



Montreal Urban Aboriginal Health Centre

Board of Directors Policies and Procedures Manual



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SECTION 1.0 - THE MANUAL OVERVIEW

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1.1 Overview

These policies will be applicable to, and used in accordance with, existing legislation. These policies are guided by the central Aboriginal values of respect, kindness, honesty, sharing and strength. They will work in conjunction with the principles of the Canadian Charter of Rights and Freedoms, the Human Rights Code, the Privacy Act of Canada; given place of employment.

1.2 Changes to the MUAHC Policies and Procedures Manual

The Montreal Urban Aboriginal Health Centre (MUAHC) encourages employees to submit written comments and suggestions to the Chief Executive Officer (CEO) and thereby improve the scope and quality of our services and resources. Proposed changes to the Policies and Procedures manual must be submitted in writing to the CEO, who will forward the changes to the Chair of the Board of Directors. The proposal must contain the original wording of the policy or procedure and a second version containing the proposed changes highlighted in italics.

1.3 Relevance of the Manual

The Policies and Procedures Manual is relevant to all employees of the Montreal Urban Aboriginal Health Centre. It is meant to be as comprehensive as possible, to guide all office practices. As the organization grows, new practices not covered in the manual may arise. These should be submitted to the CEO and the Chair in the manner outlined in section 1.1. At the beginning of each fiscal year, the Policies and Procedures Manual will be revisited and revised to include all approved changes from the previous year.

1.4 Manual Distribution

Upon hiring, each employee of the MUAHC will receive a copy of the latest revised Policies and Procedures manual. It is the employee's responsibility to review the Manual and direct questions to the CEO. Failure to read the Manual is no excuse for violation of policies contained therein.

SECTION 2.0 - GOVERNANCE POLICY

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2.1 Purpose of the Board

The purpose of the Board is to see that MUAHC achieves its mission.

The Board of Directors exercises its authority only as a whole. Any individual cannot act with the authority of the Board unless specifically delegated to do so by the Board. When the Board does authorize an individual or committee to act on its behalf, recommendations for decisions must be reported to the Board for approval, excepting the Audit Committee for which the organization’s Bylaws provide specific authority.

2.2 Board Values

The Board of Directors embraces these values for the organization to be reflected in all our work internally, as an organization, with volunteers, stakeholders, and communities and in partnerships and collaborative initiatives.

- Integrity:** The outcomes of the MUAHC will be morally sound within the context of Aboriginal views of gaps in health and health program services. We are reliable and act with honesty and fairness, striving in all our work for the highest standards of ethical practice and accountability.
- Respect:** Traditional Aboriginal knowledge and western knowledge shall be respected as relevant and appropriate to urban Aboriginal people.
- Collaboration:** Consultation and communication with health officials and organizations must be consistent and balanced with the work of the MUAHC so as to facilitate collaborative implementation of an improved urban Aboriginal health system. We create and seek out opportunities for partnerships and alliances with all segments of society.
- Choice:** The work of the MUAHC shall nurture choice towards a system that honors inherent strengths while identifying the best available evidence and informed practices.
- Commitment:** All members commit to following the vision and mission of the MUAHC as well as participate to the maximum of their capability in all decision making and action.
- Diversity:** We embrace diversity and the strength that comes from involvement of those from a wide variety of backgrounds and perspectives

Innovation: We are agents of positive change, creatively responding to challenges and opportunities with courage and determination for the betterment of our communities.

2.3 Governing Philosophy

In governing, the Board will:

- Emphasize a forward-thinking, outward vision;
- Encourage diversity of viewpoints;
- Support strategic leadership;
- Ensure a clear distinction of Board and staff roles; and,
- Embrace collective decision-making through healthy debate and a commitment to hearing all points of view.

To accomplish this, the Board will:

- Direct its energies towards organization outcomes;
- Guide and inspire organizational thinking and behavior through the provision of clearly stated policies;
- Foster a sense of group responsibility towards excellence and self-discipline, in matters including active participation and engagement, decision-making principles, respect of identified roles, and speaking with one voice; and
- Regularly assess its process and performance.

2.4 Code of Conduct

The Board expects ethical and businesslike conduct of itself and its Board members. The Board sets the policies and strategic direction for MUAHC. Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

As a Board of Directors we expect to work in the following way:

- Board members must have commitment to the organization and carry out their duty in the interests of MUAHC. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any member acting as an individual or organizational stakeholder.
- Board members shall respect the confidentiality of Board discussions and Board materials.
- Board members shall communicate in a way that encourages open dialogue while avoiding authority over staff. Any communications, excluding advisory committees, between the Board and staff should be directed through the CEO.
- Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith.
- The Board is committed to effective decision-making and, once a decision has been made, all Board members will speak with one voice.
- The Board will endeavor to make decisions by consensus. A consensus decision is one that is acceptable to all provided that a variety of points of view have been reasonably considered. Where this is not possible or necessary, decisions will be made by majority vote.

- The Board will encourage and provide an atmosphere conducive to the expression of different viewpoints and perspectives since a broad range of ideas increases the potential for more informed and effective decisions. Members shall respect each member's contribution to the discussion and encourage each other to present their views.
- Board members have an obligation to ensure that their opinions and views are expressed and to always support the decisions of the Board even if they do not agree with them.
- Board members will refrain from behavior that undermines Board decision-making.
- Board members acknowledge and appreciate that all members are volunteers, and as such, time is at a premium. Members strive to manage time effectively and agree to come prepared in advance for meetings. Board members will be familiar with the Board meeting materials that are pre-circulated.
- Board members shall not use their positions to obtain employment or gain for themselves, family members or close associates. Should a member desire employment, he or she must first resign from the Board.

2.5 Board Monitoring, Performance and Development

The Board will develop and implement a mechanism for regularly educating itself and monitoring its own performance and effectiveness in its various areas of responsibility by agreed upon performance criteria.

Board monitoring is focused on the Board as a whole, not on Directors as individual members. Evaluation mechanisms for individual Board members, such as self-evaluation or peer evaluation may be implemented but results will not be shared beyond the individuals involved.

The Board will identify qualitative and quantitative indicators through which the quality of Board performance can be evaluated.

The Board will establish governance process policies and a governance action plan that will serve as measurable standards against which the Board's performance can be evaluated.

Under the leadership of the Chair, at least on an annual basis the Board will conduct a self-evaluation. As a result of this evaluation, the Board will include in its governance action plan specific goals and objectives for improvement of identified areas.

The Board will monitor its adherence to its own Governance Process Policies on a regular basis.

The Board will utilize appropriate ways to evaluate its performance using specified performance criteria. Methodologies may include any or all of the following:

- External evaluation, i.e., paid consultant, fiscal audit
- Peer evaluation, i.e., peer experts from community or other divisions
- Self-evaluation

The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board. Therefore, it is expected that:

- New Board members shall receive a complete orientation to ensure familiarity with the

organization's structure and issues, and the Board's process of governance.

- Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and expectations of Board members.
- Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

2.6 External Communications

Board members communicating to the public regarding the organization's business and pertaining to the governance of the organization shall follow the following guidelines:

Networking

Board members are encouraged to actively represent MUAHC's interests and public positions in the community.

Media

Only the Chair and/or CEO, or those delegated to by the Chair and/or CEO may make public statements on policy matters, position statements, or controversial issues.

Formal Correspondence

Correspondence to senior members of community agencies, business, government, or political parties shall be under the signature of the Chair and/or CEO.

External Relationships

Only Directors delegated by the Chair and/or CEO may represent the organization in negotiations with funding bodies, political parties, government and other bodies.

2.7 Board Planning and Agenda Control

The Board shall maintain control of its own agenda by developing each year an annual schedule which includes, but is not limited to, scheduled time for:

- Orientation for new Board members.
- Board planning and/or strategic planning, including budget monitoring and approval.
- Education related to organizational goals (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).
- Monitoring of the Board's Governance Process Policies and its own compliance.
- Monitoring of the Executive Expectations Policies and compliance by the Chair.
- Board evaluation.

Based on the outline of the annual schedule, the Board delegates to the Chair the authority to fill in the details of the meeting content. Board agendas are open and members share in agenda setting and are obliged to consider agenda items in advance of the agenda preparation. The Chair and the Vice Chair shall prepare the detailed agenda jointly. Potential agenda items shall be carefully screened to ensure that they relate to the Board's role.

2.8 Board Conflict of Interest

The Board of Directors obliges itself to conduct all of its affairs in the highest standards of ethical and lawful behavior. Appropriate use of authority and decorum will be expected of all members when acting on behalf of the Board. As a Board of Directors we expect the following:

- No Board member will use her or his position with the MUAHC Board for personal purposes or to obtain personal or financial gain.
- Board members will avoid all situations in which their personal interests conflict or might conflict with their duties to MUAHC.
- Board members who find themselves in a conflict of interest shall so declare the conflict and will absent themselves from both the discussion and vote of the issue.
- Board members who declare their conflict of interest are included in determining a quorum.
- Board members who declare a conflict of interest will be included in the Minutes by name.
- For additional guidance please refer to Appendix G: MUAHC Conflict of Interest Guidelines.

2.9 Board Conflict Resolution

Board members are elected to bring diverse views on issues to Board debates and decision-making and constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedures and encouragement of good listening skills. However, should disagreements result in serious conflict the Board Chair is responsible for managing such conflicts.

2.10 Board Linkage with Other Organizations

Government

The Board shall ensure that MUAHC's interests are represented to governments and government agencies.

Membership in Other Organizations

The Board shall consider the merits of membership in other organizations annually. This consideration shall include, but is not limited to:

- The degree to which participation in the organization will further the mission and goals of MUAHC.
- The benefits to the MUAHC of membership compared to the cost of membership.
- Appointments to External Policy or Advisory Committees
- Upon request for MUAHC to appoint representatives to external committees, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. The organization's appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.

Relationships with Other Organizations

The Board shall identify other organizations with which it requires good working relationships in order to achieve its goals. It will establish mechanisms for maintaining open communication with these organizations. Such mechanisms may include, but are not limited to:

- Inviting representatives of the Boards of those organizations to Board meetings.
- Meeting jointly with other Boards on occasion.
- Requesting the CEO to establish linkages at a staff level, and to report on areas of mutual interest and activity.

SECTION 3.0 - EXECUTIVE EXPECTATIONS

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3.1 Scope of Authority

The CEO is the sole employee of the Board.

In accordance with its governance policies the Board is responsible for the organizational thinking and leadership and policy development for MUAHC and employs the CEO to have responsibility for the management and operations of MUAHC in accordance with these Executive Expectations.

In its dealings with the CEO, only decisions of the Board acting as a body are binding on the CEO. Decisions or instructions of individual Board members or committees are not binding except in circumstances when the Board has authorized the exercise of such authority. In particular, only the Board acting as a whole can employ, terminate, discipline or change the conditions of employment of the CEO.

3.2 Executive Expectations

The CEO shall not cause or allow any practice, activity, decision or organizational circumstance that is imprudent or violates MUAHC policies, or commonly accepted business and professional ethics and laws of the land.

3.3 Treatment of Staff and Volunteers

Working conditions shall be fair, dignified, safe and in compliance with applicable legislation and employment contracts. MUAHC’s Human Resources Policies shall:

- Be kept current.
- Clearly state working conditions and expectations for employees.
- Provide a process for addressing employee grievances.
- Foster teamwork, open communication, efficiency and effectiveness.
- Ensure an effective staff education and development process is in place.
- Provide appropriate liability protection for employees.

In the hiring and treatment of employees, the CEO shall ensure that:

- MUAHC does not discriminate for the expression of an ethical dissent or engage in conflicts of interest.
- New employees shall be fully informed of their rights and obligations under MUAHC’s Human Resource Management Policy.
- The CEO shall ensure that MUAHC utilizes and supports volunteers.

With regards to the treatment of Volunteers, the CEO shall ensure that:

Volunteers have the right to:

- Learn about the organization
- Get training for the volunteer position
- Have regular evaluations of the volunteer's performance
- Get guidance and direction
- Be heard and recognized
- Be reimbursed for all work-related expenses

Volunteers have the responsibility to:

- Complete duties promptly and reliably
- Accept the guidance and decisions of the Volunteer Coordinator or other designated MUAHC representative
- Be willing to learn and participate in orientation, training programs, and meetings
- Understand the role of the paid staff, maintain a smooth working relationship with them and stay within the bounds of volunteer responsibility
- Keep internal information about the organization confidential

MUAHC has the right to expect that volunteers will:

- Be open and honest about their motivations and goals
- Understand what a job requires before accepting it
- Carry out their tasks efficiently and honestly
- Accept guidance and supervision from the person in charge of volunteers
- Participate in any training offered by the organization
- Respect confidentiality
- Express to the Volunteer Coordinator their satisfaction or dissatisfaction with the job assigned and suggest improvements or changes
- Notify the Volunteer Coordinator as soon as possible if they are unable to attend a training session or carry out their assigned duties

3.4 Business and Financial Planning

The CEO shall ensure that:

An annual budget is presented to the Board for approval prior to the beginning of the next fiscal period. The MUAHC budget:

- Does not allocate resources that deviate substantially from broad stated organizational goals and priorities.
- Is derived from long range planning and priorities.
- Contains credible projections of receipts and expenses.
- Separates capital and operational items.
- Discloses planning assumptions and risk and cash flow projections.
- Does not contain expenditures that exceed forecasted revenues.
- Includes a Reserve Policy.

There are regular reports, normally quarterly to the Board on MUAHC's financial situation that specifically advise of any material change in assumptions or expected deviation in projected revenue or expenditures (material means in excess of 10% or \$10,000.00 whichever is greater).

Expenditures are made in compliance with the budget but the CEO may reasonably reallocate between items in the budget so long as the expenditures do not exceed projected revenue without Board approval. The CEO does not have the authority to remove a Board-approved program:

- Appropriate signing authorities and banking resolutions are kept current.
- Tax payments and other government required remittances and deductions are current at all times.
- There is always sufficient cash to meet current obligations in a timely manner.
- Receivables are addressed in a timely manner.
- Cash and other monetary assets are handled in accordance with Audit Committee standards.

3.5 Asset Protection

The CEO shall ensure both the tangible and intangible assets of MUAHC are adequately protected and maintained and are not subject to unnecessary risk.

In particular the CEO shall ensure:

- Property and equipment are properly maintained and not subject to improper wear and tear or to unauthorized access.
- There are proper plans in place to replace depreciated assets.
- Intellectual property, information and files are properly protected from loss, theft, or significant damage.
- There is adequate insurance protection against theft, fire and casualty losses for officers and for officers and directors liability.
- Information systems are properly maintained and backed up.
- Legislative requirements for records' retention, confidentiality, privacy and freedom of information are met.

3.6 Board Support and Communication

The CEO shall support the Board in its work, both through leadership and administrative support.

In particular, the CEO shall ensure:

- There is full communication with the Board on all relevant matters either at Board meetings or between Board meetings where communication shall be as succinct as the topic permits.
- Written monitoring reports required by the Board, shall be provided in a timely, accurate, and understandable fashion.
- The Board is informed, in a timely manner, of relevant trends, significant issues, adverse media coverage, significant internal or external changes and any other information that might reasonably impact Board policy or the reputation of MUAHC.

- The Board is informed if, in the Chair's opinion, the Board fails to comply with its own policies, or if there has been conduct that is detrimental to the relationship between the Chair and the Board.
- Official Board communications such as minutes and Board packages are distributed in a timely way and no later than one week prior to Board meetings.
- Board deliberations are informed by appropriate staff and external points of view on issues and options.

3.7 Public Relations

The CEO is the person primarily responsible for the public image of MUAHC and shall present that image in a credible way so as to advance MUAHC's strategic direction.

In particular, the CEO shall ensure:

- There is accurate and effective corporate communications and a public relations strategy in place.
- That information regarding Board decisions is ready and available to the public and the media.
- Public presentations that portray Board policy are fully accurate.
- No employee or volunteer, unless specifically authorized, makes public presentations on Board policy.

3.8 Compensation and Benefits

Employment, compensation and benefits of employees, consultants and contract workers shall accord with approved budgets and shall not jeopardize the public's image or the fiscal integrity of MUAHC.

In particular, the CEO shall:

- Not receive any compensation or benefits outside of the approved expenses reimbursement related to society activities.
- Ensure that compensation and benefits, included in the budget, do not substantially deviate from the geographic or professional market.

3.9 Back-Up and Succession Planning

The CEO shall ensure that:

- There is appropriate planning within the organization to ensure that in the event of the absence of an employee with critical tasks, the work of that person can be carried on by others at least on an interim basis.
- Succession planning will be integrated within MUAHC for all staff and consultants.

3.10 Strategic Alliances

Because MUAHC's relationship with individuals and organizations in the not-for-profit, corporate and government sectors are critical to its achievement of its strategic goals and because the CEO plays a vital role in developing, nurturing and enhancing the quality and extent of these various relationships for the benefit of MUAHC, the CEO shall ensure:

- External relationships and partnerships are developed and maintained with maximum effectiveness.
- Opportunities for the development of new external relationships and partnerships are identified.
- External relationships and partnerships are developed only with entities whose goals are compatible with those of MUAHC and in particular, corporate relations shall not be undertaken unless the principals and products of the corporation are consistent with the goals of MUAHC.