

St. Andrew's Residence, Chatham

Board of Directors Manual



SUBJECT: Roles and Responsibilities	SECTION: Governance
POLICY NO: SPP G2.03	IC/RHA REGULATION: N/A
EFFECTIVE DATE: January 25, 2021	REVIEW/REVISION DATE: Jan. 8, 2021

1. Policy

- 1.1. The Board of Directors shall provide direction to the organization's staff through the Executive Director.
- 1.2. The President of the Board of Directors shall act as the official spokesperson for the Board.
- 1.3. The Executive Director is responsible to the Board of Directors. They shall:
 - 1.3.1. Manage the affairs of the organization including development of the business plan, annual budgets, hiring and management of staff.
 - 1.3.2. Support the Board in its strategic planning and advocacy.
 - 1.3.3. Perform other duties as delegated by the Board of Directors.
- 1.4. The Executive Director shall make all information requested by the Board available at the earliest opportunity.
- 1.5. The mandate of the Board of Directors is to:
 - 1.5.1. Safeguard and enhance the interests of the organization and its members including:
 - 1.5.1.1. Recruiting and selecting the Executive Director
 - 1.5.1.2. Monitoring the performance of the Executive Director
 - 1.5.1.3. Replacing the Executive Director when warranted
 - 1.5.1.4. Setting policies for the continuous effective and transparent functioning of the Board
 - 1.5.1.5. Performing succession planning for directors and executive positions
 - 1.5.1.6. Monitoring the financial performance of the organization, including periodic assessment of internal controls
 - 1.5.1.7. Setting and adhering to ethical standards for the organization including the Board itself
 - 1.5.1.8. Reporting periodically to the members regarding its activities and the condition of the organization
 - 1.5.2. Ensure a process is in place to achieve compliance with all applicable laws, regulations and the articles of incorporation including:
 - 1.5.2.1. Provincial law
 - 1.5.2.2. Corporate and criminal law
 - 1.5.2.3. Employment law
 - 1.5.2.4. Environmental law
 - 1.5.2.5. Organizational bylaws
 - 1.5.3. Advise and assist the Executive Director in the direction of the organization including:
 - 1.5.3.1. Development and approval of the organization's mission, vision and core values
 - 1.5.3.2. Development and approval of the organization's long-term Strategic Plan
 - 1.5.3.3. Risk assessment related to the direction of the organization
 - 1.5.3.4. Legal, Environmental, and Human Resource issues.
 - 1.5.3.5. Areas as requested by the President or Executive Director.

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- 1.6. The President shall preside at all meetings of the Corporation and shall be the public representative of the Corporation. The President shall perform the usual duties of the office and be an ex-officio member of all committees.
- 1.7. The Past-President shall perform such duties as delegated by the President or the Board of Directors.
- 1.8. The Vice-President shall perform the duties of the President in the absence or inability of the President to discharge the duties of the office and any other duties delegated by the President.
- 1.9. The Secretary shall ensure that all facts and minutes of all proceedings in the books are kept for the purpose. The Secretary shall be the custodian of the Seal of the Corporation, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors
- 1.10. The Treasurer shall:
 - 1.10.1. at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation;
 - 1.10.2. be a member of the Finance Committee;
 - 1.10.3. act as Chair of the Finance Committee;
 - 1.10.4. keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
 - 1.10.5. at each regular meeting of the Board, submit a financial statement indicating the financial position of the Corporation at the close of the preceding month and submit to the Board, whenever required, an account of all transactions as Treasurer and a detailed report respecting the financial position of the Corporation;
 - 1.10.6. cause the accounts of the Corporation to be audited, and cause to be prepared financial statements and an auditor's report as prescribed by law;
 - 1.10.7. perform such other duties as may from time to time be assigned to the Treasurer by the Board or by the Executive Committee of the Board.
- 1.11. Directors are accountable to the members of the organization for ensuring that it is effectively governed in accordance with their mandate. Directors will exercise their office in a manner that fulfils their fiduciary and other duties.
- 1.12. Directors will prepare for and attend board meetings regularly and participate in such committee work as required.
- 1.13. Notice of scheduled meetings of the Board of Directors shall be delivered, telephoned or emailed to each director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less than five (5) days before the meeting is to take place.
- 1.14. The organization does not remunerate its directors, but will reimburse for reasonable expenses incurred in the performance of their duties according to the expenses policy.

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2. Purpose

- 2.1. The purpose of this Statement of Policy and Procedure is to articulate the accountabilities of directors.

3. Scope

- 3.1. This statement of policy and procedure applies to the Directors on the Board, as well as the Executive Director.

4. Responsibilities and Expectations

4.1. Fiduciary Duty and Duty of Care

- 4.1.1.. Every Director, in exercising his or her powers and discharging his or her duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.1.2. Every Director shall comply with the Not-for-Profit Corporations Act (Ontario), the Charitable Act and regulations and the Corporation's Articles and By-laws
- 4.1.3. Directors must act in the best interests of the organization, commensurate with its duties as a responsible Corporation.

4.2. Exercise of Authority

- 4.2.1. A Director has no authority to act on behalf of the Corporation outside the scope of the corporation by laws, resolution and governing statements.

4.3. Confidentiality

- 4.3.1. Every Director shall respect the confidentiality of matters brought before the Board and all committees, as noted in more detail in A6-Privacy Policy for Staff, Volunteers & Contractors.

4.4. Code of Conduct

- 4.4.1. A Director complies with the Board of Directors Code of Conduct policy as prescribed in the Statement of Policy and Procedure 2.10

4.5. Conflict of Interest

- 4.5.1. A Director complies with the Board of Directors Conflict of Interest/ Ethics policy as prescribed in the Statement of Policy and Procedure 2.04.

4.6. Team Work

- 4.6.1. A Director works positively, cooperatively and respectfully with all members of the Board of Directors and the management team in the performance of his/her duties.

4.7. Policy Solidarity

- 4.7.1. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board President or ED.

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- 4.8. Formal Dissent
 - 4.8.1. A Director is deemed to have supported the decisions and policies of the Board, whether they are present at or absent from a Board meeting, unless they formally records a dissenting view with the Board Secretary. While an absent Director may formally record a dissenting view prior to the approval of the minutes at the next meeting, this does not change the decision reached by the Board.
- 4.9. Representation
 - 4.9.1. A Director is expected to represent the Board, when requested, in activities within the Corporation and in external activities with other organizations.
- 4.10. Attendance
 - 4.10.1. A Director is generally expected to attend all Board meetings including Board retreats and assigned Standing or Ad Hoc Committee meetings in person or by electronic means. Unless otherwise decided by the Board, a Director is required to attend a minimum of [75%] of Board and assigned Committee meetings on an annual basis.
 - 4.10.2. All Directors are expected to serve on at least one Board Standing Committee.
- 4.11. Time Commitment
 - 4.11.1. A Director is expected to commit sufficient time in preparation for and attendance at Board meetings, assigned Committee meetings and events. The estimated time commitment is:
 - 4.11.1.1. Monthly Board and Standing Committee meetings.
 - 4.11.1.2. Background preparation associated with Board and Standing Committee meetings.
 - 4.11.1.3. Other functions as requested from time to time.
- 4.12. Participation
 - 4.12.1. A Director comes prepared to meetings (of both Board and its Committees) and events, asks informed questions, and makes a constructive contribution to discussions.
- 4.13. Competencies
 - 4.13.1. A Director actively contributes specific expertise and skills that will inform Board discussion and decisions.
- 4.14. Education
 - 4.14.1. A Director takes advantage of opportunities to be educated and informed about the Board and the key issues related to St. Andrew's Residence and the broader health system through participation in initial orientation and ongoing Board education.
- 4.15. Evaluation
 - 4.15.1. A Director participates in the evaluation of the performance of the Board as a whole and of his/her performance as a Director.
- 4.16. Declaration
 - 4.16.1. All Directors are expected to sign an Annual Declaration Form consenting to follow St. Andrew's Residence policies, the Corporations Act, the regulations of the organization and St. Andrew's Residence By-Laws.

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5. Reference and Related Statement of Policy and Procedure

- 5.1. SPP G2.10 – Board Code of Conduct
- 5.2. Director Annual Declaration Form
- 5.3. References to By-Laws 1 and 2, **Note:** Where there is a conflict between this statement and By-Law #1 and #2, By-Law #1 and # 2 take precedence.

Date	Revision	Effective
July 13, 2012	Development of Policy	July 23, 2012
Feb. 2014	Policy reviewed, changed Chief Executive Officer to Executive Director throughout the policy	Feb. 2014
Oct. 25, 2018	Information within this policy replaces G2.01-Board of Directors G2.02-Board Processes G2.08-Responsibilities of Directors. Policy reviewed, format modified, added Revision table, 1.7 modified to match Bylaw # 1, Changed reference to He/She throughout to They. Changed at 1.2-Organization to Board. Removed "Directors who miss more than one third of scheduled board and committee meetings in the course of any year may be asked to resign by the President of the Board." References and related policy and procedure added.	Jan. 28, 2019
Jan. 8, 2021	Policy reviewed by the Governance Committee. Recommendation to modify 4.11.1.1 & 4.11.1.2, remove Maximum # of meetings.	Jan. 25, 2021

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SUBJECT: Board Code of Conduct	SECTION: Governance
POLICY NO: SPP G2.10	IC/RHA REGULATION: IC-A10, A21
EFFECTIVE DATE: January 25, 2021	REVIEW/REVISION DATE: January 8, 2021

1. Policy

- 1.1. Board members will be independent, impartial and responsible in order to effectively oversee the operations of St. Andrew's Residence.

2. Purpose

- 2.1. This Code of Conduct is intended to set basic rules for Board members in order to maintain the Board's integrity and the confidence of the community.

3. Scope

- 3.1. This statement of policy and procedure applies to the Board members.

4. Responsibilities and Expectations

- 4.1. Board members will be ethical and professional. This includes proper use of authority and appropriate decorum when acting as Board members. Board members will treat one another, volunteers and staff with respect, cooperation and will deal openly on all matters.
- 4.2. Members are accountable to exercise the powers and discharge the duties of their office honestly, in good faith and in the best interest of St. Andrew's Residence.
- 4.3. Board members will not communicate any matter designated as confidential to anyone.
- 4.4. Board members will abide by the confidentiality of information in perpetuity.
 - 4.4.1. Board members will not waive Board rights to confidentiality including discussions which occur at legally-held-in-camera meetings of the Board.
 - 4.4.2. Board members will enforce upon themselves whatever discipline is needed to govern with excellence including removal of the Executive Director or a Board members.
- 4.5. Board members will not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - 4.5.1. Board members' interaction with the Executive Director or with staff will recognize that any individual member or group of members does not have authority other than the explicitly stated Board policies.
 - 4.5.2. Board members' interaction with the public, press or other entities will recognize the same limitation and the similar inability of any member(s) to speak for the Board.
 - 4.5.3. Board members will make no evaluations of the Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.

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- 4.5.4 Board members will encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.
- 4.6 Board members will be familiar with the incorporating documents of St. Andrew's Residence, by-laws, regulations, policies and organizational structure of the Residence as well as the general rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
- 4.7 Board members will be prepared for each meeting and for the discussion of any item.
- 4.8 Board members will take part in educational activities that will assist them in carrying out their responsibilities.
- 4.9 Board members will attend meetings on a regular and punctual basis.
- 4.10 Board members when acting as Directors are expected to consider and represent the interests of the Residence and its community as a whole in preference to any other interests which they may also have or represent,
- 4.11 Board members must declare a conflict of interests with respect to their fiduciary responsibility.
- 4.11.1 There must be no conduct of private business or personal services between any Director and the Residence except as procedurally controlled through existing operational policies to assure openness, competitive opportunity and equal access to "inside" information.
- 4.11.2 Directors must not use their positions to obtain for themselves, family members or close associates employment within the organization.
- 4.11.3 Where a director has an interest in St. Andrew's Residence business involving potential monetary or non-monetary effect, either business or personal, they declare that conflict and the Board considers the conflict and determines whether the member may participate in debate, lobbying or voting on that issue.
- 4.11.4 St. Andrew's Residence will not purchase goods or services from a director or from businesses owned or managed by the director.
- 4.11.5 As members of the Board of St. Andrew's Residence, Board members are guided by the Guidelines for Directors.
- 4.12 Handling Code of Conduct Violations**
- 4.12.1 A Board member who is alleged to have violated the Code of Conduct will be informed in writing and will be allowed to present their views of such alleged breach at the next Board meeting.
- 4.12.2 The complaining party must be identified

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- 4.12.3 If the complaining party is a member they and the respondent member will absent themselves from any vote upon resolution of censure or other action that may be brought by members.
- 4.12.4 Members who are found to have violated the Code of Conduct may be subject to censure up to and including removal from the Board.

5. Reference and Related Statement of Policy and Procedure

- 5.1. G2.03-Roles and Responsibilities
- 5.2. Guiding Principles- Code of Conduct

Date	Revision	Effective
May 26, 2014	Development of Code of Conduct	May 26, 2014
July 26, 2015	Code of Conduct Replaces Code of Ethics	July 26, 2015
Jan. 2019	Was G2.10-Code of Conduct-Guiding Principles-rewritten	Feb. 25, 2019
Jan. 8,2021	Reviewed by the Governance Committee , minor edit made at #2	Jan. 25, 2021

SUBJECT: Guiding Principles-Code of Conduct	SECTION: Governance
	IC/RHA REGULATION: IC-A10, A21
EFFECTIVE DATE: January 25, 2021	REVIEW/REVISION DATE: January 8, 2021

1. WHAT IS THE CODE OF CONDUCT?

This Code of Conduct (the “Code”) outlines the principles that guide our Board members, Volunteers and Staff decision-making and our actions and interactions, as we carry out our work. It lets the community know what to expect from us, and lets us know what we can expect from one another.

2. WHY A CODE OF CONDUCT?

Our community looks to us to provide services for its most vulnerable members. How we make decisions and how we interact with members of our community and with one another impacts our ability to provide quality services, it shapes our reputation, and sets the tone of our work environment.

3. GUIDING PRINCIPLES

Our Code of Conduct is principles-based (in contrast to rules-based). It does not answer every question that is going to come up, as we cannot create rules that cover all possible situations. Rather, our Code of Conduct articulates a set of principles to inform individual discretion. It is designed to promote ethical decision-making and behaviour - guide us to do the right thing. Our guiding principles are as follows:

- **Integrity.** We abide by both the letter and spirit of the law. We act diligently, fairly and honestly. We avoid Conflicts of Interest but if and when they do arise, we resolve them in the best interests of St. Andrew's. We use St. Andrew's resources responsibly and not for personal use.
- **Respect.** We treat people with respect, compassion and fairness. We recognize the richness that diversity contributes to our environment and we meet the related challenges believing in the worth and potential of every individual. We do not tolerate discrimination. We encourage varying opinions and manage disputes respecting differences and in a manner that fosters a culture of continuous improvement. We do not engage in harassment or any other abusive behaviours. We protect individual privacy and we do not collect, use or disclose personal information without proper purpose and authority.
- **Ethical.** We are ethical in our decision making. When we recognize that we are faced with a challenging ethical decision we collect the necessary information and consider what is right, legal and fair, without rationalizing. We weigh the ethical pros and cons and consider the long-term impact of our decisions, consulting as appropriate and working to strike the right balance.

- **Professional.** We maintain a professional, safe and supportive working environment where teamwork is encouraged and valued and confidentiality is protected. We proactively anticipate and embrace challenges and manage them effectively in a constructive manner. We are responsive, polite and courteous in our interactions. We speak clearly, listen actively, and use appropriate words, tone and body language.
- **Accountability and Transparency.** We are accountable for what we do and our accountability is ensured by transparency. We owe it to our community not to just do our jobs well, but to be honest and open about what we do. We document our actions and decisions. We maintain accurate records and are responsive to inquiries. We take responsibility for our decisions and actions and learn from our mistakes.

4. WHO DOES THE CODE APPLY TO?

This Code of Conduct applies to everyone who acts on behalf of St. Andrew's.:

5. WHEN DOES THE CODE APPLY?

This Code of Conduct applies to day-to-day activities. In some situations this may be outside our normal place of work or working hours, whether paid or volunteer. – for example, at work functions, after-hours work activities, public forums including social media and when we represent St. Andrew's in the community.

6. RESPONSIBILITY AND CONSEQUENCES

Everyone covered by this Code of Conduct is expected to abide by it. Thus it is important to be aware of your responsibilities and to ask questions if in doubt. If you become aware of a violation of this Code of Conduct you should report it. In the case of staff, students, trainees and volunteers violations should be reported to the most immediate, uninvolved manager. In the case of board members, violations should be reported to the relevant president or if the president is involved to the relevant vice-president. The individual reporting the incident will not suffer consequences for making a report in good faith and any related retaliation will not be tolerated. A breach of the Code of Conduct will be considered a serious matter. Consequences will vary with severity and will be determined in accordance with the law and contractual parameters governing your relationship with St. Andrew's.

7. WHO CAN HELP ME WITH THE CODE?

If you have questions or concerns about this Code of Conduct or wonder what to do in a particular situation, please speak with:

- In the case of staff, students, trainees and volunteers the most immediate manager.
- In the case of Directors, the president or if the president is not available, the vice-president of the relevant board.

8. ENSURING EFFECTIVENESS OF THE CODE?

The St. Andrew's Governance Committee shall monitor and review our Code of Conduct

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regularly and shall continue to seek the input of our stakeholders. The Governance Committee shall make recommendations to the Board of Directors of St. Andrew's and such Board shall revise the Code from time to time to ensure it remains relevant, properly maintained and administered, supported by suitable education and accompanied by appropriate processes.

Date	Revision	Effective
May 26, 2014	Development of Policy by Board of Directors	May 26, 2014
Jan. 25, 2019.	Now Code of Conduct-Guiding Principles-used for Staff education	Feb. 25, 2019
Jan. 8, 2021	Document reviewed. Removed reference to the Board of Directors in Header and Footer, as this document is used as a reference document for Staff and Volunteers. Changed title from Code of Conduct-Guiding Principles.	Jan. 25, 2021