



BOARD OF DIRECTORS GOVERNANCE POLICIES & PROCEDURES MANUAL
POLICY AND PROCEDURE

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MISSION OF THE ORGANIZATION

PREAMBLE

Values - The following are the fundamental beliefs that guide the decisions and actions of Brantwood Centre:

- Each individual is unique and is treated with dignity and respect for personal choices.
- Self-determination will be achieved through informed choice.
- Opportunities to participate in community life are essential for quality of life.
- Excellence is achieved through demonstrated commitment to individualized planning, adherence to best practices and ongoing evaluation.
- Partnerships with families and community are essential to achieving positive outcomes for individuals.
- Effective organizations are characterized by team work, continuous learning, effective utilization of resources, accountable stewardship and advocacy.

POLICY

The Board of Directors will govern the organization with the achievement of the Mission and Vision as its primary objective.

PROCEDURE

Mission – Brantwood Centre supports individuals with developmental and complex health challenges, promoting choice to achieve quality of life in partnership with families and the community.

Vision – Brantwood Centre envisions a vibrant community where individuals with developmental and complex health challenges are included and participate as full citizens.



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GOVERNANCE COMMITMENT

PREAMBLE

The Board of Directors will govern in accordance with Brantwood's Governance Policies and By-Laws to ensure that it respects, at all times, the trust of the community.

POLICY

The Board of Directors will oversee the ongoing financial health and overall performance of the organization and will support the achievement of the organization's stated Mission, Vision & Values and the Strategic Plan's Goals and Objectives.

PROCEDURE

In executing its governance responsibilities, the Board of Directors will:

- bear in mind that its responsibilities are as stewards and not operational managers;
- observe practices which will promote an optimal interchange of information among one another and between itself and its staff;
- create an environment that welcomes diversity and is inclusive of all Board of Directors members in deliberations and decision making;
- provide a structure for developing trust, respect and opportunities for ongoing learning;
- provide the tools to ensure the creation of a work environment where staff can do the best they possibly can;
- create a climate hospitable to reflection, which nurtures trust within the organization and between it, the community it serves and its funders;

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Governance Commitment continued . . .

- maintain a passionate commitment to the health and well being of the organization, the work it does and the individuals it supports; and
- ensure that the organization's talents are being well used.

In all its interactions, the Board of Directors will:

- test assumptions;
- listen to one another;
- share information that can be understood by all;
- acknowledge and value differences;
- invite questions and comments;
- keep discussion focused; and
- help create solutions.



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GOVERNING STYLE

PREAMBLE

The Board of Directors will govern with an emphasis on:

- strategic leadership more than operational detail;
- participatory governance decisions;
- clear distinction of Board of Directors and Executive Director roles;
- fair and visible decision making; and
- meeting its fiduciary duty.

POLICY

The Board of Directors will cultivate a sense of group and individual responsibility and accountability. The Board of Directors will be responsible for excellence in governing and for establishing policy.

PROCEDURE (revised Sept 28/09)

1. The Board of Directors will inspire, direct and monitor the organization through the careful establishment of broadly written policies, reflecting the Board of Director's values and perspectives and oversee the Outcomes achieved.
2. Board development will include orientation of new Board members in the Board's Governance process. Orientation will be organized for new Directors, individually or in a small group, based on the following guidelines:
 - new Directors will be introduced to the management staff.

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Governing Style continued . . .

- they will be provided with an in-depth review of this Governance Policy Manual, the By-Laws, the current version of the Strategic Plan, as well as recent annual reports and newsletters.
 - staff will deliver presentations related to specific operational areas; including finance, client service, governmental affairs and program delivery.
 - after the orientation is completed, new Directors will provide evaluation and feedback regarding the overall quality and content of their orientation to the organization.
3. The Board of Directors will monitor and discuss the Board's process and performance annually. Self-monitoring will include comparison of Board of Directors activity and discipline to policies in the Governance Process and Board-Executive Director Linkage categories.
 4. The Board of Directors will contribute to effective Board-Management relations and the wise and appropriate use of Brantwood's resources.
 5. A Director is required to follow the rules established under common law governing non-profit Director's duties. These rules indicate that a Director is required to exercise his/her power with competence and diligence in the best interests of the Corporation. This multi-part rule is known as the Director's "fiduciary duty" to the Corporation. The duty is "fiduciary" since acting in the best interests is an obligation of loyalty, honesty and good faith.

This Fiduciary Duty can be formally divided into two main parts, Care & Loyalty:

- a) A Duty of Care, requiring a Director to act with skill or competence, performed to a certain "standard" and with diligence.
 - The "standard" or level of skill that a Director must use, expressed subjectively, is: "the skill that an ordinary person would be expected to apply on his/her own behalf and not a greater skill than might be expected of his/her knowledge and experience".
 - The "standard" or level of skill, expressed objectively, is: "the skill that might be expected of a reasonably prudent person".
 - Further, since Brantwood is a "charitable" non-profit corporation, an even higher standard of care is expected, that of a "trustee standard", where a Director must use a "degree of skill comparable to a reasonable business person caring for his or her affairs".

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Governing Style continued . . .

- With diligence, means the Director is obliged to educate himself/herself about the Corporation's mandate and all aspects of its operation. It means that attending Board of Directors meetings is not sufficient. It requires active concerted effort on the part of the Director to be knowledgeable and thus prepared to provide informed advice and make informed decisions.
- b) A Duty of Loyalty, requiring a Director to act honestly and in good faith in what he/she reasonably believes to be in the best interests of the Corporation.
- Thus, the Duty of Loyalty is a personal one and cannot be delegated.
 - It also means that a Director cannot profit from his or her Directorship, and must avoid all situations in which his or her duty to the Corporation conflicts with his or her own interests.

Failure to meet Fiduciary Duty:

- Failure to comply with the obligations as outlined above may require corrective action up to and including termination from the Board. Any Director may be removed from office as outlined in By-Law 3.3.1(f).



Brantwood Residential Development Centre

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JOB DESCRIPTION

PREAMBLE

The Board of Directors is to ensure appropriate organizational performance and will produce assurance of this performance.

POLICY

The Board of Directors will produce written governing policies which, at the broadest levels, address each category of organizational decision:

- a) **Governance Process:**
Specification of how the Board of Directors conceives, carries out and monitors its own task.
- b) **Board of Directors-Executive Director Linkage:**
How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
- c) **Outcomes:**
Organizational impacts, benefits, outcomes, recipients and the relative worth of each (what good, for which recipients, at what cost).
- d) **Executive Limitations:**
Constraints on executive authority which establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
- e) **Legislative & Regulatory Compliance:**
Statement of adherence to all legislation and regulations relevant to the governance and operation of Brantwood.

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Job Description continued . . .

PROCEDURE (revised Sept 28/09)

Duties & Responsibilities

Collectively, the Board of Directors is responsible to the people it supports, staff, funders and the community for the total contribution and direction of the organization.

- **Planning Responsibility – Setting Overall Direction**

The Board of Directors is responsible for ensuring that the organization has a clear and credible overall direction for its services. This entails having a Strategic Plan that incorporates a Mission, Vision and Values and Objectives to guide its present and, more importantly, its future service offerings.

The Board of Directors fulfils this planning responsibility by initiating the processes necessary for the creation of a corporation Strategic Plan, approving its content and monitoring its application.

- **Policy Development Responsibility – Setting the Rules**

The Board of Directors is responsible for ensuring that the organization has a comprehensive set of Policies and Procedures that outline prescribed practices with respect to client services, finances, human resources, building, equipment and property. While the responsibility for creating these “operational” practices is delegated by the Board of Directors to the Executive Director, the Board of Directors remains accountable for ensuring they exist.

The Board of Directors is also responsible for ensuring that policies exist, to delineate the Board of Directors responsibilities, practices and principles, as pertains to the composition, management and behaviour of the Board of Directors itself.

The Brantwood Board of Directors fulfils this responsibility through development and adherence to Policies delineated in the Board of Directors Governance and Policy Manual.

- **Managing Resources Responsibility – Setting the Structures**

The Board of Directors is responsible for ensuring that the organization has the personnel, strategies and risk management practices in place to deliver services and manage the resources (human and financial) of the organization. The Board of Directors does not manage resources, as this is delegated to the Executive Director, but it remains accountable for ensuring that structures to manage are in place and that management is occurring.

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Job Description continued . . .

The Brantwood Board of Directors fulfils this responsibility by being knowledgeable about the organization's operation design (Organizational Chart); by hiring and evaluating the Executive Director and by communicating to the Executive Director the Board of Director's expectations on how the Executive Director is to manage. Further, the Board of Director's own structures, policies and procedures complete its responsibility in this area.

- **Monitoring Responsibility – Having the Information**

The Board of Directors is responsible for monitoring the delivery of the elements of its Strategic Plan, the quality of client service delivery and the effectiveness of management of Corporation resources including the financial stability of the organization. Compliance with this responsibility is achieved by ensuring that relevant and timely information on all of these matters is available to the Board of Directors. To demonstrate that the Board of Directors performs a monitoring function, the Board of Directors must be aware of, and satisfied with, the sources of information available/presented to it.

The Executive Director is charged with the primary responsibility of providing reports and information to Directors at meetings of the Board of Directors and its Committees. The Board of Directors delineates this in its expectation of Executive Director performance. The Board of Director's Resource Management Committee is charged with the responsibility of monitoring the financial health of the corporation and reporting on same to meetings of the Board of Directors. This Committee is further responsible for securing and examining the annual financial statements from an independent audit firm and for reporting on same to the Corporation's Annual General Meeting. Finally, the Corporation's Annual Report, provides a "year in review" of the highlights, successes and issues experienced by the organization. The Report is presented at the Board of Director's Annual General Meeting.

- **Communication Responsibility – Sharing the Message**

The Board of Directors is responsible for ensuring that effective communication on a variety of topics occurs within and outside the organization. The Executive Director is normally empowered to assume primary responsibility for such internal and external communications and is informed of what is expected in this area. Board of Directors Policy also describes the limitations or parameters on external communications by Directors.

Each Board Member is responsible for supporting and communicating this support for all decisions made collectively by the Board of Directors.

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The Board of Directors fulfils this communication responsibility through the delineation of expectations of the Executive Director's performance, i.e. the delegated responsibilities and the requirements for providing information to the Board of Directors; as well as the Board of Directors Policies and Procedures for Directors' conduct.

▪ **Advocacy Responsibility – Carrying the Torch**

The Board of Directors is responsible for advocating for the needs of individuals with developmental disabilities and their families and for promoting the organization within the community.

The Board of Directors fulfils this responsibility in a general way at all times and in a specific way on an occasion by occasion basis. As an individual Director and thus a representative of Brantwood, the Board of Directors Governance Policies and Procedures (e.g. qualifications, conduct, etc.) require Directors to support the field of developmental disabilities and promote the organization, its services and its needs, whenever the opportunity presents itself. Corporation fundraising efforts are most often the areas where the Board of Directors executes this advocacy responsibility.

From time to time, the Board of Directors may be called on to make representation to, or join with other organizations to advocate, or to draw attention to issues of general importance in the field of developmental disabilities, or issues of specific relevance to Brantwood. In most circumstances, the Executive Director performs this function on behalf of the Board of Directors. As is relevant, the Executive Director will discuss with the Board of Directors how the involvement of the Board of Directors itself would enhance the promotion of the cause in question and seek its input on specific Board of Directors action.



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ANNUAL AGENDA PLANNING

PREAMBLE

To achieve its outcomes with a governance style consistent with Board of Directors policies.

POLICY

The Board of Directors will follow an annual agenda which:

- a) reviews its Outcomes policy to ensure its adherence to the Strategic Plan.
- b) continually improves the Board of Directors' performance through Board of Directors' education and enriched input and deliberation.
- c) ensures the competency, knowledge and expertise of individual Directors, as well as their personal development in the skills areas relevant to their duties and specific skills related to the needs of the organization.
- d) puts in place adequate insurance coverage regarding Directors' & Officers' Liability to ensure organizational integrity and risk-averse policy making.
- e) demonstrate its accountability to stakeholders by issuing an annual report regarding organizational and financial performance.

PROCEDURE

Education

Board education sessions are organized by the Executive Director, based on Board of Directors' guidance, regarding topics and subject matter.

Board of Directors meetings usually occur on a monthly basis and may address Outcomes, Ownership, Education, Monitoring, Financial Performance, Quality of Overall Organizational Performance and Self-Evaluation, in addition to normal administrative business.



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ROLE OF THE BOARD CHAIR

POLICY

The Chair ensures the integrity of the Board of Directors' process and represents the Board of Directors to outside parties.

PROCEDURE

1. The role of the Chair is to ensure that the Board of Directors performs consistently with its own policies, By-laws and relevant legislation.
 - a) Meeting discussion content will be primarily those issues which, according to Board of Directors policy, clearly belong to the Board of Directors to decide.
 - b) Deliberation will be fair, open and thorough, but also timely, orderly and kept to the point.
2. The authority of the Chair consists of providing clarifications of matters that fall within topics covered by Board of Directors policies on Governance Process and Board of Directors-Executive Director Linkage. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - a) The Chair is empowered to chair Board of Directors meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b) The Chair has no authority to make decisions about policies created by the Board of Directors within Outcomes and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
 - c) The Chair may represent the Board of Directors to outside parties in announcing Board of Directors-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.

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Role of the Board Chair continued . . .

- d) The Chair may delegate this authority to another Board member, but remains accountable for its use.
- 3. The Chair's oversight will encompass ensuring the Executive Director provides periodic reports to the Board of Directors indicating that required items have been filed with the proper authorities and reports regarding the organization's affairs have been distributed to members.
- 4. The Board of Directors follow the "Wainberg" Rules of Order as per By-law 20(f).



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**BOARD MEMBERS CODE OF CONDUCT
AND
ETHICAL EXPECTATIONS**

POLICY

The Board commits itself and its members to ethical, professional and lawful conduct, including proper use of authority when acting as Board members and to discharging their duties with adherence to a standard of care based on the collective knowledge and experience of the Directors.

PROCEDURE

1. Board members must adhere to the organization's Code of Conduct (Addendum No.2)
2. Board of Directors members must have loyalty to the organization, not influenced by loyalties to staff, other organizations and any personal interest.
3. Board of Directors members must avoid conflicts of interest with respect to their fiduciary responsibility. Conflict of interest will include both actual and perceived.
 - a) There will be no self-dealing or business by a member and the organization except where openness and appropriate competition are ensured as per By-law 3.3.1(b).
 - b) When the Board of Directors is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - c) Members may not obtain employment in this organization for themselves, family or close associates.
 - d) To apply for a job, a member must first resign from the Board.

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Board Members Code of Conduct and Ethical Expectations . . .

- e) Members will annually disclose their involvements with other organizations in writing, with vendors, or any associations which might produce a conflict or competitive situation. In addition, members will have an opportunity at each meeting to identify conflicts or perceived conflicts of interest as they arise.
- 4. Board of Directors members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board of Directors policies.
 - a) Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board of Directors.
 - b) Members' interaction with the public, press, or other entities must recognize the same limitation and the inability of any Board of Directors member to speak for the Board of Directors except to repeat explicitly stated Board of Directors decisions.
- 5. Board of Directors members will respect the confidentiality appropriate to all client issues and other issues of a sensitive nature. Breach of confidentiality is addressed in Addendum No.3.
- 6. Board of Directors members must stay informed about the business and affairs of the organization, will be properly prepared for Board of Directors deliberation and should demonstrate the skills, knowledge and expertise expected of members of this Board.
- 7. Within their official capacity as Brantwood Directors, Board members may advocate in support of policies and issues related to the business of the organization.
- 8. Board members are expected to attend all meetings and are expected to notify the Board Secretary or Chair if they are unable to attend.



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BOARD COMMITTEE PRINCIPLES AND STRUCTURES

PREAMBLE

Board committees are to provide opportunity to broaden the discussion of various aspects of the work of the Board. This discussion is to reinforce the wholeness of the Board of Director's job and therefore allows for considerable deliberation and review. Committees make recommendations to the Board of Directors which is the final decision-making body for the corporation

POLICY

Board committees will operate as defined by their Terms of Reference, as approved by the Board of Directors.

PROCEDURE (revised Oct 24/07, Sept 28/09)

The Current Standing Board Committees are:

- 1) Executive Committee
- 2) Resource Management Committee
- 3) Support Services Committee
- 4) Nominating Committee
- 5) Council of Honourary Members
- 6) Audit Committee

Other Board of Directors Committees include:

| By-laws Committee



**Executive Committee
Terms of Reference**

Mandate:

The Executive Committee is a Committee of the Board of Directors of Brantwood Centre. The Committee is responsible to the Board for the management of the Board operation and for planning activities and delegating appropriate work to the committees of the Board.

Membership:

The Executive Committee shall consist of:

- the immediate Past Chair
- the Chair
- the first Vice-Chair
- Board Member at large
- the Executive Director

Duties:

The Executive Committee will make recommendations to the Board and shall:

- be responsible for development and preparation of various material for the Board;
- be responsible for responding to crisis or contentious issues;
- exercise the full powers of the Board in all matters of emergency, or as directed by the Board of Directors from time to time, reporting every action at the next meeting of Board.
- study and advise or make recommendations to the Board on any matter as directed by the Board.

Meetings:

The Executive Committee shall meet as required at the call of the Chair.

Quorum:

Quorum will be achieved by the attendance of 50% of the voting members.



Honourary Board Members Terms of Reference

Mandate:

The mandate of this council is to provide the Board with advice and historical context for their deliberations, while supporting the Mission, Vision and Values of Brantwood Centre.

Membership:

- All honorary members of the Board may be part of this council
- Honorary membership is awarded on a yearly term
- Term renewal occurs at the yearly Annual General Meeting
- Senior Management staff as required (non-voting members)

Duties:

- To advise the Board on all matters
- To provide support to the Board as requested by the Board
- To review the quality of community communications and Public Relations initiatives for quality and effectiveness
- To attend Board meetings/committee meetings as deemed appropriate
- To support Brantwood functions and initiatives

Meetings:

Meetings shall be held on a required basis to be determined by the Council.

Quorum:

Quorum will be achieved by the attendance of 50% of the voting members



**Resource Management Committee
Terms of Reference**

Mandate:

The mandate of this committee is to ensure the Resources provided to Brantwood are utilized in an effective and efficient manner in supporting the guiding principles which are outlined in the Mission Statement and the Strategic Plan.

Membership:

- At least three Board members
- One or two members from the community at large
- Senior Management staff as required (non-voting members)

Duties:

- To review the Annual Operating Plan and accompanying Operating Budget and make recommendations to the Board
- To review the monthly financial statements prior to the Board meetings and report findings to the Board, as well as identify issues arising from this review for Board study or discussion
- To review the property management plans for the corporation and advise the Board on all building and property matters
- To advise the Board on all Human Resource matters including the results of negotiations of all Labour contracts.

Meetings:

Meetings shall be held on a required basis to be determined by the committee provided that the committee meets at least quarterly.

Quorum:

Quorum will be achieved by the attendance of 50% of the voting members.

September 22, 2008, September 28, 2009, August 9, 2010



Support Services Committee Terms of Reference

Mandate:

The mandate of this committee is to ensure the services provided by Brantwood support the guiding principles, which are outlined in the Mission Statement and the Strategic Plan.

Membership:

- At least three Board members
- One member with a health related Medical certification (preferably a Doctor or Nurse Practitioner)
- One family member of an individual in service
- One or two members from the community at large
- Senior Management staff as required (non-voting members)

Duties:

- To advise the Board on all Service delivery matters including outcome measurement, legislative changes, client rights issues, training, support services changes, community involvement.
- To review incident report summary and serious occurrences, and make any resulting recommendation to the Board
- To review the quality of the programs being offered to ensure client satisfaction and effectiveness
- To review the appropriateness of the program being offered in relation to the client/community needs
- To receive and review quarterly reports from the Quality Assurance Director regarding Health Supports and status
- To receive and review any complaints of an ethical/resident rights nature, and shall make appropriate recommendation to the Board
- To provide preliminary work for the Board as it relates to Accreditation

Meetings:

Meetings shall be held on a required basis to be determined by the committee, provided that the committee meets at least quarterly.

Quorum:

Quorum will be achieved by the attendance of 50% of the voting members.

October 26, 2009, September 13, 2010



Nominating Committee Terms of Reference

Mandate:

The Nominating Committee is a Committee of the Board of Directors of Brantwood Centre. The committee shall ensure that the Centre's Committees have appropriate membership as established in their terms of reference.

Membership:

The membership shall consist of:

- Chair of the Board of Directors
- At least two other members of the Board of Directors
- Executive Director (non-voting member)

Duties:

- Review and recommend changes to the Board Succession Plan
- Screen and recommend appropriate volunteers to serve on the Board and its committees
- Establish, subject to Board approval, guidelines for Board and committee membership
- Develop appropriate orientation for prospective Board members and training for current Board members
- Develop an appropriate slate of officers, Board and committee members, for presentation to the membership at the Annual Meeting

Meetings:

The Nominating Committee shall meet annually prior to the Annual General Meeting unless it decides otherwise.

Quorum:

Quorum will be achieved by the attendance of 51% of the voting members.



Audit Committee Terms of Reference

Mandate:

The mandate of this committee is to review and provide advice and recommendations for the Board of Directors with respect to Brantwood's obligations to ensure appropriate accounting and financial reporting.

Membership:

To be composed of:

- 3 current Board members (may include up to 2 Honourary members), excluding Board Chair or Chair of Resource Management Committee
- Two members from the community at large
- Senior Management staff as required (non-voting members)
- Chair shall be appointed by the Board and shall be a current Board member

Duties:

- To develop the Annual Audit Plan for Board approval. The plan will include:
 - the scope of the current year's audit
 - review of prior year's audit and determine whether all practical steps have been taken to address detected control weaknesses
 - approval of auditor's engagement letter including fee and expenses
- To review annual audited financial statements prior to the Annual General Meeting of the Board. Recommend same to the Board regarding acceptance, as well as identify issues arising from this review for Board study or discussion
- To select, for recommendation to the Board, an auditor
- To discuss "in camera" without staff presence with the auditor whether there are any concerns such as lack of cooperation or disagreements with the auditor's examination or misstatements or irregularities
- To bring any recommendations forward to the Board
- Develop a "whistle-blower" policy for Board review

Meetings:

Meetings shall be held on a required basis to be determined by the committee (will usually occur in the fall to develop the Audit Plan and again in May to review the audit report)

Quorum:

Quorum will be achieved by the attendance of 50% of the appointed voting members.

May 2008, September 28, 2009, June 16, 2010



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BOARD COMPOSITION/QUALIFICATIONS/SUCCESSION

PREAMBLE

Board of Directors composition is unique to every organization. It is determined by such factors as:

- the “kind of agency” one has (e.g. size, structure, nature of business or service);
- the skills, expertise and strengths needed on the Board of Directors to provide stewardship advice and evaluate progress on agency strategic goals;
- agreement on Board of Directors tasks and responsibilities and the number of Directors necessary to achieve the work; and
- the legal (By-laws) specifications.

POLICY

The Nominating Committee will be entrusted with the responsibility of identifying, to the Board, the composition and qualifications needed to best complete the work of the Board. All Board members are responsible for identifying and facilitating the procurement of appropriate membership. Appointment of Board Members requires a majority vote of the Board of Directors in accordance with By-law 2(b).

PROCEDURE (revised Sept 24/07, revised Sept 28/09)

Brantwood is a human service “business” that offers a service; deals with people; operates out of physical plants; presents a public face; fundraises; manages money and works with other organizations.

As such, qualifications relevant to Brantwood’s Board of Directors composition would include individuals with education and skills in such areas as: business, financial, legal, human resources, public relations, social services, health services and physical plant systems.

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Board Composition/Qualifications/Succession continued . . .

- personal and/or professional experience, such as direct involvement with related services or previous not-for-profit Board of Directors involvement;
- personal qualities and interpersonal skills, such as judgement, integrity, team work, communication or leadership;
- genuine commitment to the organization's field of endeavour (developmentally challenged populations) and the willingness to dedicate time and to devote resources (which may include personal connections, financial support, etc.).

Organizational By-laws specify that the Board of Directors shall consist of up to 15 Directors. Given all these factors, an overall balance of skills, experience and personal qualities are as important for Board of Directors composition as are the abilities of each individual member.

Board Succession Plan (revised Sept 28/09)

- Members departing the board are urged (hold for discussion at committee) to identify a potential replacement to the Nominating Committee
- Members completing their terms are urged to forward their name for consideration to the Brantwood Foundation Board
- Once a new member has been appointed to the Board (following the Nominating Committee and Board process), they are provided with a Board of Directors Governance Policy Manual for review and future reference.
- After the new Board member has had an opportunity to review the manual, a meeting is organized with the new Board member, the Executive Director and, if possible, the Board Chair. (New Board members have indicated that this meeting has helped them understand their roles as well as the culture of the Board.)
- The Board Chair will keep in touch with new Board members to ensure that they have enough and the right kind of information. The Board Chair may delegate this to another Board member.
- ~~Feedback from new Board members indicates that this orientation process is helpful and relevant.~~

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Revised By-Law Implementation Strategy (revised September, 2010)

To comply with By-Law revision 3.1g as approved by the Board (April 2010) for recommendation to the Corporation at the Annual General Meeting (September, 2010) the following Implementation Strategy will be applied beginning at the Annual General Meeting 2011:

<u>Implementation Strategy</u>		
Fall 2011	Paul Stillman (Resource Committee – Community member?)	Recruit 2 new members
	Denys Jones (Chair Audit Committee?)	
Fall 2012	Marg Barr (Support Services Committee – eCommunity member?)	Recruit 2 new members
	Sherron Birkett (Foundation?)	
Fall 2013	Alayne Sokoloski (Support Services Committee – Community member?)	Recruit 2 new members
	Patrice Burke (Support Services Committee – Community member?)	



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BOARD OF DIRECTORS AS COMMUNITY REPRESENTATIVES

PREAMBLE

As Directors of the Corporation, the Board members primary responsibility is first and foremost the best interests of Brantwood. Members must also display a heightened sense of loyalty to the interests of all of the people served by Brantwood.

POLICY

The Board of Directors represents the individuals supported by Brantwood in collaboration with their families, the stakeholders and the community.

PROCEDURE

1. Board of Directors members are selected to ensure individual expertise and a collective skills mix, based on guidelines and criteria identified in the By-laws.
2. The Board of Directors has the right to determine the purpose of Brantwood in accordance with the Letters Patent.
3. Board of Directors members' ethical obligation is to serve the community and the interests of all of the individuals supported.
4. Board of Directors members are obliged to support the Mission, Vision, Values, objectives, programs, services and activities of the organization.
5. Board of Directors members are required to review and sign the Confidentiality Policy of Brantwood and indicate in writing their agreement to comply. (Addendum No.3)
6. Board of Directors members are required to successfully complete a criminal reference check as per legislation. A letter of clearance is required from police departments in all jurisdictions of residence within the last three years. The required form will be provided to potential Board of Directors members by Human Resources. If a result is received indicating code charges and convictions, the issue will be referred to the Executive Committee of the Board of Directors. Determination of suitability for the position will be made in accordance with The Ontario Human Rights Code. Where it is determined that there may be a risk to the organization, the new Board member will be advised that this condition of engagement has not been met.



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COMMUNICATION

PREAMBLE

From time to time, the media may become involved with the organization:

- a) At the organization's initiation:
 - to promote an event or activity, or
 - to respond/not respond to an issue previously reported in the media.
- b) At the media's request:
 - for comments related to an "issue" involving only the organization itself, or
 - for comments related to an "issue" involving the broader field of developmental disabilities, or a political decision/event, or a controversial occurrence and so on.

POLICY

Media Relations will be carried out only by the Executive Director unless otherwise directed by the Board of Directors.

PROCEDURE

In order to deal effectively with the media, the efforts of the organization must be planned and coordinated, confidentiality must be protected at all times and the impact on the organization evaluated prior to any media contact/response.

The Executive Director is the regular and expected spokesperson for the organization and will perform that function with the media. The Executive Director may delegate this responsibility to the Public Relations Coordinator or a consultant, however, the Executive Director will remain responsible.

The Chair will speak on Board issues when communication is required on behalf of the Board of Directors. When feasible this communication will be completed in consultation with the Executive Director to enhance coordination and effectiveness of the message.

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Communication continued . . .

Regular modes of communicating the happenings of the organization will include, but are not limited to:

Annual Report

The Annual Report is the primary vehicle for sharing information regarding Board of Directors work with stakeholders. The Annual Report is produced by the Board of Directors and approved at the Annual General Meeting.

Newsletters, Fundraising Initiatives

The Board of Directors will be apprised of all external communication such as newsletters through receipt of same. Fundraising initiatives of both Brantwood Centre and Brantwood Foundation and effectiveness of such ventures will be shared with the Board of Directors by the Executive Director.



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MONITORING BOARD PERFORMANCE

PREAMBLE

The Board's responsibilities focus on the Stewardship of the organization.

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POLICY

The Board shall review is performance at least on a yearly basis.

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PROCEDURE (revised September 28/09)

Board Performance

The Executive Director shall facilitate (for review & approval by the Board) an evaluation tool. Each Board member shall complete this evaluation and ensure delivery of same to the Chair of the Board. The Chair shall review and summarize the input and present findings to the Board. A plan of action shall be developed by the Board as deemed appropriate.

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Board Member Performance

Each Board member will be given an opportunity to review his or her performance at least yearly. This review will include a review of his or her attendance at committee meetings and Board meetings for the previous 2 years (this information will be provided by staff).

This self-evaluation will provide each member the opportunity to

- identify topics for training and education
- review their commitment to their position as Board member
- initiate discussion with the Chair regarding their interest in other positions on the Board

The individual performance appraisal -will be shared with the Board Chair and may or may not remain anonymous.