

**THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE  
BOARD GOVERNANCE  
BOARD GOVERNANCE RECORDS POLICY**

**Preamble**

The purpose of this policy is to describe the collection, retention and accessibility of Board Records related to the Governance Framework of the Perley Rideau Veterans' Health Centre (the Perley Rideau). These records are accessible to the public except where access is denied in accordance with the law, the By-Laws of the Perley Rideau, or this Policy. This Policy also establishes the creation of an electronic research tool to assist Directors in their duties. The Governance Committee of the Board of Directors is the sponsoring Committee of this Policy.

**Board Governance Records**

Board Governance Records consist of those documents that make up the Governance Framework of the Perley Rideau and are originated by the Perley Rideau or its predecessor including:

- The Supplementary Letters Patent of the Perley Rideau
- The Rideau Veterans Home Transfer Agreement
- The By-Laws of the Perley Rideau
- The Ethics Policy Framework of the Perley Rideau
- The Directors' Terms of Reference
- Board Directives
- Board Governance Records Policy
- Board Policies
- Board Operating Philosophy and Procedure
- Board Collective and Individual Performance Evaluation Policy

In addition to the above this policy shall also apply to the following:

- The Agendas and Minutes of Meetings of the Annual Meeting of Members of the Perley Rideau
- The Agendas and Minutes of Meetings of Special Meetings of Members
- The Agendas and Minutes of Meetings of the Board of Directors of the Perley Rideau
- The Agendas and Board Committee Records of Meetings of the Perley Rideau

## **Collection and Retention of Records**

The Executive Director of the Perley Rideau acting in his capacity as the Secretary to the Perley and Rideau Veterans' Health Centre Corporation shall be responsible for maintaining the original Board Governance Records and the additional records identified in the preceding section in hard copy.

The Board Governance Records shall also be maintained in electronic format on the Perley Rideau website accessible to the public in the following fashion. There should be a main menu identified as **Board Governance** and it should have the following sub-menus:

- **Introduction**
  - This should contain a brief written introduction to the Governance Framework of the Perley Rideau
  
- **Legislation**
  - This should contain a brief written description of the Legislative environment in which the Perley Rideau finds itself
  
- **Letters Patent**
  - This should contain a brief written description of the Supplementary Letters Patent of the Perley Rideau
  - This should also contain an electronic version of the Supplementary Letters Patent
  
- **The Rideau Veterans Home Transfer Agreement**
  - This should contain a brief written description of the agreement and where it can be obtained
  
- **By-Laws**
  - This should contain a brief written description of the By-Laws of the Perley Rideau
  - This should contain an electronic copy of the By-Laws of the Perley Rideau
  
- **Ethics**
  - This should contain a brief written description of the Ethics Policy Framework for the Perley Rideau
  - This should contain an electronic copy of the Perley Rideau Ethics Policy Framework and related appendices

- **Directors' Terms of Reference**
  - This should contain a brief written description of the Directors' Terms of reference for the Perley Rideau
  - This should contain an electronic copy of the Directors' Terms of Reference for the Perley Rideau
  
- **Board Directives**
  - This should contain a brief written description of the Board Directives for the Perley Rideau
  - This should contain an electronic copy of the Board Directives and related appendices
  
- **Board Governance Records Policy**
  - This should contain a brief written description of the Board Governance Records Policy for the Perley Rideau
  - This should contain an electronic copy of the Board Governance Records Policy
  
- **Board Policies**
  - This should contain an alphabetical *listing of Board Policies*
  - This should contain an electronic *copy of each Board Policy listed*
  
- **Board Operating Philosophy and Procedure**
  - This should contain a brief written description of Board Procedures and the Governance operating philosophy for the Perley Rideau
  - This should contain an electronic copy of the Board Operating Philosophy and Procedure document
  
- **Board Collective and Individual Performance Evaluation Policy**
  - This should contain a brief written description of the Board Collective and Individual Performance Evaluation Policy for the Perley Rideau
  - This should contain an electronic copy of the Board Collective and Individual Performance Evaluation Policy

The following documents shall also be kept in electronic format on the website of the Perley Rideau in the fashion that follows and shall be accessible only to: Directors of the Perley Rideau and those persons designated by the Chair of the Board; the Executive Director of the Perley Rideau and persons designated by him.

- **Annual Members Meetings**
  - This should contain an electronic copy of the *Agendas of Annual Meetings of Members* with supporting documents where in the discretion of the Executive Director of the Perley Rideau it is practical and not cost prohibitive to include an electronic version of the supporting documents. The Agendas should be listed in order of most recent meeting first
  - This should contain an electronic copy of the *Minutes of the Annual Meetings of Members* listed in order of the most recent meeting first
  - This should contain an electronic copy of the *Agendas of Special Meetings of Members* with supporting documents where in the discretion of the Executive Director of the Perley Rideau it is practical and not cost prohibitive to include an electronic version of the supporting documents
  - This should contain an electronic copy of the *Minutes of Special Meetings of Members*
  
- **Board of Directors Meetings**
  - This should contain an electronic compendium of *Board decisions/resolutions* made by the Board at its meetings. The compendium should be searchable by date at which the decision/resolution was made, by principal function of the Board: Compliance Oversight(CO); Direction Setting(DS); Financial Oversight(FO); Human Resource Stewardship(HR); Performance Evaluation(PE); Risk Management(RS), or Stakeholder Relations(SR), or by Board Project: Guest House(GH); Supportive Housing(SH); or Enhanced Revenue(ER). The Chair of the Board shall have the discretion to decide which decisions/resolutions are to be entered in the compendium and shall designate the principal function of the Board or Board Project that the decision/resolution relates to. The Board is not limited to the above search capability but the above denotes the minimum capability that is desirable

- This should contain an electronic copy of *Board Agendas* with supporting documents where in the discretion of the Executive Director of the Perley Rideau it is practical and not cost prohibitive to include an electronic version of the supporting documents. The Agendas should be listed in order of most recent first. The Agendas should be searchable by date and the words contained in the names of the Board's Committees, or by the principal functions of the Board described above for use in the Board decision/resolution compendium or by Board Project as described above. The preceding denotes the minimum search capability and does not limit the Board in requesting an expanded capability into the future
- This should contain an electronic copy of *Minutes of Board Meetings* listed in order of the most recent meeting first. The Minutes should be searchable by date and the words contained in the names of the Board's Committees, or by the principal functions of the Board described above for use in the Board decision/resolution compendium, or by Board project as described above. Again this does not limit the Board seeking an expanded capability in the future
- **Board Committee Meetings**
  - This should contain an electronic copy of *Board Committee Agendas* with supporting documents where in the opinion of the Executive Director it is practical and not cost prohibitive to include an electronic version of the supporting documents. The Board Committee Agendas should be listed in order of most recent first
  - This should contain an electronic copy of Board Committee Record of Meetings listed in the most recent first
- **Board Confidentiality**
  - Where in accordance with the law, the By-Laws of the Perley Rideau or this Policy an electronic Record, or any portion thereof, to which this policy applies is required to be kept confidential but would otherwise be accessible to the public shall be segregated electronically and be accessible only by Directors, the Executive Director of the Perley Rideau and persons designated by the Executive Director for the purposes of carrying out the purposes of this policy

### **Board Research Tools**

There should be established on the website of the Perley Rideau under the Board Governance menu a sub-menu accessible only by Directors, the Executive Director of the Perley Rideau or persons designated by him where information relevant to the carrying out of a Director's duties can be accessible by Directors on a read only basis. Minimum sub-menus are to include:

- The OANHSS Executive Report
- Links to relevant websites such as OANHSS , The Ministry of Health and Long Term Care, The Minister of Veterans Affairs, The Canadian Coalition for Good Governance etc.
- A data base of readings on issues relevant to a Director's duties that a Director can refer to. Anyone who has access to this portion of the website should be able to recommend an addition to it and should be able to download from it

The management of this research tool is the responsibility of the Executive Director of the Perley Rideau or a person designated by him.

**Approved by the Board of Directors on the 5<sup>th</sup> day of March, 2009.**

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**Chair of the Board**