

## Framework for Effective Governance

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### **Our Governance Goal**

Our goal at Community Living Central York is to have a high-performing practice of Association governance through which Board members individually and collectively contribute strategically and effectively to the success of the Association. We set high standards for governance. We strive to apply leading practices as we perform our governance role. We aim to significantly enhance the value of the Association's outcomes for its clients, members, employees and stakeholders in areas where the Association operates.

### **Role and Responsibilities of the Board**

The central responsibility of the Board is to provide good governance, stewardship and related policies to the Association. It oversees management of the business and affairs of the Association taking into account the interests of the various stakeholders (including various government ministries, community partners, associations, sponsors, employees, etc.) It appoints and supervises the Executive Director to run the day-to-day operations of the Association.

In fulfilling their role Board members are legally obliged to:

- Act honestly and in good faith with a view to the best interests of the Association
- Exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

### ***Duties of the Board***

The Board carries out its responsibilities directly and through Committees in performing the following duties.

#### *Board of Directors*

- Comply with the provisions of the Association's By-Law
- Approve the criteria for selection of Directors
- Establish Committees, set their mandates, and select members
- Establish Association governance by-laws, policies and practices and annually review these with a view to incorporating improvements
- Maintain an orientation program for new Directors and continuing education program for all Directors
- Assess the effectiveness of the Board as a whole, the president, Committees, and Committee Chairs
- Delegate authorities and responsibilities to the Executive Director
- Meet regularly to ensure Board responsibilities are executed in a timely manner
- Conduct in-camera sessions at each meeting

- Ensure the Board functions independently of Management and remains completely objective with respect to its governance and oversight accountabilities

#### *Executive Management & Human Resources*

- Select, evaluate and set compensation of the Executive Director
- Replace the Executive Director as necessary
- Advise and counsel the Executive Director through the Board Chair (direction, feedback, )
- Ensure the appropriateness of employment, benefits, health and safety policies and the security of employee pension programs

#### *Strategic Planning*

- Review, provide input and approve the Association's vision and mission
- Review, provide input and approve the strategic planning process, strategic plans, business goals and objectives ensuring that they reflect the priorities of the Association

#### *Financial Stewardship and Systems Integrity*

- Review and approve annual financial statements
- Monitor financial performance relative to the budget throughout the year
- Approve capital budgets, operating budgets and performance targets
- Ensure the presence of appropriate systems of internal control and management information to ensure integrity and accurate reporting
- Approve external audit plans

#### *Performance Monitoring*

- Establish key metrics and reporting requirements to enable effective monitoring practices
- Monitor performance against vision, mission, strategic plans, goals, objectives, budgets and targets

#### *Risk Management and Critical Events*

- Ensure that procedures are in place for the identification, management and control of risks including but not limited to capital assets, cyber security, strategic plan fulfillment, Association reputation and relationships, legislative and regulatory compliance, human and environmental safety, internal control and management information systems
- Ensure that procedures are in place to manage critical events should they occur including related communications practices

#### *Stakeholder Relations and Communications*

- Ensure that appropriate practices exist for the development of relationships with and disclosure of Association information to members and other stakeholders
- Ensure that appropriate practices and roles exist for significant communications with media, governments, employees and other key audiences

### *Ethics and Integrity*

- Set the ethical tone for the Association
- Ensure that the Executive Director and members of the Senior Management team demonstrate the highest level of integrity and ethical standards and that they create a culture of integrity throughout the Association
- Review and approve a code of business conduct and ethics for the Association and regularly monitor compliance

### ***Duties of Directors***

- Develop and maintain understanding of the role, responsibilities and legal obligations of a Director
- Demonstrate recognition of the difference between governing and managing and not encroach upon Management's responsibilities
- Make available sufficient time to Board matters to effectively execute one's role including orientation to the Board and the Association and continuing education and development as a Director
- Become familiar with the business of the Association including the vision, mission, values, strategic plan, objectives, strengths, risks, industry, and legislative and regulatory environment
- Prepare thoroughly for Board and Committee meetings
- Participate actively at meetings, seek clarity and understanding regarding issues being decided, respect the views of others and exercise independent judgment
- Maintain a high level of attendance at meetings and act quickly to be informed following missed meetings or agenda items
- Demonstrate integrity, honesty, a high standard of personal values and leadership in ethical matters
- Comply with the Association's Code of Business Conduct and Conflict of Interest Policy
- Declare conflicts (real and perceived) and absent oneself from discussion and voting when conflicts occur. Vote when no conflict exists
- Respect decisions taken by majority vote of the Board
- Maintain confidentiality of Board deliberations, decisions of the Board and information regarding the Association's affairs unless non-confidentiality is clearly identified
- Assess the performance of the Executive Director
- Participate in the Board's evaluation process including assessment of the effectiveness of the Board, its Committees, the President and Committee Chairs where appropriate

### **Role and Responsibilities of the President**

The President provides governance leadership in all aspects of the Board's work. He or she is responsible for effective the performance of the Board of Directors in fulfilling its responsibilities to the Association and its stakeholders.

### ***Duties of the President***

In addition to the duties of a member of the Board of Directors the President is responsible for considerable oversight duties including the principal ones described below.

#### *General*

- Promote best practices and high standards of governance
- Work to build unity, consensus, solidarity and a climate of trust, candor and openness
- Demonstrate integrity and ethical leadership
- Act as the principal spokesperson (or delegate) for the Association on governance and Board matters

#### *Board of Directors*

- Ensure that the boundaries between Board and Management responsibilities are clear and respected
- Ensure that the Board is able to function independently of Management and execute its responsibilities effectively
- Oversee the conduct of the annual assessment of the Board, its Committees, Committee Chairs (Oversight of the assessment of the President may be assigned to the Vice-President or other appropriate member of the Board)
- Communicate with Committee Chairs and individual Directors regarding Board effectiveness matters including orientation, continuing education and development, and results of Board assessments
- Rule on conflict of interest matters to ensure actual and perceived conflicts are not present in Board decisions
- Ensure that all Board members are in compliance with Association policies regarding ethics and conflict of interest
- Review and approve financial reports and statements as required to ensure they are accurate, complete and all legal and regulatory requirements are met
- Authorize resources (as budgeted) required for the conduct of the Board's work including the retention of consultants and advisors when appropriate

#### *Meetings*

- Chair meetings of the Board
- Set agendas and schedules for meetings of the Board in consultation with the Executive Director
- Enable Board members to identify matters to be considered for inclusion in Board agendas
- Ensure that agendas reflect the responsibilities of the Board and the priorities of the Association
- Ensure that opportunity exists for all Directors to be heard on any matter before the Board
- Ensure that timely and sufficient information is provided to allow Directors to be well informed regarding matters to be decided
- Facilitate consensus, ensure clarity and recording of decisions taken
- Decide on the participation of non-Board members

### *Stakeholder - Board – Management Liaison*

- Act as the liaison between the Board and Senior Management Team via the Executive Director
- Ensure that matters of interest to stakeholders which are brought to the attention of the Board are dealt with expeditiously
- Support a professional and constructive relationship between the Board and Senior Management Team
- Work closely with the Executive Director to ensure that matters requiring Board decision are brought before the Board in a timely manner
- Convey to the Executive Director advice and direction from the Board on matters including his/her performance, executive salary reviews, Board reporting, security concerns, market intelligence and other matters of concern to the Board
- Ensure that succession plans are in place for the Executive Director and other critical direct reports

### *Committees*

- Provide input to the Governance Committee's recommendations to the Board regarding Committee structure, mandates, and the appointment of Committee Chairs and members

### **Role and Responsibilities of the Vice President**

The Vice President acts in the absence of the President assuming full duties of the President. To enable smooth transition in assuming these duties the Vice President should be fully familiar with duties of the President and be prepared to assume those duties at all times. From time to time the Vice President carries out duties assigned by the President in support of effective governance.

### **Role and Responsibilities of Committee Chairs**

The Chair of each Committee of the Board is responsible for management, development and effective performance of the Committee. The Chair provides leadership with the aim of fulfilling the Committee's responsibilities and other matters as delegated by the Board. The role and responsibilities of the Committee Chair are generally similar to those of the Board President.

### ***Duties of Committee Chairs***

- Ensure that the Committee has a clear set of responsibilities and that these are well understood by members
- Chair at meetings of the Committee
- Set agendas for meetings in accord with the work plan priorities of the Committee and the requirements for reports to the Board
- Report on the work of the Committee to the Board
- Ensure that resources are available to enable the Committee to complete its work

## **Role and Responsibilities of the Executive Director**

The Executive Director provides vision and operational leadership to the Association. He or she manages the business and affairs of the Association acting in the best interests of the Association and its stakeholders. The Executive Director is accountable to the Board for the achievement of Association goals and objectives.

### ***Duties of the Executive Director***

#### *General*

- Set the ethical tone at the operating level of the Association and demonstrate integrity and ethical leadership
- Act within the confines of the Association By-law, policies and authorities delegated by the Board of Directors
- Act as the principal spokesperson for the Association on general business and operational matters

#### *Association Strategy, Plans and Performance*

- Develop and gain Board approval for the strategic direction of the Association including vision, mission, values, goals, and objectives
- Obtain Board approval for annual business plans and budgets including Association performance targets and measures
- Develop and implement operational policies and practices in support of attaining the strategic ambitions of the Association

#### *Control Systems*

- Safeguard and optimize the Association's core business and use of the Association's assets
- Ensure that internal controls are appropriate and effective and certify that there is compliance with applicable legislative and regulatory requirements and Association By-law and policies
- Ensure the completeness, accuracy and integrity of the Association's financial information and statements
- Ensure that communications policies, practices, and authorities are well defined
- Assess and advise the Board of potential and significant risks to the Association and inform the Board of what actions or mechanisms are in place to mitigate risks

#### *Organizational Development and Executive Management*

- Develop and recommend organizational structure and senior management staffing to the Board and implement related Board decisions
- Ensure that the Association has in place an effective senior management team and that the Board has regular exposure to its members
- Develop, obtain Board approval and implement approved management development and succession plans for key senior management positions
- Develop and obtain Board approval annually on performance objectives for the year and endeavor throughout the year to achieve those objectives

- Ensure that there are effective performance management systems in place for Association employees and they are carried out as approved

#### *Board Liaison and Support*

- Ensure that the Board receives timely and sufficient information to allow effective decision making and to enable the Board to meet its statutory and other obligations
- Ensure that the Board has complete and full access to information it deems is required to assist in decision making
- Provide complete and accurate financial reports to the Board as required to meet their fiduciary responsibilities
- Take direction only from the Board as a whole. Such direction derives from Board decisions and/or is conveyed on behalf of the Board through the President
- Report regularly to the Board on progress toward and achievement of Association objectives
- Provide advice to the President in the development of Board agendas
- Meet and communicate regularly with the President to ensure the President is fully apprised of significant deviations from plan, pending actions by the Association, issues, threats and risks to the Association, and matters to come before the Board
- Assist in orienting new members to the Board and in providing continuing education opportunities for Board members to learn about the business, industry, and legislative and regulatory framework in which the Association operates
- Seek advice and guidance from members of the Board with skills and experience in special fields and act on such input within executive limits`