



Kings Regional Rehabilitation Centre Board Governance Manual

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A. INTRODUCTION

A1. Introduction and Administration

Kings Regional Rehabilitation Centre (“KRRC”) was established by the Kings Regional Rehabilitation Centre Act, Chapter 16 of the Acts of 1990, amended 1991, c 17. It is a not-for-profit organization accountable to the provincial government under the Department of Community Services, in compliance with its current Letter of Agreement; mandated under *The Homes for Special Care Act* and Disability Support Program (DSP) Policies and Standards as set out in schedule C, which may be amended from time to time by the Province; as well as all other applicable laws, including but not limited to, *The Protection of Persons in Care Act*, the *Occupational Health and Safety Act*, the *Workers’ Compensation Act*, the *Labour Standards Code*, the *Personal Information Protection and Electronic Documents Act* and any and all Regulations.

A2. Vision, Mission and Values

In carrying out its work, the Board is guided by KRRC’s vision, mission, and values.

Vision Meaningful Lives. Inclusive Communities.

Mission Facilitating opportunities for the individuals we serve to fulfill their aspirations and responsibilities as valued community members.

Values **Respect:** We believe in the dignity and equality of all and are committed to a compassionate approach that recognizes everyone’s strengths and potential.

Collaboration: We value diversity and believe in the capacity of individuals to work together to create partnerships and transform challenges into opportunities.

Growth: We encourage and support personal and professional development and believe that opportunities for learning are possible throughout life.

Active Participation: We promote meaningful engagement of individuals in community life while recognizing personal choice.

Integrity: We demonstrate humility and hold ourselves accountable to the continual pursuit of quality through life-affirming, ethical, evidence-based practice.

A3. Governance Context

KRRC is a dynamic organization that is looking to a future that not only fulfills our mission but contributes to provincial leadership in the transformation of innovative placements for persons with disabilities.

The Board Governance Manual (BGM) contains the current policies adopted by the board of KRRC. Excellence in board governance requires that the board and chief executive officer have a clear understanding of each other's roles and responsibilities to fulfill their obligations. Rather than selecting a specific model of governance, e.g., Carver, the Board has chosen to focus on a more current view regarding the *role of boards* rather than a particular model.

The key roles of the Board are **fiduciary**, **strategic**, and **generative**, as follows:

- Having fiduciary responsibilities as a steward of the organization.
- Adopting a strategic partnership approach with management – shaping direction through the vision, mission, strategy and management, results-based review as performance is assessed in meeting strategic objectives.
- Taking time to consider the future – working to discern potential issues or problems; problems are framed within the overall mission and vision of the organization; they use metrics of the organization as a learning tool to continually improve.

The Board is responsible for oversight of operations and holding the CEO accountable for delivering on the mission of the organization. Boards are required to make decisions that are in the best interests of the organization and demonstrate that it considered the impact of those decisions on its client group and stakeholders (Chartered Professional Accountants of Canada [CPA Canada], 2021).

This Governance Manual is designed to assist the Board to understand their roles and responsibilities and to clearly understand the difference between their role and that of the CEO of the organization. The Board has one employee – the CEO who is responsible for direct management of the organization and its staff.

A common analogy used to describe the Board relationship to day-to-day operations of the organization is “*noses in – fingers out.*” Per CPA Canada, “noses in” means the Board and each Director understand the organization's strategy and operations in sufficient detail to:

- Understand its risk and potential opportunities; and
- Oversee how management mitigates the risks and leverages the opportunities.

“Fingers out” means that the Board neither manages the organization nor does management's work. (*Not-for-Profit Governance Fundamentals: Board Basics for the NFP Director: CPA Canada, 2021*)

The balance of this Board Governance Manual is divided into the following sections:

- Board Structure and Processes
- Board – CEO Relationship
- Executive Parameters

B. BOARD STRUCTURE AND PROCESSES

B1. Governing Style

The Board operates from a strategic perspective considering our mission, vision, values and our commitment to our clients and stakeholders. As such, the Board is not focused on the day-to-day operations of the organization. The Board seeks and encourages diversity of viewpoints from its members; understands the difference between the role of the Board and that of management and staff of the organization and proactively carries out its governing function. As such, the Board will:

- a. Govern with integrity and discipline of process. Board discipline relates to attendance at meetings; respect for the roles of the Board and Committees; speaking with one voice when conveying decisions of the Board; and respecting the structure and processes outlined in these policies.
- b. Be accountable to our client population; our stakeholders; funding agencies and the public in fulfilling our mandate as a not-for-profit organization utilizing public funds.
- c. Monitor and evaluate Board Governance processes and performance. Individual Board member evaluations will occur along with overall evaluation of the Board's effectiveness. The Board is responsible for its performance.
- d. Develop a Board succession plan that will enable continuity and competence on the Board.
- e. Develop an orientation program for new Board members that includes training in the Board's structure and processes and the mandate of the organization.
- f. Finalize and approve the Strategic Plan, including Enterprise Risk Management, for the organization. The Board will receive drafts of the Strategic Plan from the CEO for consideration. The Board will provide input / feedback / approval on the plan to the CEO. The Board will request a status report on implementation of the Strategic Plan on a quarterly or more frequent basis as deemed necessary and prudent.

B2. Board Job Description

In accordance with The Homes for Special Care Act and Bylaws of KRRC; the Board's job is to lead, monitor and provide direction and guidance for the organization through the CEO. To ensure proper oversight, the Board will:

- a. Ensure a comprehensive consultation process is utilized to develop and approve the mission, vision, values, and strategic direction for the organization. The Board will hold the CEO accountable for the development of the strategic plan and an operational plan to implement the Board-approved strategic plan throughout the organization.
- b. Determine the parameters around the implementation of the strategic plan including timelines; goals and objectives, status report expectations (monitoring); and the assessment of outcomes to inform future planning.
- c. Recruit, fairly compensate, coach, and evaluate the performance of the CEO on an annual basis. If required, terminate the CEO in accordance with organizational policies and applicable legislation.
- d. Monitor the financial state of the organization and require periodic internal and external independent audits as required by funders and leading organizational practices.

- e. Ensure ongoing review and continual improvement of all Board policies as required.
- f. Provide an Orientation session(s) for new Board members including education on the role of the Board and the mandate and operations of the organization.

B3. Chair's Role

The Chair's role is normally addressed in the organization's Bylaws. This policy provides further direction and clarification. The Chair holds responsibility for leading the Board and ensuring it is representing and acting in the long-term interests of the organization. The Chair is the Board's direct link to the CEO and is responsible for holding the CEO accountable for her/his performance. The Chair is the main spokesperson for the organization and may choose to delegate this responsibility to the CEO.

To ensure effective Board operations and governance, the Chair will:

- a. Hold Board members accountable for their attendance and active engagement in Board meetings.
- b. Work with the CEO and Committee Chairs to develop the Board meeting agenda and ensure Board members receive their meeting materials one week prior to the scheduled meeting.
- c. Ensure Board agendas address areas within the Board's purview and are not operational matters. Board concerns should focus on the mission and vision of the organization and whether the strategic plan is being implemented as directed by the Board.
- d. Manage the flow and quality of information to Board members to enable informed decision making – i.e., status reports; special reports; independent advisors; minutes of previous meetings.
- e. Manage the agenda and discussion at each Board meeting ensuring each member has an opportunity to participate and contribute to the discussion and decision-making.
- f. Determine if a special meeting / emergency meeting of the Board is required should circumstances warrant.
- g. Ensure the Board's decisions are within the parameters outlined in Board policies.
- h. Assist in the development of Board Committees and ensure on-going communication with Committee Chairs.
- i. Address any issues that may arise from inappropriate Board member behaviour and/or conflict of interest.

B4. Board Meetings

Board meetings are usually scheduled on a yearly basis and can occur on a monthly or bi-monthly schedule (see Bylaws as well regarding frequency). Special or emergency meetings can be called if required. Most Boards will elect to hold 10 regular meetings opting to not meet during the summer period. With a defined time period for meetings (2-3 hours), it is critical that the Board agenda is followed, and discussion is managed to allow for effective decision making.

Board members should therefore:

- a. Prepare for each meeting by reviewing the Board materials prior to the meeting.
- b. Advise the Chair if they are unable to attend a meeting.
- c. Conduct the business of the meeting per the agenda outlined.
- d. Identify which items are for information purposes or decision items and address accordingly.
- e. Ensure they have enough information to make an informed decision.
- f. Excuse themselves from a meeting if they perceive there is a conflict of interest with any matter on the agenda.
- g. Respect the role of the Board and always demonstrate respect for other Board members by conducting themselves with integrity and in a professional manner.
- h. Demonstrate respect for the CEO and other staff/guests attending Board meetings.
- i. Understand the Board speaks with “one voice” and the Chair is the spokesperson for the Board and organization. The Chair may delegate this authority to the CEO.
- j. Participate on Board committees to enable full governance of the organization.
- k. Complete the meeting evaluation form at the end of each meeting.

B5. Committees of the Board

There are three standing committees of the Board as outlined in the Bylaws. They are the **Executive, Finance and Audit**, and **Quality and Risk** committees. Ad hoc committees may be created by the Board as they deem appropriate. Committees help the Board be effective and efficient. They speak “to the Board” and not “for the Board.” Board committees review the information within their scope, develop recommendations and report to the full Board.

The **full Board** is responsible for decision-making from recommendations or reports presented by a committee. Under the direction of the Board Chair, each Committee will elect a Chairperson who is responsible to lead the committee and report to the full Board on behalf of the committee. The Chair of the Board and CEO is an ex-officio member of each committee.

The Chair of each Committee will:

- a. Ensure a Committee Charter or Terms of Reference is in place. The Charter outlines the purpose, membership required, reporting relationship and time span (if it is an ad-hoc committee).
- b. Act within the guidelines of the Charter in reviewing materials presented for their consideration.
- c. Review Charter at the Board’s discretion and recommend amendments to the Board as required.
- d. Arrange meetings on a regular basis and ensure committee members are provided with the information needed to make an informed decision.
- e. Manage the committee meetings in accordance with accepted governance practices as outlined under the role of the Chair of the Board.
- f. Develop recommendations / report to be presented to the full Board for information or approval.

- g. Attempt to have at least one committee member with expertise in the area under the committee's purview.
- h. Arrange for independent advisors to attend meetings if required.
- i. Board committees will interact with the CEO to obtain any required information. The CEO may choose to have other staff attend meetings if required.
- j. Ensure minutes are kept for each meeting.

B6. Board Committee Charters

Executive Committee

The Executive Committee of the Board acts for the Board between meetings and in exceptional or emergency circumstances. The Chair, Vice-Chair and Treasurer serve on this committee. The CEO also attends these committee meetings in an ex-officio capacity (unless the committee is meeting to address a particular issue related to the CEO). Note: see also Sections 5 and 6 of the bylaws regarding the scope and authority of the Executive Committee.

The Executive Committee functions include:

- a. Assisting the Board Chair with appointments to committees.
- b. Drafting annual governance goals and a work plan for Board discussion and approval.
- c. Reviewing the functioning of other committees and addressing any issues that may arise.
- d. Reviewing the Bylaws of the organization and making recommendations to the Board on any proposed revisions.
- e. Assessing the feedback obtained from annual Board evaluations and making recommendations on any proposed changes.
- f. Conducting a review of the CEO succession plan to ensure the organization is protected at the full senior management level or for other critical positions.
- g. Developing with the CEO, the performance expectations for that position and recommending those to the Board for approval.
- h. Conducting the annual performance evaluation of the CEO. If there are performance issues with the CEO, recommendations to address this should be offered *to the Board*. (?)
- i. Overseeing development of the Orientation process for new Board members.
- j. Working with the CEO to arrange Board education sessions.
- k. Making recommendations on any behavioural issues of individual board members to the appropriate governing body.
- l. Serving as the Search Committee for a new CEO as required.
- m. Review committee charter as deemed necessary by the Executive Committee.

Finance and Audit Committee

The Finance and Audit Committee assists the Board in oversight of the financial status and practices of the organization. They make recommendations to the full Board on policies regarding the finance and audit functions that will ensure the financial health of the organization.

The Finance Committee's responsibilities include:

- a. Appointment of the external auditor in accordance with organizational practice on procurement of professional services.
- b. Overseeing the audit process and conduct the initial review of the auditor's report.
- c. Approving the financial statements for the organization.
- d. Reviewing the initial annual budget submissions from the CEO and Director of Finance ensuring all aspects of operations and capital projects are included.
- e. Monitoring significant expenditures in accordance with financial constraints outlined by the Board.
- f. Ensuring a full review of all Board policies regarding audit and finance annually.
- g. Reviewing the committee charter as deemed necessary by the committee.

Quality and Risk Committee

The Quality and Risk Committee serves to provide oversight to the level of service provided by the organization and to identify and monitor any risk exposure for the organization.

The Quality and Risk Committee's responsibilities include

- a. Ensuring the organization has a quality strategy / program in place.
- b. Monitoring and receiving reports on organizational quality initiatives from the CEO.
- c. Reviewing stakeholder / client feedback reports from service quality surveys.
- d. Identifying any concerns with the quality program and making recommendations to the full Board.
- e. Ensuring the organization has a risk management program in place to address all potential areas of risk which is shared with the full Board
- f. Monitoring the risk management plan execution and recommending any appropriate changes to the Board at least once a year
- g. Monitoring the external and internal environments for any emerging issues related to areas of risk and reporting them to the Board
- h. Reviewing internal controls within the organization
- i. Reviewing the Committee charter as deemed necessary by the committee.

Ad hoc Committees

Ad hoc committees are formed on an as-needed basis to address areas of opportunity or concern. The Board will clearly outline the purpose and limits (authority, time) of the committee. An ad hoc committee may be formed for such purposes as a major fundraiser for the organization, specific public relations strategy, or communication strategy development. Ad hoc committees are disbanded once the work is complete and/or the functions are operationalized.

B7. Duties of Committee Chairs

Chairs of all sub-committees of the Board must be members of the Board, preferably with expertise in the specific area of concern for the sub-committee. Committee Chairs follow the same protocols regarding the interaction of the Board with management of the organization as does the Chair of the Board.

The Chair of each committee is responsible to:

- a. Review the mandate / charter of the committee with the members.
- b. Ensure committee meetings are arranged as required providing adequate notice to members.
- c. Chair the meeting and ensure minutes are kept and reviewed at each meeting.
- d. Report to the full Board on progress and any recommendations of the committee at each meeting or as directed by the Board.
- e. Liaise with the CEO and other staff as arranged with the CEO.

B8. Duties of Board Members

Board members have a **fiduciary duty** to act in the best interest of the organization. This means Board members owe the organization the duties of good faith, trust, confidence and candor and they must exercise a high standard of care in managing the organization's affairs and property. This fiduciary relationship derives from the position the Board occupies in being ultimately responsible for the organization. (Not-for-Profit Governance Fundamentals: Board Basics for the NFP Director, p.13).

Deriving from the fiduciary duty are two main components:

- a. **Duty of Care:** Directors have a duty of competence and are required to act with a certain level of skill when making decisions. All Directors are not expected to be experts in every aspect of the organizational business – there is however a duty for Directors to be informed – and prepare before attending the Board meetings by reading the Board materials and that they act in accordance with a standard of care – the standard at which a reasonable and prudent person would act in the same circumstances.
- b. **Duty of Loyalty:** also commonly referred to as the fiduciary duty it means Directors are obliged to act in good faith and in the best interests of the organization. A Director's first loyalty is to the organization they serve, not to their own interests or to others.

In addition, Board members must

- c. Act within the scope of the governance framework and policies of the organization.
- d. For further clarification on duties see Section 4 – Board meetings.

B9. Duties of the Treasurer

A current Board member is nominated for this position and confirmed by the whole Board. The Treasurer's duties include:

- a. Chair the Board's Finance and Audit Committee.

- b. Follow the duties outlined in Section 7 for Committee Chairs and Section 6 B – Responsibilities of the Audit and Finance Committee.
- c. Ensure full reporting on the finances (revenue and expenditures) of the organization (provided by the Director of Financial Services).

B10. Conflict of Interest

The Director's Duty of Loyalty (see Section 8) means Directors act in good faith and in the best interests of the organization. They are not to profit from their position as a Board member and avoid situations that could be perceived as a conflict -with their own interests or the interests of others. This also means that the Director's loyalty to any special interest or advocacy group or other Boards, is superseded by this requirement for this organization. As well, if the Director is a consumer of services of this organization, their responsibility to the organization as a Board member comes first.

Accordingly, every Board Member is expected to:

- a. Disclose their involvement with other organizations, with vendors, or with any other associations that might produce a conflict as and when they occur.
- b. Declare if they could potentially be in a conflict of interest around a particular issue on the Board agenda.
- c. If there is a conflict or potential conflict of interest, the Board member shall absent themselves from discussion of that issue and not vote on the matter.
- d. If the Board member is unsure if they may be in a conflict-of-interest situation, they should discuss the matter with the Board Chair and follow his/her decision on the matter.
- e. Board members will not profit or take advantage of their position on the Board to seek employment for themselves, family members or close associates. Should a Director be considered for employment in the organization, they must temporarily withdraw from Board meetings and business.
- f. Should a Director accept a position within the organization they must resign from the Board.
- g. The Board Chair should ensure a "standing item" on the agenda of each Board meeting asks members to declare any conflict of interest they may have related to any matter on the agenda.
- h. Board members are to follow Board governance policies with respect to interaction with organizational staff and respect the Board – CEO relationship as outlined in these policies.
- i. Board members can only speak on behalf of the Board if specifically authorized to do so by the Board Chair.
- j. Board members must respect the confidentiality requirements of their position and not disclose organizational information that is of a sensitive nature.
- k. Board members may be reimbursed for reasonable expenses related to their duties for the organization as normally laid out in the organization's Bylaws and policies. Reimbursement must be in accordance with normally accepted standards (i.e., public

sector) and be consistent with the organization's regular rates and procedures for reimbursement of expenses.

B11. Code of Conduct

Board members are expected to conduct themselves in accordance with the Duty of Care and Duty of Loyalty outlined in section 8. As such, they are to:

- a. Act with integrity and care in carrying out their duties.
- b. Follow the Board Governance policies of the organization.
- c. Treat other Board members with respect and support and respect the opinion/ decision of the majority of the Board.
- d. Ensure they are well prepared for Board meetings by reviewing all Board materials.
- e. Attend monthly Board meetings and any committee meetings on which they serve.
- f. Advise the Board Chair if unable to attend a meeting.
- g. Respect the office of the CEO and refrain from criticism of the CEO and staff.
- h. Refer any stakeholders or constituents to the CEO to address issues (if approached by them in a public or private venue).
- i. Refrain from any behaviour or action that could be perceived as a Conflict of Interest.
- j. Represent all constituents or stakeholders of the organization rather than the interests of special interest / advocacy groups.
- k. Represent the organization in a positive manner and refer any complaints to the CEO or Chair of the Board.
- l. Advise the Chair or CEO if they become aware of any issues that could potentially negatively affect, or harm, KRRRC.

Disciplinary Process

Should a Board member fail to comply with the Code of Conduct or Conflict of Interest policies, the Board will determine how such behaviour will be dealt with. The member in contravention of the policies will abide by the decision of the Board with respect to that matter.

B12. Communications Policy

The Board is accountable to its constituents and stakeholders; its funders; and the larger community. The Board therefore commits to be open and transparent with respect to its services, programs, and governance. The Board will not share confidential information, including information related to human resources issues. The Board commits to:

- a. Developing a communication policy that advises of its commitment to clear, open, and transparent communication to all its stakeholders.
- b. Consult with stakeholders, including service users, in setting direction for the organization or any time that stakeholders could help inform the deliberations of the Board.
- c. Identify in its communication strategy the type of information that will be shared; when information will / can be shared and how; and who will speak for the organization should

a critical incident occur. The Chair of the Board may delegate this responsibility to the CEO as warranted.

B13. Board Evaluation

The Board is responsible for its own operation and the Board Chair is responsible to ensure effective governance is in place. The Board must therefore plan for member succession, as well as monitor and evaluate its own performance. The Board Chair will provide an evaluation questionnaire following each Board meeting. These evaluations will be provided to the Executive Assistant who will present a summary of the results to the Board Chair. The Board Chair will share the results at the following Board meeting and follow-up on any concerns or opportunities raised.

The Board will:

- a. Perform an annual confidential evaluation of the overall Board functioning in accordance with accepted governance practices. These evaluations will be provided to the CEO and Executive Assistant to the Board who will present a summary of the results to the Board Chair. The Board Chair will share the results at the following Board meeting and follow-up on any concerns or opportunities raised.
- b. Address any issues that arise from the evaluation process on a timely basis.

C. BOARD – CEO RELATIONSHIP

C1. Overall Relationship

The Board has one employee – the CEO. The CEO reports to the Board Chair. The Board recruits the CEO and is responsible for monitoring his/her performance. It is accepted that the Board is responsible for governance of the organization while the CEO is responsible for management and administration. The Board sets the strategic direction for the organization with input from the CEO while the CEO is responsible for implementation. The Board oversees the implementation and is provided reports on this at regular intervals. The CEO is therefore responsible for the overall management of the business of the organization.

This relationship is defined as follows:

- a. The Board delegates authority for the administration and management of the organization to the CEO.
- b. The Board sets out parameters for the scope and authority of the CEO's reach – management, fiscal restraints, expected performance and behaviours in representing the organization.
- c. The Board ensures an appropriate job description / executive brief is in place for the position of CEO. The job description should clearly define performance expectations as well.
- d. The Board respects the scope and authority of the CEO as set out in policy.
- e. The Board is responsible to recruit, select and hire the CEO.
- f. The Board has the responsibility to monitor the performance of the CEO. At minimum, a yearly evaluation of the CEO will occur. This evaluation is based on how well the CEO achieved goals set out by the Board. The Board can seek input from all Board members, staff, service users, external stakeholders, and associates. The Board is the only body that can vary the compensation package of the CEO.
- g. The Board is responsible to have a succession plan in place for the CEO position.
- h. The Board is responsible for discipline of the CEO if warranted and can choose the consequences of any breach of the requirements for the position. Consequences can extend to termination of the CEO contract in accordance with contract parameters and applicable labour law.

C2. CEO General/Board Responsibilities

- a. The CEO is responsible for the strategic and organizational accomplishment of the major goals set out by the Board.
- b. The CEO is responsible for the day-to-day operations of the organization within the parameters set out by the Board.
- c. The CEO will report to the Board on a regular basis and address such matters as:
 - i. Progress on strategic goals
 - ii. Performance of the organization with respect to service delivery, including quality evaluation of service

- iii. The financial performance of the organization highlighting any areas of concern; this should include a review of revenue and expenditures and can be provided by the senior staff responsible for the finances of the organization
 - iv. Any adverse events that may impact the organization such as critical incidents, funding issues or media coverage
 - v. Any significant reorganization of the administration of the organization and any related matters or terminations that could impact service delivery or could have a negative impact on the organization
- d. Work with the Board Chair to prepare the Board Agendas and arrange support to the Board at regular meetings.
 - e. Respond to Board enquiries on a timely basis in the manner requested (e.g. reports).
 - f. Prepare an Annual Report for review, input, and approval by the Board.
 - g. Assist the Board in evaluation of the strategic plan and identify if/when a new / revised strategy should be considered for development.

C3. CEO Operational Responsibilities

- a. Work with funding agencies / partners to enable a stable funding base for the organization.
- b. Develop positive working relationships with internal and external stakeholders to enable the success of the organization.
- c. Ensure the organization has appropriate, and appropriately trained, human resources to carry out its functions.
- d. Ensure working conditions are in compliance with all applicable legislation including health and safety requirements. The CEO should ensure that all reasonable steps are being taken to protect employees from unsafe or unhealthy (physical or psychological) working conditions.
- e. Identify and provide for training for staff to enable them to provide high quality service to the client population.
- f. Ensure human resource practices reflect requirements in legislation or union contracts, if applicable, and follow leading HR practices.
- g. Review and establish appropriate compensation and benefit packages for employees in accordance with union contracts or industry standards. Variations to non-union compensation must be completed within current budget allotments.
- h. Ensure appropriate policies are in place to provide a “Respectful” workplace for all employees.
- i. Work with HR or hiring managers (depending on the situation) to ensure hiring practices are fair and equitable.
- j. Develop and implement a performance development / evaluation program throughout the organization.
- k. Provide an Orientation program for new staff to the organization.
- l. Provide a process to allow staff to bring forward issues or concerns without fear of reprisal.
- m. Follow all applicable legislation respecting client support and care standards, licensing, Protection of Persons in Care, and other applicable legislation.
- n. Work with staff to provide programs and services that will enable learning, support, and development for the client population.

- o. Evaluate programs and services regularly to ensure services are meeting goals of learning, support, and development for clients.
- p. Ensure appropriate trained / educated resources are in place to offer high quality services to clients.
- q. Provide learning opportunities for staff by encouraging learning and development in a work environment focused on continual improvement.
- r. Review, monitor and upgrade facilities to provide the best possible living and learning environment for clients and staff.
- s. Follow accepted procurement policies for the purchase of goods and/or services for the organization.
- t. Develop policies and procedures to enable timely access for clients/potential clients to programs and services.
- u. Follow all legislation and policies around the protection of private information of clients and staff, including the storage and sharing of such information.
- v. Treat all clients and members of their support circle with respect and dignity.
- w. Provide a process outline for clients and their support circle so they are clearly informed of what they can expect from KRRC's programs and services to meet the needs of clients.

D. EXECUTIVE PARAMETERS

D1. Overall Parameters

The Board delegates responsibility for day-to-day operations of the organization to the CEO. The CEO determines the management and staff requirements for the work of the organization. The Board expects the CEO to ensure efficient and effective operation of the organization and the provision of high-quality programs and services. The CEO is expected to act with integrity, honesty, and transparency in her role as leader of the organization. As such, the CEO is expected to abide by executive parameters set out by the Board and set in place appropriate parameters in the following operational areas:

- a. **Financial Management:** The CEO must ensure that the financial management of the organization is carried out following all accepted financial and auditing standards and in accordance with budgeting envelopes prioritized by the Board and allotments by the funding agency(s). The CEO is responsible to recruit appropriately trained / educated staff to manage and steward the organization's funding envelope. The CEO will work with the Director of Financial Services to develop a budgeting process that provides:
 - i. Sufficient information for projection of revenues and expenses; cash flow; separation of capital and operational items as well as detailing the funding envelope allotted by the funding agency.
 - ii. Development of an annual budget for presentation to the Board for approval that includes disclosure of planning assumptions along with separation of the capital budget and day-to-day operational budget.

- b. **Financial Stability:** To address any risks associated with the financial health of the organization, the CEO is expected to manage the budget and report regularly to the Board on the budget. The CEO is expected to:
 - i. Explain any variances in revenue and expenditure projections.
 - ii. Prepare an action plan to address any deficiencies or deficits in the budget.
 - iii. Ensure a comprehensive payroll and accounts receivable / payable process is in place to assure timely payments.
 - iv. Remit all legislative payments / filings according to schedules set out by government.
 - v. Seek Board approval to exceed any spending or procurement guidelines set out by the organization including the use of any reserve or other special funds.
 - vi. Seek Board approval for the acquisition or disposal of real property of the organization.
 - vii. Ensure appropriate controls are in place to protect the finances of the organization. These controls must adhere to generally accepted auditing standards.
 - viii. Ensure purchasing for the organization complies with standard accounting procedures, appropriate internal controls, and the conflict-of-interest policy, and aligns with the current government procurement policy.
 - ix. Provide support to the Auditor appointed by the Board in carrying out their work.

c. Asset Protection: The CEO is accountable for protection of all assets of the organization including financial, intellectual, information, files, inventory and physical – building assets. Proper controls must be in place for the protection of all assets. Accordingly appropriate internal controls, processes and procedures must be in place to protect against theft, fraud, losses, and liability.

d. Public Relations: The CEO is the senior leader, and normally delegated by the Board Chair, to represent the organization publicly. Effectively the Board Chair and CEO are officially the spokespersons for the organization unless it is deemed appropriate to delegate this responsibility to another senior leader on the management team. It is expected that the CEO will take care to manage their own reputation on social media and other communication forums to avoid any undue risk to the organization. The CEO will develop a Communication Strategy that is to be shared with the Board. The Communication Strategy should outline how the organization will engage with its various stakeholders; how it will deal with critical incidents; who will speak for the organization; who should be consulted / informed regarding specific incidents; how staff will be informed / consulted on various matters and other pertinent items.

It is also important that representatives of the organization, especially the CEO and other senior leaders, not be involved in causes antithetical to the mission and values of the organization. The CEO and other members of the organization are not to share confidential information, or any information related to specific clients of the organization.

e. Audit and Compliance: The CEO must ensure compliance with all regulatory and legal requirements, as well as funding agency requirements, for reporting by the organization.

Once the Board has determined and approved the Audit Firm for the annual audit, the CEO is expected to comply with all requirements for the audit and work with the Auditor to ensure they have access to all files and information to complete their work. The CEO will respond to any questions from the Auditor. Once the Finance Committee of the Board has received the Audit Report, the CEO is expected to develop an action plan to address any areas of concern with respect to any financial controls or other matters.