



THE GOVERNANCE OF SOMERSET WEST COMMUNITY HEALTH CENTRE CODE OF CONDUCT

**A description of the way
Somerset West Community Health Centre
is currently governed.**

Originally approved by the SWCHC Board of Directors January 28, 2004,
Revised and Approved by the Board of Directors September 24, 2008,
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1. Introduction

This Code of Conduct is intended to set basic rules of conduct for Board members in order to ensure the highest level of ethical conduct, integrity, objectivity and transparency in all dealings with each other, the staff and community.

All elected board members will be asked to certify their compliance to the Code of Conduct at the first regular meeting after the Annual General Meeting. The Executive Assistant will maintain the record of this compliance. Failure to sign the Code of Conduct or a breach of the Code may result in the removal of the board member.

2. Overall Role of the Board

The board of directors is the ultimate decision-maker at SWCHC and must ensure that the centre is operating competently and in accordance with the directions the board establishes. The board defines the mission and vision of the organization, and ensures through the executive director that it is managed effectively and efficiently. By following the planning cycle, the board defines the results to be achieved in key performance areas crucial to the success of SWCHC and identifies outcomes to be accomplished.

Individual board members will view and act towards the executive director as chief executive officer with the sole responsibility for the management of the organization including personnel and the implementation of board policies and directives.

3. Structure of the Board

3.1 The Entire Board

The board has 15 members, 10 of whom must be residents within the catchment area served by SWCHC. Board members are elected by members of SWCHC at the June annual general meeting to serve a term of 2 years in length for a maximum of 3 consecutive terms, or 6 years. Board members are volunteers and are not fiscally compensated for their work. Two additional non-voting staff members are an essential element and reflect the participatory workplace culture. With the exception of July, August and December (unless there are extenuating circumstances) board meetings take place monthly; quorum consists of a majority of voting board members



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3.2 Officers

Chair. The chairperson is responsible for the effective governance of SWCHC. S/he chairs monthly board meetings, reviews and signs documents as appropriate (e.g., reports, submissions, cheques, etc.), and attends meetings and functions as required.

Vice-chair. The vice-chair performs the duties of the chair in the event that the latter is unable or unavailable to fulfil these responsibilities.

Treasurer. The treasurer works collaboratively with the board chair and the executive director to support the board in achieving its fiduciary responsibilities, in particular with respect to financial management.

Secretary. The secretary attends executive committee meetings to offer his/her advice and opinion concerning issues and concerns arising before this committee

3.3 Committees

Executive Committee. These four officers comprise the executive committee and work with the executive director to ensure the efficient and effective governance of the centre. The committee prepares and coordinates the work of the board, e.g., sets agendas, coordinates the appraisal of the executive director, and shall act as the Nominating Committee, thereby coordinating the recruitment of new board members. The executive committee meets monthly, with the exception of July and August; quorum consists of a majority of members. Staff support is provided by the executive director.

Finance and Audit Committee. This committee is chaired by the treasurer and committee members work to ensure in-depth oversight of SWCHC's fiscal health. The committee reviews budgets and quarterly financial reports prepared by the director of finance and administration and recommends whether or not the entire board should approve them. The committee also arranges for the annual audit, the results of which are presented to the entire board for review and approval prior to the centre's annual general meeting in June. The finance and audit committee meets quarterly; quorum consists of a majority of members. Staff support is provided by SWCHC's manager of corporate services.

Advocacy Committee. This committee leads in preparing SWCHC advocacy positions at the municipal, provincial and federal levels. This committee also arranges for special events that advance advocacy positions, e.g., all-candidate debates and meetings, task forces, presentations, etc. It should be noted that while the advocacy committee often takes political positions (e.g., to lobby for more affordable housing, increases in welfare rates, etc.), it does so in a strictly non-partisan manner. This committee meets monthly, with the exception of July and August; quorum consists of a majority of members. Staff support is provided by SWCHC's manager of health promotion and community programs and the executive director.



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Public Relations and Resource Development. This committee is responsible for strengthening SWCHC's connection with the local community, raising awareness of the services and programs offered by the centre among businesses and community partners, and building upon the resources within the community. The committee meets quarterly and is supported by the resource development manager.

Quality Oversight Committee This committee is responsible for monitoring and reporting to the board on the overall quality of services provided by the Centre including the continued development of our Quality Framework, the quality improvement plan and the balanced score card. The committee is resourced by the health planner and includes participation from the medical staff and representatives from each department.

All SWCHC board committees are accountable to the entire board of directors and report to the board after each of their respective meetings.

4. Responsibilities of the Board

4.1 Strategic Leadership

The board focuses on the long-term needs of the organization, the community and services as defined in relation to the vision of the organization. The board provides strategic leadership through the creation of strategic plans every 3 to 4 years that identify the results to be achieved. These must reflect the values contained in the mission statement. To accomplish this, the board requires information from the executive director and other staff as appropriate on the execution of the strategic plan to realize this vision.

4.2 Policy Making

The board develops and reviews policies on an as-needed basis that identifies the results to be achieved, the means to be used, and any relevant constraints. All policies must be approved by the Senior Leadership Team. The Executive Director shall inform the Board of relevant policy changes in the monthly Executive Director reports to the Board.

As long as broad, board-stated values are followed, the executive director may make or delegate decisions on the issues contained within board policies. The board's role ends when a majority of members is satisfied that the executive director may act within the policies stated by the board. This approach empowers both the board and staff: it frees the board from becoming unnecessarily involved in administrative and operational details. It is in this respect that the SWCHC board is a "policy board", as opposed to an operational or managerial board, i.e., one which defines broad policies for the centre as appropriate but allows the centre's management to actualize these policies through daily operations, with accountability through appropriate reporting mechanisms by staff.



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4.3 Legal Responsibilities

The directors of Somerset West CHC have certain rights, duties and obligations in relation to their organization, its members, the public and certain governmental bodies. Directors must provide a standard of care (how well the job must be done) and have fiduciary obligations (duty owed by virtue of being trusted with the property of others) and potential statutory liabilities (consequences of not meeting legislated requirements). There are ways in which the board can minimize the risk of liability without compromising its ability to accomplish its objectives.

Standard of care. SWCHC is governed in part by the Ontario Corporations Act under which it is incorporated. Since this act does not identify the standard of care that directors must meet, the common law standard applies; the degree of care and skill required of a director is that which "may reasonably be expected from a person of his knowledge and experience". This is known as a "subjective" standard (as opposed to an "objective" standard imposed by most legislation governing business corporations). Thus, the standard expected of persons will vary according to their knowledge or experience, i.e., the standard required of lawyers, accountants or others with greater experience will be higher than the standard required of others without such knowledge.

Fiduciary duty. In addition to the duty of care and skill, directors also have what is termed a "fiduciary" duty to the organization. This duty is similar to that owed by trustees, and arises from the fact that directors are making decisions that deal with other people's money and property. Fiduciary obligations fall into 2 categories:

1. Directors must act honestly in the best interests of the organization. They must have reasonable grounds upon which to believe that their actions are in the organization's best interests.
2. Directors must not put themselves in a conflict of interest with the centre, i.e., they must not use any opportunity, information or property of the centre for their own profit. If circumstances give rise to the board making a decision about a contract in which a director has a material interest, that director must declare the conflict and disclose his or her interest at the earliest opportunity and refrain from taking part in discussions or voting on the matter. If these requirements are not met, then the centre could refuse to be bound by the contract or require the director to forfeit any profits from the contract. The power of directors may only be exercised for the purposes it was granted and not, for example, to serve directors' interests by providing benefits for themselves or their friends.

Liability. There is a potential for director liability arising from numerous legislative or regulatory requirements as well as from failure to fulfill the above duties. Clearly, the board should ensure that policy statements require that any applicable legal standards be met. This can be ensured by competent, professional staff supported by a sound financial audit and legal counsel where appropriate. It should be noted that the centre's bylaws indemnify directors from liability in circumstances other than their wilful neglect or default. Directors at SWCHC are also covered by insurance.



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Multi-Sector Accountability Agreement The *Local Health System Integration Act, 2006* requires that the LHIN and the HSP (Health Service Provider) enter into a service accountability agreement (“SAA”). The SAA enables the LHIN to provide funding to the HSP for the provision of services. It supports a collaborative relationship between the LHIN and the HSP to improve the health of Ontarians through better access to high quality health services, to co-ordinate health care in local health systems and to manage the health system at the local level effectively and efficiently. The board enters into a three year agreement with the LHIN. Twice a year the board chairperson will sign that the SWCHC (the HSP) is in compliance with the M_SAA.

4.4 Financial Responsibilities

Board members have specific responsibilities as stewards of SWCHC. The board is responsible for ensuring that the centre is managed in a fiscally sound way and that it has adequate resources to operate its programs and fulfill its mission. This responsibility is on two levels – as individual board members and as a board collectively. The budget, financial reports and financial policies are the tools the board uses to exercise its fiduciary responsibility. The way in which individual board members exercise this responsibility is by voting on relevant financial policies and the budget. All board members must ensure they understand (and agree with) what they are approving.

5. Orientation and Training of Board Members

All board members are responsible for familiarizing themselves with the by-laws of the Somerset West Community Health Centre and relevant board policies.

Orientation and training materials are made available on the secure board web page linked from the SWCHC web site (swchc.on.ca). The password and user name to access the site will be provided to every board member.

Board members periodically are canvassed concerning the kinds of training they wish to receive, e.g. fiscal, legal, the workings of the centre, with training modules to be arranged.

Board orientation and training on the Code of Conduct is provided to board members by the executive director usually at the first regular meeting after the annual general meeting. Throughout the year the executive director will make he available to answer any questions the board may have.



6. Board Meeting Process

Meetings follow a standard format with a number of regularly occurring items of business, including: the approval of the agenda; the approval of the minutes of the previous board meeting; the receipt of a presentation by staff; the approval of remittances; and the receipt of reports by committees and the executive director. The chair is responsible for the orderly flow of the board meeting. While the chair calls for standard motions (e.g., the approval of the agenda, the minutes, remittances, etc.), s/he is not allowed to vote on these motions. All motions must be moved and seconded by a voting board member, and for it to pass, a majority of voting board members must vote in favour. The chair must call for all board members to indicate whether they are voting for, against, or abstaining from the motion.

While consensus for board decisions is not mandatory, SWCHC practice has been to allow all board members to contribute to the discussion surrounding board decisions if desired, and to try to achieve as much common understanding as possible in advance of calling for a vote on board decisions while also respecting people's time and trying to ensure that meetings do not run beyond 3 hours.

In the event of a need for a decision in advance of the next meeting of the board or at the discretion of the board chairperson an email vote may be taken. The Secretary will request an email response with a one or two week period and ask Directors to register their votes as "in favour, opposed or abstain." Board members that do not respond in the stated timeframe shall be considered to abstain.

7. Board Meeting Evaluation

Board members are asked, on a regular basis to evaluate board meeting practice according to several standardized indicators. These results are then used to improve board meeting practices as required.

8. Relationship Between Board of Directors and Staff

The board of directors recognizes, welcomes and values staff contribution to the centre and endeavours to ensure open lines of communication. At the same time, board members and staff must respect their distinct roles and responsibilities. In most situations, access between staff and voting board members will be channeled through the executive director. Non voting board staff representatives act as a sounding board, bringing a staff perspective to board discussions on matters affecting staff, clients and the centre. Their perspectives may reflect individual or collective staff views, depending on the nature of the issue.



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Staff may be asked to provide assistance to board committees, as required. Requests for assistance will be approved through the executive director and/or as stated in the board committees' terms of reference.

At various times during the year there will be joint staff/ board events whereby all members of the board and staff are encouraged to participate. This will include the annual general meeting of the board of directors.

CODE OF CONDUCT

Board members of the Somerset West Community Health Centre are guided by the following board member code of conduct and shall:

- a) Behave in a manner that maintains the good reputation of the board and its ability to service the interest of our community, clients and staff
- b) Act in accordance with the board's mandate and applicable legislation
- c) Behave in a professional , ethical and responsible manner
- d) Act impartially when carrying out their duties;
- e) Make decisions based on the principles of fairness and the CHC model of care
- f) Hold confidential all information and materials addressed when carrying out their duties in accordance with the centre's Confidentiality policy
- g) Endeavour to avoid situations that create a conflict of interest: and
- h) Not act in self interest or to further their interests when carrying out their duties.

Board members shall immediately disclose to the board chair any situation in which an actual or perceived breach of the board member code of conduct, including of interest, exists. Disclosure itself does not remove a conflict of interest. See the board policy on conflict of Interest.