 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>BOARD OF DIRECTORS</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

## Purpose


The Acclaim Health Board of Directors (the “board”) has a primary responsibility to foster the organization’s short and long-term success consistent with its Ends Policy, giving consideration to the legitimate interests held by other stakeholders including employees, funders, clients, suppliers, the community served and the public.

The directors are stewards of the organization. The board has the responsibility to oversee the conduct of the organization's business and to supervise the Chief Executive Officer, who is responsible for the day-to-day operation of Acclaim Health.

## Responsibilities

### 1.0 Composition and Board Organization

- 1.1 The board chair and directors are appointed by the members of the organization.
- 1.2 The board operates by delegating to the CEO certain of its authorities, including spending authorizations, and by reserving certain powers to itself.
- 1.3 Certain of the board's responsibilities may be delegated to board committees. The responsibilities of those committees will be as set forth in their terms of reference, as amended from time to time.
- 1.4 The board retains the responsibility for managing its own affairs including the responsibility to:
  - 1.4.1 Annually review the skills and experience represented on the board in light of the organization’s strategic direction, for the purpose of receiving nominations and appointing new directors;
  - 1.4.2 Determine the composition of and set the terms of reference for, board committees;
  - 1.4.3 Implement an appropriate process for assessing the effectiveness of the board, the board chair, committees and directors in fulfilling their responsibilities;
  - 1.4.4 Assume responsibility for the organization’s governance practices and ensure they meet the needs of the organization, the members and the public;
  - 1.4.5 Approve the terms of reference for the board, the chair and the directors; and
  - 1.4.6 Appoint the secretary to the board.

 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>BOARD OF DIRECTORS</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

## 2.0 Duties and Responsibilities

### 2.1 Human Resources

The board has the responsibility to:

- 2.1.1 Appoint the chief executive officer (the “CEO”) and plan succession of the CEO;
- 2.1.2 Monitor and, at least annually, review the CEO’s performance against agreed upon annual objectives;
- 2.1.3 Approve the CEO’s compensation;
- 2.1.4 Approve new benefit programs or material changes to existing programs;
- 2.1.5 Approve material change to employee pension plans; and
- 2.1.6 Provide advice and counsel to the CEO in the execution of the CEO’s duties.

### 2.2 Mission and Plans


The board has the responsibility to:

- 2.2.1 Develop and approve the organization’s mission, vision and values;
- 2.2.2 Develop and approve the organization’s strategic plan and monitor its progress;
- 2.2.3 Approve annual operating and capital budgets.

### 2.3 Financial and Risk Issues

The board has the responsibility to:

- 2.3.1 Take reasonable steps to ensure the integrity of the organization’s internal control and management information systems;
- 2.3.2 Ensure the CEO identifies the principal financial and non-financial risks of the organization and implements appropriate systems and programs to manage these risks;
- 2.3.3 Approve audited financial statements, and regularly review internal, unaudited financial statements.

 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>BOARD OF DIRECTORS</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

2.3.4 Appoint external auditors and approve auditors' fees.

## 2.4 Policies and Procedures

The Board has the responsibility to:

2.4.1 Approve Code of Conduct and Conflict of Interest guidelines for the organization;

2.4.2 Direct the CEO to ensure the organization operates at all times within applicable laws and regulations and to the highest ethical and moral standards; and

## 3.0 General Legal Obligations of the Board of Directors

3.1 The board is responsible for directing the CEO to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained.

3.2 Directors are under a fiduciary duty to the organization to carry out the duties of their office:

3.2.1 honestly and in good faith;

3.2.2 with a view to the best interests of the organization; and

3.2.3 with the care, diligence, and skill of a reasonably prudent person;

3.3 Directors have specific statutory duties and obligations set out in legislation such as:


- *Ontario Not-For-Profit Corporations Act (ONCA) 2010*
- *Employment Standards Act, 2000, S.O. 2000, C-41*
- *Occupational Health and Safety Act, R.S.O. 1995, C-01*


**Adopted:** August 2021

**Reviewed:** June 2022; June 2024

**Revised:** March 2023

**References:**

Approved by	Signature	Date
Chair, Board of Directors	DocuSigned by:  4123977B9E24441...	June 4, 2024

	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>EXECUTIVE COMMITTEE</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

**Responsibilities:**

The executive committee shall report to the board of directors. It may take action at any time in relation to any matter within the power and authority of the board of directors, where it is not possible to convene a quorum of the board of directors.

**Membership:**

- Chair
- Vice Chair
- Treasurer
- Secretary
- Past Chair
- Chief Executive Officer (non-voting member)

**Committee Quorum**


The quorum for a committee meeting shall be a simple majority (more than 50%) of the committee members.


**Adopted:**

**Reviewed:** October 2010; March 2021; June 2022; June 2023; June 2024

**Revised:** September 2013, September 2016, June 2017, September 2018, November 2019

**References:**

Approved by	Signature	Date
Chair, Board of Directors	DocuSigned by:  4123977B9E24441...	June 4, 2024

 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>FINANCE COMMITTEE</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

**Purpose:**

This committee is responsible for monitoring the integrity of the financial position, financial reporting and financial information systems. The committee considers recommends and reports to the board on all matters relating to the financial condition of the organization in order to support the achievement of the strategic directions and goals, including:

- Financial needs and potential risks;
- Contingency plans;
- Regular review of financial performance and financial risk management; and
- Reviewing solutions where resources are inadequate to meet needs and/or strategic goals.

**Responsibilities:**

1. Ensuring the organization has clear financial policies and procedures in place.
2. Reviews and approves resource allocation through the annual operating and capital budget process including identifying and assessing the associated risks (including client safety and experience and quality of services) to the organization.
3. Review of the monthly financial statements, including cash flows and the monitoring of budget variances.
4. Review and monitor investments to adhere to the policies of Acclaim Health.
5. Review of capital expenditures and monitoring of capital budget variances
6. Review of the audited financial statement of Acclaim Health, and ensure that any material audit recommendations are complied with
7. Meet with the auditors twice annually, prior to the annual audit and without management following the annual audit.
8. Review and recommend all prospective partnerships, joint ventures, mergers, acquisitions, etc.
9. Annually review the corporation's insurance coverage.

When making decisions regarding resource allocation, the finance committee considers all risks including ethics, values, social costs and benefits and the potential impact on quality and safety.

**Membership:**

- Treasurer
- Board Members (no less than 2)
- Chief Executive Officer (Non-Voting)
- Director of Finance (Non-Voting)
- Other such persons as approved by the board

The treasurer shall be the chair of the finance committee.

All committee members, except non-voting members, are entitled to one vote.

The committee will appoint from among its members a vice chair.

One of the chair or vice chair will have a professional accounting designation. The other will have, at minimum, equivalent education and experience.

**Frequency of Meetings**

The committee will meet in person or by electronic facilities at least nine times per year or at the call of the Chair.

**Committee Quorum**


The quorum for a committee meeting shall be a simple majority (more than 50%) of the committee members.


**Adopted:** July 30, 2007

**Reviewed:** May 19, 2011; October 27, 2015; November 2017; November 2020; March 2021; March 2023; March 2024

**Revised:** April 2010; September 2012; September 2013; September 2016; September 2018; November 2019; March 2022; October 2023

**References:**

Approved by	Signature	Date
Chair, Board of Directors	 4123977B9E24441...	June 4, 2024

 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>GOVERNANCE COMMITTEE</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

**Purpose**

The committee is responsible for holding the board to high standards of practice in its governance; recommending governance policies to the board; periodically reviewing the by-laws and governance policies and making recommendations to the board in this regard; overseeing the compliance with the by-laws and governance policies; carrying out the processes of recruitment and orientation and planning education for directors; and, for overseeing the periodic evaluation of the effectiveness of the board and its governance practices.

**Responsibilities**

1. Recommend to the board a slate of directors and officers for nomination at the next annual general meeting of the corporation.
2. Recommend a slate of committee members and chairs and present it to the board of directors for election at the first meeting following each annual general meeting.
3. Carry out the recruitment and orientation of new board members.
4. Review the by-laws, governance policies of the organization, the terms of reference for standing committees every two years and recommend changes to the board.
5. Oversee the annual board self-evaluation process.
6. Plan board education initiatives based on results of board self-evaluation.
7. Prepare and recommend the annual board work plan.
8. Maintain a skills matrix and inventory of board members.
9. Recruit, interview and recommend candidates to fill board vacancies and as non-board committee members.

**Membership**

- Board Members (no less than 3)
- The Chief Executive Officer (Non-Voting)
- Other such persons as approved by the board

All committee members, except non-voting members, are entitled to one vote.

The committee will appoint from among its members a vice chair.

**Frequency of Meetings**

The committee will meet in person or by electronic facilities at least three times per year or at the call of the Chair.

**Committee Quorum**


The quorum for a committee meeting shall be a simple majority (more than 50%) of the committee members.

**Adopted:** October 2007


**Reviewed:** October 2010; October 2012; November 2017; March 2021; March 2023; June 2024

**Revised:** April 2010; September 2013; January 2016; September 2016, September 2018; September 2019, March 2022

**References:**

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Chair, Board of Directors	 4123977B9E24441...	June 4, 2024



 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>PENSION AND BENEFITS COMMITTEE</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

**PURPOSE:**

The pension and benefits committee of Acclaim Health is a standing committee of the board and shall assist the Acclaim Health Board of Directors in managing the employee group benefit plan and the Acclaim Health employee defined contribution pension plan.

**GOVERNANCE PRACTICES:**

Governance practices shall meet the standards of the Office of the Superintendent of Financial Institutions (OSFI) and the Financial Services Regulatory Authority of Ontario (FSRAO).

In the area of employee benefits, the committee shall monitor the group benefit plan to evaluate the effectiveness of the plan components and compliance with the Acclaim Health benefit objectives. Recommendations will be made to the board of directors regarding a cost effective and appropriate group insurance benefit plan.

**ROLES AND RESPONSIBILITIES:**

In fulfilling its responsibilities, the committee may procure and rely on the advice of expert consultants to assist with its understanding and implications regarding specific issues, in order to make informed decisions and recommendations to the board.

**Defined Contribution Pension Plan**

The pension and benefits committee of the board of directors shall:

- 1. Advise the board of directors on all matters relating to the defined contribution pension plan of the corporation and review and monitor the benefits and operations of such plans.**
  - i) Define responsibility and accountability, with respect to accepted governance standards of the defined contribution pension plan, of management, of the committee and the board of directors.
  - ii) Monitor the administration and management of the defined contribution pension plan in meeting the requirements of prevailing pension and benefits act/regulations.
- 2. Review and monitor, subject to approval by the board, the financial management, investments and performance of the defined contribution pension fund and make recommendations to the board of directors.**

- i) Measure and monitor the administration and available investment choices of the defined contribution pension plan against predefined goals.
- ii) Review all related financial reports from the investment consultant; compare investment managers' performance relative to their benchmark and other managers and make recommendations to the board of directors.
- iii) Review and recommend to the board of directors the adoption of the audited financial statements of the Acclaim Health defined contribution pension plan.

**3. Recommend to the board of director's policies related to the defined contribution pension plan.**

- i) Recommend amendment of policies regarding the administration, and investment choices available to member of the defined contribution pension plan.
- ii) Recommend revisions to the defined contribution pension plan policies regarding plan design.

**4. Report on such other matters, as may be assigned by the board of directors.**

**EMPLOYEE BENEFITS PLAN**

**1. Report and evaluate the group benefits plan design; evaluate the cost levels and ensure that they meet Acclaim Health objectives.**

**MEMBERSHIP:**

- Treasurer
- 2 Additional Board Members
- Chief Executive Officer (Non-Voting)
- Director of Human Resources (Voting Management Representative)
- Director of Finance (Non-Voting)
- Staff Representative (Voting, appointed by management)
- Other such persons as approved by the board

All Committee members, except non-voting members, are entitled to one vote.

The committee will appoint from among its members a vice chair.

**FREQUENCY OF MEETINGS:**

The committee will meet in person or by electronic facilities at least four times per year or at the call of the Chair.

**COMMITTEE QUORUM:**


The quorum for a committee meeting shall be a simple majority (more than 50%) of the committee members.

**Adopted:** November 6, 2007

**Reviewed:** October 2010; June 2019; March 2021; June 7, 2022; June 2023;  
June 2024

**Revised:** January 2013; June 2013; September 2013; September 2016,  
September 2018; May 2020; June 2022; March 2024

Approved by	Signature	Date
Chair, Board of Directors	DocuSigned by: <i>Cindy Heing</i> 4123977B9E24441...	June 4, 2024

 <b>Acclaim Health</b>	<b>GOVERNANCE MANUAL</b>
<b>SECTION</b>	<b>DEPARTMENT</b>
<b>QUALITY AND RISK COMMITTEE</b>	<b>BOARD OF DIRECTORS</b>
<b>POLICY NAME</b>	<b>POLICY #</b>
<b>TERMS OF REFERENCE</b>	

**Purpose:**

This committee is responsible for:

- Monitoring Acclaim Health’s Integrated Quality Improvement Program that promotes a culture of client and family centred care and engagement;
- Monitoring that risk management programs are in place to identify, assess and manage key risks to the organization.
- Monitoring to ensure that evidence-based best practice, regulatory and legislative requirements are met.
- Promoting a "Just Culture" that balances the need to learn from mistakes and the need to take disciplinary action.

**Responsibilities:**

1. Monitor the results of the Acclaim Health Risk Management and Client Safety plan and the approval of the quality improvement plans including, performance measures and benchmarks;
2. Receive, at a minimum, quarterly reports on performance indicators related to organization-level measures of quality dimensions including client safety and quality improvement. Receive semi-annually reports on risk management and compare them to internal and external benchmarks;
3. Ensure that an integrated risk management approach and contingency plans are in place;
4. Review client safety-harm events and make recommendations to reduce future risks and promote ongoing quality improvement;
5. Ensure that an ethics framework is in place and review-high risk ethical issues that arise;
6. Monitor changes to regulation/legislation and provide direction on a proposed plan of action, if necessary;
7. Monitor accreditation activities including readiness for accreditation site surveys and compliance with all applicable standards.

8. Ensure that there is board representation at the Acclaim Health Client and Family Service Advisory Committee meetings.

**Membership:**

- Board Members (at least 3)
- Chief Executive Officer (non-voting)
- Director, Quality and Risk (non-voting)
- Other such persons as approved by the board

All committee members, except non-voting members, are entitled to one vote.

The committee will appoint from among its members a vice chair.

**Frequency of Meetings**

The committee meets in person or by electronic facilities at least four times per year or at the call of the Chair.

**Committee Quorum**

The quorum for a committee meeting shall be a simple majority (more than 50%) of the committee members.

**Adopted:** April 24, 2012  
**Reviewed:** November 2015; March 2021; March 2023  
**Revised:** September 2016; March 2018, September 2018, September 2019; May 2020; March 2022; March 2024

**References:**

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Chair, Board of Directors	 4123977B9E24441...	June 4, 2024