

**THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE (Perley Rideau)  
BOARD GOVERNANCE  
BOARD POLICY ON THE RECRUITMENT, SELECTION, TRAINING  
AND DEVELOPMENT OF DIRECTORS**

**Preamble**

Crucial to the good governance of the Perley Rideau is having a competent, committed, and diverse group of volunteers prepared to give of their time and abilities to sit on the Board of Directors. This document sets out policy and procedural guidance for the recruitment, selection, training and development of Directors. This document is sponsored by the Governance Committee of the Board.

**Recruitment**

The By-Laws of the Perley and Rideau Veterans' Health Centre (the Corporation) provide that the property and business of the Perley Rideau shall be managed by the Board of Directors. The Board is to provide strategic direction to the Executive Director, formulate policies for the administration of the Perley and Rideau Veterans' Health Centre, and provide oversight of its processes and outcomes. Directors shall:

- i. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- ii. Take such measures as necessary to ensure that the corporation complies with all requirements under the law.

Additional expectations for Directors are provided for in the Ethics Policy Framework of the Perley Rideau and the Terms of Reference for Directors.

It is the responsibility of the Governance Committee of the Board of Directors to recruit and recommend to the Board suitable members of the Corporation as Directors of the Corporation so that the Corporation is governed by the appropriate number of Directors at all times (9-18).

Recruitment by the Governance Committee can take the form most appropriate to the circumstances whether that is by personal referral or the result of commercial advertising. All expressed interest from individuals wishing to become Members and Directors of the Corporation are to be forwarded to the Chair of the Governance Committee who will maintain a file of candidates who expressed interest in joining the Board.

## Recruitment, Selection, Training, and Development of Directors

**Selection**

As Director Vacancies occur or are anticipated the Governance Committee should review the Board's need for specific expertise, skills and diversity that will bring strength and balance to the Board. The Governance Committee should consider the expiry terms of existing Directors to ensure a progressive base of experience is always present on the Board. In selecting candidates the following selection criteria should be considered.

**Selection Criteria**

- The Board of Directors should be reasonably representative of the community it serves
- The Board of Directors should be competent, diverse and inclusive representing a multiplicity of skill sets, educational backgrounds, experiences, ethnicities, races, genders, and linguistic groups
- No one profession or group should dominate the Board rather a balance with representation from the community, retired military, and the private and public sectors should always be present
- The Board of Directors should be populated with individuals of strong moral character, motivated to give freely of their time and energy in a dedicated and collaborative fashion
- Individual Directors should possess the following qualifications and characteristics
  - University level education preferably at the post graduate level or equivalent
  - Work experience at the CEO/CFO level or equivalent if from the private sector, or if from the public sector work experience at the Executive level 1 or higher or equivalent
  - Superior verbal and written communication skills
  - Familiarity with working in a Board setting
  - Expressed interest in the Health Care Industry preferably Long Term Care
  - Free from Conflicts of Interest
  - Be of Good Character
  - Understand the expectations for Directors at the Perley Rideau

## **Selection Process**

### Governance Committee

Interested Candidates shall forward to the Chair of the Governance Committee in writing a letter indicating the reasons for their interest in becoming a Director and shall attach to the letter their *curriculum vitae* including the names and particulars of their references.

The individual's candidacy shall be placed on the agenda of the next available Governance Committee meeting. The Governance Committee will weigh the needs of the Board with the information provided by the candidate and decide if there is potential in pursuing the candidacy. If yes then the candidate will be interviewed by at least two members of the Governance Committee at least one of whom is a Director. The purpose of the interview is to further assess the candidate's suitability and motivation for service as a Director. The persons conducting the interview should ensure that the candidate is aware of the expectations for Directors at the Perley Rideau. The interview should occur in a suitable environment in an atmosphere of collegiality and include a physical tour of the Perley Rideau.

The results of the interview together with the results of any reference checks will be brought back to the Governance Committee who will decide to recommend, hold in abeyance, or not recommend the candidate for appointment or election as a Director.

- If the decision of the Governance Committee is to hold in abeyance or not to recommend the candidate then the Chair of the Governance Committee will communicate the Committee's decision to the candidate and inform the Chair of the Board of Directors.
- If the decision is to hold a candidacy in abeyance then the candidate shall go on an eligibility list for future reference and shall be so informed.
- If the decision is to recommend the candidate then the Chair of the Governance Committee shall request that the Chair of the Board place the matter on a future agenda of the Board of Directors.

### Board of Directors

In the case of successful candidates and in accordance with the By-Laws of the Corporation the Board of Directors may decide to appoint a candidate as a member of the Corporation if the candidate is not already a member and may decide to appoint the candidate as a Director. The appointment to the Board is valid only until the next Annual Meeting of

Members of the Corporation at which time the appointed Director must stand for election to the Board. If the Board decides not to appoint the candidate either as a Member or Director then the Chair of the Board shall inform the candidate of the Board's decision. If the Board decides to appoint the candidate as a member and Director (pending election as a Director to the Board at the next Annual Meeting of Members) then the Chair of the Board shall inform the candidate in writing providing the candidate with an outline of the expectations of Directors at the Perley Rideau and the pertinent governance documents relating thereto.

The Secretary of the Board shall keep a list of all members and all Directors of the Corporation and their election dates. In addition the Governance Committee shall keep a list of Directors, their appointment and election dates, and term expiry dates.

### **Training**

The recruitment and selection policy and process outlined above will produce Directors with impressive but varied abilities, skills, and experiences. Not all new Directors will have a deep or broad understanding of Long Term Health Care or of the functioning and governance of not for profit volunteer-based Boards of Directors or of the Perley Rideau. In addition, there is a constant need for all Directors to keep abreast of changes in the governance and provision of Long Term Health Care. To meet these needs, to maximize the decision making capability of Directors and to minimize risk for the Corporation Directors should follow a continuous program of training and development. The purpose of what follows is to identify generic information needs for Directors and to describe means to meet them.

### **Fundamental Information Needs**

To carry out their responsibilities in a meaningful way Directors should have a familiarity with the fundamentals of the following:

- The delivery of Long Term Care in Ontario, including:
  - The Continuum of Care
  - The role of the Ministry of Health and Long Term Health Care
  - The role of the Ministry of Veterans' Affairs
  - The role of the Champlain Local Integrated Health Network
  - The role of other organizations related to the delivery of long term health care such as Community Care Access Centres, the Alzheimer's Society, OAHNSS and the Canadian Legion
- Corporate Governance in not-for-profit-organizations

- The Perley and Rideau Veterans' Health Centre including its:
  - History, Mission Statement, and Strategic Plan
  - Governance Framework
  - Management Structure and Team
  - Delivery of Care and services
  - Financial Management
  - Human Resource Stewardship
  - Foundation
  - Stakeholders

### **Training Program**

The Training Program for Directors at the Pelrey Rideau consists of an Orientation program, a Mentoring Program, a Continuing Education program, and a Workshop program.

#### Mentoring Program

The Mentoring Program at the Perley Rideau consists of pairing Directors in their second term of office with new Directors. The Governance Committee coordinates the pairings which should have the mutual consent of both parties.

Mentors are expected to:

- Attend the Orientation program with the new Director
- Attend and sit with the new Director at the new Director's first Board Meeting
- Introduce the new Director to the other Directors and Executive Director
- Speak with the new Director after each Board meeting in the first year of the new Directors first term
- Remain available to the new director to answer questions
- Ensure that the new director has all the necessary documentation to commence his or her new responsibilities as a Director of the Perley Rideau

#### Orientation Program

The Orientation Program is the mutual responsibility of the Governance Committee and the Executive Director and should occur within the first six months of a new Director's tenure. The program should consist of two 3-hour sessions convened by the

Executive Director at a mutually convenient time at the request of the Governance Committee. The two sessions should be convened as close together as is practical.

The first session should be directed at introducing the new Director to the following:

- Long Term Health Care in Ontario
  - The Continuum of Care
  - Long Term Health Care Trends
    - General
    - Demographics
    - Resources
    - Responses
  - Profit/Not for Profit and Public/Private Long Term Health Care Delivery
  - Governing Legislation
    - Charitable Institutions Act
    - Long Term Care Homes Act
      - The Fundamental Principal
  - Aging at Home Initiative
  
- The Perley and Rideau Veterans' Health Centre
  - History
  - Vision and Mission
  - Strategic Plan
    - Strategic Directions
  - Governance Framework
    - Board Member Profiles
    - Supplementary Letters Patent
    - The Rideau Veterans' Home Transfer Agreement
    - By-Laws
      - Director Liabilities
      - Confidentiality
      - Conflicts of Interest
      - Indemnification
    - Ethics
      - Perley Rideau Code of Ethics
      - Code of Conduct for Directors
      - Perley Rideau Core Values
      - Resident's Bill of Rights

Board Governance  
Board Policies

Recruitment, Selection, Training, and Development of Directors

- Director's Terms of Reference
- Board Directives and Committee Terms of Reference
- Board Governance Records
- Board Operating Philosophy and Procedure
- Board Collective and Individual Performance Evaluation
- Board Policies
  - Director Training and Development
- Key Relationships
  - The Ministry of Health and Long Term Care
  - The Ministry of Veterans' Affairs
  - The Champlain Local Health Integrated Network
  - Provincial Long Term Health Care Associations eg. OAHNSS
  - Veterans Associations
  - The Alzheimer's Society
  - Local Long Term Health Care Associations and Community Organizations
  - The Perley Rideau Veterans' Health Centre Foundation
    - Memorandum of Understanding

The second session should be directed at introducing the new Director to the following:

- The range of services provided by the Perley Rideau
- The Residents who are they, their Quality of Life and Care
- The Physical Facility of the Perley Rideau and how it functions
- The management structure, team, and how they manage the Perley Rideau
- The medical staff, nursing staff, and care providers and how they function
- Volunteers, Residents' Councils and the role of Resident's Families
- Labour and Employee relations at the Perley Rideau
- The Long Term Care Funding Model at the Perley Rideau
  - The Ministry of Health and Long Term Care Funding
  - The Ministry of Veterans' Affairs Funding
  - Resident Payments
  - Fees for Service
  - The Perley and Rideau Veterans' Health Centre Foundation funding

Board Governance  
Board Policies

Recruitment, Selection, Training, and Development of Directors

- Financial Management at the Perley Rideau
  - The Budget
  - Annual Financial Statement
  - Annual Audit
- Checks and Balances
  - Annual Compliance Review
  - Tri-annual Accreditation
  - Perley Rideau Annual Performance Evaluation and Continuous Improvement program
- Initiatives
  - Guest House
  - Supportive Housing
- Strengths, Improvement Areas, and Challenges of the Perley Rideau

The following reading materials should be provided to the new Director:

- The Strategic Plan of the Perley Rideau
- The Governance Framework of the Perley Rideau
- A Board of Directors Contacts List
- A management important numbers contact list and organization chart
- An Orientation manual which should contain but not necessarily be limited to materials in support of the subject matters identified for the two Orientation sessions
- The text Mel D. Gill: “Governing for Results: A Director’s Guide to Good Governance.”

Determining the exact content of the Orientation program and manual is the mutual responsibility of the Governance Committee and Chief Executive Officer. It is understood that a fair degree of consistency would be contained in the Orientation manual from session to session but it is equally understood that new issues can arise knowledge of which new Directors could benefit from and would result in the addition or deletion of materials from the manual from session to session.

Committee Orientation Program

It is the responsibility of each Board Committee to conduct an Orientation session for its members before commencing its work for the year. It is meant to be a brief session (1/2 hour) which should include a survey of the following:

- The By-Laws of the Perley Rideau
- The Ethics Framework of the Perley Rideau
- The Board Directives and Terms of Reference for the Committee

#### Continuing Education Program

##### *Personal Reading*

Each Director is encouraged to embark upon a personal program of continuous reading on the issues facing Long Term Health Care in Ontario and the consequent challenges facing the Perley Rideau. In support of such activity the Executive Director of the Perley Rideau makes available in electronic format the weekly OANHSS Executive Report. As well Directors are invited and encouraged to visit The Ministry of Health and Long Term Care website. Individual Directors may circulate to colleagues interesting articles, books, or websites that they come across and think would be of interest and benefit on the issue of Long Term Health Care.

##### *Board Briefings*

Prior to at least two Board monthly meetings between September and December and two Board monthly meetings between January and May there shall be conducted a Continuing Education session not lasting more than 30 minutes. The Governance Committee will keep a list of subjects that can be treated at these sessions. The Governance Committee will canvass on an annual basis each Director and the Executive Director for subjects to be added to the list. In September of each year the Executive Committee selects from the list which subjects shall be treated at the Continuing Education sessions and assigns the responsibility for and timing of the sessions to one of the Board's Committees. The assigned Board Committee may seek the support of the Executive Director and resources permitting, may engage external sources (such as guest speakers) to assist in the presentation of the assigned topics. The selection of topics by the Executive Committee shall focus on but not be limited to subjects that are relevant to the principal functions of the Board: compliance oversight; direction setting; financial oversight; human resource stewardship; performance evaluation; risk management; and stakeholder relations; as well as the Fundamental Information Needs of Directors identified in this policy.

##### *Board Workshops*

There should be two day long Continuing Education workshops/retreats conducted for Directors, one day in the September to December timeframe and one day in the

January to May timeframe. In September of each year the Executive Committee selects the topics to be treated by the workshops/retreats focussing on subjects relevant to the principal functions of the Board: compliance oversight; direction setting; financial oversight; human resource stewardship; performance evaluation; risk management; and stakeholder relations; as well as the Fundamental Information Needs of Directors identified in this policy. The Executive Committee assigns the responsibility for the planning, organizing and execution of the workshop to a Board Committee. The Board Committee selected produces a training plan (not more than two pages in length) to include a needs analysis, learning objectives, training methodologies analysis, courseware analysis, and delivery analysis. The Governance Committee retains the training plans and provides them to subsequent committees for future use. The assigned Board Committees may seek the support of the Executive Director and resources permitting may engage external expertise to assist in the presentation of the workshop.

#### *External Continuing Education*

From time to time there will be opportunities for Continuing Education that will be identified from external sources. The Executive Committee may decide to take advantage of these opportunities and ask a Director to attend. If a Director attends an External Continuing Education opportunity that Director is obliged to return to the Board with a report on what transpired and a recommendation on future attendance.

### **Director Development**

Notwithstanding the impressive education, skills and experience that individuals who come to the Perley Rideau as Directors may possess there is not only the requirement for acquiring knowledge from training but there is also the need and benefit derived from building positive, collective, individual, and progressive experience as a Director at the Perley Rideau.

#### **Director Experience Development**

In the first half of March in each year the Chair of the Governance Committee will ask each Director to complete the **Individual Directors' Self-Assessment**. The self-assessment addresses questions to each Director on their understanding and knowledge of their work at the Perley Rideau, their participation and contribution, their global assessment of themselves as a Director, their personal satisfaction derived from being a Director, and what they feel their future is as a Director. The self-assessment is retained by each individual Director and not required to be shared with anyone. In the second half of March in each year

the Chair of the Governance Committee will communicate with each Director and discuss their expectations as a Director.

The discussion should revolve around the following preferred experience path for Directors. Directors should consider spending the first two years as Directors assigned to a Committee on which they can best apply their education, skills and experience that formed the basis for their election to the Board. This could be followed by a further two years on a different Committee. At this four year point a Director could consider being a candidate for Chair of one of the Board's Committees. Following chairmanship of a Board Committee for two years Directors should consider chairing a different committee or participating on a committee different from their previous assignments. At any point following their first two years as a Chair of a Board Committee a Director may be considered for the position of Chair of the Board. Having acted as Chair of the Board and if not having reached the mandatory expiry of their term on the Board, the Director should consider being appointed to Ex-Officio or Honourary status on the Board. The preferred experience path is not guaranteed and depends on a variety of factors not the least of which is available opportunities.

### **Director Team Building**

Team building activities for Directors are essential to building the knowledge base and trust in one another that Director's should possess to make informed, inspired, and competent decisions as a Board. Team building activities can take a variety of forms but on an annual basis should include one Board social activity and one joint Board and Foundation Board social activity organized by the Executive Committee. In addition, an appropriate number of Directors should be encouraged to attend the annual Remembrance Day ceremony at the Perley Rideau. Board Committees are encouraged to have one team building activity a year and inform the Board on that activity and its viability for the Board or other Committees.

### **Director Recognition**

Director development also includes recognition for the voluntary contributions of time and effort provided by Directors. The following constitutes the Director Recognition Program for the Perley Rideau and is to be read and applied in conjunction with the volunteer recognition program of the Perley Rideau.

#### Distinguished Service Award

This award is given by the Board of Directors to Directors, who have completed their entire maximum term of appointment, have served as Chair of the Board,

Chair of a Board Committee, Treasurer, or Officer of the Corporation, and executed their functions in a manner that has brought credit to the Perley Rideau and about which the reasonably informed person can say has been distinguished service. The award shall consist of a non-monetary award suitably engraved and reflective of distinguished service to the Perley Rideau. The award shall be presented at the annual Board Social event organized by the Executive Committee.

#### Chairman's Recognition

This award is given by the Chair of the Board on behalf of the Board of Directors to Directors who have served less than the maximum term of appointment and have executed their functions in a manner befitting a responsible Director of a not for profit Long Term Care corporation. The recognition shall take the form of a suitable letter from the Chair, framed and indicating the dates of service. The recognition can occur at a time and place convenient to the parties.

#### **Policy Evaluation**

This document will be reviewed and evaluated by the Governance Committee every three years. The results of that evaluation and any consequent recommendations shall be brought to the Board of Directors for their consideration.

Each Orientation Session shall contain an evaluation form to be completed by the attendees and forwarded to the Chair of the Governance Committee. The Chair of the Governance Committee and the Chief Executive Officer shall review each Orientation session and attendee evaluation for the purpose of improving the Orientation Program. Each Continuing Education Board Briefing and Board workshop/retreat shall include an evaluation form to be completed by attendees for review by the sponsoring committee and for retention by the Governance Committee.

#### **Best Practices**

Each Director and the Chief Executive Officer should forward any best practice that comes to their attention to the Governance Committee and the Governance Committee should review such practices for adoption by the Board as part of this policy.

**Approved by the Board of Directors on the 07th day of May, 2009.**

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**Chair of the Board**