



North York
Family Health Team

NORTH YORK FAMILY
HEALTH TEAM

Approved July 2014

*Board
Policies*

BOARD POLICIES AND PROCEDURES

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 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 1.1
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Governance Approach and Functions	
SUBJECT: Governance Approach	

A. Introduction

The Board is the legally constituted authority responsible to its stakeholders for the prudent oversight of the North York Family Health Team (NYFHT) and to govern its affairs. The Board is responsible for articulating (and/or safeguarding) NYFHT’s mission and for defining the outcomes it seeks to accomplish. A clear understanding and appreciation of governance is vital to the success of the NYFHT. The Board is responsible for governing the affairs of the NYFHT through the adoption of Policies and procedures that will help enable the NYFHT to achieve its mandate, mission, vision, and values.

B. Policy

The Board of Directors has adopted a governance approach that focuses on strategic leadership and shall:

1. Govern NYFHT through the establishment of strategic direction and governance policies and procedures;
2. Monitor and regularly discuss the Board’s own development, performance, and procedures, including, without limiting the generality of the foregoing, adherence to governance policies and procedures, attendance requirements, respect for staff roles and responsibilities;
3. Provide its members with the knowledge necessary to fulfill their responsibilities;
4. Ensure that all NYFHT business is conducted in a legal and ethical manner, and in accordance with all applicable legislation, its by-laws, and its governing documents;
5. Conduct its business in accordance with its fiduciary duties at all times.

Interpretation and Operation of Board Policies

Where the Board Chair and/or Executive Director are referenced in Board policies and procedures, such officers may delegate their authority to a third party delegate who may exercise their authority in accordance with the terms of any delegation provided.

C. Procedures

Not applicable.

D. Governance Indicators

(i) *Strategic Leadership*


The Board actively participates in planning and monitoring NYFHT's progress in achieving strategic directions.

(ii) *Governance Policy*

The Board monitors compliance with established governance policies and procedures.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 1.2
	Approval Date: March 2014
	Date Reviewed:
	Review – 3 Years
SECTION: Governance Approach and Process	
SUBJECT: Functions of the Board of Directors	

A. Introduction

In Ontario, all non-profit incorporated organizations must be governed by a Board of Directors. This governing body is the legal entity that exists through articles of incorporation. Board members, referred to as “directors” assume a fiduciary duty to act in the best interests of the organization and hold a position of stewardship or “public trust”. The Board of Directors has the authority and responsibility to develop its governance model, structure, processes and practices within the parameters of any legal and/or regulatory guidelines that may apply to the organization.

The Board of Directors is the legal entity authorized by the North York Family Health Team’s (NYFHT’s) membership and held accountable for NYFHT’s overall performance and management.

The key functions of the Board are as follows:

1. **Overall Direction:** to establish NYFHT’s mission, vision, values and overall strategic direction;
2. **Policy Development:** to ensure the development and adoption of policy to guide NYFHT’s actions;
3. **Oversight and Monitoring:** to provide oversight by monitoring legal compliance, financial stability and viability, quality and performance and potential risk;
4. **Performance Management:** to ensure NYFHT’s health through the management of the performance of the Board and the Executive Director;
5. **Awareness/Advocacy:** to promote the needs of the people served by NYFHT and to confirm NYFHT’s identity in the community.

B. POLICY:

The primary functions of the Board focus on planning, policy development, oversight and monitoring, performance management, and awareness/advocacy, and include the following specific responsibilities:

- (a) Overseeing development, implementation and monitoring of a strategic plan and approving annual budgets and operating plans. The strategic plan shall ordinarily be reviewed annually and reconsidered every three years;
- (b) Ensures the Executive Director completes an annual operational management plan designed to accomplish NYFHT's strategic directions. The outcomes achieved to advance the strategic directions shall be identified in the Executive Director's Report;
- (c) Governing NYFHT through board policies and procedures that shall ordinarily be reviewed at least every three years;
- (d) Selecting and supporting the Executive Director, to whom the responsibility for management of NYFHT is delegated;
- (e) Reviewing and regularly evaluating the performance of the Executive Director on the basis of specific performance outcomes;
- (f) Selecting and supporting the Medical Director to whom responsibility for physician leadership and program development in NYFHT is delegated;
- (g) Reviewing and regularly evaluating (at least annually) the performance of the Medical Director on the basis of specific performance outcomes;
- (h) Seeking and securing sufficient resources for NYFHT to adequately finance its programs and services;
- (i) Accounting to the public and funders for the performance and resources of NYFHT, including through an annual audit;
- (j) Ensuring prudent and effective management of NYFHT's resources;
- (k) Monitoring the overall effectiveness and quality of the programs and services delivered by NYFHT;
- (l) Representing NYFHT to the community;
- (m) Serving as an advocate for quality and effective programs and services.

C. Procedures


- (i) New members of the Board will participate in an orientation after their election or appointment to the Board to ensure that the functions of the Board are understood (see Policy GP 4.2);
- (ii) As part of the annual Board evaluation process (see Policy GP 4.2), the decisions of the Board shall be reviewed to assess compliance with the specified functions.

D. Governance Indicators

The decisions and actions of the Board of Directors reflect the stated governance functions.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 1.3
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Governance Approach and Functions	
SUBJECT: Vision, Mission and Values	

A. Introduction

Not-for-profit organizations benefit from adopting and clearly articulating an organizational Mission, Vision and Values to express its aspirations and to guide its organizational activities and operations and the behaviours and conduct of its staff and Board of Directors.

B. Policy

The Board of Directors adopts the following Vision, Mission and Values for North York Family Health Team (NYFHT):

Our Vision

“To enhance primary healthcare, interdisciplinary learning, and clinical research to improve the health of North York Family Health Team’s diverse patient population.”

Our Mission

“To provide accessible, patient-focused, and family-centred primary healthcare through an interdisciplinary team committed to transforming health knowledge into best practices.”

Our Values

“Patient and family-centred care – teamwork – continuous learning – communication”

C. Procedures


Not applicable.

D. Governance Indicators

Adherence to and respect for the NYFHT's Vision, Mission and Values through its activities and operations.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 2.1
	Approval Date: March 2014
	Date Reviewed:
	Review – 3 Years
SECTION: Roles and Responsibilities	
SUBJECT: Roles and Responsibilities of Board Members	

A. Introduction

Individuals who agree to serve on a Board of Directors should do so with a complete understanding of their roles and responsibilities. In addition to Directors' responsibilities at law and under the North York Family Health Team's (NYFHT) by-laws, Directors have the responsibilities set out more specifically in this policy.

B. Policy

Board members are to exercise due diligence in the performance of their duties, including:

- (a) Being informed of the articles of incorporation and legislation under which NYFHT exists, as well as its by-laws, mission, values, code of conduct and policies as they pertain to the duties of a Board member;
- (b) Keeping generally informed about NYFHT's activities and the community, as well as about general trends in the environment in which it operates;
- (c) Attending a minimum of seventy percent (70%) of scheduled Board meetings and serving on committees of the Board, as requested;
- (d) Exercising the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;
- (e) Offering their perspectives and opinion on governance issues that are the subject of Board discussions and decisions;
- (f) Contributing to the Board's effectiveness through active participation;
- (g) Voicing clearly and explicitly at the time that a decision is being taken any opposition to a decision being considered by the Board;
- (h) Asking the directors to review a decision if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- (i) Knowing and respecting the distinction of the roles of the Board and Executive Director consistent with the principles underlying these governance policies and procedures;
- (j) Exercising vigilance for and declaring any apparent or real personal conflict of interest in accordance with the by-laws and these governance policies and procedures;

- (k) Promoting NYFHT's accomplishments through interaction with persons in the community, other professionals and public community groups, provincial organizations and relevant sectors of government.

C. Procedures


- (i) The roles and responsibilities of Board members shall be reviewed with new Board members at the time of their orientation.
- (ii) The Board Chair shall ensure that individual board members carry out their duties and responsibilities.
- (iii) The Board Chair shall follow up with any Board member who has failed to carry out his/her responsibilities and will explore strategies to improve performance.

D. Governance Indicators

Board members fulfill their specified governance responsibilities.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	<p>Policy Number: GP – 2.2</p>
	<p>Approval Date: March 2014</p>
	<p>Date Reviewed: Review – 3 Years</p>
<p>SECTION: Roles and Responsibilities</p>	
<p>SUBJECT: Role of the Board Chair</p>	

A. Introduction

The Board Chair provides leadership to the Board in its endeavours. The authority of the Board Chair to act in specific situations is defined in North York Family Health Team's (NYFHT's) by-laws, these governance policies and procedures, and/or by Board decision.

B. Policy

The key role of the Board Chair is to ensure the integrity of the Board's governance process and secondarily, to occasionally represent the Board to external parties.

The Chair is accountable to the Board and has no authority to make decisions on behalf of the Board unless so authorized by the Board. The Chair's role is to lead the Board through the decision-making process in accordance with the following principles and parameters and the Board's policies and procedures:

1. The Board Chair is not solely responsible for supervising or directing the Executive Director and Medical Director but shares this duty with the Board. However, the Board Chair is the Board's primary liaison with the Executive Director and Medical Director;
2. The Board Chair fulfills his/her role by ensuring that the Board conducts itself in accordance with relevant laws and regulations and the by-laws of the Corporation and operates in an ethical manner in accordance with its policies and procedures and requirements legitimately imposed from outside the NYFHT;
3. The Board Chair represents the NYFHT to external parties and is the only Board member authorized to speak on behalf of the Board, unless otherwise delegated;
4. The Board Chair requires pre-approval from the Board for any business travel outside of Ontario;
5. With the assistance of the Executive Director, the Board Chair shall develop and establish the Agenda for Board meetings and Annual Meetings and is empowered to chair all Board meetings, using Perry's The Board: A Winning Team, with all of the commonly accepted authority that the position confers;

6. The Board Chair shall conduct meetings in an orderly and timely manner, shall keep deliberations thorough and fair, shall encourage all members to express their views, and shall limit discussion to the topic at hand;
7. The Board Chair shall execute Board correspondence, as appropriate;
8. The Board Chair is responsible for welcoming and for ensuring that new Board Members are orientated;
9. The Board Chair is responsible for ensuring that the Board Evaluation Tool be completed annually;
10. The Board Chair shall also undertake such other duties or assignments as may be delegated by the Board.

C. Procedures


- (i) The Board Chair, with the assistance of the Executive Director, shall develop the agenda for each Board meeting.
- (ii) The Board Chair shall ensure that the basic agenda, minutes and any relevant meeting information are typically circulated to Board members a minimum of five (5) business days before the scheduled meeting.

D. Governance Indicators

The Board Chair carries out his/her responsibilities as specified in NYFHT's by-laws and these governance policies and procedures.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 2.3
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Roles and Responsibilities	
SUBJECT: Board Committees	

A. Introduction

Committees may be established to help the Board of Directors carry out its responsibilities. North York Family Health Team’s (NYFHT’s) Board of Directors has the right and authority, as specified in the by-laws, to establish any committees it deems necessary.

B. Policy

The Board of Directors may, from time to time and subject to the by-laws, establish committees to help the Board in terms of planning, policy development and/or advice. Board Committees shall be established by the Board prescribing terms of reference to govern such committees.

Board Committees, when used, shall be assigned so as to minimally interfere with the governance role of the Board of Directors and so as to never interfere with the delegation of authority from the Board to the Executive Director.

1. Board committees are established to bring the experience, expertise and judgment of an informed and interested group to a specific area of the NYFHT’s responsibility. They are intended to sort through the details, isolate key issues, propose alternative actions, present implications and make recommendations to the Board for deliberation and consideration.
2. Board committees may not speak on behalf of, or act for, the Board of Directors, except as may be specifically provided. Responsibilities of Board committees shall be carefully stated in terms of reference in order to avoid conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. The Executive Director shall not be required to obtain approval of a Board committee before making operation decisions.
4. Board committees shall consist of a defined number of members with the skills, knowledge, and perspectives required to undertake the assigned tasks.

5. Staff may act as a resource to a Board committee, but they carry no formal authority over the committee.
6. This policy applies only to committees that are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Director.
7. This policy is subject at all times to the By-laws.

C. Procedures

1. The Board of Directors shall appoint the Chair of any Board committee from among its members.
2. The Board of Directors shall approve the membership of all Board committees.

D. Governance Indicators

Tasks assigned to committees are completed as required.

Committee reports are timely and provide adequate information to assist the Board's decision-making process.



Board Chair



North York
Family Health Team

BOARD POLICIES & PROCEDURES

Policy Number: GP – 3.1

Approval Date: March 2014

**Date Reviewed:
Review – 3 Years**

SECTION: Board Codes of Conduct

SUBJECT: Code of Conduct

A. Introduction

The Board works as a team to set the strategic directions, policies, and procedures for and expects members to demonstrate ethical, business-like, and lawful conduct. The Board recognizes that the independence, ethical conduct and unity of the Board are essential to its effectiveness.

B. Policy

Board members commit to the proper use of authority and appropriate decorum in individual and group behaviour and shall abide by this Code of Conduct.

In their discussions and decision-making, Board members shall adhere to the following principles:

1. Board members shall comply with the Board's governance policies and procedures in order to enable and support effective planning and decision-making.
2. In accordance with their legal and fiduciary obligations, Board members shall at all times act in the best interests of the North York Family Health Team (NYFHT) in the performance of their role as directors. This duty supersedes any other duties or responsibilities that directors may have to third parties, including advocacy or interest groups, employers, or arising from membership on other boards. This accountability supersedes the personal interest of any board member acting as an individual consumer of the NYFHT's services.
3. Board members acknowledge that Board decision-making may create conflict. However, the Board recognizes that conflict may also enhance decision-making as a result of full, open and frank discussion of issues. Board members shall conduct their discussions in an atmosphere of mutual respect and courtesy.

Although the Board shall strive for consensual decision-making, the Board recognizes that unanimous approval may not always be possible in its decision-making. All Board members however shall respect the decisions of the Board where a consensus is not possible.

4. The Board shall at all times seek to adhere to the following principles and/or procedures in its decision-making:
 - a. Ensure that all information relevant to decision-making is made and/or distributed in a timely fashion; and
 - b. Board decision-making shall occur at Board meetings.
5. Board members shall comply with the NYFHT's Conflict of Interest Policy (see Policy 3.3). In addition, Board members shall comply with the following principles:
 - a. Board members shall refrain from self-dealing. Business dealings or personal service arrangements between any Board member and the NYFHT are prohibited, except where they have been made in a fair, open and transparent manner, consistently with the NYFHT's policies and procedures, and demonstrably in the best interests of the NYFHT;
 - b. Board members must not use their positions to obtain employment within the NYFHT for themselves, family members or close associates;
 - c. Board members considering employment with the NYFHT must resign from the Board prior to submitting an application for employment;
 - d. Board members shall refer all requests for services, either on their own behalf or on behalf of others, to the Executive Director. The Executive Director shall be responsible for initiating a course of action appropriate to the circumstances, and will advise the Board member of the outcome.
6. Board members shall not attempt to exercise individual authority over the NYFHT or any staff member, including the Executive Director and Medical Director, except as explicitly authorized by the Board or by Board policies.
7. Board members shall not speak or purport to speak on behalf of the Board, except as explicitly authorized by the Board or by Board policies.
8. Board members shall not express individual judgments of the Executive Director, the Medical Director, or any staff person, except as required to provide input into the evaluation process. Board members who may have concerns about the NYFHT's staff shall bring that concern to the attention of the Board chair.
9. In the event that a conflict cannot be resolved between or among Board members, or between a Board member and the Executive Director and/or Medical Director, the conflict shall be brought to the attention of the Board Chair who shall mediate, or arrange for the mediation of, the conflict.
10. Board members shall treat the NYFHT's staff in a fair, prudent, and ethical manner.

C. Procedures

Board members shall annually sign the Declaration appended hereto as Schedule A and shall

deliver their signed Declaration to the Executive Director.

D. Governance Indicators

Receipt of annual, signed Declarations from all Board members.



Board Chair

ATTACHMENT: Code of Conduct Declaration Form



North York
Family Health Team

SCHEDULE A

BOARD OF DIRECTORS

Code of Conduct Declaration Form

Board Member (Name): _____

Declaration:


By signing below, I acknowledge having received, read and accepted the Board Code of Conduct Policy of the North York Family Health Team.

I confirm that I understand the Board Code of Conduct Policy and agree to comply with its terms.

DATED this _____ day of _____, _____.

Signed: _____ Witness: _____

Date: _____

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	<p>Policy Number: GP – 3.2</p>
	<p>Approval Date: March , 2014</p>
	<p>Date Reviewed: Review – 3 Years</p>
<p>SECTION: Board Codes of Conduct</p>	
<p>SUBJECT: Confidentiality</p>	

A. Introduction

Confidential information about North York Family Health Team (NYFHT), its staff and its operations will be available to Board members in the course of their work as Board members. Disclosure of such confidential information can cause great harm to NYFHT’s reputation, credibility and financial health. Board members have an ethical obligation to ensure that any and all such confidential information shall be maintained in strict confidence and not shared with or disclosed to any third party.

B. Policy

Board members shall not use, share, or disclose confidential information pertaining to NYFHT. Board members are responsible for protecting the confidentiality of any information received by them at all times to ensure that it does not result in harm to NYFHT or any third party.

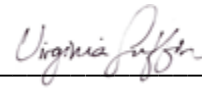
C. Procedures

1. Upon joining the Board, the Board member shall sign the Declaration appended hereto as Schedule A and shall deliver their signed Declaration to the Executive Director.
2. All matters that are brought before the Board in an In-Camera session are considered confidential. There is a presumption that all matters that are discussed by the Board are confidential and should not be disclosed. If a Board member is not certain whether information can be shared or disclosed, the matter can be brought before the Board of Directors for advice and guidance.
3. All members shall keep confidential all discussion/materials presented to the Board as attributed to individual Board members. The integrity and respect of individual Board members is to be maintained and not compromised.

4. Board members must disclose any breaches of confidentiality. Any breach of confidentiality shall be referred to the In-Camera session of the next full Board meeting for discussion and decision.
5. Issues deemed to be a serious breach of confidentiality may result in action including the member(s) removal from the Board.
6. Board members who are aware of a breach of confidentiality on the part of a fellow Board member must raise the issue for clarification, first with the Board member and then if required, with the Board of Directors.
7. Board members are expected to take all reasonable measures to keep any confidential information that they may receive in a secure fashion.
8. When a board member resigns or retires, he/she shall return to the NYFHT all information related to the NYFHT, or provide written confirmation that all documents have been destroyed within thirty (30) days of his/her resignation or retirement.

D. Governance Indicators

- (i) Receipt of signed Declarations from all Board members.
- (ii) There are no breaches of confidentiality.
- (iii) Board information is returned to the NYFHT, or written confirmation is received that the Board member has destroyed the information.



Board Chair

ATTACHMENT: Declaration of Confidentiality Form



North York
Family Health Team

SCHEDULE A

DECLARATION OF CONFIDENTIALITY FORM

I, _____ understand that in my capacity as a Director of the North York Family Health Team (NYFHT), confidential information relevant to the NYFHT will be made available to me.

I understand that NYFHT has a Confidentiality Policy and I confirm that I have received, have read and understand the Confidentiality Policy.


I further understand that disclosure of NYFHT's confidential information can harm the reputation and financial health of the NYFHT. I therefore agree not to use, share or disclose any confidential information of the NYFHT with any third party.

DATED this _____ day of _____, _____.

Signature

Date

Witness

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 3.3
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Board Codes of Conduct	
SUBJECT: Conflict of Interest [“Procedures for Declaring and Resolving Conflict of Interest”]	

A. Introduction

In accordance with their legal and fiduciary obligations, Board Members shall at all times act in North York Family Health Team’s (NYFHT) best interests. This means setting aside personal self-interest and performing their duties in transacting the affairs of NYFHT in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

Board members must represent un-conflicted loyalty to NYFHT’s interests. This accountability also supersedes the personal interest of any board member acting as an individual consumer of NYFHT.

Board members are considered to be in a “conflict of interest” whenever they themselves or their Associates may personally benefit, either directly or indirectly, financially or otherwise, from their position on the Board. A conflict of interest may be “real” “potential”, or “perceived”; the same duty to disclose applies to each. Full disclosure in itself does not remove a conflict of interest.

For the purposes of this policy, “Associate(s)” means and includes parents, siblings, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director.

B. Policy

Board members must avoid actual or potential conflicts of interest.

Board members shall not participate in discussion or decision-making about a matter that may directly or indirectly benefit that Director or their Associates. Failure to disclose a conflict of interest may be grounds for dismissal from the Board of Directors.

Previous members of the Board of Directors or their Associates shall not directly or indirectly benefit financially from their association with the North York Family Health Team for a two-year period. No Board member may use his/her position to obtain employment at NYFHT for themselves, family members or close associates.

C. Procedures

1. A Board member must openly disclose the nature and extent of a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.
2. If a Board member (or his/her Associates) becomes interested in a contract, transaction, matter or decision after the Board or committee meeting at which it is first raised, the Board member shall make a declaration at the next Board meeting.
3. A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of NYFHT, or any other matter that competes for the interest of the Board member.
4. Prior to the commencement of any substantive business at meetings of the Board of Directors, the Board Chair shall provide an opportunity for Board members to declare any conflict of interests regarding specific agenda items.
5. If the Board member is not certain if he/she is in a position of conflict of interest, the matter should be brought promptly before the Board of Directors or committee members for advice and guidance. The Board or committee may determine by majority vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
6. Board members who believe or are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member must raise the issue for clarification, first with the Board member in question and then, if still unresolved, with the Board of Directors as a whole. The Board may determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
7. If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
8. Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
9. If a Board member has made a declaration of interest in compliance with the By-law and/or this Policy, the Director is not accountable to NYFHT for any profit he/she may realize from the contract, transaction, matter or decision.
10. If a Board member fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by the By-law and/or this Policy, this shall be considered grounds for termination of his/her position as a Director and Member of NYFHT.
11. The failure of any Board member to comply with the By-law and/or this Policy does not, in and of itself, invalidate any contract, transaction or proceedings in respect of any contract, transaction, matter or decision undertaken by the Board.

12. Board members shall annually sign the Declaration appended hereto as Schedule A and shall deliver their signed Declaration to the Executive Director.
13. In the event of an undeclared Conflict of Interest, the Board Chair and the Executive Director shall consider whether such Conflict of Interest requires disclosure to the Ministry of Health and Long-Term Care.
14. All non-arm's length transactions between the NYFHT and Board Members or their Associates must be based on the fair market value of the services and/or supplies exchanged and must be appropriately disclosed in the financial reports and audited financial statements provided by the NYFHT to the Ministry of Health and Long-Term Care.

D. Governance Indicators

- (a) Receipt of annual, signed Declarations from all Board members.
- (b) The Board's capacity to govern effectively is not impaired by conflicts of interest.



Board Chair

ATTACHMENT: Conflict of Interest Declaration Form



North York
Family Health Team

NYFHT BOARD OF DIRECTORS

Conflict of Interest Declaration Form

Declaration:


By signing below, I, _____ acknowledge having received, read and accepted the Conflict of Interest Policy and Procedures of the North York Family Health Team as well as the relevant provisions contained in the North York Family Health Team's (NYFHT) by-laws. I further acknowledge the significance of the Conflict of Interest Policy and Procedures to the NYFHT and confirm that I will endeavour to avoid Conflicts of Interest, but that if a Conflict of Interest should arise, I will promptly disclose the Conflict of Interest and obtain further direction from the Board, Board Committee, or Board Chair, as the case may be.

I confirm that I understand the Conflict of Interest Policy and Procedures and agree to comply with its terms.

DATED this _____ day of _____, _____.

Signed: _____ Witness: _____

Date: _____

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 4.1
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Governance Process	
SUBJECT: Director Recruitment and Nomination	

A. Introduction

Effective governance requires that the Board of Directors possess an appropriate mixture of skills, experience, personal qualities and diversity.

B. Policy

The Board of Directors recognizes the critical importance of ensuring that the Board of Directors possesses the necessary and appropriate skills, experience, personal qualities and diversity to exercise appropriate governance oversight over the North York Family Health Team's (NYFHT) affairs.

C. Procedures

1. The Board shall identify qualified candidates through the following process:
 - a. The number of Board vacancies shall be determined annually and the necessary criteria to fill those vacancies will be identified by conducting a skill-set and gap analysis.
 - b. Directors shall be evaluated based on their performance. Renewal of their election or appointment shall not be automatic.
 - c. An open call for nominations shall be made on NYFHT's website and interested parties will be encouraged to submit written applications in the form attached hereto as Schedule A.
 - d. Applications shall be submitted to the Chair of the Nominating Committee and shall be reviewed by the Nominating Committee.
 - e. A short-list of candidates shall be developed by the Nominating Committee of those individuals who meet the criteria as identified by the Board. Short-listed candidates

must be interviewed by the Nominating Committee even if they are standing for re-election.

- f. The Nominating Committee shall recommend candidates to the Board for its approval.

Through the nomination and election process, the Board will select directors according to their skill, experience and personal qualities, seeking a balance within the Board of skills and experience, while considering any unique or special requirements of NYFHT at the time.

NYFHT shall seek to ensure that the Board is appropriately representative of the membership's mix of age and gender and include Board members who have or have had demonstrated board experience and/or formal training in directorship and/or governance.

The skills, experience, knowledge and personal qualities that the Board will use to select potential directors are set out below:

Personal Qualities: Ideally, every Board candidate shall possess the personal qualities and behavioral skills set out below. It may not be possible to assess whether every candidate has every one of these qualities. Furthermore, not every candidate need have all of them. However, it would be relevant if any candidate either lacked a number of them, or demonstrably had all or most of them.

- (a) *Integrity:* including a commitment to understanding and fulfilling the duties and responsibilities of a Board member, and maintaining knowledge in this regard through professional development; putting the NYFHT's interests before any personal interests; being transparent and declaring any activities or conduct that might be a potential conflict, and maintaining Board confidentiality.
- (b) *Commitment and Interest:* A visible commitment to NYFHT's on-going success; prepared to invest the time necessary to ensure that success.
- (c) *Objectivity and independent-mindedness:* Capable of forming own judgments and opinions and presenting them clearly; able to ask tough questions and persist in requiring answers; able to argue a minority position.
- (d) *Willingness and ability to listen and ask questions:* Attentive and respectful listener, asks questions in a way that contributes to the debate.
- (e) *Flexibility:* Open to new ideas, forward thinking, and responsive to change.
- (f) *Informed judgment:* Able to focus on the important issues, and base decisions on sound principles, rational analysis, and common sense.
- (g) *Perspective:* Possessing broad knowledge and experience, and able to apply them to discussions.

- (h) *Analytical and innovative thinker*: Possessing well-developed conceptual thinking and problem-solving skills; able to develop innovative approaches and solutions to problems

Skills, Experience and Knowledge:

The Board will reflect a complementary mixture of skills, experience and knowledge, as set out in this matrix:

	Skill Categories	Directors: Who has what?	Prospects: Who has what?
Financial performance	Qualifications and experience in accounting or finance		
Policy Development	Ability to identify key issues for NYFHT and develop appropriate policies to define parameters within which NYFHT should operate		
Risk and compliance oversight	Ability to identify key risks to the NYFHT in the areas of legal and regulatory compliance, and to develop and monitor risk and compliance systems		
Governance	Knowledge and experience in best practice governance structures, policies and processes (particularly in the not-for-profit context)		
Information technology	Knowledge and experience in the strategic use of information management and information technology, particularly collection of health data and electronic health records, and including personal information privacy and security risk management.		
Executive management	Experience at an executive level including ability to appoint/evaluate the CEO; oversee strategic human resource management and employee relations; and oversee large-scale organizational change.		
Clinical governance	Knowledge and experience in clinical leadership, practice and governance; safety and quality standards of service delivery in primary health care, and		

GP4.1 – Director Recruitment and Nomination

	Skill Categories	Directors: Who has what?	Prospects: Who has what?
	associated performance measurement and reporting		



Board Chair

ATTACHMENT: North York Family Health Team Director Recruitment / Nomination Policy

SCHEDULE A
NORTH YORK FAMILY HEALTH TEAM DIRECTOR RECRUITMENT /
NOMINATION POLICY

NORTH YORK FAMILY HEALTH TEAM
Application for Membership to the Board of Directors

Instructions:

To apply to be a member of NYFHT's Board of Directors, please complete this form and submit your completed form, along with a copy of your current CV, by mail, fax or email to:

Chair, Nominating Committee,
North York Family Health team,
(*insert information)

*For more information about the application process, please contact (*insert information).*

APPLICANT CONTACT INFORMATION:

Surname:	First Name:
Home Address:	
Home Phone Number:	Business Phone Number:
Email Address:	
Preferred Method of Contact:	

ELIGIBILITY CRITERIA AND CONDITIONS OF APPOINTMENT:

- (a) Directors must be at least 18 years of age.
- (b) Undischarged bankrupts are ineligible to serve as Directors.
- (c) A Director may not be a an employee of NYFHT.
- (d) A Director is expected to commit the time required to perform Board and Board committee duties.
- (e) Directors must fulfill the requirements and responsibilities of their position – for example, preparing for and attending board and committee meetings, upholding their fiduciary obligations and working cooperatively and respectfully with other Board members. Directors must comply with legislation governing NYFHT, NYFHT's by-laws, policies and procedures, and all other applicable rules.
- (f) Directors must sign a declaration confirming their agreement to adhere to their

fiduciary duties, and board and corporate policies.

CONFLICT OF INTEREST DISCLOSURE STATEMENT:

Directors must avoid conflicts between their self-interest and their duty to NYFHT. In the space below, please identify any relationship with any organization that may create a conflict of interest, or the appearance of a conflict of interest, by virtue of being appointed by the Board.

KNOWLEDGE, SKILLS AND EXPERIENCE:

The Board seeks a complementary balance of knowledge, skills and experience. Please complete schedule A of this form.

Please indicate your current occupation or past, if retired:

Please list current or prior board experience (including any Board Committees that you have served on):

What areas of Board work are of particular interest to you?

Please describe any involvement you have or had with other health care groups or community agencies within your community.

Please provide at least 3 references.

DECLARATION:

By submitting this application, I declare the following:


- (a) I meet the eligibility criteria and accept the conditions of appointment set out above;
- (b) I have read and agree to comply with the following (attached to this application):
 - I. Position Description – Board of Directors’ Duties and Expectations of a Director
 - II. Board Code of Conduct
 - III. Conflict of Interest Policy
- (c) I certify that the information in this application and in my resume is true.

Signature: _____ Date: _____

**Application for Membership to the NYFHT Board of Directors
Schedule A - Knowledge, Skills and Experience**

Please indicate your areas of knowledge, skills and experience by checking off the relevant boxes in the table below. It is not expected that you possess knowledge, skills and experience in all the areas set out in the table. Please indicate only those areas that apply to you.

Accounting / Finance <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Information Technology <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Board & Governance <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Legal <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Business & Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Quality & Patient Safety Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Clinical <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Quality & Performance Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Health Care Administration & Policy <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Human Resources Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Strategic Planning <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Risk Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	<p>Policy Number: GP - 4.2</p>
	<p>Approval Date: March 2014</p>
	<p>Date Reviewed: Review – 3 Years</p>
<p>SECTION: Effective Governance</p>	
<p>SUBJECT: Board Orientation and Development</p>	

A. Introduction

The members of the Board of Directors of non-profit organizations must ensure, both individually and collectively, that they understand their roles, responsibilities, and legal obligations. Regardless of individual competencies, the Board as a whole must be familiar with its governance role. Effective Boards view orientation as essential to their success.

Individually and collectively, Board members are responsible for their governance learning. Boards of Directors are encouraged to identify their learning needs on an annual basis and to implement Board development strategies.

B. Policy

The Board of Directors shall ensure that newly elected or appointed Board members receive an effective orientation following their election or appointment that adequately prepares them to fulfill their governance duties. The orientation shall include, but not be limited to, Board objectives (goals) and plans, by-laws, policies and procedures, Board members' responsibilities, services and programs, administrative and service structure, and budget and funding.

The Board of Directors shall invest in its governance capacity by allocating resources for Board development in the annual budget.

The Executive Director shall support the Board in the development and implementation of continuing Board education.

C. Procedures

Orientation

1. The Board Chair and/or designate, in collaboration with the Executive Director, shall ensure that new Board members receive an effective orientation following their election or appointment. All Board members are encouraged to contact the Executive Director or Board Chair if they have any questions.

2. All new and current Board members will be required to sign and submit signed Declarations upon their appointment and/or annually, as required by the North York Family Health Team's (NYFHT) Policies and Procedures, including Code of Conduct, Confidentiality and Conflict of Interest.
3. The Executive Director shall ensure that each new Board member receives a copy of NYFHT's Governance Manual, including NYFHT's by-laws and governance policies and procedures.

Development

1. On an annual basis, the Board of Directors shall identify Board development and continuing education needs, identify a budget designed to enhance its governance capacity, and develop an implementation plan that shall be established and evaluated annually.
2. Tools to help the Board identify its development needs may include, but are not limited to, the following:
 - (a) survey of Board members after each Annual General Meeting;
 - (b) regular Board evaluation questionnaires to help the Board reflect and review the way they need to continue to develop as a Board.
3. Attendance at special workshops, seminars and conferences or "training segments" at some regular Board meetings relevant to Board members' responsibilities shall be encouraged. Board members attending external Board development and training opportunities will be requested to share learnings with their Board colleagues.

D. Governance Indicators

Orientation


All new Board members participate in a formal orientation process and receive a Board Orientation Manual. After three months on the Board, all new Board members confirm that they have received an orientation.

Development

Board members attend and/or receive governance development and training opportunities on an annual basis, as available.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 4.3
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Effective Governance	
SUBJECT: Board Performance, Evaluation and Monitoring	

A. Introduction

Boards of Directors develop methods to evaluate their functioning, whether through self-evaluation programs or through the use of outside observers. An assessment of the Board provides an opportunity for a governing body to reflect on its overall effectiveness and can help to measure progress and identify areas for improvement.

B. Policy

The Board of Directors shall regularly review the effectiveness of its governance.

C. Procedures

1. On a regular basis, the Board Chair shall initiate an annual self-evaluation process for the Board of Directors and the Board Chair shall ordinarily take place at North York Family Health Team's (NYFHT) Annual General Meeting. The Board Chair may also initiate an external evaluation, where he/she considers it necessary or appropriate.
2. The Board Chair and/or an assigned Board committee shall develop key evaluation criteria through which the quality of the Board's performance may be effectively evaluated. Such key criteria shall include, at a minimum, the following: Priorities and Issues Management, Decision-making, Structure, Personal Contributions
3. The Board Chair and/or an assigned Board committee shall develop, adopt, and use an evaluation tool or instrument to obtain feedback from Board members. The Board Chair and/or an assigned Board committee shall be designated to summarize the evaluations.
4. Collectively, the Board of Directors shall review the evaluation summary and determine the action required to enhance governance competency and capacity.

D. Governance Indicators

There is an eighty percent (80%) satisfaction level with the evaluation by Board members.



Board Chair

ATTACHMENT: Board Evaluation Tool



BOARD EVALUATION TOOL

Meeting Date: _____ Name of Board Member _____

Priorities and Issues Management

	Strongly disagree			Strongly agree		
That matters brought before the Board were appropriate.	1	2	3	4	5	N/A
The Board's approaches to managing strategic issues were satisfactory.	1	2	3	4	5	N/A
As a Board Member I know why a matter is on our agenda.	1	2	3	4	5	N/A
I am satisfied with the processes used to manage our Board deliberations.	1	2	3	4	5	N/A
Approaches to conflict resolution are in place.	1	2	3	4	5	N/A

Comments on Your Response: _____

Decision Making

When making Board decisions, I have access to key information in an appropriate and timely manner.	1	2	3	4	5	N/A
Resources, voluntary, staff and financial as well as alternatives are considered when making Board decisions.	1	2	3	4	5	N/A
Board decisions were made with best interests of the entire membership in mind.	1	2	3	4	5	N/A
Board decisions were well considered and not rushed.	1	2	3	4	5	N/A
The Board worked cohesively throughout the decision making process.	1	2	3	4	5	N/A

Comments on Your Response: _____


Structure

	Strongly disagree			Strongly agree		
The Board meeting was organized/timed effectively.	1	2	3	4	5	N/A
The Board agenda was organized/structured effectively.	1	2	3	4	5	N/A
The Board information and attachments were packaged efficiently and distributed in advance.	1	2	3	4	5	N/A
Board members were respectful in dealing with matters in the time frame allowed.	1	2	3	4	5	N/A
Any conflict arising was handled respectfully and effectively to everyone=s satisfaction.	1	2	3	4	5	N/A
The Board took time to evaluate its work at the end of the meeting.	1	2	3	4	5	N/A
The minutes of the previous meeting together with any follow-up action were distributed within the agreed upon time frames.	1	2	3	4	5	N/A

Comments on Your Response: _____

Personal Contributions

I spent an appropriate amount of time preparing myself for the Board Meeting; becoming familiar with the issues.	1	2	3	4	5	N/A
It is clear to me where and from whom to obtain further information or clarification if required.	1	2	3	4	5	N/A
I am able to use my particular skills and talents for the benefit of the Board.	1	2	3	4	5	N/A
Board participation is a positive experience for me.	1	2	3	4	5	N/A

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 4.4
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Governance Process	
SUBJECT: Release of Information - Communications	

A. Introduction

The roles, responsibilities and procedures concerning communications on the North York Family Health Team’s (NYFHT) behalf are expected to be outlined in order to ensure consistent and coordinated representation of NYFHT to the community.

B. Policy

Board members have a responsibility to represent NYFHT to the community in a positive manner and to respect this Communications Policy and Procedure and NYFHT’s communications protocols.

C. Procedures

1. The Board Chair, or his/her delegate, is the official spokesperson for NYFHT on matters of crisis, policy, and overall direction. The Vice-Chair will assume this role in the absence of the Board Chair.
2. The Executive Director will serve as the spokesperson for NYFHT’s day-to-day operations, including programs, services and advocacy.
3. Individual Board members will not respond to media inquiries but will refer them to the appropriate spokesperson. Violation of this policy and procedure is a breach of confidentiality. If confidentiality is so violated, the Board of Directors shall collectively determine whether dismissal of the Board member from the governing body is appropriate.
4. All media requests made to staff members shall be referred to the Executive Director.
5. The Board Chair and Executive Director shall inform each other promptly of any media inquiries relating to NYFHT. Wherever possible, media releases shall be approved by the Chair of the Board and the Executive Director, and/or their delegates. Wherever possible, press conferences shall be conducted and/or attended by both the Board Chair and the Executive Director.


D. Governance Indicators

Board members represent NYFHT in a positive manner.

Board members, management and staff comply with this policy and NYFHT's communications protocols.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 4.6
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Effective Governance	
SUBJECT: Risk Management	

A. Introduction

Risk management is an integral element in the appropriate and effective management of an organization. North York Family Health Team (NYFHT) recognizes the critical importance of ensuring that risks are carefully and proactively identified, assessed and managed in order to minimize the risk of injury to NYFHT’s patients, breaches of privacy and confidentiality, injury to staff members, loss of or damage to assets, and harm to NYFHT’s reputation.

B. Policy

The Board of Directors shall ensure that NYFHT develops and adheres to a risk management framework that embeds proactive consideration of risks to NYFHT, to its members, and to its patients and staff.

C. Procedures

1. The Executive Director shall develop a Risk Management Plan, to be approved by the Board of Directors, and implemented to minimize potential liability.
2. The Risk Management Plan shall ensure that risks to the NYFHT are proactively identified and that effective risk mitigation strategies have been developed and implemented for all material, identified risks.
3. The Board shall ensure that appropriate and comprehensive insurance is obtained and maintained in order to minimize the risk of injury to NYFHT’s overall financial standing and reputation. Such insurance coverage shall be in amounts not less than the average for comparable organizations.
4. The Board shall ensure that appropriate risk assessment is a standard feature of its decision-making.
5. The Board shall ensure that internal controls to NYFHT are appropriate and effective so as to minimize the risks arising from inadequate or ineffective internal controls.


Such controls may include segregation of duties, inventorying of assets, financial controls, audits,

D. Governance Indicators

1. NYFHT's assets are not placed at risk.
2. Insurance coverage is maintained at an acceptable level reflective of current best practice.
3. The Risk Management Plan is developed and implemented.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 0.2
	Approval Date: October 9, 2013
	Date Reviewed: Review – 3 Years
SECTION: Governance Process	
SUBJECT: Corporation Membership	

POLICY


The NYFHT Board of Directors shall vote in all new corporation members to the NYFHT, as per Section 2.1 of Bylaw #3.

PROCEDURE:

1. Each FHO Physician Lead will notify the NYFHT Administration Office that a new physician is joining the team.
2. A copy of the Bylaws with the attached Membership Form will be sent to the FHO Physician Lead for the new Physician’s signature.
3. Once the form is signed, it will be sent back by email, fax or in person to the NYFHT Executive Assistant at the Administration Office, along with their contact information.
4. All new members must be approved by the Board of Directors at a General Board Meeting.
5. Membership forms will be filed in the Administration Office.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	<p>Policy Number: GP – 03</p>
	<p>Approval Date: October 9, 2013</p>
	<p>Date Reviewed: Review – 3 Years</p>
<p>SECTION: Governance Process</p>	
<p>SUBJECT: Meetings in Camera</p>	

Preamble:

1. Since, as a matter of practice, meetings of the Board are not open to the public or to the media, the question of *in-camera* meetings that exclude members of the public or of the media does not arise.
2. *In-Camera* meetings are an exception to the usual procedure for meetings of the Board and for Committees of the Board.
3. There can, nevertheless, be circumstances why it would still be appropriate to have an *in-camera* meeting. The following situations may or may not necessitate adjournment to an *in-camera* session:
 - a. Performance review, performance conflict/progressive discipline, or salary issues which pertain to specific individual member(s) of the Staff.
 - b. Performance review, performance conflict/progressive discipline, or other issues which pertain to specific individual member(s) of the Board of Directors.
 - c. Matters pertaining to the purchase of property.
 - d. Matters pertaining to budget negotiations and negotiating salary.
 - e. Matters pertaining to legal issues.
 - f. Conflict of interest.
4. All matters discussed by the Board are subject to Board policy on confidentiality. Matters discussed “*in-camera*” may not be discussed by Board members outside the *in-camera* meeting of the Board, or the Committee of the Board as the case may be, except as directed by the Chair.

Policy:

1. All members of the Board have the right to attend every meeting of the Board; all members of the Board appointed to a Committee of the Board have the right to attend every meeting of the Committee; however, where required, under conflict of interest procedure or as otherwise set out in Policy on Governance Process, the Chair of the Board or of the Committee as the case may be, shall direct that a member of the Board so affected shall not attend a meeting or a portion of a meeting that will deal with the matter.
2. The Executive Director and Medical Director of the corporation attend meetings of the Board and Committees of the Board as *ex-officio*; however, where a portion of a meeting will concern the Executive Director's and/or Medical Director's own employment Agreements, or will concern the views of the Board, or a Committee of the Board, as part of the Executive Director's and/or Medical Director's performance review, or will concern the views of the auditors of the corporation in relation to the financial statements of the corporation, the following procedure is to be followed:
 - a. The Board Chair, or the Committee Chair, as the case may be, shall identify a future meeting date at which the matter concerning the Executive Director and/or Medical Director will be on the agenda item;
 - b. Notice of the date of the meeting so identified will be given to all Board members, or Committee members as the case may be, and to the Executive Director and/or Medical Director in conjunction with the usual pre-circulation of agenda material for the meeting;
 - c. The Board, or members of the committee of the Board as the case may be, at the beginning of the meeting so identified shall:
 - i. Determine, by resolution, whether or not to proceed with the indicated agenda item at that meeting; and
 - ii. If the decision is to proceed with the agenda item at that meeting, the item shall be tabled until toward the end of the meeting time and at that time the meeting will be declared *in-camera*.
 - iii. Once the in-camera portion of a meeting of the Board, or of a Committee of the Board, is about commence, all staff will leave the meeting and only Board members or Committee members shall remain for discussion of the agenda items in-camera.
 - d. Once the in-camera portion of a meeting of the Board, or of a Committee of the Board, is about to commence, all staff will leave the meeting and only Board members or Committee members shall remain for discussion of the agenda items in-camera.
3. In the event that employees of the corporation, other than the Executive Director and/or Medical Director, consultants including accountants, lawyers, or others who are not members of the Board are by invitation in attendance at a meeting of the Board, or at a meeting of a Committee of the Board (Invitees),


- a. The Chair, exercising discretion, or the Board, by resolution, or, as the case may be, the members of a Committee of the Board, may declare specific matters to be subject to *in-camera* discussions; however, the *in-camera* exclusion shall extend only to the Invitees. Board members and the Executive Director and/or Medical Director shall not be excluded from *in-camera* discussions except in the circumstances noted in items 1 and 2 of this Policy.
- b. Specific matters that would be the basis for an *in-camera* session that would exclude Invitees shall include:
 - i. Any personal matter;
 - ii. Any matter related to the behaviour of a Board member;
 - iii. Any matter related to a complaint that would involve disclosure of any particulars of the complainant; or
 - iv. Any matter discussion of which, or disclosure of information in relation to which, is restricted under the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. F. 31, as amended.

Summary:

1. In-Camera sessions should be planned at the end of a regular Board Meeting if possible so those who are excluded can leave early. If planned separately i.e. teleconference, a regular Board Meeting is first called and then the following processes (Item #2-5) occur.
2. A motion is made at a Regular Board Meeting to move to *in-camera*. The motion should include the reason for moving *in-camera* as well as who should not attend the *in-camera* session. This motion, approved by the Board, must be recorded in the regular Board Meeting minutes.
3. Discussion and recommendations arising from the *in-camera* sessions are brought forward as motions when the Board reconvenes, and the motions and results are recorded in the Regular Board meeting minutes.
4. Therefore, the Board is required to report in the Regular Board Meeting minutes that: *a motion (with particular outlined in #2) was made to go in-camera, a motion was made to resume the Regular Board meeting again and any motions that resulted from the in-camera session.* The regular Board meeting then continues as usual.
5. That the discussion highlights will be recorded and not distributed.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 6.1
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Executive Director Authority and Accountability	
SUBJECT: Executive Director – Delegation of Authority to the Executive Director	

A. Introduction

The authority given to the Executive Director is delegated by the Board of Directors and is clearly articulated in documents of the North York Family Health Team (NYFHT). The Executive Director is then held accountable for the outcomes of the NYFHT in relation to delegated authority.

B. Policy

All Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff, as far as the Board is concerned, derives from the authority and accountability of the Executive Director.

- (a) The Board shall direct the Executive Director to achieve certain results, within budget limitations, through the establishment of a strategic plan, governance policies, and directives. The Board may limit the latitude that the Executive Director may exercise in practices, methods and conduct through establishment of Executive Director Limitations policies.
- (b) No individual board member, officer or committee has authority over the Executive Director. Information may be requested, but, if in the Executive Director's judgment, such a request requires a material amount of staff time or resources that may affect other priorities, the Executive Director may suggest alternatives or suggest that the request be referred to the Board for possible reallocation of priorities, timing and/or resources.
- (c) The Executive Director shall not perform, allow, or cause to be performed any act that is contrary to explicit Executive Director Limitations policies.
- (d) In the event that a Board policy has been violated, the Executive Director shall immediately inform the Board Chair. The matter shall then be reviewed by the Board to determine whether or not the action was appropriate and whether corrective or disciplinary action is necessary.

C. Procedures


1. The Board of Directors shall ensure that a strategic plan is developed to specify NYFHT's overall direction.
2. The Board of Directors may define the parameters of authority delegated to the Executive Director in governance policy.

D. Governance Indicators

A strategic plan and governance policies are developed and reviewed at regular intervals by the Board of Directors.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 6.2
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Executive Director Authority and Accountability	
SUBJECT: Executive Director Role and Responsibilities	

A. Introduction

The Executive Director is accountable to the Board of Directors for North York Family Health Team’s (NYFHT) overall management and performance.

B. Policy

The role and responsibilities of the Executive Director are defined by the Board of Directors and shall be set out in the position description and employment agreement. The authority and accountability of the Executive Director may be limited in Executive Director Limitations policies.

As a key leader within NYFHT, the Executive Director, through authority delegated by the Board of Directors, has overall responsibility for managing/implementing Board policies, and managing and directing NYFHT’s programs and services, financial management, management of NYFHT staff, risk analysis, and community relationship management.

C. Procedures

1. **Position Description** – The Board of Directors shall develop a position description for the Executive Director specifying the following:
 - (a) Position Title and Summary;
 - (b) Reporting Relationship/Accountability;
 - (c) Primary Duties and Responsibilities;
 - (d) Qualifications;
 - (e) Authority;
 - (f) Working Conditions; and
 - (g) Salary range.

The Board of Directors shall review the position description of the Executive Director as part of the performance monitoring process.

2. **Employment Contract** – the Board of Directors shall be responsible for the search and appointment of the Executive Director.

On an annual basis, the Board of Directors shall review the employment contract of the Executive Director.


The employment contract shall address the following topics: Duties, Evaluation, Terms of Employment (salary, notice, benefits), and NYFHT's obligations.

D. Governance Indicators

The position description and employment contract clearly articulate the role and responsibilities of the Executive Director position.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Number: GP – 6.3
	Approval Date: March 2014
	Date Reviewed: Review – 3 Years
SECTION: Executive Director Authority and Accountability	
SUBJECT: Monitoring Executive Director Performance	

A. Introduction

The process of monitoring the performance of the Executive Director and should include a formal annual evaluation.

B. Policy

Monitoring Executive Director performance is synonymous with monitoring organizational policy against strategic priorities and governance policies. The purpose of monitoring is to determine the degree to which strategic priorities are being achieved and governance policies are being fulfilled.

Monitoring ongoing progress in achieving strategic priorities and day-to-day adherence by the Executive Director with governance policies shall be done through the process of regular written performance evaluations.

C. Procedures

1. Appraisal of the Executive Director's performance should reflect the Executive Director's role and responsibilities as set out in his/her Position Description and Employment Contract.
2. The Board shall conduct an annual performance evaluation of the Executive Director. The format and process of the performance evaluation shall be determined in consultation with the Executive Director. The Board may appoint a Board committee to be responsible for conducting this evaluation.
3. Board members shall have the opportunity to participate in the evaluation by providing feedback through the completion of a Performance Evaluation form that may be developed, approved, and used from time to time by the Board. Other stakeholders may be identified and invited to participate in the evaluation process.
4. The Board Chair and/or the responsible Board committee shall compile the results of the evaluation and meet with the Executive Director to review and discuss the results of the Performance Evaluation.

GP-6.3 Monitoring Executive Director Performance


5. In the event that the Executive Director's performance is deficient or there is a loss of confidence in the Executive Director, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Executive Director will require a minimum of fifty-one percent (51%) vote by the Board of directors in favour of dismissal at a meeting duly called to consider this action.

D. Governance Indicators

The performance of the Executive Director is determined to be satisfactory.



Board Chair

 <p style="text-align: center;"><i>North York</i> Family Health Team</p> <p style="text-align: center;">BOARD POLICIES & PROCEDURES</p>	Policy Name: F – 8.1
	Date Approved: March 2014
	Review Dates:
SECTION: Finance	
SUBJECT: Annual Budget Approval & Monitoring Process	

POLICY STATEMENT: The budget is the North York Family Health Team’s (NYFHT) central financial plan for establishing and achieving its annual health service goals and objectives through effective financial resource management, delegated responsibility and overall accountability.

OBJECTIVES: The goal of the NYFHT’s budget is to:

- help determine and achieve the NYFHT’s realistic goals and priorities for the coming year by linking the goals and objectives to its resources;
- be balanced such that planned expenditures do not exceed expected revenues;
- be thoughtfully prepared and timely, using reliable estimates and information gathered from prior period data and reasonable estimations;
- ensure safety margins are built into the budget as contingency planning measures;
- be a tool to control and routinely monitor, with detailed variance explanation when required, the financial activities of the NYFHT;

Responsibilities of the Board are to:

- Review and assure that the NYFHT has a realistic plan for achieving both the annual and long-term program and financial organizational goals;
- Assure that the NYFHT maintains and, to the extent possible, increases its service capacity;
- Approve responsibilities of the Board Finance Committee according to the Terms of Reference of the Finance Committee;
- Assure that the budget is understood and reflects a realistic and balanced budget such that planned expenditures do not exceed expected revenues;
- Review and provide final approval of the Budget;
- Regularly monitor, evaluate, question and take action on significant budget variances as necessary.

BUDGET PROCEDURE:

1. The Executive Director and management will draft and present the preliminary budget to the Board Finance Committee for review and approval.
2. Once approved by the Finance Committee, the committee Chair will recommend that the budget be reviewed and approved at the next Board meeting.
3. The Finance Committee Chair will present the budget to the Board. The Board will review and approve the budget for submission to the Ministry of Health and Long-term Care.
4. The Finance Committee will continue to report actual budget performance to the Board of Directors at their general meetings.



Board Chair