

Annual Board Review: Quest CHC Board Committees & Working Groups

May 23rd, 2019

Re Governance Policy B8

Standing Committees

These committees continue from year to year to assist the Board of Directors in addressing specific roles and responsibilities, and are responsible to the Board.

Executive Committee

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 workplan 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, and
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 ED

Timelines & Deliverables

On a 3 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.

Frequency of Meetings

Executive Committee will meet:

- Quarterly, or as needed based on workplan 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.

Board Approved: November 21, 2010

Governance Committee

Purpose

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.

Objectives

1. Create governance policies and procedures
2. Oversee the development and implementation of recruitment processes for suitable board members
3. Provide orientation and training programs for board members
4. Evaluate the performance of individual members and the board as a whole.
5. Ensure that an Annual General Meeting takes place.

Key Tasks

A. Governance Policy Development

The 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.

B. Recruitment & Selection

The 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
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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 members of the Committee

Board Approved: March 29, 2019

Finance Committee

Purpose

To assist the Board in fulfilling its responsibilities with respect to financial accountability and related 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, and preparation and audit of financial statements.
3. Review and monitor financial information that will be provided to funders and/or 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 ED and subsequent discussion with the Chair.
2. Review and recommend to the Board for approval Quest CHC's quarterly financial statements.
3. The Committee will review and, where appropriate, recommend for approval to the Board financial information that will be made available to funders/the public.
4. Review and recommend to the Board approval of the annual operating budget.

B. Financial Policies and Practices

The Committee will monitor, review and discuss:

1. Quest CHC Finance policies

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

C. Audit

The Committee shall have the following duties and responsibilities with respect to the Audit:

1. Review with management and the external auditor the annual audited financial statements
2. Recommend to the Board for approval the content of the annual financial report and audited financial statement
3. Meet with the auditor when and if appropriate to consider any matter that the auditor determines should be brought to the attention of the board
4. Review and appoint/re-appoint the external auditor every five years, or as appropriate.

D. Risk Management

The Committee will monitor, review and discuss:

1. The development, implementation and monitoring a Quest risk management and assessment plan, including relevant financial policies, controls and checklist(s)
2. The adequacy of information security, information systems/technology, and recovery plans
3. Director's and officer's liabilities as well as processes to mitigate them, including indemnification and insurance
4. Material changes to Quest CHC funding and associated risk
5. 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.

Legislation

The Finance Committee will be responsible for ensuring that Quest CHC financial policies, procedures and practices are consistent with & supportive of relevant legislation including the Local Health Integration Act 2006, and other legislation as and when appropriate.

Frequency of Meetings

The Committee will meet

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

Board Approved: March 15, 2012

Marketing, Communications and Fund Development Committee

Purpose

To assist the Board of Directors in planning, coordinating and implementing marketing and communications activities, including fundraising, in support of the objectives and action steps identified in Quest Community Health Centre's Strategic Plan, as well as general programs, projects and activities, on an ongoing basis.

Objectives

1. Develop a Marketing and Communications Board Work Plan, for Board approval, which will help to guide Quest in:
 - Raising public/community awareness of our agency and our model of health and well being
 - Raising awareness and appreciation of the life circumstances of people within Quest CHC's priority populations
 - Demonstrating how Quest contributes to the vitality of the Niagara community.
 - Identifying and supporting fundraising objectives
2. Assist the Board in implementing the Marketing and Communications Work Plan
3. Monitor and evaluate the marketing, communication and fundraising objectives on an annual basis.

Key Tasks

1. Assume the lead for developing Quest CHC's Script Messages
2. Together with the Executive Director, assume the lead for:
 - Increasing public awareness of Quest with the general public, business community, and human service organization boards of directors,
 - Contribute ideas related to marketing and fundraising
 - Assist with the development and production of certain promotional materials related to marketing, communications and fundraising events/initiatives
3. Support the development and implementation of Quest's signature fund raising event(s)

The Objectives and key tasks of the Marketing and Communications Committee will be aligned with Quest's most recent Strategic Plan, as appropriate (see 2018-22 Strategic Plan Information below):

Strategic Priority - Quality: As a Centre of Excellence in Primary Health Care we will continue to provide high quality, equitable, and timely services

Objective 3: Increase resources to address community need and serve more clients

Action Steps:

- Develop marketing strategies to increase community awareness (e.g. telling our story; impact on the system (yr .1)
- Help our community at large to understand our client populations (yr.2)
- Increase awareness about MAWs role in Niagara and impact on the economy (yr.2)

Strategic Priority – Partnership: We will optimize collaborative partnerships to increase community capacity and create a client-centered experience that integrates and is seamless.

Objective 2: Work closer with the HNHB LHIN and MOHLTC

Action Step:

- Create opportunities to engage with /educate LHIN staff and Board re Quest CHC model and service effectiveness (yr.1)

Strategic Priority - Telling our Story: We will increase awareness of the exceptional role Quest plays to improve the lives of our clients and strengthen our Community

Objective One: Develop key messages/stories

Action Step:

- Complete Story Branding/Marketing Work Plan (yr.1)

Objective 3: Create and carry out plan to engage community leaders, including LHIN, MPPs, civic leaders, philanthropists

Action Step:

- Complete Story Branding/Marketing Work Plan (yr.1)

Strategic Priority – Resources: We will creatively seek and secure sufficient and stable resources to strengthen and grow

Objective 1: Fundraise

Action Step:

- Complete Marketing Work Plan, including identification of fundraising strategies (yr.1)

Membership:

Membership on this Committee shall include up to four designated Board members, one of whom assumes the Chair position, along with the Executive Director in an Advisory Capacity. The Work Group may call upon additional expertise from members of the community to advise on specific issues as required.

Accountability:

The Committee is accountable to and reports to the Quest Board of Directors via the Committee Chair. The Chair, in collaboration with the Executive Director, prepares reports for the Board.

Frequency of Meetings:

The Committee will meet:

- On an as needed basis and at a minimal of once every quarter
- At the call of the Committee Chair
- At the request of two members of the Committee

Reports:

In addition to regular committee reports:

- Develop a Board Marketing and Communications Plan, taking into account the Strategic Plan
- Develop an annual Marketing and Communications calendar
- Report on the completion of annual objectives

Board Approval: January 24th, 2019

Working Committees

These committees are established to accomplish a particular task or to guide/monitor an ongoing area in need of development, control or oversight

Capital Project Ad Hoc Committee

1.0 Function/Purpose of Ad Hoc Committee

The Capital Project Ad Hoc Committee of the Board of Directors acts in an advisory capacity to the Board. The Committee will oversee the Capital planning and development/implementation process.

2.0 Membership/Composition

The Directors shall appoint a Capital Project Ad Hoc Committee consisting of up to four Board representatives (and a minimum of three), one of whom will be Committee Chair and up to one/two representative from the Community at large. The Capital Project Ad Hoc Committee duties and responsibilities are outlined in the Committee Terms of Reference as approved by the Board of Directors.

2.1 Vacancies

Vacancies on the Committee should be filled as soon as possible or as necessary by Board Appointment.

2.2 Terms of Membership

The term of membership for all Committee members is for the period of the Capital Plan Project, and until the relocation of the CHC has been completed.

3.0 Reporting

The Committee is directly responsible to the Board. The Committee reports activities to the Board on a monthly basis via a report from the Chair of the Committee, or designate.

4.0 Roles and Responsibilities of the Committee

- Develop and oversee the implementation of a Critical Decision Chart for the Capital Project (Attachment A – Critical Decision Points)

- Advocate and liaise for Capital Plan funds with government, other funding agencies and donors
- Respond to government issues
- Support the Executive Director in tendering and selection of external resources (e.g. project manager, real estate agent, other consultants as/if needed)
- Support the Executive Director in the project management process including adherence to project specifications, design, project timelines, cost projections and variances, scope management and contingency funding
- Support the Executive Director in the retro-commissioning of the building, ensuring redesigned space operates as intended.
- Ensure Health Centre policy compliance
- Support and resource the Executive Director
- Liaise with Board members, staff and others as required.
- Support the Executive Director in the development and implementation of a key stakeholder communication plan/including opening events, in conjunction with the Marketing and Communication Work Group as appropriate
- Ensure deficiency list is resolved up to 12 months post opening

5.0 Roles and Responsibilities of Committee Members

- Attend Committee meetings. When a member is unable to attend a meeting, the Chairperson should be informed as far in advance as possible.
- Assume an equitable share of Committee tasks and carry out any specific duties assigned by the Committee.
- Contribute constructively to process, discussion and decision making.
- Maintain the confidentiality of matters considered by the Committee.
- Declare any conflicts of interest so that decisions are made in the best interest of the Centre.

6.0 Specific Assignments

6.1 Chairperson

The Chairperson, with the support of the Executive Director, is expected to:

- Call meetings as necessary and ensure that members are notified.
- Prepare the agenda and ensure that minutes are recorded and distributed.
- Call the meetings to order and chair the meetings.

- Ensure that clear decisions are made on each item of business and that any actions required from the Committee members are clearly recorded.
- Ensure that each member has an opportunity to express his or her views.
- Call a vote when necessary.
- Report Committee activities and recommendations monthly to the Board and notify the Committee of relevant Board decisions.
- Review and report on the effectiveness and achievements of the Committee annually.

7. Meetings

The Committee holds meetings as necessary. An agenda is prepared by the Chairperson or delegate and circulated in advance of the meeting.

A quorum consists of a majority of members (50% + 1).

8. Minutes

The minutes of a Committee meeting are approved at the following meeting.

Minutes are provided to the Committee file and to each member in advance of the next meeting, usually with the agenda.

Any amendments to the minutes agreed upon by a majority of members are noted in writing directly on the file copy.

Terms of Reference Review

The Committee will review its Terms of Reference within two years from the approval date, or from the most recent revision date. The review will be conducted within the context of the Health Centre's strategic planning process and within the context of the mission statement and values and principles.

Board Approved: August 23 2018

A. Function

The Strategic Planning Committee will:

- Support the Executive Director in screening, selecting, and recommending the Strategic Planning Consultant to the Board of Directors
- Provide support and strategic oversight to the Executive Director in the development of the Strategic Plan for Quest Community Health Centre

- Provide feedback to the Strategic Planning Consultant
- Work with the Executive Director to update the full Board on a monthly basis and as emergent issues arise
- Make decisions related to the Strategic Plan as delegated by the Executive Committee
- Make recommendations to the Board where full Board approval is required, including approving the final draft Strategic Plan and recommending it to the Board for approval.

B. Chair of the Strategic Planning Committee

The chair of the Strategic Planning Committee is appointed by the Board of Directors and is a member of the governing body. The chair is responsible for keeping the Board of Directors informed regarding the strategic planning process.

C. Committee Composition

The committee will be composed of a maximum of four Board members. Staff resources will include the Executive Director.

D. Timeframe

The Committee is an ad hoc committee and will be in place for the duration of the Planning Process.

Board Approved: 11.23.2017

Dental Advisory Committee

1.0 Purpose

- 1.1** The purpose of the Quest Community Health Centre (CHC) Dental Advisory Committee (DAC) is to foster the development and evolution of the Dental Program in accordance with Quest's Mission and Vision, by providing input and feedback regarding program directions, policies, procedures, services and funding, as well as input and feedback regarding general CHC program directions as they effect the dental program.

2.0 Objectives

The objectives of the Dental Advisory Committee include:

- 2.1 Acting as a resource to the Program, Quest CHC and its Board on planning, developing, implementing and evaluating CHC dental services and activities.
 - 2.2 Acting as a resource to help ensure ongoing access to equipment and supplies as well as identifying funding sources to support operating expenses for the Dental Program.
 - 2.3 Serving as a formal mechanism to anticipate/identify opportunities and issues as well as exchange ideas and concerns related to Quest CHC Dental Program, as identified by committee members and their colleagues/networks.
 - 2.4 Serving as a communication vehicle to the dental community and/or community stakeholders on the work and plans of Quest CHC Dental Program including its future directions and its impact on the community.
- 3.0 Membership**
- 3.1 The Committee shall consist of up to 12 representatives of the dental/oral health community, provider organizations and community at large.
 - 3.2 Membership may include, but not be limited to, Community Representatives as well as members from the following organizations:
 - Community Dentists
 - Representation from the NPDA/NPDA Executive Committee
 - Community Dental Hygienists
 - Representatives from Niagara Dental Hygienist Society
 - Community Dental Assistants
 - Representatives from Ontario Dental Assistant Association
 - Community Denturist
 - Dental Technicians
 - Southridge Community Church
 - Niagara College
 - 3.3 The Terms of Reference for the Committee will be reviewed annually.
 - 3.4 Membership will be identified by DAC and at the invitation of the Executive Director of Quest CHC.
 - 3.5 The Committee Chair/ Co-Chairs shall be appointed annually, in September.
 - 3.6 The Committee may establish task groups, as agreed to by the Committee, or requested by Quest CHC to investigate and address specific issues and to report thereon to the Committee.

4.0 Accountability/Reporting

4.1 The DAC is accountable to the Executive Director who reports annually to Quest CHC Board of Directors.

5.0 Quorum

5.1 A majority (50% plus 1) of all members shall constitute a quorum for voting purposes.

6.0 Decision-Making, Conflict Of Interest, and Dispute Resolution

6.1 Decisions will be achieved by consensus/vote of the members present at the Dental Advisory Committee meeting.

6.2 A conflict of interest is any situation in which the personal, professional or business interests of a member of the Dental Advisory Committee, 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 the Corporation's policies.

6.3 In the event that a dispute arises DAC members with support from Quest CHC staff will attempt to negotiate/resolve the matter. A facilitator/ mediator may be considered as appropriate

7.0 Process

7.1 The DAC shall meet monthly except in July, August and December. Additional meetings of the full DAC or subcommittees will be organized as necessary. An agenda for each meeting shall be sent one week prior to the meeting. Members of the Committee will be encouraged to contribute to the agenda.

Approved November 25, 2015

Other Agency Committees - Client Advisory Committee

This Committee has been operational for approximately two years and continues to evolve. It is intended to promote overall agency responsiveness as well as provide clients, who may be interested in becoming Quest Board members, with the experience and skills that will help to promote their interest in doing so.

Purpose

To obtain client input on Quest programs and services in order to help maximize our capacity to be responsive to client needs and to create a client-organizational feedback loop that facilitates two-way communication and accountability.

Objectives

1. Improve responsiveness of Quest CHC services through client-organization feedback
2. Provide insight into how Quest can better meet its strategic directions
3. Provide clients with a platform to share ideas and concerns in a safe environment
4. Create and nurture a culture that values quality, accountability, initiative and innovation
5. To serve as a potential stepping stone for clients to become Board members

Key Tasks

1. Provide feedback with respect to the full range of Quest's client services including all steps in a client's journey as they transition through care, as well as service gaps
2. Provide guidance to Quest in addressing the social determinants of health.
3. Help to review and assess program and services outcomes and achievements.

Membership

Advisory Committee Membership will include a cross section of Quest's priority populations, including staff facilitators.

Frequency of Meetings

The Client Advisory Committee will meet on a bi-monthly basis.

Approved May 11, 2017