

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE (Perley Rideau)
BOARD GOVERNANCE
BOARD DIRECTIVES

1. Authority and Amendment

- a. The Perley and Rideau Veterans' Health Centre is a not for profit long term care health facility incorporated under the laws of Ontario. In accordance with its Supplementary Letters Patent and its By-Laws the Board of Directors issued these directives.
- b. These directives supplement the By-Laws and in the event of any conflict between the By-Laws and these directives the By-Laws shall prevail.
- c. These directives may be revoked or amended by resolution of the Board of Directors.
- d. These directives together with the By-Laws of the Corporation shall be reviewed by the Board of Directors every three years.

2. Board Responsibilities and Functions

- a. The Board of Directors is responsible for the affairs of the Perley Rideau in all things. It provides strategic direction to the Executive Director formulates Board policies for the governance of the Perley Rideau and provides oversight of Perley Rideau processes and outcomes.
- b. The principal functions of the Board of Directors include:
 - i. Compliance Oversight: Confirming that the affairs of the Perley Rideau are conducted in accordance with the law, government standards, the Corporation's By-Laws and the framework of directives and policies established by the Board of Directors;
 - ii. Direction Setting: Establishing the mission, vision, values, ethics, strategic direction and corporate objectives of the Perley Rideau;
 - iii. Financial Oversight: Reviewing and approving financial plans, securing adequate financial resources for operational and capital requirements, assessing results and ensuring the integrity of financial reporting for the Perley Rideau;
 - iv. Human Resource Stewardship: Confirming sound human resource practices and policies for directors, staff, and volunteers;

- v. Performance Evaluation: Providing oversight of the performance of the Perley Rideau, including: its operations; the Board; its Directors; and the Chief Executive Officer;
- vi. Risk Management: Ensuring that relevant strategic risks and opportunities are systematically identified and acted upon to the benefit of the Perley Rideau; and
- vii. Stakeholder Relations: Promoting and maintaining effective relationships with external stakeholders.

3. Board Committees

a. The By-Laws of the Perley Rideau allow the Board of Directors to establish Standing Committees to assist the Board in carrying out its functions. The Board may also appoint any Special Committee when necessary for a specific task or project.

b. Written Terms of Reference for each Standing or Special Committee specify the Committee's major functions, composition and reporting requirements. Except as the Board of Directors may from time to time otherwise direct, the authority of Committees is limited to providing recommendations for Board action. Terms of Reference of Standing Committees shall be annexed to these directives as Appendices.

c. At the first meeting of the Board of Directors following the Annual Meeting of the Corporation; the Board of Directors shall decide which Committees are to be active for the following year and shall appoint Chairs and assign directors for each of the active Committees. The Board may at any other time of the year appoint additional or alternate members to Committees for the purposes of filling vacancies or to meet requirements. The Board may also appoint persons other than directors to be members of Committees. The Committee Chairs shall always be directors.

d. Committees shall meet in accordance with their Terms of Reference with the dates and location of Committee meetings promulgated in advance. The approved written record of Committee meetings shall be appended to the agenda of the next monthly meeting of the Board of Directors of the Perley Rideau.

e. The Executive Director of the Perley Rideau is an *ex officio* member of Board Committees and shall receive notice thereof and is welcome to but not obliged to attend said meetings.

f. The Chair of each Standing Committee shall recommend to the Executive Committee before the Board Meeting in September the corporate objectives that will be the focus of the Standing Committee's work for that year. In the spring of each year at the request of the Chair of the Board of Directors the Chair of each Standing Committee shall report to the board their progress on the work they have focussed on and recommended to the Board the previous September.

Appendices

- Appendix A: Executive Committee Terms of Reference
- Appendix B: Strategic Planning Committee Terms of Reference
- Appendix C: Quality of Life and Safety Committee Terms of Reference
- Appendix D: Audit and Risk Management Committee Terms of Reference
- Appendix E: Governance Committee Terms of Reference
- Appendix F: Stakeholder Liaison Committee Terms of Reference

Approved by the Board of Directors on the 04th day of February, 2010.

Chair of the Board