

CancerCare Manitoba Board of Directors

Guidelines for Good Governance Practices (G3P)

This document is intended to be a supplement to the statement on Board Governance included in the Resources section of the CCMB Board SharePoint and the Board Manual; and, to provide guidance as to how to put principles of good governance into practice in particular situations.

The Carver Model of “Policy Governance” sets out three responsibilities of the Governing Body (i.e. the Board of CCMB):

1. Act as trustee for the owners of the organization, i.e. the people of Manitoba;
2. Responsible for developing governing policies, the fiduciary responsibility for guarding against undue risk, determining program priorities and generally directing organization activities;
3. Responsible for executive performance.

The Model sets out suggestions on how to succeed as a Board Member including:

- be prepared to participate responsibly;
- remember your identity is with the ownership, not the staff;
- be responsible for group behavior and productivity;
- be a proactive board member;
- use your special expertise to inform your colleagues’ wisdom;
- think upward and outward more than downward and inward;
- support the Board’s final decision;
- the organization is not there for you;
- maintain the integrity of the Board’s policies;

Accreditation Canada sets out the following Governance Standards for functioning as an effective Board:

- the Board defines and regularly reviews its roles, responsibilities and accountabilities where appropriate
- the Board identifies the mix of background, experience and competencies needed in its membership to govern effectively
- the Board uses the ethics framework and evidence-informed criteria to guide decision making – integral to this is that the Board has access to the information it needs to support decision making
- the Board has processes in place to oversee the functions of audit and finance, quality and safety, among other things
- the Board works in collaboration with the organization’s leaders to develop the organization’s mission and values statements
- the Board oversees the strategic planning process and provides guidance to the organization’s leader as they develop and update the organization’s vision and strategic plan including timeframes
- the Board oversees the recruitment and selection of the CEO, sets performance objectives and reviews them annually
- the Board approves the organization’s capital and operating budgets
- the Board adopts client safety as a written strategic priority for the organization
- the Board works with the CEO to identify stakeholders and learn about their characteristics, priorities, interests, activities and potential to influence the organization
- the Board demonstrates accountability for the quality of care provided by the organization

- the Board identifies the data and information it needs to monitor the organization's performance
- the Board publicly discloses information about its governance processes, decision-making and performance

The content of G3P is expected to grow over time as new situations are identified by:

- Individual Board members or officers
 - Chairs of Board Committees
 - In Board and/or Committee meetings
 - The President and CEO
1. The oversight and periodic updating of the G3P would be the responsibility of the Board's Nomination and Governance Committee (NGC).
 2. The specific situations discussed in this document are intended to be illustrative of the types of situation that have been encountered or may be encountered. A fuller representation of situations would be developed after receiving input from Board members.

Typology

1. A typology of situations to be covered in G3P would include situations arising from:
 - Situations internal to the Board
 - Conduct of individual Board members
 - Conduct of Board members as Officers or Chairs of Committees
 - Situations related to interactions between Board and Management
 - Other conduct of Board members
2. The typology would be subject to periodic review and modification by the NGC as deemed appropriate.

Situations Internal to the Board

1. **Situation:** A Board Member, in the Private Session of a Board meeting, asks detailed questions about a personnel matter involving an employee.

Guidance: The Board is directly engaged in determining the employment status of only one individual; namely, the President and CEO. The CEO is, however, accountable to the Board for the proper management of CCMB. This begs the question as to what degree of accountability is appropriate in this situation.

- Board members should not ask Management for the personal details pertaining to the employment status of particular staff members.
- Members should feel free to seek assurance that due process has been followed in the particular case and all legal, policy and contractual obligations have been met.
- If a Board member has good reason to suspect that there has been a material deficiency in process or adherence to legal or other requirements the member should bring this to the attention of the Board Chair who would explore the matter with the CEO.
- Board members should not put themselves in the position of being a de facto agent or representative of individual staff members.

2. Situation:

- (a) An individual member of the Board or a Board Committee Chair “instructs”, “directs”, or “requires” an officer of administration to do something.
- (b) An individual member of the Board or a Board Committee Chair “requests” an officer of administration to do something.

Guidance:

- (a) Individual Board members or Board Committee chairs are not authorized to instruct, direct, or require officers of administration to do anything. Instructions, directions or requirements of administration are made by the Board as a whole through establishment of policies and procedures; and, on an ad hoc basis by resolution of the Board and its communication to the CEO through the Board Chair. There are circumstances in which an individual Board Member or Committee Chair believes that an administrative officer “should be instructed, directed or required to do something”. The default position is that such matters should be brought to the attention of the CEO and/or a Vice-President as appropriate. This may happen de facto during the course of Committee deliberations in which members of Senior Management are present or by bringing the matter to the attention of the CEO through the Board Chair.
- (b) The propriety of direct “requests” of officers of administration to do something depends on the specific nature of the request. Management is dedicated to facilitating the work of the Board as a whole and wishes to be helpful in responding to requests from individual Board members and Committee chairs - within reason. Management must also communicate proactively with the Board/Committee Chair to advise them of relevant matters. Thus requests to provide information that is unrestricted and readily available are not usually an issue nor are requests for assistance in completing specific tasks related to participation in Board activities. Direct requests of management that impose significant time, effort, expenditure of resources or disruptions to the normal course of business can be problematic. Such requests should be made on the basis of deliberations in and on behalf of Committee or the Board and directed to the CEO.

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