

NANAIMO & DISTRICT HOSPITAL FOUNDATION

GOVERNANCE COMMITTEE

October 12, 2018 @ 3.00pm – 4.30pm

*Boardroom in the former NDHF office
1801 Bowen Road, Madsen Centre*

AGENDA

1. Call to Order – Chair Leslie Sundby
2. Approval of the Agenda (A)
3. Terms of Reference – BW 15F (A)
4. Review of BW10A (BW14E) – Governance Champion (A)
5. Review of BW10B – Board Governance Workplan, Budget & Calendar (A)
6. Review of BW15D – Board Planning Committee (A)
7. Review of BW9 – Principles of Policy Based Governance (A)
8. Review of BW13B – In Camera Sessions (A)
9. Governance Committee Calendar (D)
10. Board Agenda – format and timelines (D)
11. Board Education Day (D)
12. Future Meeting Dates (D)
13. Adjournment

Key: (A) – Action

(D) – Discussion

(I) – Information

Policy Type: Board Work Policy Name: Governance Committee Terms of Reference	Policy Number: BW 15F Date of Acceptance of Policy: TBD
Date to Review Policy: Annually	Date Policy Reviewed: October 12, 2018 Date Policy Revised: October 12, 2018

Purpose of the Committee:

The purpose of the Committee is to ensure the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, monitoring of Board activities, and evaluation of board members' performance. The Committee will ensure the Board is able to govern the Foundation effectively by:

1. The creation, review, and monitoring of Board Policies and Procedures, particularly as they relate to the roles, duties, and responsibilities of the Board, Committees, individual Directors, and the CEO;
2. The provision of orientation, training, coaching, and mentoring for Board Directors so they may develop their own skills as Board members
3. Making sure all Board members feel confident in their knowledge of the Foundation's Vision, Mission, Values, Budget, and Ends.
4. Ensuring an annual assessment of the Board's strengths and weaknesses through Board and Committee evaluations
5. Reviewing and updating, where necessary, the Foundation Bylaws
6. Monitoring Board compliance with policies BW9 – Principles of Policy Based Governance, and BW10 – Governing Style, and recommending corrective action when necessary
7. Providing an orientation to policy governance, and the Board's policy manual, at the annual orientation for new Board members
8. Working with the Board Chair and CEO to plan the outcomes and agendas of Board Planning sessions, typically held each year.
9. Ensuring Board Planning sessions provide an opportunity for the Board to review, discuss, and recommend changes to the Foundation Strategic Plan, review Ends Policies, address Board Learning and Orientation, and identify Board initiatives and focus for the upcoming year.
10. Providing Directors with all information and documents to ensure they are adequately prepared and able to fully participate in the session

11. Providing a Committee Report at each Board meeting.

Duration of the Committee: The Committee is a Standing Committee of the Board

Chair of the Committee: The Board Chair shall recommend the Chair of the Governance Committee from the current Directors to the Board for approval.

Committee membership:

- a) In addition to the Chair of the Committee, a minimum of two other Directors shall be appointed to the Committee by the Board
- b) Each member will serve on the Governance Committee until the next Governance Committee is formed after the AGM
- c) The Board Chair and CEO are ex-officio members of the Committee

Requirements of the Committee for CEO/Staff time:

- The CFO will provide support to the Committee

Budget requirements:

- The Chair of the Governance Committee will recommend to, and seek approval from the Board for, any costs associated with meetings, Director development, and Director and Board evaluation.

Reporting obligations:

- The Governance Committee will report its deliberations to the Board through its minutes and through the Committee Chair in a report to the Board at each Board meeting

Policy Type: Board Work Policy Name: Chair, Governance Champion Committee Role	Policy Number: BW 10A14E Date of Acceptance of Policy: October 2, 2010
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 October 12, 2018 Date Policy Revised: January 17, 2017 October 12, 2018

Responsibilities of the ~~Governance Champion~~Chair, Governance Committee;

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- Monitoring Board compliance with the current governing model and recommending corrective action when necessary
- Responding to questions about the Board governance model and how it impacts specific situations from time to time
- Ensuring all Board Policies are reviewed annually
- Providing an orientation to the Board's policy governance model, and leading the policy review process at the annual Board orientation for new Board members

~~• Leading the annual Making recommendations to the Board regarding the Board Evaluation Process process, including a review and/or update of the Board's "The "Ends" Policies to ensure define what we want the organization to accomplish thus the most basic Board evaluation question the Board is achieving is; are we meeting the "Ends" as we have stated,? and However, that the Ends are still would be insufficient in that, as a Board, we must also continually examine whether or not we have defined the appropriate and adequately defined ends.~~

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~~• As looking at "Ends" or results is by its nature retrospective, we also need to evaluate how well we are currently functioning and how well we are positioned to perform in the future. Those things are defined in the "Board Job Description" (Board Policy BW-1) – Board Job Description, will provide reference for the Therefore, the instrument for Board Evaluation, will be based on the requirements of BW 1.~~

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The Board Evaluation Plan should ~~will~~ include:

1. A self-evaluation of the Board by the Board Members;

2. An ~~special~~ evaluation by the ~~President~~ CEO focusing on how well the Board ~~is doing in providing~~ esing them ~~him/her~~ with ~~adequate~~ direction and feedback. [

- ~~• Leading the Board Evaluation Process. At least annually, the Board will set aside part of a Board meeting to discuss and monitor the Board's own progress. The responsibility for ensuring a fair, balanced discussion rests with the Governance Champion.~~

Policy Type: Board Work Policy Name: Board Governance Work Plan, Budget and Calendar	Policy Number: BW 10B Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 <u>October 12, 2018</u> Date Policy Revised: January 17, 2017 <u>October 12, 2018</u>

The Board believes that excellence in governance requires a plan of annual activities with a commensurate commitment of resources. The Board Governance Committee develops such a work plan with an annual budget that commits resources to support the governance process and activities. ~~The work plan is reflected on the calendar and then on each Board meeting agenda.~~

1. The Board Governance Committee develops and submits an annual Board work plan and budget to the Board for approval. Once approved, the CEO ensures the work plan is ~~President which is then~~ incorporated into the Foundation's financial plan and budget.
2. The Board work plan will include such items as:
 - a) Board Director Orientation
 - b) Strategic Planning/Board Retreat
 - e) Board Learning
 - d) Links to the Membership and Community
 - e) Policy Review
 - f) Board/Chair support
3. The Board meeting agenda incorporates the details of the work plan.
4. A Board calendar will be developed outlining the following activities:
 - Board Meetings: Ddate/Ttime/Pplace
 - Executive LimitationsExpectations Monitoring Schedule
 - Policy Review
 - Consent Items
 - Ends Policies Discussion
 - Links to Membership and Community
 - Board Committees
 - Board Learning
 - Board Governance Plan
 - Other

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5. The Board ~~is the initial reactor to, and arbitrator of,~~ will receive and address all stakeholder complaints and disputes that relate to Board Work.

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Policy Type: Board Work Policy Name: Board Planning Committee Terms of Reference	Policy Number: BW 15D Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

Task(s) of the Committee:

1. ~~To w~~Work with the ~~President~~CEO, Board Chair and Governance ~~Champion~~Chair to plan the outcomes and agenda of the Board Planning session.
- 2.1. _____ The Board Planning session will be held annually either as a Board retreat or as a special ~~B~~board meeting.
- 3.2. _____ ~~To work with the Board This will be an opportunity for the Board~~ to review/discuss/recommend changes to the Foundation Strategic Plan, review Ends Policies, address Board Learning/orientation, and identify any Board initiatives/focus for the upcoming year.
- 4.3. _____ ~~To assist~~ involve Directors in preparing for and participating in the session by providing an agenda and other materials as required, prior to the meeting
- 5.4. _____ Report committee progress to each Board meeting
- 6.5. _____ Ensure follow up report and evaluation are complete for the session
- 7.6. _____ Make recommendations to the Board for upcoming sessions

Duration of the Committee: Fall to Spring

Chair of the Committee: A Board Director shall be appointed to the Committee by the Board

Committee membership:

- a) The Chair of the Committee and a minimum of two other Directors shall be appointed to the Committee by the Board
- b) Board Chair and President are ex-officio

Requirements of the Committee for President/Staff time:

- Attendance of the President (or her designate) at the planning meetings
- Preparation of materials for the session

- Booking of the meeting room, meals and accommodation (if necessary) for the Directors

Budget requirements:

- ~~Costs for the meeting room, meals, AV requirements, printing of materials, accommodations (if necessary)~~
- ~~Costs for Directors' attendance as per Board budget~~
- ~~Facilitator costs~~
- NOTE: These could all be built into the Board Budget

Reporting obligations:

- To the Board at each Board meeting prior to the session and one after or as required by the Board

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If the Planning Session was to occur once per year in the Spring (before or after the fiscal year end??) items for the Session could be tracked by the CEO as they arise, and the Chair and CEO could put together the agenda for the Meeting just prior. Does it need a Committee?? – Or, is this a task for the Governance Committee?

Policy Type: Board Work	Policy Number: BW 9
Policy Name: Principles of Policy-Based Governance	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 <u>October 12, 2018</u>
	Date Policy Revised: January 17, 2017 <u>October 12, 2018</u>

The Board understands and agrees to adhere to the principles of policy-based governance.

The principles are:

~~1. The Board is the Trustee for the members.~~

~~2.1.~~ The Board's job is ~~to determining~~ the Ends ~~for of~~ the Foundation; the means is delegated to the ~~President~~CEO.

~~3.2.~~ Policy is written at the broadest value before the decision is made to write more.

~~4.3.~~ The Board delegates its authority rather than reacting and ratifying staff ~~i~~initiatives.

~~5.4.~~ The relationship between the Board and the ~~President~~CEO is empowering and respectful.

~~6.5.~~ The Board manages risk by setting the ~~President's~~CEO's limits, ~~and~~ Executive Expectations, not prescribing action.

~~7.6.~~ ~~President's~~The CEO's performance is monitored against policy criteria.

~~8.7.~~ The Board designs its own processes through policy.

~~9.8.~~ The Board speaks with one voice or not at all.

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Policy Type: Board Work Policy Name: In-Camera Sessions	Policy Number: BW 13B Date of Acceptance of Policy: June 20, 2017
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: <u>October 12, 2018</u> Date Policy Revised: <u>October 12, 2018</u>

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The Board conducts two types of meetings: open Board meetings, and in-camera ~~sessions~~Board meetings.

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In-camera sessions are special meetings (or a portion of a meeting) where the Board of Directors ~~may convenes~~ separately from ~~management staff~~ and/or the public to have candid, off-the-record discussions about matters that are important to the ~~NDHF organization~~Foundation. Matters discussed at in-camera ~~meetings sessions~~ are confidential.

The ~~NDHF~~ Board of Directors will have ~~an an~~ in-camera session as a standing item of regular Board meetings, typically at the end of the agenda. The in-camera session will be in two parts: the first with the CEO, and the second without the CEO, of regular NDHF meetings.

The Board may ~~also~~ choose to move in-camera, or hold special meetings that are not open to the public or Foundation staff members, where it determines it is in the best interest of the Foundation to do so. The Chair may order that the meeting move in-camera, or any Director may request a matter be dealt with in-camera, in which case a vote will be taken. If a majority of the Board agrees, the matter shall be dealt with in-camera.

If a Director feels they have an issue that should be discussed in-camera, ~~whenever possible,~~ they will first discuss it with the Board Chair, ~~whenever possible,~~ prior to the meeting to ensure the issue belongs in-camera and to ensure adequate preparation prior to discussion of the issue.

At the first in-camera session, ~~A~~ attendance is restricted to the Board Directors and the CEO. Guests or counsel may attend an in-camera session upon the request of the Chair and with the consent of the Board. ~~Matters for discussion in this session are anything of a sensitive nature that either the Board or the CEO wish to discuss, for example, complaints, or human resource issues.~~

The following matters may be dealt with in-camera:

- ~~—Matters involving property~~
- ~~—Matters involving litigation~~
- ~~—Significant human resource issues~~

~~—Significant complaint issues~~

~~If t~~The second in-camera session is ~~being~~ held exclusively to discuss CEO performance and/or compensation. T, the CEO will ~~be excused from~~not attending the second in-camera session.

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~~The Board may also choose to move in-camera or hold special meetings that are not open to the public or NDHF Foundation staff members where it determines it is in the best interest of the NDHF Foundation to do so. The Chair may order that the meeting move in-camera or any Director may request a matter be dealt with in-camera in which case a vote will be taken. If a majority of the board Board agrees, the matter shall be dealt with in-camera.~~

~~If a Director feels they have an issue that should be discussed in-camera, whenever possible, they will first discuss it with the Board Chair prior to the meeting to ensure the issue belongs in-camera and to ensure adequate preparation prior to discussion of the issue.~~

~~The following matters may be dealt with in-camera:~~

- ~~• Matters involving property~~
- ~~• Matters involving litigation~~
- ~~• Significant human resource issues~~
- ~~• Significant complaint issues~~
- ~~• Any matter that the Board determines should be the subject of an in-camera session.~~

Minutes of an In-cCamera SMeessionsetings

Minutes should include, at a minimum, the following:

- The place, date, and start time of the meeting;
- The persons present;
- Who served as Chair and Recorder;
- The text of all motions;
- The results of votes on all motions;
- Any formal objections of Directors; and
- The time of adjournment.

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In order to maintain confidentiality, minutes of in-camera sessions should be filed separately from other records and only a restricted list of directors should have access to them.

~~Distribution of Materials for In-Camera Session~~

~~• Materials for in-camera sessions will be marked as confidential and distributed separately from materials for regular board meetings either electronically in advance of the meeting or at the meeting. Materials for in-camera sessions will be collected at the conclusion of the in-camera session and shredded.~~

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Governance Committee Calendar October 2018 to March 2019

Chair: Leslie Sundby

Members: Mike Smith, Greg Phillips

Ex-Officio: Greg Scott, Janice Perrino

Support: Sue Ryan

2018 / 2019 Fiscal Year

October 12, 2018	November 9, 2018	January 4, 2019	March 8, 2019
Bowen Road	Bowen Road	Bowen Road	Bowen Road
3.30 pm	3.30 pm	3.30 pm	3.30 pm
<u>Monitor</u>	<u>Monitor</u>	<u>Monitor</u>	<u>Monitor</u>
<u>Review / Revise</u>	<u>Review / Revise</u>	<u>Review / Revise</u>	<u>Review / Revise</u>
BW9 - Principles of Policy Based Governance	BW14A-D - Officer Roles	BW1 - Board Job Description	E1-6 - Ends Policies
BW13B - In-Camera Sessions	BW15A-E - Committee Terms of Reference (Coordinate)	BW2 & 2A - Roles & Responsibility/Implementation	BPR1-5 -Board/CEO Relationship Policies
BW10A - Governance Champion Role (BW14E?)		BW3 & 3A - Legal Responsibilities & Rights of Directors/Implementation	
BW10B - Board Governance Workplan, Budget & Calendar		BW 4, 4A, 4B - Board Code of Conduct/Implementation/Conflict of Interest	
BW15F - Terms of Reference for Governance Committee		BW5 - Linking to Stakeholders	
BW15D - Board Planning Committee			
BW9 - Principles of Policy Based Governance			
Consider theme/speaker for Board Education Day in Jan/Feb		Confirm Board Education Day with guest speaker TBA	
<u>Reports</u>	<u>Reports</u>	<u>Reports</u>	<u>Reports</u>
<u>Events</u>	<u>Events</u>	<u>Events</u>	<u>Events</u>
	Donor Appreciation - November 21st		Learn for Life - TBD

Governance Committee Calendar April 2019 to December 2019			
Chair: Leslie Sundby		Members: Mike Smith, Greg Phillips	Ex-Officio: Greg Scott, Janice Perrino
Support: Sue Ryan			
2019 / 2020 Fiscal Year			
May 10, 2019	July 5, 2019	September 6, 2019	November 8, 2019
Bowen Road	Bowen Road	Bowen Road	Bowen Road
3.30 pm	3.30 pm	3.30 pm	3.30 pm
<u>Monitor</u>	<u>Monitor</u>	<u>Monitor</u>	<u>Monitor</u>
EE1 - General Guideline	EE4 - Staff Treatment		
EE2 - Counsel to the Board of Directors			
<u>Review / Revise</u>	<u>Review / Revise</u>	<u>Review / Revise</u>	<u>Review / Revise</u>
EE1 - General Guideline	BW7 & 7A - Board Orientation & Checklist		BW14A-D - Officer Roles
EE2 - Counsel to the Board of Directors	BW9 & 9A - Policy Based Governance & Risk Management		BW15A-E - Committee Terms of Reference (Coordinate)
EE4 - Staff Treatment	BW 10, 10B - Governing Style, Workplan, Budget & Calendar		
BW11 - Strategic Planning			
BW12 & 12A - Writing Policy/Implementation			
BW13 & 13A - Managing the Board			
<u>Reports</u>	<u>Reports</u>	<u>Reports</u>	
<u>Events</u>	<u>Events</u>	<u>Events</u>	<u>Events</u>
Donor Appreciation - TBD		Golf for Life - September 6, 2019	Donor Appreciation - November 20, 2019
Run for Life - May 26th		AGM - Immediately following Board Meeting	
		* Election of Board Members	
		Incoming Board Meeting	
		* Appointment of Officers	

NANAIMO & DISTRICT HOSPITAL FOUNDATION
BOARD OF DIRECTORS MEETING
DATE
LOCATION

DRAFT AGENDA TEMPLATE – FOR DISCUSSION PURPOSES

- **Call to Order**
- **Approval of the Agenda** (A)
- **Consent Agenda Items:** (I) (A)
 - Approval of Minutes
 - Chair's Report – G. Scott
 - CEO's Report – J. Perrino
 - CEO Executive Expectations Monitoring Reports
 - Upcoming Events
- **Committee Reports:** (A)
 - Finance Investment & Audit
 - Governance
 - Nominating
- **Policy Review:** (A)
 - List of Policies to be reviewed and approved
- **Board Roundtable:** (I)
 - Previously Links to Membership – Opportunity to discuss community issues and information items
- **Other Business:** (D)
 - List Items to be discussed
- **Next Meeting Dates:** (I)
- **Next Meeting Agenda:** (I)
 - List of items so far
- **In Camera with CEO:**
- **In Camera without CEO:**
- **Adjournment**

(A)– Action

(D) – Discussion

(I) - Information