



For better healthcare it's our place to give

**NANAIMO & DISTRICT HOSPITAL FOUNDATION
GOVERNANCE COMMITTEE**

December 2, 2020

Via Zoom

AGENDA

1. Approval of the Agenda (A)
2. Approval of Minutes: September, 2020 (A)
3. Executive Expectation Monitoring Reports: (A)
None
4. Policy Review: (A)
BW14 – Officer Roles (Policies BW14-14E Condensed)
BW15 – Board Committees (Policies BW15-15F Condensed)
5. Future Meeting Date (I)
Wednesday, March 10, 2021

Key: (A) – Action (D) – Discussion (I) – Information

NANAIMO & DISTRICT HOSPITAL FOUNDATION

Governance Committee

Minutes

Via Email

September, 2020

Present: L. Sundby (Chair) T. Wheeler
G. Phillips S. Ryan
M. Smith J. Perrino
M. Jenkins

Call to Order:

The meeting commenced with an e-mail sent on behalf of the Chair outlining the business to be conducted. The email was sent on Wednesday, September 9, 2020 and is attached as part of the Minutes.

Approval of Agenda:

The agenda was approved as presented.

MOTION: To accept the Agenda as presented
Moved by: L. Sundby, Seconded by: M. Smith
Carried

Approval of Minutes:

The Minutes of June 11, 2020 were approved as presented.

MOTION: To approve the Minutes of June 11, 2020 as presented
Moved by: L. Sundby, Seconded by M. Smith
Carried

Executive Expectation Monitoring Reports:

EE4 – Human Resources Management was prepared by the CEO and reviewed by the Committee. The Committee will recommend approval of this report to the Board at the next meeting.

**MOTION: To accept the EE4 Monitoring Report as presented,
and to recommend approval to the Board.**
Moved by: L. Sundby, Seconded by M. Smith
Carried

Policy Review:

Policies BW7 – Board Orientation, BW9 – Principles of Policy-Based Governance, BW10 – Board Governing Style, and BW10B – Board Workplan, Budget, & Calendar were reviewed and minor changes or an editorial nature were made.

MOTION: To recommend approval of Policies BW7, BW9, BW10 and BW10B as amended, to the Board.

Moved by: L. Sundby, Seconded by: M. Smith

Carried

Future Meeting Dates

Thursday, November 19, 2020

Wednesday, March 10, 2021

Email sent September 29, 2020 on behalf of Leslie Sundby, Chair, Governance Committee

In preparation for the Board meeting on September 29, and in light of a couple of conflicts with the date, we are holding the meeting via email.

Please find attached the agenda, the minutes of the previous meeting in June, the four policies for review, and the Monitoring Report from the CEO on Policy EE4 – Human Resources Management. You'll note there are no changes proposed to Policies BW7, BW9, and BW10, and a very small change to Policy BW10B.

Accordingly, the Committee Chair, Leslie, has made the following motions:

Motion: To accept the Governance Committee Agenda as presented

Motion: To approve the Minutes of the June 11, 2020 Meeting as presented

Motion: To recommend acceptance of the CEO Monitoring Report on Policy EE4 – Human Resources Management, as presented

Motion: To recommend approval of Policies BW7, BW9, BW10, and BW10B to the Board as presented

Instructions:

Note: If we use 'reply all' we will all be in the loop as we go through.

1. We will need a seconder for each motion – if you would like to second, please 'reply all' by return email and I'll record it.
2. If there are any changes to the minutes, please 'reply all' and I'll record the change(s)
3. If any of you would like to propose changes to any of the policies, please 'reply all' with your changes and I'll record the change and recirculate the policy(ies) so everyone can review the change(s).

Once complete, we will request a vote, which you can do by again using 'reply all'.

Policy Type: Board Work Policy Name:— Officer & Board Roles	Policy Number: BW14 Date of Acceptance of Policy: -October 3, 2009
Date to Review Policy: —Annually	Date Policy Reviewed: -October 2, 2019 December 2, 2020 Date Policy Revised:— November 19, 2019 December 8, 2020

1. The Officers of the Foundation are named in the Bylaws [at Section IV, Paragraph 20](#) as Chair, Vice Chair, Past Chair, and Treasurer. [Section IV, Paragraph 20 also lists](#)
2. ~~The current Bylaws list~~ the roles and responsibilities of these Officers as required by the Board.
3. The Officers are elected [by the Board](#) to serve the Foundation by ensuring that certain legal responsibilities under the BC Societies Act are met.
3. [In addition to the Officers, there are two Board roles: the Secretary, and the Governance Committee Chair. Although not defined in the bylaws, they have specific duties, and are therefore included in this policy.](#)

Officer Roles

Board Chair

[The Chair is accountable for the integrity of the Board and its work and for representing the Board to outside stakeholders. The Chair:](#)

- [Is a Signing Officer;](#)
- [Sets the agenda and chairs meetings of the Board in accordance with the Constitution and Bylaws, Board Policies and Robert’s Rules of Order \(latest revision\);](#)
- [Ensures the Board package \(agenda & attachments\) is sent to Directors a minimum of one week prior to the Board meeting;](#)
- [Is an ex-officio, voting member of all Board Committees;](#)
- [Safeguards the integrity of the Board by:](#)
 - [Ensuring the Board’s performance is consistent with the Board’s policies and those requirements legitimately imposed upon it from outside the Foundation;](#)
 - [Ensuring the Board’s work is conducted in an efficient, timely, fair and orderly manner;](#)
- [Represents the Board. The Chair is the only Board Director authorized to speak for the Board and for the Foundation unless specified by a Board motion.](#)

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The authority of the Chair consists only of making decisions and/or stating positions on behalf of the Board which fall within, and are consistent with, any reasonable interpretation of Board policies. The Chair has no authority to make new Board policies. The Chair does not vote at Board meetings, except to break a tie.

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Vice Chair

The Vice Chair is responsible for replacing the Chair in the Chair's absence. The Vice-Chair:

- Is a Signing Officer;
- Chairs Board meetings in the absence of the Chair;
- Plans and leads the annual Board orientation and retreat;
- Chairs the Nominations Committee and keeps a record of the Nominations Committee meetings.

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Past Chair

This position is held by the Immediate Past Chair for a one year term. The Past Chair:

- Adds continuity to the Board, especially during the transition to the new Chair of the Board;
- Supports and mentors the new Chair;
- Assists the Chair as needed by performing duties and tasks as assigned by the Chair.

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Treasurer

The Treasurer chairs the Finance, Investment, and Audit Committee (FIAC). The Treasurer:

- Is a Signing Officer;
- Ensures regular meetings of the FIAC occur and that a record of those meetings is kept;
- Communicates any concerns from the Board to the auditor;
- Presents the Draft Audited Financial Statements to the Board, in concert with the auditor;
- Presents the Final Audited Financial Statements at the Annual General Meeting (AGM);
- Makes a motion at the AGM to appoint an auditor, if required, for the upcoming fiscal year;
- Ensures all regulatory and statutory payments are made as required.

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Board Roles

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Secretary

The CEO acts as Secretary for the Foundation, per the Bylaws, Sec X Paragraph 33. The Secretary is responsible for the preparation and custody of the minutes of the proceedings of the Society and of the Directors, and of such other books and records of the Society as the Directors may from time to time determine. The Secretary:

- Ensures that accurate minutes are taken at all meetings;
- Ensures the minutes of Board meetings are distributed to Board Directors within two (2) weeks following each Board meeting;
- Ensures the Board's 'minute book' is current and includes the agenda, and signed minutes and attachments for each Board meeting;
- Tracks bylaw changes and ensures these are archived on the Foundation website;
- Ensures the Foundation's Annual Report, and other documentation as required, is filed with the BC Corporate Registry.

The Governance Committee Chair:

- Monitors Board compliance with the current governance model and recommends corrective action when necessary
- Responds to questions about the Board governance model and how it impacts specific situations from time to time
- Ensures all Board Policies are reviewed annually
- Leads the annual Board Evaluation process, including a review and/or update of the Board's "Ends" Policies to ensure the Board is achieving the Ends as stated, and that the Ends are still appropriate and adequately defined. Board Policy BW1 – Board Job Description, provides reference for the Board Evaluation.

The Board Evaluation Plan should include:

- A self-evaluation of the Board by the Board Members;
- An evaluation by the CEO focusing on how well the Board is providing direction and feedback.

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Policy Type: Board Work Policy Name: -Board Committees	Policy Number:- BW15 Date of Acceptance of Policy:- October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed:- October 2, 2019 <u>December 2, 2020</u> Date Policy Revised:— November 19, 2019 <u>December 8, 2020</u>

The Board may establish Committees from time to time to assist it in carrying out its responsibilities.

1. Standing Committees ~~established named~~ in the Foundation's Bylaws are managed by the Board.
2. Committees of the Board ~~are shall be~~ created by the Board.
3. Committees of the Board may speak and/or act for the Board only when the authority to do so has been specifically granted by a motion of the Board.
4. Committees of the Board exist to advise the Board in its deliberations. Mandates may include preparation of policy alternatives and implications, bylaw review, nominations and elections or any other part of the Board's responsibilities.
5. The relationship between either the CEO or the staff of the Foundation and a Committee of the Board will be determined by the CEO or Board as appropriate.
6. Terms of Reference of the Committee shall be established when the Committee is struck and will include the duration of the Committee's existence, as well as costs and allocated staff.
7. When the Board strikes a Committee, it will determine the following:
 - Name of the Committee
 - Task(s) of the Committee
 - Duration of the Committee, if ad hoc
 - Chair of the Committee
 - Committee Membership, Voting Structure, and Quorum
 - Accountability
 - Requirements of the Committee for CEO/Staff time
 - Budget requirements
 - Reporting obligations
8. Further details such as membership responsibilities and timelines may be provided in the first Committee report.

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COMMITTEE TERMS OF REFERENCE

FINANCE, INVESTMENT & AUDIT COMMITTEE (FIAC)

PURPOSE: FIAC is a Standing Committee of the Board, established in the Bylaws at Section V, paragraph 24. Its purpose is to provide oversight of financial management and performance of the Foundation, to review any areas of financial concern and risk, and to report these to the Board. It is responsible for the review of major business cases and proposed investment decisions and to make appropriate recommendations to the Board.

Finance tasks of the Committee are:

- To review budgets prepared by staff, and recommend approval of the annual budget to the Board;
- To ensure regular and accurate monitoring of funds and report to the Board thereon;
- To monitor financial performance, measurement, and reporting, and report to the Board;
- To establish and review the long-term financial plan for Board approval.

Investment tasks of the Committee are:

- To oversee the Foundation's short and long term investments, ensuring compliance with the established Investment policy;
- To ensure the investment objectives and policies are consistent and appropriate.

Audit tasks of the Committee are:

- To ensure an external auditor is appointed, if required, at the Annual General Meeting;
- To approve the terms of engagement of the external auditor;
- To meet with the auditor to review and approve the audit plan;
- To report on the audit plan to the Board;
- To receive the auditor's draft audit report;
- To make recommendations for changes to the bylaws or Board policies regarding the external audit.

Chair of the Committee:

The Committee is chaired by the Treasurer.

Committee Membership:

- In addition to the Treasurer, a minimum of two other Directors shall be appointed to the Committee by the Board;
- Each member will serve on the FIAC until the next FIAC is formed after the AGM
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee;
- A Quorum exists if two Directors are present;
- Decisions are made by simple majority.

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Accountability:

The Finance, Investment and Audit Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board.

Requirements of the Committee for CEO and staff time:

- The CEO and CFO are required to attend each committee meeting. Other staff may be required by the CEO to attend;
- The Treasurer ensures that a complete record of minutes is maintained, and that members are notified of meetings.

Budget requirements:

The Treasurer will recommend to, and seek approval from the Board for any costs associated with meetings and/or Director development.

Reporting obligations: The Treasurer will provide a report to the Board of each Committee meeting.

GOVERNANCE COMMITTEE

PURPOSE: The Governance Committee is a Standing Committee of the Board established in the Bylaws at Section V paragraph 25. Its purpose is to ensure the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, monitoring of Board activities, and evaluation of the Board's performance.

TASKS: The Committee ensures the Board is able to govern the Foundation effectively by:

- Creating, reviewing, and monitoring Board Policies and Procedures, particularly as they relate to the roles, duties, and responsibilities of the Board, Committees, individual Directors, and the CEO;
- Ensuring training, coaching, and mentoring for Board Directors is provided so they may develop their own skills as Board members
- Making sure all Board members feel confident in their knowledge of the Foundation's Vision, Mission, Values, Budget, and Ends.
- Ensuring an annual assessment of the Board's strengths and weaknesses through Board and Committee evaluations is conducted
- Reviewing and recommending updates, where necessary, of the Foundation Bylaws to the Board
- Monitoring Board compliance with policies BW9 – Principles of Policy Based Governance, and BW10 – Governing Style, and recommending corrective action when necessary
- Providing an orientation to policy governance, and the Board's policy manual, at the annual orientation for new Board Directors
- Working with the Board Chair and CEO to plan the outcomes and agendas of Board Strategic Planning sessions, typically held each year.

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- Providing Board Directors with all information and documents so they are adequately prepared and able to fully participate in Strategic Planning sessions, which provide an opportunity for the Board to:
 - review, discuss, and recommend changes to the Foundation Strategic Plan and Ends Policies;
 - address Board Learning and Orientation;
 - identify Board initiatives and focus for the upcoming year.

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:

- In addition to the Chair of the Committee, a minimum of two other Directors shall be appointed to the Committee by the Board
- Each member will serve on the Governance Committee until the next Governance Committee is formed after the AGM
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee
- A quorum exists if two Directors are present
- Decisions are made by simple majority

Accountability:

The Governance Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board.

Requirements of the Committee for CEO/Staff time:

The CEO and CFO 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 Committee Chair will provide a report to the Board of each Committee meeting.

NOMINATIONS COMMITTEE

PURPOSE: The Nominations Committee is a standing committee of the Board established in the Bylaws at Section V paragraph 23. Its purpose is to prepare a slate of candidates for election to the Board of Directors at the Annual General Meeting.

TASKS: The Committee ensures that the Board Directors possess the skills, qualifications, and background necessary to govern the Foundation effectively by:

- Enlisting input from the Board and CEO for potential Board members;

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- Identifying, qualifying, and nominating for Board approval, candidates to fill Board vacancies when they arise;
- Completing a needs assessment related to Board composition by:
 - Evaluating the optimum mix of skills, knowledge and experience on the Board, taking into account the challenges and opportunities facing the Board in the future.
 - Using the evaluation to develop a profile of the roles and capabilities required prior to identifying and recommending individuals for nomination
- Working with the Board on formulating succession plans for the Board and in particular for the key roles of Officers of the Board;
- Interviewing prospective Board members for 'fit' with the Foundation Board;
- Providing an overview of the Foundation, the policy-based governance model, roles and responsibilities of Board Directors, including time commitments, to new Board Directors. Discussing any planned absences with new Directors that would result in missed meetings;
- Bringing a motion to the Board prior to the AGM, recommending prospective Board Director(s) for election to the Foundation Board for a one or two year term at the next AGM;
- Recommending, if deemed necessary, the appointment of a Director prior to the AGM if a vacancy occurs mid-year. The Director would then be elected at the next AGM;
- Overseeing the Nomination and Election process according to the Bylaws;
- Leading the Election process at the AGM;
- Reviewing, monitoring and ensuring new Board Directors receive proper orientation and follow-up.

Chair of the Committee:

The Committee is chaired by the Vice Chair of the Board.

Committee Membership:

- In addition to the Chair of the Committee, a minimum of two other Directors shall be appointed to the Committee by the Board
- Each member will serve on the Nominations Committee until the next Nominations Committee is formed after the AGM
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee
- A quorum exists if two Directors are present
- Decisions are made by simple majority

Accountability:

The Nominations Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board

Requirements of the Committee for CEO/staff time:

The CEO and CFO provide support to the Committee.

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Budget requirements:

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Reporting Obligations:

The Committee Chair will provide a report to the Board of each Committee meeting.

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BUSINESS ADVISORY COMMITTEE

PURPOSE: The Business Advisory Committee is an ad hoc committee of the Board, and is convened at the call of the Board Chair. While the primary purpose of any business enterprise undertaken by the Foundation is to offset the operating costs of the Foundation, secondary benefits such as increasing the Foundation profile in the community may be considered. Any new business opportunity, or substantial expansion of existing businesses, may have major implications for the financial and reputational well-being of the Foundation. Accordingly, the Business Advisory Committee will evaluate all aspects of any potential new business opportunity, or the significant expansion of an existing business and make recommendations to the Board.

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TASKS: The tasks of the Committee are:

- To review business opportunities including those being presented by the CEO;
- To evaluate the financial and reputational worthiness of any planned acquisition of a new business or the significant expansion of an existing business;
- To explore and research business opportunities which may include partnerships;
- To make recommendations to the Board;
- To act as a sounding board.

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Chair of the Committee:

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

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Committee membership:

- A minimum of two other Directors shall be appointed to the Committee by the Board;
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee;
- A minimum of one community leader with expertise in business development, or other relevant experience, may be appointed by the Board;
- A quorum exists if two Directors are present
- Decisions are made by simple majority

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Requirements of the Committee for CEO/Staff time:

The CEO and CFO provide support to the Committee.

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Budget requirements:

Costs for the meeting room, refreshments, AV requirements, printing of materials.

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Reporting obligations:

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6- The Committee Chair will provide a report to the Board of each Committee meeting.

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