



GOVERNANCE POLICIES AND PROCEDURES – TABLE OF CONTENTS

Ends	Ends #1	Global Ends Statement
	Ends #2	Specific Program/Function Ends Statements
Executive Limitations	EL #1	Global Executive Constraint
	EL #2a	Treatment of Service-Users, Family Members and Friends
	EL #2b	Treatment of Staff
	EL #2c	Compensation and Benefits
	EL #2d	Financial Condition and Activities
	EL #2e	Financial Planning and Budgeting
	EL #2f	Acceptance and Solicitation of Funds
	EL #2g	Asset Protection
	EL #2h	Communication and Support to the Board
	EL #2i	Emergency Executive Succession
	EL #2j	Environmental Responsibility
	EL #2k	Accessibility for Ontarians with Disabilities Act, 2005 (AODA)
	EL #2l	Contracts with Funders
	EL #2m	Risk Management
EL #2n	Measurement of Outcomes (Ends), Service-User and Caregiver Experience	
Governance Process	GP #1	Global Governance Policy
	GP #2	Board as Owner-Representative
	GP #2a	Governing Style
	GP #2b	Board Job Description
	GP #2c	Code of Conduct
	GP #2d	Chief Governance Officer's Role
	GP #2e	Secretary-Treasurer's Role
	GP #2f	Board Committee Principles
	GP #2g	Board Committee Structure
	GP #2h	Agenda Planning
	GP #2i	Cost of Governance
	GP #2j	Board Member Qualifications
	GP #2k	Purposes of "Buddy" Role
	GP #2l	Election of Officers
	GP #2m	Board Member Competence
	GP #2n	Board Education Policy
GP #2o	Vice-Chairperson's Role	
GP #2p	Past Chairperson's Role	
Board-Management Delegation	BMD #1	Global Board-Executive Director Linkage
	BMD #2a	Unity of Control
	BMD #2b	Chief Executive Officer Job Description
	BMD #2c	Accountability of the Chief Executive Officer
	BMD #2d	Delegation to the Chief Executive Officer
	BMD #2e	Monitoring Chief Executive Officer Performance
	BMD #2f	Performance Appraisal – Chief Executive Officer
Procedures and Other Documents	POD #1	Annual Board Work Cycle
	POD #2	Annual Review and Update of Salary Grid for Executive Director
	POD #3	Board Education Procedure and Matrix for Board of Directors Educational Events
	POD #4	Ethics Framework
	POD #5	Executive Succession
	POD #6	The Role of "Buddy"
	POD #7	Required Notifications
	POD #8	New Board Member Orientation

POLICY TYPE: ENDS
POLICY TITLE: GLOBAL ENDS STATEMENT

Canadian Mental Health Association, Muskoka-Parry Sound Branch is committed to hope and recovery through integrated mental health and addiction services. Using effective, innovative partnerships and practices, we provide the highest quality treatment, support, education and advocacy for the people of Muskoka-Parry Sound.

REVISED June 10, 2016

POLICY TYPE: ENDS
 POLICY TITLE: SPECIFIC PROGRAM/FUNCTION ENDS STATEMENTS

The global ends of the service shall be met through the activity of its various programs and/or functions. The ends of these programs/functions are as follows:

Adult Protective Services Program

Optimal quality of life and social inclusion for adults (eighteen and older) living with a developmental disability. Assistance in ensuring clients receive the support services necessary to live as independently as possible in the community with all the rights and responsibilities as anyone else; to participate in community activities and community life; to have individual choices and to know their rights.

REVISED November 30, 2016

Algonquin Family Health Team Contractual Mental Health Service

As a purchase-of-service contract, this does not have an agency-specific end statement.

APPROVED January 29, 2013

Burk's Falls Family Health Team Contractual Mental Health Service Ends

Alleviation, reduction, or management of symptoms for adults with mental illness.

APPROVED February 19, 2013

B'saanibamaadsiwin

Responding to the mental health needs of their members for aboriginal communities, mino-bimaadsiwin (good life) for aboriginal adults (sixteen and older), families and communities experiencing a mental health problem and a return to pre-crisis level of functioning for aboriginal adults, families, and communities. The Executive Director is to ensure, in as far as North Simcoe Muskoka Local Health Integration Network funding policies and procedures allow, that financial resources are maintained and stable at a level that supports ongoing services:

COMMUNITY DEVELOPMENT FUNCTION: Capacity to respond to the mental health needs of their members for aboriginal communities.

COUNSELLING AND TREATMENT FUNCTION: Mino-bimaadsiwin for aboriginal adults, families and communities experiencing mental health problems (with priority given to those with serious mental illness).

CRISIS FUNCTION: Return to a pre-crisis level of functioning for aboriginal adults, families and communities experiencing a mental health crisis.

REVISED January 25, 2017

Core Program

Intake Services

Single point of entry for mental health and addictions services ensures **timely response and referral** to appropriate resources to meet the needs of the individual or referral to other agencies if appropriate.

Assertive Community Treatment Team

Through long term, specialized, intensive and individualized support, individuals with severe and complex mental illness, and their families, will **achieve individualized recovery and wellness goals**.

Case Management Services

Individuals with serious mental illness and/or addictions will benefit from supports ranging from brief to longer term to **achieve individual goals** related to:

Daily living, life skills, employment, social needs, medication management, health promotion and teaching, family support, and crisis prevention.

Counselling Services

Individual counselling, assessment, treatment planning, access to psychiatry, and group therapy assists individuals **achieve recovery goals** including alleviation or management of symptoms including support to families or significant others.

Through assessment, counselling, group services, and psycho-education, individuals with co-occurring mental health and addictions problems **achieve individualized recovery goals**.

Gambling services provide assessment and individualized and group support to assist **reducing the harm** associated with problem gambling.

The Opioid program provides counselling, education, and referral to further treatment services for individuals who are concerned with opioid use in order to **reduce harm** and achieve recovery goals.

Crisis Intervention Service

Professional staff are available 24/7 by phone or in person to assist individuals to **return to a pre-crisis level of functioning**. Efforts are made to refer to appropriate community based resources, avoid hospitalization, and plan with the individual how to **prevent future crisis**.

Early Intervention Psychosis Program

Through early identification and intervention, individuals experiencing first episodes of psychosis receive assessment, treatment and access of system of support to **prevent future negative impact** on functioning.

Youth Addiction Services

A Harm Reduction approach, assessment, counselling, and referrals to further treatment assists youth to **reduce harm** associated with substance abuse.

Services include individual support, groups, outreach, case management, and also provides resources for youth who are impacted by someone else's use in order to **prevent relationship and family breakdown**.

Supportive Housing

The program seeks to **prevent homelessness** for people with mental health or addiction issues by providing case management, support, and financial assistance for individuals who cannot access or are at risk of losing housing because of these issues.

Diversion and Court Support

Adults with mental health needs and/or developmental disabilities who come in contact with the legal justice system are supported to access mental health, addiction, developmental resources, and other community services in order to **prevent the individual from entering the legal justice system**.

Mental health and addictions services are provided to individuals within the legal justice system in order to ensure appropriate resources are identified and accessed to ensure **successful transition to community functioning**.

REVISED January 25, 2017

Council of Consumer/Survivor and Family Initiatives

PEER/SELF-HELP INITIATIVE FUNCTION: Peer supported recovery service for persons with lived experience of serious mental illness through facilitated consumer initiatives.

FAMILY INITIATIVES FUNCTION: Opportunities for family members of persons with lived experience of serious mental illness to participate in the mental health system through facilitated family wellness groups.

REVISED September 26, 2016

Male Survivors of Sexual Abuse Program

As a part of a larger regional program, this does not have an agency-specific end statement.

APPROVED January 29, 2013

Partner Assault Response Program

A group program that is court-ordered providing offenders with an opportunity to examine their beliefs and attitudes towards domestic abuse, and to learn non-abusive ways of resolving conflict. It also aims to enhance victim safety and hold offenders accountable for their behaviour.

REVISED March 22, 2016

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT

The Chief Executive Officer shall not cause or knowingly allow any practice, activity, decision, or circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: TREATMENT OF SERVICE-USERS, FAMILY MEMBERS AND FRIENDS

With respect to interactions with service-users or those applying to be service-users, family members and friends, the Chief Executive Officer shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, disrespectful, unduly undignified, unnecessarily intrusive, which fail to provide appropriate confidentiality and privacy, or which fail to be caring, non-judgmental, open and professional.

Accordingly, the Chief Executive Officer will not:

- (1) allow planning, development and delivery of services which does not involve representation of service-users, family members and friends whenever appropriate
- (2) elicit information for which there is no clear necessity;
- (3) use methods of collecting, reviewing, transmitting or storing service-user information that fails to protect against improper access to the information elicited;
- (4) maintain facilities that fail to provide a reasonable level of privacy; both auditory and visual;
- (5) fail to establish with service-users, family members and friends a clear understanding of what may be expected and what may not be expected from the service offered; or
- (6) fail to inform service-users, family members and friends of this policy, or to provide service-users, family members and friends with a way to be heard if they believe they have not been accorded a reasonable interpretation of their protections under this policy.

REVISED October 28, 2014

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: TREATMENT OF STAFF

With respect to treatment of paid and volunteer staff, the Chief Executive Officer shall not cause or allow conditions which are unfair, undignified, disorganized, or violate human rights.

Accordingly, the Chief Executive Officer will not:

- (1) operate without written personnel policies and procedures, which provide clarification for staff, which provides for effective handling of grievances, and which protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons;
- (2) retaliate against any staff member for non-disruptive expression of dissent;
- (3) prevent staff from grieving to the Board when:
 - (a) internal grievance procedures have been exhausted; and
 - (b) the employee alleges either:
 - (i) that Board policy has been violated to his or her detriment; or
 - (ii) that Board policy does not adequately protect his or her human rights;
- (4) fail to advise staff with their protections under this policy;
- (5) employ staff without a job description or contract; and periodic performance appraisals;
- (6) fail to prepare staff to deal with emergency situations; or
- (7) intentionally violate any terms or conditions of employment.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Chief Executive Officer shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Chief Executive Officer will not:

- (1) change his or her own compensation and benefits; except as those benefits are consistent with a package for all other employees;
- (2) promise or imply employment that cannot be terminated;
- (3) establish current compensation and benefits which deviates materially from the geographic or professional market for the skills employed; or
- (4) create obligations over a longer term than revenue can be safely projected, or which are not subject to continued funding.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

With respect to the actual, ongoing condition of the organization's financial health, the Chief Executive Officer shall not cause or allow the development of fiscal jeopardy.

Accordingly, the Chief Executive Officer will not:

- (1) expend more funds than have been received in the fiscal year to date; unless the debt guidelines (to follow) are met;
- (2) indebted the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days;
- (3) access undesignated funds accumulated in previous fiscal years without prior Board approval;
- (4) conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenue within 30 days;
- (5) fail to settle payroll and debts in a timely manner;
- (6) allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
- (7) make a single capital purchase of greater than \$10,000;
- (8) acquire, encumber or dispose of real property;
- (9) fail to aggressively pursue receivables after a reasonable grace period;
- (10) allow commitment for new leases that, over the term of the lease, exceed an annual increase greater than the increase in the Consumer Price Index for Ontario, or 4%;
- (11) allow funds, which are not required for immediate use, to be invested in a manner which violates government directives, unnecessarily exposes the funds to risk, or fails to provide a competitive rate of return;
- (12) allow purchases to be performed in a way that leads to the personal benefit of an employee or Board member, but to the detriment of the organization; or
- (13) fail to ensure that the organization's financial condition complies minimally with any applicable legislation or regulations.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

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

Accordingly, the Chief Executive Officer will not cause or allow budgeting which:

- (1) risks incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities” (Policy EL #2d);
- (2) contains too little information to enable credible projection of revenues and realistic projection of expenses;
- (3) fails to separate capital and operational items;
- (4) plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period; or
- (5) provides less for Board prerogatives during the year than is set forth in the Cost of Governance Policy (GP #2i).

REVISED February 28, 2012

TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: ACCEPTANCE AND SOLICITATION OF FUNDS

With respect to the acceptance and/or solicitation of funds, the Chief Executive Officer shall not knowingly accept or solicit funds from any source which is in conflict with the Mission, Vision and Values of the Agency.

Accordingly, the Chief Executive Officer will not:

- (1) accept or solicit funds from tobacco companies.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: ASSET PROTECTION

The Chief Executive Officer shall not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, the Chief Executive Officer will not:

- (1) fail to insure against theft, fire and casualty losses to a prudent replacement value and against liability losses to Board members, staff, volunteers and the organization itself in an amount greater than the average for comparable organizations;
- (2) subject plant and equipment to improper wear and tear or insufficient maintenance;
- (3) unnecessarily expose the organization, its Board, staff or volunteers to claims of liability;
- (4) receive, process or disburse funds under controls which are insufficient to meet the Board-appointed auditor's standards;
- (5) make any purchase:
 - (a) wherein normally prudent protection has not been given against conflict of interest;
 - (b) of over \$500.00 without having obtained comparative prices and quality; or
 - (c) of over \$5,000.00 without a method of assuring the balance of long-term quality and cost;
- (6) fail to protect property, information and files from loss or significant damage;
- (7) invest or hold operating capital in insecure instruments and institutions or in non-interest-bearing accounts; except where necessary to facilitate ease in operational transactions;
- (8) endanger the organization's public image or credibility; or
- (9) compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisors.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

The Executive Director shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the Chief Executive Officer will not:

- (1) neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance BMD #2e) in a timely, accurate and understandable fashion; directly addressing provisions of the Board policies being monitored;
- (2) let the Board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes; particularly changes in the assumptions upon which any Board policy has been previously established;
- (3) fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation; particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and Executive Director;
- (4) fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices;
- (5) present information in unnecessarily complex or lengthy form, or in a form that fails to differentiate among information of 3 types: monitoring, decision preparation, and other;
- (6) fail to provide a mechanism for official Board, officer or committee communications;
- (7) fail to deal with the Board as a whole except when (a) fulfilling individual requests for information, or (b) responding to officers or committees duly charged by the Board;
- (8) fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board; or
- (9) fail to supply for the consent agenda all items delegated to the Executive Director; yet required by law or contract to be Board-approved, accompanied by the corresponding monitoring assurance.
- (10) fail to supply the Board with a Board meeting agenda on the agency's Board portal website two weeks prior to a regularly scheduled Board meeting with the following exception. The Board meeting scheduled for the month of June will require an agenda posted to the Board portal website a one week prior to the Board meeting. Attachments related to the Board meeting agenda may be posted up until 3 days prior to the Board meeting following which that item will be deferred to the next regularly scheduled meeting.

REVISED November 30, 2016

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

In order to protect the Board from the sudden loss of Chief Executive Officer services, the Chief Executive Officer shall not have fewer than one individual familiar with Board and Chief Executive Officer issues and procedures, who could temporarily assume the role of Chief Executive Officer. In addition, the Chief Executive Officer shall not operate without an explicit line of temporary emergency succession.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: ENVIRONMENTAL RESPONSIBILITY

With respect to the environment, the Chief Executive Officer shall not fail to take action to reduce any negative impact the organization may have.

Accordingly, the Chief Executive Officer will not:

- (1) fail to prevent unnecessary use of motor vehicles;
- (2) fail to minimize the energy consumed by agency facilities;
- (3) make purchases without considering means to minimize their negative environmental impact;
- (4) fail to use or fail to facilitate staff use of, local recycling programs; or
- (5) knowingly invest in environmentally unethical financial vehicles.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: ACCESSIBILITY FOR ONTARIANS WITH DISABILITIES ACT, 2005 (AODA)

The Chief Executive Officer shall not fail to ensure compliance with the regulations of the Accessibility for Ontarians With Disabilities Act, 2005 (AODA) as they come into force; and to that end, shall not operate without a plan to ensure compliance and shall not fail to ensure that the Agency meets the deadlines established in that plan.

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: CONTRACTS WITH FUNDERS

The Chief Executive Officer shall not fail to ensure that the agency meets the obligations it has agreed to in the contracts it has signed with funders.

Accordingly, the Chief Executive Officer will not:

- (1) fail to provide the Board with a monitoring report in May providing sufficient detail to allow the Board to complete the Declaration of Compliance, which it has to submit and post (within 90 days of the agency's fiscal year end, i.e., in June) as a requirement of the Multi-Sector Service Accountability Agreement; or
- (2) fail to inform the Board of any failure to meet obligations in contracts with other funders.

REVISED September 23, 2014

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: RISK MANAGEMENT

The Chief Executive Officer shall not fail to maintain a risk management process and to notify the Board, in a timely manner, of any risks of which they should be aware.

Accordingly, the Chief Executive Officer will not:

- (1) fail to notify the Board, in a timely manner, of any "...moderate or serious risk of impact on the achievement of the (Multi-Sector Service) Accountability Agreement>"; [in order for the Board to meet its obligation to report same to the North Simcoe Muskoka Local Health Integration Network].

REVISED February 28, 2012

POLICY TYPE: EXECUTIVE LIMITATION

POLICY TITLE: MEASUREMENT OF OUTCOMES (ENDS), SERVICE-USER AND CAREGIVER/FAMILY EXPERIENCE

The Chief Executive Officer shall not fail to ensure that outcomes (Ends), service- user and caregiver/family experience are measured for all programs and functions of the Agency; other than those explicitly exempted by the Board.

The following programs/functions are exempted from this policy as they are part of larger regional programs:

- Early Intervention Function
- Dual Diagnosis Function (Parry Sound)
- Male Survivors of Sexual Abuse Program
- Psychogeriatric Function

The Algonquin Family Health Team contractual mental health services is exempted from this policy as the purchaser itself measures outcome and satisfaction.

The Health Promotion/Community Education-Community Development Function (B'saanibamaadsiwin) and the Family Initiatives Function (Muskoka-Parry Sound Council of Consumer/Survivor and Family Initiatives) are exempted from the requirement to measure caregiver/family experience as it is not relevant given the nature of the service provided by those functions.

The Executive Director has until April 2017 to ensure this requirement as applied to the addictions programs and functions is in place and to report on same.

REVISED June 13, 2015

POLICY TYPE: GOVERNANCE PROCESS
POLICY TYPE: GLOBAL GOVERNANCE POLICY

The purpose of the Board, on behalf of the people of Muskoka-Parry Sound ,is to see that Canadian Mental Health Association, Muskoka-Parry Sound (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in Board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitation policies).

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BOARD AS OWNER-REPRESENTATIVE

The Board, as a group, represents the ownership interest of the organization.

Accordingly:

- (1) although Board members are drawn from particular groups and/or geographic areas, they must distinguish between the interests of the ownership as a whole and the interests of the group or geographic area and must advance the former even when it conflicts with the latter; and
- (2) Board members' ethical obligation is to represent the entire ownership, not specifically the organizations or geographic areas from which they are drawn, and therefore;
 - (a) appropriate broad-based input from the moral ownership must be sought and assimilated; and
 - (b) the full range of the views of the moral ownership as to purpose and cost of the organization must be incorporated into Board deliberations, not just those points of view held personally by Board members.

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: GOVERNING STYLE

The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than on internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decision, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

- (1) the Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgement of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body;
- (2) the Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects;
- (3) the Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those currently in force;
- (4) continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement;
- (5) the Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling group obligations;
- (6) the Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BOARD JOB DESCRIPTION

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board will provide:

- (1) authoritative linkage between the ownership and the operational organization; and
- (2) written governing policies that realistically, address the broadest levels of all organizational decisions and situations:
 - (a) *Ends*: organizational impacts, benefits, outcomes, recipients; beneficiaries, impacted groups; and their relative worth in cost or priority;
 - (b) *Executive Limitations*: constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place;
 - (c) *Governance Process*: specification of how the Board conceives, carries out and monitors its own task;
 - (d) *Board-Management Delegation*: how power is delegated and its proper use monitored; the Chief Executive Officer role, authority, and accountability;
- (3) assurance of successful organizational performance on Ends and Executive Limitations;
- (4) operational decisions not delegated to the Chief Executive Officer; and
- (5) advocacy on behalf of the organization for adequate funding and government policy consistent with our values, visions and mission.
- (6) additional resources to allow the organization to reach its ends by means not funded by current funders.

REVISED October 28, 2014

POLICY TYPE: GOVERNANCE PROCESS
 POLICY TITLE: CODE OF CONDUCT

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. The following also applies, whenever appropriate, to all offices of the corporation, whether they are Board members or not. Ethical dilemmas will be resolved using the Ethics Framework (POD #5)

Accordingly:

- (1) members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer;
- (2) members must avoid potential, actual and perceived conflicts of interest with respect to their fiduciary responsibility, and therefore:
 - (a) there must be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any association that might be or might reasonably be seen as being a conflict;
 - (b) when the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation;
 - (c) Board members must not use their Board positions to obtain employment in the organization for themselves, family members or close associates. A Board member who applies for employment must first resign from the Board;
 - (d) a Board member is viewed as automatically being in a conflict of interest and should not be involved in debate, lobbying or voting on a personnel issue specific to a staff member who is directly serving or has directly served that Board member or a close relative or friend of that Board member; and
- (3) Board members may not attempt to exercise individual authority over the organization and therefore: Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized;
 - (a) members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions;
 - (b) except for participation in Board deliberation about whether the Chief Executive Officer has achieved any reasonable interpretation of Board policy, members will not express individual judgments of performance of employees or the Chief Executive Officer;
- (4) members will respect the confidentiality appropriate to issues of a sensitive nature;
- (5) members will be properly prepared for Board deliberation;
- (6) members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue;
- (7) members will make an annual financial contribution to the agency during the first quarter of the Board year (between the beginning of June and the end of August). The amount donated by individual members will be treated as confidential information;
- (8) the Board will determine how to deal with violation of Board policies by a Board member.

REVISED October 28, 2014

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: CHIEF GOVERNANCE OFFICER'S ROLE

The Chief Governance Officer (CGO) [Chairperson], a specially empowered member of the Board, assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

Accordingly:

- (1) the assigned result of the Chief Governance Officer's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization, and therefore;
 - (a) meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide or to monitor;
 - (b) information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such; and
 - (c) deliberation will be fair, open, and thorough, but also, timely, orderly and to the point;
- (2) the authority of the Chief Governance Officer consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Management Delegation with the exception of (a) employment or termination of a Chief Executive Officer and (b) where the Board specifically delegates portions of this authority to others. The Chief Governance Officer is authorized to use any reasonable interpretation of the provisions in these policies and therefore:
 - (a) is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing;
 - (b) has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chief Governance Officer has no authority to supervise or direct the Chief Executive Officer;
 - (c) may represent the Board to outside parties in announcing Board-stated positions and in stating Chief Governance Officer decisions and interpretations within the area delegated to that role; and
 - (d) may delegate this authority, but shall remain accountable for its use.

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: SECRETARY-TREASURER'S ROLE

The Board Secretary-Treasurer is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

Accordingly:

- (1) the assigned result of the Secretary-Treasurer's job is to see to it that all Board documents and filings are accurate and timely and therefore:
 - (a) policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in policy;
 - (b) policies will rigorously follow Policy Governance principles;
 - (c) by-law elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board;
 - (d) requirements for format, brevity, and accuracy of Board minutes will be known to the Chief Executive Officer;
- (2) the Secretary-Treasurer will serve on the Nominating and By-Law Review Committee; and
- (3) the Secretary-Treasurer will authorize the expense claims of Board members and the Chief Executive Officer.

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Chief Executive Officer.

Accordingly;

- (1) Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations;
- (2) Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer;
- (3) Board committees cannot exercise authority over staff. The Chief Executive Officer works for the full Board, and will therefore not be required to obtain approval of a Board committee before an executive action;
- (4) Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
- (5) committees will be used sparingly and ordinarily in an ad hoc capacity; and
- (6) this policy applies only to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Chief Executive Officer.
- (7) committees will comply with Ethical Fundraising & Financial Accountability Code (POD #4) and the Ethics Framework (POD #5)

REVISED December 2, 2014

POLICY TYPE: GOVERNANCE PROCESS
 POLICY TITLE: BOARD COMMITTEE STRUCTURE

A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only standing Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the committee chair, (who, in all cases, will be chosen from among the Board members on the committee).

Accordingly:

- (1) *Membership and Annual General Meeting Event Committee:*
 - (a) **Product:**
 1. Increased membership and membership involvement –deferred until further notice – (see motion in February 19, 2013 Board meeting minutes)
 2. Annual General Meeting Event
 - (b) **Composition:**
membership shall consist of at least two Board members and others as deemed necessary by the Board

- (2) *Nominating and By-Law Review Committee:*
 - (a) **Product:**
 1. properly screened potential Board members as required
 2. candidates for Board offices as required
 3. annually reviewed by-laws and recommended changes to be processed at the Annual General Meeting Event
 4. review of Letters Patent against by-laws and Board policies every five years
 5. review of Board Policies
 6. review Risk Management reports
 - (b) **Composition:**
membership shall consist of the Secretary-Treasurer and at least 1 other Board member, the Chief Executive Officer (in an ex officio, non-voting capacity) or designate and others as deemed necessary by the Board

- (3) *Board Education Approval Committee:*
 - (a) **Product:**
 1. properly screened potential Board education opportunities
 2. recommendations to the Board regarding educational opportunities
 3. annual education expenses no greater than the amount allocated
 - (b) **Composition:**
membership shall consist of at least 3 Board members with at least 1 Board member who was a member of either the Board Education Policy and Procedure Committee or a previous member of this committee

- (4) *Resource Development Committee:*
 - (a) **Product:**
 1. Board representation on agency-led committee which develops and implements resource development strategic plan
 2. Board representation on committee of agency-led involvement in the annual Defeat Depression campaign
 - (b) **Composition:**
 1. membership shall consist of at least 2 Board members and others as deemed necessary by the Board

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: AGENDA PLANNING

To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda that (a) completes a re-exploration of the Ends policies annually; and (b) continually improves Board performance through attention to Board education and to enriched input and deliberation.

Accordingly,

- (1) in May, the Board will develop its agenda for the ensuing one-year period;
- (2) the cycle will start with the Board's development of its agenda for the next year, and therefore:
 - a. consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year;
 - b. governance education and education related to Ends determination (presentations by futurists, demographers, advocacy groups, staff and so on) will be arranged in the first quarter, to be held during the balance of the year; and
 - c. a Board member may recommend or request an item for Board discussion by submitting the item to the Chief Governance Officer no later than five days before the Board meeting;
- (3) throughout the year, the Board will attend to consent agenda items as expeditiously as possible;
- (4) when Board authorization is required for a matter consistent with Board policy and agenda strategic direction and time constraints do not permit the issue to be brought before the Board as a whole, the Board members with signing authority are authorized to sign on behalf of the Board. The issue would then be submitted to the Board as a whole at the next meeting for ratification, usually as a consent agenda item;
- (5) acceptance and approval of the Chief Executive Officer's Monitoring Reports will be on the agenda as a consent agenda item if reports have been distributed since the previous meeting. Otherwise, Chief Executive Officer monitoring will be on the agenda if a policy violation has occurred, if plans must be made for direct inspection monitoring, or if arrangement for third party monitoring must be prepared; and
- (6) Chief Executive Officer remuneration and professional development funding will be decided – after a review of monitoring reports received in the last year – during the month of May

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
 POLICY TITLE: COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- (1) Board skills, methods, and supports will be sufficient to assure governing with excellence and therefore:
- (a) training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understanding.
 - (b) outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
 - (c) outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values;
- (2) 0.49% of the operational funding of the agency will be allocated for Board expenses and:
- (a) of this sum 25% will be allocated for the Annual General Meeting Event. Gifts to Board members and staff in recognition of length of service will be covered by this allocation.
 The spending on such gifts is as follows:

Board Members	6 years	\$ 30.00
Staff	5 years	\$ 30.00
	10 years	\$ 40.00
	15 years	\$ 50.00
	20 years	\$ 60.00
	25 years	\$ 85.00
	30 years	\$300.00 (see Agency policy III-180)
- (For the purpose of Board recognition, a year is defined as a calendar year)
- (b) of this sum, 10% will be allocated for the annual Board orientation/reorientation retreat.
 - (c) of this sum, 40% will be allocated for Board and committee meeting expenses.
 - (d) of this sum, 20% will be allocated for training, including attendance at conferences and workshops.
 - (e) of this sum, 5% will be allocated for additional Board expenses including Board member recruitment advertising, Board Leadership newsletter, etc.; and
- (3) Board members must complete a Board member expense claim form (available on the website) and submit it to the Secretary-Treasurer at or before the Board meeting immediately following incurring the expense. Expenses incurred but not claimed by the end of the January Board meeting will not be reimbursed.
- (4) as of the end of the January Board meeting, any of the allocated funds not projected to be spent on Board expenses by the end of the fiscal year are available to be used by the Chief Executive Officer for agency expenses at her/his discretion.

REVISED May 29, 2014

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BOARD MEMBER QUALIFICATIONS

Board members will be chosen with care for their ability to participate constructively in the process of governing.

Accordingly:

- (1) it will be more important that the Board is composed of constructively participating members than that full Board strength be maintained;
- (2) nomination or search process will determine that any potential Board member possess or can develop qualities befitting the Board's task, and therefore:
 - (a) understands the Board's approach to governance and accept the stringent Board discipline, including attendance requirements and participation in ongoing retraining;
 - (b) is able to join assertively in the debate of Board issues, with no reluctance to express dissent;
 - (c) is willing to commit time to official external functions, such as ownership focus groups, committee work, and if applicable, fundraising;
 - (d) is willing to stand behind policies of the Board regardless of personal stands taken prior to the vote; and
 - (e) is willing to support the Chief Executive Officer when he or she has acted in compliance with Board policies;
- (3) although individual Board members may choose to volunteer their specific talents to the Chief Executive Officer, they will not be chosen on the basis of this optional, non-governance activity;
- (4) Board members must at all times have on file with the agency a Police Information Check – Level 2 provided specifically for the agency that is no more than 3 years old and the results of which have been deemed acceptable to the Nominating and By-Law Review Committee
- (5) new members will be oriented thoroughly to the Board's process of governance.

REVISED April 26, 2016

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: PURPOSES OF "BUDDY" ROLE

The aim of this policy is to raise comfort levels and facilitate the development of a sense of belonging in new members in order to increase their participation and reduce the likelihood of resignation. New Board members are assigned a veteran director (who has been a director for a minimum of two years) designated as her/his "buddy". The purpose of this mentoring duty is to provide an experienced contact person in order to:

- (1) help new members with questions and concerns during the often disorienting and intimidating initiation period of service;
- (2) establish an informal channel for two way feed-back;
- (3) monitor a new member's comfort level and welfare.

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: ELECTION OF OFFICERS

The Board will elect from amongst themselves those Directors deemed best qualified to fill the office to which they are elected.

Accordingly:

- (1) the Nominating and By-Law Review Committee will solicit interest in standing for office from existing Board members, who have been a member of the Board for a minimum of one year, at the March Board meeting;
- (2) the Nominating and By-Law Review Committee will confirm such expressions of interest at the April Board meeting;
- (3) should insufficient directors voluntarily express interest in standing for office by the end of the April Board meeting, the Nominating and By-Law Review Committee will assertively pursue commitment to stand from among those directors the Nominating and By-Law Review Committee deems best qualified to fill the office(s) for which there are no candidates;
- (4) the call for candidates will be deemed closed two weeks prior to the Annual General Meeting Event – unless a candidate or candidates withdraws leaving no candidate for a particular office – and this slate will be presented to those directors eligible to vote at the first (June) meeting of the annual Board work cycle;
- (5) should a candidate or candidates withdraw prior to the first meeting of the annual work cycle the Nominating and By-Law Review Committee will resume pursuit of an appropriate Director until such time as someone is identified;
- (6) should there be only one candidate for a given office, that Director will be viewed as elected to that office by acclamation; effective at the outset of the first meeting of the annual work cycle;
- (7) should there be more than one candidate for a given office, a vote by secret ballot shall be held at the outset of the first meeting of the annual work cycle; and
- (8) the Past-Chairperson will chair the meeting during the election of the Chairperson. If there is no Past-Chairperson, then the most long-serving Board member not running for Chief Governance Officer of the Board will chair the meeting during the election of the Chief Governance Officer.

REVISED February 22, 2017

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BOARD MEMBER COMPETENCE

While respecting the rights and dignity of all individuals the Board will enforce upon itself and its members whatever discipline is necessary to govern with excellence. At the discretion of Chief Governance Officer a Board member may be asked to resign or take a leave of absence if they are unable to function in matters such as attendance, preparation, comprehension of role and policy-making principles. This will be handled in a caring, professional manner.

REVISED May 22, 2012

POLICY TYPE: GOVERNANCE PROCESS
 POLICY TITLE: BOARD EDUCATION POLICY

The Board of Directors of Canadian Mental Health Association, Muskoka-Parry Sound are best served by a Board of Directors comprised of individuals who are well versed in modern principles of policy governance and other subject matters relevant to Board service and who thoroughly comprehend the role and responsibilities of an effective Board in the oversight and management of Canadian Mental Health Association, Muskoka-Parry Sound.

To this end, all members of the Board are encouraged to attend such director education programs as they deem appropriate (given their individual experiential backgrounds) to stay abreast of developments in policy governance and “best practices” relevant to their contribution to the Board generally as well as to their responsibilities in their specific committee assignments.

Accordingly:

- (1) every Board member shall receive formal education/training in Policy Governance within the first year after they are elected to the Board;
- (2) each director will be expected to attend at least **one** education event per year as per the budget allotment per director in addition to the agency’s orientation held at the Annual General Meeting each year. Such events could be arranged in-house or externally. Board members who have already attended an educational event that year will be eligible to attend additional events if other Board members who are eligible cannot attend.
- (3) educational events will be in accordance with the Board Annual Workplan for the current year with the following standing items included:
 - (a) Board Governance (Carver) training;
 - (b) Canadian Mental Health Association, Ontario and National conferences (please note: the Branch agreement requires at least one delegate, representing the Board, attend both the CMHA, Ontario conference and the CMHA National conference).
 - (c) North Simcoe Muskoka Local Health Integration Network and North East Local Health Integration Network sponsored events for Board members;
 - (d) Addictions Mental Health Ontario Annual General Meeting and Conference – priority to be given to new Board members and/or other Board members who have not attended;
- (4) priority may be given to in-house education opportunities,
- (5) final decisions for Board of Director attendance at Education events will be done at the Board meeting based on the recommendation of the Board Education Committee; and

Further:

- (6) Canadian Mental Health Association, Muskoka-Parry Sound will reimburse directors for all costs of attending one educational event per year including travel, meals and accommodation. If requested, a director will be pre-paid for approximate costs and the director will give an accounting on the pre-paid amount including all receipts accumulated for the event.
- (7) the Board member will be expected to give a brief overview of the course/event attended with learning and resources noted at the following Board meeting.

REVISED June 10, 2016

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: VICE-CHAIRPERSON'S ROLE

The Vice-Chairperson is a specially empowered member of the Board, who assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

Accordingly:

- (1) the assigned result of the Vice-Chairperson's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization in the absence of the Chief Governance Officer, and therefore;
 - (a) meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide or to monitor;
 - (b) information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such; and
 - (c) deliberation will be fair, open, and thorough, but also, timely, orderly and to the point;
- (2) the authority of the Vice-Chairperson's, shall, in the absence of the Chief Governance Officer, consist in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Management Delegation with the exception of (a) employment or termination of a Chief Executive Officer and (b) where the Board specifically delegates portions of this authority to others. The Vice-Chairperson, in the absence of the Chief Governance Officer, is authorized to use any reasonable interpretation of the provisions in these policies and therefore:
 - (a) is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing;
 - (b) has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Vice-Chairperson has no authority to supervise or direct the Chief Executive Officer;
 - (c) may represent the Board to outside parties in announcing Board-stated positions and in stating Chief Governance Officer decisions and interpretations within the area delegated to this role; and
 - (d) may delegate this authority, but shall remain accountable for its use.
- (3) participates in the orientation of new Board members to the Board process.

APPROVED February 23, 2016

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: PAST-CHAIRPERSON'S ROLE

The Past-Chairperson is a specially empowered member of the Board, who assures the integrity of the Board's process as a result of experience being the Board Chairperson, and, additionally, occasionally represents the Board to outside parties.

Accordingly:

- (1) the assigned result of the Past-Chairperson's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization in the absence of the Board Chairperson, and therefore;
 - (a) meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide or to monitor;
 - (b) information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such; and
 - (c) deliberation will be fair, open, and thorough, but also, timely, orderly and to the point;
- (2) participates in the orientation of new Board members to the Board process.
- (3) participates in the Nominating and By-Law Review committee

POLICY TYPE: BOARD-MANAGEMENT DELEGATION
POLICY TITLE: GLOBAL BOARD-EXECUTIVE DIRECTOR LINKAGE

The Board's sole official connection to the operational organization; its achievements and conduct, will be through the Chief Executive Officer, titled (Executive Director).

REVISED May 22, 2012

POLICY TYPE: BOARD-MANAGEMENT DELEGATION
POLICY TITLE: UNITY OF CONTROL

Only decisions of the Board acting as a body are binding on the Chief Executive Officer.

Accordingly:

- (1) decisions or instructions of individual Board members, officers, or committees are not binding on the Chief Executive Officer; and
- (2) in the case of Board members or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds, or are disruptive. (Individual requests made of a staff member by a Board member, who is receiving service from that staff, will be dealt with as would a request from any service-user.)

REVISED May 22, 2012

POLICY TYPE: BOARD-MANAGEMENT DELEGATION
POLICY TITLE: CHIEF EXECUTIVE OFFICER JOB DESCRIPTION

As the Board's official link to the operating organization, the Chief Executive Officer is accountable for all organizational performance, and exercises all authority transmitted to the organization by the Board. Chief Executive Officer performance will be considered to be synonymous with organizational performance.

REVISED May 22, 2012

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: ACCOUNTABILITY OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Chief Executive Officer.

Accordingly:

- (1) the Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer;
- (2) the Board will refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer; and
- (3) the Board will view Chief Executive Officer performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-proscribed means will be viewed as successful Chief Executive Officer performance.

REVISED May 22, 2012

POLICY TYPE: BOARD-MANAGEMENT DELEGATION
POLICY TITLE: DELEGATION TO THE CHIEF EXECUTIVE OFFICER

The Board will instruct the Chief Executive Officer through written policies that prescribe the organizational Ends to be achieved, and proscribe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.

Accordingly:

- (1) the Board will develop policies instructing the Chief Executive Officer to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not ends issues as defined here are means issues;
- (2) the Board will develop policies that limit the latitude that the Chief Executive Officer may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the Chief Executive Officer;
- (3) as long as the Chief Executive Officer uses *any reasonable interpretation* of the Board's Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Chief Executive Officer shall have full force and authority as if decided by the Board; and
- (4) the Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Chief Executive Officer domains. By so doing, the Board changes the latitude of choice given to the Chief Executive Officer. But as long as any particular delegation is in place, the Board and its members will respect and support the Chief Executive Officer's choices.

REVISED May 22, 2012

POLICY TYPE: BOARD-MANAGEMENT DELEGATION
 POLICY TITLE: MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE

Systematic and rigorous monitoring of Chief Executive Officer job performance will be solely against the only expected Chief Executive Officer job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.. Decisions regarding the Chief Executive Officer's eligibility for compensation progression and professional development will be based on the outcome of such monitoring.

Accordingly:

- (1) monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information;
- (2) the Board will acquire monitoring information by one or more of three methods:
 - (a) by internal report, in which the Chief Executive Officer discloses compliance information to the Board;
 - (b) by external report in which an external, disinterested third party selected by the Board assesses compliance with Board policies;
 - (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria;
- (3) in every case, the Board will judge (a) the reasonableness of the Chief Executive Officer's interpretation and (b) whether data demonstrate accomplishment of the interpretation;
- (4) the standard for compliance shall be *any reasonable Chief Executive Officer's interpretation* of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by Board members or by the Board as a whole; and
- (5) all policies that instruct the Chief Executive Officer will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<i>POLICY</i>	<i>METHOD</i>	<i>FREQUENCY</i>	<i>MONTH</i>
Global Executive Constraint	Internal Report	Once per year	June
Treatment of Service-Users	Internal Report	Once per year	September
Treatment of staff	Internal Report	Once per year	October
Compensation and Benefits	Internal Report	Once per year	October
Financial Condition and Activities	Internal Report	Once per year/ As situation changes	November
	External Report (audit)	Once per year	June
Financial Planning and Budgeting	Internal Report	Once per year	April
Acceptance and Solicitation of Funds	Internal Report	Once per year	April
Asset Protection	Internal Report	Once per year	January
	External Report (audit)	Once per year	June
Comm'n & Support to Board	Board Direct Inspection	Once per year	May
Emergency Executive Succession	Internal Report	Once per year	February
Environmental Responsibility	Internal Report	Once per year	March
Accessibility For Ontarians With Disabilities Act, 2005 (AODA)	Internal Report	Twice per year	January/June
Contracts with Funders	Internal Report	Once per year	May
Risk Management	Internal Report	Once per year	March
Ends Policy	Internal Report	Once per year	May
Measurement of Outcomes (Ends), Service-User, and Caregiver Experience	Internal Report	Once per year	April

POLICY TYPE: BOARD-MANAGEMENT DELEGATION
 POLICY TITLE: PERFORMANCE APPRAISAL – CHIEF EXECUTIVE OFFICE

(1) POLICY:

The Board of the Association will conduct an appraisal of the performance of the Chief Executive Officer (CEO) annually prior to fiscal year-end. The performance appraisal tool and findings are subject to approval by a resolution of the Board.

(2) RESPONSIBILITY:

Under the leadership of the Board Chair, the Executive Committee is responsible for engaging the CEO and reviewing the performance of the CEO. The CEO is responsible for giving input into this process. The members of the Board are responsible for giving input into this process

(3) IMPLEMENTATION:

The Executive Committee under the leadership of the Board Chair conducts the CEO's Performance Appraisal. Input from other Board members and stakeholders are sought as necessary.

The accountability expectations of the Board by the CEO shall be clearly identified in documents such as the CEO annual goals, the Association's Strategic Plan, the Operating Plan filed with the Ministry of Health and Long Term Care and reporting requirements of current legal agreements of the Association, its mission and vision etc.

With input from the Board, the Board Chair and the CEO will meet prior to the first quarter of the fiscal year to establish the CEO's performance indicators/goals.

Prior to first quarter the Executive Committee under the leadership of the Board Chair will conduct a final performance appraisal with the CEO. Input from the full Board may be sought. The process may involve a "360 degree" process, where stakeholder feedback is obtained.

The findings will be shared with the full Board and are subject to Board approval.

The performance appraisal results will be considered in determining compliance to contract parameters and in determining the CEO's compensation. This will be reflected in the employment contract for the CEO. The contract will be reviewed, revised and signed as necessary at this time.

The CEO's Performance Appraisal report including the six-month review report will be placed in a sealed and labeled envelope and placed in the CEO's personnel file of which is kept in a locked safe housed in the CEO's office. The CEO will be given a copy of this as well as any change in her or his contract or salary level.

4.0 RELATED DOCUMENTATION:

CEO Performance Appraisal Form and CEO Performance Appraisal Ratings Guide
 CEO Goal Form

5.0 REFERENCES:

- Canadian Mental Health Association (CMHA MPS), Policy #'s BMD 2e & BMD 2f
- Canadian Mental Health Association (CMHA MPS), Branch agreements
- Canadian Mental Health Association (CMHA MPS), agreement with the Ministry of Health and Long Term Care (MOHLTC)
- Other current legal
- CEO's Job Description
- CEO's Employment Contract

APPROVED April 26, 2016

PROCEDURE AND OTHER DOCUMENTS: ANNUAL BOARD WORK CYCLE

See file called "Annual Board Work Cycle"

PROCEDURE AND OTHER DOCUMENTS: ANNUAL REVIEW AND UPDATE OF SALARY GRID FOR EXECUTIVE DIRECTOR

The salary grid for the Executive Director of Canadian Mental Health Association, Muskoka-Parry Sound will be reviewed and updated annually each May as follows:

- (1) in April,
 - (a) the Manager of Human Resources and Administration will identify community mental health organizations with annual revenues no more than 25% more than Canadian Mental Health Association, Muskoka-Parry Sound revenues, and no less than 25% less than Canadian Mental Health Association, Muskoka-Parry Sound revenues, (available from the Ministry of Health and Long-Term Care Health Data Branch Web Portal Health Indicator Tool) to use as comparator organizations;
 - (b) the Manager of Human Resources and Administration will determine the most up-to-date Chief Executive Officer/Executive Director (CEO/ED) salaries for the comparator organizations (available from the “Sunshine List” published by the Ontario Ministry of Finance);
 - (c) the CEO/ED salaries are then to be adjusted based on 35 hours per week, and the average is to be calculated by adding all of the CEO/ED salary amounts for the comparator list and dividing by the total number of comparator organizations;
 - (d) the salary grid for the Canadian Mental Health Association, Muskoka-Parry Sound’s Executive Director will be adjusted so that the mid-point (i.e. level 3 of 5) is no lower than the average salary for the comparator organizations outlined above. (The Executive Director’s salary grid will have 5 steps, with 2% between each step);
 - (e) the results of this process (showing current scale and any revision resulting from the process) will be submitted to the Board with the package for the May meeting.:
- (2) it is understood that any adjustment to the Executive Director salary grid as a result of the above information will be made at the same time as (or retroactive to) the date agreed to during the Executive Director performance review (usually April). It is also understood that in no circumstance will the Executive Director salary grid be reduced as a result of this annual exercise. Any movement on the grid will be based on Board review of the Executive Director performance, and not time in the position. The required Pay-For-Performance agreement with the Executive Director will be dealt with in a process separate from the process of determining the salary grid for the position;
- (3) the lowest step in the Executive Director’s salary grid shall be at least 10% higher than the highest step of the next highest paid staff member’s grid (excluding physicians, if any) in the organization. In any situation where an adjustment to the next highest paid staff member pay grid results in the lowest step of the Executive Director salary grid being less than 10% above the next highest paid employee, then the Executive Director salary grid will be adjusted upward accordingly at the same time as the next highest paid staff member salary grid is adjusted; and
- (4) any changes to the Executive Director’s salary grid are contingent on funding being available.

APPROVED February 19, 2013

PROCEDURE AND OTHER DOCUMENTS: BOARD EDUCATION PROCEDURE AND MATRIX FOR BOARD OF DIRECTORS EDUCATIONAL EVENTS

Board Education Events will be decided upon, but not limited to, the following:

- (1) Directors will bring to the Board Education Committee Chair's attention educational opportunities that they feel the Board could benefit from and are in accordance, but not limited to, the Board's Annual Work Plan;
- (2) Board members will let the Board Education Committee Chair contact the members of the Committee with the request and the members will agree or disagree with the request using the Criteria Matrix Scale to determine appropriateness. Ideally, no more than two Directors will attend the same event at the same time. However, should there be more than two Directors interested in the same event the matter will be decided upon by the Committee;
- (3) Directors who attend education events will have an agenda item set aside for them to report on the event they attended at the next regularly scheduled Board meeting;
- (4) If a Board member or the Executive Director becomes aware of an educational event where time does not permit bringing the event to the next Board meeting, they will send an email communication to all the Board members to inform them of the event. Those Board members wanting to attend are to notify the Board Education Committee Chair within 24 hours of the original email being sent. The Committee Chair will, in consultation with the Chief Governance Officer, decide the appropriateness of the event as per the Criteria Matrix Scale as well as the number of Board member who should attend.
- (5) Directors may ask for help in booking an educational/training event including the booking of the hotel, travel arrangements, registration for the event, etc. from the administrative assistant assigned to the Board of Directors.

Approved May 21, 2013

MATRIX SCALE TO DETERMINE APPROVAL OF BOARD OF DIRECTORS EDUCATIONAL EVENTS

QUESTIONS	NOTES	ANSWERS	TOTAL FOR SECTION
<p>RELEVANCE</p> <p>1. Is the course/event relevant to the duties and responsibilities of a Director?</p> <p>2. Is the course Policy Governance related?</p> <p>3. Is the course general knowledge specific to mental health and/or additions (e.g.):</p> <p style="padding-left: 20px;">a. Legislation</p> <p style="padding-left: 20px;">b. Advocacy</p> <p style="padding-left: 20px;">c. Social determinants of health</p> <p style="padding-left: 20px;">d. Recovery</p> <p style="padding-left: 20px;">e. Anti-Stigma</p> <p>4. Is the event/course offered by CMHA, Ontario /National</p>		<p>1. 5</p> <p>2. 5</p> <p>3. 5</p> <p style="padding-left: 20px;">a. 5</p> <p style="padding-left: 20px;">b. 5</p> <p style="padding-left: 20px;">c. 5</p> <p style="padding-left: 20px;">d. 5</p> <p>4. 5</p>	40
<p>BOARD IMPROVEMENT</p> <p>1. Will the information be useful to the Board as a whole?</p> <p>2. Is the course related to the current Board Annual Workplan?</p> <p>3. Will the Board's cohesiveness be stronger as a result of the course?</p>		<p>5</p> <p>10</p> <p>5</p>	20
<p>BOARD DIRECTOR IMPROVEMENT</p> <p>1. Will the course assist/improve the individual in their role on the Board? Examples (assertiveness training, mediation, public speaking, critical thinking skills, fundraising skills)</p>		10	10
<p>JUSTIFICATION</p> <p>1. Is the request from a new Board members or other Board member who has not attended events/courses prior to this request?</p> <p>2. Does it fall within the total budgetary allotment for education?</p> <p>3. Is it equitable with respect to prior courses taken within the budgetary period?</p> <p>4. The event will not require accommodation/meals.</p> <p>5. Is the travel to the event justified?</p> <p>6. In-house event?</p>		<p>1. 10</p> <p>2. 5</p> <p>3. 5</p> <p>4. 5</p> <p>5. 5</p> <p>6. 10</p>	40

COMMITTEE'S RECOMMENDATION:

HIGH SCORE: 110

MINIMUM SCORE: 55

*If score is below minimum the event may be brought before the Board of Directors at a regular Board meeting for approval by the Director requesting to attend the event. The Director will give additional rationale as to the event's importance.

PROCEDURE AND OTHER DOCUMENTS: ETHICS FRAMEWORK

A copy of the latest version of the Ethics Framework is located on the CMHA Connects website and the Canadian Mental Health Association, Muskoka-Parry Sound Branch's website.

APPROVED and ADOPTED September 23, 2014

PROCEDURE AND OTHER DOCUMENTS: EXECUTIVE SUCCESSION

In the case of a planned departure by the Chief Executive Officer:

With the support of the Chief Executive Officer and the Manager of Human Resources and Administration, the Board will seek a replacement for the Chief Executive Officer following, in as far as it applies, agency policies and procedures.

In the case of an unplanned vacancy of the Chief Executive Officer position:

- (1) the designated alternate for the Chief Executive Officer will assume the role on an acting basis
(This individual will have to enter into a Performance Agreement as required by the Multi-Sector Service Accountability Agreement. The Board, with the assistance of the Manager of Human Resources and Administration, will develop a Performance Agreement using the one in effect under the previous Chief Executive Officer as a guide or template); and
- (2) with the support of the Manager of Human Resources and Administration the Board will seek a replacement for the Executive Director following, in as far as it applies, agency policies and procedures.

The Chief Executive Officer will ensure that the Manager of Human Resources and Administration maintains an active and up-to-date file on Executive Succession including the most current version of Marty, Dick, et al, Recruiting A Health Care CEO: The Definitive Guide For Boards. Ottawa: CHA Press and the sample CEO Employment Contract from A online seminar entitled Role of Board Members and CEO Relationships.

REVISED January 29, 2013

PROCEDURE AND OTHER DOCUMENTS: THE ROLE OF "BUDDY"

The role of "buddy" will include, but not be limited to, the following:

- (1) contacting the individual nominated for election at the Annual General Meeting (AGM) beforehand and introducing yourself as that person's "buddy";
- (2) going out of your way at the AGM, Board orientation sessions, and subsequent meetings to greet the new Board member, preferably seating him/her beside you, and providing them with guidance at the meetings in regard to anything appearing to cause confusion or that might do so;
- (3) communicating with the individual prior to each Board meeting following receipt of the Board package and answering any questions, or arranging for the appropriate person such as the Chief Executive Officer or Chief Governance Officer to address any issues which the mentor cannot;
- (4) dealing with any anxieties you detect the person may be experiencing in regard to the package or upcoming meetings;
- (5) talking with the person after each Board meeting, judging if any problems or concerns have arisen, and if so, addressing them as appropriate;
- (6) checking with the member if they miss a meeting without explanation in order to ascertain the reason and, if the cause is such the Board or the agency can assist in avoiding a recurrence, raising the issue with the appropriate Board officer, the Board, or the agency as soon as possible; and
- (7) in the event that a member misses two successive meetings, reminding the individual that being absent from the next Board meeting will automatically result in removal from the Board under By-Law Item 32(c), and addressing any reason for the absences in the manner specified in point (6) above, if appropriate.

REVISED May 22, 2012

PROCEDURE: REQUIRED NOTIFICATIONS

Notification of the following will be completed by the Secretary-Treasurer or delegate as follows:

- (1) The Ministry of Government Services will be notified as follows:
 - (a) within 15 days following every Annual General Meeting of changes/additions to the Board of Directors and;
 - (b) within 15 days following the Board meeting where changes/additions to the Board of Directors are announced.
- (2) Revenue Canada will be notified of changes/additions to the Board of Directors as part of the Charity Return completed by the auditor. The Charity Return will be completed on or before September 30th each year.

APPROVED December 2, 2014

PROCEDURE: NEW BOARD MEMBER ORIENTATION

Orientation of New Board Members will be completed by the Executive Director or delegate as follows:

- (1) New Board Member to be elected at the Annual General Meeting:
 - (a) the Executive Assistant will prepare the Board Background Binder (contents noted below) and the Board Minutes Binder (contents noted below) and make arrangements for the two binders to be delivered to the potential new Board member, ideally two weeks before the Annual General Meeting
 - (b) before the Annual General Meeting the Executive Director or delegate will make arrangements to meet with the potential new Board Member and review the following documents/videos:
 1. Board Background Binder which includes:
 - Mission, Values and Vision Statements
 - Legal Documents
 - Letters Patent
 - By-Law/Special Resolution passed June 10, 2011 re: number of Directors
 - By-Law/Special Resolution passed September 23, 2014 re: change of name
 - By-Law 2010
 - Policy Governance
 - Policy Governance in a Nutshell
 - Material in Board Library
 - Historical Material
 - Board Minutes from the Past Two Years
 - Financial Statements (latest version)
 - Annual General Meeting Reports and Auditors Reports from the past year
 - Agency Specific Information
 - Agency Brochure
 - Agency Overview
 - Ends Monitoring Reports (latest version)
 - Multi-Sector Service Accountability Agreement
 - Policy Documents
 - Changing Directions Changing Lives – The Mental Health Strategy for Canada
 - Open Minds, Healthy Minds: Ontario’s Comprehensive Mental Health and Addiction Strategy
 - Integrated Health Service Plans [Northeast and North Simcoe Muskoka Local Health Integration Networks]
 - “The Guide to Better Meetings for Directors of Non-profit Organizations”
 2. Board Minutes Binder which includes:
 - Board Policy Document
 - Board Annual Work Plan for Current Year (Distinguish between Annual Work Cycle and Annual Work Plan)
 - Acronym List
 - List of Key Staff and Their Positions
 - Board Meeting Self Evaluation
 3. Agency Orientation Package
 4. DVD: The Policy Governance Model: An Introduction by John and Miriam Carver
 5. Expense/Mileage/Volunteer form
 - (c) Interim New Board Member to be appointed by the Board of Directors mid-Board year:
 1. Arrangements will be made to deliver the above noted Board Background binder and Board minute binder to the interim Board member as soon possible after approval of the Board of Directors has been received at a Board meeting.
 2. The Executive Director or delegate will make arrangements to meet with the interim Board member one week after the above-noted binders have been delivered.
 3. The Executive Director or delegate will review with the interim Board member the above noted binders, orientation package and video.