



3.1

ROLE, COMPOSITION, AND RESPONSIBILITIES OF THE BOARD

3.1.1 Purpose

To ensure that the Board of Directors (BOD) has a shared understanding of its governance role, the Board has adopted this statement of the Role, Composition, and Responsibilities of the Board. The BOD is made up of twelve (12) members. It includes: the Chair, the Vice-Chair, the Secretary, the Treasurer, and eight (8) Directors.

3.1.2 Responsibilities of the Board of Directors (BOD)

3.1.2.1 The BOD is responsible for the overall governance of the affairs of the Sudbury Hospice (SH). Each Director is responsible to act honestly, in good faith, and in the best interest of the SH and, in so doing, to support the Hospice in fulfilling its mission and discharging its accountabilities.

3.1.2.2 The Corporation constitutes the moral person of the SH. The BOD administers the Corporation. The BOD is accountable to the members and to the organization, the general public, and the Ministry of Health and Long-Term Care of the Province of Ontario. As such, the members of the BOD hold the rights and powers granted to them by the letters of incorporation of the organization.

3.1.3 Strategic Planning

The Board:

3.1.3.1 Participates in the formulation and adoption of Sudbury Hospice's mission, vision, values, and guiding principles.

3.1.3.2 Ensures that the SH develops and adopts a strategic plan that is consistent with its stated mission and values, thereby enabling the Hospice to realize its vision. The Board participates in the development, and ultimate approval, of the strategic plan.

3.1.3.3 Ensures that the performance of the Executive Director (ED) is consistent with the strategic plan and strategic directions.

3.1.3.4 Receives regular briefings and/or progress reports regarding the implementation of strategic directions and initiatives.

3.1.3.5 Ensures that its decisions are consistent with the strategic plan and the Hospice's mission, vision, values, and guiding principles.

3.1.3.6 Conducts an annual review of the strategic plan as part of a regular annual planning cycle.

3.1.4 Quality and Performance Measurement and Monitoring

The Board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of Board responsibility including:

3.1.4.1 Fulfillment of the strategic directions in a manner consistent with the mission, vision, values, and guiding principles.

3.1.4.2 Oversight of management performance.

3.1.4.3 Quality of client/resident care and Hospice services.

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- 3.1.7.4 Is responsible for identifying unusual risks to the organization, and for ensuring that there are plans in place to prevent and manage such risks.

3.1.8 **Stakeholder Communication and Accountability**

The Board:

- 3.1.8.1 Identifies the Sudbury Hospice stakeholders (who may vary according to circumstances) and understands stakeholder accountability.
- 3.1.8.2 Ensures that the organization communicates appropriately with stakeholders, and in a manner that is consistent with its accountability to stakeholders.
- 3.1.8.3 Contributes to the maintenance of strong stakeholder relationships.
- 3.1.8.4 Advocates on behalf of the SH with stakeholders, where required, in support of the mission, vision, values, guiding principles, and strategic directions of the SH.
- 3.1.8.5 Provides leadership in developing and promoting an ethical culture for the SH. *Refer to Manual Section 5.2.3 "Ethics Committee – Terms of Reference".*

3.1.9 **Governance**

The Board:

- 3.1.9.1 Is responsible for the quality of its own governance.
- 3.1.9.2 Establishes structures to facilitate the fulfillment of the Board's role and the enhancement of performance on the part of individual Directors.
- 3.1.9.3 Is responsible for the recruitment of a skilled, experienced, and qualified Board. The Governance Committee will:
 - 3.1.9.3.1 Post Board of Directors position on MMH website using approved template.
 - 3.1.9.3.2 In a confidential manner, review applications received and select potential candidates, taking into consideration status of the MMH Board Competency Grid.
 - 3.1.9.3.3 Interview candidates, review results, and select nominee.
 - 3.1.9.3.4 Recommend nominee to MMH Board which will, in turn, either accept or decline the individual.
- 3.1.9.4 Ensures ongoing Board training and education.
- 3.1.9.5 Assesses and reviews its own governance by periodically evaluating Board structures, including Board recruitment processes, Board composition and size, number of committees and their Terms of Reference, processes for appointment of committee Chairs, processes for appointment of Board officers, and other governance structures.

3.1.10 **Fund Development**

- 3.1.10.1 The Sudbury Hospice relies on fundraising for a substantial portion of its funding, and is the charity of choice for many community groups (several of whom independently host third-party fundraising events).
- 3.1.10.2 Each Director is strongly encouraged to make an annual personal and/or professional financial commitment to the SH and to support its events as much as possible, however, the primary responsibility of the Board is the oversight and direction of the operations of the SH.

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3.1.11 Legal Compliance

The Board ensures that appropriate processes are in place to ensure all SH activities are in compliance with legal requirements.

**This manual section is to be reviewed as part of the "Annual Statutory Declaration and Undertaking" (refer to Sections 8.0 and 9.0).*