



## Board Orientation

Welcome to the Board of Directors of the West Elgin Community Health Centre.

This guide assumes you know nothing about serving on a Board of Directors of a non-profit organization and you know nothing about Community Health Centres. If you are knowledgeable in either area this may be a quick read.

Please note that we have moved to an electronic format for our Board Orientation materials. These materials are accessed through the Board Portal on the Centre's website at:

<http://wechc.on.ca/about-us/board-portal-3/>

### What is a Community Health Centre?

#### **A Brief History:**

Community Health Centres (CHCs) were set up as an experimental way of delivering health care under Bill Davis' Progressive Conservative Government in the 1970's. In 1982 Larry Grossman, Conservative Health Minister made CHCs part of Ontario's main stream health care system. In 1987 Liberal leader David Peterson announced his government's intent to double the number of Ontario residents receiving primary health care and as a result many more Ontarians gained access to Community Health Centres. In the 1990's the NDP government of Premier Bob Rae added Aboriginal Health Access Centres that today provide service to 55,000 First Nations people in a culturally appropriate way. Finally, in 2004/5 the Liberal Government led by Dalton McGuinty made a very strong commitment to the Community Health Centre model resulting in the opening of 21 new centres and 28 satellites. Today there are 74 Community Health Centres in Ontario with more planned for the future.

#### **Our Umbrella Organization – Alliance for Healthier Communities (formerly The Association of Ontario Health Centres (AOHC):**

The Alliance is the umbrella organization for Community Health Centres (CHCs), Aboriginal Health Access Centres (AHACs), Community Family Health Teams (CFHTs) and Nurse-Practitioner-Led Clinics (NPLCs) currently 107 organizations in total. We use acronyms all the time and it takes time to become familiar with them.

The Alliance exists to provide support and to lobby government on our behalf. They hold an annual 3 day conference usually in early June to which we try to send 2 or 3 Board directors as well as a few staff. You should put your name forward as it is an excellent way of quickly getting up to speed. You will hear much more about the Alliance in future.



New board directors are encouraged to attend training, workshops, seminars and webinars to enhance their knowledge of the CHC sector and of governance generally. The series of four half day workshops by Pillar Nonprofit Network in London are particularly informative and useful.

The Centre is also a member of the Ontario Community Support Association (OSCA). This group is the voice of the home and community sector and provides provincial guidance for our Assisted Living and Community Support Services for seniors programs.

### **How Does a CHC differ from a Regular Doctor's Office?**

We have doctors and nurse practitioners providing primary health care, just like a regular doctor's office, although you will learn that there are some differences from a regular doctor's office.

When Premier of Saskatchewan Tommy Douglas started the Canadian Health care system he envisaged a system that not only treated people when they are sick but worked to keep people healthy so they don't get sick. He called this the second stage of health care and the CHC model constantly advocates and promotes it. So besides our primary health care team we have a whole bunch of employees who run a multitude of programs for seniors, programs for new mothers, cooking programs, programs to help people cope with diabetes, child and youth programs, mental health and addiction programs and much more.

From time to time we invite our teams to come into Board meetings to tell us what they are doing which will help you to learn more about the services we offer.

### **How are we funded?**

The healthcare system is currently in the midst of a major transformation. Currently, almost all of our funding comes through the South West Local Health Integration Network ( SW LHIN) which channels the money from the Ministry of Health. (This is expected to change shortly with the elimination of the LHINs provincially to be replaced by Ontario Health.)This allows us to provide almost all the services to our clients free of charge. Some exceptions are things like "Meals on Wheels" for which clients pay for the meals but we deliver for free. We also charge a nominal fee for transportation and have some additional transportation funding through a grant from the United Way.

The LHIN (soon to be replaced by Ontario Health) is perhaps our most important partner and you will hear much about them and see a great deal of correspondence from them. And we have to pay attention, as without their funding, we do not exist.

Funding is becoming a critical issue as our base funding has not kept pace with inflation. Without adequate base funding we cannot give salary increases to staff and as costs increase we are faced with the potential of having to cut programs to pay for heat and light. We lobby for more money whenever we have the opportunity, and the Alliance and OCSA are constantly in dialogue with the government on this issue.

### **Why do we have a Board of Directors?**

Our Board of Directors is the link between our community and the Health Centre. One of our jobs is to promote the Health Centre to our community and to listen to our community to make sure the services offered are what they need and want.

The Board is also the link with the LHIN (Ontario Health). We are held accountable by the LHIN (Ontario Health) for the successful running of the Health Centre. As the health system changes, the Board will also assume a new shared governance responsibility for broader system goals. Over time the Board's role and responsibilities as part of an Ontario Health Team will become clearer.

### Governance versus Operational Boards

We are a Governance Board. That means we are not responsible for the day-to-day running of the Health Centre but for the strategic approach to issues. As such we have:

#### A Duty of Care:

The duty of care describes the level of competence that is expected of a Board director and is commonly expressed as the duty of "care that an ordinary prudent person would exercise in a like position and under similar circumstances". This means that a Board director owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

#### A Duty of Obedience:

The duty of obedience requires Board directors to be faithful to the organization's mission, vision and values and the applicable rules/laws of the governments. They are not permitted to act in a way that is inconsistent with the central goals of the organization.

#### A Duty of Loyalty:

The duty of loyalty is a standard of faithfulness. A Board director must give undivided allegiance when making decisions affecting the organization. This means that a Board director can never use information obtained as a director for personal gain but must act in the best interests of the organization.

As a Board we have one employee, the Executive Director (ED). He/she is responsible for all other employees. The ED is a non-voting member of the Board. Our ED will let us know if we are treading on his/her toes by getting involved in operational matters when we should not. There are some issues that have both operational as well as strategic implications. We can certainly discuss these with our ED.

### Key Responsibilities of the Board

- Setting the strategic direction of the Health Centre, in part by carrying out a new or updated Strategic Plan at regular intervals, usually every three to five years.
- Ensuring the organization is well managed
- Protecting the organization from external threats
- Financial stewardship
- Ensuring the Board has the right skill set to do its job
- Ensuring the Board is in compliance with laws and regulations
- Selecting a new Executive Director when required
- Representing the Health Centre to the external world and the external world to the Centre.

And “no” you are not expected to know about every law and regulation that applies as there are many aids available to us to help us comply with the law and to do our job well.

### What is “Fiduciary Responsibility”?

It’s a legal obligation of one party to act in the best interest of another. Board directors have a fiduciary duty to act in the best interests of the Community Health Centre. It is important to understand that this is a legal obligation.

Fiduciary is from the Latin for “trust”. As Board directors we are expected to do our job to the best of our ability. A simple example is if a Board director is unprepared at a Board meeting because they have not read the agenda package they have not fulfilled their fiduciary responsibility. A more serious example would be if a Board director acts for their own personal gain in relation to their work on the Board.

You might want to “Google” this subject to gain a better understanding of it.

### **What should my time commitment be?**

As much as you want it to be but you should count on a minimum of 10 hours per month. Any less than this and you are not fulfilling your fiduciary duty. Board directors are expected to attend all Board meetings and to make this a priority each month.

The minimum assumes you will attend the monthly Board meeting including reading through the agenda in preparation. It also assumes you will attend other meetings such as with the LHIN (Ontario Health), our association (including the annual conference), and training sessions which may be webinars or meetings. It is also expected that the Board has a presence at events such as the annual Fall Fairs or the Fall Family Fun night. This is one way we can show our support of staff and also gain an appreciation of what they do.



It is hoped that most Board directors will volunteer to sit on at least one committee although you may want to wait a few months until you have a better understanding of what each committee does.

Committees generally meet once per month:

## **Our Committee Structure**

### The Governance Committee

Chaired by the Vice-chair of the Board or delegate this committee meets monthly to review and set the Board agenda and to vet items that should be brought to the Board. The ED is a member of this committee. It is also responsible for the annual performance review of our Executive Director. For a better understanding of this committee, refer to Board policy GOV-204 **GOVERNANCE COMMITTEE TERMS OF REFERENCE**.

### The Finance Committee

This committee also meets monthly and as the name suggests deals specifically with the Centre's finances. The Finance and Operations Director and the ED attend. We generally try to recruit a minimum of two, preferably three, Board directors with financial skills, however, the committee is open to any Board director interested in the finances of the Centre. The committee brings a report to the full Board every month that they meet.

### The Quality Committee

We are mandated by the Provincial Government to have a Quality Committee, and technically it is a Board Committee, although its work is very much operational. It is primarily populated by staff, however, we ask one Board director to sit on as the official Board representative. This director reports back to Board meetings on the work of the committee.

### The Youth Advisory Committee

There is often a disconnect between youth in the community and organizations such as the Community Health Centre. In the past, we have had a youth representative on the Board, however that did not work well primarily because 90% of what we do in Board meetings was of little interest to youth, and because there was little attempt to engage or involve the young person in the work of the Board.

In 2012 a Youth Advisory Committee was established comprising one or two staff members, a minimum of one Board director and as many youth as we could recruit. We have averaged at least six youth members on the committee and their mandate has been to inform the Board about issues that are of concern to youth and to advise on how the Health Centre can better serve youth in the community. They are invited to attend at least one Board meeting each year and to make a presentation to the Board. Those presentations have been of excellent quality and have touched on some very serious issues, including teenage pregnancy, drug use and abuse, mental health issues, bullying and more.



In 2016 this group was encouraged to apply for a “Dare to Dream” grant from the Provincial Government, and was successful in the submission for \$5,000 to put on an event to raise awareness of mental health issues.

This group is no longer a formal Board committee and has instead become a community-based committee that is supported by the Centre. The Youth continue to present their ideas and needs to the Board as they arise.

#### Client and Family Advisory Council

This new Council was launched in January 2018. It consists of a number of Client and/or Family representatives who bring forward questions and concerns that either they or others in the community have raised. Senior staff and a Board representative work with the council members to address the concerns.

#### Other Committees

The Board may from time to time set-up other committees as deemed necessary. Certainly, when the time comes to revisit our strategic plan a committee will be set up for that purpose.

### **Policies and Procedures and By-laws**

#### By-laws

We are governed by our by-laws and have a legal obligation to comply with them. Our by-laws are available electronically on the Board portal.

#### Policies and Procedures

The board portal hosts the board policies and procedures which provide the rules by which we as a Board operate. A paper copy will be provided upon request. You are not expected to memorize all these rules, however, you must be aware of them and at least have an understanding of the scope of subjects covered by them. We are also expected as a Board to review and update our policies and procedures at least every four years.

The Centre also has available on-line numerous operational policies and procedures which we do not get involved with.

## **Annual General Meeting**

All Board directors are expected to attend the Annual General Meeting (AGM). At this meeting our wider membership are invited to hear our annual report as presented by the Board Chair and the Executive Director. The financial report is presented by our auditors and voted on by the membership. New and returning Board directors are voted into office.

Board directors are elected with no position assigned to them. Immediately following the AGM the newly elected Board meets at the call of the ED and elects an executive comprising at a minimum a Chair, Vice-chair, and Secretary /Treasurer.

## **Programs and the Work of the Community Health Centre**

It is important that Board directors gain an understanding of all the programs the Health Centre is currently running. To assist in this staff are regularly invited to attend Board meetings to tell us about their programs, however, you should not rely on this to bring you up to speed. Look through the brochures that advertise our programs and read the monthly reports from the managers and ask questions.

The website [wehc.on.ca](http://wehc.on.ca) is also a great source of information and also where you can find the Board portal to access many documents online.

## **Partners**

We do not operate in a vacuum but have many partners who work with us to supplement the programs we offer. At last count there were more than 50 organizations including the Canadian Mental Health Association (CMHA), Public Health, social agencies, the High School, and many more. The challenges are to avoid duplication of services while ensuring there are no gaps. While this is primarily operational, we as a Board should be aware of the relationships with other agencies.

## **You are on your way!**

You have volunteered for a very important job. We are one of the most important institutions in our community and we are charged with making it as good as it can be. We thank you for your service to the Board of Directors.

**The welcome package for new Board directors is on the website.**

<http://wehc.on.ca/about-us/board-portal-3/>

**This package includes operational, strategic and financial materials as well as useful resources and helpful links.**