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Part One: Corporate Governance

1. Introduction

The Northern Regional Health Authority (Northern Health Region) mandate and responsibilities arise from *The Regional Health Authorities Act (Manitoba)* (the “Act”). The Northern Health Region is a local, community-based corporation managing several publicly owned assets and coordinating and administering health services for the benefit of the community. The Northern Health Region, as a regional health authority in Manitoba, is responsible for the coordination and administration of health care services within its defined geographic boundaries. Health Authorities have been given the legislated responsibility and authority to plan, manage, deliver, monitor and evaluate health services within their regions (programs). They have input into the development of provincial policy and planning direction, as well as into standards development. They are responsible for implementing and establishing a sustainable, integrated system of health services. Health Authorities have an obligation to be aware of and carry out all expectations and responsibilities that have been established, seek clarification if they are unclear, and recommend changes where they feel it is necessary.

Established in May 2012, the Northern Regional Health Authority is one of five Regional Health Authorities in Manitoba responsible for coordinating health services based on the needs of the people in each region. The Northern Health Region is comprised of health care providers and management professionals who coordinate, manage, deliver, allocate funds to and evaluate health care and health promotion in Northern Manitoba. While we report through our Board of Directors directly to the Minister of Health, we are equally accountable to the public. The NRHA receives funding from the Government of Manitoba each year to pay for health service delivery in Northern Manitoba. In 2012/13 the estimated total budget for NRHA was approximately \$203 million. Each day, more than a half a million dollars is spent on health services.

2. Purpose of the Northern Health Region (Vision, Mission and Values)

Vision

The Vision that the Northern Health Region strives to attain is: *Healthy People, Healthy North.*

Mission

The Mission of the Northern Health Region symbolizes the way we function in achieving our Vision: *The Northern Health Region is dedicated to providing quality, accessible, compassionate health services for all.*

Values

The Values we hope to demonstrate in everything we do at the Northern Health Region are: *Trust, Compassion, Integrity, Respect and Collaboration.* Values definitions are included in Appendix 12.

Additional responsibilities, duties and powers identified under the Act include:

- Work with the community;
- Implement measures for the prevention of disease and injury;
- Assess health needs;
- Develop objectives and priorities;
- Prepare and implement a regional health plan;
- Manage and allocate resources;
- Provide or ensure access to core (prescribed) health services;
- Comply with prescribed standards;
- Ensure reasonable access to services;
- Be responsive to needs;
- Cooperate and collaborate;

- Comply with Ministerial directions; and
- Monitor and evaluate services.

3. Governance Model

Traditionally, governance models for non-profit organizations have centred on two areas: fiduciary and strategic. The Northern Health Region's Governance Model also includes a third area known as generative. Each of the three components of this governance model has a distinct focus, as noted below.

1. Fiduciary:

The Board is expected to meet its legal responsibilities of oversight and stewardship, with a strong focus on financial matters.

- The Board has categorized its fiduciary responsibilities within the following areas:
 - Quality and Patient Safety Performance;
 - Financial Performance;
 - Management Performance;
 - Enterprise Risk Management Performance; and
 - Board and Governance Performance
- The fiduciary responsibilities of the Board within these areas are summarized at Appendix 14.

2. Strategic:

- The Board is expected to make major decisions around matters such as resource allocation, programs and services.
- The Board is responsible to ensure strategic planning is done. In doing so, the Board's role is to:
 - Develop, with Management, the mission, vision and values of the Corporation;
 - Oversee the development of the strategic plan, approve it and monitor its implementation;
 - Be involved in periodic review and updating of the strategic plan;
 - Ensure regular reporting to the Board through processes such as a Dashboard or other tool developed for that purpose; and
 - Provide input to management on emerging trends and issues.
- The focus is on planning and issue resolution.

3. Generative:

- This is the component with which Board members are likely to be least familiar, and is the most abstract.
- The Board is expected to think creatively about issues, and to bring to the table a personal perspective grounded in their personal experience.
- Generative governance is less dependent on technical knowledge and more dependent on creative inquiry.
- The focus is on "fusion of thinking, not division of labour" at the Board level.

- Northern Health Region Management is encouraged to participate in the Generative discussion.
- Examples of the kinds of issues that may fall within the generative governance mode include whether the Northern Health Region should accept free “infant nutritionals” and whether “value adds” be part of our approved tendering procedures. In both cases the Board discussion may include relative advantages and disadvantages (e.g., should we accept infant nutritionals for moms who can’t breast-feed and for whom the purchase of infant formula may be a financial hardship, even if in doing so we are providing tacit support of the infant formula industry). An ethical lens applied from many perspectives helps to answer these questions.

In practice, all Board discussions will likely include elements of all three of these modes.

4. Accountability of the Board

a. Accountability:

The Board is accountable to the Minister of Health to meet its mandate and responsibilities under the Act. The Northern Health Region’s relationship with the Government of Manitoba crosses many levels of Government including the Legislative Assembly, cabinet, Minister of Health and Minister of Healthy Living and the Department of Health and Department of Healthy Living.² Manitoba Health released its *Achieving Accountability* document that sets out a framework respecting accountability within the Manitoba health system, and includes a matrix that breaks down responsibility for:

- Establishing expectations;
- Measuring, monitoring and reporting; and
- Evaluation and feedback.

The framework is applicable to each of the following groups:

- Ministers of Manitoba Health/Healthy Living;
- Health Authorities;
- Other Stakeholders; and
- The Public.³

As noted previously, the Governance model operates in three modes:

1. Fiduciary;
2. Strategic;
3. Generative.

Within the fiduciary and strategic modes, the Board oversees the business conduct of the Northern Health Region and the activities of management. The Board’s fundamental objective is to ensure that the Northern Health Region meets its obligations on an ongoing basis and operates in a safe, efficient and reliable manner. Its responsibilities include: reviewing, adjusting and approving the strategic plan, operating budgets and capital expenditures; maintaining the integrity of internal controls and information systems; and planning for Board and management succession. It also ensures compliance with regulatory processes, including *The Regional Health Authorities Act*, *The Personal Health Information Act* and *The Freedom of Information and Protection of Privacy Act*.

² Excerpt from *Achieving Accountability 2008*, Manitoba Health.

³ *ibid.*

b. Stakeholders:

Part of accountability is identifying key stakeholders. These include:

- Minister of Health: The Minister of Health appoints the Board and the Board is accountable to the Minister of Health to meet its mandate and responsibilities under the Act.
- The Northern Health Region Community and General Public: While the Minister of Health appoints the Board, the Board's accountability is also to the community served by the Northern Health Region. That community includes not only the individuals who reside within the geographic area defined as the Northern Health Region, but all those, regardless of place of residence, to whom the Northern Health Region provides services.
- Northern Health Region organizations and funded organizations: The Northern Health Region is accountable to its owned and operated organizations, as well as to organizations with which it has funding agreements.
- Educational Institutions: These include the universities, colleges and other institutes. They are important because they produce the future human resource base for the Northern Health Region, covering a broad range of skills from undergraduate education to professional development for current staff members.
- Foundations and Auxiliaries: Foundations and Auxiliaries raise funding for facilities and organizations within the Northern Health Region, often contributing to capital projects.
- Workforce: It is essential that the Northern Health Region have a strong workforce of people who are proud of their work, are accountable and are recognized, respected, and rewarded.
- Other groups include but are not limited to:
 - Advisory councils;
 - Professional bodies;
 - Non-governmental organizations;
 - Charitable groups and organizations;
 - Volunteers;
 - Individuals who contribute to the health care system.

5. Board Size and Appointment Process

The RHA Act and the Northern Health Region's By-law No. 1, attached at Appendices 1 and 9, currently allow for a maximum of 15 directors. The Minister of Health names the members of the Board of Directors. As well, the Minister appoints the Board Chair and may appoint the Vice-Chair. Ideally, Board members are selected based on their skill set, trustworthiness, expertise and community representation.

The Northern Health Region and the Minister of Health have a joint nomination process that is focussed on the development of a skills-based Board. Both the Region and government put forth nominations from which the Minister selects the new Board appointments.

Of the fifteen positions, up to 12 Directors may be appointed by the Minister from the list of nominations received from within the Health Region; one member is recommended by the Minister of Health Saskatchewan; one Director may be appointed by the Minister from the community at large; and the Board may recommend one individual to the Minister for appointment to the Board.

The Minister shall appoint the individual recommended by the Board if that individual meets the eligibility requirements established by the Minister.

6. Mandate of the Board

The Board of Directors is the governing body of the Northern Health Region. It is mandated to provide governance over the business of the Region and to oversee its service delivery, quality of care, innovation and financial transactions. The Board has responsibility for governing; leadership and direction; conditions and constraints; oversights of performance; knowledge of stakeholder expectations, needs, concerns and interests; acting in the best interests of the Corporation; and ensuring the financial sustainability of the Corporation.

In order to realize its mandate, the Board directors collectively must possess knowledge in relation to health, community development, business, finance, law, government, the organization of employees and the interests of residents, clients and patients.

Under the generative mode, the Board is expected to provide perspective, guidance and advice to the CEO but not operational direction, and is expected to demonstrate a single will in the public domain.

7. Governance Principles

The Northern Health Region Board of Directors has adopted the following principles:

- The Board is responsible for governance. It must ensure that the structures and processes, which it puts in place, are effective in facilitating the Northern Health Region's mission, vision and values.
- The Board governs and Management manages. The Board's role is to ensure that the Region has the appropriate Management in place. Day-to-day management is the responsibility of the CEO, who reports to the Board.
- The Board may act as a sounding board to test new ideas.
- The Board is committed to person-centered care and excellence in care.
- The Board takes ownership of Quality, Patient Safety & Innovation and makes this a regular agenda item.
- The Board is committed to transparency in its processes.
- Board members are committed to developing a culture of openness, transparency, candour and trust in their dealings with each other.
- Although the Board uses standing and ad hoc committees, only the Board can make decisions that are binding on the Corporation. The Board may elect to delegate these responsibilities.

8. Board Role and Responsibilities:

There are generally accepted rules and standards describing the duties and responsibilities of directors. The RHA Act describes the duties of directors by saying that they must "*act honestly and in good faith with a view to the best interests of the regional health authority...*" and that directors must "*exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances...*" In addition to these two broad expectations, a best-practices review in this area identifies a number of collective and individual director responsibilities.

a. Summary of Board Role and Responsibilities

The Board has adopted a *Charter of Expectations for Directors*, which sets out the specific responsibilities to be discharged by the Region's directors, and the

individual roles expected of them. They are summarized below.

Strategic Planning Process

- Provide input to management on emerging trends and issues;
- Review and approve management's operational actions;
- Review and approve the organization's financial objectives, plans and actions, including significant capital allocations and expenditures.

Monitoring Tactical Progress

- Monitor corporate performance against the strategic and operational plans, including assessing operating results to evaluate whether the Corporation is being properly managed.

Risk Assessment

- Identify the principal risks of the organization and ensure that appropriate systems are in place to manage these risks.

Senior Level Staffing

- Select, monitor, evaluate and, if necessary, replace the CEO and ensure management succession.

Integrity

- Ensure the integrity of the Corporation's internal control and management information systems;
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the Corporation's own governing documents.

Material Transactions

- Review and approve material transactions not in the ordinary course of business.

Monitoring Board Effectiveness

- Assess its own effectiveness in fulfilling the above and other Board responsibilities, including monitoring the effectiveness of individual directors.

Other

- Perform such other functions as prescribed by law or assigned to the Board in the Corporation's governing documents.

b. Director Attributes

The Charter also stipulates the personal and professional characteristics expected of directors. This stipulation forms a recruitment model for use in screening and recommending Board nominees. Director attributes are summarized below:

Integrity and Accountability

- Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on—and remain accountable for—their boardroom decisions.

Informed Judgement

- The ability to provide wise, thoughtful counsel on a broad range of issues ranks high among the qualities required in directors. They must develop a depth of knowledge of health in order to understand and question the assumptions upon which the strategic and business plans are based, and to form an independent judgement as to the probability that such plans can be achieved.

Financial Literacy

- An important role of the Board is to monitor financial performance. To do this, directors must have a high level of financial literacy.

Teamwork

- Directors who value Board and team performance over individual performance and who possess respect for others, facilitate superior Board performance.

Communication

- Openness to others' opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Directors must approach others assertively, responsibly and supportively and be willing to raise contentious questions in a manner that encourages open discussion.

Track Record and Experience

- In today's highly competitive world, only organizations capable of performing at the highest levels are likely to prosper. Directors must bring a history of achievement that reflects high standards for themselves and others.

The development of a "knowledge, experience and skills-based matrix" to inform the member-nominating process is in place. The current version is attached at Appendix 15. This tool facilitates selection of individuals so that their respective skills complement one another's and, in so doing, create a stronger Board. In turn, this assists the Board as it moves towards the generative mode of governance.

c. Board Officers

By-law No. 1, attached at Appendix 9, specifies that there be four officers among the Directors: the Chair, the Vice-Chair, the Treasurer and the Secretary.

Chair: The Chair shall:

- Call and preside at all meetings of the Board;
- Be an ex-officio member of all committees;
- Act as a spokesperson for the Region as determined by the Board;
- Perform such duties as may be assigned from time to time by the Board;
- Sit as a member of the RHA Council of Chairs;
- Ensure that the mission and strategic plan are followed;
- Determine the agenda for all Board, Executive Committee, and Annual General Meetings of the membership;
- Facilitate discussions at the Board level and take all reasonable steps to ensure the appropriate level of communication among Directors and between management of the Region, the Board and Board committees;
- Be allowed to attend, as a guest, all meetings of the Board's Committees and Task Forces;
- Report to membership of the actions of the Officers and Directors over the past term at the Annual General Meeting;
- Provide advice and counsel to the CEO;
- Support the CEO as a liaison to affiliated organizations; and
- Monitor the ongoing performance of Officers and Directors and, as necessary, address performance issues with the individuals.

Vice-Chair: The Vice-Chair shall:

- Perform such duties as may be assigned from time to time by the Board by resolution and during the absence or disability of the Chair, shall have the powers and duties of that office.

Treasurer: Unless otherwise determined by the Board by resolution, the Treasurer shall:

- Oversee the banking business of the Board;
- Advise the Board on the financial matters of the Board and the Authority;
- Ensure that all funds of the Region are kept in proper and safe custody;
- Ensure that monthly financial statements are prepared and submitted to the Board at the regular meetings of the Board, or at the request of the Board or the Board Chair; and
- Perform such other duties as may be assigned from time to time by the Board by resolution.

Secretary: Unless otherwise determined by the Board by resolution, the Secretary shall:

- Give, or cause to be given, notices of all meetings of the Board (in practice, the Executive Assistant to the CEO gives general meeting notices and the committees of the Board), and, as directed by the Board, of meetings of committees of the Board;
- Prepare in consultation with the Board Chair, and distribute, the agendas of the Board meetings, and, as directed by the Board, of committees of the Board;
- Attend all Board meetings, and, as directed by the Board, all meetings of committees of the Board, and record and circulate to all directors the minutes of such meetings;
- Maintain a record of directors' attendance at meetings of the Board;
- Conduct correspondence as directed by the Board; by resolution, the Secretary maintains custody of the corporate seal of the Northern Health Region;
- The Executive Assistant to the CEO maintains the minute book of the Northern Health Region, under the direction of the Secretary;
- The Secretary performs such other duties as may be assigned from time to time by the Board by resolution.

9. Board Members' Responsibilities and Expectations

The following are some roles, responsibilities and expectations for all Board members, which will maximize their contribution to the Board:

- a. Participate actively in the business of the Board and make a positive contribution to providing visionary leadership and direction to the Corporation;
- b. Oversee the governance of the affairs of the Corporation;
- c. Act honestly, in good faith and in the best interests of the Corporation;
- d. Stay informed on matters relevant to governing the Corporation;
- e. Do not speak as an individual on behalf of the Board unless authorized;
- f. Come to meetings having read prepared material;
- g. Make a concentrated effort to attend all Board meetings and to notify the chair of their inability to attend any Board meeting;
- h. Attend the Northern Health Region Annual General Meeting and Annual Board Retreat;
- i. Participate in and support as many of the events and activities as is possible;
- j. Participate on committees or task groups; and
- k. Participate in the strategic planning of the Northern Health Region.

10. Committees of the Board

The role of the committees is to assist and support the Board with specific aspects of its responsibilities. Committees permit deeper examination and analysis of issues. Committee members may bring an additional level of expertise to the issues at hand. It is not the role of committees to supplant the work of the Board or to make decisions on the Board's behalf.

The Northern Health Region Board currently has the following committee structure in place:

1. Executive Committee;
2. Governance Committee;
3. Quality/Patient Safety Committee;
4. Finance Committee;
5. Audit Committee;
6. Aboriginal Health and Human Resources Committee.

The terms of reference for the Board Committees are attached at Appendix 16.

11. Code of Conduct for Directors

Directors of non-profit corporations, such as the Northern Health Region, are held to strict standards of honesty and loyalty and are required to avoid situations involving a conflict between their personal interest and those of the Corporation. In particular, Directors are precluded from using corporate property for personal benefit and from appropriating a business opportunity properly belonging to the Corporation. In addition, a Director is not allowed to directly or indirectly receive any benefit or payment from the Northern Health Region, except for reimbursement of reasonable expenses in accordance with the Region's policies.

All Directors of the Northern Health Region are required to comply with the *Conflict of Interest Policy* which is appended to the Board's General Bylaw No.1. The Policy requires that Directors avoid and refrain from involvement in situations of conflict of interest.

Every Director of the Northern Health Region is required to file a disclosure statement upon becoming a Director. Thereafter, each Director must file an annual disclosure statement that is reviewed by the entire Board and by the Region's external auditors.

All directors are "unrelated directors", i.e., directors who are independent of management and free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Northern Health Region. From time to time items may arise that may present a conflict of interest for an individual director. In those circumstances the director absents himself or herself from the room for the discussions and any vote.

The Northern Health Region's Chief Executive Officer is not a member of the Board and is considered "un-related" by virtue of his/her position in management.

12. Community and Stakeholder Consultation

It is critical to the Northern Health Region's strategic objectives that the Board excel in open relationships with its stakeholders.

The Northern Health Region holds an Annual Public Meeting in the fall that is open to all. The Region consults both formally and informally with its many stakeholders through surveys, letters, publications and meetings. In addition, the Region supports the distribution of a Report to the Community newsletter that is published at least 3 three times per year.

Several strategies are in place to improve community involvement and collaboration. These include the use of ad hoc public meetings dealing with specific issues and the input from Local Health Involvement Groups.

13. Directors' Compensation

The Chair will receive \$9,000 with an initial payment of \$5,000 made at the beginning of each fiscal year. Board members will receive an annual stipend of \$4,000. The Minister of Health determines the level of Directors' compensation.

Subject to approval, Directors are reimbursed for all reasonable out-of-pocket expenses, and travel expenses incurred to attend the business of the Northern Health Region.

External members of the Audit Committee will receive \$3,000 annually, plus \$500 for each meeting attended.

14. Relationship between the Board and the CEO

The Board is responsible for appointing the Chief Executive Officer, and the CEO is accountable to the Board of Directors. Additionally, the Board will:

- Define its expectations of the CEO;
- Monitor the performance of the CEO; and
- Establish the terms and conditions of employment for the CEO.

The RHA Act defines the responsibilities of the CEO as follows:

- General management and conduct of the affairs of the RHA;
- Carrying out policies and programs;
- Managing the business affairs; and
- Other duties as assigned.

A full copy of the CEO's position's description and duties is included at Appendix 17.

15. Board Orientation, Development, and Education

A Director of any corporation, for-profit or not-for-profit, must have a basic knowledge of the organization. At a minimum, all Directors should make it their business to be aware of the requirements of the internal governance mechanisms by which the Board operates. Similarly, all Directors must understand what the organization does in practice and how it puts its policies into action.

Orientation of new Directors, Board development and ongoing Board education are important aspects of governance. They include activities such as:

- Orientation of new Directors. Each year, an orientation seminar is held for new Directors. Open to all other Directors, this session reviews the overall operations of the Northern Health Region, Board Governance, and Board Responsibilities;
- Board Education. A Board education session may be included as part of the Agenda;
- Board Retreats: The Board will hold a retreat every year;
- Development of the Board as a Team. An important aspect of governance is a Board that performs at a high level of effectiveness. Part of the overall development program will be to expose the Board to ways of improving its effectiveness through such things as discussion of relevant articles, books, guest speakers, etc.;
- Board Mentorship; Experienced Board members will provide guidance (relative to process and procedure, not content) to new Board members;
- Aboriginal Awareness Training Workshop—held on an annual basis for new Board members and any other members who wish to attend; and
- All activities noted above will include consideration and application of an ethical lens.

PART TWO: BOARD MEETINGS AND AGENDAS

1. Frequency of Meetings:

The Board meets at least 10 times annually as per the By-law requirements.

2. Board Member Commitment:

Board member commitment to the Board is expected. Board members are encouraged to actively participate in discussions at the Board and Committee level. As well, Board member attendance is expected at all Board and Committee meetings. By-Law No. 1, Section 10 e, states that the appointment of a Board member who “misses three consecutive regular meetings of the Board or fails to attend 80% of the meetings of the Board in any 12 month period without approval by resolution of the Board shall be automatically vacated”. Board member attendance will be reviewed annually.

All Board members are expected to participate actively in the Board meetings. To fulfill this requirement Board members are expected to:

- a. Review the agenda and related material in advance of each meeting;
- b. Attend meetings of the Board and committees to which he/she may be appointed;
- c. Be ready to discuss the business before the meeting in a prepared and knowledgeable way; and
- d. Vote—unless excluded by reason of conflict of interest or other prohibition—on matters that come before the meeting.

3. Agendas:

The Board has adopted the “consent agenda” model that requires the Board agenda to be divided into two components:

1. Consent Agenda:

Items placed on the consent agenda portion are those that are routine in nature, and that do not require discussion. These items fall into one of two groups:

1. Items requiring approval, which normally will include minutes of previous Board and Board sub-committee meetings;
2. Items for information, which include reports that members need to read but that do not require discussion or approval by the Board. It is the responsibility of the Board Committee Chairs to highlight information items that are of key importance.

Specific examples of the items that may be included on the consent agenda are:

- Approval of the minutes. If a member wishes to amend items in the minutes, this will be done before the specified date so amended minutes can be prepared in advance of the meeting (and distributed at the meeting);
- Final approval of proposals or reports that the Board has been dealing with for some time, and all members are familiar with the implications;
- Routine matters such as appointments to committees;
- Staff appointments requiring Board confirmation;
- Reports provided for information only;
- Correspondence requiring no action;

Northern Health Region staff involved with the design of Board meetings along with the Board Chair will determine which items will be placed on the consent agenda. All of the

items included on a consent agenda are unanimously approved without discussion, saving valuable time for the main agenda items, which are those that require discussion and decision by the Board.

In order for the consent agenda model to be effective, all Board members must receive the agenda and relevant material prior to the Board meeting itself. Each member is required to review the items included as part of the consent agenda. When a Board member believes that an item requires further discussion, he/she is able to request that the item be removed from the consent agenda and placed on the main agenda. To do so, the Board member must notify the Board chair or the Secretary to the Board no later than 1 business day prior to the Board meeting in question. Any Board member may request that any item be removed from the consent agenda for any reason. That request must be granted.

If no one contacts the Chair or the Secretary to the Board in the specified time, the items on the consent agenda are dealt with as one of the first items at the start of a meeting. A sample Board agenda that includes a consent agenda is attached at Appendix 18.

The process described for a meeting of the Board can also be applied to committees of the Board.

2. Main Agenda:

The Board meeting agenda items and time allocation will approximate the following:

- In-Camera Items **(30 minutes)**
- Fiduciary Responsibilities **(90 minutes)**
 - Financial Performance:
 - Dashboard (data)—identify issues/challenges;
 - Finance Committee report—identify issues/challenges;
 - Items for approval.
 - Management Performance:
 - Dashboard (data)—identify issues/challenges;
 - Items for approval.
 - Audit and Risk Management Performance:
 - Audit Committee report—identify issues/challenges;
 - Items for approval.
 - Board Performance:
 - Governance Committee report;
 - Reports from other Committees.
 - Quality, Patient Safety & Innovation Performance:
 - Dashboard (data) – identify issues/challenges.
 - Quality / Patient Safety and Innovation Committee Report:
 - Identify issues/challenges.
 - Items for approval
- Strategic Planning **(15 minutes)**
 - President & CEO Monitoring Report on Strategic Directions
 - Identify issues/challenges.
- Generative Governance **(60 minutes)**
 - Determination of future generative topics – round-table discussion;
 - Review of issue(s) (previously identified by Board or by Management), which may include:
 - Retrospective analysis;

- Asking catalytic questions;
- Other facilitation processes;
- Stakeholder visits, site visits;
- Review of other boards, leading thinkers in the field, visits to other organizations.

- **In-Camera - Board Discussion (15 minutes)**

A sample Board agenda is attached at Appendix 18.

4. Board Private Sessions (In-Camera):

The Board follows the practice of having private sessions of the Board. These are held at the opening and conclusion of each meeting. The purpose of the private session is to allow the Board to discuss matters on its own without the presence of management or other staff.

The private session is conducted in two stages. When this item is introduced, the Chair invites all management and staff in attendance except the CEO to leave the room. The Chair then invites the CEO to address the Board on any item that was not appropriate to discuss in the presence of management or staff. Board members are invited to ask the CEO any questions they did not want to ask in the presence of management or staff.

Once this discussion is completed, the Chair invites the CEO to leave the meeting, leaving only Directors in attendance. The primary purpose of this part of the private session is for Board members to discuss their performance during the meeting.

- Were all agenda items discussed with sufficient time for discussion?
- Was the discussion open and constructive?
- Were there any problems with Board performance that members want to discuss?

One of the challenges of this part of the private session is to not allow the discussion to revert to substantive items that were discussed during the Board meeting. There will be a desire to do this from time to time and if it is considered essential that such a discussion take place, the CEO must be invited back into the meeting.

The private sessions at the conclusion of the meeting are part of the agenda and time should be allocated to them.

If there are items discussed during the second part of the private session at the end of the meeting of which the CEO needs to be informed, the Chair must schedule time immediately after the meeting to discuss these items.

Part Three: Board Evaluation / Performance

Assessing Board effectiveness is an important governance responsibility that requires monthly assessment, annual assessment, and an exit interview process.

1. Monthly Process:

The Board will review the effectiveness of Board meetings at the conclusion of each meeting.

The review will include the use of questions that elicit:

- What went well during the meeting?
- What could be improved upon? and,
- What should the Board do more of at future meetings?

The meeting effectiveness survey is attached at Appendix 19

2. Annual Process:

Each year, the Board will be engaged in an assessment process that includes completion of an assessment questionnaire that will be supplemented by periodic discussions between the Chair and each Director. The compiled results of the Board assessment are used as the basis for discussion and to help the Board determine changes in its governance processes and policies.

The annual Board effectiveness and development questionnaire is attached at Appendix 20.

3. Exit Interview Process:

A face-to-face interview will be conducted with all Board members whose term with the Board has ended. Information from these interviews is compiled and provided to the Board Chair & Vice-Chair.

The Exit Interview Questionnaire is attached at Appendix 21.

At the call of the Board Chair, an ad hoc working group may be established to assist in the Board evaluation process.