

Role and Requirements

For the AFHTO Board of Directors

AFHTO’s mission is to work with and on behalf of its members to:

- Provide leadership to promote expansion of high-quality, comprehensive, well-integrated interprofessional primary care for the benefit of all Ontarians , and
- Be their advocate, champion, network and resource to support them in improving and delivering optimal interprofessional care

The AFHTO board of directors governs the association on behalf of its members. Since its inception in 2006, AFHTO has striven to maintain a board that reflects all models of governance, the different disciplines working within interprofessional primary care teams, and the diverse regions of the province.

Expected time commitment to serve on the AFHTO board:

- There are four in-person board meetings per year. Between meetings, the board chair may call on the board to meet via teleconferences.
- All board members will serve on at least one board committee: Governance, Membership, Finance or Management Resources. These committees meet 3 – 5 times per year by teleconference (about 1.5 hours duration).
- Materials for meetings are sent out 3-7 days in advance. Board members are expected to come to these meetings fully prepared.
- Board members are also invited to serve on working groups, together with other AFHTO members. These are set up to work on a specific issue or project, and are time-limited. A working group could have 1 – 6 teleconferences of about 1.5 hours each over its lifespan.

The role and requirements for the AFHTO board as a whole, and for individual board members, are set out in the association’s by-law. The pages that follow include:

RELEVANT EXCERPTS FROM THE AFHTO BY-LAW.....	2
AFHTO BOARD OF DIRECTORS’ COMPETENCY MATRIX.....	5
SUBSIDY FOR BOARD TRAVEL	7
BOARD ATTENDANCE POLICY	8

Relevant excerpts from the AFHTO by-law

3.4 TERM OF DIRECTORS

At each annual meeting, four (4) Directors shall be elected for terms of three (3) years, expiring as of the date of the annual meeting at the end of their designated term. None of the above persons may be elected for more terms than will constitute nine (9) consecutive years of service.

3.5 QUALIFICATIONS OF DIRECTORS

No person may be a Director before reaching eighteen (18) years of age.

No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she ceases to be a Director.

3.6 ATTENDANCE AT MEETINGS

The Board shall establish a policy for the minimum attendance by a Director at meetings of the Board, the Executive Committee and, if applicable, other committees of the Board established pursuant to section 5.1.

A Director shall attend meetings of the Board, and, if applicable, committees of the Board established pursuant to section 5.1, in accordance with Board policy.

3.9 RESPONSIBILITIES OF THE BOARD

- (a) The Board of Directors shall be responsible for the governance and management of the affairs of the Corporation.
- (b) The Board of Directors shall be responsible, without limitation, as follows:
 - (i) to establish and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
 - (ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
 - (iii) to establish procedures for monitoring compliance with this By-law and applicable legislation;
 - (iv) to establish policies which will provide the framework for the management and operation of the Corporation;

- (v) to establish the selection process for the engagement of an Executive Director and to hire the Executive Director in accordance with the process;
- (vi) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (vii) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
- (viii) at any time to revoke or suspend the appointment of the Executive Director;
- (ix) to perform finance, audit and investment duties, to meet with the external auditor at least once a year, to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the Board during each reporting period;
- (x) to establish an investment policy consistent with the provisions of this By-law and monitor the control and management of these investments.

3.10 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR

- (a) Every Director shall,
 - (i) be loyal to the Corporation;
 - (ii) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
 - (iii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall,
 - (i) adhere to the Corporation's mission, vision and values;
 - (ii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
 - (iii) respect and abide by Board decisions;
 - (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;
 - (v) keep informed about,

- (A) matters relating to the Corporation,
 - (B) the community served, and
 - (C) other health care services provided in the region;
- (vi) participate in the annual evaluation of overall Board effectiveness; and
 - (vii) represent the Board, when requested.

3.11 CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest as required by this By-law and in a manner as set out in the Corporation's policy entitled "Procedures for Declaring and Resolving Conflict of Interest".

3.12 CONFIDENTIALITY AND PUBLIC RELATIONS

Every Director and officer shall respect the confidentiality of matters brought before the Board or before any committee or subcommittee of the Corporation. The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

AFHTO Board of Directors' Competency Matrix

APPROVED BY Board of Directors, Association of Family Health Teams

DATE APPROVED July 16, 2012

Purpose:

The Board Competency Matrix identifies the ideal attributes to be represented in the AFHTO board. It is to be used to assist the board in identifying candidates for nomination for election to the board and for board development needs.

Section 1: KNOWLEDGE/EXPERTISE:

(Strive to ensure that each of the following attributes is evident in one or more members of the board.)

Governance + Organization	Governance	Demonstrated experience of governance principles and practices
	Financial Literacy	Financial literacy is the ability to understand conceptually the financial position of the organization as presented in its financial statements
	Enterprise Risk Management	Demonstrated ability to think critically about operational and governance issues to ensure the effective management of potential opportunities and adverse effects
Influence	Advocacy	Demonstrated ability to communicate a position to the intended audience
	Government Relations	Understanding of the workings of government and ability to access government officials
	Public Policy	Knowledge of how public policy is developed
Perspective	Strategic Planning	Strategic understanding of trends and broad business issues, including new developments in healthcare, and the role of the Association in the health care system in Ontario
	Systems Thinking	Understands the reasons for ongoing organizational and system behaviour, and the underlying problems, opportunities or political forces affecting the Association and the health system
Health System issues	Quality and Safety	Demonstrated experience of monitoring/evaluating quality and safety initiatives
	Health system organization, governance and accountability	Demonstrated understanding of the principles and structures for organizing and governing the health system and entities within the system, and mechanisms for maintaining accountability and monitoring performance.
	Health Care Funding, Administration	Understanding of the principles and process of funding for primary health care and the administration of funding relationships – including funding for Family Health Teams, Nurse Practitioner-Led Clinics and other providers of interprofessional comprehensive primary care and family physician models – in the context of overall health system funding.
	Health information and technology	Experience in using EMRs and other technology to improve care delivery and patient experience. Solid understanding of health information systems and use of data.
	Human Resources Strategy	Experience in planning and implementing human resource strategies in a health care setting

Section 2: BALANCED REPRESENTATION OF PRIMARY CARE TEAMS AND TEAM MEMBERS

(Strive to ensure that each of the following attributes is evident in one or more members of the board.)

Governance	Provider led	
	Community led	
	Mixed	
Regions of Ontario (eventually moving toward LHINs)	North	North West, North East, North Simcoe Muskoka LHINs
	East	Champlain, South East LHINs
	Central	Toronto Central, Central, Central East, Central West, Mississauga Halton LHINs
	Southwest	Erie St. Clair, South West, Waterloo Wellington, Hamilton Niagara Haldimand Brant LHINs
Professions working within interprofessional primary care teams	Administrators	
	Doctors	
	Nurses + Nurse Practitioners	
	Other IHPs	

Section 3: PERSONAL CHARACTERISTICS

(Applicable to all board members)

Available to participate in Board meetings and committees	Has sufficient availability to prepare for and attend meetings
Collegial	Able to work well with others, able to provide critique in a respectful manner, able to listen to those whose opinions differ from one's own
Committed to Continuous Improvement	Knowledgeable about the principles of change management; Experience with business transformation; (e.g. Lean, implementation of mergers and acquisitions)
Committed to the success of the Association	Knowledgeable about and dedicated to the Association's vision, mission and values
Collaborator / Consensus Builder	Able to see different perspectives and assist in identifying the common ground
Community Oriented	Has a history of reaching out beyond self and team to consider, assess and work toward meeting needs of broader communities.
Creative / Innovative	Able to discern and propose responses or approaches to issues that are different from those already identified
Demonstrated continuous learning	Has undertaken specific activities in the recent past that show a commitment to life-long learning
Effective Communicator	Able to articulate in a manner consistent with the requirements of the situation
Integrity	Ability to act consistently in accordance with a value system
Leader/Motivator	Experience enabling a group to meet its objectives
Respects, and relates well to, people of diverse backgrounds	Demonstrated ability to act appropriately with people from different perspectives, backgrounds, sectors, education levels, etc.
Sound Judgement	Demonstrated analytical ability applied appropriately in a variety of situations
Strategic Thinker	Demonstrated ability to think critically about systemic issues
Visibly takes ownership of and supports decisions of the Board	Outside Board meetings, speaks and acts in support of the actions taken by the Board, even when not in agreement with the specific decisions

Subsidy for Board Travel

APPROVED BY: Board of Directors, Association of Family Health Teams

DATE APPROVED: November 30, 2011

Purpose

To support AFHTO board members to travel to fulfill their duties as board members.

Policy

The board travel subsidy :

- Is available to all board members, regardless of distance travelled.
- Is reimbursed based on claims for actual amounts. (Receipts required for all expenses over \$10.)
- Cover the most cost-effective mode of transportation.
- Excludes meals.
- Covers overnight accommodation if the individual would have to leave their home before 6:00 AM to arrive on time, return after 11 PM.
- Applies to each time AFHTO board members are required to travel for AFHTO business. This includes two in-person AFHTO board meetings each year, and any other meetings to which the AFHTO board or AFHTO President have asked a board member to attend on behalf of AFHTO. It excludes travel to attend the annual AFHTO conference.
- Is available for review by the board once per year.

Board Attendance Policy

APPROVED BY: Board of Directors, Association of Family Health Teams

DATE APPROVED: May 16, 2012

Purpose

To ensure that board and committee members contribute their expertise and judgment to the business and affairs of the association by attending and participating in board and committee meetings.

This 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. An attendance rate of at least 75% is the minimum acceptable rate of attendance at board and committee meetings, without consulting the chair of the board or the committee, as the case may be.

Process

Where a director or committee members fails to attend 75% of the meetings of the board or of a committee in a 12-month period, the chair shall discuss the reasons for the absences with the member and may ask the individual to resign, if the member has not discussed the reasons for the absences in advance with the chair.

A member's record of attendance shall be considered with respect to renewal of a board term or future assignment to a committee.

Where the board or committee member is an *ex-officio* member of the board, the chair may discuss the member's attendance with the organization the member is affiliated with, and such organization may be requested to remove the member and appoint a new *ex-officio* member of the board.

The chair shall, in the chair's sole discretion, determine if a board or committee member's absences are excusable and may grant a board or committee member a limited period of time to rearrange their schedule so that there are no scheduling conflicts with regularly scheduled board or committee meetings.