

## THE SALVATION ARMY OTTAWA GRACE MANOR

### Board By-Law 1

#### BACKGROUND

Whereas the Governing Council of the Salvation Army in Canada, as owner and operator of the Ottawa Grace Manor ("OGM"), has enacted By-law Number 8, a *By-law Relating to the Governance of Specified Facilities* ("By-law 8");

Whereas, under By-law 8, a Board was instituted to assist in the governance of the OGM, and the Governing Council delegated to the Board the authority to govern the OGM subject to the terms and conditions of By-law 8;

AND Whereas By-law 8 contemplates the enactment of Board By-laws;

NOW THEREFORE BE IT ENACTED as a By-law of the Board as follows:

#### I. Interpretation

##### Definitions

1.1 In this by-law, unless the subject matter or context otherwise requires:

- a) "Board" means the Board of the OGM, which was constituted pursuant to By-law 8 to assist in the governance of OGM;
- b) "Board By-laws" means the by-laws enacted by the Board and approved by the Divisional Commander and The Governing Council;
- c) "Division" means the Ontario East Division of the The Salvation Army in Canada;
- d) "Divisional Commander" means the Divisional Commander of the Division;
- e) "Executive Director" means the person appointed by The Governing Council to operate the OGM, who performs the functions outlined in section 20 of By-law 8; and
- f) "Governing Council" means The Governing Council of The Salvation Army in Canada.

1.2 In this by-law, words importing the singular number only shall include the plural and vice versa, words importing any gender shall include all genders and words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations and corporations.

##### Conflicts in By-laws

1.3 In the event that the provisions of By-law 8 conflict with any provisions of this Board By-law, the provisions of By-law 8 shall prevail unless the conflicting provisions in the Board By-law are required by legislation.

## **II. Membership of the Board and Duties of Members**

2.1. In addition to the persons required by sections 10 and 11 of By-law 8 to be members of the Board, there may also be appointed to the Board up to twelve additional members if nominated by the Board and appointed by the Divisional Commander. These additional board members shall serve for terms of three years and may be re-appointed for one or two further terms but shall not remain on the Board for longer than nine years in total.

### **Officers and Representatives**

2.2. The officers of the Board shall include:

- (a) A Chair;
- (b) A first Vice-Chair;
- (c) The Divisional Commander, who shall be the second Vice-Chair; and
- (d) The Executive Director, who shall be the Secretary.

### **Appointments of Board Officers**

2.3 Except for the Vice-Chair, who shall be the Divisional Commander, and the Secretary, who shall be the Executive Director, each officer of the Board shall be nominated by the Board and appointed by the Divisional Commander and shall hold office until their successor is appointed or until removed by the Divisional Commander, provided that no person (except the Executive Director and the Divisional Commander) shall hold the same office for more than six consecutive years.

2.4 Despite the foregoing, in the case of the Board Chair, their appointment shall be for a period not in excess of two years. However, at the completion of this term, the same person may be re-appointed for one additional two-year term.

### **Duties of the Chair**

2.5 The Chair of the Board shall:

- (a) When present, preside at the meetings of the Board;
- (b) Be a member of all committees; and
- (c) Be responsible for ensuring that the Board is effective.

### **Duties of the Vice-Chairs**

2.6 Each Vice-Chair of the Board shall assist the Chair of the Board in the performance of their duties and, in order of seniority (first Vice-Chair, second Vice-Chair), may perform or exercise the powers of the Chair during their absence or when the Chair is otherwise unable to act.

2.7 The second Vice-Chair shall be a member of all committees but may delegate a person to act on their behalf.

### **Duties of the Executive Director**

2.8 The Executive Director shall be responsible for operating the OGM and, without limiting the generality of the foregoing, shall:

- (a) Subject to the authority of the Board, exercise general supervision over the operation of the OGM;
- (b) Be responsible to the Board for the due observance and enforcement of By-law 8, the Board By-laws and all applicable federal, provincial and municipal legislation;
- (c) Be responsible for the employment, control and direction of employees of the OGM;
- (d) Act as Secretary of the Board and give or cause to be given notice of all meetings of the Board and have charge of the minute books and other documents of the OGM, which functions may be delegated;
- (e) Keep or cause to be kept accounts and records of all financial matters and cause financial statements to be submitted to the Board as required; and
- (f) Be a member of all Board committees.

### **Appointment of the Executive Director**

2.9 The Executive Director shall be appointed by The Governing Council, or its delegate, in consultation with the Divisional Commander and the Board.

### **Responsibilities of Board Members**

2.10 Each Board member shall conscientiously fulfill their responsibilities related to the governance of the OGM, by protecting and furthering its assets and being accountable to the community for the ethical conduct of its affairs.

2.11 In general, the responsibilities of members include the following duties:

- (a) To act honestly, in good faith and in the best interests of The Salvation Army, the OGM and its residents while exercising prudence and due diligence;
- (b) To be familiar with By-law 8 and the OGM Board By-laws;
- (c) To participate in the orientation program for Board members and be familiar with the Board Orientation Manual;
- (d) To understand and respect the different roles of governance and management of the OGM;
- (e) To attend Board educational events;
- (f) To review documentation before Board and committee meetings and educational events;
- (g) To be an active member of at least one Board committee;
- (h) To actively participate in discussions and decisions at Board and committee meetings;
- (i) To discuss differences and conflicting opinions during Board and committee meetings and to support decisions of the Board;

- (j) To attend a minimum of two-thirds of Board meetings and two-thirds of the meetings of the committee of which they are a member;
- (j) To respect the confidentiality of all matters brought before the Board;
- (k) To refer requests for statements on behalf of the Board to the Board Chair or Executive Director;
- (l) To prepare for and follow-up on issues arising from Board meetings; and
- (m) To respond to requests from the Chair or Executive Director to serve on working groups or attend meetings related to long-term care.

### **III. Responsibilities of the Board**

In addition to the responsibilities of the Board set out in section 9 of By-law 8, the Board shall fulfill the responsibilities set out in sections section 3.1 to 3.4 below:

3.1 The Board shall be responsible for the overall conduct and management of the OGM. Its specific responsibilities are listed below, but the list is not to be considered exhaustive:

3.2 The Board shall promote effective financial management and financial health by:

- a) Approving only those operating and capital budgets that reflect the OGM's priorities and that are based on realistic assumptions;
- b) Monitoring and controlling expenditures in accordance with appropriate accounting principles and procedures; and
- c) Overseeing the stewardship of the OGM's assets and liabilities.

3.3 The Board shall promote the general welfare of residents and employees of the OGM by ensuring that their identity, dignity and values are reasonably respected.

3.4 The Board shall promote good labour management and union management relations.

### **IV. Board Meetings**

#### **Quorum**

4.1 Fifty per cent of the Members plus one shall constitute a quorum at a Board or committee meeting.

4.2 A quorum of the Board must include at least one member identified in section 10 of By-law 8.

#### **Procedural Requirements**

4.3 The procedures for the calling and holding of meetings of the Board shall be as set forth in this Board By-law or in Board Directives subject to the following:

- a) Any Board member identified in section 10 of By-law 8 may require any issue at a meeting to be referred to the Governing Council for recommendations prior to any decision thereon;
- b) The draft minutes of each meeting of the Board shall be sent to the Divisional Commander and to each member at least one week prior to the next meeting; and

- c) The approved minutes of each meeting shall be sent to the Divisional Commander and to each member within the earlier of 21 days after the meeting, or 48 hours after their approval at the subsequent meeting.

### **Rules of Procedure**

4.4 All meetings of the Board and its committees shall be conducted in accordance with Robert's Rules of Order.

### **Adjournment of Meeting**

4.5 If, within one half hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Chair, provided such date shall be no earlier than three days after the originally appointed date and no later than the date of the next regularly scheduled meeting of the Board.

4.6 At least three days' notice of such adjourned meeting shall be given to each member.

### **Annual Meeting**

4.7 The Annual Meeting of the Board shall be held between May 31 and September 30 of each year. Notice shall be given to Board members, the Divisional Commander and Governing Council at least ten days in advance of the meeting.

### **Regular Meetings**

4.8 The Board shall meet at least six times per year and at least once every quarter. Each member present at a meeting shall be entitled to one vote on each matter. A member shall not be entitled to vote by proxy. All matters before the Board shall be decided by a simple majority vote with the Chair having a second vote in the event of a tie.

4.9 The Secretary for the Board shall give at least forty-eight hours' notice of the regular meeting of the Board to each member and at least twenty-four hours' notice in the case of a special meeting.

### **Special Meetings**

4.10 A special meeting may be called at any time by the Chair or shall be called by the Secretary upon receipt of a request for a special meeting from three members of the Board. The notice of a special meeting shall state the purpose for which it is called.

### **Conflict of Interest**

4.11 A member of the Board who has any direct or indirect interest in any proposed contract or transaction to which the OGM is to be a party shall declare his or her interest in the proposed contract or transaction at the meeting at which the proposed contract or transaction is first considered and absent themselves during any discussion or voting thereon.

4.12 A first degree relative (parent, sibling or child) who has an interest in a contract or transaction, places the related member in a position of conflict of interest.

## **V. Committees**

### ***Appointment***

5.1 The Board may appoint such committees as it deems advisable, to advise and assist it in carrying out its responsibilities.

### ***Role of Committees***

5.2 Except as the Board may from time to time otherwise specifically direct, the authority of committees other than the Executive committee shall be limited to providing recommendations to the Board.

5.3 Each committee shall have not less than three members and the Board may appoint persons other than Board members to a committee.

5.4 The Board shall appoint a Board member as Chair for each committee.

5.5 A committee has the power to regulate its own procedures.

### ***General***

5.6 A committee may meet by telephone or other electronic means. Minutes and decisions of any meeting shall be recorded.

5.7 Each committee shall report regularly to the Board on its proceedings.

### ***Appointed Committees***

5.8 The Board hereby appoints the following committees:

- (a) An Executive committee;
- (b) An Ethics and Quality of Care committee;
- (c) A Resources and Finance committee;
- (d) A Strategic Planning committee; and
- (e) A Nominating and Board Development committee.

### ***Executive Committee***

5.9 Despite 5.2, the role of the Executive committee is to deal with matters within the Board's purview in unusual circumstances when time constraints, confidentiality or other factors make it impossible or inappropriate for the full Board to do so.

5.10 If the Executive committee meets, it shall report on its proceedings at the next meeting of the Board.

5.11 The Chair of the Board shall be Chair of the Executive committee.

### ***Ethics and Quality of Care Committee***

5.12 The role of the Ethics and Quality of Care committee is to:

- a) assist the Board in ensuring that the delivery of care at the OGM is of the highest quality and in the best interests of residents and their families, and meets all statutory and professional requirements;
- b) advise the Board on matters of ethical significance relating to OGM policy and operation, and on how to promote ethical decision-making and conduct throughout the organization; and

c) be a resource to OGM staff on specific cases or situations involving ethical issues.

5.13 The responsibilities of the committee are to:

- a) Monitor the quality of care at the OGM;
- b) Regularly provide information and advice to the Board on the administration of care at the OGM so that the Board can ensure high quality care and continuous improvement; and
- c) Advise the Board in respect of any general developments or specific situations facing the OGM that entail quality of care or ethical issues.

#### ***Resources and Finance Committee***

5.14 The role of the Resources and Finance committee is to advise the Board on financial, human resources and other matters related to OGM budgets (operating and capital), physical plant and equipment, and labour relations.

5.15 The responsibilities of the committee are to:

- a) Examine, analyze, and recommend to the Board for approval, annual budgets for capital and operating revenues and expenditures of the OGM for upcoming fiscal years;
- b) Review the monthly financial statements and advise the Board thereon;
- c) Report to the Board about union contracts, other large contracts, major expenditures, and working capital, as required;
- d) Advise the Board on risk management policies and practices, as required;
- e) Inform and advise the Board on other financial matters, as requested;
- f) Help the Board ensure that sound human resource planning and management practices exist at OGM;
- g) Help the Board ensure there are good labour management relations at the OGM; and
- h) Help the Board ensure that occupational health and safety programs at the OGM are appropriate.

#### ***Strategic Planning Committee***

5.16 The role of the Strategic Planning committee is to recommend strategies and operations needed to achieve desired outcomes, in accordance with the OGM's mission, vision and values.

5.19 The responsibilities of the Strategic Planning committee are to:

- a) Envision what could, should and must happen to achieve desired outcomes;
- b) Evaluate the environment;
- c) Develop and monitor plans;
- d) Measure and evaluate results and report to the Board; and
- e) Develop a cycle of continuous improvement.

5.20 In addition to the requirements set out above as to the membership of Board committees, the Strategic Planning committee shall include:

- a) The Chair of the Board, or their delegate;
- b) One member each from the Family and Friends and Residents Councils; and
- c) Members of OGM staff as appointed from time to time.

### ***Nominating and Board Development Committee***

5.21 The Role of the Nominating and Board Development committee is to nominate individuals for Board and committee membership, and to develop and implement programs to improve the effectiveness of the Board.

5.23 The responsibilities of the Nominating and Board Development committee are to:

- a) recommend to the Board candidates for membership on the Board and for Board offices, as required from time to time;
- b) in consultation with the committee Chair, recommend the appointment of persons to fill any vacancy on any committee;
- c) at least annually, review the needs of the Board against the skills and experience available from current members; and
- d) design, implement and evaluate:
  - a. A Board orientation program and guide for new members;
  - b. An on-going program of Board development; and
  - c. An annual Board evaluation process.

5.23 The immediate Past Chair of the Board shall be the Chair of the committee.

5.24 If the Past Chair of the Board is unable to act in this capacity, the Board Chair will appoint another Board member as Chair of the committee.

## **VI. OGM Board Directives**

6.1 “Board Directive” or “Directive” means a directive passed by the Board in order to supplement Governing Council By-law 8 and the Board By-laws, to highlight key decisions of the Board and to provide additional direction to Board members, employees and volunteers of the OGM3.

6.2 Unless otherwise stated in this By-law, Board Directives may be adopted or revoked or amended in whole or in part by resolution of the Board.

6.3 As a general rule, no Board Directive shall be passed authorizing any action set out in section 7 of Governing Council By-law 8.

6.4 In the event that a Board Directive is adopted with respect to any matter set out in section 7 of Governing Council By-law 8, the written approval of the Divisional Commander and The Governing Council shall be obtained before the Board Directive comes into effect. In addition, the prior written approval of the Divisional Commander and The Governing Council shall be obtained with respect to any amendment to or revocation of such a Board Directive.

6.5 In the event of a conflict between Governing Council By-law 8 or the Board By-laws and a Board Directive, the terms of Governing Council By-law 8 and the Board By-laws shall prevail.

## **VII. OGM Mission**

7.1 The following shall be the Mission Statement of the OGM:

*The Ottawa Grace Manor is a faith-based long-term care home providing residents with a high level of care.*