CMHA
WATERLOO WELLINGTON

BOARD OF DIRECTORS

POLICY MANUAL

Canadian Mental Health Association
Waterloo Wellington

Association canadienne pour la santé mentale
Waterloo Wellington

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **BOARD/ED RELATIONSHIP & REPORTS**	**Policy # 2-001**	**Page 1 of 1**
	Committee Oversight: **Governance**	
Category: **2-PROVIDE FOR EXCELLENT MANAGEMENT**	Reviewed/Revised: October 2014 To be reviewed/revised: October 2019	
Effective Date: November 2014	Authorized by: Board of Directors	

Policy

The CMHA WW Board of Directors maintains at all times a clear distinction between board and management roles, while recognizing the interdependencies between them and complying with government regulations, policies and directives.

The board provides direction to the Executive Director (ED) in accordance with policies established by the board and subject to the direction of the board.

The ED is accountable to the board. The board's sole official connection to the operational organization, its achievements and conduct, will be through the ED.

The board delegates responsibility and authority to the ED for the administration and operations of the organization.

Board members will not express individual judgments of the ED or the organization staff's performance, except as required to provide input into the performance evaluation of the ED.

Individual judgments by the ED and/or staff, of the board's performance and/or that of directors will be directed through the ED to the chair, except as required to provide input into the board evaluation and governance review process.

The requirements for disclosure by the ED relate to the achievement of the strategic goals established by the board, the effective operation of the organization within those goals, the ED's personal business commitments as approved by the board and the board's compliance with the terms of agreements mandated by the ministry to provide for accountability in the health service sector. Regular reports will be provided on key areas of organizational performance including but not limited to:

- CMHA's strategic direction
- Quality Improvement Plan
- Financial performance
- Compliance with applicable legislation
- Internal and external site management issues
- Human Resources and staff issues
- Fulfillment of contracts with funders

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **ED POSITION DESCRIPTION**	**Policy # 2-002**	**Page 1 of 4**
	Committee Oversight: **Governance**	
Category: **2-PROVIDE FOR EXCELLENT MANAGEMENT**	Reviewed/Revised: October 2014 To be reviewed/revised: October 2019	
Effective Date: November 2014	Authorized by: Board of Directors	

Policy

The ED is accountable to the Board of Directors of CMHA WW for the overall direction and effective administration of CMHA. The ED's job is described by the following outcomes:

1. CMHA WW provides the best possible client experience and quality of care to people in the community within the approved budget for each fiscal year.
2. The organization's strategic direction is communicated, directs focused activities and is supported by the board and the staff.
3. CMHA WW is administered in a manner that maximizes the efficiency and effectiveness of the human, material and financial resources in the organization.
4. CMHA WW has collaborative relationships, partnerships and participates in system integration with appropriate agencies and organizations within the community.
5. There is a mutually respectful and effective relationship between the ED and the board.

Successful fulfillment of the outcomes will be demonstrated through the following attributes:

1. Leadership: guiding individuals and groups toward the organizational vision, while maintaining cohesiveness, motivation, commitment and effectiveness. Partnering with Senior Leaderships Team and the Board of Directors.
2. Communication: communicating effectively such that verbal and written communication is understood.
3. Lifelong Learning: continually learning and promoting the value of learning for self and others. Investing in learning and growth of staff as well as leadership and talent management.
4. Consumer/Community Relations: identifying and responding to community needs; actively promoting positive relations with the public.
5. Political and Health Environment Awareness: being sensitive to political issues and the health environment and their impact on CMHA WW; improving health services through non-partisan involvement.
6. Conceptual Skills: identifying and analyzing situations, tasks and problems so that viable solutions are found; approaching tasks and problems such that total systems and strategies are taken into account.
7. Person Centered: fostering an organizational culture and improvements that enhance the client experience and health outcomes.

8. Results Management: establishing courses of action for self and others to achieve desired results. Aligning process, systems, structures, culture and skills to achieve the strategy.
9. Resources Management: managing human, capital, financial and information resources so that organization objectives are achieved.
10. Compliance to Standards: promoting compliance with accreditation standards, and ethical and legal requirements.

Responsibilities and duties of the ED shall include:

1. Be responsible to the Board for the organization and management of the organization in accordance with policies established by the Board and subject to direction of the Board;
2. Demonstrate fiscal accountability to the Board and ensure appropriate systems and structures are in place for the effective management and control of resources including the employment, development, control, direction and termination of all employees;
3. Ensure structures and systems are in place for the development, review and recommendation of new programs, program expansion, reduction and/or elimination;
4. Ensure effective human resource and succession planning is in place and identify resource implications;
5. Establish a selection process for the appointment of the Senior Leadership Team and appoint the Senior Leadership Team in accordance with the process. Establish the functions and responsibilities of the Senior Leadership Team and ensure the ongoing evaluation of the team and individual members;
6. Establish an organizational structure to ensure accountability and quality of all Programs, departments and staff for fulfilling the Vision and Values and strategic directions of the organization;
7. Provide leadership in support of the Board's responsibility to develop and periodically review the Vision, Values and strategic directions of the organization;
8. Communicate with related health care and social service agencies to promote co-ordination and/or planning of local health care services;
9. Represent the Organization in matters of CMHA WW business to the community, government, media, CMHA Ontario, CMHA National and other organizations and agencies;

10. Be responsible for the payment by the organization of all salaries and amounts due from and owing by the organization which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
11. Be an Ex-Officio non-voting Director and report to the Board on any matters about which it should have knowledge and subject to this By-law, be an Ex Officio member of Board committees;
12. Perform such other duties as directed from time to time by the Board.

In order to achieve the performance requirements, the following qualifications are prerequisites for the ED:

Education:

- Graduate degree, or equivalent qualifications, with emphasis on management in a health care and/or social services environment;
- Demonstration of continuous professional development through traditional learning opportunities (course work, workshops, seminars & conferences);
- Professional certification with the Canadian Healthcare Executives (CHE) or equivalent.

Experience:

- 7-10 years of senior management experience in a health care and/or social services environment and in progressively demanding positions;
- Previous responsibility for large budgets and numbers of staff within the public sector environment.

Other Requirements:

- Strong verbal and written communication skills are essential in order to interact with various internal and external stakeholders;
- Ability to manage time, prioritize, and multi-task to meet deadlines;
- Demonstrated attention to detail;
- Highly motivated and flexible with the ability to adapt quickly to new situations and challenges;
- Demonstrated appreciation and respect for protocol, professionalism, and confidentiality.

- Ability to work efficiently, independently and in a collaborative environment both internally and externally;
- Demonstrates commitment to professional and personal growth and development through continuing education programs;
- Experience in working with a Board of Directors;
- Experience and ability to lead in a unionized environment.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **ED PERFORMANCE MANAGEMENT & EVALUATION**	**Policy # 2-003**	**Page 1 of 3**
	Committee Oversight: **Governance**	
Category: **2-PROVIDE FOR EXCELLENT MANAGEMENT**	Reviewed/Revised: February 2019 To be reviewed/revised: February 2021	
Effective Date: November 2014	Authorized by: Board of Directors	

Purpose

Performance review is a critical factor in achieving organizational vision, mission and strategy. Performance reviews are driven by our organization's leadership and linked to the business planning process. It is a vehicle for implementing strategic change, building new cultures and turning organizational initiatives from ideas to reality. The Executive Director (ED) plays a critical role in moving the organization towards its goals. As a result, a performance review process established for the ED is critical in helping the organization to achieve its desired results.

The performance review process establishes a shared understanding about what is to be achieved, and how it is be achieved, and identifies an approach to managing people that increases the probability of achieving success. It is not just about a set of forms or the annual review/appraisal process – it is ongoing and fluid throughout employment.

Accessibility

Any performance management forms, templates or policies will be made available in an accessible format, such as large print, when requested. All completed documents will be kept confidential.

Policy

The performance review process will be conducted on an annual basis for all levels of management. The following guidelines will apply to the respective positions:

Executive Director

1. Conducted in April/May of each year, the Board Chair shall ensure the annual performance review of the ED, incorporating feedback from members of the Board and other multi-rater feedback.
2. Multi-rater feedback will be solicited from the following parties:
   a) Chairs of committees of the Board
   b) All members of the Senior Management team
   c) 4 Community Partners
   d) National and Provincial partners and/or associations as relevant

3. Feedback will be solicited by the end of March of each year, sent out by the Board Chair, to be returned in confidence no later than mid April of review year. Simultaneously with the multi-rater feedback, the ED is asked to perform self-evaluation on prescribed form.
4. The Board Chair gathers the multi-rater feedback and reviews results with Chairs of Board Committees for input.
5. Board Chair and ED arrange meeting by early May to discuss self-evaluation and the multi-rater feedback.
6. The results of the current review periods goals and objectives are discussed and documented at the review meeting.
7. Once the information contained in the review is agreed upon by the Board Chair and the ED, the review is taken to the Board for final approval in private session.
8. Upon approval by the Board, the review is copied for the incumbent and the original signed review is placed in a sealed envelope, indicating on the envelope that it is to be opened only by the Board Chair and placed in the Employee File held by the Human Resources Department.

Multi-Rater Feedback

The multi-rater feedback approach is part of a balanced approach to performance management in which input is gained from a variety of key people to provide feedback to the executive director to show the impact of his/her motivation and management style on the climate and business results of the organization.

It is used to:

- assist in leadership and management development of the ED
- assess the impact of the ED's managerial style on team effectiveness
- provide information to the performance management process
- assess culture and organizational change initiatives

All feedback should be confidential. At the same time, caution should be exercised in interpreting the results of the multi-rater feedback. Performance evaluation is not a "popularity contest." Although the ED may be acting in the best interests of the organization, some individuals or groups may be unhappy with his/her performance because of how they or their particular interests are affected.

Planning

All good processes start with a plan. The planning process should be rooted in communication, where goals and expectations are laid out in terms that are clear and meaningful from the

perspectives of all stakeholders. This plan confirms in writing what the priorities of work should be.

The plan should specify both the “what” and “how”:

- What should be accomplished in the job (i.e., goals and objectives)
- How those results are achieved (i.e., competencies)

Performance Feedback

A “best practices” performance review system will have mechanisms or opportunities for regular feedback, as well as more formal periodic reviews. This follows the coaching model, where interest and commitment are required from both parties in ensuring that performance expectations are met.

Performance Objectives

Performance objectives should be established annually based on the organization’s goals and objectives. For all objectives, specific measures or criteria should be defined at the beginning of the measurement cycle. These measures will be used to evaluate performance.

The annual performance objectives should be reviewed by the reviewer and incumbent at the time of the formal review. This process ensures that all parties are aligned with respect to the expectations for performance. These objectives should be periodically revisited throughout the year. It is not uncommon for issues to arise during the course of the year that affect the ability of the Executive Director to carry out certain agreed-upon objectives. In addition, unforeseen circumstances may arise that take precedence over objectives that were determined at the beginning of the year.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **SUCCESSION PLANNING BOARD, ED**	**Policy #** **2-004**	**Page 1 of 6**
	Committee Oversight: **Governance**	
Category: Ensure Board Effectiveness	Reviewed/Revised: April, 2019 To be reviewed/revised: April, 2021	
Effective Date: *May 2015* / Authorized by: Board of Directors		

Purpose

The board of directors is committed to ensuring its accountability to its various stakeholders through seeking a balance in the composition of its board and ensuring organizational viability.

Principles for Determining Board Composition

- The board of directors as a whole should be seen by internal stakeholders, the communities it serves, government and the broader community as cohesive, capable, experienced and effective in leading the organization;
- The membership of the Board and its committees should be drawn widely to achieve a balance of skills and expertise needed for the Board to fulfill its governance roles and responsibilities;
- The overall composition of the elected Directors should ensure diversity and a balance of perspectives;
- Annual succession should support turnover, in accordance with the By-Laws, to ensure fresh ideas and new perspectives;
- Election and re-election of directors is subject to assessment of individual ability to meet criteria as set out in the Board of Directors Position Description, Policy #5-033.

Profile of a Director

The generic qualities/personal attributes expected of all Directors include:

- A commitment to CMHA WW's mission, vision and values;
- experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- enthusiasm for the role and its demands;
- personal and professional integrity, wisdom, and judgment;
- an ability to work and communicate effectively as a member of the team with other members of the Board and senior management;
- a talent for strategic thinking;
- an ability to participate actively in deliberation and group processes;
- an ability and willingness to commit the necessary time to participate in Board meetings, committee meetings, meeting preparation, Board orientation and continuing education, retreats, and CMHA WW events;

- a commitment to comply with CMHA WW's conflict of interest policies, and code of conduct;
- an ability to work positively, cooperatively and respectfully with others;
- a commitment to ethical standards and behaviours; and
- demonstrated community leadership potential.

Skills and Experience to be Represented on the Board

Beyond the generic qualities/personal attributes expected of all Directors as outlined in the Profile of a Director, the members of the Board will collectively possess specific skills, expertise, diversity and experience (which may change over time) including;

- community leadership;
- strategic planning;
- senior level business management;
- finance and accounting;
- quality, risk management and performance management;
- governance;
- government relations;
- human resource management;
- knowledge of health care system;
- legal expertise;
- marketing and communications;
- construction design/management;
- audit;
- biomedical ethics;
- clinical expertise;
- change management;
- fund development;
- conflict resolution; and
- information technology.

PART 1 – Succession: Directors

In accordance with the nomination process set out in the By-Laws and the Board of Directors Nomination and Election Policy # 5-005, the Board shall name a Nominations Committee that will recommend a slate of nominees for election to the board at the annual meeting and to fill any vacancies on the board.

Beginning at least four months prior to the annual meeting, the Nominations Committee shall:

- Determine anticipated requirements for appointing directors by:
  - Reviewing the "Board Skills Matrix" to confirm mandatory terminations
  - Surveying incumbent directors to confirm intentions to continue serving a) on the board and b) on committees of the board
  - Considering the profile of skills, expertise, and performance of incumbent directors relative to the current and emerging needs of the organization, to ensure appropriate governance leadership required for achieving strategic goals.
  - Reviewing the diversity of the board in terms of skills, experience, gender, sexual orientation, ethnicity, cultural background and lived experience of mental health to ensure balance in its composition.
- Receive and review applications and resumes and select candidates for consideration by the Nominations Committee
- Select and formally nominate preferred candidates for election to the board in accordance with provisions set out in the By-Laws and Policy #5-005.

PART 2 - Succession: Officers and Committee Chairs

The Executive Committee is responsible for ongoing succession planning for leadership on the board and the recommendation of a slate of officers and committee chairs.

Based on the information received from individual directors on their intentions with respect to re-election to the board, membership on board committees and serving in leadership roles, the Executive Committee will identify candidates for officers and committee chair positions by:

- Considering the position description and qualifications for board president, vice-president and committee chair.

- Considering tenure, skills, experience, demonstrated leadership and interest
- Consulting with directors.

The first action taken by the board following the annual general meeting (AGM) is the appointment of officers of the organization. These officers will include, but not be limited to, the president, vice-president and treasurer and committee chairs. It is advisable that the board, in place prior to the AGM, provide guidance and advice with respect to the appointment of officers for the coming year and, where desired, committee chairs.

Selecting the Vice-President of the Board

The Executive Committee, through the outgoing vice-president, is mandated to conduct the board vice-president selection process and to recommend to the board, for its approval, a nominee for incoming vice-president who shall meet the following selection criteria:

- Be a current member of the board;
- Be prepared to transition into the president role at the conclusion of the current president's term, subject to nomination and election by the board;
- Have proven leadership skills consistent with the role of vice-president and the eventual role of president;
- Have good strategic and facilitation skills; ability to influence and achieve consensus;
- Act impartially and without bias;
- Be tactful and diplomatic;
- Be an excellent communicator;
- Have political acuity;
- Have the time to continue the legacy of building strong relationships between the organization and stakeholders;
- Have the ability to establish trusted advisor relationships with the ED, and other board members;
- Have governance and board-level experience;
- Have an outstanding record of achievement in one or several areas of skills and experience used to select board members;
- Have sufficient tenure remaining (at least 4 years of a maximum 9 year- term) to serve two years as vice-president and two years as president;

Selection Process

The Executive Committee, through the outgoing vice-president, will canvass each board member to invite nominations for the incoming vice-president in accordance with the above selection criteria.

Following receipt of nominations, the outgoing vice-president shall:

- seek input from the Chief Executive Officer with respect to the nominees;
- meet with the final list of nominees to ascertain interest;

The vice-president shall discuss findings and make a recommendation to the Executive Committee, which will ultimately agree on a nominee to be recommended to the board for election.

The Executive Committee shall formally present the nominations for board president, vice-president, and committee chairs for election at the first meeting of the board following the annual meeting.

PART 3 - Succession: Executive Director

In order to ensure that provision is made for continuity of leadership for the organization, the board will have in place a documented process for succession should the ED position become vacant due to sudden loss, resignation, retirement or termination. Should the ED require an extended leave of absence due to personal, health or other reasons, the succession plan should also specify the process for appointing an interim ED.

Based on best practice, the ED is expected to identify and cultivate his or her successor through internal succession planning. The succession plan will identify at least one candidate who could take over immediately, and one or two who are on a development track for the position. The ED is expected to report on this issue annually during the evaluation process.

a) <u>Sudden Vacancy (e.g. death, resignation, termination, extended leave)</u>

- The ED will identify to the president at the beginning of each fiscal year which member of senior leadership is recommended to fill the role of interim ED, if a sudden loss of the ED occurs. The appointment of an interim ED will be subject to approval by the board.

b) <u>Planned Vacancy (e.g. retirement)</u>

- The board will establish a ED Search Committee chaired by the board president or a delegate
- appointed by the president;
- The search committee may, at its discretion and with board approval, select a search firm to assist with the process;
- The search committee will interview a short list of candidates and recommend to the board their candidate of choice;
- In the event a new ED has not been appointed prior to the departure of the incumbent ED, the board will appoint an interim ED in accordance with Section (a).

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **MEETING WITHOUT MANAGEMENT**	**Policy #** **2-005**	**Page 1 of 1**
	Committee Oversight: **Governance**	
Category: **2-PROVIDE FOR EXCELLENT MANAGEMENT**	Reviewed/Revised: October 1, 2018 To be reviewed/revised: October 2020	
Effective Date: November 2018 / Authorized by: Board of Directors		

Purpose

This policy ensures that the board oversees management and is satisfied with the quality of material and information provided by management, and ensures that the board has an opportunity to evaluate its own processes on a regular basis.

Policy

The Board shall hold a meeting without management in November and April in a calendar year, or at the request of the Chair, or at the request of any two Board members for the purposes of:

- Evaluating the board's relationship with management, as well as its oversight of, and the quality of, information provided by management
- Assessing the board processes and discuss areas where the governance performance could be strengthened;
- Building relationships of confidence and cohesion among board members.

Such meetings without management or other ex-officio members present shall not be considered to be meetings of the Board, and as such no formal Board action can be taken.

These meetings shall be informational meetings only and minutes will not be kept. The chair may keep notes of the discussion.

Discussion items will not include ED Compensation, ED Goals and Objectives, and annual ED Performance Evaluation. These items are addressed in the Board Policy 2-003 ED performance management and evaluation.

Process

The Chair shall immediately communicate with the ED any relevant matters raised during the meeting.

When follow-up to a meeting without management is required, the ED and Board will

- Acknowledge that follow up is required
- Engage in honest dialogue
- Work together towards a suitable resolution

When a formal Board decision is required, the motion will be presented to a duly constituted meeting of the Board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **QUALITY IMPROVEMENT AND SAFETY**		**Policy # 3-001**	**Page 1 of 1**
		Committee Oversight: **PERFORMANCE & QUALITY**	
Category: **3- QUALITY AND EFFECTIVENESS**		Reviewed/Revised: *April 16, 2019*	
Effective Date: *February 2014*	Authorized by: Board of Directors	To be reviewed/revised: February, 2021	

Policy

The Board of Directors of CMHA WW defines quality as the degree of excellence achieved by the organization. CMHA WW will meet or exceed established and evolving standards of quality and client safety. CMHA WW is committed to addressing quality issues, and identifying and acting upon opportunities to continuously improve safety, client care and service delivery.

The Board recognizes the importance of the safe delivery of its services, as well as the importance of reducing or preventing the potential for injury or loss to its clients, visitors, staff, physicians, volunteers and learners, and damage to or loss of the organization's assets.

Procedure

The Board will:

i. Ensure that the organization has an integrated Quality and Enterprise Risk Management Framework
ii. Implement effective processes for reviewing and recommending policies and standards;
iii. Comply with quality and safety related issues, including requirements set out by the Excellence Care for All Act, other relevant legislation and accreditation; and
iv. Ensure the organization has an effective process for reviewing and responding following adverse events.

The Board, with the assistance of the Performance, Quality, Risk and Ethics Committee, will annually establish performance targets and performance metrics related to service quality, and client safety for monitoring by the Performance, Quality, Risk and Ethics Committee. Quarterly, the Performance, Quality and Ethics Committee will monitor the organization's quality of client care and safety against the defined performance targets and performance metrics, including trends in client care comments and/or concerns, and report these regularly to the Board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **PERFORMANCE MONITORING**		**Policy # 3-002**	**Page 1 of 1**
		Committee Oversight: **PERFORMANCE & QUALITY**	
Category: **QUALITY AND EFFECTIVENESS**		Reviewed/Revised: *April 2019*	
Effective Date: *February 2014*	Authorized by: Board of Directors	To be reviewed/revised: April 2021	

Policy

There are three main roles for the Board with respect to performance monitoring and assessment:

i. Ensuring that management has identified appropriate performance metrics (measures of performance);
ii. Monitoring organizational and board performance against board approved performance targets and performance metrics; and
iii. Ensuring that management has plans in place to address variances from performance targets and overseeing implementation of remediation plans.

The Board will ensure that the Executive Director (ED) of CMHA WW implements an effective performance management system, based on performance metrics for measuring and continuously improving the organization's performance. The Board will approve the targets and performance metrics for monitoring organization performance in achieving financial, quality, safety and human resource targets using best practices and benchmarks.

The ED will establish an annual schedule of specific performance reports to the Board of Directors and appropriate Board Committees. These performance reports are intended to support the Board in its responsibility to monitor and assess the organization's performance related to the established targets and performance metrics.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **PUBLIC REPORTING OF QUALITY AND CLIENT SAFETY INDICATORS**	**Policy # 3-003**	**Page 1 of 1**
	Committee Oversight: **PERFORMANCE & QUALITY**	
Category: **3- QUALITY AND EFFECTIVENESS**	Reviewed/Revised: *April 2019*	
Effective Date: *February 2014* / Authorized by: Board of Directors	To be reviewed/revised: April 2021	

Policy

The Board will review and approve policies and processes for reporting to the public on the performance of CMHA WW in quality of care and client and staff safety and those measures which are being undertaken to foster continuous improvement and mitigate risk.

Public reporting on client safety issues provides valuable data that can help reduce risk and improve outcomes. Clear and standardized reporting by all healthcare organizations in the province will help create a culture of client safety in which present and future health professionals learn from things that go wrong and use and share knowledge across the system to reduce or eliminate the risk.

CMHA WW will collect data to comply with legislative requirements and Ministry directives on public reporting. The data will be posted on CMHA WW's public website and be reported to all funders.

Management will ensure there are defined accountabilities and processes that support the collection, reporting and posting of indicator data in accordance with Ministry directives.

References: www.ontario.ca/excellentcare

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **RISK MANAGEMENT**		**Policy # 3-004**	**Page 1 of 1**
		Committee Oversight: **PERFORMANCE & QUALITY**	
Category: **QUALITY AND EFFECTIVENESS**		Reviewed/Revised: *April 2019*	
Effective Date: *February 2014*	Authorized by: Board of Directors	To be reviewed/revised: April 2021	

Policy

The Board of Directors must be knowledgeable about risks inherent in CMHA WW's operations and ensure that appropriate risk analyses are performed as part of its decision-making. The Board of Directors is responsible for ensuring that appropriate risk management practices are in place in the organization, and reviewing and approving the organization's variance and risk tolerance levels.

In particular, the Board:

i. Ensures that appropriate programs and processes are in place to protect against risk;
ii. Expects management to identify and assess the associated risks to the organization when reviewing and approving resource allocation decisions;
iii. Expects management to identify and report to the Board unusual risks to the organization and ensure that there are plans in place to prevent and manage such risks;
iv. Works with the ED to reduce risks to the organization and promote ongoing quality improvement.

Each Board Standing Committee will review the risks related to its mandate at least annually.

The Executive Director is accountable for: identifying the principal risks of CMHA WW's business; determining the organization's exposure to risk; and implementing an enterprise risk management framework.

The Board of Directors will annually monitor and assess the organization's quantification of risks and how those risks are addressed.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **ETHICS**		**Policy # 3-005**	**Page 1 of 1**
		Committee Oversight: **PERFORMANCE & QUALITY**	
Category: **3 - QUALITY AND EFFECTIVENESS**		Reviewed/Revised: *January 2018*	
Effective Date: *February 2014*	Authorized by: Board of Directors	To be reviewed/revised: January 2020	

Policy

The Board of Directors will ensure that a framework is in place for addressing ethical issues arising from care, education and research at CMHA WW. This policy supports the Accreditation Canada requirement that organizations develop and implement a written ethics framework that is adopted by the governing body and that defines formal processes for managing ethics related issues and concerns.

The Executive is responsible for implementing an ethics framework and ensuring staff and service providers know about the ethics framework and how to implement it.

The ED is also responsible for working with the Board of Directors to ensure the ethical framework is applied in board decision making processes.

Ethical issues will be tracked, monitored and addressed through the Quality and Risk Management Framework. When consensus is not reached or additional information is required, consultation can be sought when appropriate from external subject matter expert.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **PRIVACY AND SECURITY OF INFORMATION**		**Policy # 3-007**	**Page 1 of 1**
		Committee Oversight: **PERFORMANCE & QUALITY**	
Category: **QUALITY AND EFFECTIVENESS**		Reviewed/Revised: *February 18, 2014*	
Effective Date: *February 2014*	Authorized by: Board of Directors	To be reviewed/revised: February 2019	

Policy

In compliance with the Personal Health Information Protection Act (PHIPA) and other relevant legislation, the Board of Directors of CMHA WW recognizes the importance of respecting and ensuring the confidentiality of all client and employee-related information.

Every Director, officer, employee, physician, volunteer and student of CMHA will respect the confidentiality of matters brought before the Board, or before any Board committee.

All Directors must adhere to the by-laws, policies and procedures regarding confidentiality of information. These policies, without limitation, include confidential information, release of client information, facsimile of client information, release of information to the media and personnel records.

The Executive Director (ED) is responsible for ensuring the protection of the personal information of clients and their families, staff, physicians, volunteers, and students, and all corporate and business information.

The ED will take all reasonable steps to ensure that such organizational policies are implemented consistent with legislative requirements and enable CMHA WW to handle such information in a secure and confidential manner.

3.2. **Breach of Professional Behaviour**: The investigation should include a representative of the suspect's professional association, preferably a CMHA employee.

3.3. **Unethical conduct**: The investigation should include a trained investigator.

3.4. **Financial Impropriety**: Includes misuse or misappropriation of funds, improper expense account claims or client billings. The investigation should include a representative of the Audit Committee (Resources) and the police be notified immediately.

4. The Compliance Officer shall make a recommendation to the management on disciplinary action, up to and including termination and the laying of criminal charges.

   If the suspicion of misconduct involves the Executive Director, that individual will not be informed in the ordinary course. The Compliance Officer shall report the matter immediately to the Chair of the Governance Committee and the Chair of the Board of Directors.

Should the report of wrongdoing be regarding the Board President, complaints will be directed to the Board Vice President.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **FINANCIAL DONATIONS TO EXTERNAL ORGANIZATIONS**	**Policy # 4-002**	**Page 1 of 1**
	Committee Oversight: **RESOURCES**	
Category: **4 – Ensure Financial Organizational Viability**	Reviewed/Revised: February 25, 2018 To be reviewed/revised: February 2020	
Effective Date: *March, 2014*	Authorized by: Board of Directors	

Policy

CMHA WW is a not-for-profit corporation and as such in order to ensure it is a good steward of public funds, the organization does not contribute financially to external agencies including not-for-profit, educational or for-profit organizations. Any other exceptions must be approved by the Board of Directors upon recommendation from the Executive Director.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **CORPORATE RECORDS**	**Policy # 4-003**	**Page 1 of 1**
	Committee Oversight: **Resources**	
Category: **4 – Ensuring Financial Organizational Viability**	Reviewed/Revised: February 25, 2018 To be reviewed/revised: February, 2020	
Effective Date: *March 20, 2014*	Authorized by: Board of Directors	

Policy

CMHA WW will maintain books and records of corporate activity in compliance with legislation and best practices as per the Record Retention and Destruction policy.

Procedure

1. It is the responsibility of the Executive Director to ensure that all necessary records are regularly and properly kept. These records will be maintained for at least greater length of the length of time stipulated by legislation and applicable funders and as per the Record Retention and Destruction policy. Some records may be retained indefinitely within the organization's archives if they are of significant historical interest.

2. Information about the organization's corporate business strategies including regulatory information, correspondence with government bodies, reports, plans and other documents may be proprietary and confidential and may not be revealed beyond the board or its committees without proper authorization.

3. In respecting the confidentiality of in camera sessions of the board and its committees that are held to address issues of a sensitive nature, board members and staff will treat any paper or electronic records generated regarding such discussions in a confidential manner.

4. Board members and staff will effectively and responsibly dispose of all paper copies of such confidential material after they are no longer required. Care must also be taken in disposing of computer files in an appropriate manner to ensure that they are not accidentally disclosed to a third party.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **CORPORATE SECURITY AND RISK MANAGEMENT**	**Policy # 4-004**	**Page 1 of 2**
	Committee Oversight: **RESOURCES**	
Category: **4 – Ensure Financial Organizational Viability**	Reviewed/Revised: *February 25, 2018*	
Effective Date: *March 2014* / Authorized by: Board of Directors	To be reviewed/revised: February 2020	

Policy

The board of CMHA WW is responsible for establishing appropriate controls to ensure:

- the safe delivery of health care;
- the reduction or prevention of the potential for injury or loss to clients/residents, visitors, staff and volunteers
- that organization's resources are utilized appropriately;
- that the organization's assets are protected.

Enterprise Risk Framework

The Board shall direct the ED to:

- Implement an Enterprise Risk Management Framework
- Complete an annual risk audit and a plan is developed, implemented and reported to the Board of Directors to manage any identified risks

Legal Liability:

The Bylaw of CMHA WW provides that directors, officers and other persons who are undertaking a liability on behalf of the organization are indemnified by the organization for any liability, cost, charges and expenses, except where such costs, charges and expenses may be occasioned by their own failure to act honestly and in good faith. The board shall direct the ED to:

- Obtain reasonable insurance against liability losses to directors, staff and individuals while legally engaged in their activities on behalf of the organization.
- Ensure that the board and staff are not unnecessarily exposed to claims of liability
- Establish procedures for monitoring compliance with all relevant legislation.

The board shall review the appropriateness and effectiveness of internal control of procedures including key policies and procedures.

Financial Liability:

The board shall direct the ED to:

- Receive, process and disburse funds under controls that meet generally accepted accounting principles and applicable internal control practices, and are satisfactory to the board;
- Review the financial position of the Corporation on a timely basis.

The board shall review financial statements, processes for presenting financial information, internal controls, risk management methods, audit processes and management information systems in order to determine their integrity and effectiveness.

Asset Protection:

The board shall direct the ED to:

- Ensure that the organization's assets are reasonably protected, adequately maintained and not placed at unnecessary risk.
- Ensure that the organization maintains reasonable insurance against fire, theft, casualty losses, with an appropriate deductible.

The Resources Committee shall receive annual proof of insurance through a status certificate.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **FINANCIAL PLANNING/FINANCIAL CONDITION**		**Policy # 4-005**	**Page 1 of 1**
		Committee Oversight: **RESOURCES**	
Category: **4 – Ensure Financial Organizational Viability**		Reviewed/Revised: *February 25, 2018*	
Effective Date: March 27, 2014	Authorized by: Board of Directors	To be reviewed/revised: February 2020	

Policy

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's priorities, risk fiscal jeopardy or fail to show a generally acceptable level of foresight.

Procedure

Accordingly, the ED will endorse financial planning which:

1. Contains adequate information to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of assumptions.
2. Plans the expenditure in any fiscal year for only those funds, which are conservatively projected to be received for that period.
3. Provides specified sums for board prerogatives during the year; such prerogatives to include but not limited to the fiscal audit, board development, directors' and officers' liability insurance, legal advice for the board, and board and committee meetings.
4. Aligns with long term strategic planning.

With respect to the actual, ongoing condition of the organization's financial health, the ED will ensure consistency with the board priorities established in policies. Accordingly, the ED shall not fail to:

1. Expend funds consistent with the approved budget.
2. Advise the board if the organization is indebted in an amount greater than can be repaid by otherwise unencumbered revenue within sixty (60) days.
3. Not use any unbudgeted reserves or surplus above $25,000 without prior board approval.
4. Ensure that statutory payments of filings are timely and accurately filed.
5. Advise the board regarding operational decisions that would cause long term financial obligations.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **FRAUD RISK ASSESSMENT PROCEDURE**		**Policy # 4-006**	**Page 1 of 1**
		Committee Oversight: **RESOURCES**	
Category: **4 – Ensure Financial Organizational Viability**		Reviewed/Revised: *February 25, 2018*	
Effective Date: *March 2014*	Authorized by: Board of Directors	To be reviewed/revised: February 2020	

Policy

The Board of Directors is committed to maintaining an active role in the oversight and monitoring of the organization's assessment of fraud risks. This policy ensures periodic assessment of prevention techniques to avoid potential events and mitigate possible impacts on the organization.

Procedure

1. Prior to the initiation of the external audit, the Executive Director shall provide a written report that provides Resources Committee members with an understanding of the fraud risks, the processes in place and action plans to address any gaps.

2. Based on the report, the Resources Committee shall provide a report to the Board of Directors advising the Board of Directors of the intended response of the Resources Committee to the Auditors on the question of knowledge of fraud within the organization.

3. The Executive Director shall not fail to:
    - Maintain, communicate to the Board and staff, and follow procedures for reporting fraudulent/unlawful or dishonest conduct.
    - Ensure all employees of the organization are aware of the requirements and process to immediately report to a manager possible fraudulent or dishonest conduct.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **BANKING GUIDELINES**	**Policy # 4-007**	**Page 1 of 1**
	Committee Oversight: **RESOURCES**	
Category: **7 – Ensure Financial Organizational Viability**	Reviewed/Revised: *February 25, 2018* To be reviewed/revised: February 2020	
Effective Date: *March, 2014*	Authorized by: Board of Directors	

Policy

The board of directors is responsible for the security and preservation of the organization's assets, capital, and reserves. The board will only accept investment risks as set out in the separate policy approved by the board.

The board, in carrying out its responsibility, may delegate authority to the ED.

Procedure

1. The ED will establish, within the organization, a system of internal control to ensure the security and preservation of the organization's assets, capital and reserves and will report any impairment in the organization's assets, capital and reserves immediately to the board.
2. To optimize the organization's financial position, the ED will oversee the negotiation of service charges and interest paid on deposits with the organization's bank on an on-going basis.
3. All excess cash shall be invested subject to the investment policy approved by the board.
4. Banking services will be tendered at least every 10 years and more often if considered appropriate by the board.
5. Under no circumstances shall accounts for banking purposes be opened or closed without approval of the board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **FINANCIAL STATEMENTS AND RETURNS**		**Policy # 4-008**	**Page 1 of 2**
		Committee Oversight: **RESOURCES**	
Category: **Financial Viability**		Reviewed/Revised: *February 25, 2018*	
Effective Date: March 2014	Authorized by: Board of Directors	To be reviewed/revised: February 2020	

Policy

Financial statements of the organization shall be made available to the board of directors on a monthly basis. An external audit shall also be contracted annually so as to provide an independent opinion on the organization's financial well-being

Procedure

1. The CMHA WW Financial Report shall include at a minimum the:

    a. Balance Sheet
    b. Statement of Revenue and Expenses

2. The Financial Report shall be provided to the Resources Committee monthly for review and approval of the committee. These statements shall report the year-to-date's actual revenues and expenses, the year-to-date budget comparatives, a variance column measuring the difference between the actual and the budget amount as well as the approved annual budget. A written explanation will be required whenever there is a variance of $10,000 or more. The variance threshold will be determined by the committee on an annual basis. The Financial Report will be provided to the Resources Committee and the Board of Directors for approval. The monthly financial statements shall also include a comparative balance sheet to the same period for the previous fiscal year.

3. The Director of Finance and Organizational Performance will be responsible for the preparation of the annual financial statements for the organization. Subsequent to the completion of the annual financial statements, and within ninety (90) calendar days of the fiscal year-end, an independent audit will be completed. The selection and the approval of the auditor shall take place during the prior year's Annual General Meeting (AGM).

4. The draft Audited financial statements will be presented to the Board of Directors prior to the AGM. The audited annual financial statements will be provided to all members of the organization who attend the AGM. The Board Treasurer, external auditor or a designate will review the statements with the members present, and a vote to accept the report will be held with the results of the vote recorded in the minutes of the meeting.

Approved by: Board of Directors
First Approved: March 27, 2014

5. A registered charity information return must be completed and filed with Revenue Canada within six months of the organization's fiscal year-end. The Director of Finance and Organizational Performance shall be responsible for the completion and filing of the return on behalf of the organization within the allowed time period.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **SIGNING AUTHORITY**	**Policy # 4-009**	**Page of**
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Category: **4 – Ensure Financial Organizational Viability**	Reviewed/Revised: February 25, 2019 To be reviewed/revised: February 2021	
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Policy

The board will ensure that signing authorities are designated for all situations that result in a commitment being made on behalf of CMHA WW. This includes both monetary and non- monetary commitments.

Procedure

The overall framework for the authorization of expenditures is the annual Operating Plan and Capital Equipment Budgets that are approved annually by the Board of Directors. Once the Operating Plan and Capital Equipment Budgets have been approved by the Board of Directors, expenditures and commitments may be approved by the ED or delegated by the ED to the

Management level as long as the expenditures remain within the limits of the overall Operating Plan and Capital Equipment Budgets.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
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Day-To-Day Operations

Expenditures for the day-to-day operations of the organization may be authorized as per attached Schedule A

Information Technology Purchases

Consultation and input from the Manager of Information Technology or designate is required prior to all information technology and telecommunication purchases. Information technology purchases include, but are not limited to, hardware, software, maintenance and consulting related to information technology regardless of whether they are specifically within the IT department or not.

Unbudgeted

Where the operating or other expenditures, including capital equipment purchases, are not within the approved budget or funding adjustment of the department, the next higher signing authority threshold should be applied.

Unbudgeted expenditures over $25,000 require presentation to either the Board of Directors or the Funder for approval.

Capital Equipment

Capital equipment is defined as equipment that has a cost of more than $5,000 and has a life expectancy of greater than one year. Capital equipment expenditures do not include repairs to equipment. Purchases of $10,000 or more must have a Request for Quotation (RFQ) or Request for Proposal (RFP) issued. During each fiscal year an Approved Capital Equipment List will be developed. Equipment on the approved capital list must be purchased or be in progress by March 31st of the budgeted year.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
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Effective Date: March 2014	Authorized by: Board of Directors		

Contracts

A contract is a written agreement between two parties that will result in a legal obligation. All contracts, with the exception of employment, physician, construction, and Ministry of Health and Long-Term Care contracts and other funding agencies, must be reviewed, and approved with respect to language, by the Senior Director of Service & System Transformation and the Senior Director, Finance & Organizational Performance. Service Managers remain responsible for economic terms and operational contents of contracts. Once these reviews have been completed all contracts may be authorized as per attached Schedule A.

Contracts include pricing agreements and commitments to exclusively use a supplier's services.

Contracts with a value of greater than $10,000 will have a Request for Quotation (RFQ) or Request for Proposal (RFP) issued.

No contract, or extension of existing contracts, is to exceed a period of five (5) years. Automatic renewals (evergreen clauses) are not acceptable. Exception to this would be considered in the cast of long term capital, Real Estate and land leases and software or other identified IT needs. Signing authorities for contracts are as per Schedule A. The Director of Finance and Organizational Performance will be required to initial each contract for purchases of goods and services. If the contract has cross departmental impact, all affected programs/departments must be consulted.

Storage of Contracts

All contracts, with the exception of employment, physicians, construction and Ministry of Health and Long-Term Care contracts will be stored centrally by the Executive Assistants in accordance with legal, funder and PHIPPA guidelines.

Construction / Renovation Projects

Renovations less than $5,000 are considered operational renovations. Operating renovations and general maintenance follow the process listed under Day-To-Day Operations as per Schedule A. Capital renovations must meet the following criteria: must increase the original useful life of the building; must reduce original operating costs; or must substantially change the nature of the building. If these criteria are not met, renovation projects greater than $5,000 could still be deemed to be operating renovations. This will be at the discretion of the Director of Finance & Organizational Performance.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
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Effective Date: March 2014	Authorized by: Board of Directors		

Leases

Any lease (operating or capital) entered into in the normal course of business must be properly approved based on the total gross (principal and interest) cost of the lease as per Schedule A. All leases must be co-signed by the Director of Finance & Organizational Performance to ensure leasing is the best financing option for the organization and to ensure it meets the banking covenants. Leasing agreements can cover operational equipment as well as real estate and land.

Real Estate

The Executive Director shall not acquire or dispose of real estate property over $25,000 without board approval.

Memoranda of Understanding

A Memorandum of Understanding (MOU) is a written agreement between the organization and a supplier, person, or corporation that involves a commitment to enter into a business transaction that may or may not have a monetary value. Nonetheless, there are issues of responsibility and/or liability either specified or implied in the understanding. MOU's must be reviewed and approved with respect to language prior to both verbal agreement and signing of the agreement. Memoranda of Understanding (MOU) are authorized by the Departmental Manager responsible for the agreement. Legal counsel may review MOU as required. The signing of the MOU should be in accordance with Schedule A. Examples include corporate agreements e.g. for professional or other services where no money is exchanged with the organization or an agreement that allows a business or individual to use the organization's facilities. Some educational agreements may also qualify, e.g. affiliation agreements with schools for training their students with the organization.

Labour Dispute Settlements

All Labour dispute settlements are case dependant and settlement estimates will be pre-determined on a case by case basis. The Senior Director of People, Culture & Quality has authority to negotiate and approve settlements up to $10,000 with further approval by the ED thereafter.

Salaries and Benefits

The salaries and benefits of unionized staff will be approved by the Board as per the policy on Union Negotiations. Any increases to the salary grid and benefit package of nonunionized staff, including management personnel and the Executive Director, require Board approval.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
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Effective Date: March 2014	Authorized by: Board of Directors		

Time Sheet Approval

Service Managers normally approve departmental time sheets. It is acceptable to designate an alternate in the event of extended absenteeism but in no cases should individuals be approving their own time sheets.

Bank Signing Authorities

Any two of the designated signing officers as follows: President, Board of Directors; Vice President, Board of Directors; Treasurer; Executive Director; Senior Director of Finance & Organizational Performance.

All bank accounts holding organization funds must be opened in the name of Canadian Mental Health Association Waterloo Wellington. Documentation for all new and existing accounts requires signatures of two of the designated signing officers of the Corporation.

Credit / Financing

Board of Directors approval is required for the following types of transactions: credit arrangement and agreements (lines of credit and other borrowings); bond issues; selling, mortgaging or pledging real property and other similar credit or financing arrangements.

Documentation of Authorized Signatures

A list of authorized personnel and sample signatures will be maintained by the Finance Department.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **SIGNING AUTHORITY**	**Policy # 4-009**	**Page of**
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Effective Date: March 2014	Authorized by: Board of Directors	

Schedule A – Schedule of Signing Authority Limits

	Maximum $ limit				
Position	**Expense & Purchase Orders (budgeted)**	**Expenses (unbudgeted)**	**Operating Contracts (incl. leases) (budgeted)**	**Service Contracts**	**Housing Leases**
Board of Directors	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Executive Director	Unlimited	$25,000	Unlimited	Unlimited	Unlimited
Senior Director of Finance & Organizational Performance	$25,000	$10,000	$25,000	$25,000	$25,000
Directors	$5,000	$2,000	X	$25,000	$25,000
Managers	$2,000	$1,000	X	X	X
IT Manager	$2,500	$2,000	X	X	X
Team Lead	$1,000	$1,000	X	X	X
Flex Funds Administrator	$5,000	X	X	X	X
Specialist***	$500				

Specialist Position***	Expense Type/category
Senior Executive Assistant	Meeting Costs
Financial Accountant II & III	Office Supplies

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **SIGNING AUTHORITY, BANK CHEQUES**	**Policy # 4-010**	**Page 1 of 1**
	Committee Oversight: **Resources**	
Category: **4 – Ensure Financial Organizational Viability**	Reviewed/Revised: *February 25,2018* To be reviewed/revised: February 2020	
Effective Date: *March, 2014*	Authorized by: Board of Directors	

Policy

Individuals authorized to sign contracts, leases, agreements etc. on behalf of Canadian Mental Health Association Waterloo Wellington are stipulated in bylaws, or motions of the Board of Directors.

Procedure

1. Cheques are written on the current account of the Canadian Mental Health Association Waterloo, Wellington.
2. Cheques for less than $125,000 may be signed with the signature plate/electronic signature. Cheques of $125,000 or more must have two manual signatures by designated signing authorities (See Schedule A of Signing Authority policy). Cheques issued for payroll and matters directly related to payroll (i.e. Receiver General, employee benefits, HOOPP) may also be signed with the signature plate/electronic signature.
3. A listing of all cheques exceeding $125,000 will be provided on the monthly compliance report.
4. All non-cheque withdrawals for payroll, and payments for less than $125,000 to service providers, may be done on an electronic basis.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **INSURANCE COVERAGE**		**Policy # 4-011**	**Page 1 of 2**
		Committee Oversight: **RESOURCES**	
Category: **4 – Financial Viability**		Reviewed/Revised: *February 25, 2018* To be reviewed/revised: February 2020	
Effective Date: *March, 2014*	Authorized by: Board of Directors		

Policy

The organization will provide insurance coverage that strives to fully protect its assets, its employees, directors, officers, volunteers and visitors, and its day-to-day business activities.

Procedure

1. The ED shall ensure that the insurance requirements of the organization are discussed with its carrier on an annual basis, and that the organization's general liability insurance coverage is sufficient to adequately protect staff, volunteers and all the assets of the organization. Furthermore, the organization's comprehensive insurance policy shall also be reviewed and evaluated within the same time frame.

2. On an annual basis the ED shall review insurance coverage and requirements of the organization with the Resources Committee at a regularly scheduled meeting.

3. On an annual basis, the ED will ensure that adequate notice is provided to the incumbent carrier to allow opportunity for alternative options.

4. At the minimum, the organization's comprehensive insurance policy shall include the following:

    i. Third party liability coverage;
    ii. Property insurance;
    iii. Employee, directors and officers liability coverage; and,
    iv. Adequate coverage to recover losses resulting from errors of commission and/or omission.

5. To obtain the best value for the organization, insurance policies shall be tendered every five years or more frequently if considered appropriate by the board.
6. Only the ED of the board shall initiate a claim or agree to a settlement or an action on behalf of the organization

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **GOVERNANCE POLICY ON NEGOTIATIONS**	**Policy # 4-012**	**Page 1 of 2**
	Committee Oversight: **Resources**	
Category: **4 – Ensure Financial Organizational Viability**	Reviewed/Revised: *February 25, 2018* To be reviewed/revised: February 2020	
Effective Date: *May 23, 2013*	Authorized by: Board of Directors	

PHILOSOPHY

The Board of Directors believes in the importance of a positive working relationship between the employer and employees, whether members of a bargaining unit or not, and in the case of unionized employees, their representatives. These relationships are governed by the Employment Standards Act, the Ontario Human Rights Code and for members of a bargaining unit, the Ontario Labour Relations Act and the collective agreement. The relationship between CMHA WW and staff will be guided by fairness, transparency, effective two way communication and consultation and a commitment to mutual gain and benefit.

PRINCIPLES

1. The elected CMHA WW Board governs the negotiation mandate, but does not actively participate in collective bargaining.
2. A negotiated contract has a significant impact on the organization's budget and has major human resource implications. This requires that the Board retains ultimate authority in approving any negotiated contract.

AUTHORIZATION

1. The Board must approve the mandate and ratify any tentative agreement before it can be signed and implemented.
2. The Senior Director of People, Culture & Quality will choose the negotiating Team and has the authority to bargain within the parameters of the Board goals and priorities.
3. The Executive Director is authorized to implement procedures in support of this policy.

UNION NEGOTIATIONS

ADMINISTRATIVE PROCEDURES

PROCEDURES

1. The Senior Director of People, Culture & Quality will inform the Board of impending negotiations.
2. The negotiating team will prepare a negotiating package for the Board's information containing budgetary implications, impact of operations, improvements, savings, rationale, etc.
3. The Senior Director of People, Culture & Quality will seek a mandate to proceed with collective bargaining following presentation of the negotiating package.
4. The Senior Director of People, Culture & Quality will ensure that the methodology and intended results are aligned with the Board's goals, priorities and parameters.
5. The Senior Director of People, Culture & Quality will cease negotiations and consult with the Board if negotiations include parameters outside of the initial mandate.
6. The Senior Director of People, Culture & Quality will keep the Board informed of progress with the negotiations at subsequent and/or special board meetings.

RESPONSIBILITIES

It is the responsibility of the Executive Director to ensure that these procedures are followed.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **DONATION MANAGEMENT**	**Policy # 4-014**	**Page 1 of 2**
	Committee Oversight: **Fund Development**	
Category: **4-Ensuring Financial Organizational Vitality**	Reviewed/Revised: January 13, 2016 To be reviewed/revised: January 2020	
Effective Date: February 25th, 2016 / Authorized by: Board of Directors		

Policy

The Canadian Mental Health Association Waterloo Wellington (CMHA WW) will manage donations in accordance with Canada Revenue Agency and financial practices that include considerations, receipting, acknowledgement, privacy and executive spending limitations.

The authority to accept most types of donations on behalf of CMHA WW is delegated by the Board of Directors to the Executive Director.

Purpose

To provide guidelines by which CMHA WW can manage and acknowledge donations and has the responsibility to assure that donated funds are used in accordance with the wishes of donors, in accordance with applicable guidelines and in a manner consistent with the Mission of CMHA WW and the ethical framework for accepting donations.

Receipt of Donations

Donations to CMHA WW are officially received when the following conditions are all met:

- There is an intention to give the donation;
- The donation is delivered; and
- CMHA WW accepts and acknowledges the donation

Donation Considerations

- Items donated or paid for by way of donation(s) do not become the “property” of any one donor
- CMHA WW will keep a log of all donations allocated to specific areas at the wish of the donor
- An honorarium received for presentations, speaking engagements or consultation services on behalf of CMHA WW shall be considered as a contribution to the organization and the funds will be deposited
- Donations, which cannot be utilized by the CMHA WW, are not accepted (i.e. gifts with restrictions that would be too onerous for CMHA WW to comply with or that are too difficult or costly to administer or that may compromise our reputation)

CMHA WW encourages donors to seek independent advice if the proposed gift is a Planned Gift and/or the organization has any reason to believe the proposed gift might significantly affect the donor's financial position, taxable income, or relationship with other family members.

Gift Restrictions

- Unrestricted Donations: To provide the CMHA WW with maximum flexibility in the pursuit of its mission, donors shall always be encouraged to make unrestricted donations to the CMHA WW.

    i. The amount of undesignated donations available for the current fiscal year will be calculated by the Finance Department and reported to the Fund Development Committee at the beginning of each fiscal year

    ii. Interest from the donated fund account for the previous year, plus seventy five percent (75%) of undesignated funds received during the previous fiscal year shall constitute available donated funds

    iii. Ninety percent (90%) of available donated funds is set aside to invest in board development priorities for the fiscal year

    iv. Ten percent (10%) of available donated funds, plus unexpended available donated funds of the prior year, may be used at the discretion of the Executive Director in accordance with the provisions of this policy

- Budgeted Programs or Facilities: CMHA WW may accept a donation that is restricted as to its use if the Charity's approved budget for the year in which the donation is to be accepted includes proposed funding for the specific program, purpose or facility for which the restricted donation is made.

- Other Restrictions: CMHA WW may accept a donation that is restricted as to a use if CMHA WW's budget for the year in which the donation is accepted does not include funding for the restricted use of the donation, with the prior written approval of the Executive Director

- Variance Power: Unless otherwise approved in advance by the Board of Director, CMHA WW will reserve the right, in the document that restricts the use of the donation, to broaden or alter the purpose of the donation should it be determined in the future that the original purpose of the donation no longer meets the needs or serves the mission of CMHA WW.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **FUND DEVELOPMENT GUIDELINES**	**Policy # 4-015**	**Page 1 of 3**
	Committee Oversight: **Fund Development**	
Category: **4 – Ensure Financial Organizational Viability**	Reviewed/Revised: January 13th, 2016 To be reviewed/revised: January 2020	
Effective Date: March 2016	Authorized by: Board of Directors	

Policy

The Canadian Mental Health Association Waterloo Wellington (CMHA WW) welcomes financial and/or other donations through fund development that may benefit the quality of services and programs offered.

All donations received must be brought to the attention of the Executive Director.

Purpose

To provide guidelines by which CMHA WW can accept funds, goods or services received as donations.

Procedure

CMHA WW will accept donations through:

- Solicitations
- Gifts (i.e. currency, pledges, marketable securities, shares, gifts-in-kind/tangible real property, life insurance policies, bequests, gift annuities, real property, contributing services, restricted gifts, anonymous gifts and offers to make a gift)
- Special events

The Board of Directors will establish priorities for fund development activities that advance the organization's mission, strategic priorities and the wellbeing of the individuals and communities CMHA WW serves. These priorities will guide CMHA WW's fund development activities and active donor solicitation efforts. The Board will review its fund development priorities and activities through an annual report provided to the Board of Directors by the Fund Development Committee.

1. Solicitations

All fundraising solicitations by or on behalf of CMHA WW must:

- be truthful
- accurately describe CMHA WW activities
- disclose CMHA WW's name
- disclose the purpose for which funds are requested

- disclose, upon request, whether the individual or entity soliciting donations is a volunteer, employee or contracted third party

Any written solicitations by or on behalf of CMHA WW must include its address and contact information

CMHA WW does not discourage contact by staff with any service club, association, etc., that may result in a donation. However, such contact must be made only with prior consultation and approval of the Executive Director. If approached by a potential donor, a staff member must advise the party that the Executive Director must be consulted (or included in deliberations). Staff is not to seek donations for their own areas of interest without prior approval.

2. Types of Gifts Accepted

- Currency gift (cash)
- Pledge gift
- Gifts of publicly traded securities
- Gifts of shares in privately owned companies
- Gifts-in-kind/ tangible personal property
- Life insurance policies
- Bequest
- Charitable gift annuities
- Real property
- Contributing services
- Restricted gifts
- Anonymous gifts
- Offers to make a gift

3. Special Event Management

Proposed new special events will be realistically evaluated by the Executive Director and/or designate for:

i. Profitability
ii. Demands on staff time
iii. Availability of volunteers
iv. Public relations value
v. Fixed costs

vi. Conflict with existing events

3.1 Each event will be critiqued and evaluated by the Executive Director or designate as soon as possible following completion to determine if repetition of the event is desirable

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **INVESTMENT OF AGENCY FUNDS**	**Policy # 4-016**	**Page 1 of 3**
	Committee Oversight: **Resources**	
Category: **4 – Ensure Financial Organizational Vitality**	Reviewed/Revised: October 1, 2018 To be reviewed/revised: October 2020	
Effective Date: *November 2018*	Authorized by: Board of Directors	

POLICY STATEMENT (INCLUDING SCOPE)

Investment of Agency Funds

The basic goal underlying the establishment of the Investment of Agency Funds Policy is to ensure the assets of the Agency, together with the investment income shall be invested in a prudent manner to maximize the rate of return and minimize risk of loss of capital. The Agency's investments should be invested in instruments that reflect the ethically sensitive nature of our clients. The Agency's investments shall be sufficient to meet the cash flow disbursements and capital expenditures as they come due.

Investment Principles:

Investments will be managed in a prudent manner with consideration given to:

- General economic conditions
- Ethically consistent with the vision, mission, values of the Agency
- The possible effect of inflation or deflation
- The expected total return from both income and capital appreciation
- Appropriate diversification of the investments and their liquidity
- The monthly and annual Agency cash flow requirements, both internal and Funder related
- The Agency's budgeted operating position and capital needs

POLICY/POLICY OUTLINE

Investment objectives
To ensure the safety of the capital by reducing exposure to credit risk and interest rate risk.

To ensure funds are invested in a manner that limits exposure to undue volatility and market risks.

To invest in securities that derive no income from products or services such as, but not limited to, armaments, tobacco or other addictive substances.

To invest in securities of recognized quality, actively traded on exchanges or bond markets.

To meet all operating or cash flow requirements that may be reasonably anticipated.

The Agency shall maximize the rate of return earned on the investment portfolio without compromising the objectives listed above.

Specific objectives

Total return objective – to meet or exceed the annual benchmark return compared to the following: S&P/TSX Composite Index, Canada Treasury Bills, Canadian Bonds, and MCSI World Index.

Risk tolerance objective – portfolio is not to experience a decline of more than 5% in a given year.

Investment Constraints

Constraint by asset class:

Cash and Cash equivalent

Money Market securities must be rated R-1 or higher

- Maximum term of any single investment not to exceed one year
- Fixed Income.
- Not more than 10% of the fixed income portfolio shall be invested in the securities of one issuer, with the exception of issues guaranteed by the Canadian or Provincial Governments.
- Not more than 20% of the fixed income portfolio shall be invested in foreign currency denominated issues.

Canadian Equities

- Not more than 10% of Canadian equity portfolio invested in single company
- Not more than 15% of Canadian equity component in companies with market capitalization below $500m.

US/International Equities

- Not more than 10% of US/International equity portfolio invested in single company
- Not more than 15% of US/International equity component in companies with market capitalization below $500m.

Socially Responsible Investing Checklist

Given the values, philosophy and mission of CMHA WW, the investment advisors should recognize the morally sensitive nature of some investments, as exemplified in the table below.

The following list of industries and products can be used as guidance in deciding on whether an investment should be allowed.

Issue	Involvement
Armaments	Manufacture
	Distribution/Retail
Alcohol	Marketing
	Manufacture
	Retail
Gambling	Casinos
	Gaming Machines
Pornography	Production
	Distribution/Retail
Tobacco	Manufacture
	Distribution/Retail
Cannabis	Production/Distribution
	Retail

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **ROLES AND RESPONSIBILITIES OF THE BOARD**	**Policy 5-001**	**Page 1 of 1**
	Committee Oversight: Governance	
Category: **5 - Ensure Board Effectiveness**	Reviewed/Revised: *October 17, 2017*	
Effective Date: *April 1, 2013*	To be reviewed/revised: October, 2019	

POLICY OUTLINE (INCLUDING SCOPE)

The Board is responsible for creating and managing a governance structure, for holding itself accountable, and for ensuring effective Board collaboration for the benefit of the organization and its clients and community.

The Board commits itself to ethical, efficient, and lawful conduct. Board members shall function in an ethical manner, contribute to the work of the Board, support the decisions of the Board, and respect the confidentiality of privileged information.

The Board shall speak with one voice. All Board members shall support all Board decisions made by the board regardless of their position on a given vote. The President will be the spokesperson.

Board members shall make every effort to attend and participate in all meetings and be properly prepared for Board deliberation.

Board members shall treat others with respect and professionalism. When differences of opinion exist, the commitment shall be to challenge the issues but never attack or defame the person.

Board members may not exercise individual authority over the organization, management, staff, or clients except as explicitly directed by the Board through a duly passed motion. Board members shall not judge the performance of personnel outside of the official Board process.

The Board shall annually evaluate its own performance through a formal Board Assessment process and address areas identified as requiring improvement.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **BOARD MEETING AGENDA**		**Policy 5-002**	**Page 1 of 1**
		Committee Oversight: Governance	
Category: **5 - Ensure Board Effectiveness**		Reviewed/Revised: *November, 2017*	
Effective Date: *April 2, 2013*	Authorized by: Board of Directors	To be reviewed/revised: November 2019	

POLICY OUTLINE (INCLUDING SCOPE)

The Board, through the Board President and in collaboration with the Executive Director, shall set the agenda for its meetings. Every Board member shall receive an agenda in advance of each meeting.

The President of the Board, in discussion with the Executive Director, shall develop an agenda for every Board meeting in advance that is aligned with the Board's roles and responsibilities, annual goals and work plan.

Anyone wishing an item to be put on the agenda of a future meeting shall notify the President of the Board at least 10 days prior to the meeting.

The agenda shall be circulated so all Board members receive it at least 7 days in advance of the regularly scheduled meeting(s).

Approval of the agenda by the Board shall be one of the first items of business at every meeting.

The Board has discretion to allow or disallow agenda additions on the date of the meeting based on a majority of Board members present.

When practical, Board members shall be provided with background information on agenda items at least 7 days in advance of the meeting.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **BOARD AGENDA DEVELOPMENT & USE OF CONSENT AGENDA**		**Policy 5-003**	**Page 1 of 2**
		Committee Oversight: Governance	
Category: **5 - Ensure Board Effectiveness**		Reviewed/Revised: *November 2017*	
Effective Date: *January, 2014*	Authorized by: Board of Directors	To be reviewed/revised: November 2019	

Policy

Board agenda packages should be accurate, timely, balanced, relevant, and clear, sufficiently detailed and will ensure each Board meeting contributes effectively to the discharge of the Board's governance role. The purpose of this policy is to:

- To ensure that board members understand the process for the development of, and have an opportunity to have input into, board agendas.
- To facilitate productive, efficient and effective board meetings.
- To ensure agendas are structured to align with the specific roles and responsibilities of the Board clearly indicating those matters that require Board policy direction, decision or oversight.

The Board elects to use a consent agenda for Board of Director meetings for the passage of noncontroversial or routine board business, allowing more time for education and discussion of more substantive/strategic issues. Consent items are those which usually do not require discussion or explanation prior to Board action or are items which have already been discussed and/or explained and do not require further discussion or explanation.

Consent agenda items may include, but are not limited to:

1. Approval of previous minutes;
2. Approval of routine policies and procedures,
3. Routine Committee Reports;
4. Reports provided for information;
5. Correspondence requiring no action;
6. The proposed action would not require a board member to disclose a potential conflict or otherwise abstain from voting.

Procedure – Guidelines for Developing Board Agendas

1. It is the responsibility of the chair, in consultation with the CEO, to develop the agenda for board/committee meetings. Agendas are usually determined ten (10) days prior to a meeting.

2. Agendas are to be divided into two sections: the Main Agenda and the Consent.

3. Agendas are to be structured to clearly differentiate the role of the Board regarding each item, i.e., policy formulation, decision-making, monitoring (oversight).

4. The consent agenda contains all items that are either routine business or noncontroversial items of business that may be considered en masse by a single vote of the Board, but shall be separately recorded in the minutes of the meeting. A vote against adoption of the consent agenda shall be recorded as a nay vote on each item placed on the consent agenda and shall be recorded as such.

5. A numbered list of consent items as part of the main meeting agenda will be created. Each agenda item will be identified as informational, for decision or discussion required along with an individual assigned.
6. All documentation regarding Consent Agenda items must be provided to the members in advance of the meeting along with the complete agenda.
7. Members are to review all documentation provided prior to the meeting date.
8. A Board member who wishes to add an item to the Board's agenda should speak with the board chair.
9. If the board member and the chair are not in agreement, then the board member may, on notice to the chair, raise the request during the call for additions to the agenda at the time of the meeting, and the matter shall be determined by the board.
10. To the extent possible, and in advance of the meeting, members with questions and concerns regarding any Consent Agenda items are asked to make direct contact with the person listed as Responsible on the Agenda.
11. During the meeting, at the time of the adoption of the Agenda, the Chair will advise the Members of any items that are to be removed from the list, based on any prior requests from members. The Chair will then ask if any member wishes to remove an item from the consent agenda for separate consideration as part of the Main Agenda.
12. Any items removed will be placed on the agenda immediately following the approval of the Consent Agenda.
13. The remaining Consent Agenda items are then approved as a group without further discussion.
14. The minutes of the meeting will report each matter approved or ratified as part of the consent agenda. Any information items received as part of the consent agenda will be reported as received.
15. The use of the consent agenda will be evaluated annually.
16. Agenda packages will be sent out to directors no later than 5 business days prior to the scheduled board meeting; unless extraneous circumstances arise in which case directors will be notified of the delay.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **BOARD OF DIRECTOR'S SELECTION**	**Policy # 5-004**	**Page 1 of 2**
	Committee Oversight: Governance	
Category: **5 - Ensure Board Effectiveness**	*Reviewed/Revised:* *November 2017* *To be reviewed/revised:* *November 2019*	
Effective Date: *March, 2014*	Authorized by: Board of Directors	

POLICY OUTLINE (INCLUDING SCOPE)

Effective governance depends on the right mixture of skills, experience, personal qualities and diversity among the members of the board.

Through the nomination and election process, the board will select directors according to their skills, experience, and personal qualities.

The board will seek a balance within the board concerning the skills and experience of directors, while considering unique or special requirements of the corporation at the current time.

The board will ensure all directors possess the personal qualities necessary to perform their role as board members. The board will have the capacity to understand the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic and social characteristics of the communities served by the organization.

The skills, experience, knowledge, and personal qualities that the board will use the select potential directors are set out below.

Skills, Experience and Knowledge

The board will reflect a complementary mixture of skills, experience and knowledge. The skills, experience and knowledge the board will consider in selecting members include the following:

- Lived experience;
- Accounting designation/financial expertise;
- Board and governance expertise;
- Business managements
- Education
- Ethics
- Government and government relations
- Health care administration and policy and health system needs, issues and trends;
- Human resources management and labour relations;
- Information technology;
- Knowledge and experience in research;
- Legal expertise;
- Client and health care advocacy;
- Performance management;
- Political acumen;
- Public affairs and communications;
- Quality and patient safety

- Risk management;
- Strategic planning; and
- Understanding of community/catchment area

Personal Qualities

The board requires all of its members to possess the following personal qualities:

- An understanding of and commitment to the vision, mission and core values of the organization;
- Honesty and integrity
- An understanding of governance
- An understanding of a director's role and fiduciary duties, and the role of the board;
- An ability to think strategically
- An ability to work as part of a team;
- An ability to communicate effectively;
- Financial literacy appropriate for the organization's scope and activities;
- A willingness to devote the time an effort required to be an effective board member, including attendance at board orientation, board retreats, board meetings, committee meetings, and organization events;
- An absence of ongoing conflicts that would impede a director's ability to fulfill his or her fiduciary duties; and
- An ability to recognize and manage specific conflicts of interest that arise from time to time.

ASSOCIATED DOCUMENTS

BOD Policy 5-005 – Board Nomination and Election Policy

BOD Policy 5-033 – Board Position Description

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Department**	
Policy Title: **BOARD OF DIRECTOR'S NOMINATION & ELECTION**	**Policy # 5-005**	**Page 1 of 3**
	Committee Oversight: Governance	
Category: **5 - Ensure Board Effectiveness**	Reviewed/Revised: *November 2017* To be reviewed/revised: *November, 2020*	
Effective Date: *February, 2014* / Authorized by: *Board of Directors*		

POLICY OUTLINE (INCLUDING SCOPE)

To ensure that the board is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance, and to assist the board in identifying qualified individuals to become board members.

Composition of the board

The composition of the board will consist of 11 directors and 1 *ex officio* non-voting director. The *ex-officio* director shall be the Executive Director.

Term of Office

Directors are elected to the board for a term of three years and will retire in rotation. Directors may serve for a maximum of three terms (nine years).

Ex officio directors are members of the board by virtue of their position within the organization and will serve on the board according to the applicable terms of the particular office.

At every Annual General Meeting one-third of the Directors shall be elected to fill the places of the retiring Directors.

Process for Nominations

a. Nominations Committee

The board shall annually appoint a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become board members.

The size and composition of the Nominations Committee shall be determined by the board from time to time and may include non-board members. The board shall appoint the chair of the Nominations Committee, who shall be a member of the board.

b. Nomination Process

The board shall identify qualified candidates through the following process:

- The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified by conducting by conducting a skill-set analysis. Directors will be evaluated based on their performance and renewal will not be automatic;

- A call for nominations will be made and interested parties will be encouraged to submit applications.
- Vacancies will be advertised in the local newspapers as well as on the organization's website
- Applications will be submitted to the chair of the Governance Committee and reviewed by the Governance Committee;
- A short-list of candidates will be developed by the Governance Committee of those individuals who meet all of the criteria as identified by the board. Short-listed candidates must be interviewed by the Governance Committee even if they are standing for re-election; and
- Reference checks will be completed by the chair of the Governance Committee; or as delegated.

c. Election Process

The voting members of the corporation have the ultimate responsibility of approving the recommendation of the Governance Committee, however only nominees approved by the Governance Committee through the nomination process set out in this policy shall be eligible for election.

Election of board members is completed each year as part of the annual general meeting.

The Nominations Committee shall identify candidates to be brought forward to the voting membership for consideration.

The names of those members to be nominated for election shall be submitted to the Board for approval which shall make the names and qualifications of the nominees available to the Members of the Corporation at least ten (10) days prior to the Annual Meeting. Candidates recommended by the Nominations Committee will be presented to the voting members for election and approval.

Candidates recommended by the Governance Committee will be presented to the voting members for election and approval.

In the event that the number of candidates equals the number of vacancies, the voting members may be asked to vote for or against the slate and, if such a vote does not carry, the vote shall take place for or against each nominee individually.

In the event that one or more recommended candidates are not elected, the board shall determine an appropriate process to bring new candidates forward for election.

In the event of a tie, the deciding vote will be cast by the President of the board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **GOVERNANCE MODEL**	**Policy #** **5-006**	**Page 1 of 8**
	Committee Oversight: **GOVERNANCE**	
Category: **5-ENSURING BOARD EFFECTIVENESS**	Reviewed/Revised: *November, 2017*	
Effective Date: *March 26, 2015* / Authorized by: Board of Directors	To be reviewed/revised: November 2020	

Policy

The CMHA WW's Board of Directors is committed to high performance governance. Attaining a high level of excellence requires articulating and enacting an approach to governance based on best practices, sound principles, and policies that clearly define why and for what purposes the board exists and what it must do and how it should go about doing it.

The CMHA WW board has adopted the Modified Pointer Orlikoff[1] governance model to define and guide its functions and activities (see Appendix A for a more detailed overview of the model). The model includes six responsibilities for the Board:

1. Contributing and approving organizational ends – including vision, mission, key goals and strategic direction.
2. Providing for Excellent Management
3. Ensuring Program Quality and Effectiveness
4. Ensuring Financial, Operational and Organizational Viability
5. Ensuring Board Effectiveness
6. Fostering Relationships

The board fulfills these 6 responsibilities through 3 primary roles:

1. Policy formulation
2. Decision-making
3. Oversight

The manner in which the Board governs is through policy formation and monitoring. Policies are how the Board directs the organization and its staff by specifying what the Board wants done, what the organization should and should not do and what are acceptable and unacceptable means for accomplishing specific goals. Board policies also set limits and constraints on the authority delegated to the Executive Director.

The CMHA WW Board policies are organized to the six primary responsibilities of the Board of Directors:

- Establish Strategic Direction

[1] Pointer, D.D. and Orlikoff, J.E. (2002). The High-Performance Board: Principles of Nonprofit Organization Governance. Jossey-Bass.

- Provide for Excellent Leadership and Management
- Monitor Quality and Effectiveness
- Ensure Financial and Organizational Viability
- Ensure Board Effectiveness
- Build and Maintain Positive Relationships

APPENDIX A

Overview of Governance Model

The Modified Pointer and Orlikoff model is the philosophical foundation for the Ontario Hospital Association's governance approach described in the Guide to Good Governance[2]. The Pointer Orlikoff model was built on the experience of the Carver Model and emphasizes the importance of separating governance from management and the Board's central role in providing the strategic policy leadership. The Pointer Orlikoff model differs from the Carver approach by placing a greater emphasis on the role of the Board in oversight. The term "Modified" comes from the work of Maureen Quigley, who played a key role in the development of OHA's guide to Good Governance, and who added "Building Relationships" to the list of principal Board responsibilities in the original Pointer and Orlikoff governance framework.

According to Pointer and Orlikoff, a board's most important obligation is to "…represent, advance and protect stakeholder interests: deciding and acting on their behalf, serving as their agent." This requires the board to clearly define its stakeholders and to understand what the stakeholders want and expect from the organization.

This commitment to represent and act in the best interests of stakeholders is reflected in statutory and case law as a board's legal duty of loyalty and duty of care. A board must act in the best interests of stakeholders rather than for personal or third party gain (duty of loyalty); and must exercise sound, prudent and reasonable judgment when deciding and acting on behalf of stakeholders (duty of care).

A board fulfils its obligations and fiduciary responsibilities by clearly defining what it focuses on and how it functions. Pointer and Orlikoff identify two key aspects of board work: fulfilling responsibilities and performing roles. Responsibilities are the important issues and matters that a board must focus on and include:

1) The organization's mandate, goals and direction
2) Executive Performance
3) Quality
4) Finances
5) Board Effectiveness

[2] Guide to Good Governance. 2nd Edition. Ontario Hospital Association

6) Building Relationships (added by Maureen Quigley)

The three board roles which enable a board to meet its responsibilities are oversight, decision making and policy formulation.

CMHA WW's Framework for Governance

Principles of Governance and Accountability

CMHA WW's approach to governance is ground in the following principles of governance and accountability.

1. The Board of Directors governs CMHA WW through the direction and supervision of the business and affairs of the corporation in accordance with its articles of incorporation, its by-laws, vision, mission and values, governance policies and applicable laws and regulations.

2. The Board adheres to the Modified Pointer and Orlikoff Governance Model, a model of governance through which it provides strategic leadership and direction to CMHA WW, establishing policies, making governance decisions, monitoring performance related to the key dimensions of CMHA WW's mission and mandate, as well as evaluating its own effectiveness and by building system relationships.
3. The Board acts at all times in the best interests of CMHA WW, having regard for its accountability to its clients, the communities serviced and its funders.

4. The Board maintains a culture of honesty and integrity, open debate; forthright examination of all issues and strives for a consensual approach to decision-making.

5. The Board maintains at all times a clear distinction between Board and management roles, while recognizing the interdependencies between them.

6. The Board is accountable to:

   - its clients and communities served for:
     • engaging the communities served when developing plans and setting priorities for service delivery;

• advocating for and seeking resources to provide appropriate health care;

• utilizing its resources effectively to fulfill the CMHA WW's missions and mandate;

• the quality, including accessibility and safety of the care and treatment of patients;

• the appropriate use of community contributions and resources;

• considering the diversity of needs and interests in its policy formulation and decision-making; and to

- its funders for:
  - • compliance with government regulations, policies, and directions;
  - • compliance with its contractual obligations to funders;
  - alignment with the strategic directions of ministries that fund CMHA WW services

7. Consistent with the Board's commitment to good governance practices and transparency to its community, the Board will make available to the public:
   - the statement of Board of Director roles, responsibilities and accountabilities;
   - a list of Directors and their participation in Board committees;
   - policies governing Board standing committees; and
   - an annual community report card on CMHA WW's performance

The Six Responsibilities[3] and Three Roles of the CMHA WW Board

The six responsibilities of the CMHA WW board are:

1. *Contributing and approving organizational ends – including vision, mission, key goals and strategic direction.*

   Key Activities:

[3] Pointer and Orlikoff identified 5 responsibilities. The 6th responsibility, Foster Relationships, has been added due to the board's collaborative governance obligations.

a) Identify and understand stakeholders needs and issues
b) Establish and regularly review CMHA WW's Mission, Vision, Values
c) Establish and align strategic directions with mission, vision and values, and funder priorities and directions
d) Monitor achievement of strategic priorities

2. Providing for excellent management

Key Activities:

a) Recruit and select the Executive Director
b) Monitor and evaluate Executive Director achievement of performance expectations
c) Delegate responsibility and authority to the ED to manage and operate CMHA WW
d) Ensure the ED has established a viable succession plan for leadership positions
e) Establish policies that define the parameters and expectations for the management of CMHA WW and monitor compliance with those polices.

3. Ensuring Program Quality and Effectiveness

Key Activities:

a) Ensure that CMHA WW has a quality framework that supports the delivering of high quality client care and a positive client experience
b) Approve a quality plan and monitor outcome, quality and client satisfaction indicators
c) Ensure that an enterprise risk management framework is established and that risks are identified, mitigated and appropriately addressed
d) Ensure that appropriate policies and measures are in place and effectively implemented to protect client and staff safety
e) Ensure that an ethical framework is in place and effectively utilized to manage ethical issues at all levels of the organizations
f) Ensure that policies and practices are in place and enacted to manage variances from performance standards

4. Ensuring Financial Viability

Key Activities

a) Approve the annual budget and regularly evaluate financial performance against the budget and agreed-upon indicators
b) Ensure adherence to the expectations and obligations of the Multi-Sectoral Accountability Agreement
c) Ensure policies are in place and followed to effectively and prudently manage and protect the organizations assets and resources
d) Appoint qualified auditors and review and approve the organization's financial statements and the auditors' report.

5. Ensuring Board Effectiveness

Key Activities

a) Recruit skilled, experienced and dedicated Directors aligned with and committed to the Vision, Mission and Values of CMHA WW
b) Develop and maintain a succession plan for Directors and Officers
c) Develop an annual Board development and education plan, including a comprehensive orientation program for new Directors
d) Establish annual goals and a work plan for the Board and its committees
e) Ensure that the Board receives all of the information it requires to formulate effective policies, make sound decisions and fulfill its oversight obligations
f) Establish and periodically review policies and practices to ensure high performance governance
g) Annually evaluate the performance of the Board as a whole and address identified areas for improvement
h) Ensure transparent decision-making

6. Fostering Relationships

Key Activities

a) Ensure that stakeholder needs and expectations are well identified, understood and acted upon.
b) Ensure that CMHA WW maintains a strong relationship with its funders and meets its contractual obligations

c) Ensure that CMHA WW is actively seeking integration opportunities and acting on those that provide value to residents and the healthcare system
d) Promote and advance collaborative governance policies and practices with system partners
e) Ensure that the organization maintains effective two- way communication with staff, physicians, volunteers and community stakeholders

Fulfilling these responsibilities requires that the CMHA WW board performs three key roles:

1. Policy Formulation

The board must establish policies that clearly identify the board's expectations of itself, the organization and management (how things are done) and what is to be accomplished (desired results); and policies specifying the tasks and level of authority delegated to management.

2. Decision making

The board must make decisions on key issues affecting the organizations. Decision-making should be based on clear policies that define the Board's decision making purview with regard to its key responsibilities and what needs to be decided upon.

3. Oversight

The board is responsible for monitoring and evaluating key processes and outcomes that answer the following questions:

1) Are stakeholder's interests and expectations being met?
2) Are the board's expectations and directives, as defined in policies, being met?
3) Are the board's decisions having the desired impact?
4) Is management complying with the limits set by the board as it performs its delegated task?

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **CONFLICT OF INTEREST**	**Policy # 007**	**Page 1 of 3**
	Committee Oversight: **Governance**	
Category: **5-Ensuring Board Effectiveness**	Reviewed/Revised: *November 2017*	
Effective Date: *March 26, 2015* / Authorized by: Board of Directors	To be reviewed/revised: November 2020	

Purpose

All Directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. It is important that all Directors understand their obligations when a conflict of interest or potential conflict of interest arises.

Application

This policy applies to all Directors, including *ex officio* Directors and all non-Board members of committees.

Policy

Directors and non-Board committee members shall avoid situations in which they may be in a position of conflict of interest. The by-laws contain provisions regarding conflict of interest that must be strictly adhered to.

In addition to the by-laws, the process set out in this policy shall be followed when a conflict or potential conflict arises.

Description of Conflict of Interest

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts can often arise in the following situations:

Financial Interest – When a Director stands to gain by a decision – either in the form of money, gifts, favours, gratuities or other special considerations, or when a Director uses his relationship with the Corporation to gain personal financial advantage.

Undue Influence – When a Director participates in or influences Board decisions that selectively and disproportionately benefits particular stakeholders, groups or clients from a particular demographic, geographic, political, socio-economic, or cultural background to the detriment of the community at large.

Adverse Interest – When a Director is party to a claim, application or proceeding against the Corporation.

Disclosure of Conflict

A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the President or Vice President of the Board. If the President has a conflict, notice shall be given to the Vice President. The disclosure shall be sufficient to disclose the nature and extent of the Director's interest. The Board shall be informed of the disclosure at a meeting of the Board as follows:

a) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision leading to the conflict is first raised.
b) If the Director becomes interested in a transaction, decision or matter after the Board meeting in which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception of a conflict.
c) In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
d) Any Director making such a declaration shall not vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, or be counted in any required quorum for the vote.
e) If the Director fails to declare his or her interest in a contract, transaction, matter or decision, consideration may be given for the termination of his or her position as Director and addition to any other remedies available to the Corporation.
f) If a Director believes that any other Director is in a conflict of interest with respect to any contract, transaction, matter or decision:
    a. The Director shall have his or her concern recorded in the minutes
    b. The Director alleged to have the conflict of interest shall have the right to address the allegation.
g) The Director alleged to have the conflict of interest shall leave the room and the Board shall vote on whether the Director is in a Conflict of Interest.
h) The question of conflict of interest shall be determined by a simple majority of the Board and shall be final.
i) If the Board votes that the person is in a conflict of interest, the Director shall absent himself during any subsequent discussions or voting process relating to or pertaining to the conflict.
j) If the Board votes that the person is not in conflict, then the Board shall vote on the contract, matter or decision and the votes of each Director shall be recorded.

k) Every declaration of conflict of interest must be recorded in the minutes of the Board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Code of Conduct**	**Policy # 5-008**	**Page 1 of 3**
	Committee Oversight: **Governance**	
Category: **5-Ensuring Board Effectiveness**	Reviewed/Revised: November 2017 To be reviewed/revised: November 2020	
Effective Date: *March 26, 2015*	Authorized by: Board of Directors	

Policy

CMHA WW is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

Application

This Code of Conduct applies to all directors, including *ex officio* Directors, and non-Board Members of Board committees.

Director's Duties

All directors of CMHA stand in a fiduciary relationship to the CMHA WW corporation. As fiduciaries, Directors must act honestly, in good faith and in the best interest of the corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interest ahead of the best interest of the corporation.

Directors must avoid situations in which their personal interests will conflict with their duties to the corporation. Directors must also avoid situations in which their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors will comply with the requirements of the organization's by-laws and applicable legislation.

In addition all, Directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interest of the corporation.

Confidentiality

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director or committee member. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the corporation unless otherwise authorized by the Board.

It is recognized that the role of the Director may include representing the organization in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.

A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the corporation.

Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Board President or designate may speak on behalf of the Board. The ED or his/her designates, may speak on behalf of the organization.

No Director shall speak or make representations on behalf of the Board unless authorized by the Board President or the Board. When so authorized, the Board Member's representations must be consistent with accepted positions and policies of the Board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the corporation's affair should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct

It is recognized that directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the Board President must be respected by all Directors.

Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the Board President.

Amendment

This policy may be amended by the Board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
Policy Title: **Removal of A Director**		**Policy # 5- 010**	**Page 1 of 3**
		Committee Oversight: Governance	
Category: **5 - Ensuring Board Effectiveness**		Reviewed/Revised: *November 2017*	
Effective Date: *March 26, 2015*	Authorized by: Board of Directors	To be reviewed/revised: November 2020	

Policy

The CMHA WW Board will address the unsatisfactory performance of a Board Member in a respectful, fair and timely manner. Poor performance will be managed in a manner that upholds CMHA WW's commitment to integrity and accountability and that protects the integrity of the Board and the dignity of the Member involved.

Depending upon the seriousness of the performance issue or behaviour, actions may range from a meeting between the Board Member and the Board President to removal from the Board. Where possible, actions will focus on supporting the Board Member to improve their behaviour and performance. If such remedies do not lead to improvement or the issue is of such seriousness, then it may be necessary to remove a Director from the Board in accordance with Article 6.6 of the By-Law. Reasons for removing a Director may relate to any of the following:

i) Breach of confidentiality, for all matters dealt with in camera or issues not discussed at the public meeting;

ii) Failure to meet obligatory procedures in the disclosure of interest;

iii) Failure to fulfill the fiduciary duties of a Director of the corporation;

iv) Failure to comply with the attendance policy for Directors' meetings; and

v) Inappropriate or lack of participation and contribution to effective discussion and Board decision making.

Procedure

1. The first step in dealing with the disruptive behaviour or poor performance of a Board Member is a one-to-one discussion between the Board Member and the Board Chair at the earliest opportunity possible.

   The Board Chair will:
   - Outline the concerns and identify the corrective steps that need to be taken and by when in order to avoid further issues with the productivity and trust of the Board.

- Explain that the Board expects cooperation in behaving correctly and should the issue persist the Board may vote to remove them from the Board of Directors pursuant to the Bylaws

2. If the person does not correct the disruptive behavior or unsatisfactory performance, the Board President will consult with other Officers on the Board to seek their input in the matter. If the Officers agree that action should be taken to remove the Board Member, the Officers should inform the Board Member in question that they feel the behavior is indeed continuing, is contrary to the values of the Board and is undermining its effectiveness. The person in question will be asked to issue their own resignation from the Board. If the person refuses to resign, the Chair will proceed to step 3.

3. A special meeting of the Members of the corporation must be called for the purposes of removing a Director.

   3.1 The Director who is to be removed will be given proper notification of the reason for removal and must generally be informed of the place, date and time of the meeting.

   3.2 The Chair will call a special members meeting. The Board Chair will state simply the reason for the action and that the Officers asked for a voluntary resignation which was not provided. An Officer will make a motion and the Chair will ask for any discussion on the matter with a time limit and will then call for a vote.

   3.3 The Director in question can attend the meeting and be heard or give reasons for his/her opposition to his/her removal in a written statement read by the Chairperson of the meeting.

   3.4 A two thirds majority of the membership is required to remove a Director from the Board.

   3.5 The Director will be clearly notified of the final consideration and action of the Board.

4. If the vote is in favour, the Director will be removed immediately from the Board and asked to leave the room.

5. The vacancy created by the removal of a Director can be filled at the meeting at which the removal took place or at a later date. In the former case, the notice of the calling of

the meeting must then mention that an election is to be held in the event that the resolution concerning the removal is adopted.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Board and Committee Meeting Attendance Policy**	**Policy # 5-011**	**Page 1 of 2**
	Committee Oversight: Governance	
Category: **5 - Ensuring Board Effectiveness**	Reviewed/Revised: *January 2018*	
Effective Date: *January 25, 2018* / Authorized by: Board of Directors	To be reviewed/revised: January 2020	

Purpose

The purpose of the policy is to ensure that Board and committee members contribute their expertise and judgment to the business and affairs of CMHA WW by attending and participating in Board and committee meetings.

The policy applies to all Board members and non-board members of committees.

Policy

All Board members and committee members are expect to attend all Board meetings and all meetings of the committees to which they are members. It is recognized that directors and committee members may be unable to attend some meetings due to conflicts with other commitments or unforeseen circumstances. It is incumbent upon Board members and non-board members of committees to advise the President or the Chair of a committee when they are unable to attend a meeting.

If a Board member or non-board member of a committee misses at least 50% of Board or committee meetings within the last twelve months, without informing the president or committee chair with an acceptable reason, the Board member or non-board committee member's position is considered vacated, unless the Board advises otherwise.

Process

1. If a Board member is in breach of their attendance requirements or there is an attendance issue then the President will consult them to discuss this matter.
2. If the Board member's difficulties are resolvable, then the President will attempt to resolve them.
3. If no mutually satisfactory resolution is possible, the President will ask the Board member to resign.
4. If the Board member refuses to resign, then the member's response will be put to the Board at its next meeting. The Board member will be entitled to speak to this item, and to have it voted upon. The Board will then decide what actions to take regarding that Board member's future membership on the Board.
5. If the decision is to terminate the Board member, then in accordance with BOD Policy 5-010 Removal of a Director, a special meeting of the Members of the corporation must be called for the purposes of removing a Board member.

5.1 The Board member who is to be removed will be given proper notification of the reason for removal and must generally be informed of the place, date and time of the meeting.

5.2 The President will call a special members meeting. The President or delegated Chair of the meeting will state simply the reason for the action and that the Board asked for a voluntary resignation which was not provided. A Board member will make a motion and the President will ask for any discussion on the matter with a time limit and will then call for a vote.

5.3 The Board member in question can attend the meeting and be heard or give reasons for his/her opposition to his/her removal in a written statement read by the Chair of the meeting.

5.4 A two thirds majority of the membership is required to remove a member from the Board.

5.5 The Board member will be clearly notified of the final consideration and action of the membership.

6. If the vote is in favour, the Board Member will be removed immediately from the Board and asked to leave the room.

7. The vacancy created by the removal of a Board member can be filled at the meeting at which the removal took place or at a later date. In the former case, the notice of the calling of the meeting must then mention that an election is to be held in the event that the resolution concerning the removal is adopted.

Related Documents

CMHA WW Bylaw #1 and #2

BOD Policy 5-010 Removal of a Director

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Board Annual Goals & Work Plans**	**Policy # 5-020**	**Page 1 of 4**
	Committee Oversight: **Governance**	
Category: **5 - Ensure Board Effectiveness**	Reviewed/Revised: October 1, 2018 To be reviewed/revised: October 2020	
Effective Date: *January 2018*	Authorized by: Board of Directors	

PURPOSE

As part of its responsibility for ensuring Board effectiveness, the Board of CMHA WW recognizes that the development of annual Board goals and a work plan is an important component of effective governance in order to:

1) Focus the work of the Board
2) Clearly articulate the Board's expectations of its own contributions to the achievement of CMHA WW's strategic priorities and goals and ensure the success of the organization; and
3) Establish the benchmarks against which the Board can evaluate its performance

This policy sets out processes to support the Board in fulfilling this responsibility.

Policy

The Board will establish annual goals to reflect its own priorities and performance and to focus the work, time, attention and structure of the Board.

Board goals will be translated into the annual Board work plan to ensure that they are implemented through the work of the Board and its committees. The work plan is the primary tool used by the Board to coordinate activities related to achieving its goals and to track the status of the goals at the Board and standing committees.

The Board work plan used in combination with the Board goals provides the benchmark for annually evaluating the performance of the Board in relation to its roles and responsibilities.

Board Goals

On an annual basis, the Board will establish goals that are consistent with the strategic priorities and goals of CMHA WW, the annual operating plan and the specific objectives that the Board must address in the coming year.

The updated annual goals will be used to establish the direction for the Board committees.

The Board will establish and utilize a process to monitor and evaluate the achievement of the annual Board goals.

Board Work Plan

The Board goals will be translated into a work plan that will be established for a 12 month cycle based on the Board year and be structured to link to:

1) Board roles of policy development, decision making and oversight
2) Board responsibilities for establishing organizational ends (i.e. Vision, mission, key goals and strategic direction), providing for excellent management, ensuring program quality and effectiveness, ensuring financial, operational and organizational viability, ensuring Board effectiveness and fostering relationships.
3) Annual Board goals

The Board work plan will address the schedule of matters to be considered by the Board as specified in Board policies and a process for the scheduled review of Board policies.

Board Committee Work Plans

Board committee work plans are sub-sets of the Board work plan related to mandated committee responsibilities. They serve to align the Board structure with the Board work plan.

Process

A. Annual Goal and Work Plan Development

- The Governance and Nominating Committee will develop the Board annual goals and work plan under the direction and for approval by the Board, based on the strategic priorities and goals of CMHA WW. The planning cycle will begin each calendar year in order that the goals and work plan can be based on accomplishing a one-year segment of the Strategic Plan.
- The Executive Committee and any additional chairs of committees that are not

part of the Executive Committee will meet before May's Board Meeting to formulate draft board goals for discussion and approval (if no revisions are required) by the full board.

- Each Board committee will develop its work plan for approval by the Board in September based on the approved Board goals and work plan. Board committees may include, but are not limited to: Governance, Resources and PQRE.
- A tracking process will be established for all work plans to support goal and work plan achievement and performance measurement.

B. Process for Policy Review

- Directors are encouraged to question the clarity and relevance of existing policies and identify the need for additional policies as issues arise.
- Directors perceiving a need for policy development or revision should advise the President, who shall refer the issue to the Board. The Board shall determine if and when a policy will be developed or revised.
- Policy development and revision work will be led and coordinated by the Governance Committee, with Board policies being reviewed on a yearly three-year cycle. Policy development and revision work will be assigned to Board committees based on the fit with the committee mandate and responsibilities, with final draft reviews completed by the Governance Committee prior to submission to the Board for review/approval. This work will form part of each Committee's work plan.
- The Governance Committee will monitor policy review completion regularly through the year and provide the Board with an annual monitoring report on policy review completion.
- The Senior Executive Assistant shall maintain an updated policy review and revision schedule.

C. Board Agenda Planning/Meeting Management

- As per Board Meeting Agenda Policy 5-002, the agenda for Board Meetings will be aligned with the Board's roles and responsibilities, annual goals and work plan.

Monitoring

Method and Frequency: 1. Review of the Policy (yearly)

2. Development and evaluation of Board Goals and Board and Committee Work Plans (annually)
3. Board, Individual Director, and Board President Evaluations

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Diversity**	**Policy # 5-022**	**Page 1 of 1**
	Committee Oversight: **Governance**	
Category: **5-Ensuring Board Effectiveness**	Reviewed/Revised: March 20th, 2017 To be reviewed/revised: March 2019	
Effective Date: *April 4th, 2017*	Authorized by: Board of Directors	

Policy

CMHA WW Board is committed to being a leader in supporting and valuing the diversity of the people, organizations and communities we serve.

All matters at CMHA WW, will nurture the diversity and inclusion of the people we serve and our staff. This commitment is expressed via the organization's inclusion and diversity policy (HR P 040 Inclusion and Diversity)

CMHA WW Board will make every reasonable effort to ensure that consideration is given to the perspectives and values of all genders, members of visible minority groups, people with disabilities and First Nations in its deliberations.

The Board directs the ED to develop an annual plan and provide a report to mitigate systemic barriers and/or redress the under-utilization of designated groups. The status of the plan will be reported to the board no less than annually.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Reimbursement of Board Director Expenses**	**Policy # 5-032**	**Page 1 of 2**
	Committee Oversight: **GOVERNANCE**	
Category: **5 – Ensure Board Effectiveness**	Reviewed/Revised: *November 2017* To be reviewed/revised: *November 2019*	
Effective Date: *January 2014*	Authorized by: Board of Directors	

POLICY OUTLINE (INCLUDING SCOPE)

1. Board Members will be reimbursed for expenses associated with attendance at Board meetings, Committee meetings and Annual General Meetings, educational events and other required meetings in accordance with this Policy and Policies related to Staff Expenses/Travel Policy.
2. Board Members are encouraged to attend meetings, conferences and educational events as reasonably required to properly discharge their duties. Board Members will be authorized to attend meetings, conferences and educational events as identified in the Annual Board Work Plan approved by the Board and amended from time to time by the Board and, accordingly, will be reimbursed for expenses associated therewith according to this policy. The Board President's decision to approve will be based on the established annual budget.
3. The Board Member will be paid a mileage allowance as per the Staff Expenses/Travel Policy calculated from the Board Director's home location. If the individual travels by rental car, train or plane, a receipt is required and the actual rental fee, train fare or plane fare will be reimbursed. An attempt should be made to use the most economical means of travel with due regard for convenience. Car-pooling although not required it is encouraged.
4. The Board Member when attending a convention, conference, or meeting on behalf of CMHA WW will be reimbursed for actual hotel/motel costs for a standard room if the delegate is staying at the convention hotel. In order to obtain reimbursement, a receipt is required. The Board Member will under no circumstances be required to share a room. The Board Member may choose to travel with a companion in which case the cost of a standard room for two will be reimbursed, however, no costs associated with any upgrades or any other costs related to the companion's travel will be reimbursed.
5. The Board Member will be reimbursed for his/her registration costs unless the registration fee has been paid in advance by CMHA WW or any other entity. In order to obtain reimbursement for registration fees, a receipt is required.
6. Other sundry expenses such as meals, taxi, parking, personal telephone calls, and wireless internet access will be reimbursed at cost subject to the following conditions related to telephone calls:

    a. Board Members are entitled to re-imbursement of meal costs while away at a conference or meeting on behalf of CMHA WW as follows: no more than $10/ person for breakfast, $15/person for lunch, and $20/person for dinner. Original receipts are required for all claims. All such claims must note the reason for the

meeting on the receipt submission. In no cases, shall meal expenses be claimed for or by contractors and/or consultants.

b. Telephone calls for safety and security reasons to allow for the Board Member to report in to significant others, family or work as to safe arrival and departure in an amount not to exceed $10.00, and
c. Providing the meetings, convention, conference or seminar extends for more than three (3) days, the Board Member will be allowed additional personal telephone calls not to exceed $15.00.

7. The Board Member, if selected to attend provincial or national CMHA meetings on behalf of the Board, will be reimbursed for expenses incurred in attending such meetings in accordance with this policy provided the expenses are not covered by the provincial association.

8. In no case will reimbursement of expenses pursuant to this policy include reimbursement for alcoholic beverages, entertainment services, or personal services such as massage or aesthetic services.

INTENDED OUTCOME

To ensure that the Board Members are fairly and reasonably compensated for out-of-pocket expenses incurred while traveling on CMHA WW related business, and to ensure that taxpayer dollars are used prudently and responsibly.

ASSOCIATED DOCUMENTS

- Staff Expenses/Travel Policy
- Expense Claim Form

PROCEDURE

1. Board Members will request authorization from the Board President to attend any meetings or conferences for which reimbursement is desired
2. The Board President's expenses will be approved by the Vice-President
3. Board Members will submit their expense claims to the Senior Executive Assistant as needed and at intervals no less than quarterly
4. The signature of the Board President will be required to process any Board Member expense claims

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Board of Directors Position Description**	**Policy # 5-033**	**Page 1 of 3**
	Committee Oversight: **Governance**	
Category: **5 - Ensure Board Effectiveness**	Reviewed/Revised: November 2017 To be reviewed/revised: November 2019	
Effective Date: *February 2014*	Authorized by: Board of Directors	

DUTIES AND EXPECTATIONS OF A DIRECTOR

Primary duties:

As a Member of the Board, and in contributing to the collective fulfilment of the Board's duties, the individual Director is responsible for the following:

- **Fiduciary Duties**
  Each Director is responsible to act honestly, in good faith and in the best interests of CMHA WW and in so doing, to support the agency in fulfilling its mission and discharging its accountabilities.

  A Director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

- **Accountability**
  A director's fiduciary duties are owed to the corporation. The Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of CMHA, as a whole. A Director shall be knowledgeable of the stakeholders to whom CMHA is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a director, but shall not prefer the interests of any one group if to do so would not be in the best interests of CMHA.

- **Education**
  A Director shall be knowledgeable about:
  - The operations of CMHA;
  - The mental health and developmental services care needs of the community served;
  - The mental health and developmental services sector generally;
  - The duties and expectations of a Director;
  - The Board's governance role;
  - Board's governance structure and processes;
  - Board adopted governance policies, and
  - CMHA' policies applicable to Board Members.

- **Competencies**
  A director shall:
  - Be personally aligned with CMHA's Mission and Values
  - Be ethical
  - Be able to see the "big picture" and focus on the longer term implications of decisions
  - Understand how to govern and appreciate the distinction between governance, policy, and management responsibilities
  - Able to work in a team by developing and maintaining sound relations and working co-operatively and respectfully with the Board Chair, Members of the Board and senior management
  - Confident and able to contribute
  - Have formal or informal leadership and management experience
  - Be comfortable with change, growth and personal learning
  - Be emotionally intelligent
  - Able to develop relationships

- **Board Policies and CMHA Policies**
  A Director shall be knowledgeable of and comply with the Board and CMHA WW policies that are applicable to the Board including:
  - The Board's Code of Conduct
  - The Board's Conflict of Interest Policy
  - The Board's Confidentiality Policy

- **Community Representation and Support**
  A Director shall represent the Board and CMHA WW in the community when asked to do so by the Board Chair.

- **Time and Commitment**
  A Director will participate in Board and committee orientation sessions, Board retreats and Board education sessions. A Director should attend additional appropriate educational conferences in accordance with Board approved policies.

  A Director is expected to commit the time requires to perform Board and committee duties. It is expected that a Director will devote a minimum of 7 hours per month.

The Board meets approximately nine times a year and a Director is expected to adhere to the Board's attendance policy.

A Director is expected to serve on at least one standing committee. Committees generally meet monthly.

- **Contribution to Governance**
  Directors are expected to make a contribution to the governance role of the Board through:
  - Reading materials in advance of meetings and coming prepared to contribute to discussions;
  - Offering constructive contributions to Board and committee discussions;
  - Contributing his or her special expertise and skill;
  - Respecting the views of other Members of the Board;
  - Voicing conflicting opinions during Board and committee meetings but respecting the decision of the majority even when the Director does not agree with it;
  - Respecting the role of the Chair;
  - Respective the role and Terms of Reference of Board committees; and,
  - Participating in Board evaluations and annual performance reviews.

- **Continuous Improvement**
  A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon the results of Board evaluations in a positive and constructive manner.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **President- BOD Position Description**	**Policy # 5-034**	**Page 1 of 3**
	Committee Oversight: **Governance**	
Category: **5 – Ensure Board Effectiveness**	Reviewed/Revised: *November 2017* To be reviewed/revised: *As needed*	
Effective Date: *January, 2014* / Authorized by: Board of Directors		

DUTIES AND EXPECTATIONS OF THE PRESIDENT

Primary duties:

In addition to the duties of every Board Member, the President shall:

1. Oversee the preparation of the Board's meeting agenda with input from the Executive Director
2. Chair all meetings of the Board of Directors
3. Review meeting minutes
4. Ensure compliance with Board policies and rules
5. Address Board Member performance issues
6. Ensure there is a process to evaluate the effectiveness of the Board
7. Ensure that there is process to evaluate the performance of the Executive Director
8. Serve as spokesperson, together with the Executive Director, for CMHA
9. Ensure full and timely communication with members of the Board
10. Ensure the effectiveness of Board Committees
11. Prepare for and chairing the Annual General Meeting (AGM)
12. Prepare an annual report from the Board for presentation at the AGM
13. Co-sign contracts and reports on behalf of CMHA

Secondary duties

The President may, with greater regularity than other Members of the Board:

1. Prepare recommendations for Board consideration
2. Prepare recommendations to the Members for changes to by-laws
3. Be available to the Executive Director for consultation purposes
4. Represent CMHA at community meetings and events

Other duties

Recognizing that the role is a voluntary one, the Board may authorize the President to take on additional duties only if they do not interfere with any of the above.

Term

Two years

Policy Title:
President- BOD Position Description

Committee Oversight:
Governance

Category:
5 – Ensure Board Effectiveness

Effective Date:	Authorized by:
January, 2014	Board of Directors

Reviewed/Revised:
November 2017
To be reviewed/revised:
As needed

Accountability

The President is accountable to the Board of Directors of CMHA WW for his/her performance.

Authority

The President has no formal authority to direct the Board or the affairs of CMHA, unless otherwise authorized. The President may not, on behalf of CMHA, enter into contracts without the knowledge and approval of the Board and/or the Executive Committee of the Board, and the Executive Director.

Responsibility

The President is, first and foremost, responsible for the effective functioning of the Board in its role of governing CMHA. All other duties are secondary.

Ex-Officio Status

To ensure effective communication, the President will be a non-voting ex-officio member of all Board committees and may attend their meetings. The President will have voting privileges for which he/she is a formal member.

Qualifications:

- A full understanding of and ability to apply CMHA's governance model and policies
- Knowledge of CMHA's by-laws and governance policies
- Ability to facilitate meetings and foster effective group processes
- Sufficient time to devote to his/her primary duties
- Highly motivated with exceptional leadership qualities
- Excellent communications skills
- Able to work in a team/collaborative environment

Evaluation

The effectiveness of the President shall be evaluated as part of the evaluation of the Board itself.

Removal of Board President

Consistent with CMHA WW's by-laws, any Board Member, including the President may be removed by a special resolution approved by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Secretary Treasurer – BOD Position Description**	**Policy # 5-035**	**Page 1 of 2**
	Committee Oversight: **Governance**	
Category: **5- Ensure Board Effectiveness**	Reviewed/Revised: *November 2017* To be reviewed/revised: November 2019	
Effective Date: *March, 2014*	Authorized by: Board of Directors	

DUTIES AND EXPECTATIONS OF THE SECRETARY TREASURER

Responsibility

The purpose and role of the Secretary/Treasurer is to:

- oversee and report on the financial position of the organization: monthly to the Board of Directors; and annually to the Annual General Meeting; and
- ensure that the records and minutes of the CMHA/WW Board of Directors are maintained in accordance with the By-Laws.

Duties:

In addition to the duties of every board member, the Secretary/Treasurer shall:

1. Act as a member of the Executive Committee
2. Call and preside over meetings of the Resources Committee, including development of the meeting agenda
3. Present the financial statements to the monthly Board of Directors meetings
4. Ensures the preparation of the annual audited financial statements
5. Present the annual audited financial statements to the members of the corporation at the Annual General Meeting
6. Sign the annual audited financial statements after they have been approved at the Annual General Meeting
7. Presents the motion at the Annual General Meeting to appoint auditors for the association
8. Sign the approved minutes of each Board of Directors meeting and ensure that the minutes are maintained in the Executive office.
9. Serve as a signing authority on behalf of the Board for financial and legal purposes

Other duties

Recognizing that the role is a voluntary one, the board may authorize the Secretary/Treasurer to take on additional duties only if they do not interfere with any of the above.

Term

Two years

Accountability

The Secretary Treasurer is accountable to the board of directors of CMHA WW for his/her performance

Authority

The Secretary/Treasurer has no formal authority to direct the board or the affairs of CMHA WW, unless otherwise authorized. The Secretary/Treasurer may not, on behalf of CMHA WW, enter into contracts without the knowledge and approval of the board and/or the Executive Committee of the board, and the Executive Director.

Qualifications:

- Knowledge and experience with regard to financial principle and analysis of financial statements
- Highly motivated with exceptional leadership qualities
- Excellent communications skills
- Able to work in a team/collaborative environment
- Completed one year of Board membership term is preferred

Evaluation

The effectiveness of the Secretary/Treasurer shall be evaluated as part of the evaluation of the Board itself.

Removal of Secretary/Treasure

Consistent with CMHA WW's by-laws, any board member, including the Secretary/Treasurer may be removed by a special resolution approved by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Vice President – BOD Position Description**	**Policy # 5-036**	**Page 1 of 2**
	Committee Oversight: **Governance**	
Category: **5- Ensure Board Effectiveness**	Reviewed/Revised: November 2017 To be reviewed/revised: November 2019	
Effective Date: *January 14, 2014*	Authorized by: Board of Directors	

ROLES AND EXPECTATIONS OF THE VICE PRESIDENT

Responsibility

The purpose and role of the Vice President is to:

- Support the President of the Board and Executive Committee in fulfilling their duties and responsibilities
- Obtain experience in board leadership and receive mentorship from the Board President in preparation for assuming the role of Board President in the future

Duties:

In addition to the duties of every board member, the Vice President shall:

1. Act as a member of the Executive Committee
2. Acts as the President in his or her absence
3. Report to and work closely with the President to assist with his or her duties
4. When required and when time allows be assigned to a special area of responsibility such as membership, media, personnel, annual event, etc.
5. Serve as a signing authority on behalf of the Board for financial and legal purposes

Other duties

Recognizing that the role is a voluntary one, the board may authorize the Vice President to take on additional duties only if they do not interfere with any of the above.

Term

Two years

Accountability

The Vice President is accountable to the board of directors of CMHA WW for his/her performance

Authority

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Vice President – BOD Position Description**	**Policy # 5-036**	**Page 2 of 2**
	Committee Oversight: **Governance**	
Category: **5- Ensure Board Effectiveness**	Reviewed/Revised: November 2017 To be reviewed/revised: November 2019	
Effective Date: *January 14, 2014*	Authorized by: Board of Directors	

The Vice President has no formal authority to direct the board or the affairs of CMHA WW, unless otherwise authorized.

Qualifications:

- A full understanding of and ability to apply CMHA WW's governance model and policies
- Knowledge of CMHA WW by-laws and governance policies
- Ability to facilitate meetings and foster effective group processes
- Sufficient time to devote to his/her primary duties
- Completed one year of Board membership term is preferred
- Highly motivated with exceptional leadership qualities
- Excellent communications skills
- Able to work in a team/collaborative environment

Evaluation

The effectiveness of the Vice President shall be evaluated as part of the evaluation of the Board itself.

Removal of Vice President

Consistent with CMHA WW's by-laws, any board member, including the Vice President may be removed by a special resolution approved by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **IN CAMERA SESSIONS OF THE BOARD**	**Policy #** **5-037**	**Page 1 of 2**
	Committee Oversight: **GOVERNANCE**	
Category: **5-ENSURING BOARD EFFECTIVENESS**	Reviewed/Revised: *September 2018*	
Effective Date: *October 2018* / Authorized by: Board of Directors	To be reviewed/revised: September 2020	

Purpose

The purpose of this policy is to clarify when the Board of Directors may restrict the presence of persons who are not Directors at a Board meeting or for portions of a meeting.

Policy

The Board may move *in camera* or hold special meetings that are not open to CMHA WW staff and/or the public when it is deemed in the best interests of the Branch to do so. The Chair may order that a meeting move *in camera* or any Director may request a matter be dealt with *in camera.* In either case a vote will be taken and if a majority of the Board so decides, the matter shall be dealt with *in camera*

.

The following matters will be dealt with *in camera*:

- Assessing, rewarding or disciplining of individuals (staff or Board members);
- Financial, personnel, contractual and any other matters for which a decision must be made in which premature disclosure would be prejudicial;
- Matters involving property;
- Discussions that may prejudice a person or entity involved in a criminal proceeding or a civil suit or proceeding, including matters before administrative tribunals;
- Instructions given to or opinions received from a solicitor(s) or a consultant(s);
- Matters involving litigation;
- Material contracts;
- Human resource issues;
- Labour relations issues such as matters involving Economic and Non-Economic Bargaining Mandates for central bargaining on behalf of participating Hospitals;
- Deliberations that may be necessary to decide whether the matter warrants being dealt with in an *in camera* session of the Board; and
- Any other matters the Board deems confidential.

Attendees during an In-Camera Session

During an *in camera* session of the Board, all persons who are not Board members shall be excluded, save and except members of the Senior Management Team and the recording Secretary, unless those persons are specifically asked to leave. Guests or counsel may remain during an *in camera* session at the invitation of the Chair or the consent of the meeting.

Procedure

1. A motion is required to move into and rise from an *in-camera* session of the Board, and to approve any actions of the Board.

2. Material circulated to Board members for *in camera* session items must be clearly identified as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material.

3. Where an *in camera* session of the Board is required, a separate agenda, indicating the items to be dealt with during the *in camera* session of the Board, may accompany the confidential material and the agenda would also be identified as CONFIDENTIAL. If the items to be considered in an *in camera* session are included in the main agenda, only the general nature of the matters and that the discussion is to be held *in camera* will be indicated on the main agenda.

4. Minutes shall be recorded by the Secretary or their delegate. In the absence of the Secretary or their delegate, the Chair shall designate a Director to record the minutes. When circulated to the Board the minutes should be clearly identified as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material. Minutes of an *in camera* session of the Board shall be presented for verification at another *in camera* session of the Board at a subsequent meeting. Members shall return all copies of *in camera* minutes at the conclusion of the Board meeting. Any board member wishing to review *in camera* minutes shall contact the Senior Executive Assistant and make appropriate arrangements.

5. Matters before an *in camera* session of the Board shall remain confidential until such matters are moved by the Board to the open session of the Board. At its sole discretion, the Board may move matters which have been dealt with in an *in camera* session of the Board to the open session of the Board.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **Disclosure of Wrongdoing**	**Policy # 5-038**	**Page 1 of 3**
	Committee Oversight: **Governance**	
Category: **5 – ENSURE BOARD EFFECTIVENESS**	Reviewed/Revised: May 2019 To be reviewed/revised: May 2021	
Effective Date: *June 2019*	Authorized by: Board of Directors	

POLICY:

Canadian Mental Health Association Waterloo Wellington (CMHA WW) is committed to the highest standards of professional, ethical and legal behaviour on the part of its employees, medical staff, volunteers (including Board of Directors) and students.

Any person, who becomes aware of a breach of professional, ethical, financial or legal behaviour, or contravention of any policy governing the conduct of persons associated with CMHA WW, or attempt to conceal any such breach or contravention, is responsible for reporting this immediately.

In the event that a breach is related to the Executive Director or a member of the Board, the Board President will be contacted.

In support of this policy:

- Whenever possible, the identity of the person making a complaint under this policy will be protected, and will not be disclosed to anyone (other than those on the Investigation Committee). The identity of the person will only be disclosed in connection with furthering the objectives of the investigation or if required by law to do so;
- There will be no retaliation, reprisals, or other action against an employee, member of the medical staff or volunteer who reports a situation in good faith;
- Procedures will be put in place to ensure that all reports are investigated in full;
- Any person found to have made a maliciously-motivated report which is proved to be unfounded will be subject to disciplinary action.
- A Compliance Officer will be designated to address complaints in a manner consistent with these procedures. The Compliance Officer shall be the Director, Human Resources and Organizational Performance (henceforth referred to as Director of HR). In circumstances where a conflict with the complaint exists for the Director of HR, the Executive Director will designate an alternate Compliance Officer to lead the investigation.
- An Investigation Committee shall be comprised of appropriate individuals which may include but not limited to; the Compliance Officer, the Senior Director responsible for the area involved, and other Directors or the Executive Director as required and determined by the Compliance Officer. The Investigation Committee shall evaluate all allegations referred to it by the Compliance Officer, and investigate those allegations deemed to have merit.
- The Compliance Officer shall file a report with the Executive Director on a monthly basis. The monthly report shall include a summary of the complaints received or state that no complaints were received for the reporting period. The Executive Director shall then

report to the Board of Directors through the monthly Compliance Report. The Compliance Officer shall ensure that the person lodging the complaint is advised when the investigation process has been completed.

Procedure A - Ethical, Legal, Professional or Financial

1. Any person who witnesses or suspects that a criminal act, breach of professional or ethical behaviour or financial impropriety has occurred has the responsibility to report this act or breach.

2. Internal Complainants are free to bring complaints to the attention of their immediate supervisor or Director of HR, as they would any other workplace concern. The recipients of such complaints shall forward them promptly to the Compliance Officer. If the immediate supervisor may be implicated in the witnessed or suspected criminal act or breach of professional or ethical behaviour, the report should be made directly to the Compliance Officer. To ensure that complaints can be submitted confidentially or anonymously when Internal Complainants so choose, CMHA WW shall maintain other formal means by which employees may communicate complaints, which include:

   2.1. a telephone number 1-844-264-2993 ext. 7950, available at all times and accessed exclusively by the Compliance Officer ("the Hotline"). The Compliance Officer will be responsible for checking the Hotline on a weekly basis;
   2.2. an e-mail address to which complaints may be forwarded and which is accessed exclusively by the Compliance Officer compliance.officer@cmhaWW.ca; and
   2.3. the interoffice mail (or regular mail or other means of delivery, addressed to the 80 Waterloo Ave site of the organization), by which complaints may be submitted in a sealed envelope marked "Private and Strictly Confidential – Attention: Compliance Officer – CMHA WW", which envelope shall be forwarded unopened to the Compliance Officer.

   The Hotline number, the designated e-mail address and the mail procedure will also be posted on the organization's internal website.

3. The Compliance Officer shall investigate the circumstances, in consultation with the Investigation Committee, and any other persons with a legitimate interest in the process:

   3.1. **Criminal Activity**: In the case of suspected criminal activity, the Executive Director should be involved in the investigation and the police and the Board would be notified immediately. If deemed necessary, legal counsel may be consulted. CMHA WW will at all times co-operate with the police.

3.2. **Breach of Professional Behaviour**: The investigation should include a representative of the suspect's professional association, preferably a CMHA employee.

3.3. **Unethical conduct**: The investigation should include a trained investigator.

3.4. **Financial Impropriety**: Includes misuse or misappropriation of funds, improper expense account claims or client billings. The investigation should include a representative of the Audit Committee (Resources) and the police be notified immediately.

4. The Compliance Officer shall make a recommendation to the management on disciplinary action, up to and including termination and the laying of criminal charges.

   If the suspicion of misconduct involves the Executive Director, that individual will not be informed in the ordinary course. The Compliance Officer shall report the matter immediately to the Chair of the Governance Committee and the Chair of the Board of Directors.

Should the report of wrongdoing be regarding the Board President, complaints will be directed to the Board Vice President.

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington		**Board**	
RESOURCES COMMITTEE TERMS OF REFERENCE		**Policy # 7-001**	**Page 1 of 3**
		Committee Oversight: **RESOURCES**	
Category: **7 – Terms of Reference**		Reviewed/Revised: *September 26, 2018*	
Effective Date: *February 2014*	Authorized by: Board of Directors	To be reviewed/revised: September 2020	

Role Monitor the financial condition of the corporation, evaluate compliance with internal controls and financial policies, and review results of the year-end audit. Monitor the HR management strategy and planning, compensation philosophy and workforce engagement.

Responsibilities

1. Oversee and ensure the integrity of the Corporation's financial affairs, human resource management, information technology and capital building resources

2. Develop an annual work plan of goals and objectives that fulfils the responsibilities of the Committee.

3. Review, guide and/or propose recommendations to the Board regarding the following matters:
   a) Corporation's operating plan (annually) and annual budget including accountability agreements
   b) Capital plan (annually)
   c) Corporation's insurance (annually)
   d) Financial statements (monthly)
   e) Review compliance reports confirming that all wages and source deductions have been paid in accordance with legislation, and required funder reports have been submitted (quarterly)
   f) Litigation as necessary
   g) Review revenue generating opportunities
   h) Human resources plan and monitor key human resources issues and performance indicators (quarterly)
   i) Consider and, if appropriate, make recommendations to the Board for approval of the guiding principles and negotiating strategy of any collective agreement, and for applicable terms and conditions of employment for exempt staff.
   j) At least every three years review and recommend to the Board the compensation philosophy for management.

4. Ensure financial controls are in place and financial risks are mitigated
   a) Enquire about changes in the financial systems and control systems during the year;
   b) Receive and review the integrity and effect of Policies regarding the financial operations, systems of internal control and reporting mechanisms and that they are in accordance with generally accepted accounting principles;

c) Enquire into the major financial risks faced by the Corporation, and the appropriateness of related controls to minimize their potential impact;

5. Conduct the audit planning and preparation including:
   a) annually, recommend to the Board the appointment of a firm of chartered accountants as the Corporation's external auditors and any change of external auditors; the committee will from time to time (and no less than every five years) consider the engagement of a different auditor;
   b) Following the auditors' appointment at the Corporation's annual general meeting, review and approve the auditor's engagement letter including the audit fee and expenses;
   c) Review the report of the external auditors on the annual financial statements;
   d) Review the external auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the external auditors, and management's response and subsequent follow-up to any identified weaknesses;
   e) Meet privately with the external auditors (without the presence of management) to review any problems experienced by the external auditors in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management seeks a second opinion on a significant accounting issue;
   f) Review the factors that might impair, or be perceived to impair, the independence of the external auditors. Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditors;
   g) Monitor and evaluate the performance of the external auditors; meet privately with senior management (without the external auditors being present) to ensure that management has no concerns about the conduct of the audit;

6. Appoint sub-committees that shall report and be accountable to the Resources Committee

7. Perform such other tasks as outlined in the by-laws or requested by the Board

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Membership, Voting and Quorum

The committee shall consist of the Treasurer of the Board as Chair and at least one additional Board member. Other individuals from the community may be

appointed to the Committee; however there must be a majority of Board members.

The Executive Director, Director of Organizational Performance and Director of Corporate Services & Finance shall be ex-officio nonvoting members.
More than 50%

Chair	Officer of the board
Frequency of Meetings	Shall be held on a monthly basis
Reporting	Minutes of the committee are available to the board of directors as needed
Evaluation	The Chair will ensure that the Committee Members review the performance of the Committee annually prior to March 31, and submit a report to the Board with any recommendations for change or improvement. This review shall include the Committee's Terms of Reference.
Resources	Senior Executive Assistant

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **TERMS OF REFERENCE – GOVERNANCE COMMITTEE**	**Policy #** **7-003**	**Page 1 of 1**
	Committee Oversight: **Governance**	
Category: **7- Terms of Reference**	Reviewed/Revised: September 2018 To be reviewed/revised: September 2020	
Effective Date: *September, 2013*	Authorized by: Board of Directors	

Role — Assists the board in improving its own functioning, structure, composition, and infrastructure

Responsibilities

- Directing and overseeing the assessment of the board, board committees, and annual board member self-assessment; reviewing such assessments; and making recommendations to the board regarding ways in which governance performance and contributions can be enhanced
- Planning the annual board retreat
- Directing and overseeing the board's continuing education and development activities
- Assessing the qualifications of individuals to assume board seats and forwarding nominations to the board
- Designing (and periodically assessing) the new board member orientation process
- Drafting policies re: governance performance and forwarding them to the board for deliberation and action
- Recommending quantitative measures to be employed by the board in assessing governance performance and contributions
- Conducting an annual review of governance performance measures and forwarding an analysis to the board for deliberation and action
- Undertaking an annual assessment of all board policies and decisions re: governance performance
- Performing other tasks related to governance performance as assigned by the board
- Assigning policy development and revision work to board committees based on the fit with the committee mandate and responsibilities, with final draft reviews completed by the Governance Committee prior to submission to the Board for review/approval.
- Developing Board Goals for consideration and Board approval

Membership, Voting and Quorum

Minimum 2 Directors of the Board
The Executive Director shall be a member ex-officio and non-voting member
Quorum more than 50%

Chair — Officer of the board

Frequency of Meetings

A minimum of on a quarterly basis and/or as the annual work plan requires

Resources — Senior Executive Assistant

Approved by: Board of Directors
First Approved: September 26, 2013

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **TERMS OF REFERENCE – PQRE COMMITTEE**	**Policy # 7-005**	**Page 1 of 2**
	Committee Oversight: **PQRE**	
Category: **7 – Terms of Reference**	Reviewed/Revised: September 2018 To be reviewed/revised: September 2020	
Effective Date: *October, 2013*	Authorized by: Board of Directors	

Role

Reviewing the organizations ends, its vision and key goals ensuring that its strategies are aligned with person centered outcomes and an integrated regional mental health system through visible and accountable leadership in the development, implementation and oversight of:

- A Quality Framework that ensures a dynamic, systematic and effective approach to continuous quality improvement consistent with Accreditation Canada standards. An Ethics Framework that addresses both the philosophical and practical decision making, actions and directions of the organization ensuring high quality support and services that meet or exceed the needs of those we serve
- A Corporate Risk Management Framework that minimizes, manages and provides for learning, innovation and improvement as a result of any real or potential jeopardy, hazard, threat or safety concern associated with a Business, Resource or Compliance Risk
- A comprehensive Corporate Performance Management Framework and Dashboard that measures, monitors and ensures the effective and efficient management of key performance indicators related to Quality, Finance Health and Safety, Human Resources and Service Delivery

Responsibilities

- Advance and review the frameworks and processes within the scope of the PQRE Committee that engages the organization (e.g. services, finance operations/administration, human resources, organizational policies, research and external relationships)
- Advise on quality improvement, risk, corporate performance and ethics related initiatives and events
- Recommend best practice/evidenced based frameworks for developing and deepening ethical practices, corporate performance, risk management and quality improvement to the board
- Conduct policy reviews upon request for ethical considerations
- Draft and submit polices related to the organizations ends of client satisfaction, quality service delivery, responsible risk and ethical decision making and practices, and accountable corporate performance management to the board for deliberation and approval
- Conduct a yearly review of the mission, vision, organizational goals and strategic priorities
- Assess the extent to which annual management strategies align with the board vision and key goals - forward this assessment to the board for deliberation and action
- Recommending quantitative and qualitative measures/ key performance indicators to be used by the board in monitoring and assessing the extent to which the organizations ends are being met and key strategies are being effectively pursued within the ethics, risk and quality frameworks
- Reviewing proposals for ethical, quality, corporate performance, risk considerations and client satisfaction regarding the organizational ends submitted by management and forwarding them (with commentary and recommendations) to the board for deliberation and action
- Prepare and submit to the board draft decisions related to achieving the organizational ends for the board's deliberation and approval

- Undertake an annual review and assessment of all board policies and decisions regarding organizational ends
- Assist the board to undertake a periodic analysis of stakeholder engagement initiatives, the implementation of stakeholder input/feedback and the effectiveness of meeting key stakeholders' needs, expectations and interests
- Conduct a quarterly review of the extent to which the organizational ends are being achieved and forwarding an analysis to the board for deliberation and action
- Conduct a quarterly review of risk, quality and performance measures and submit the analysis/findings including any recommendations to the board for deliberation and action
- Conduct an annual assessment of all board policies and decisions regarding quality, risk, performance and ethics
- Draft board recommendations regarding actions to be taken by the organization regarding: risk, performance, ethics and quality
- Perform other tasks related to organizational ends, quality, risk, ethics and performance as assigned by the board
- Monitor and ensure implementation of recommendations identified by Accreditation Canada, certifying, legislative bodies or other appropriate external authorities (i.e. Auditor General, Office of the Coroner) within the scope of the committee

Membership, Voting and Quorum

A minimum of 2 Directors of the Board
Executive Director – Ex-officio (non-voting)
Quorum more than 50%

Chair

Officer of the board

Frequency of Meetings

A minimum of 4X (quarterly) per year – or as required to achieve the annual work plan

Resources

Senior Executive Assistant

Canadian Mental Health Association Waterloo Wellington / Association canadienne pour la santé mentale Waterloo Wellington	**Board**	
Policy Title: **TERMS OF REFERENCE – FUND DEVELOPMENT COMMITTEE**	**Policy #**	**Page 1 of 1**
	Committee Oversight: **FUND DEVELOPMENT**	
Category: **7- Terms of Reference**	Reviewed/Revised: September 2018 To be reviewed/revised: September 2020	
Effective Date: *October 2016*	Authorized by: Board of Directors	

Role

The Fund Development Committee (FDC) is a standing committee of the Board. Working in collaboration with the CEO and Fund Development Team, its purpose is to support the fund development of CMHA WW and includes planning, coordination, implementation and evaluation of fund development activities.

Responsibilities

1. Work in collaboration with the Executive Director or designate to develop a revenue diversification strategy and annual budget, based on CMHA WW's strategic priorities and including:
    - timelines for various fund development initiatives (i.e. annual events)
    - implementing an evaluation plan on the ongoing success
2. Assist in the cultivation and recruitment of external members of the committee
3. Foster board involvement in fund development activities
4. Establish a strategic plan that includes:
    - Donor cultivation, solicitation, recognition, stewardship and reporting of gift impact
    - Annual campaign
    - Legacy giving program
5. Recommend policies to support fund development activities

Membership, Voting and Quorum

A minimum of 2 Directors of the Board
Executive Director – Ex-officio (non-voting)
External membership TBD
Quorum more than 50%

Chair

Officer of the Board

Frequency of Meetings

A minimum of on a quarterly basis and/or as the annual workplan requires

Resources

Senior Executive Assistant