



# Governance Manual

April 26, 2023

TVCC Board of Directors

4/26/2023

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## Vision

Clients at Their Best!

## Mission

We will provide rehabilitation services which support participation in all areas of life for children, youth and young adults with physical, communication or developmental needs, and their families, living primarily in Southwestern Ontario by:

1. focusing on the strengths of individuals and their families at home, school, workplace and community
2. pursuing research, education and advocacy
3. partnering in a local and regional system of services

## Core Values

- We believe people know themselves and their situations best.
- We believe people want the best for themselves and others.
- We believe people are unique and deserving of respect.
- We believe people function best in a supportive environment.
- We believe people working in partnership can reach goals that cannot be reached alone.

## Service Provision

### Equitable Provision

TVCC provides services to clients and families living primarily in a 10 county area of South Western Ontario. Families prefer to access services in their own communities. They are supported in accessing services through agencies in their communities when available. When services are not available in the local community, TVCC strives within the extent of our resources to either provide the service or stimulate its development within the community. In keeping with this philosophy, the Centre has developed some specialty regionalized services and some outreach services. The specialty services include Augmentative Communication Services, Seating and Mobility Services and paediatric medical and dental clinics.

### Our Approach to Care

Looking at the client in the context of the family, the Board of Directors (Board) supports a philosophy of care which responds in a collaborative way to each family's individual and

changing self-identified needs. This will be apparent in the organization's culture and through a range of individualized, flexible services and approaches to the delivery of those services.

## Quality of Care

The Board supports the creative, efficient and effective provision of quality services that meet or exceed the needs of clients. Further, the Board is committed to continually improving the quality of programs and services at TVCC and its own efforts in governing the Centre.

The following mechanisms are in place to ensure the highest quality of care that clients expect.

1. Ongoing identification of client needs and measuring success in meeting or exceeding the needs through feedback mechanisms such as: surveys, focus groups, and client involvement in individual and Centre planning.
2. Measuring performance against practice guidelines, accreditation standards and predetermined outcome measures.
3. Using a process for collecting data to analyze and evaluate services, formulating recommendations for implementing and evaluating change.

## Governance Process

### Governing Style

The Board will approach its task in a manner which emphasizes outward vision, strategic leadership, clear distinction of Board and staff roles, and a proactive future orientation.

In this spirit, the Board will:

1. Focus chiefly on intended long term impacts on the community, not on the administrative means of attaining those effects.
2. Direct, control and inspire the organization through the careful establishment of the appropriate organizational values and policies.
3. Strive to govern with excellence through the application of client centred policy making principles, clarifying roles and responsibilities and speaking with one voice.
4. Be accountable to the community for competent, conscientious and effective accomplishments of its obligations.
5. Monitor and regularly discuss the Board's own process and performance.

## Board Job Description

The Board is the governance body of TVCC and is ultimately responsible for its future and role in the communities it serves. As keepers of the Mission, the Board oversees all aspects of TVCC and holds the Chief Executive Officer (CEO) accountable for its ongoing management. The Board has the following roles:

1. To fulfill legal requirements by adhering to the letters patent and by-laws of TVCC regarding how decisions are made and exercising the duty of care in accordance with any and all legislation applicable to TVCC.
2. To review the by-laws at least once every five years to validate relevance and any required changes while ensuring consistency with its purpose, responsibilities, accountabilities and ethical framework
3. To ensure the relevance of the TVCC Mission through ongoing review, strategic planning and directional activities that lead to the development of action strategies by TVCC.
4. To establish and review policies and govern accordingly.
5. To appoint the CEO and monitor performance and compensation.
6. To ensure that proper working conditions are maintained.
7. To promote positive community and public relations about the services of TVCC.
8. To advocate on behalf of TVCC, being able to explain the Mission, strategic directions, programs and culture of TVCC to the external community.
9. To ensure TVCC's long term financial viability, ensuring adequate resources, identifying risks and internal controls to fulfill its purpose and achieve its strategic goals.
10. To approve TVCC's capital and operating budgets, capital investments and major equipment purchases.
11. To ensure Board continuity through sound recruitment, orientation and Board development practices.
12. To monitor organizational level measures of client safety.
13. To ensure an integrated risk management approach and contingency plans are in place.
14. To work with the CEO and the organization's leaders to develop and monitor an integrated quality improvement plan.
15. To participate in annual performance evaluation of the Board and the Board Chair.
16. To participate in ongoing education in governance practices
17. To oversee the process for granting and renewing privileges to health care providers.
18. To oversee a human resource plan.

Collectively and individually, each member of the Board contributes to the overall roles and responsibilities of the Board. Individual Board members have a number of fiduciary, moral and ethical responsibilities in the governance of TVCC. These include, but are not exclusive to:

1. Ensuring that the Mission of TVCC is carried out.

2. Being well informed about TVCC's activities, the population it serves and all other issues affecting the organization's ability to fulfill the Mission.
3. Having a presence in the organization through regular attendance at Board (as per by-laws) and Committee meetings, at social and external events, and through occasional visits to the various program locations.
4. Complying with the Board Code of Conduct policy.
5. Adhering to the Confidentiality policy.
6. Acting as an ambassador for TVCC.
7. Assisting in attracting interested and dedicated citizens to serve on the Board.
8. Offering independent opinions on issues while at the same time becoming supportive team members when consensus or a decision has been achieved.
9. Challenging tradition, seeking innovative solutions, yet being respectful of our past.
10. Declaring conflicts of interest, either real or perceived.

### **Executive Committee of the Board Accountabilities**

The Executive Committee is comprised of the Chair, Vice-Chair and the Chair of each Board Committee. The Executive Committee shall:

1. Prepare or cause to be prepared, at a minimum, an bi-annual performance appraisal of the Chief Executive Officer.
2. During the intervals between the meetings of the Board of Directors, possess and enjoy and may exercise (subject to any regulations which the Directors may from time to time impose) all of the powers of the Board of Directors in the management and direction of the affairs of the Corporation (save and except only such acts as must by law be performed by the Directors themselves) in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which the specific directions shall not have been given by the Board of Directors.
3. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it, which minutes shall be submitted as soon as practicable to the Board of Directors.

### **Board Chair Accountabilities**

- Setting agendas
- Running meetings effectively and efficiently
- Working towards consensus
- Maintaining a sound relationship with the CEO
- Serving as the governing body's spokesperson
- Nurturing a culture of active involvement
- Evaluating the governing body and its subcommittees

- Managing conflicts of interest

## Board Meeting and Event Participation

Individual board members have a responsibility to have a presence in the organization through regular attendance at Board (as per by-laws) and committee meetings, at social and external events, and through occasional visits to the various program locations. Board members will receive a package in advance of board and committee meetings to allow for review and formulation of questions. Questions arising will be addressed at the Board meeting.

Policy governance (the Carver model), the adopted governance model, separates issues of organizational purpose (ENDS) from other organizational issues (MEANS), with the ENDS being of greater importance to the Board. The Board gives the CEO the bulk of the responsibility for using the MEANS to achieve the ENDS. Further, the MEANS includes allowing members to express dissent during discussions; however, once a vote is taken all board members are obliged to support that decision.

Directors shall acquaint themselves with the rules of procedure and the proper conduct of meetings, so that Board decisions shall be made in an efficient and expeditious manner.

## Ethical Decision Making

The Board, through the CEO, ensures that TVCC has appropriate policies and systems to support ethical decision making and service delivery. The Board ensures that the Mission, Vision and Values of TVCC are incorporated into an ethical decision making framework to inform Board and management decisions.

1. The Staff Ethics Committee reports to the CEO who provides regular updates to the Board directly or through the Operational Priority Committee of the Board.
2. Should the Board of Directors identify an ethical dilemma of a governance nature, TVCC's Ethical Decision Making Framework may be applied.

## Code of Conduct

The code of conduct of TVCC is guided by the Mission, Vision and Core Values of the organization. In accordance with said values, the Board expects of itself and its members ethical, professional and lawful conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviours when acting as directors.

1. Directors, when acting as directors, are expected to consider and represent the interests of TVCC and its community as a whole in preference to any other interest which a director may also have or represent.



- a. Directors shall maintain confidentiality on relevant information learned from or about TVCC.
2. Directors shall avoid conflicts of interest with respect to their responsibilities.
  - a. There shall be no self-dealing or any conduct of private business or personal services between any director and the organization except as procedurally controlled to assure openness and competitive opportunity.
  - b. Directors shall not use their positions to obtain for themselves, family members or close associates employment within the organization.
  - c. Should a Director be considered for permanent employment he/she shall temporarily withdraw from Board deliberations, voting and access to applicable Board information.
  - d. Any Director having an occasional conflict of interest should declare this situation to the Board.
  - e. No person shall become, or remain a Director when that person is in an ongoing conflict of interest with the Centre.
3. Directors shall not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - a. There shall be no self-dealing or any conduct of private business or personal services between any director and the organization except as procedurally controlled to assure openness and competitive opportunity.
  - b. Directors shall not use their positions to obtain for themselves, family members or close associates employment within the organization.
  - c. Should a Director be considered for permanent employment he/she shall temporarily withdraw from Board deliberations, voting and access to applicable Board information.
  - d. Any Director having an occasional conflict of interest should declare this situation to the Board.
  - e. No person shall become, or remain a Director when that person is in an ongoing conflict of interest with the Centre.
  - f. Directors' shall recognize their lack of authority in interactions with the CEO or TVCC staff members.
  - g. Directors' interactions with the public press or other entities shall recognize the same limitation and the similar liability of any director except as noted earlier.
4. Directors will prepare themselves for exercising their responsibilities on the Board.
  - a. Board Directors shall acquaint themselves with the rules of procedure and the proper conduct of meetings, so that Board decisions shall be made in an efficient and expeditious manner.
  - b. Board Directors shall acquaint themselves with the incorporating documents of the Centre, by-laws, regulations, policies, services, and organizational structure of the Centre.

Conflict of Interest - Page 12 TVCC Corporate By-laws

Confidentiality - Page 21 TVCC Corporate By-laws

Officer Roles, Terms of Office - Page 16, 17 and 18 TVCC Corporate By-laws

## Board/Chief Executive Officer Relationship

- The Board has the authority to hire, employ and compensate the Chief Executive Officer (CEO) of the organization.
- The roles and responsibilities of the CEO are set out in a job description that is reviewed in conjunction with the annual review of performance.
- The CEO is required to provide the Board with the information necessary to govern effectively, make informed decisions and monitor the overall performance of TVCC in the achievement of strategic priorities. The CEO shall operate the organization in compliance with all applicable legislation.
- The CEO reports to the Board as a whole, however the Board shall delegate authority for specific aspects of the relationship with the CEO (e.g. performance reviews, hiring etc.) to a defined Board member or Committee.

### Delegation

The Board delegates policy implementation and subsidiary policy development to the CEO.

1. All Board authority delegated to staff is delegated through the CEO.
2. The Board directs the CEO to achieve certain results while also expecting the CEO to act within acceptable boundaries of prudence, ethics and legality.
3. With respect to Ends and Executive Parameters, the CEO is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consistent with any reasonable interpretation of the Board's policies.
4. The Board shall extend or expand its policies, thereby shifting the boundary between Board and CEO domains.
5. The CEO shall not perform, allow or cause to be performed any act which is contrary to explicit Board constraints (see Executive Parameters policies) on executive authority.
6. Should the CEO learn of, cause or allow a violation of Board policy by intent or otherwise, he/she shall inform the Board.

### CEO Accountability

As the Board's primary link to the operations of the organization, the CEO is accountable for all organizational performance and exercises all authority as delegated by the Board. The CEO's performance will be considered to be synonymous with organizational performance.

## Monitoring Performance

Monitoring the performance of the CEO is synonymous with monitoring organization performance against Board policies on Ends and on Executive Parameters. Any evaluation of CEO performance, formal or informal, shall be derived from the following:

1. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled and Ends are being attained.
2. Performance shall be monitored in any of the following ways:
  - a. CEO appraisal of performance at minimum every 2 years.
  - b. Board members' evaluative reports
  - c. Surveys of clients, staff, managers, community organizations, funding bodies
  - d. Evaluations by external sources (e.g., accrediting bodies)
  - e. Review of documents
3. In carrying out monitoring, the Board will be mindful of the professional, ethical and legal considerations in accessing records such as client and personnel files which are of a confidential nature.
4. Notwithstanding the above, the Board shall monitor any policy or activity by any method at any time.

## Executive Parameters

### General Constraints

The CEO shall not cause or allow any significant practice, activity, decision or organizational circumstance which is either illegal or unethical.

### Human Resources Practices

The CEO shall not cause or allow conditions to exist for either paid or volunteer staff that are without dignity or that violate human rights.

The CEO shall not:

1. Violate the terms of the collective agreement or any other employment contract.
2. Prevent an employee or volunteer from appealing to the Board where the employee alleges that a significant violation of Board policy has occurred and has not been resolved through an internal process.
3. Deliberately disregard Board approved Human Resource policies.

## Financial

### Planning

When budgeting for all or any remaining part of a fiscal year, the CEO shall not jeopardize either the services or the organization's fiscal integrity.

The CEO shall not allow budgeting which:

1. Contains too little detail to allow (a) accurate projection of revenues and expenses, (b) the separation of capital and operational items, (c) cash flow and disclosure of planning assumptions.
2. Deviates significantly from Board stated priorities for allocation among competing budgetary needs.

### Operation

The CEO shall not cause or allow financial instability or loss of allocation integrity within the organization.

The CEO shall not:

1. Spend more funds than have been committed without Board approval.
2. Fail to settle payroll and debts within a timely period.
3. Allow actual allocations to deviate materially from Board allocations.
4. Use organizational funds for personal financial gain.
5. Receive, process, or disburse funds contrary to Board directed policies or controls.

## Risk Management

The CEO shall minimize the potential for any liability and the exposure to any event which may harm or jeopardize the reputation, funding sources, property and people of the organization. The CEO shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

The Chief Executive Officer shall not:

1. Fail to insure against theft and casualty losses to an appropriate replacement value.
2. Fail to insure against liability losses to Board members, staff, or the organization itself to an acceptable level.
3. Subject the physical facility and equipment to improper wear and tear or insufficient maintenance.
4. Unduly expose the organization, its Board, and staff to claims of liability.

5. Fail to ensure standardized digital data and system protection processes are in place and that such processes are reviewed and updated at least annually to protect TVCC data from becoming lost or compromised.

### **Communication and Counsel to the Board by the Chief Executive Officer**

The CEO shall keep the Board informed by:

1. Making the Board aware of relevant trends, anticipated media coverage, significant external and internal changes, and particularly changes relating to the assumptions upon which any Board policy has been previously based.
2. Submitting necessary monitoring data in a timely, accurate and understandable format.
3. Collecting as many points of view, issues, and options as are needed to fully inform the Board prior to decision making.
4. Reporting any non-compliance with any Board policy.

## **Compensation and Benefits**

### **COR.0111 CEO Compensation Policy**

With respect to employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the CEO shall not cause harm or jeopardize TVCC's fiscal integrity or public image.

The CEO shall not:

1. Change his/her compensation and/or benefits as established by the Board.
2. Promise or imply employment on a basis that cannot be terminated except on reasonable notice.
3. Establish current compensation and benefits which:
  - a. Deviate materially from the geographic or related professional market for skills employed
  - b. Create obligations over a longer term than revenues can be safely projected.

### **Executive Continuance**

To protect the Board from the sudden loss of the CEO's services, the CEO shall ensure that at least two Directors are knowledgeable about Board and management issues and processes.

# Client and Family-Centred Care

## Appendix A.



## Family-Centred Care

Thames Valley Children's Centre has defined Family-Centred Care as a philosophy of support and an attitude toward clients that:

- Recognizes and respects the pivotal role of the family in the lives of children;
- Strives to support families in their care-giving roles by building upon their unique strengths as individuals and as families;
- Respects and encourages the choices families make for their children;
- Supports the adolescent as an emerging decision-maker;
- Promotes normal patterns of living at home and in the community; and
- Promotes partnerships between families and professionals to ensure excellence at all levels of health care.

We have adopted the following set of values and action principles to assist us in realizing our Family-Centred Care approach:

### Values

- We believe people know themselves and their situations best
- We believe people want the best for themselves and others
- We believe people are unique and deserving of respect
- We believe people function best in a supportive environment
- We believe people working in partnership can reach goals that cannot be reached alone

### Action Principles

- We will practice clear, open, and honest communication
- We will ensure that people feel in control, comfortable and important
- We will consider the needs and encourage the participation of everybody involved
- We will encourage recipients of service to assume leadership in the decision-making process

Enabling a promising future!

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## Filling Vacancies

**Board vacancies are filled in accordance with By-Law 4.7 Filling Vacancies.**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
- b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c) a quorum of Directors may fill a vacancy among the Directors.

Candidates to fill Board vacancies are recruited, whenever possible, from Board committee membership.

### Procedure

- The vacancy will be reviewed against the Board of Directors Skills Self Assessment to assess if there will be any gaps in the competency of the Board because of the vacancy. Other key criteria may be areas of expertise, professional skills, location, committee experience, diversity etc.
- If gaps are identified (e.g., legal), the posting for the vacancy will reflect the competency the Board is seeking.
- Board vacancies are posted on the TVCC website as well as the Pillar Nonprofit Network website.
- Candidates who apply will be assessed with respect to the competencies they bring. Any skills the candidate possesses will be measured against the Board of Directors Skills Self Assessment. This is to prevent too many Board members with the same expertise in the same skill.

### Prospective Board Members

- The prospective Board member will be contacted by the Board Chair and the CEO to review the prospective member's application and interest in the Board.
- Through this conversation, the candidate's experience, skills, and reasons for wishing to join the Board will be determined.

- If the Board Chair and the CEO agree, the candidate's name and supporting information is presented to the Nominating Committee. The Nominating Committee consists of the Board Chair, Committee Chairs, and the CEO.
- Once approved by this process, the candidate's name and supporting information will be presented to the Board of Directors for approval.
- Following Board approval, the Director is approved at the next AGM held in June.

An orientation session for the new Director will be scheduled as soon as possible.

### Prospective Board Committee Members

- Prospective Board Committee members will be contacted by the Committee Chair and the TVCC Director representative on the Committee to review the prospective Committee member's application and interest in the Committee of the Board.
- Through this conversation the prospective Committee member's experience, skill set and reasons for wanting to join the Committee will be determined.
- The Terms of Reference, key roles and expectations are shared with the candidate.
- The Committee member nomination is presented for approval to the Board of Directors at the next Board meeting.
- Following Board approval, the Committee member is approved at the next AGM held in June.

An orientation session for the new Committee member will be scheduled as soon as possible.

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