

Leamington Mennonite Home

POLICY AND PROCEDURE

CATEGORY: Board of Directors	SUBJECT: Duties and Responsibilities of Directors	SECTION: D POLICY: 1
DATE: January 2023	Administrator: _____ <i>J. Lu!</i>	
REVISION DATES:	Board Chair: _____ <i>H. Enns</i>	

DUTIES AND RESPONSIBILITIES OF DIRECTORS

INTRODUCTION: (from AdvantAge Ontario)

Directors must work together as a team so that they can govern effectively. This means that the Board shares its collective legal and fiscal responsibilities. In the spirit of teamwork, Directors are required to contribute and participate fully and to be respectful of one another's contributions.

The following ground rules reinforce this spirit:

- 1) Cultivate a sense of humour.
- 2) Practice mutual respect and treat each person with courtesy.
- 3) Accept conflict and tension as healthy and handle both creatively.
- 4) Deal with problems promptly.
- 5) Encourage and affirm each Director's unique potential.
- 6) Make use of individual skills. Delegate tasks appropriately.
- 7) Encourage ALL Directors to participate in discussions. Listen to and value diverse opinions.
- 8) Give one another permission to make mistakes.
- 9) Keep an open mind.
- 10) Never monopolize, interrupt, or intimidate during discussions.
- 11) Take a collegial approach to tasks.

The Leamington Mennonite Home Board consists of the following:

- 1) Directors nominated by their supporting churches. These Directors are elected at the Annual Meeting and have the right to vote.
- 2) Chairs of supporting church councils or their designate. These Directors are non-voting.

POLICY:

The Board is elected to manage and supervise the affairs and business of the Corporation in accordance with the provisions of the Ontario Not-For Profit Corporations Act, and the Corporation's by-laws, policies, and procedures.

Directors are responsible to the members of the Corporation:

- 1) For providing oversight to all facilities, programs, and services provided to the residents, tenants, and life lease community members.
- 2) For hiring an Administrator.
- 3) For writing, adapting, and implementing policies.

Only decisions made by the Board in a legally constituted meeting are binding on the Corporation. Individual Directors do not have any authority.

PROCEDURE:

- 1) The job of Directors is to represent the supporting churches of the Corporation in determining the needs of the broader community and to ensure that appropriate services are delivered efficiently and economically. Decisions will remain consistent with the Corporation's mission statement.
- 2) The Board shall be responsible for the development and implementation of the Corporation's:
 - a. mission,
 - b. vision,
 - c. values,
 - d. strategic direction and organizational culture through community links,
 - e. planning processes
 - f. processes for overseeing the management of the Corporation's resources
 - g. quality monitoring through key performance indicators and continuous quality improvement
- 3) To distinguish the Board's own unique job from that of the Administrator, the Board will concentrate its efforts in the following areas:
 - a. To be ambassadors of the Corporation within the broader community.
 - b. To govern the Corporation within its mission statement by promoting the work of the Corporation within the community and with appropriate interest groups.
 - c. To establish governance policies which at the broadest level address:
 - Setting a process for self-evaluation for the board.
 - Setting parameters regarding the Board/Administrator relationship.
 - Setting the role, authority, and accountability of the Administrator and the Board.
 - d. To ensure that the Corporation's performance is measured through:
 - self-evaluation of the Board.
 - the strategic plan.
 - a performance review of the Administrator by the Board

- performance indicators as established through the continuous Quality Improvement Process.
- 4) The establishment of the agendas for all regularly scheduled Board meetings and the Annual Meeting are the responsibility of the Chair or his/her designee. Agendas for the individual committee meetings are the responsibility of the Chair of that committee or his/her designee.
 - 5) The Board, or the Chair or the Vice Chair shall call the Annual Meeting of the members of the Corporation in each year. The purpose of the meeting is:
 - a. To receive the reports and financial statements of the auditors.
 - b. To appoint auditors for the following year.
 - c. To transact any business that may be properly brought before the meeting.
 - d. To elect Directors to the Board
 - 6) The Board may at any time call a special meeting of the Corporation for the transaction of any business which may properly be brought before such a meeting of the Corporation. The Board will call a special meeting at the request of any of our member congregations.
 - 7) Regular attendance at Board and committee meetings and LMH functions is essential. To maintain continuity and cohesion, Directors are expected to demonstrate their commitment to the organization by unbroken attendance, except when prevented by unforeseeable events.
 - a. Directors are expected to defend regular meeting times in their personal calendars and avoid scheduling other events during that time.
 - b. Directors may occasionally miss meetings due to circumstances beyond their control such as illness, travel schedules, jury duty, or holidays. In all cases, Directors are expected to notify the Chair of meetings they know they will miss. Silent failure (missing a meeting without notification) is unacceptable.
 - c. If Directors find they are unable to participate to the extent necessary, they should consider resigning from the Board.
 - d. If a Director is absent for three meetings, having notified the Chair of their absence, the Chair shall consult with them to discuss the matter.
 - e. If there is no resolution to the matter, the Chair will notify the Chair of the church who appointed the Director and will ask that it be brought to a church council meeting.