in place that respect the ethical standards of the organization as well as applicable privacy legislation.
2. Reviews the Code of Ethics on an annual basis and making recommendations to the Board if changes are required.
3. Reviewing policies proposed by the President & CEO related to ethical and research matters and recommending those that it supports for approval by the Board of Directors.
4. Encouraging innovation, health promotion and knowledge transfer through the following:
 - Increase involvement in research activities that focus on promotion and improving the social, emotional and physical well-being of seniors
 - Fostering relationships with researchers, stakeholders and members of the community
 - Promoting and supporting the translation and transfer of research outcomes, new knowledge and innovation to the betterment of the aging population.
5. Reviewing and approving proposed research initiatives; monitor related President and CEO actions in support and, when necessary, recommending action for the Board's consideration.
6. Monitoring adherence to the Code of Ethics and initial goals and objectives based on staff responsibilities of all research projects and, when necessary, recommend remedial action for the Board's consideration.
7. Ensuring that research activity remains focused on aging and/or long-term care.

Structure

Reporting to the Board, the membership of the committee includes the chair, and a minimum of two additional board members appointed by the board. The President and CEO and other appropriate members of the senior leadership team attend as non-voting members. Other guests may be invited at the discretion of the committee chair to support discussion. The Committee may add community members.

All committee members will be appointed for a two-year term, with the option to serve additional terms.

Quorum

A quorum shall consist of at least 50% of the members.

Meeting Frequency

The Committee will meet at least quarterly, or at the request of the Chair.

Approved: November 8, 2022

BRIEFING NOTE

To: Members – Governance and Audit Committee

From: Geri Geldart, President and CEO

Date: September 5, 2025

RE: Board Policy Review

Purpose

To provide background for the review of four of the Executive Limitation 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. *Executive Limitation policies* set boundaries on executive authority, defining the acceptable means and methods for achieving the Ends defined by the board. Executive Limitations Policies help ensure that the organization operates within ethical, legal, and prudential constraints. These policies limit the means by which Ends shall be achieved.

York Care Centre currently has eleven policies that address executive limitation, all of which will be reviewed over the course of three meetings of the Governance and Audit Committee.

During the Quarter 1 meeting we will review the following policies:

- Gov-Exec-A-405 Asset Protection
- Gov-Exec-C-410 Communication and Support to the Board
- Gov-Exec-E-420 Emergency Planning
- Gov-Exec-E-425 Emergency President & CEO Replacement

I have taken the liberty of making changes for your consideration. The changes typically fall within the following categories:

- All policies now use the “shall not” framing that is fundamental to the Carver model, making them true limitations.
- Risk Management – incorporated more specific detail regarding the elements of risk to be addressed.
- More specific details which would allow the board and the CEO to understand the expectations of the policy and, in particular, more clearly defining what constitutes non-compliance.

Attachment

Board Policy Manual - Table of Contents.

YORK CARE CENTRE CORPORATE GOVERNANCE POLICIES INDEX

Governance Process

Gov-A-100	Assessment: Board Chair and Members	Feb 18, 2025
Gov-B-105	Board Committee Principles	Nov 28, 2022
Gov-B-110	Board Responsibility	Feb 18, 2025
Gov-B-112	Board Members Acknowledgement of Role & Responsibility	Feb 18, 2025
Gov-B-115	Board Members Code of Conduct	Feb 18, 2025
Gov-B-120	Board Membership Skill Matrix	Feb 18, 2025
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	Feb 18, 2025
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	Feb 18, 2025
Gov-T-185	Timeline for Board Submissions	Feb 18, 2025

Board President & CEO Linkage

Gov-Link-A-310	Accountability – President & CEO	Nov 18, 2024
Gov-Link-D-320	Delegation to the President & CEO	Nov 18, 2024
Gov-Link-M-340	Monitoring President & CEO Performance	Nov 18, 2024
Gov-Link-U-350	Unity of Control	Nov 18, 2024

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

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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: Executive Limitation

Date Issued: November 30, 2009

Title: ASSET PROTECTION

Page: 1 of 1

Approved by: Board of Directors

Gov-Exec-A-405

Date Reviewed/Revised: 09/12; 05/15; 01/21

Policy:

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

Procedure:

The President & CEO shall:

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

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: ASSET PROTECTION	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-A-405
Date Reviewed/Revised: 09/12; 05/15; 01/21; 09/25	

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Policy:

The President & CEO shall ~~not allow organizational assets to be unprotected, subjected to improper use, or inadequately maintained.~~ ~~Accordingly, the President & CEO shall not:~~

1. ~~Fail to prudently insure against theft, inventory, and property losses to at least an amount sufficient to replace the asset and against liability losses to Board members, staff, and the organization.~~
2. ~~Fail to ensure that a comprehensive risk management system is in place which:~~
 - a. ~~Identifies, assesses and monitors operational, financial and strategic risks~~
 - b. ~~Updates risk assessments at least annually~~
 - c. ~~Includes risk mitigation strategies.~~
3. ~~Fail to ensure that appropriate security measures are in place to meet or exceed any applicable standards and to ensure the security of all:~~
 - a. ~~Physical operating assets,~~
 - b. ~~Information systems,~~
 - c. ~~Resident personal belongings and confidential information,~~
 - d. ~~Medication systems,~~
 - e. ~~Financial assets and accounting systems in the care and control of York Care Centre.~~
4. ~~Permit the use of organizational assets for:~~
 - a. ~~Personal benefit of staff, board members or their families without appropriate authorization,~~
 - b. ~~Purposes unrelated to organizational mission and approved activities,~~
 - c. ~~Political activities or partisan political purposes.~~
5. ~~Fail to maintain assets through:~~
 - a. ~~Regular preventive maintenance programs for equipment and facilities~~
 - b. ~~Timely replacement of obsolete or unsafe equipment~~
 - c. ~~Adequate backup systems for critical operations~~
 - d. ~~Environmental controls protecting assets from damage~~
6. ~~Neglect to establish adequate internal controls including:~~
 - a. ~~Segregation of duties for financial transactions~~
 - b. ~~Approval protocols for significant expenditures and contracts~~
 - c. ~~Inventory management and tracking systems.~~
7. ~~Allow technology systems to operate without:~~
 - a. ~~Current cybersecurity protections including firewalls, anti-virus, and intrusion detection~~
 - b. ~~Regular data backups stored securely off-site~~
 - c. ~~Disaster recovery capabilities for critical systems.~~

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Procedure:

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**YORK CARE CENTRE
Corporate Governance Policy**

Type: Executive Limitation

Date Issued: November 30, 2009

Title: ASSET PROTECTION

Page: 1 of 1

Approved by: Board of Directors

Gov-Exec-A-405

Date Reviewed/Revised: 09/12; 05/15; 01/21; 09/25

Policy:

The President & CEO shall not allow organizational assets to be unprotected, subjected to improper use, or inadequately maintained. Accordingly, the President & CEO shall not:

1. Fail to prudently insure against theft, inventory, and property losses to at least an amount sufficient to replace the asset and against liability losses to Board members, staff, and the organization.
2. Fail to ensure that a comprehensive risk management system is in place which:
 - a. Identifies, assesses and monitors operational, financial and strategic risks
 - b. Updates risk assessments at least annually
 - c. Includes risk mitigation strategies,
3. Fail to ensure that appropriate security measures are in place to meet or exceed any applicable standards and to ensure the security of all:
 - a. Physical operating assets,
 - b. Information systems,
 - c. Resident personal belongings and confidential information,
 - d. Medication systems,
 - e. Financial assets and accounting systems in the care and control of York Care Centre.
4. Permit the use of organizational assets for:
 - a. Personal benefit of staff, board members or their families without appropriate authorization,
 - b. Purposes unrelated to organizational mission and approved activities,
 - c. Political activities or partisan political purposes.
5. Fail to maintain assets through:
 - a. Regular preventive maintenance programs for equipment and facilities
 - b. Timely replacement of obsolete or unsafe equipment
 - c. Adequate backup systems for critical operations
 - d. Environmental controls protecting assets from damage
6. Neglect to establish adequate internal controls including:
 - a. Segregation of duties for financial transactions
 - b. Approval protocols for significant expenditures and contracts
 - c. Inventory management and tracking systems.
7. Allow technology systems to operate without:
 - a. Current cybersecurity protections including firewalls, anti-virus, and intrusion detection
 - b. Regular data backups stored securely off-site
 - c. Disaster recovery capabilities for critical systems

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: COMMUNICATION AND SUPPORT TO THE BOARD	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-C-410
Date Reviewed/Revised: 01/14; 01/20	

Policy:

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

Procedure:

The President & CEO shall:

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

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: COMMUNICATION AND SUPPORT TO THE BOARD	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Exec-C-410
Date Reviewed/Revised: 01/14; 01/20; 09/25	

Policy:

The President & CEO shall not permit the Board to be uninformed or unsupported in its work. Accordingly, the President & CEO shall not:

1. Fail to submit monitoring data required by the Board (see the Board's Ends policies and the policy on Monitoring President and CEO Performance) in a timely, accurate and understandable fashion, directly addressing the requirements of Board policies being monitored.
2. Fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board decisions.
3. Withhold information about material external and internal changes, particularly in the assumptions upon which any Board policy had previously been established.
4. Delay reporting any actual or anticipated non-compliance with any policy of the Board beyond 30 days of discovery.
5. Neglect to advise the Board if, in the President & CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-President & CEO Linkage, particularly in the case of Board behavior that is not conducive to the good working relationship between the Board and the President & CEO.
6. Fail to protect York Care Centre's public image and credibility through appropriate public relations and communication, or to keep the Board and the Department of Social Development informed of anticipated adverse media coverage or public relations challenges which could affect organizational reputation.
7. Communicate individually with board members about matters requiring board attention, except when fulfilling individual requests for information or responding to officers or committees duly charged by the Board.

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YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: COMMUNICATION AND SUPPORT TO THE BOARD	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-C-410
Date Reviewed/Revised: 01/14; 01/20; 09/25	

Policy:

The President & CEO shall not permit the Board to be uninformed or unsupported in its work. Accordingly, the President & CEO shall not:

1. Fail to submit monitoring data required by the Board (see the Board's Ends policies and the policy on Monitoring President and CEO Performance) in a timely, accurate and understandable fashion, directly addressing the requirements of Board policies being monitored.
2. Fail to marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board decisions.
3. Withhold information about material external and internal changes, particularly in the assumptions upon which any Board policy had previously been established.
4. Delay reporting any actual or anticipated non-compliance with any policy of the Board beyond 30 days of discovery.
5. Neglect to advise the Board if, in the President & CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-President & CEO Linkage, particularly in the case of Board behavior that is not conducive to the good working relationship between the Board and the President & CEO.
6. Fail to protect York Care Centre's public image and credibility through appropriate public relations and communication, or to keep the Board and the Department of Social Development informed of anticipated adverse media coverage or public relations challenges which could affect organizational reputation.
7. Communicate individually with board members about matters requiring board attention, except when fulfilling individual requests for information or responding to officers or committees duly charged by the Board.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: EMERGENCY PLANNING	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-E-420
Date Reviewed/Revised: 01/14; 10/20	

Policy:

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

Procedure:

The President & CEO shall:

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

YORK CARE CENTRE
Corporate Governance Policy

Type: Executive Limitation	Date Issued: November 30, 2009
Title: EMERGENCY PLANNING	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-E-420
Date Reviewed/Revised: 01/14; 10/20	

Policy:

The President & CEO shall ~~not allow York Care Centre to operate without a comprehensive emergency preparedness plan that protects residents, employees, visitors and organizational assets. Accordingly, the President & CEO shall not,~~

1. ~~Operate without current emergency plans which address:~~
 - ~~Natural disasters and severe weather events~~
 - ~~Fire, power outages and infrastructure failures,~~
 - ~~Infectious disease outbreaks,~~
 - ~~Security threats and workplace violence~~
 - ~~Cyber security incidents and data breaches~~
 - ~~Supply chain disruptions affecting resident care,~~
2. ~~Fail to ensure emergency plans include:~~
 - ~~Clear command structure and communication protocols~~
 - ~~Resident evacuation and shelter-in-place procedures~~
 - ~~Staff deployment and back-up coverage plans~~
 - ~~Coordination protocols with emergency services~~
 - ~~Business continuity measures for essential operations~~
3. ~~Allow more than 12 months to pass without conducting emergency drills testing each type of emergency scenario.~~
4. ~~Fail to maintain current emergency supplies and equipment sufficient for a minimum 72-hours period of operations.~~
5. ~~Neglect to train key personnel in emergency procedures.~~
6. ~~Fail to coordinate emergency plans with local emergency services and other relevant organizations.~~
7. ~~Allow emergency contact lists and communication systems to become outdated or non-functional.~~

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YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: EMERGENCY PLANNING	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Exec-E-420
Date Reviewed/Revised: 01/14; 10/20; 09/25	

Policy:

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 - Fire, power outages and infrastructure failures,
 - Infectious disease outbreaks,
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 - Cyber security incidents and data breaches
 - Supply chain disruptions affecting resident care
2. Fail to ensure emergency plans include:
 - Clear command structure and communication protocols
 - Resident evacuation and shelter-in-place procedures
 - Staff deployment and back-up coverage plans
 - Coordination protocols with emergency services
 - Business continuity measures for essential operations
3. Allow more than 12 months to pass without conducting emergency drills testing each type of emergency scenario.
4. Fail to maintain current emergency supplies and equipment sufficient for a minimum 72-hours period of operations.
5. Neglect to train key personnel in emergency procedures.
6. Fail to coordinate emergency plans with local emergency services and other relevant organizations.
7. Allow emergency contact lists and communication systems to become outdated or non-functional.

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: EMERGENCY PRESIDENT & CEO REPLACEMENT	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Exec-E-425
Date Reviewed/Revised: 01/14; 10/20	

Policy & Procedure:

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

Original

YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: EMERGENCY PLANNING	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-E-420
Date Reviewed/Revised: 01/14; 10/20	

Policy:

The President & CEO shall not allow York Care Centre to operate without a comprehensive emergency preparedness plan that protects residents, employees, visitors and organizational assets. Accordingly, the President & CEO shall not;

1. Operate without current emergency plans which address:
 - Natural disasters and severe weather events
 - Fire, power outages and infrastructure failures
 - Infectious disease outbreaks
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YORK CARE CENTRE Corporate Governance Policy	
Type: Executive Limitation	Date Issued: November 30, 2009
Title: EMERGENCY PRESIDENT & CEO REPLACEMENT	Page: 1 of 1
Approved by: <i>Board of Directors</i>	Gov-Exec-E-425
Date Reviewed/Revised: 01/14; 10/20; 09/25	

Policy:

The President and CEO shall not allow the organization to operate without reasonable protection from sudden loss of President and CEO services.

Accordingly, the President and CEO shall not:

1. Fail to maintain a current succession plan that includes:
 - a. At least one qualified internal or external candidate identified for interim leadership
 - b. Clear delegation of authority protocols effective immediately upon CEO incapacity
2. Fail to ensure that designated interim leaders are familiar with:
 - a. Critical operational decisions and contacts
 - b. Board meeting schedules and essential reporting requirements
 - c. Emergency contact protocols for board, key stakeholders and regulatory bodies
 - d.
3. Neglect to establish clear triggers for succession plan activation, including temporary and permanent scenarios.
4. Fail to notify the Board Chair within 24 hours of any circumstance which might require succession plan activation.

BRIEFING NOTE

To: Governance and Audit Committee of the Board of Directors

From: Geri Geldart, President and CEO

Date: September 4, 2025

RE: Board Education and Development Survey Results

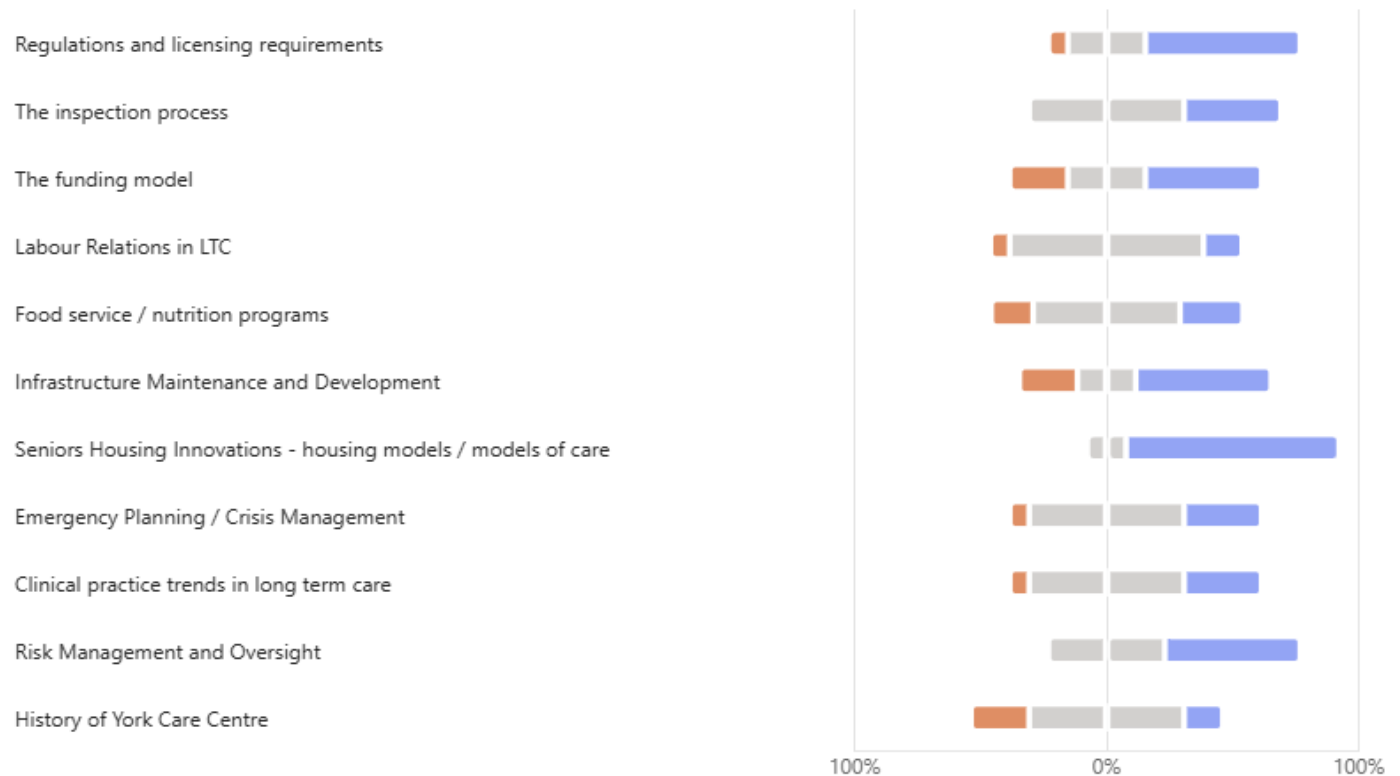
Purpose

The Governance and Audit Committee is responsible for the professional development of members of the Board. A survey was sent to all board members asking for input to help plan relevant and valuable board education for the coming year. Thirteen board members provided replies.

Results

1. Which long-term care governance topics would you be most interested in learning about?

● Not Interested ● Somewhat Interested ● Very Interested



2. Are there any specific emerging trends or challenges in long-term care that you would like to explore through education?

Addressing workplace shortages, aging at home programs, improving quality indicators, use of technology to reduce social isolation...

Trend in government directly prioritizing admissions without regard to the mix of residents in the nursing home or workload impact to the nursing home.

The “aging in place” model is certainly a model that I’d like to learn more about. WHO provides medical care for this group? Family doctor on a house visit.

Technology trends to facilitate long-term care

Housing models, dementia care

There is a greater focus being placed on services for seniors still living in their homes and 'part-time' care options that nursing homes/centers can help provide. How can York Care help and be a leader in helping other centers fill this gap in their communities?

Population requirements for long term care for the next 10 years? 20 years?

How can AI improve efficiency in a long-term care home (cleaning/sanitization, medication, staffing, maintenance & repair, patient care).

3. Are there any specific questions about long-term care governance that you would like addressed through an education session?

What can we offer to improve working conditions, finding ways to empower families to be actively engaged in their family member's care

Defined roles of GNB departments vs association vs delivery arm.

Models of governance in other provinces -- perhaps we may see a solution to our centre of excellence question

Updated funding model?

4. Is there anything else you would like us to consider when planning board education opportunities?

Going off campus to observe others is always a great opportunity for education
My interest is varied, however I limited “ very interested” to those items that I think are oversight issues. I am most interested in all topics, but most are operational rather than strategic or oversight. If that doesn’t make sense to you....ask me!
I like the idea of learning with other boards, more shared experiences, examples to discuss.
Please incorporate these opportunities into our existing calendar of events and meetings. Several of us on the board work full time now and don't have as much flexibility as our retired members.
Being new to the Board, I don't have the same level of knowledge that others may have. All of the options for education above sound very interesting and like good options. I expect some topic may require a bit more than a brief session so the half-day (s), site visits, or conference attendance might be good options.
Updates on current and arising trends.

5. Which education formats would you find most engaging?

Guest speakers at a board meeting	Education session before a board meeting (30-45 minutes)	Half-day board education session	Site visits to other long-term care facilities	Conference attendance	Evening education session - not on same night as board meeting.	Joint education session with the boards of other long-term care boards
11 (85%)	10 (77%)	4 (31%)	9 (69%)	7 (54%)	5 (38%)	7 (54%)

Discussion Points

- The topics which are of most interest are:
 - Seniors housing innovations
 - Regulations and licensing
 - Risk Management and oversight
 - Infrastructure maintenance and development
- The open-ended question regarding trends and challenges also brought out topics such as:
 - Use of technology in long term care and aging care
 - Aging in Place strategics
 - Use of AI in long term care
- Regarding Governance topics,
 - Models of governance in other provinces
 - The roles of NBANH, DSD and long term care facilities
- Regarding preferred format(s) for learning
 - Guest speakers at board meetings
 - Short education session before the board meeting
 - Site visits to other long term care facilities

Recommendation

That, based on the results of this survey and the experience of the committee members, the Governance and Audit Committee provide a recommendation to the Board regarding the topic(s), format and schedule for board education.