



Board Governance Policies

Quest Community Health Centre

Approved by:

Quest Community Health Centre Board of Directors

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Board Policies

A – Strategic Governance Policies

A 1 Vision Statement

A healthy and engaged community that participates, collaborates, celebrates and grows.

Accountability:

See “A7 - Strategic Planning Cycle”.

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A 2 Mission Statement

Quest CHC supports individuals experiencing social, economic and cultural barriers by providing primary health care services and promoting wellness, community and social justice.

Accountability:

See “A7 - Strategic Planning Cycle”.

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A 3 Core Values

Client Centred

We embrace individual resilience, clients being the experts for their own lives, clients as leaders, and clients' goals guiding the services we provide.

Integrity and Accountability

We value the confidence that our clients and the community have placed in us, and we work diligently to ensure that this confidence will always be well founded.

Collaboration

We value partnering to achieve our mission and vision, and a climate of mutual support and harmony to maximize healing, human potential, and community.

Social Justice, Equity and Access

We take action as allies and advocates for social change. We are committed to reducing barriers to access and achieving equitable, inclusive and respectful primary health care for all.

Innovation

Quest encourages critical thinking, open communication and the exploration of new ideas and practices in order to create a stronger and more responsive primary health care system.

Continuous Learning

We support a culture of continuous learning in order to better serve our clients and community.

Accountability:

See "A7 - Strategic Planning Cycle".

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A 4 Priority Populations

Quest CHC provides primary health care services to individuals experiencing social, economic and cultural barriers while promoting wellness, community and social justice. The Ministry of Health and Long-Term Care (MOHLTC) designated the City of St. Catharines to host a CHC. A multi-faceted process was designed to identify the population profile of our residents and gain insight into their needs. Input from members of the community and local service providers contributed significantly to the development of a homegrown approach.

Potential CHC clients were consulted through focus groups, community forum events and individual surveys. Over 130 agencies representing health and social services, corrections, education, government, legal and recreation, as well as various cultural and faith groups also participated in the Community Consultation process. These information collection strategies gathered a first-hand account of challenges facing our priority populations while highlighting recommendations and opportunities.

The key recommendations that emerged from the Community Engagement process include identification of the Quest Community Health Centre CHC's catchment area and priority populations, as well as programs and services.

Priority populations are residents who live within the Greater St. Catharines Area and who are not registered with a primary healthcare practitioner. Within this target population, emphasis is placed on the following populations: isolated seniors, persons who are homeless/under-housed, and people with mental health/addiction issues, as well as at-risk children and youth. In addition Quest provides service to, sexually and gender diverse residents (LGBTTIQQ2S, lesbian, gay, bisexual, transgender transsexual, intersex, queer, questioning, two spirited) on a region-wide basis.

Subsequent community engagement initiatives / information collection resulted in Quest's target population being expanded to include individuals who frequent the Emergency Department for care/Opioid-dependent (USAT), Migrant Agricultural Workers (MAWP).

Generally, Quest CHC clients reside in St. Catharines and are not registered with another primary care provider. However, there are exceptions for clients who are part of our special region wide programming such as our LGBTQ+ population, Urgent Service Access Team (USAT) and Migrant Agricultural Worker Program (MAWP) clients.

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A 5 Strategic Priorities 2018 to 2021

Quality

As a Centre of Excellence in Primary Health Care we will Continue to provide high quality, equitable, and timely service.

Partnership

We will optimize collaborative partnerships to increase community capacity and create a client-centered experience that is integrated and seamless.

Leadership

We will foster a culture of learning, leadership and growth.

Telling Our Story

We will increase awareness of the exceptional role Quest plays to improve the lives of our clients and strengthen our community.

Resources

We will creatively seek and secure sufficient and stable resources to strengthen and grow.

Accountability:

See "A7 - Strategic Planning Cycle".

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A 6 Quality

Aligned with Quest CHC's Strategic Plan, including our Mission Vision, Values, and **Strategic Plan** the Board of Directors commits to quality improvement as a fundamental policy and enabler to achieving Community Health Centre outcomes.

The Board recognizes that quality resides at multiple levels. Within this context, the Board will work collaboratively with staff, clients, community partners and funders to create an environment in which quality will thrive and will build the capacity to improve quality on an ongoing basis.

This will be accomplished by identifying and achieving quality improvement performance targets linked to the Strategic Priority "Quality" as well as the four (4) other Strategic Priorities contained in Quest CHC's 2018-2021 Strategic Plan:

- ***Partnership***
- ***Leadership***
- ***Telling Our Story***
- ***Resources***

The Board of Directors will participate in/support/oversee annual quality initiatives that will include but not be limited to:

- Developing and monitoring quality improvement strategies/plans that are integrated within the Board's **Strategic Plan**, Accountability Agreements, and Accreditation Standards.
- Activities to promote equity, ensuring that marginalized populations have access to high quality care.
- Services and supporting activities that address the socio-economic determinants of health, reduce the underlying causes of illness, injury and disability, and promote wellness and quality of life.
- Activities and processes supportive of achieving/maintaining Accreditation.
- Ensuring Board's ongoing understanding of the services that are provided to Quest CHC clients and community along with the outcomes achieved as a result.
- Enabling learning and organizational change to occur, including within systems of care and management systems.

Accountability: See "A7 - Strategic Planning Cycle"

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A 7 Strategic Planning Cycle

Under the Board's leadership, Quest will maintain a current Strategic Plan which describes Quest's vision, mission, core values and strategic **priorities**.

The agency will engage in a strategic planning process at least every five years.

The Quest Board welcomes input from staff and key stakeholders during these regular reviews. [Linked to CCA requirements.]

Strategic planning includes an environmental scan and a review of client and community characteristics, needs and strengths. [Linked to CCA requirements.]

At the same time, the board reviews Quest’s strategic directions annually to ensure that they are still relevant and oversees adjustments to the operational plan where required.

Any changes to strategic **priorities** are communicated to Quest’s stakeholders. [Linked to CCA requirements.]

Accountability:

The Board will lead Quest through a strategic planning at least once in every five-year period.

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A 7 Operational Planning

The Executive Director will develop an Annual Operational Plan, derived from the Strategic Plan and consistent with Quest’s mission and core values.

The annual operational plan is aligned with the organization’s mission and strategic directions or strategic plan. [Linked to CCA requirements.]

The annual operational plan includes: objectives; activities; timeframes; responsibilities; resources (technological, physical, human and financial); intended results; and reporting requirements. [Linked to CCA requirements.]

The Board will approve the Operational Plan and monitor progress in achieving the plan at least every six (6) months.

Accountability:

The Executive Director will prepare an Annual Operational Plan for Board approval.

The Board will monitor progress in achieving the Annual Operational Plan at least every six (6) months.

The Executive Director is responsible for reporting at least every six (6) months regarding progress in achieving the Operational Plan.

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B – Board Self-Governance Policies

B 1 Quest Board Approach to its Governing Role

B 1.1 Overview

Quest Community Health Centre (Quest) is a private not-for-profit corporation which is governed by a volunteer Board of Directors.

Based on its September 2010 Board Workshop, the Quest Board agreed that the Results-based Governance model reflects Quest's accountability to the community. The model allows the Board to define an appropriate balance between governance and operations, and between policy and practice.

The policies included in this Board Manual have been developed to support this type of Board.

The Quest Board carries out its role by establishing, directing and influencing the implementation of policy in four areas:

1. Strategic governance
2. Board self-governance
3. Operational oversight
4. Community engagement

B 1.2 Strategic Governance

The Quest Board is responsible for the articulation and implementation of strategic policies and the delivery of programs in line with those policies and funder requirements. However, much of the responsibility for implementation is delegated to staff.

The Board's responsibilities, therefore, include:

- The selection of the Executive Director and delegation of responsibilities to them (refer to policies and C 1.2 Delegation to the Executive Director)
-

Providing the Executive Director with guidance through:

- Approving a relevant, well-articulated strategic plan (e.g., vision, mission, core values and strategic **priorities** that are aligned)
- Ensuring that programs and related policies are aligned to the strategic plan elements
- Evaluating the organization's progress on the strategic **priorities** (refer to A 1 Vision Statement and C 1 Board-Executive Director Relationship).

B 1.3 Board Self-Governance

Board self-governance is about:

- The overall Board approach to governance
- The Board's relationship with its membership and community
- The Board's structures and processes including:
 - Roles, expectations regarding policy development/review (who does what, when)
 - Board committees consistent with Board role/approach
 - Roles, responsibilities of Board Members
 - Roles, responsibilities of Board Officers
 - Recruiting, selecting Board Members

- Orientating, training Board Members
- Evaluating Board performance
- Board Member Code of Conduct (see [Bylaw 5.6,5.7,5.8; B.9 Board Members' Code of Conduct](#)) including:
 - Loyalty
 - Conflict of interest
 - The Board acting as a whole
 - Board Member confidentiality, and communication
 - Anti-discrimination and harassment.

B 1.4 Operational Oversight

The Quest Board oversees operations to ensure that the organization:

Operates according to Quest's Mission and policies

Achieves its strategic directions

Meets funder expectations

Operates according to relevant legal requirements (e.g., Ontario's [Corporations Act](#), the [Employment Standards Act](#), the [Income Tax Act](#), etc.)

Delegates responsibilities to the Executive Director who manages the operations

Ensures control systems are in place

Monitors and evaluates results – e.g., reviews survey results and regular financial statements, **conducts regular Executive Director performance reviews, etc.**

Within Operational Oversight, there are three areas:

- **Program Oversight**, whereby the Quest Board endeavours to:
 - Ensure programs are relevant to the community served
 - Ensure there are adequate resources to deliver services
 - Ensure clients are treated with respect (see C 3.1 Client Rights)
 - Monitor and evaluate **results** (not the operations) and ensure cost effectiveness
- **Personnel Oversight**, whereby the Quest Board the Board ensures that its relationships with the Executive Director and other staff are clear. Relevant policies include, for example:
 - The Board's relationship with the Executive Director (see C 1.1 Board-Executive Director Relationship)
 - Executive limitations (see C 2 Executive Limitations)
 - Staff and volunteer treatment (see C 2.6 Staff and Volunteer Treatment)

Financial Oversight, whereby the Board ensures:

- Appropriate policies for: budget preparation, monitoring and financial reporting
- Oversight regarding execution of major contracts
- Oversight and participation in fundraising (where relevant)
- Protection of the organization's assets
- Sufficient resources to operate
- Appropriate facilities to meet organizational needs
- Annual financial audit

B 1.5 Community Engagement

Community engagement includes direct and indirect Board support for community engagement, including:

- Conveying Quest’s mission, and core values to community members and other stakeholders and ensuring their support
- Representing the organization to community members and other stakeholders
- Developing community awareness of Quest.
- Monitoring the larger environment working to identify issues that could have an impact on Quest and the community that it serves (e.g., issues and changes in the community that Quest serves, other communities where relevant, funder perspective, the larger health sector, the political environment, etc.).

Whether the Board is involved directly in the activities listed above requires thoughtful discussion.

From time to time, community engagement includes approving and supporting Quest’s position on issues relevant to the community health sector as well as issues relevant to the community that the centre serves.

Accountability:

Adherence to this policy will be monitored annually through the Board’s own annual self-evaluation.

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B 2 Board Member Job Description

According to Quest's Bylaws (see Bylaws, [5.1 Composition](#)), Quest is governed by an eight to twelve member Board.

Each prospective Board Member must meet the eligibility and other criteria for Members set out in the Bylaws (see Bylaws, [5.3 Eligibility Criteria](#)).

A Board Member is elected by the membership for a three-year term.

A Board Member may serve a maximum of three consecutive three-year term (see Bylaws, [5.2 Term of Office](#))

In addition, a member of the Quest Board must (see Bylaws, [5.6 Responsibilities of Individual Directors](#) except where noted):

- Endorse Quest's mission, vision and core values
- Ensure that the Board Member's own conduct promotes Quest's mission and core values
- Work positively and cooperatively with other Directors, management and staff
- Show respect for other Directors, regardless of a difference of opinion
- Be informed about matters relating to the Quest and the communities it serves through participation in an initial orientation and ongoing Board development
- Ensure that the Board Member complies with Quest's Bylaws and policies as well as the federal and provincial laws under which the Quest operates
- Attend two-thirds (2/3) of all regular constituted meetings of the Board (though the Board may excuse a Director from complying this requirement under extraordinary circumstances) (Bylaws, [5.9 Board Attendance](#))
- Attend Board meetings in person. In extenuating circumstances (e.g., due to inclement weather, illness or vacation), a Director may request to participate in the meeting by means of video conferencing, teleconferencing or other technology depending on the type of technology available to Quest and the Board Member to accommodate this type of meeting participation . (Bylaws, [5.9 Board Attendance](#))
- Take an active role in Board meetings: Ask questions, discuss, challenge, and participate in decision making, react to ideas, exercise initiative, influence or initiate change
- Be actively involved in one or more Board committees
- Abide by the decisions of the Board
- Abide by policies that govern the Board, including policies that govern Board Member conduct
- Know and maintain the lines of communication, the roles and responsibilities between the Board and Executive Director, and recognize that all communication with staff as a Board is through the Executive Director unless Board policy specifies otherwise (e.g., for purposes of Executive Director performance review; for purposes of addressing formal written complaints regarding the Executive Director)
- Maintain confidentiality (Bylaws, [5.7 Confidentiality](#)) and declare conflicts of interest (Bylaws, **Error! Reference source not found.** as required by the Bylaws and Board policy
- Be responsible for continuing self-education and growth: Know the community and its resources; be aware of changing community trends and client needs; keep informed of the organization's services
- Be informed about the background of issues in order to discuss them responsibly

- Be familiar with Quest’s Bylaws and policies as well as funding sources and funder expectations which might be important to decisions being made
- Read the relevant materials before Board and committee meetings
- Notify the Executive Director in advance if reporting at the next Board to request the item be placed on the agenda
- Develop a working knowledge of Board procedure
- Be aware of the roles and responsibilities of the Board.

Accountability:

Adherence to this policy will be monitored annually through the Board’s own annual self-evaluation.

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B 3 Officers’ Roles

Quest’s Bylaws (see [Bylaw, 6.2](#)) for the appointment of the following four officers:

- Chair
- Vice Chair
- Secretary
- Treasurer

The basic roles and responsibilities associated with these officer positions are outlined below. From time to time, the Board may approve additional duties consistent with these basic roles and responsibilities.

B 3.1 Chair

According to Bylaws (see [Bylaw, 6.3](#)), the Chair performs the following duties:

- When present, presides at all meetings of the Board and at all meetings of the members of the Corporation
- Signs all instruments that require the Chair’s signature.
- Represents and/or acts on behalf of Quest as delegated by the Board
- Ensures that all resolutions of the Board are carried into effect
- Acts as an ex-officio¹ member of all committees of the Board including ad hoc committees and working groups.

In addition according to Board policy, the Chair:

¹ An *ex officio* member is a member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office. The term is [Latin](#), meaning literally "from the office", and the sense intended is "by right of office".

- Works with the Executive Director to develop agendas for Board meetings and membership meetings (refer to B6. Management of Board Agenda and Meetings.)
- Is the only Board Member authorized to speak for the Board and represent the Board to outside parties. This may include simply announcing Board-stated positions or stating positions and providing interpretations as specifically delegated by Board policy or Board motion.
- In other words, the Chair has no authority to make decisions beyond policies created by the Board or to supervise or direct the Executive Director.
- Is a Signing Officer (see Bylaws, [11.1 Signing Officers](#))
- Encourages and enables Board Members to prepare for and take on future leadership positions.
- Takes the lead in initiating the regular Executive Director performance reviews.
- Monitors Board Member attendance and follows up as required by Board policy (see B 9.7 Board Attendance).

B 3.2 Vice Chair

According to Bylaws (see Bylaws, [6.3 Duties of the Officers](#)), the Vice Chair performs the following duties:

- Assumes the responsibilities of the Chair, in her or his absence.
- Is knowledgeable about the role of the Chair.
- In addition according to Board policy, the Vice Chair is a Signing Officer (see Bylaws, **Error! Reference source not found.**).

B 3.3 Secretary or Secretary-Treasurer

According to Bylaws (see Bylaws, [6.3 Duties of the Officers](#)), the Secretary performs the following duties:

- Records or ensures the recording of all facts and minutes of all proceedings in the books kept for this purpose
- Gives all notices required to be given to members.
- Delivers only to the Secretary's or Secretary-Treasurer's successor in office or to a person who may be, from time to time, authorized by a resolution of the Board or by the Chair or Vice Chair.
- In addition according to Board policy, the Secretary is a Signing Officer (see Bylaws, **Error! Reference source not found.**).

B 3.4 Treasurer or Secretary-Treasurer

According to Bylaws (see Bylaws, [6.3 Duties of the Officers](#)), the Treasurer or Secretary-Treasurer performs the following duties:

- Keeps or causes to be kept full and accurate books of account where all Quest receipts and disbursements are recorded.
- Under the direction of the Board, controls the deposit of money, the safekeeping of securities and the disbursement of the Quest funds.
- Renders an account of Quest's financial position to the Board of directors at monthly meetings of the Board or whenever otherwise required by the Board.
- Chairs the Finance Committee.

- Prepares a report from the Finance Committee to present to the Board on a semi-annual basis.

In addition according to Board policy, the Treasurer or Secretary-Treasurer:

- Each year, ensures that auditors are properly appointed, the auditor's fee is set in accordance with the [Corporations Act](#) and that the audit takes place in a timely fashion as prescribed by law.
- Presents the audited financial statements (or ensures they are presented) annually to the membership at the annual general meeting.
- Periodically meets with the auditors to receive and discuss their external report on the financial condition and management of the agency.
- Reports to the Board any breach of financial policy or risks to the financial position of the organization of which the Treasurer or Secretary-Treasurer is aware in a timely fashion to enable the Board to ensure appropriate action is taken.
- Ensures that the accounting functions for the organization are occurring in a manner that meets conventional accounting standards as well as the expectations of the funder(s) and the organization
- Is a Signing Officer (see Bylaws, [11.1 Signing Officers](#))

B 3.5 Past Chair

Past Chair is recognized as having special roles and responsibilities at Quest. Some roles associated with a Past Chair include (but may not be limited to) the following:

- Provides advice to or mentors the current Chair with respect to Board process or history
- Sits on the Executive/Executive Committee
- Acts as a role model
- Holds a special portfolio – e.g., Board Member recruitment or Chair of the Governance Committee
- Takes on special duties as delegated by the Board (e.g., attending external meetings that call for Board involvement)
- May chair meetings when both the Chair and the Vice Chair are absent
- Performs all the regular duties of a board member (e.g., attending meetings, etc.) and is, therefore, counted when establishing quorum.

Accountability:

Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.

Approved by the Board of Directors

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B 4 Other Board Member Roles

From time to time other Board Members may be assigned special projects or tasks on behalf of the Board, reporting back to the Board with the Board making any final decision.

The most suitable time for this to occur is at the beginning of each new Board season after Officers have been elected and as other Board Members are considering assignment to committees.

Examples of roles that may be subject to this type of assignment are:

- Regular review of Bylaws (at least every five years) [Linked to CCA requirements: Bylaws must be reviewed at least every five years.]
- Initiating regular Board evaluation
- Undertaking aspects of the Board's annual orientation and development plan.
- Taking on special project roles (e.g., participating in hiring a consultant to take on a Board-related project)
- Participating on a Board-management committee that oversees preparation for accreditation.
-

Accountability:

Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.

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B 5 Board-Staff Relations

Board and staff work co-operatively to carry out Quest's objectives. The Board relies upon the ability, training, expertise and experience of staff as directed by the Executive Director to plan for and provide services within Quest's mandate. Board and Committee meetings are the generally recognized avenues for Board and staff to think and plan together.

The attendance of the Executive Director, or designate, at all committee meetings as a resource and support is essential to the effective work of the committees. Committees may advise the Board or the Executive Director but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Board and staff responsibilities. The choice of staff for committees and the direction to staff outside of committee meetings should be through the Executive Director as outlined in Policy.

The Executive Director may obtain Board approval for staff (particularly management staff) to present information at Board meetings. Quest Board meetings are public meetings and staff may also attend. Any staff members, who attend Board meetings, where they have not been specifically invited to attend, attend as observers only. (Also see [B6 Management Agenda and Meetings](#))

Accountability:

Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.

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B 6 Management of Board Agenda and Meetings

According to the Bylaws all Board and Committee meetings must be conducted by the appointed Chair in “reasonable and appropriate compliance with parliamentary procedure. In practice decisions are made by consensus expect where this is not possible, in which case decisions will be made by a simple majority. ([Bylaw 7.9](#))

According to Bylaws ([Bylaws 7.2 Frequency](#)) the Quest Board must meet a minimum of eight (8) times a year, with no more than two (2) months permitted to elapse between meetings. The Board must approve an annual schedule of meetings at the first Board meeting after the Annual General Meeting (see [Bylaws](#), **Error! Reference source not found.**).

Lastly, Quest’s Bylaw ([8.6 Meeting Status](#)) state that meetings of the Board are open for anyone to attend except in circumstances where an *in camera* session is warranted.

B 6.1 Managing the Board Agenda

When deliberating what issues to put on its agenda, the Board will use the following criteria to screen for appropriateness:

1. Which policy category does the issue fall into:
 - a) STRATEGIC GOVERNANCE – is the issue related to Quest’s vision, mission, core values and/or strategic directions of the agency? (If yes, it should be on the agenda.)
 - b) EXECUTIVE LIMITATIONS - is the issue related to how the Executive Director intends to carry out a function within the Executive Director’s own role? (If yes, it should not be on the agenda.)
 - c) BOARD SELF-GOVERNANCE - is the issue related to the process of governing the agency? (If yes, it should be on the agenda.)
 - d) OPERATIONAL GOVERNANCE - is the issue about the Board-Executive Director relationship? (If yes, it should be on the agenda.)
2. Whose issue is it? Does the issue belong to Quest? Is it the Executive Director's or the Board's?
3. What policies has the Board already established in this category and how is the issue at hand related?

B 6.2 Board and Committee Meetings

The first meeting after the Annual General Meeting, the Board will establish dates for its meetings for the coming year.

Generally, Board meetings will take place in Quest offices.

Should the Board or Committees experience particular difficulty coming together for a meeting, meetings may take place via video conferencing, teleconferencing or other technology.

Accountability:

Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.

Approved by the Board of Directors
Adopted: 06.14.07 - Approved: 02.28.09
Reviewed: 02.28.12 – Approved: 02.28.12
Next Review Date: *date to be determined*

B 7 Board Decision Making

As noted in Quest's Bylaws, decisions taken at Quest Board meetings will be decided by a simple majority. (See [Bylaw 7.9 Voting](#))

The meeting chair will not vote except in the case of a tie.

Votes are taken by a show of hands unless a director requires voting by ballot.

Board minutes will record the motion, the individual who put forward the motion, the individual who seconded the motion and that the motion was carried or defeated depending on the circumstances.

This policy and procedures apply to Board meetings held in person and on conference calls. Board decisions cannot be made via e-mail communications.²

<p>Accountability: <i>Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.</i></p>
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B 8 Committees and Working Groups

General

The Quest Board may establish committees to help carry out its responsibilities (see Bylaws, [Article Nine: Governance Structure](#)).

To preserve Board integrity, committees will be used sparingly.

Committees identified in the Bylaws are:

- Executive Committee (See Bylaws, [9.2 Committees](#)).
- Finance Committee (See Bylaws, [9.2 Committees](#))
- Governance Committee (See Bylaws, [9.2 Committees](#))
-

When Board committees are established, the Board will approve the committee terms of reference (Bylaws, [9.2 Committees](#)). In addition, Quest's Bylaws require:

- The Chair of each committee must be a Director
- Other members of the committee may be Directors, but this is not necessary. For example, the Board may establish committees that include staff or community members
- Members of the committee must be approved by the Board

² The *Corporations Act* requires that Board members have real-time opportunity for discussion when a decision is being made. As a result Board decisions can be made at in-person and conference call Board meetings but cannot be made via email communications.

- Each committee must keep records and report to the Board at regular intervals and at any time upon request. This is also required by required by Ontario's [Corporations Act](#) [S. 299(1)].
- Each committee is responsible to the Board
- Each committee must consider, report and make recommendations to the Board on any matter referred to the committee by the Board
- The duties of any committee must be defined in written Terms of Reference.

Terms of reference should include a statement of purpose, accountabilities and authorities, membership, frequency of meetings/reporting, and detailed roles and responsibilities. In some cases, the Board may also ask a committee to develop a detailed Work plan.

The Board will review the necessity for maintaining all committees/working groups at least annually.

Accountability:

The Board will review at least annually:

- The use of committees to determine whether the committees as described in policy are needed to support the work of the Board.
- Committee terms of reference to ensure that they are relevant.
- Establish what actions the Board needs to take with respect to committees in order to better support the work of the Board.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Review Date:

Next Review Date: to be determined

B 8.1 Executive Committee

See Bylaws, [9.2 Committees](#)

Purpose

To ensure the effectiveness and productivity of Board meetings and provide leadership in advancing the Board goals and practices.

Objectives

1. Ensure Quest CHC has a governance structure, processes and work plan that support the effective operation of the Board
2. Ensure oversight of financial and statutory obligations
3. Lead the development of Quest CHC strategic plans
4. Act for the Board on urgent matters arising between regular Board meetings in cases where it is not possible to convene a meeting of the Board
5. Address other tasks as delegated by the Board to the committee.

Key Tasks

1. Lead the CHC's strategic planning and evaluate the CHC's success in achieving the plan's outcomes
2. Make interim decisions and take action on matters requiring the Board's attention between regularly scheduled meetings. In these cases the Board will be briefed at their next meeting
3. Act with full authority of the Board:
 - In areas expressly delegated by the Board
 - Where implementing Board –approved decisions
 - Where there is established policy
4. **Undertake an annual performance appraisal of the Executive Director.**

Timelines & Deliverables

On a three-year rotational basis, Executive Committee will:

1. Lead a process to review and develop or update the Quest CHC strategic plan

On an annual basis Executive Committee will:

1. Lead a process to review the status of the Strategic Plan & its implementation
2. **Review the performance of the Executive Director**

Membership

The Executive Committee includes the Chair, Past Chair, Vice Chair and Secretary-Treasurer.

Governance Chair?

Frequency of Meetings

Executive Committee will meet:

- Quarterly, or as needed based on work plan and calendar
- At the call of the Chair
- At the request of two (2) members of the Executive Committee

The Chair may, instead of convening a meeting at a specified place and date, hold a telephone conference if the subject matters can be dealt with in that manner.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Review Date:

Next Review Date: to be determined

B 8.2 Finance Committee

See Bylaws, [9.2 Committees](#).

Purpose

To assist the Board in fulfilling its oversight responsibilities with respect to finance and risk management.

Note: Primary responsibility for financial reporting, information systems, risk management and internal controls is vested in management and is overseen by the Board of Directors.

Objectives

1. Provide oversight of financial and statutory obligations including compliance with laws, regulations, and policies that may apply.
2. Review and oversee the organization's assets, financial structure, investments, internal controls, preparation and audit of financial statements.
3. Review and monitor financial information that will be provided to funders and/or the public.
4. Address other tasks as delegated by the Board to the Committee.

Key Tasks

A. Financial Information

1. Committee members will receive and review Financial Statements monthly, for feedback to the Executive Director and subsequent discussion with the Chair.
2. The Committee will review and, where appropriate, recommend for approval to the Board financial information that will be made available to funders/the public.
3. Review and approve annual audited financial statements and report to the Board before the statements are approved by the Board.
4. Review and approve annual audited financial statements and report to the Board before the statements are approved by the Board.
5. Review and recommend to the Board for approval the content of the annual financial report and audited financial statement.
6. Review and recommend to the Board approval of the annual operating budget.

B. Financial Practices

The Committee will monitor, review and discuss:

1. The appropriateness of financial reporting practices.
2. Significant proposed changes in financial reporting and accounting policies and practices.
3. New or pending developments in financial reporting standards/practices.
4. Investment policies.
5. Donor rights and recognition policies.
6. Adequacy of accounting, financial resources, and fiscal performance.

C. Risk Management

The Committee will monitor, review and discuss:

1. The development and implementation of Quest's risk management and assessment plan, including relevant policies, controls and checklist.
2. The adequacy of security of information, information systems/technology, and recovery plans.
3. Community and economic trends and potential implications for Quest CHC funding and financial planning.

Membership

- A. The Finance Committee will include the Secretary-Treasurer as Chair, not fewer than two additional directors and not more than four.
- B. Committee members shall be financially literate and at least one shall have accounting or related financial experience.
- C. The Committee shall meet with the external auditor as it deems appropriate to consider any matter that the Committee or auditor determine should be brought to the attention of the Board.

Frequency of Meetings

The Committee will meet:

- Frequency - Quarterly, or as needed based on work plan.
- At the call of the Committee Chair.
- At the request of two (2) members of the Committee.

The Committee Chair may instead of convening a meeting at a specified place and date, hold a telephone conference if the subject matters can be dealt with in that manner.

Accountability:

The work of all committees/working groups is subject to annual review by the Board as noted above.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Review Date:

Next Review Date: to be determined

B 8.3 Governance Committee (see David Veres revised TOR; membership / chair)

See Bylaws, [9.2 Committees](#)

Purpose

The purpose of the Governance Committee is to ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development and governance infrastructure, recruitment strategies, training programs, monitoring of board activities, and evaluation of board members' performance.

Responsibilities

The Governance Committee will ensure that the board of directors is able to govern the organization effectively through:

1. Creation of governance policies and procedures.
2. Recruiting, interviewing and nominating suitable board members.
3. Providing orientation and training programs for board members.
4. Evaluating the performance of individual members and the board as a whole.
5. Overseeing the development and implementation of recruitment processes for CHC membership.
6. Ensuring that an Annual General Meeting takes place.

Governance Policy Development

The Governance Committee will ensure that policies are created and periodically reviewed which define:

1. The roles and responsibilities of the board.
2. Duties and responsibilities of directors and officers.
3. Duties and responsibilities of board committees/advisory groups.
4. Conflict of interest procedures.
5. Procedures for nomination, selection, and removal of directors.

Recruitment & Selection

The Governance Committee will ensure that:

1. The board does not fall below the number of directors required by the bylaws.
2. Directors appointed to the board understand and agree with the mission, vision and values of the organization.

3. Directors appointed to the board understand and agree to the time and participation requirements of board members.
4. Directors appointed to the board understand and agree to the legal requirements of board members.
5. Elections and appointments to the board comply with bylaws and other legal requirements.

Education

The Governance Committee will ensure that directors are able to discuss, debate, and plan the following from a basis of knowledge:

1. The organization's mission, goals, objectives, programs and services.
2. The organization's budget and financial statements.
3. The roles, duties and responsibilities of the board, committees, individual directors, and the Executive Director.

Evaluation

The Governance Committee will ensure that the board, its committees, and its members are able to plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current directors, staff, and volunteers.

Accountability

The Governance Committee is accountable to the Board of Directors for ensuring that the following tasks are completed:

1. Creation and annual review of a three to five-year plan for board development based on the strategic plan and the annual board assessment.
2. Annual assessment of the board's strengths and weaknesses.
3. Annual meeting.
4. Ongoing recruitment of members who can augment the strengths and build on the weaknesses.
5. Training, coaching, and mentoring for directors to develop their own skills as board members and committee members.
6. Monitoring the attendance and contribution of members.
7. Drafting governance policies and budgets for board development.
8. Keeping records of recruitment history: names suggested, who approached, what happened.
9. Producing and keeping current, documents needed for recruitment efforts.

Frequency of Meetings

The Committee will meet on an as needed basis, and at least quarterly.

Accountability:

The work of all committees/working groups is subject to annual review by the Board as noted above.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

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Review Date:

Next Review Date: to be determined

B 9 Board Members' Code of Conduct

The Board expects of itself and its members ethical and lawful conduct. See [Appendix A, Form 1: Declaration to Abide by Code of Conduct.](#)

B 9.1 Loyalty

Board Members must represent unconflicted loyalty to the interests of Quest. This accountability supersedes any conflicting loyalty – e.g., loyalties to advocacy or interest groups (that may hold views that differ from Quest) and involvement with other agencies – e.g., as Board Members, service volunteers or staff.

Loyalty to Quest as an organization also supersedes the personal interest of any Board Member acting as a client who uses Quest's services. (Though generally speaking Board Members are not clients of Quest, there is the possibility that a client may become a Board Member at some future date.)

B 9.2 Conflict of Interest

Quest's Bylaws (**Error! Reference source not found.**) define conflict of interest as:

...a situation in which the personal, professional or business interests of a person, or a close relative/associate of such a person, are in conflict with the best interests of the organization or the people it serves; and that which the Board determines to be a conflict, as stated in Quest's policies.

Quests Bylaws make it clear that a conflict of interest may involve a tangible or intangible benefit and may be real or perceived. ("A conflict of interest arises when a person or close associate may benefit or appear to benefit from that position financially or in some other inappropriate way.") The same duty to disclose applies regardless of the nature of the conflict of interest.

Full disclosure in itself, does not remove a conflict of interest.

Principles for Dealing with Conflict of Interest

1. The Board Member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.
2. If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict must be absent from the discussion and vote.
3. It is the responsibility of other Board Members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board Member to raise the issue for clarification, first with the Board Member and, if still unresolved, with the Board.
4. The Board Member must abstain from participation in any discussion on the matter, must not attempt to personally influence the outcome, must refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

5. The disclosure and decision as to whether a conflict exists must be recorded in the minutes of the meeting. The time the person left and returned to the meeting must also be recorded.

Examples of Conflict of Interest on the Part of a Board Member

- Any circumstance that may result in a personal or financial benefit to a Director or Director's family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to Quest, including contracted work or honoraria; accessing financial or other resources for personal use – e.g. transportation, training costs, supplies, equipment, etc.
- Personal interests which conflict with the interests of clients or are otherwise adverse to Quest's interests.
- Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with Quest.
- Being a member of a board or staff of another organization which might have material interests that conflict with Quest's interests or clients, and, dealing with matters on one board which might materially affect the other board.
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend.
- Individuals who serve as directors on the same Board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.
- Individuals who are Board Members and also clients who have a personal interest in matters regarding specific programs or services that come before the Board for a decision – e.g., specific funding request, program closure, human resource related matters that require Board approval.

B 9.3 Board Acts as a Whole

Quest's Bylaws ([9.1 Committee of the whole](#)) state that the Quest Board operates as a committee of the whole.

This means that Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

Board Members' recognize the lack of authority in any individual Board Member or group of Board Members except as noted elsewhere.

Board Members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board Member or Board Members to speak for the Board. (Also see [B 3.1 Chair and C 1.2 Delegation to the Executive Director.](#))

Board Members will render no judgments of the Executive Director except as that performance is assessed against explicit Board policies by the official process.

B 9.4 Confidentiality

Quest's Bylaws (Article 6.8) require that Board Members respect the confidentiality of certain matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of the same could adversely affect Quest's interests (e.g., proposals for funding where Quest may be competing with community partner or other organizations in the area, or personnel matters such as the Executive Director performance review). In at least some of these situations, and depending on who is present at the meeting or auditing the meeting, the Board may have

decided that the portion of the meeting that deals with these types of matters be held *in camera*. (see [B10 In Camera Discussions](#)).

Upon departure from the Board, a Director must return all Quest meeting information and documents to the Chair.

B 9.5 Freedom from Discrimination and Harassment

Just as Quest CHC is committed to providing a work environment free from discrimination, so too is Quest committed to providing a governance environment that is free from discrimination against any individual because of race, colour, religious creed, ancestry, age, sex, gender identify, gender expression, sexual orientation, national origin, or ability or any other prohibited grounds under Ontario's [Human Rights Code](#).

Accordingly, it is the responsibility of everyone to ensure that they support practices at Quest that comply with this commitment.

The Quest Board of Directors expects of itself and Board Members ethical, responsible, respectful and lawful conduct.

This commitment includes proper use of authority and appropriate group and individual behaviour when acting as Board Members. All Board Members are expected to conduct business related to Quest in an environment free from discrimination and harassment.

The Board of Directors will conform to the legislation set forth in the Canadian [Human Rights Act](#), Ontario's [Human Rights Code](#), and also the Province's [Occupational Health and Safety Act](#) which includes provisions regarding workplace violence and harassment.

Harassment is any improper conduct by an individual, that is directed at and offensive to another person or persons in the workplace, and that the individual knew or ought reasonably to have known would cause offence or harm. It comprises any objectionable act, comment or display that demeans, belittles, or causes personal humiliation or embarrassment, and any act of intimidation or threat. It includes harassment within the meaning of the Canadian [Human Rights Act](#).

Discrimination occurs when people are treated unequally or with disrespect. This includes, but is not limited to, discrimination on the basis of race, colour, religious creed, ancestry, age, sex, gender identify, gender expression, sexual orientation, national origin, or ability or any other prohibited grounds under the Ontario [Human Rights Code](#).

Harassment and/or discrimination in relation to any of the prohibited grounds outlined in the Ontario [Human Rights Code](#) will not be tolerated.

In addition to supporting the organization's vision and mission and core values, the Quest Board and its Members shall:

- Facilitate an atmosphere of mutual respect that is free of harassment and discrimination for Board Members, staff, volunteers, and clients.
- Ensure a selection process for Board Members that is sensitive to the diversity of the community that Quest serves.
- Support final Board actions and decisions, irrespective of how the individual Director voted
- Express a dissenting opinion in a constructive manner
- Work in a collegial manner that emphasizes consensus building.

Procedure:

A member of the Board of Directors, Board Committee member who is uncertain of the interpretation of any of the following guidelines should seek clarification from the Chair who may refer the matter to the Board as a whole:

- Any misconduct, discrimination or harassment on the part of a Board Member must be addressed firmly and swiftly.
- A concern of non-compliance with this policy may be brought verbally or in writing to the attention of the Board Chair by a Board Member or indirectly via the Executive Director (e.g., in the case of an employee complaint).
- The Board Chair will refer a complaint under this policy to the Board as a whole ensuring the privacy of the parties involved.
- The Board will ensure that timely steps are taken to address the alleged violation appropriate to the situation and appoint a committee to investigate the matter.
- The Board may conduct a vote on the steps to be taken.
- The Board will be informed by its committee of its findings and will vote on the final resolution of the matter, again with due respect for the privacy of the individuals involved to the extent possible at this stage.
- Board and committee discussions will be held *in camera* (see *B10 In Camera Discussions*)

Note: Should a Board Member be found at fault through this process, the Board has the power to remove that individual from office under Quest's Bylaws ([5.11 Discretionary removal from Office](#))

A Director may at any time and for any reason be removed from office by resolution passed by a two-thirds (2/3) vote of the total number of the Directors. Notice specifying the intention to pass such a resolution must be given a minimum of fourteen (14) days in advance of the meeting duly called for such a purpose. The Director in question shall be provided with an opportunity to make submissions at the designated Board meeting.

[**Note:** The interpretation of "day," above is calendar day.]

B 9.6 Communications

This policy has been put in place in order to ensure that statements made on behalf of Quest are consistent and of high quality, whether these statements are to the media or to a conference or other formal meeting. This policy is also intended safeguard the Board of Directors, agency staff and the agency as a whole from potential lawsuits.

The Executive Director will hold primary responsibility for communicating with the public news media and legal officials in all circumstances except where another individual has been delegated. The Executive Director may delegate this responsibility on a case by case basis to a member of agency staff or request the Board to take responsibility.

Board Members shall be aware at all times of their responsibility to uphold the reputation of Quest in what and how they communicate with the public.

No Board Member shall communicate, as representing Quest, to the media, at a conference, or at a political meeting without authorization from the Board.

B 9.7 Board Attendance

Quest's Bylaws ([5.9 Board Attendance](#)) states that Board Members are expected to attend two-thirds (2/3) of all regular constituted meetings of the Board.

However, the Board may excuse a Director from complying with these attendance requirements in extraordinary circumstances.

A role of the Board Chair is to review the attendance record of Directors and follow up (first verbally and immediately after by written notice) with any Board Member who has missed two meetings

without providing reasons. If the Board Member fails to improve attendance, the Board Chair will bring the matter to the Board for discussion. According to the Bylaws, cited above, the Board may then vote to remove the Board Member for not properly discharging their responsibilities before the expiration of their term. This resolution requires agreement of at least two-thirds (2/3) of the Board Members present in order to pass.

In addition, it is expected that Directors will attend Board meetings in person. In extenuating circumstances (e.g., due to inclement weather, illness or vacation), a Director may request to participate in a meeting by means of video conferencing, teleconferencing or other technology depending on what is available to both the Director and Quest.

Accountability:

Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.

At the first Board meeting following the Annual General Meeting, the Chair has the responsibility of reminding members of this policy and their obligations with respect to this policy.

A member of the Board of Directors who is uncertain of the interpretation of this policy should seek clarification from the Board Chair who may raise the matter with the Board as a whole

Breach of any aspect of this policy may result in dismissal from the Board.

A concern of non-compliance with this policy may be brought in writing to the attention of the Board Chair directly or indirectly via the Executive Director who will notify the Board Chair. The Board Chair, working with the Board, will ensure that timely steps are taken to address the alleged violation.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

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Reviewed: 11.24.16 – Approved: 11.24.16

Review Date:

Next Review Date: to be determined

B10 In Camera Discussions

In camera meetings/sessions may be held to discuss sensitive matters pertaining to:

- Items where protection of personal information and privacy is involved.
- Items relating to management of personnel or the administration of the Quest and that have not yet been implemented or made public.
- Items where disclosure could harm the financial or economic interests of Quest.
- Litigation brought before or against the Board.
- Other matters that the majority of directors feel would not be in the Agency's interest to discuss in open meeting.

The following procedure will be followed:

- The potential for an *in camera* discussion will be put on the agenda before distribution to the Board or will be identified during a Board meeting.

- Moving in camera requires a motion of the Board which signals that the majority of the directors are of the opinion that it is in Quest’s interests for the Board to conduct all or part of the session in camera.
- The Board must return from in camera session by a similar motion.
- During the in camera meeting, the Board will discuss only the matter which gave rise to the closed meeting.
- Board Members and other persons attending the in camera meetings are not permitted to discuss the details of the discussion outside of the meetings.
- The Secretary of the Board or another Board Member in that person’s absence will record the minutes for the in camera discussion.
- The draft in camera minutes will be sealed and locked in the Board’s locked filing cabinet until the next Board meeting.
- At the following Board meeting, the Board Secretary will unseal the minutes, make and number copies for Board Members to approve. Following approval, all numbered copies will be sealed for shredding. The original minutes, signed and sealed by the Chair, will be filed according to Board policy (see B.15 Storage and Retention of “Corporate” Documents)

The general public Board minutes will reflect:

- the time the Board went into in camera discussion
- the time the Board returned from the in camera discussion
- the resulting motion.

Accountability:

Adherence to this policy will be monitored by the Board through a self-assessment of its performance, at least annually.

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Reviewed: 11.24.16 – Approved: 11.24.16

Review Date:

Next Review Date: to be determined

B 11 Board Succession

To be effective, today’s Boards must be comprised of people with the necessary knowledge, ability and commitment to fulfill their responsibilities. It is important that they understand their purposes and whose interests they represent and understand the core values and strategic directions of the organization. Board Members must take the responsibility to obtain and know the information they require to support good decision making. And finally each Board Member must be prepared to act to ensure that the organization’s objectives are met, that performance is satisfactory, and that they fulfill their accountability obligations to those whose interests they represent.

The Board ensures proper leadership, capacity building and succession. In order to ensure continuity of purpose, the Board's Governance Committee should apply the following succession procedures:

- Ensure Chair and Vice Chair terms of office do not expire in the same term.
- The position of Vice Chair is designated as a training position.
- All Chair positions are filled on a voluntary basis, however if more than one individual indicates an interest in the position, the Board will have an election. The Board Member with the most votes will fill the position.
- Immediately following the Annual General Meeting there will be a motion to continue the executive positions to the first meeting of the new Board at which time the elections for the executive will be finalized for the coming year.
- Term of office for executive positions (Chair, Vice Chair, Secretary and Treasurer or Secretary-Treasurer) is one year with the option, if re-elected each year) to continue on the same position for a maximum of three years. (See Bylaws, Newly elected Board Members are eligible for Board executive positions.

Accountability:

The Governance Committee is charged with addressing Board succession. See the Governance Committee Terms of Reference (please refer to [policy](#)

[B 8.3 Governance Committee](#))

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

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Review Date:

Next Review Date: to be determined

B 12 Board Orientation

The Board role requires outward vision, proactive, strategic leadership and a clear sense of the responsibilities involved in Board Membership. An effective orientation process is essential to ensure that new members are familiar with Quest's programs and goals, and its linkages with clients, the community and other agencies.

In this spirit, Board orientation will consist of:

1. A Board information package including:
 - The most recent Annual Report
 - The audited financial statements
 - The current Board Manual
2. A Quest information package including:
 - A profile of the Quest programs and services
 - A profile of clients

3. An information meeting with the Chair of the Board and/or Board orientation meeting/retreat to introduce new Board Members to:
- The principles and practices of the Board governance model (roles and responsibilities of the Board and Quest practices)
 - Quest's financial structure
 - The role of the Board with respect to current and relevant internal and external pressures including funder requirements, existing coalitions and current/potential service delivery partners
 - The role and mandate of the **Alliance for Healthier Communities (previously Association of Ontario Health Centres)**
 - The role of Local Health Integration Networks
 - Other items may be added to this list as required in any given year.

Accountability:

The Board Chair, working with other Board Members and the Executive Director, will ensure that the orientation process will be completed as follows:

- **before the second Board meeting after the Annual General Meeting (AGM) for new Board Members appointed/elected at the AGM**
- as required and decided by the Board when new Board Members are appointed at other times throughout the Board year.

Responsibility for initiating this process will be assigned after the appointment of Board Officers.

Adherence to this policy will be monitored annually through the Board's own annual self-evaluation.

Approved by the Board of Directors

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Review Date:

Next Review Date: to be determined

B 13 Board Evaluation

Policy Statement

Quest is committed to reflecting upon, discussing and making improvements based upon an annual Board Self-Evaluation. In addition, throughout the year, the Chair will ask Board Members to provide feedback for and debrief about Board Retreats, Board meetings and special events – e.g. AGM, open houses, etc. These reflective exercises will focus on looking at **Board role, structure and process** and will allow summary information to become a part of the context for making improvements in all three areas.

Procedure

An annual Board evaluation tool will be submitted by Board Members. The process of: developing/improving the tool, managing the distribution, summarizing the information and reporting back to the Board will be the responsibility of the Board Chair and/or delegated to an experienced Board Member, or Board Committee formed for this purpose. (In any given year there may be a

natural place for the responsibility to sit or a group may need to be formed for the expressed purpose of managing the evaluation process.)

The evaluation results with recommendations should be presented to the Board no later than meeting preceding the Annual General Meeting. This timing provides outgoing Board Members with an opportunity to review the summary information and comment on the tool. It also provides Board Members who will be continuing in office to consider how best to adjust Board orientation for incoming members.

Accountability:

Annual Board Self-Evaluation is a fundamental accountability mechanism for the Quest Board.

Responsibility for initiating this process will be assigned after the appointment of Board Officers.

Evaluation results with recommendations should be presented to the Board no later the Board meeting preceding the AGM.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Review Date:

Next Review Date: to be determined

B 14 Board Calendar

A board calendar will be developed as part of the coming Governance Workshop and will be inserted once approved.

Accountability:

The Executive Director, working in consultation with the Board Chair, is responsible for developing an annual Board Calendar.

The Annual Calendar should be approved by the Board following the AGM.

The Board Chair and Executive Director are responsible for ensuring that the Calendar is used to guide the Board agenda and that adjustments are made throughout the year as required.

Approved by the Board of Directors

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B 15 Storage and Retention of “Corporate” Documents

B 15.1 All “Corporate” Documents

The policy is an excerpt of a larger policy that addresses records retention in general. Record retention policies that address other types of records (e.g., client records, human resources records) are part of this larger policy. The complete policy is included in other Quest’s Administration Manual and excerpted or incorporated as required in other policy manuals.

The focus below is on “corporate” documents only – that is documents that address the broad purposes and activities of Quest as a corporation including Board responsibilities under the [Corporations Act](#).

Definition: “Document” or “record” refers to both paper and electronic documents and records.

At Quest, records will be stored in a manner that protects the integrity of the original document and that is dry, safe, and secure.

Records containing confidential organizational information will be destroyed in an appropriate manner. This means that documents containing personal information or confidential organizational information will be shredded.

Regular back-up copies of electronic records are maintained off-site.

The Executive Director will ensure that all original corporate documents are stored at Quest’s place of business according to the specific retention requirements stated in the chart included with this policy. The Executive Director is NOT responsible for documents or records that are strictly confidential to the Board alone and are not meant to be shared with the Executive Director. These types of documents are addressed in B 15.3 Documents or Records That Are Confidential to Board Members Exclusively.

Examples of corporate documents include:

- Contracts
- Service agreements
- Purchase-of-service agreements
- Insurance policies
- Auditor reports
- By-laws
- Letters patent
- Board minutes and documentation
- Annual reports
- Strategic plan
- Governance documentation
- Planning and evaluation documentation
- Financial documents

Copies of these documents will be made for those who request a copy providing the document is not confidential. When appropriate, “copy” should be stamped on the duplicate copy to distinguish it from the original document.

The following are minimum periods that the records identified below should be retained.

Record Retention Schedule
(Finance Policies – Record Retention)

DOCUMENT	RETENTION PERIOD
Corporate Documents	
Organization Charter, Annual Reports, Bylaws, Letters Patent, Strategic Plans, AGM and Board meeting minutes	Organization's life span plus five (5) years.
Insurance Policies	Indefinitely (to minimize risk)
Contracts, service agreements and purchase of service agreements	Duration of contract or agreement plus one year.
Financial Documents	
Annual audited financial statements, general ledger, annual adjusting journal entries, and duplicate receipts relating to ten-year-gifts to registered charities.	Organization's lifespan plus five (5) years.
Duplicate donation receipts (except related to ten-year-gifts)	End of fiscal period to which they relate, plus seven years.
Other financial records (other than those cited above) including payroll	End of fiscal period to which they relate plus six years

B 15.2 Storage of In Camera Board Meeting Minutes

In general, retention and secure protection of “corporate” documents is the responsibility of the Executive Director as noted above. Corporate documents as noted above include AGM and Board meeting minutes. This means that in camera Board meeting minutes must be retained according to the schedule noted above. The Executive is responsible for the storage and retention of these minutes where the Executive Director attended the in camera session.

B 15.3 Documents or Records That Are Confidential to Board Members Exclusively

The Board Chair and the Secretary- Treasurer will ensure that there is secure and protected storage (e.g., a secure file drawer or safe) at Quest’s place of business that only the Board Chair and the Secretary Treasurer) may access. This storage will be expressly for retention and protection of in camera minutes and other documents that are strictly confidential to the Board alone and are not meant to be shared with the Executive Director. For example, the Executive Director’s performance appraisal and in camera board minutes related to the appraisal would keep in this secure storage or any other in camera session from which the Executive Director was excluded.

The Board Chair is responsible for ensuring that all keys are collected as needed as Board Officer positions are reassigned. The Secretary-Treasurer will take on this role in the absence of the Board Chair.

Accountability:

Adherence to this policy will be reviewed on a regular basis, in conjunction with annual performance reviews of the Executive Director (refer to policy C 1.4 Monitoring Executive Director Performance) and the Board's annual evaluation of its own performance (refer to policy B13 Board Evaluation).

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C – Operational Oversight Policies

C 1 Board-Executive Director Relationship

C 1.1 Board-Executive Director Relationship

Policy Statement

The Quest Board of Directors and the Executive Director work as a collaborative team. The Board's responsibility is generally confined to establishing the broadest policies for the achievement of Quest's corporate objectives (refer to [B1 Quest Board Approach to its Governing Role](#)).

Implementation of these broad policies and the development of other related, more operational policies is the responsibility of the Executive Director.

Accountability:

Adherence to this policy will be reviewed on a regular basis, in conjunction with annual performance reviews of the Executive Director (refer to [policy C.1.4 Monitoring Executive Director Performance](#)) and the Board's annual evaluation of its own performance (refer to [policy B13 Board Evaluation](#)).

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C 1.2 Delegation to the Executive Director

All Board authority for the implementation of its policies is delegated through the Executive Director, so that all authority and accountability of staff is considered to be the authority and accountability of the Executive Director.

As the Board's single link to the operating organization, the Executive Director is accountable for all organizational performance and exercises all authority transmitted to the organization by the Board. The Executive Director's performance is considered to be synonymous with the organization's performance.

Strategic Governance policies (see Board Policy [A – Strategic Governance Policies](#)) direct the Executive Director to achieve certain results, while Operational Oversight policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics. The Executive Director is authorized to establish all policies and procedures except those that speak to the role of the board; make all decisions; take all actions and develop all activities as long as they are consonant with any reasonable interpretation of the Board's policies.

The Board may extend or expand its policies, thereby shifting the boundary between Board and Executive Director domains.

Should the Executive Director learn of, cause or allow a violation of Board policy by intent or otherwise, she or he shall inform the Board immediately.

Accountability:

Adherence to this policy will be reviewed on a regular basis, in conjunction with the annual performance reviews of the Executive Director (refer [policy C.1.4 Monitoring Executive Director Performance](#)) and the Board's annual evaluation of its own performance (refer to [policy B13 Board Evaluation](#))

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C 1.3 Executive Director Job Description

The responsibilities of the Executive Director, as the Board's single link to the operations of Quest, are described in policy and in the Executive Director's job description. The Executive Director's job description is reviewed in conjunction with the Executive Director's performance evaluation (i.e., annually, consistent with Quest's M-SAA agreement with the LHIN) and when recruiting for the position.

Position Title: Executive Director

Reports to: Board of Directors

Summary:

The Executive Director provides overall leadership and administers all aspects of the Community Health Centre by interpreting and implementing Board policies and strategic directions.

Key Objectives:

1. Strategic Leadership:

- Serves as the organization's ambassador by ensuring the vision, mission and principles of Quest Community Health Centre are being met in the day-to-day operations of the organization.
- Provides leadership to all operations, human and financial resources, facilities and programs of the organization in accordance with the organization's strategic plan and accreditation requirements.
- Ensures that Quest's priority populations are consulted and engaged in the organization through volunteer opportunities, advisory groups, focus groups, and external functions as required.
- Develops and implements an operational plan that is aligned with the organization's overall goals, objectives and strategic plan.
- Ensures that an optimum level and quality of service delivery is in place to meet the needs of Quest's priority populations.
- Monitors and analyzes trends, demographics and other sources of internal and external information in relation to its impact on the organization.
- Ensures that needs assessments with various target groups are conducted and appropriate programs and services are planned and implemented by front line staff in response to community needs.
- Advocates for healthy public policy and access to resources required to support Quest's priority populations or broader community issues in accordance with the social determinants of health.
- Assists with planning and implementation of organizational events such as fundraising and special events (i.e. Annual General Meeting).
- Represents the organization in collaboration with the Board Chair to other organizations, the media and the public at large.
- Contributes to the development and promotion of Quest in St. Catharines and the Region of Niagara and as a sector in Ontario.

- Serves on provincial committees that help advance the CHC model.

2. Systems Development:

- Ensures the development, maintenance and auditing of a comprehensive and confidential system of corporate, human resources, financial and client care records.
- Develops and updates management information systems in the areas of policy, statistics and service delivery.
- Ensures confidentiality of all health information by monitoring the development, maintenance and auditing of a comprehensive system of records for the CHC.
- Ensures the development and implementation of evaluation systems related to all aspects of the organization to meet funder performance indicators/standards.
- Develops, establishes and implements review processes for organization policies and procedures.
- Ensures mechanisms are in place to regularly inform the community at large of organization activities (e.g. newsletter).

3. Board Liaison:

- Provides resources and advice to the Board of Directors to support their governance responsibilities.
- Helps facilitate Board decision-making through the provision of administrative support and appropriate and accurate research, statistics, and advice.
- Implements the policy decisions and directives of the Board of Directors.
- Acts as a resource to the development and leads the implementation of the organization's strategic plan as set by the Board of Directors.
- Upholds and adheres to the by-laws of the organization in collaboration with the Board.
- Reports regularly to the Board of Directors and otherwise ensures that the Board is informed of appropriate organization activities.
- Advises the Board of Directors in a timely fashion of any development which may affect the reputation of the organization.
- Acts in accordance with the Executive Director limitations defined in board policy.

4. Human Resources

- Ensures adequate levels of staff are in place to meet organizational and community needs by attracting, hiring, credentialing, developing and maintaining competent staff in accordance with the Ontario [Human Rights Code](#) and other applicable legislation.
- Develops and sustains a productive and inclusive work environment.
- Ensures systems are in place to evaluate staff.
- Monitors the organization's administration of employee benefits.
- Ensures a system is in place to oversee the management of volunteers including the recruitment, training, supervision and recognition of volunteers.
- Chairs meetings and ensures appropriate internal and external training sessions are conducted.

5. Financial Management

- Develops the annual budget in accordance with the organization's strategic plan.

- Manages the financial resources of the organization in collaboration with the Board Treasurer and Accountant.
- Ensures that the annual audit, monthly financial reports, and quarterly reports for the Local Health Integration Network are completed in a timely fashion.
- Approves all financial distributions and monitors all financial activities of the organization to ensure expenditures conform to the approved budget.
- Develops funding proposals and budget submissions for federal, provincial, municipal levels of government, foundations, local service clubs and churches.

6. Community Partnerships

- Develops and maintains positive and strategic partnerships with funders, community organizations, institutions and the community at large.
- Liaises with community agencies and organizations for the purpose of developing partnerships, planning, support, referral and increasing community awareness about the CHC model.
- Liaises with community representatives and service agencies, participates in committees, task forces and Board of Directors of community and network organizations.
- Contributes to the knowledge base of the Hamilton, Niagara, Haldimand, Brant LHIN, Ministry of Health and other key stakeholders through consultations and accurate responses to requests as the key contact of the organization.

7. Professional Development

- Maintains and develops professional competence through appropriate continuing education methods (i.e. peer interaction, literature review, conferences, courses, education leave).

8. Other

- Performs other associated duties as required.

Organization Responsibilities:

In addition to specific key job responsibilities identified in this job description, each employee is also responsible to contribute and support the overall culture, and working environment of the organization by:

- Upholding Organizational Beliefs and Values and the Health Promotion Model
- Being knowledgeable about the organization's vision, mission, principles and organizational philosophy and incorporates these beliefs into everyday work.
- Working in a manner that incorporates health promotion and recognizes the determinants of health.
- Understanding and respecting the process by which the community is involved in decision making.
- Engaging volunteers, participants/patients in leadership/capacity development opportunities.
- Working to reduce barriers to access (i.e. transportation, childcare, hours of service).

Achieving Organizational Excellence

- Providing a welcoming and supportive environment for participants and patients.
- Acting with professionalism and courtesy toward participants and patients, the general public and other staff members.
- Working in a manner that preserves, maintains and respects confidentiality of participants, patients and staff information.
- Respecting and valuing the diversity of communities and individuals.
- Participating in internal and external professional development opportunities to enhance skills and abilities.
- Maintaining competence, and where applicable, a professional license to practice.

Supporting Integrated Team Work

- Incorporating and strengthening an interdisciplinary approach to the organization.
- Working cooperatively with other staff members both individually and in teams.
- Sharing skills and knowledge learned at training and professional development sessions with colleagues.
- Contributing to the organization's work by attending and participating in team/staff meetings, and committee work.
- Supporting the organization's student and volunteer placement programs.
- Contributing to the organization's practices of hiring, orienting and training of staff.
- Contributing to the organization's peer feedback process.

Meeting Occupational Health and Safety

- Working in a manner that meets all Health and Safety requirements to ensure a healthy and safe workplace.
- Taking and maintaining required training (i.e. WHMIS, First Aid).

Fulfilling Organizational Duties and Responsibilities

- Working in a manner that promotes and maintains the reputation of the organization and minimizes risk of harm and/or liability to the organization.
- Promoting awareness of and participation in Quest programs and services by being a positive ambassador for the organization and by preparing promotional materials, displays and conducts community presentations as required.
- Working in a manner that complies with the organization's Policies and Procedures.
- Contributing to the organization's activities to collect, analyze and report on data, and participate in research.
- Promoting Quest and upholding its values, principles and policies.
- Contributing to the organization's efforts to secure and maximize resources for current and new programs, services and activities.
- Preparing and submitting items for the organizations' quarterly newsletter.
- Attending and assisting with the planning and implementation of organizational special events as required.
- Supporting the organization's fundraising events.
- Performing other duties that support the mission/mandate of the organization and/or as assigned by their supervisor.

Qualifications:

Education

- Graduate degree from a recognized university in business, public, health administration, or human services.

Experience

- Five years of progressive management responsibility in a community health or social services setting.
- Five years' experience of budget negotiation and management, program administration and financial development preferred.

Skills and Abilities

- Thorough knowledge and experience in program development, implementation, monitoring and evaluation.
- Demonstrated commitment to, and knowledge of, community participation and community-based health care.
- Proven ability to establish and maintain productive relationships with other community-based organizations, a volunteer Board of Directors, and government agencies.
- Sensitivity and/or work experience with identified priority populations.
- Demonstrated ability to work effectively in a multi-disciplinary team environment.
- Proposal and grant writing experience preferred.
- Excellent interpersonal and leadership skills.
- Sound knowledge and application of human resource management and financial/accounting policies and principles.
- Advanced Computer skills with proficiency in MS suite including Word and Excel.
- Ability to perform in an environment with frequent interruptions and short deadlines.
- Ability to communicate effectively orally and in writing in the English language with a varied audience including clients, senior executives and public officials.
- Ability to deal with disruptive behaviour and crisis management.
- Ability to use effective problem solving skills and apply sound judgment.
- Highly motivated, flexible and exceptionally well organized with a strong attention to detail.
- Willingness to continuously upgrade skills and remain professionally current.

Conditions of Employment

- Enhanced Police Reference Check is required.
- Current certification or willingness to become certified in Non-Violent Crisis Intervention (NVC).
- Maintain confidentiality in compliance with the [Personal Health Information Protection Act \(PHIPA\)](#), [Freedom of Information and Protection of Privacy Act \(FIPPA\)](#) and [Personal Information Protection and Electronics Document Act \(PIPEDA\)](#).

Working Conditions

The duties of this position are performed primarily in an office setting, and occasionally in a health care setting. This job may occasionally result in exposure to undesirable or disagreeable working conditions.

Accountability:

A current Executive Director job description will be maintained and reviewed for relevance on a regular basis, at least in conjunction with the performance reviews of the Executive Director (refer to policy C1.4 Monitoring Executive Director Performance) and when conducting a search for a new Executive Director (refer to policy C1.7 Executive Director Hiring Process).

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

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Next Review Date: *date to be determined*

C 1.4 Monitoring Executive Director Performance

The executive director is the sole official link between the Board of Directors and staff. The responsibilities of the Executive Director result from Board delegated authority and compliance with Board policies. Consequently, the Executive Director's job contributions can be expressed as performance with respect to the following:

1. Executive Director Job Description
2. Annual performance objectives negotiated with the Board
3. Organizational achievements of the annual operational plan
4. Organizational operation within boundaries established in Board policies
5. Quality of relationship with senior staff
6. Quality of relationship with major community stakeholders.

Monitoring the Executive Director performance will be results-focused, linked to Quest's Strategic Plan, rather than subjective or personality oriented. Monitoring, as noted above, takes place annually with a "360-degree" review taking place every second or third year as determined by the Board. The tool that is used for Executive Director performance evaluations at Quest is provided in Appendix A, (Quest has a performance review tool that has been used as part of the ED performance reviews. This will be inserted in the final version of the manual)

The annual evaluation will provide an overall assessment of performance relative to this policy statement and the Board's employment contract with the Executive Director.

Accountability:

The Board will conduct a formal evaluation of the Executive Director's performance annually with a "360-degree" review taking place every second or third year as determined by the Board.

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C 1.5 Executive Director Succession

Executive Director Resignation and Departure Process

The Executive Director will notify the Board Chair of their resignation. The Board Chair will negotiate the most reasonable notice period possible. The Board Chair will confirm that the outgoing Executive Director communicates this information to staff appropriately. The Board Chair will notify all managers and any other staff who report directly to the Executive Director immediately. It is possible that, due to unforeseen circumstances, the Executive Director might leave the organization without providing notice. In any event, the Board Chair will immediately initiate the following process:

The Executive Committee will be responsible for the following activities:

- Implement the Emergency Succession policy and procedures (refer to policy [C 1.6 Emergency Succession](#)) and /or appoint an Interim Executive Director if needed
- Establish open lines of communication with the management team and /or the appointed Interim Executive Director
- Send a memo to all staff acknowledging the departure of the Executive Director, identifying the members of the Executive Committee, and describing implementation of the Emergency Executive Succession Plan and/or appointment of an Interim Executive Director if needed as well as other next steps
- Communicate regarding the departure of Executive Director and the Board's transition plan to major stakeholders such as funders, community partners, bank, auditor, etc.
- Establish a process for providing an appropriate send off for the departing Executive Director
- Coordinate the recruitment process for a new Executive Director
- Strike a hiring committee (see [C 1.7 Executive Director Hiring Process](#))
- Once hired, provide the new Executive Director with support during the initial orientation period
- Communicate the hiring of a new Executive Director both internally and externally to major stakeholders

The departing Executive Director will:

- Prepare an administrative calendar for all major, recurring activities during the year (i.e. for the next 12-month period), including: for example, staff and team meetings; committee meetings; external partnership or network meetings and commitments; funders reporting requirements; applications due; performance reviews; lease or contract expiration dates; relevant staff contract information; pay periods, etc.
- Attach all required documentation to the administrative calendar
- Make a list, with appropriate notations, of all major stakeholders that the incoming Executive Director will need to contact. (to be placed in orientation file for new Executive Director)
- Make a list, with appropriate notations, of all major documents the incoming Executive Director will need to review (e.g., Strategic Plan, Board Manual, descriptions of

programs and services, etc.) and place this information in the orientation file for new Executive Director.

- All financial reports are to be reviewed by the Treasurer or Secretary-Treasurer of the Board until such time as the new Executive Director is appointed, in which case regular review would occur according to Board policy or as otherwise determined by the Board.

Accountability:

Adherence to this policy will be reviewed following implementation.

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Next Review Date: *date to be determined*

C 1.6 Emergency Succession

In order to protect the Board from sudden loss of Executive Director services, the Executive Director may not have less than one other person familiar with Board and Executive Director issues and processes. Currently, this role falls to the Program Director.

In the absence of the Executive Director, the Board will contract with an Interim Executive Director to take the place of the Executive Director. Until that occurs, the program director will assume the role of Acting Executive Director.

In the event that the Executive Director cannot perform their duties as a result of, for instance, serious illness or death, the following emergency succession plan will be implemented:

1. The Executive Director (if possible) will notify the Board Chair immediately. In the event that the Executive Director is not able to do this, responsibility will fall to the Program Director.
2. The Vice Chair, Treasurer or Secretary-Treasurer and Secretary will be then notified.
3. The staff will be notified, as soon as possible, of the situation and the immediate succession plan.
4. Within seven (7) days of notification, the Board will hold an emergency meeting to determine the need for hiring or appointing an Interim Executive Director. If it is determined that an Interim Executive Director is required, this shall occur as soon as possible. Every effort shall be made to complete this step within twenty (20) working days of the emergency meeting.
5. Once hired, the Interim Executive Director will be directed by the Board to assume the day-to-day administrative functions and to ensure financial functions and integrity. The Board Chair or designate will act as second signature on required instruments.
6. All parts of the organization will continue to be supervised by the appropriate manager.
7. The Management Team will submit monthly reports to the Board regarding fiscal or management issues pertinent to Quest.

Accountability:

Adherence to this policy will be reviewed following implementation. The capacity of implementing this Emergency Succession policy will be reported to the Board by the Executive Director at least annually.

The Executive Director will maintain a list of potential Interim Executive Director candidates and key contacts who might support hiring of an Interim Executive Director.

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Next Review Date: *date to be determined*

C 1.7 Executive Director Hiring Process

Recruitment of an Executive Director is a responsibility of the Board of Directors. The purpose of this policy is to provide procedural guidelines for that selection.

Recruitment and Selection Process

1. Given the size and complexity of the organization, the Board may decide to retain services of external consultants to assist in the search process.
2. Every effort should be made to ensure the following:
 - a) A broad search
 - b) Staff and management input into the process
 - c) A diverse hiring committee consisting of Board and staff
 - d) A thorough documentation and checking of references.
3. The Chair of the Board should chair the process.
4. The recommendation of the Hiring Committee will be referred to the Board of Directors, which needs to approve the decision to offer the position to a candidate.
5. The Chair of the Board will make the job offer and negotiate salary. The Chair of the Board will also confirm the start date, the signing of the offer letter and the employment contract.

Accountability:

Adherence to this policy will be reviewed after implementation.

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C 2 Executive Limitations

C 2.1 General Executive Constraints

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance that is imprudent, unethical or illegal.

More specifically the Executive Director may not fail to:

1. Notify the Board in a timely fashion of any complaints that may pose a risk to Quest and to the Board of Directors
2. Notify the Board whenever Quest's Bylaws appear to be outdated
3. Protect against any conflict of interest in awarding purchases or contracts
4. Keep abreast of all legislation and regulations relevant to the functioning of Quest
5. Carry out Board policies as well as the policies and procedures of Quest
6. Ensure that obligations imposed on Quest by any agreements or contracts are met.

Accountability:

Any deviations will be reported to the Board of Directors by the Executive Director immediately.

Adherence to this policy will be reported to the Board by Executive Director at least annually.

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C 2.2 Compliance with Legislation

Quest will operate in compliance with Legislation and Regulations that apply to its status as a not-for-profit organization, its operations, and its programs and services. While it is understood that only legal counsel is able to determine definitively if an organization is fully compliant with legislation, the Executive Director will report at least annually to the Board of Directors based upon the following [linked to CCA]:

- Whether the organization has received any notification of having been non-compliant with any legislation
- Whether the organization has contravened any statutes that pertain to corporations operating in Ontario including specific liabilities of Boards of Directors and Board Members
- Whether the organization has contravened legislation that is specific to the types of programs and services that Quest provides.

The Board of Directors will be made aware of any issues with compliance through Executive Director reports.

The Board of Directors will have access to legal counsel as necessary.

See [Appendix A, Form](#)

Accountability:

Adherence to this policy will be reported to the Board by the Executive Director through a monitoring report, presented at least annually.

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Next Review Date: *date to be determined*

C 2.3 Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the Executive Director may not permit the Board to be uninformed.

Accordingly, the Executive Director may not:

- Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has been established
- Fail to submit the required monitoring data in a timely, accurate and understandable fashion, directly addressing the Board policies being monitored
- Fail to assemble as many staff and external points of view, issues and options as needed for facilitating fully informed Board options/choices
- Fail to provide a mechanism for official Board, Officer or Committee communications
- Except for fulfilling individual requests for information related to delegated Board functions, fail to deal with the Board as a whole
- Fail to report actual or anticipated non-compliance with any policy of the Board.

Accountability:

Adherence to this policy will be reported to the Board by the Executive Director through a monitoring report, presented at least annually.

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C 2.4 Treatment of Clients

With respect to treatment of Quest clients, the Executive Director may not cause or allow conditions that are inhumane, unfair, unsafe or undignified.

Accordingly, the Executive Director may not:

1. Differentiate among clients we serve other than on issues related to service, programs and participation in Quest activities and processes
2. Fail to take all necessary steps to protect clients from unsafe or unhealthy conditions, including but not limited to Policy [C 2.5 Protecting Against Risk of Clients](#).
3. Prevent clients from exercising the full extent of their rights under this policy, and applicable legislation
4. Withhold from clients due-process complaint procedures, which can be used without bias
5. Prevent clients from taking a complaint to the Board when a) other avenues have been exhausted and (b) the client alleges either that (i) Board policy has been violated to the client's detriment or (ii) Board policy does not adequately protect the client's rights (see C 3.1 Client Rights)
6. Fail to ensure that clients are informed of their rights under this policy, and the Client Rights and Client Responsibility policy (see C 3.2 Client Rights and Responsibility)
7. Fail to obtain informed consent when relevant
8. Impair the right of a staff member or a volunteer to express ethical dissent
9. Discriminate on the basis of n the basis of race, colour, religious creed, ancestry, age, sex, gender identity, gender expression, sexual orientation, national origin, or ability or any other prohibited grounds under the Ontario [Human Rights Code](#).

Accountability:

Adherence to this policy will be reported to the Board by the Executive Director at least annually. Specifically the report will address/include:

1. *Client complaints*
2. *Results of client satisfaction survey(s)*

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Next Review Date: *date to be determined*

C 2.5 Protecting Against Risk to Clients

1. The Executive Director may not permit employment of any new staff, who will have a predominantly one-to-one relationship with clients, without:
 - their providing a Police Clearance report (i.e., vulnerable sector clearance)
 - a thorough reference check
 - a check with the relevant College (where applicable) to ensure there are no outstanding complaints against them
 - informing the Board of reasons for deciding to hire a candidate who has a police record or a complaint to the College that has not been resolved

2. Likewise the Executive Director may not permit the use of volunteers a Police Clearance report (i.e., vulnerable sector clearance)
3. The Executive Director may not permit the organization to operate without a code of conduct and a protocol that is fully up to date, especially with respect to legislative and insurance requirements.

Accountability:

Any deviations from this policy must be reported to the Board by the Executive Director when and if they occur.

Adherence to this policy will be reported to the Board by the Executive Director, at least annually.

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Next Review Date: *date to be determined*

C 2.6 Staff and Volunteer Treatment

With respect to treatment of paid staff and volunteers, the Executive Director may not cause or allow conditions that are inhumane, unfair, unsafe or undignified.

Accordingly, the Executive Director may not:

1. Differentiate among staff members on other than clearly job- or performance-related issues
2. Differentiate among volunteers on other than clearly activity- or performance-related issues
3. Fail to take all necessary steps to protect staff and volunteers from unsafe or unhealthy conditions
4. Prevent staff from exercising the full extent of their rights under applicable labour and human rights legislation
5. Prevent volunteers from exercising the full extent of their rights under applicable human rights legislation
6. Withhold from staff and volunteers a due-process grievance procedure, which can be used without bias
7. Prevent staff and volunteers from taking a grievance to the Board when
 - a) internal grievance procedures have been exhausted and
 - b) the staff or volunteer alleges either that
 - i. Board policy has been violated to detriment of the staff person or volunteer, or
 - ii. Board policy does not adequately protect the staff person's or volunteer's human rights.
8. Fail to ensure that staff and volunteers are informed of their rights under this policy

9. Fail to maintain and keep staff and volunteers informed of up-to-date relevant policies
10. Impair the right of an employee or volunteer to express ethical dissent
11. Fail to be transparent regarding the decision-making process on staff issues, except in areas calling for personal privacy and confidentiality of personal records
12. Discriminate on the basis of race, colour, religious creed, ancestry, age, sex, gender identify, gender expression, sexual orientation, national origin, or ability or any other prohibited grounds under the Ontario [Human Rights Code](#).

Accountability:

Adherence to this policy will be reported to the Board by the Executive Director. Specifically the report will address/include:

At least annually:

staff turnover and staff grievances
volunteer turnover and volunteer grievances

At least every two years:

the results of a staff satisfaction survey.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Reviewed: 11.24.16 – Approved: 11.24.16

Next Review Date: **date to be determined**

C 2.7 Occupational Health and Safety

Quest strives to maintain and continually improve a safe and healthy working environment for its employees and volunteers (i.e., within the limits of occupational health and safety legislation). This will, ultimately impact anyone using Quest facilities.

In so doing, Quest commits to the following:

1. To ensure that all legislative requirements as outlined in the [Occupational Health and Safety Act](#) and Regulations are respected
2. To establish a Joint Occupational Health and Safety Committee (JOHSC) comprised of the required management and staff representation addressing requirements of the [Occupational Health and Safety Act](#) and Regulations
3. To ensure the necessary certification of its JOHSC members
4. To ensure ongoing monitoring (e.g., monthly inspections) and reporting of Quest facilities with reports made on a regular basis to management and all staff
5. To provide ongoing training for staff regarding occupational health and safety issues
6. To ensure follow up regarding issues is done within the times specified within the [Occupational Health and Safety Act](#) given organizational resources and urgency of the identified situation
7. To monitor patterns and trends of occupational health and safety risks.

Accountability:

Any deviations from this policy must be reported to the Board by the Executive Director when and if they occur.

Adherence to this policy should be monitored through a report to the Board by the JHSC at least twice a year.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: *date to be determined*

C 2.8 Compensation and Benefits

With respect to employment, compensation and benefits to employees, consultants, and contract workers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image. Accordingly, the Executive Director may not:

- Change their own compensation and benefits
- Establish compensation and benefits that deviate materially from funders' guidelines for skills employed within Quest
- Establish deferred or long-term compensation and benefits, which commit the organization to unpredictable future costs
- Establish differential benefits for any employees.
-

Accountability:

Adherence to this policy will be reported to the Board by the executive director, at least annually.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: *date to be determined*

C 2.9 Financial Planning

Budgeting for the fiscal period or the remaining part of any fiscal period shall not deviate materially from Board priorities, risk fiscal jeopardy or fail to show a generally acceptable level of foresight.

Accordingly, the Executive Director may not cause or allow budgeting which:

1. Contains too little detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Provides less than \$500 allocated to Board for expenses and development and for Board prerogatives during the year.

4. Deviates materially from Board-stated priorities (refer to Section [A Strategic Governance Policies](#)) in its allocation amongst competing budgetary needs.
5. Is not derived from a long-term administrative plan.

Accountability:

Any deviations will be reported to the Board by the Executive Director if & when they do occur.

Adherence to this policy will be reported to the Board by the executive director, at least annually.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: *date to be determined*

C 2.10 Financial Condition

With respect to the actual, ongoing condition of the organization's financial health, the Executive Director may not cause or allow the development of fiscal jeopardy or loss of allocation integrity.

Accordingly, the Executive Director may not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 60 days.
4. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Allow actual allocations to deviate materially from Board priorities stated in Strategic and Community Engagement policies ([Section A – Strategic Governance Policies D-Community Engagement Policies & Position Papers](#)).
7. Spend Board prerogative money unless authorized by the Board annually.
8. Act in any way that contravenes the fiscal requirements of the funder(s).
9. Fail to submit quarterly reports to the Board for the purposes of monitoring this policy.
10. Fail to submit quarterly financial reports to the relevant funders such as the LHIN, approved by the Executive Director and the Board Chair or the Treasurer or Secretary-Treasurer, where required. (One of the reports will be the auditor's financial statement for the prior year.)
11. Deviate from the following policies:
 - a) Signing authorities outlined in Quest's Bylaws, Governance and Finance policies or as agreed with funders.

- c) Leases for the rental of leasehold accommodations, and other agreements that commit Quest for more than 12 months must be signed by the Chair or Treasurer or Secretary-Treasurer and the Executive Director. (# Harmonize with Bylaws and Finance Policies?)
- d) Short-term contracts, (i.e. up to and including 12 months) for the provision of services or goods at a price consonant with the budget approved by the Board must be signed by the Executive Director or the Managers, with signing authorities, in the absence of the Executive Director. (# Harmonize with Finance Policies?)
- e) Written contracts with granting agencies that commit Quest to the performance of new programs or services beyond Quest's core budget, where the Board has previously approved the grant application, must be signed on behalf of Quest by the Executive Director and reported as such to the Board. (# Harmonize with Finance Policies)

Accountability:

Any deviations from this policy must be reported to the Board by the Executive Director if and when they occur.

The Treasurer or Secretary-Treasurer will confirm at least quarterly that:

- source remittances are paid when due (e.g. income taxes, EHT, CPP, etc.)
- bank reconciliations are up-to-date.
- Adherence to this policy will be reported through an Executive Director's report to the Board of Directors, at least quarterly.
- An audit of financial statements is conducted annually by an auditor approved by members at the AGM.
- The Board of Directors receives and reviews any management letters from the auditor.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: *date to be determined*

C 2.11 Financial Limitations

See Finance Policies (See [Finance Policies](#) – see [By-law B8.2](#))

- spending limits
- signing authorities
- procurement
- use of credit cards and lines of credits, etc.
- banking institutions
- other?

Protection

The Executive Director may not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, the Executive Director may not:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to Board Members, staff or the organization itself to beyond the minimally acceptable prudent level
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance
3. Unnecessarily expose the organization, its Board of Directors, Officers or staff to claims of liability
4. Deviate from sound purchasing practices and principles as approved by the auditors, or make any purchase wherein normally prudent protection has not been given against conflict of interest
5. Receive, process or disburse funds under controls insufficient to meet the Board-appointed auditor's standards
6. Invest or hold operating capital in insecure instruments, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions, nor make investments or bank operating funds in any institution or security other than insured financial institutions, provided the deposit does not exceed the insured maximum.

Accountability:

Any deviations from this policy must be reported to the Board by the Executive Director if and when they occur.

The treasurer will confirm annually that insurance certificates are current and coverage is appropriate (comply with industry standards).

An audit of financial statements is conducted annually by an auditor approved by members at the AGM.

The Board of Directors receives and reviews any management letters from the auditor.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: **date to be determined**

C 3 Rights Statements

C 3.1 Client Rights

[[Linked to CCA requirements.](#)] link clients rights poster

Clients of the Quest Community Health Centre have the right to:

- Access services offered through Quest Community Health Centre
- Be treated in a fair and dignified manner and receive courteous, respectful, efficient services
- Be treated without discrimination based on race, gender, religion, political affiliation, sexual orientation
- Approach a staff member should you need help
- Have your personal information kept confidential
- Know what personal information is collected about you to enhance your care

- Access and review your personal information
- Have your personal information protected, in accordance with the [Personal Health Information Protection Act \(2004\)](#)
- Make informed decisions
- Give and withdraw consent about any aspect of our care
- Refuse or discontinue service without fear of reprisal
- Make a complaint if you believe your personal information is not collected, used or disclosed appropriately
- To be informed of the procedure for initiating complaints about the service provided without fear of reprisal
- Terminate services from Quest Community Health Centre at anytime

Accountability:

Any deviations from this policy must be reported to the Board by the Executive Director if and when they occur.

Adherence to this policy should be monitored through a report to the board at least twice a year.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: *date to be determined*

C 3.2 Client Responsibility

In order to achieve the best possible results for your care, the following client responsibilities are in place. These responsibilities are intended to enhance your care and to support staff and volunteer commitment to working in partnership with you.

You are responsible for:

- Treating others with respect, courtesy and fairness
- Giving accurate information when completing forms
- Keeping appointments to the best of your ability or cancelling them in a timely fashion
- Disclosing important information necessary for your care
- Coming to the centre consistently for appointments in order to get the best possible care and service
- Following mutually agreed upon treatment plans and/or letting the Centre know if you are no longer following treatment plans
- Giving us feedback on how we're doing
- Supporting Quest Community Health Centre as we engage the citizens of St. Catharines in promoting health and well being for all

If you have any questions, concerns or comments, or do not understand any of the information outlined, please speak to a Quest Community Health Centre service provider.

Accountability:

Any deviations from this policy must be reported to the Board by the Executive Director if and when they occur.

Adherence to this policy should be monitored through a report to the board at least twice a year.

Approved by the Board of Directors

Adopted: 06.14.07 - Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.12

Next Review Date: ***date to be determined***

D – Community Engagement Policies & Position Papers

This section would include record of public position(s) Quest Board has taken on issues (if any) as well as documents that provide information about current issues that could have an impact on Quest and/or members/community served.

Appendix A

Form 1: Declaration to Abide by Code of Conduct

I _____, have read the Bylaws and governance Policies of Quest Community Health Centre.

I agree to uphold Quest's Bylaw and Policies throughout my term of office on the Board of Directors and, where relevant to abide by Quest's Bylaws and Policies following my term of office (e.g., confidentiality).

By signing this declaration, I am agreeing to:

- Unconflicted loyalty to the interests of Quest.
- Full disclosure of conflicts of interest which are defined as "a situation in which my personal, professional or business interests or a close relative/associate of such a person, are in conflict with the best interests of the organization or the people it serves; and that which the Board determines to be a conflict, as stated in Quest's policies".
- Respect the role of the Quest Board and its decisions, recognizing that the board operates as a committee of the whole. This means that I recognize that Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- Maintain confidentiality of certain matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of the same could adversely affect Quest's interests.
- Abide by Quest's policy regarding Freedom from Discrimination and Harassment. I recognize that Quest is committed to providing a governance environment that is free from discrimination against any individual because of race, colour, religious creed, ancestry, age, sex, gender identify, gender expression, sexual orientation, national origin, or ability or any other prohibited grounds under the Ontario [Human Rights Code](#).
- Refrain from communicating as representing Quest without authorization from the Board.
- Attend to attend all regularly constituted meetings of the Board and meetings to the best of my ability and notify the Board Chair or the Executive Director should circumstances prevent me from attending. I similarly agree to attend any meetings of committees to which I am assigned.

Upon departure from the Board, I agree to return all Quest meeting information and documents to the Chair.

I recognize that, if I do not abide by this Code of Conduct, I may be removed from the Board as permitted in Quest's Bylaws.

Signed

Date: _____

Signature: _____

Date: _____

Witness: _____

Form 2: Executive Director Performance Review Tool

To be inserted in final version of manual for distribution.

Form 3: Confidentiality Policy

Confidentiality Policy

Quest Community Health Centre has devised the following Policy with regard to confidentiality of the Agency's operations and the client records.

No agent, contractor, employee, Board member, student, intern or volunteer shall disclose Agency operations, other than what has been designated for public education and program promotion.

No agent, contractor, employee, Board member, student, intern or volunteer shall divulge to any source, client activities or details of a client's record without the previous written consent of the client. If access to client records is required in order to facilitate the update/repair of databases, then the agent/contractor will be granted access by a network administrator (employee authorised as a network administrator).

Employees, students or volunteers who do not concur with the above policy, shall be subject to disciplinary action, including dismissal.

Agents or contractors who do not concur with the above policy shall have their contract revoked immediately.

Oath of Confidentiality

I, _____, hereby undertake as a part of the condition of my contract, employment or volunteer role, to keep in strict confidence, any information regarding the Quest Community Health Centre, any information concerning the participants of the agency's programs or any other agency that I may have knowledge of.

I will not engage in discussion of cases within or outside the office except on a need to know basis as required for the appropriate conduct of the agency's business.

I also undertake that I will never remove any confidential written material, of any kind, from the premises of the establishment unless under express orders to do so.

I also understand that I will not share any written material of any kind unless authorised to do so.

Signature

Date

Form 4: Compliance Form

COMPLIANCE WITH LEGISLATION REPORT

Date:

To: Board of Directors

From: Executive Director

To the best of my knowledge, information and belief, the following are certified as of this date:

Section One: Legislative Compliance

1.1 Corporations Act

Quest Community Health Centre is in compliance with requirements specified in the provincial Corporations Act.

1.3 Charitable Institutions Act

Quest Community Health Centre is in compliance with all applicable requirements in the Charitable Institutions Act of the Province of Ontario.

1.4 Applicable Employment, Health and Safety Legislation

Quest Community Health Centre is in compliance with all applicable health and safety legislation including the Occupational Health and Safety Act, Employment Standards Act, and Ontario Fire Marshals Act.

Section Two: Government Remittance

2.1 Government Remittances

Quest Community Health Centre is in compliance, as required by law, with all statutes and regulations relating to the withholding and/or payment of governmental remittances, including, the following:

- All payroll deductions at source, including Employment Insurance, Canada Pension Plan and Income Tax
- Ontario Employer Health Tax
- Canadian Income Tax
- Ontario Retail Sales Tax
- Goods and Services Tax,

and that all necessary policies/procedures are in place to ensure that all future payments of such amounts will be made in a timely manner.

2.2 Employee Remittances

Quest Community Health Centre has remitted payments to the Employee Benefit Plan and RRSP Plan.

2.3 Lease Remittances

Quest Community Health Centre has remitted lease payments as per the amount and deadline specified in contractual agreement(s).

Section Three: Risk Management

3.1 Employee Certification

Quest Community Health Centre ensures that employees have all mandatory documentation and certification required to perform their responsibilities including criminal reference check; crisis intervention training (where applicable); First Aid and CPR; stated educational level and medical certificate.

3.2 Risk Management: Insurance

Quest Community Health Centre has obtained insurance to safeguard the resources of the organization. Payment has been issued to ensure that there will be no interruption in coverage.

Type	Policy	Coverage
Directors and Officers Liability Insurance	Certificate Number 107471	\$10,000,000
Property Insurance	SHIP-P-2000-20xx	Property Every Description \$1,200,000.00 Business Interruption/Extra Expense \$750,000 Valuable Papers and Records \$200,000
General Liability Coverage	Certificate Number 107471	\$10,000,000
Crime Insurance	Certificate Number 107471	\$2,000,000

3.3 Accreditation

In an effort to ensure quality services, Quest Community Health Centre is now using the standards established by the Accreditation Program of the Canadian Centre for Accreditation to guide policy and program development as well as operations.

Section Four: Contractual Obligations

4.1 Contractual Requirements: Funding Sources

Quest Community Health Centre has complied with the requirements specified in the contractual agreements with the following funders:

Requirements	Due Date	Date Submitted	Status	Required Follow-Up
A. HNHB LHIN				
MSAA Report (Quest, USAT, MAWP)	Q2/Q3		Complete	None to date
Migrant Agricultural Worker Report	Quarterly Q2/Q3		Complete	None to Date
Health Quality Improvement Plans/Balanced Scorecard/ Policy re Quality	Annual		Complete	None as per Report
B. MOHLTC				
OHRIS Report	Q3/Q4		Complete	None to Date
Quality Improvement Plans-Health Quality Ontario	Annual		Complete	None as per Report

Signature:

Executive Director

Date

Form 5: Protecting Against Risk to Clients

TO: Quest Community Health Centre Board

FROM: , Executive Director

Date:

RE: Protecting Against Risk to Clients

Quest Community Health Centre (CHC) has obtained the following for all staff:

- Police Vulnerable Sector Clearance Report
- Thorough reference check
- A check with the relevant College (where applicable) to ensure there are no outstanding complaints against them.

Quest CHC has obtained the following information for all current volunteers:

- Police Vulnerable Sector Clearance Report
- Signed Oath of Confidentiality
- Confidential Volunteer Information Form
-

Relevant Quest Human Resource Policies include:

- Subject: Code of Conduct; Section B1: Employee Conduct: that outlines roles for staff and management
- Subject: Conduct Expectations – Progressive Discipline; Section B2: Conditions of Employment
- Subject: Discrimination; Section B3: Conditions of Employment
- Subject: Harassment-Free Workplace; Section B4: Conditions of Employment
- Subject: Workplace Violence; Section B5: Conditions of Employment:
- Subject: Employee Complaints; Section B6: Conditions of Employment
- Subject: Reporting Employee Performance Concerns; Section B7: Conditions of Employment
- Subject: Substance Abuse; Section B14: Conditions of Employment
- Subject: Corrective Action; Section B22: Conditions of Employment
- Subject: Termination; Section B23: Conditions of Employment

Relevant Quest Community Health Centre Service Policies include:

- Disclosure of Adverse Events Affecting Clients
- Non-Violent Crisis Intervention

Relevant Quest Governance Policies include:

- Subject: Board Self Governance Policies; Section B9: Board Members Code of Conduct
 - Section B9:5: Freedom from Discrimination & Harassment
 - Section B9.6: Board Communications
 - Section B12: Board Orientation

Form 6: Information and Counsel Report

**BOARD OF DIRECTORS: EXECUTIVE DIRECTOR REPORTING
QUEST COMMUNITY HEALTH CENTRE**

INFORMATION AND COUNSEL REPORT

Date:

To: Board of Directors
Quest Community Health Centre

From:
Executive Director

As Executive Director, I declare that during the period xx to xx I have, to the best of my knowledge, provided information and counsel to the Board by ensuring that the Board: Is aware of relevant trends, anticipated adverse media coverage, relevant external and internal changes, and particularly changes in the assumptions upon which any Board policy has been established.

Has received monitoring data in a timely, accurate and understandable fashion
Has received as many staff and external points of view as needed to facilitate fully informed Board discussions and decisions.

Has received information regarding any actual or anticipated non-compliance with a policy of the Board.

Signature:

Executive Director
