1.0 POLICY

The NDSCHDS has an active Board that meets and conducts its business in accordance with the organization's constitution and bylaws.

2.0 STANDARD

To provide strategic leadership to the organization.

To monitor the fiscal performance of Kiwanis Village.

To evaluate the efficiency and effectiveness of all operations and programs.

3.0 ROLES AND RESPONSIBILITIES

The Board of Directors:

- Conducts meetings monthly and as required
- Develops and annually reviews the organization's strategic plan
- Approves the annual operating budget and capital plan
- Monitors budget expenditures and variance reports quarterly
- Reviews and approves all administrative policies
- Receives reports on Board Committee activities and acts on recommendations
- Oversees management activities through the Executive Director and regular departmental reports
- Ensures that all regulatory and contractual obligations are met
- Reviews quality improvement and risk management reports on a regular basis
- Provides an annual report at the AGM (annual general meeting)
- Develops strategies for fundraising

Board Composition and Succession Planning

Effective Boards are composed of Board Members having the right combination of personal attributes and relevant skills and experience. Board Members, as a group, should possess a combination of skills and experience that support the Board in carrying out its mandate, creating fulsome Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives, and problem solving approaches.

The optimal Board composition for Kiwanis Village Nanaimo involves a consideration of the following characteristics:

- Integrity and accountability
- The ability to hold views and express them in a collegial manner

- Informed decision-making based on full review of evidence
- The ability to provide wise, thoughtful counsel on issues affecting the Board
- A preference for Board and team performance over individual performance
- High performance standards
- A history of achievements that reflects high standards for themselves and others
- Ability to commit the time required
- No actual, potential or apparent conflicts of interest.

BOARD EVALUATION

The Board is committed to Board evaluation, the purpose of which is to provide Board members with an opportunity each year to examine the mechanisms in place for the Board to operate effectively and make decisions in the best interest of Kiwanis Village Nanaimo. The process may vary from year to year dependent on the Board's stage of development and strategic goals as well as any internal or external issues impacting its decision-making.

Board evaluation is designed to review the effectiveness of the Board. Typical assessments evaluate the following areas:

- The quality of Board meetings including appropriateness, effectiveness and sufficiency of topics, time allocation, pre-meeting information packages and presentations
- Board dynamics, including the quality of the discussion
- The appropriateness and sufficiency of financial and operational reporting
- The quality of the relationships between the Board and the senior leadership team
- Kiwanis Village Nanaimo's practices with respect to business conduct and ethical behaviour
- Board orientation and maintenance of excellence in governance practices
- Board processes with respect to strategic planning, risk management, and succession planning
- The Board's relationship with key stakeholders and the public.

BOARD MEMBER REVIEWS

The objective of individual Board Member reviews is to provide feedback to each Board Member on his or her contributions so the Board Member may develop his or her effectiveness and, in turn, the Board's effectiveness.

Typical assessment evaluates the following areas:

- Key areas of contribution
- Level of engagement (time commitment, participation in Board discussions and committees, attendance at Kiwanis Village functions)

4.0 MEETINGS

To be held a minimum 10 times per year and/or at the call of the chair. The number of directors of the Society shall be not less than 3 nor more than 7. Quorum for a Board meeting is 50% of the voting members plus 1.

5.0 DOCUMENTATION

The Chair develops the agenda in collaboration with the Executive Director. The agenda and any supporting documents are sent via e-mail at least five days prior to the meeting.

Minutes of Board meetings are recorded by the Executive Director, reviewed by the Board Chair, and distributed for review within one week of the meeting. Approved minutes and documents are maintained on the GroupShare drive. Criteria and process for retaining documentation on the GroupShare are established and approved.

6.0 BOARD COMMITTEES

The Board has the power to appoint the Committees it considers necessary and advisable. While the Board manages the Committees under their jurisdiction, they can elect to involve or have members at large join the Committee and from time to time may establish temporary working groups to address time limited projects. Each Committee will have a Board member acting as Chair and at least one staff representative as recommended by the Leadership Team.

Purpose

The purpose of the Committees is to provide Board members with increased awareness in key areas of Board responsibility, to provide assistance and direction to the Leadership Team in prioritizing critical activities, and to help the Board carry out its work.

Mandate

Each Committee reviews its own Terms of Reference annually and submits any proposed changes to the Board of Directors for review and approval.

Accountability and Decision-Making (Including Recommendations)

Each Committee is accountable to the Board.
No Committee has the power and authority to act for the Board unless specifically authorized by the Board. Regardless of whether the power and authority for the Board has been delegated to a Committee, no Committee may make a decision that may have a material impact on Kiwanis Village Nanaimo's strategic plan; such decisions must be made by the Board.
The Board takes into consideration, but is not bound by, Committee recommendations.

Meetings

Each Committee sets out its yearly meeting schedule in order to assist in carrying out its mandate.

Most Committee meetings are held in person. Some Committee meetings may be held by teleconference. Individual Committee Members may also participate in meetings by other electronic technology dependent on time and personal commitments (e.g. Zoom).

Material distributed to the Board Members in advance of Committee meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions, if any, sought from the Committee.

A designated staff person ensures that minutes of each Committee meeting are kept.

Reporting

Meeting notes are uploaded to the GroupShare drive for review by all Board members prior to the next Board meeting.

Each Committee reports to the Board at a subsequent Board meeting, highlighting what the Committee has been working on, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's work plan. The reports from the Committees will be a standing agenda item at each Board Meeting.

External Advisors

Where appropriate (considering Kiwanis Village Nanaimo's internal resources and budget), in consultation with senior leadership and with the approval of the Board Chair, each Committee may retain external professional service firms, consultants and advisors as needed to fulfill its mandate.

Committee Evaluation

The objective of Committee evaluation is to improve the functioning of the Committee and thus contribute to the Board's overall performance.

Typical assessment evaluates the following areas:

- The appropriateness of the Committee's mandate
- The composition of the Committee
- The contributions of the Committee to the Board's work; and
- The quality of reporting to the Board

6.1 Finance Committee

Membership:

The Finance Committee will be comprised of four members; two (2) members of the Board, the Executive Director and Manager, Financial Services. The Chair of the Committee will be selected by the Board.

Functions:

- Ensures the Board and Society is conducting its financial affairs effectively within the scope of "governance" by monitoring the budget, defining and collecting information to meet legal requirements, reporting to the Board on important financial considerations including budget pressures and recommending and/or directing additional/alternative actions.

- Regularly reviews Operating Budgets, Capital Budgets and Financial Reports; makes recommendations and/or provides direction to address variances.

- Regularly reviews and monitors the Society's investment accounts and their respective performances. Recommends changes where necessary and/or appropriate.

- Provides advice and/or researches alternative sources of funding

- Identifies new initiatives and projects.

6.2 Quality Improvement, Safety, and Risk Management Committee

Membership:

The Quality Improvement, Safety, and Risk Management Committee will be comprised of six members; two (2) members of the Board, the Executive Director, one (1) other Leadership Team member, one (1) member of the Resident Council and one (1) member of the Family Council. A quorum will be three members. The Chair of the Committee will be selected by the Board.

Functions:

- Identifies and recommends key indicators to measure performance and address quality improvement/risk management issues.

- Ensures the organization is focused on quality improvement by receiving and analyzing information through QI/RM reports and other QI/RM tools (e.g.

satisfaction surveys)

- Develops, reviews and recommends safety standards throughout Kiwanis Village

- Reviews results of QI/Safety/RM initiatives and projects.

- Serves as a communication conduit for the Resident and Family Council to the Board of Directors, accepting the report from the Resident and Family Councils and advising the Board of any concerns, feedback or recommendations contained therein.

6.3 Governance Committee:

Membership:

The Governance Committee will be comprised of four members; two (2) members of the Board, the Executive Director and one (1) other Leadership Team member. The Chair of the Committee will be selected by the Board.

Functions:

- Reviewing the policies that govern the operations at Kiwanis Village, renewing or re-writing them as appropriate ensuring the policies are reviewed at intervals that comply with Accreditation Canada and Licensing standards and forwarding to the Board for approval; considering Family and Resident Council's input when reviewing or revising policies.

- Annual assessment of the board's performance, including strengths, weaknesses, and skills of the board as a whole.

- Recommending a plan for board development based on the strategic plan and the annual board assessment.

- Monitoring the attendance and contribution of board members.