

New Unionville Home Society

GOVERNANCE AND NOMINATING COMMITTEE MEETING

AGENDA

MONDAY, FEBRUARY 11, 2019

6:00 – 7:30pm

Union Villa Conference Room

4300 Highway 7

Unionville, ON

Committee Members:	Julie Chapman, Paul Cousens, Glenn Crosby, Dan Horchik (Chair), Christine Joe, Ted Madden, Gayle Whittamore
New UHS Staff:	Paul Nyhof (CEO), Julie Horne (CFO), Marieanna Mallen (Executive Assistant)

#	Agenda Item	Encl.	Lead	Time
1.	Call to Order		Dan Horchik	6:00 – 6:05pm
2.	Roll Call and Appointment of Committee Meeting Chair and Recording Secretary			
3.	Confirmation of Quorum Present			
4.	Confirmation of Proper Notice Given			
5.	Declaration of Conflicts of Interest			
6.	Approval of the Agenda	√		
7.	Approval of Minutes – January 7, 2019	√		
8.	Business Arising			
	8.1 Work Plan Review	√	Committee	6:05 – 6:10pm
9.	New Business			
	9.1 Policy and Procedure Review 9.1.1 Code of Conduct	√	Committee	6:10 – 6:30
10.	Strategic Planning		Committee	6:30 – 7:30
11.	Adjournment/ Date and Time of Next meeting Monday, March 11, 2019 6:00 - 7:30pm			7:30pm

New Unionville Home Society

GOVERNANCE AND NOMINATING COMMITTEE

MINUTES

MONDAY, JANUARY 7, 2019

6:00 – 7:30 pm

The Union Villa Conference Room

4300 Highway 7

Unionville, ON

Committee Members Present:	Paul Cousens, Glenn Crosby, Dan Horchik (Chair), Christine Joe, Ted Madden, Gayle Whittamore
New UHS Staff:	Julie Horne (Interim CEO), Marieanna Mallen (EA)
Regrets:	Julie Chapman

1. Call to Order

Dan Horchik, Committee Chair, called the meeting to order at 5:59pm.

2. Roll Call and Appointments of Meeting Chair and Recording Secretary

A roll call was completed. Dan Horchik and Marieanna Mallen were appointed meeting Chair and Recording Secretary, respectively.

3. Confirmation of Quorum Present

It was declared that a quorum of the Directors was present.

4. Confirmation of Proper Notice Given

All of the Directors having been given proper notice of the meeting and being present or having waived notice, the meeting was declared to be regularly constituted in accordance with the by-laws of the Corporation.

5. Declaration of Conflicts of Interest

No conflicts of interest were declared.

6. Agenda

The Agenda was approved with the addition of item 9.2 Strategic Planning.

7. Approval of Minutes, November 12, 2018

MOTION to approve the Minutes of November 12, 2018 as presented.

Carried

8. Business Arising

8.1 Work Plan Review

The Committee reviewed the updated Work Plan.

MOTION to receive the 2018/2019 Work Plan as presented.

Carried

8.2 Criminal Record Check/Vulnerable Sector Check P&P Update

Julie Horne presented the revised Criminal Record Check/Vulnerable Sector Check Policy and Procedure No. 2009 which has been updated to include all current terminology (the Long Term Care Homes Act was updated recently to be consistent with the Police Record Checks Reform Act).

Julie advised that NUHS does have Vulnerable Sector Checks for all current employees (some were grandfathered when the requirement came into effect) and volunteers (again, those grandfathered when the requirement came in effect).

There are currently no Vulnerable Sector Checks on file for any Board Member. The Committee agreed that all Board Members are to be asked to provide a copy of their Vulnerable Sector Check or, if they do not have a copy, to sign a declaration stating that they have not been charged with or convicted of an offence under the Cannabis Act, the Criminal Code, the Controlled Drugs and Substances Act or the Food and Drugs Act of Canada within the past 5 years. This declaration is to be included in the Oath of Office and Confidentiality Agreement Policy No 2020.

MOTION to approve the Criminal Record Check/Vulnerable Sector Check Policy and Procedure No. 2009 as presented.

Carried

MOTION that all Board Members be asked to provide a copy of their Criminal Record Check/Vulnerable Sector Check or to sign a declaration stating that they have not been charged with or convicted of an offence under the Cannabis Act, the Criminal Code, the

Controlled Drugs and Substances Act or the Food and Drugs Act of Canada within the past five years.

Carried

MOTION to amend the Oath of Office and Confidentiality Agreement Policy No. 2020 to include a paragraph whereby the signing Board Member will declare that they have not been charged with or convicted of an offence under the Cannabis Act, the Criminal Code, the Controlled Drugs and Substances Act or the Food and Drugs Act of Canada within the past five years.

Carried

8.3 Risk Management P& P Update

Julie presented a draft Integrated Risk Management Policy and noted that there is a different approach taken in the Policy; the Policy is a framework on how risks will be managed within the organization while the specifics will be done by the management staff outlined in a general day-to-day policy. This format also allows for procedural changes regarding risk management to be completed without the need of Committee approval.

The Committee reviewed the Policy and discussed the levels which this policy will serve and how it will meld with the existing processes that are in place within the organization. The Committee agreed to refer the policy back to the incoming CEO for his review and asked that it be brought back to the Committee as soon as possible for further review.

MOTION to receive the draft Integrated Risk Management Policy and Procedure as presented and refer it back to the incoming CEO for his review and further presentation to the Committee.

Carried

9. New Business

9.1 Policy and Procedure Review

9.1.1 Confidentiality

The Committee reviewed the Confidentiality Policy and Procedure No. 2011 and made the following changes:

- (1) Under “Description of Confidential Matters” deleted subsection (a) which reads: “was known by the director prior to disclosure”, and
- (2) Under “Procedure” add the word “annually” to the first sentence to read: “All members of the Boards of Directors and its committees shall sign an agreement of confidentiality annually.

MOTION to approve the Confidentiality Policy and Procedure No. 2011 with the changes noted.

Carried

9.1.2 Oath of Office and Confidentiality

The Committee reviewed the Oath of Office and Confidentiality Agreement being Policy No. 2020. The Committee agreed to add the two following provisions:

- (1) a declaration stating that the Board Member has not been charged with or convicted of an offence under the Cannabis Act, the Criminal Code, the Controlled Drugs and Substances Act or the Food and Drugs Act of Canada within the past five years, and
- (2) a requirement that the Board Member shall notify the organization immediately if the status of his/her Criminal Record Check/Vulnerable Sector Check changes in any way.

The Oath of Office and Confidentiality Agreement is to be signed by all Board Members on an annual basis from this point forward.

MOTION to approve the Oath of Office and Confidentiality Agreement Policy No. 2020 with the changes noted.

Carried

9.1.3 Whistleblower Policies (2)

The Committee reviewed the two Whistleblower Policies presented being Whistleblower Protection Policy No. 2025 and Whistleblower Policy No. 6607. The Committee noted that it would be better to combine the two Policies into one Policy for the entire organization. A number of required changes were noted

including adding provisions with respect to possible breaches by Board Members. The Committee decided to refer the Policies back to Senior Management for further review with a revised Policy to be brought back to the Committee by March 2019.

MOTION that the Whistleblower Policies No. 2025 and 6607 be referred back to Senior Management for further amendments and combination into one Policy to be presented to the Committee again in March, 2019.

Carried

9.2 Strategic Planning

The Committee discussed the arrival of the incoming CEO and organizing what is required to establish a new Strategic Plan as soon as possible. The Committee also discussed certain aspects that should be incorporated into the planning process such as community partnerships, business cases and possible revenue generating opportunities. Glenn Crosby and Julie Horne will be addressing this matter with the incoming CEO during his orientation. The Committee agreed that the incoming CEO should seek input from this Committee with respect to any questions about the strategic planning exercise.

9.2 Notice to Boards to Appoint Representative for Nominating Task Force

There is to be a notice to the Boards to appoint a representative for the Nominating Task Force at the next scheduled Board meeting in February 2019.

MOTION that there will be a notice sent to the Boards to appoint a representative to the Nominating Task Force for 2019.

Carried

9.3 Board Evaluation Results of November, 2018

The Committee reviewed the results of the Board Evaluations from November, 2018. The Committee addressed certain comments and agreed that name tags should be used at the February 2019 Board meetings especially to assist the incoming CEO and that a list of Committees and their Board Members should be included in the next Board meeting packages.

MOTION to receive the Board Evaluation Results of November, 2018.

Carried


10. Adjournment/Date and Time of Next Meeting

The Committee meeting was terminated at 7:17pm.

The next meeting will be held on Monday, February 11, 2019.

Governance and Nominating Committee - Work Plan 2018-2019

SEPTEMBER Activity / Project	Status / Notes
• Review previous year activities	<i>DONE</i>
• Discuss priorities for work plan	<i>DONE</i>
• Determine 2018/2019 meeting schedule	<i>DONE</i>
• Policy and Procedure – Review List – Annual	<i>DONE</i>
• Review Risk Management P & P	<i>DONE</i>
• Board Giving: Discussion (as per Nov 2017 mtg)	<i>DONE</i>
• Strategic Planning	<i>DONE</i>
• Quality Improvement Planning (as per March 18, 2017 mins)	<i>MOVED TO OCTOBER MTNG</i>
OCTOBER - Activity / Project	
• Work Plan Review	<i>DONE</i>
• Quality Improvement Planning (as per Sep 10, 2018 mtng)	<i>DONE</i>
• Policy and Procedure Review - Biennial	<i>DONE</i>
November – Activity /Project	
• Succession Planning	<i>DONE</i>
• Policy and Procedure Review List – Triennial	<i>DONE</i>
• Review Results of Board Evaluations	<i>DONE</i>
• Risk Management P&P – Update	<i>DONE</i>
JANUARY - Activity / Project	
• Review Results of Board Evaluations	<i>DONE</i>
• Notice to Boards to appoint rep for Nominating Task Force	<i>DONE</i>
• Risk Management P&P – Review	<i>DONE</i>
• Criminal Reference Check/Vulnerable Sector P&P Follow Up	<i>DONE</i>
• Whistleblower Policy Review (2)	<i>DONE</i>
• Policy Review – Triennial (cont.)	<i>DONE</i>
FEBRUARY - Activity / Project	Status / Notes
• Policy and Procedure Review List – Triennial (Cont)	
• Strategic Planning	
MARCH - Activity / Project	Status / Notes
• Appoint Nominating Task Force	
• Whistleblower Policy review	
• Risk Management P&P review	
• Review Results of Board Evaluations	
APRIL - Activity / Project	Status / Notes
• Nominating Task Force Report	
•	
MAY - Activity / Project	Status / Notes
• Nominating Task Force Report for Board approval	
•	
JUNE - Activity / Project	Status / Notes
•	
•	

 <p>NEW UNIONVILLE HOME SOCIETY</p>	<p>POLICY AND PROCEDURE MANUAL</p>
<p>Subject: Code of Conduct</p>	<p>Policy No.: 2024 Last Reviewed: February 11, 2019</p>
<p>Section: 2000 - Governance</p>	<p>First Approved: February 17, 2016</p>
<p>Approved by: Board of Directors</p>	<p>Total Pages: 3</p>
<p>External References: n/a</p>	

Deleted: March 28, 2017

POLICY:

This policy sets out a Code of Conduct to ensure ethical, businesslike, and lawful conduct, including proper use of authority and professional decorum. It covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees and officers of the New Unionville Home Society (NUHS) and its affiliate corporations.

While no policy can anticipate every situation, the following Code of Conduct serves as ethical decision-making guidelines for the Board. Each Director should comply with the letter and spirit of this Code of Conduct.

PURPOSE:

NUHS is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

SCOPE AND RESPONSIBILITY:

This Code of Conduct applies to all Directors, including *ex-officio* Directors, [members at large](#) and non-board members of board committees. These individuals shall be expected to conduct themselves such that their personal and professional conduct does not have a negative effect on services or reflect badly on the corporations' public image, reputation, or credibility.

Deleted: will

The Board will obtain reasonable assurance that the processes to ensure standards of business conduct and ethical behaviour are effective through a regular review and approval of this Code of Conduct.

The Board is also responsible for approving amendments to this Code of Conduct, as recommended by the Governance and Nominating Committee.

Subject: Code of Conduct	Policy No.: 2024
	Last Reviewed: February 11, 2019

PROCEDURES:

This Code of Conduct should be read in conjunction with the following other policies and procedures:

- Confidentiality
- Conflict of Interest
- Harassment and Discrimination Policy
- Whistleblowing Policy
- Communication and Designated Spokesperson

Best Interests of the Corporation

Directors must act solely in the best interests of the Corporation. Directors who are nominees of a particular group must act in the best interests of the Corporation, even if this conflicts with the interests of the nominating party.

Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors may not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the Chair must be respected by all Directors.

All members of the Board of Directors and its committees shall:

- Represent the interests of all people served by NUHS and its affiliated corporations;
- Not use the corporation(s) or their service on the Board for personal advantage or for the advantage of friends, relatives or supporters;
- Approach all Board issues with an open mind, nonjudgmental attitude and respect for diverse opinions, and prepared to make the best decisions for the good of corporations
- Respect and support majority decisions of the Board;
- Observe the parliamentary procedures and display courteous conduct in all Board and committee meetings;
- Do nothing to violate the trust of those we serve;

Subject: Code of Conduct	Policy No.: 2024
	Last Reviewed: February 11, 2019

- Never exercise authority as a board member except when acting in a meeting with the full Board or as delegated by the board;
- Maintain confidentiality and avoid conflicts of interest; and
- Do your best to ensure that the corporations are well maintained, financially secure and always operating in the best interests of those we serve.

Corporate Obedience—Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice.

However, if in an in-camera meeting a director declares a conflict of interest, he/she should excuse him/herself from the meeting. In the case of an open meeting, a Director with a conflict of interest cannot participate in the discussion but can remain at the table. The Directors must conduct themselves in accordance with all applicable legislation.

Obtaining Advice of External Counsel

Requests to obtain outside opinions or advice regarding matters before the Board shall be made by the Board.