



Windsor Elms Village

Board of Directors

Governance Policy Manual

Original Version Adopted: June 29, 2005

New Version Adopted: September 29, 2021 to June 29, 2022

INDEX

Introduction	3
Governance Process	
1.1 Global Governance Commitment and Responsibilities of the Board	4
1.2 Governing Style	5
1.3 (1.4) Board Members' Code of Conduct	7
<i>Appendix A: Conflict of Interest Sign Off</i>	9
1.4 (1.5) Officers of the Board	10
1.5 (1.6) Board Committees	12
<i>Appendix A: Finance Committee Terms of Reference</i>	13
<i>Appendix B: Finance Committee Investment Policy</i>	14
<i>Appendix C: Quality Committee Terms of Reference</i>	22
<i>Appendix D: Governance Committee Terms of Reference</i>	23
<i>Appendix E: CEO Performance and Compensation Review Committee Terms of Reference</i>	25
1.6 (1.8) Board Governance Agenda	26
<i>Appendix A: Board Meeting Agenda</i>	27
<i>Appendix B: Board Meeting Agenda</i>	31
1.7 (1.10) Linkage with Community	32
1.8 (1.11) Endorsements	33
1.9 (1.12) Representation	34
1.10 (1.13) Charitable Donations & Estate Bequests	35
1.11 (1.14) Voting	36
1.12 (1.16) Exit Interviews – Departing Board Members	37
Executive Limitations	
2.1 Global Executive Constraint	38
2.2 Quality and Standards of Care	39
2.3 Treatment of Residents/Clients	40
2.4 Treatment of Staff	41
2.5 Appointments to Leadership Team	42
2.6 Compensation	43
2.7 Communications and Support to the Board	44
2.8 Asset Protection	45
2.9 Financial Conditions and Activities	46
2.10 Financial Planning and Budgeting	47
2.11 Emergency CEO Succession	49
2.12 Communication to Stakeholders	50

2.13	Media Response	51
2.14	Code of Conduct/Ethics	52
2.15	Risk Assessment	53
Board/CEO Linkages		
3.1	Communications	54
3.2	CEO Accountability	55
3.3	Delegation to the CEO	56
3.4	CEO Position Description	57
3.5	Employment of the CEO	58
3.6	Monitoring Board and CEO Performance	59
	<i>Appendix A: Board Governance Meeting Monitoring</i>	<i>60</i>
	<i>Appendix B: Governance Committee Policy Review</i>	<i>61</i>
	<i>Appendix C: Annual Policy Review Schedule Governance Process.....</i>	<i>62</i>
	<i>Appendix D: Annual Policy Review Schedule</i>	
	<i>Board/CEO Linkages, Strategic Goals</i>	<i>63</i>
	<i>Appendix E: Annual Policy Review Schedule Executive Limitations.....</i>	<i>64</i>
	<i>Appendix F: Board Member Self-Evaluation</i>	<i>65</i>
	Key Performance Indicator (KPI) Reporting Schedule to the Board.....	67
Strategic Goals		
4.1	WEV Mission, Vision, Guiding Principles	68
4.2	WEV Strategic Plan 2018-2022.....	69
	<i>Appendix A: Governance Policy Structure Quick Reference</i>	<i>70</i>

INTRODUCTION

This Governance Manual sets out the basis on which Windsor Elms Village (WEV) is governed.

Governance refers to the processes and structures used to govern an organization's operations.

The WEV governance system is designed to help it focus on the activities that contribute most to its Strategic Goals, to use its resources effectively, and to ensure that those resources are managed in the best interests of its stakeholders.

The board is accountable in leadership of WEV. That requires the board to:

- (a) be definite about its performance expectations,
- (b) assign those expectations clearly, and
- (c) monitor regularly to see that the expectations are being met.

The objective of the board is to meet those requirements through the Policies in this Manual. A policy is the value, perspective, principle, standard or rule that underlies action.

The WEV policy framework is based in part on the Carver principles of Policy Governance and uses Carver's policy quadrants: Governance Process, Executive Limitations, Board/Chief Executive Officer (CEO) Linkages and Ends, which we call Strategic Goals.

Governance Process- establishes the "how" of governance

Executive Limitations - establishes prudence and ethical boundaries on CEO action, limiting executive authority

Board/CEO Linkages - establishes how delegation and accountability occur

Strategic Goals - establishes what difference the organization will make - "what good, for what people, at what cost"

Within the policy quadrants, the WEV governance model is reflected through our use of committees, expanded evaluation processes and by using Strategic Goals (Strategic Plan, Mission, Vision, Guiding Principles and Key Directions) to define our desired outcomes rather than Carver's Ends approach.

This Manual is subject to periodic review with a view to making revisions in response to changes that affect WEV.

The governance policies in this manual were developed from those adopted June 29, 2005. The history of the board's ongoing policy review and amendments from 2005-2020 are recorded within board minutes, noted on individual policies and kept on file by the recording secretary. This practice for documenting ongoing review and amendment/changes to the WEV governance policies will continue going forward.

GOVERNANCE PROCESS

1.1 GLOBAL GOVERNANCE COMMITMENT AND RESPONSIBILITIES OF THE BOARD

The board will oversee the organization ensuring it:

1. Complies with all legislative and governmental regulations.
2. Seeks input from stakeholders and leads on the basis of the community's interests and desired long range direction for WEV.
3. Defines Strategic Goals, emphasizing long term strategic plans, and monitors that they are met.
4. Establishes and functions within the WEV governance policies including Strategic Goals, Executive Limitations, Governance Process and Board-CEO linkages
5. Defines the role, accountability and authority of the CEO, monitors compliance and evaluates the performance of the CEO
6. Oversees processes for the development and approval of strategic, financial and operating plans and that they are being implemented effectively by the CEO
7. Adheres to a strict discipline of monitoring to ensure appropriate organizational performance
8. Monitors and holds both the board and CEO accountable for their performance

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

1.2 GOVERNING STYLE

The board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and CEO roles, (e) collective rather than individual decisions, (f) future rather than past or present endeavours, and (g) proactivity rather than reactivity.

The board will commit to governing WEV by providing leadership, making consensus decisions, exercising prudence in policy setting, and being responsible for its current and future needs for all stakeholders.

Guiding Principles

1. Rule of Law and Ethics

The board first and foremost always acts in the best interests of WEV ensuring that all individuals are treated equally and fairly under the Rule of the Law, including all applicable laws.

The board will govern ethically and with an acute awareness of quality of care, empathy and compassion respecting residents and their families.

2. Participatory

The board is committed to respect the opportunity to sustain a total and inclusive relationship with individuals, residents/families, community groups, staff, and government agencies as a means of achieving improved services for WEV.

3. Effectiveness and Efficiency

The board will adopt measures and perform a risk management review to ensure that all actions taken will be the most efficient and effective.

The board will conduct close monitoring practices to ensure compliance with policies and procedures.

4. Accountability

The board will be fully accountable for the overall operation of WEV and yearly will provide to the community a complete review of its operation at its announced Annual General Meeting. It will provide all necessary assessments of the previous year including a complete audited financial statement.

GOVERNANCE PROCESS

1.2 GOVERNING STYLE

Guiding Principles

5. Transparency

The board is committed to be completely transparent to the community and especially to the families and residents of WEV.

6. Professionalism

The board will strive to conduct itself to the highest professional standard respecting the operation of WEV.

7. Responsive

The board will respond to any inquiry pertaining to WEV in a sensitive and timely manner.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

1.3 (1.4) BOARD DIRECTOR'S CODE OF CONDUCT

The board commits itself and its members to adhere to its Guiding Principles (see 1.2 Governing Style) in all matters of governance and decision making.

The board will enforce upon itself the discipline needed to govern with excellence. This applies to matters such as attendance, preparation for meetings, policy making, respect of roles and ensuring ongoing learning and continuance of governance capability.

A board member may be removed from the board, by majority vote, for violating the code of conduct or other policies that apply to the board.

Members of the board must attend 75% of regular board meetings. A board member that misses three consecutive meetings without valid reasons may be requested to resign.

Confidentiality

Complete confidentiality is required by all members to respect and protect the proprietary information of all WEV business discussions.

Conflict of Interest

Board members owe a duty of loyalty to WEV. This requires that in serving WEV, they act solely in the interests of WEV and not in their personal interests or the interests of their relatives, businesses or others, such as advocacy or special interest groups.

Members of the board have a duty to disclose any personal, family or business interests or other community involvements, that may, in the eyes of another person, influence their judgement.

Board members are expected to disclose potential conflicts, if anticipated, prior to their nomination or election. Otherwise they are obliged to disclose them when the circumstances arise.

When a conflict of interest is declared, the board member(s) will withdraw from discussion or decision making on the issue. The declaration and the withdrawal will be recorded in the minutes of the meeting.

Whistleblower: Report of Wrongdoing by Board Member

1. It is the duty of any board member who reasonably believes that another board member has committed a wrongdoing respecting the board's policies, code of conduct or guiding principles to report it to the board chair.
2. These allegations must be in writing stating the date, time, place, and complete details of the suspected wrongdoing and signed by the board member.

GOVERNANCE PROCESS

1.3 (1.4) BOARD DIRECTOR'S CODE OF CONDUCT

Whistleblower: Report of Wrongdoing by Board Member

3. The name of the board member making the allegation will be held in strict confidence.
4. The board chair will do an initial review of the alleged wrongdoing and if the allegations are considered unfounded and do not warrant any further action the complainant will be advised. If the board feels additional information is required the Governance Committee will be requested to complete a thorough investigation within a specific time frame and report their findings to the board chair.
5. If upon review the board chair feels there is a violation of any law the appropriate authorities and the WEV legal counsel will be immediately advised.
6. The alleged wrongdoing board member will be given the opportunity to respond to the allegations and to provide their explanation to the Governance Committee. The board member will also be advised if an investigation by law authorities or the Governance Committee has been initiated and will be excluded from any further board participation until the allegations are resolved to the satisfaction of the board.
7. Upon receipt of the Governance Committee's investigation the board chair will call a special meeting to completely discuss, deliberate and come to a consensus respecting any necessary action or discipline. If the board feels that the allegations are unsubstantiated both board members will be advised in writing by the board chair.
8. Any board member who makes an allegation of wrongdoing will be protected from retaliation. Any board member who retaliates against another board member will be subject to discipline.
9. Upon completion of a review or a complete investigation, the accusing board member's name will be expunged from all records ensuring complete confidentiality. Similarly if an allegation against any board member is unfounded initially or unsubstantiated by further investigation his/her name will be expunged from all records.
10. The board chair will inform the board as soon as possible respecting any reports of wrongdoing by any member, and action taken, without identifying the parties.

Confirmation of Compliance

Each board member will be asked annually to provide the board chair with written confirmation of their compliance with the policy and guidelines for conduct by signing the document provided (see *Appendix A Conflict of Interest Sign Off*).

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.3 (1.4) BOARD DIRECTOR'S CODE OF CONDUCT

Appendix A: Conflict of Interest Sign Off

To: Chair, WEV Board

Re: The period from **April 1, 202__** to **March 31, 202__**

By signing below I affirm that:

1. I have received and read a copy of the WEV Code of Conduct Policy, including Conflict of Interest requirements;
2. I agree to comply with this policy
3. I have no actual or potential conflicts as defined by the policy that I have not previously disclosed or am disclosing below.

Disclose here, to the best of your knowledge:

1. Any entity in which you participate (as a director, employee, owner or member) with which WEV has a relationship
2. Any transaction in which WEV is a participant as to which you might have a conflicting interest; and
3. Any other situation which might pose a conflict of interest.

Description of conflict:

Name:

Signature:

Date:

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.4 (1.5) OFFICERS OF THE BOARD

The officers of the board are the chair, vice-chair and secretary, who each report to the board. Officers are elected at an Annual General Meeting (AGM) of the directors to each serve for a maximum of two years.

Board Chair

The chair is, first and foremost, responsible for the effective functioning of the board in its role of governing WEV. All other duties are secondary.

The chair must have a commitment to and a clear understanding of the WEV Strategic Goals, knowledge of meeting procedures, WEV governance policies, Memorandum of Association and By-Laws and have sufficient time to devote to the duties of the role.

In addition to the duties of every board member, the chair is responsible for:

- a. Serving as spokesperson for the board, as required.
- b. Representing the board as its figurehead in communications with WEV Stakeholders.
- c. Acting as a liaison in managing the relationship between the board and the CEO.
- d. Chairing all meetings of the board following WEV Governance Policies, By-Laws, and Bourinot's Rules of Order, ensuring fair, open, and thorough discussion that is timely, orderly, and to the point. The chair is impartial and may not take part in the debate nor vote, unless there is an equality of votes.
- e. Sitting as an ex officio member of all board committees, excepting the recruitment and succession planning tasks of the **Governance** Committee.
- f. Monitoring board dynamics and supporting, guiding and coaching fellow board members
- g. Enforcing rules of conduct as they apply to the board and its individual members
- h. Ensuring full and timely communication with members of the board
- i. Drafting a proposed annual agenda, with the chair of the Governance Committee and the CEO, for review and approval by the board at the first meeting each fall.
- j. Preparing, with the CEO, the agenda for each board meeting
- k. Reviewing minutes of board meetings before they are presented to the board for approval.
- l. Preparing for and chairing the Annual General Meeting (AGM)
- m. Preparing an annual report on the past year's board activity for presentation at the AGM

Vice-Chair

- a. Assist the chair and exercise any and all duties of the chair in the absence of the chair, together with other duties as may be assigned by the board.
- b. Serve as the planned or emergency successor for the chair
- c. Act as chair of the Governance Committee.

GOVERNANCE PROCESS

1.4 (1.5) OFFICERS OF THE BOARD

Secretary

- a. Takes notes at all in-camera sessions of the board, with a copy kept in the confidential chair's file at the WEV office, together with other duties as may be assigned by the board.

Recording Secretary

The CEO serves as the recording secretary to the board. The CEO may delegate the duties of this role of to an administrative employee of WEV. Delegation of duties does not relieve the CEO of responsibility.

The Recording Secretary

- a. Attends all meetings of the board and its standing committees
- b. Distributes meeting agendas and boards, records and distributes minutes and ensures that all records, documentation and correspondence of the board, including the Minute Book and Seal of WEV, are properly and safely stored.
- c. Maintains the Governance Policy Manual and a systematic schedule for their review as determined by the board.
- d. Maintains the Board Orientation Manual ensuring that it is up to date and complete.
- e. Maintains an accurate record of current Association and board members including contact information, appointment dates, term of appointments and board member biographies.
- f. Facilitates on behalf of WEV all annual filings of required reports and information required in relation to the Association's incorporation and charitable registrations status.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.5 (1.6) BOARD COMMITTEES

Committees help the board meet its global governance commitment and responsibilities. Unless specifically delegated by the board to do so, they do not make decisions on behalf of the board. Committees must not be given or share responsibility for anything that the board has delegated as being the accountability of the CEO.

1. Committees have no authority other than what is specifically designated under their Terms of Reference.
2. The committees of the board consist of four standing committees: Governance Committee, Finance Committee, Quality Committee and CEO Performance and Compensation Review Committee.
3. The board may, when necessary, appoint additional committees with specific mandates and a time table to report back to the board.
4. Each board member must serve on at least one board committee.
5. The board annually appoints the chair and members to the standing committees in sufficient numbers to conduct the work required of the committee.
6. Upon approval of the board, staff or persons from the community at large may be included, as non-voting members, to provide additional knowledge or as a resource to the committee.
7. The CEO is an ex-officio member of all standing committees.
8. Others, e.g. Director of Finance, Director of Care, etc. may attend to participate and provide information, at the request of the committee.
9. Committees will meet at least quarterly or more frequently as may be required by their mandate.
10. Unless otherwise designated an administrative employee of WEV will act as the recording secretary of all standing committees.
11. Committee chairs/designates will report to the board at each board meeting. Reports will be forwarded to all members, reviewed prior to the meeting, and unless there is a necessary discussion, will be approved as read in one vote, avoiding lengthy oral reports.
12. Each committee will annually review their Terms of Reference and refer them to the board for approval.
13. Each committee will annually complete a self-assessment form provided by and returned to the Governance Committee as part of the annual review of the board.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.5 (1.6) BOARD COMMITTEES

Appendix A: Finance Committee Terms of Reference

Will monitor internal and external financial reporting/management and internal control processes, on behalf of the board.

Responsibilities

1. Provide oversight for the board’s financial auditing activities which shall include, but not be limited to:
 - a. Receive information from any internal audit functions that may be conducted;
 - b. Meet and/or communicate with the external auditor, at least twice annually, to review audit planning and risk considerations and then receive post-audit financial statements and auditor proposal to be brought to the board.
 - c. Propose, to the board, the appointment of an external auditor annually for the upcoming fiscal year, including confirmation of the external auditor’s independence and ability to issue an opinion on the financial statements clear of any conflict of interest.
 - d. Work with the external auditor and management to monitor compliance with proper accounting policies and practices, as well as an environment of effective internal controls.
2. Perform the board’s due diligence in areas of receipt and review of monthly financial statements and other regular financial reporting.
3. Act as the board’s designate for review and approval of banking and investment decisions, including appointment of financial advisory services within the WEV Investment Policy (attached).
4. Perform due diligence review for other proposal processes, including proposals for the board in areas of:
 - a. Requests for proposals
 - b. Capital expenditure requests
 - c. Budgets
 - d. Other areas as requested

Membership: Voting membership will consist of at least a board member as chair and two additional board members, all with the relevant expertise and experience. The CEO and Director of Finance shall also attend as non-voting members.

Meetings: Meetings usually occur monthly, but not less than quarterly and may occur more frequently as may be required by the committee’s mandate.

Last Version Approved By Board: Feb. 24, 2021

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		

1.5 (1.6) BOARD COMMITTEES

Appendix B: Finance Committee Investment Policy

WEV maintains funds for Operating, Capital, Capital Renewal Reserve, and Resident Trusts. These funds are generated through Service Contract funding and private donations, and are managed to operate and maintain the facility, as well as meeting Reserve and Resident Trust obligations.

1. PURPOSE OF INVESTMENT GUIDELINES

The Investment Guidelines set out the authorities and responsibilities for the investment of restricted and unrestricted funds of WEV. This Investment Policy is intended to be in accordance with the Trustee Act (Nova Scotia) Chapter 479 of the Revised Statutes, 1989, and subsequent amendments.

2. RESPONSIBILITIES OF THE FINANCE COMMITTEE AND THE BOARD

- a) The Finance Committee is responsible for exercising due diligence on behalf of the board in the application of this investment policy.
- b) The Finance Committee will act in an advisory capacity to the board, and has the responsibility to monitor the performance of the Investment Manager(s).
- c) The Finance Committee will assist the board in reviewing the Investment Policy and investment guidelines annually, and propose recommended changes required, for approval by the board.

3. INVESTMENT OBJECTIVES

The basic investment objectives are to ensure that funds will be invested in a prudent and effective manner and shall be sufficient to support cash flow requirements as they arise.

The expected target annualized rate of return (net of fees) over a three-year rolling period for the portfolio is 4% to 6% in order to cover WEV income requirements and to protect the value of the portfolio against inflation.

The funds held by WEV are classified as either Short-Term Portfolio or Long-Term Portfolio – Reference Appendix II for description

Primary investment objectives for Short-Term Portfolio are to:

- a) preserve capital
- b) maintain liquidity necessary to meet cash requirements
- c) optimize the rate of return, within the constraints of a) and b)

Primary investment objectives for Long-Term Portfolio are to:

- a) preserve capital, in real terms, and
- b) optimize the rate of return, as set out in this policy.

4. AUTHORIZED INVESTMENTS

WEV will invest in any form of property in which a prudent investor might invest.

(This complies with the Trustee Act (Nova Scotia) Chapter 479 of the Revised Statutes, 1989, and subsequent amendments, and as outlined in PART 1 – Investments)

This policy contains separate asset allocation guidelines (authorized types of investments) for short-term portfolio and long-term portfolio – Reference Appendix II for details. It will be at the Investment Manager(s)' discretion to recommend the asset mix within these limits.

5. RESTRICTIONS

- a) Except for government bonds, not more than 10% of the total market value of the portfolio will be invested in securities of any one issuer. [Note i](#)
- b) There will be no borrowing from any source to make investments.
- c) The Investment Manager may invest in pooled funds that may use derivatives, such as options, futures and forward contracts, for hedging purposes, to protect against losses from changes in interest rates, foreign exchange, and market indices; and for non-hedging purposes, as a substitute for direct investment. However, the pooled funds must hold enough assets or cash to cover its commitments under the derivatives. The pooled funds cannot use derivatives for speculative trading or to create a portfolio with excess leverage.

6. SOCIALLY RESPONSIBLE INVESTING

We define Socially Responsible Investing as making no investments in companies which are inconsistent with the WEV's role, mission and guiding principles. We request that our Investment Manager(s) follow these principles when suggesting possible investments, or investing the WEV's money in accordance with the Trustee Act.

7. PERFORMANCE TARGETS AND STANDARDS

Over a three-year moving average basis, the Investment Manager(s) should endeavor to exceed the passive benchmark return on the components of the portfolio as outlined by asset class in Appendix II.

The Finance Committee shall provide as much notice as possible regarding cash requirements or additional funds available for investment. As these may not always be known in advance, consideration of this factor will be taken into account in assessing investment performance.

8. RESPONSIBILITIES OF THE INVESTMENT MANAGER(S)

- a) The Investment Manager(s) shall invest the funds of WEV within these specific written guidelines and in accordance with the Investment Objectives. In carrying out their duties and responsibilities, the Investment Manager(s) shall exercise such competence and skill as may be expected of a prudent, diligent Investment Manager in similar circumstances.
- b) The Investment Manager(s) shall prepare digital or on-line Reports, which shall contain, as a minimum:

Monthly

- portfolio list by asset class, by security showing cost vs. current market value as at the last day of the month.
- list of all transactions for the month.

Quarterly

- income for the quarter and annualized asset mix
 - quarterly and past 12-month total return calculations by asset class versus benchmarks (defined in point 7)
 - economic and market commentary with forecasts for the next 12-month or other relevant period
 - quarterly letter of compliance with this policy
- c) Investment Manager(s) will meet quarterly with the Finance Committee to review the portfolio performance, to discuss economic and market conditions, and to discuss strategy for the ensuing period. The Investment Manager(s) may be periodically requested by the board or the Finance Committee to present to the board. Investment Manager(s) will identify and refer, on a timely basis, any contentious issue to the Finance Committee, to seek their input and guidance.
- d) Investment Manager(s) must disclose any material interest in any investment or proposed transaction. All investment activities must be conducted in accordance with the Chartered Financial Analyst (CFA) Code of Ethics and Standards of Professional Conduct.
- e) The Investment Manager(s) is (are) delegated the responsibility of exercising all voting rights with the intent of fulfilling the objectives and goals of WEV. The Investment Manager shall maintain a record of how voting rights of securities in the portfolio were exercised.
- f) Asset class allocations may fluctuate over time due to market movements. The portfolio allocations should be reviewed at least quarterly by the Investment Manager(s), and rebalancing should be considered by the Investment Manager(s) when the asset class allocations fall outside of the ranges established in Appendix II. To the extent that it is reasonable, cash inflows and outflows should be used to rebalance the long term strategic allocation of the Long Term Portfolio.

9. REVIEW OF INVESTMENT MANAGER(S) SERVICES

It is the responsibility of the board to monitor the performance of the Investment Manager(s) on an ongoing basis with input from the Finance Committee. Circumstances which could require a special review of an Investment Manager(s) appointment include, but are not limited to:

- a) Changes in ownership, personnel, structure, investment philosophy, style or approach of the investment management firm, which might adversely affect the potential performance and/or risk level of the fund portfolio(s). It is expected that the Investment Manager(s) will routinely advise the Finance Committee of any significant changes within the firm.
- b) Unauthorized departure from the stated investment guidelines. (Note: If the Investment Manager(s) believes the guidelines are no longer appropriate, the Investment Manager(s) should make a recommendation for amending the policy.)
- c) Investment performance which over a reasonable period of time is less than the performance targets and standards as outlined in this policy.

10. FUND WITHDRAWALS

- a) Cash flow activity will be reported by the CEO, through the Director of Finance, to the Finance Committee on a monthly basis. This information will enable the Finance Committee to prepare notice to the board of any anticipated significant change in expected investment income. This information is relevant when the committee and board are reviewing the expectations and outcomes of the Investment Manager(s) performance. Any change of expectation should be documented and included in board minutes.

- b) The CEO will, through the Director of Finance, advise and seek approval from the Finance Committee of any significant unscheduled fund withdrawals required to meet unexpected or unplanned needs. The Finance Committee will advise the board when appropriate, and ask the board to pass a motion allowing the funds to be withdrawn. Any such unanticipated withdrawal will potentially change the investment income expectation and becomes relevant in reviewing the expectations and outcomes of the Investment Manager(s) performance. Any change of expectation should be documented and included in board minutes.

APPENDIX I DEFINITIONS {as used for purposes of this Investment Policy}

Book Value The price paid for a particular asset. The original purchase price of a share will change every time more shares are purchased, deposited or sold. This is calculated on an aggregate basis.

Cash Equivalent Investments for short-term investing, with high credit quality and are highly liquid

Common Shares A security that represents ownership in a corporation. Holders of common stock exercise control by electing a board and voting on corporate policy. Of all shareholders, common shareholders have the least claim on a company's assets. Common shareholders are paid dividends after preferred shareholders

Derivatives A contract that derives its value from the performance of an underlying entity. Some of the more common derivatives include forwards, futures, options, and swaps.

DBRS Dominion Bond Rating Service (DBRS) is a global credit rating agency founded in 1976 in Toronto.

Equity Stock or any other security representing an ownership interest in a business or corporation.

ETF Exchange Traded Fund (ETF) is a marketable security that tracks an index, a commodity, bonds, or a basket of assets. Unlike mutual funds, an ETF trades like a common stock on a stock exchange.

Fixed Income An investment with real return rates or periodic income, received at regular intervals and at reasonably predictable levels. It includes investments in Bonds, Preferred Shares, certificates of deposit, and ETF's of similar investments. Income is typically in the form of interest or dividends.

FTSE	Financial Times Stock Exchange (FTSE) is a company that specializes in index calculation
Income or Return	The return generated by a portfolio or fund, and comprised of three components:
Yield	Dividends and/or interest received; typically recorded as percentage of the cost of the investment
Capital Gain/Loss	Generally the difference between the proceeds of sale, net of expenses, and the cost of the asset. An unrealized Gain (Increase) or Loss (Decrease) may be similarly calculated based on the difference between the current Market Value and the original Cost
Fees	Charges for managing an asset or portfolio, including MER, Investment Manager fees, etc.
Liquidity	A measure of how easily assets can be converted into cash
Market Value	Closing price or value of an asset on the previous day
MER	Management Expense Ratio (MER), and is the underlying costs charged by Fund Managers
Preferred Shares	A security that typically pays a predictable, fixed dividend yield, with a higher/greater claim to company assets and earnings than common shareholders, often with limited or no voting privileges
S&P	Standards & Poor's (S&P) is a US financial information publishing and securities rating firm, providing credit ratings on investments, financial markets & industries, etc.
S&P/TSX Composite Index	Benchmark Canadian index, representing roughly 70% of the total market capitalization on the Toronto Stock Exchange
TSX	Toronto Stock Exchange (TSX) was established in 1852, now owned and operated as a subsidiary of the TMX Group, the TSX is the largest stock exchange in Canada.

APPENDIX II PORTFOLIO

Short -term Portfolio typically consists of

- i) Trust Funds – larger Resident Trust amounts, plus accumulated balances.
- ii) Short-Term Operating Funds
- iii) Short-Term Capital Funds for Capital Expenditures
- iv) Donation Reserves

These funds are typically needed within a year to a year and a half.

Long-term Portfolio can consist of

- i) Operating Funds comprised of donations and prior year Operating Surpluses.
- ii) Capital Funds comprised of donations, special reserves, etc.
- iii) Capital Renewal Reserve, funded by Department of Health & Wellness (DHW), per the Service Agreement between WEV and the Province of Nova Scotia, signed April 2009

These funds are intended to be invested to meet WEV long-term operating & capital obligations, and to meet the requirements outlined in the Service Agreement with the Province of Nova Scotia.

SHORT-TERM PORTFOLIO

Asset Class	Target	Range	Benchmark	Minimum Rating	Authorized Investments
Cash & Cash Equivalents	100%	N/A	FTSE TMX Canada 365 Day T-Bill Index	R1-low DBRS	Deposit receipts, deposit notes, certificates of deposit, banker's acceptances, guaranteed investment certificates (GICs), commercial paper and other similar instruments issued or endorsed by any chartered Bank to which the Bank Act (Canada) applies; Treasury Bills (T-Bills).

LONG-TERM PORTFOLIO

Asset Class	Target	Range	Benchmark	Minimum Rating	Authorized Investments
Cash & Cash Equivalents	10%	5% – 100%	FTSE TMX Canada 365 Day T-Bill Index	R1-low DBRS	Deposit receipts, deposit notes, certificates of deposit, banker's acceptances, guaranteed investment certificates, commercial paper and other similar instruments issued or endorsed by any chartered Bank to which the Bank Act (Canada) applies, Treasury Bills.
Fixed Income	60%	0% – 60%			
Bonds			FTSE TMX Canada Corporate A Bond Index	A or higher	Federal, provincial or corporate. If a Rating drops below the Minimum Rating, the Investment Manager(s) will advise the Director of Finance and/or Finance Committee. A decision will be made to either sell, or to continue holding that bond subject to conditions.
Preferred Shares			S&P/TSX Preferred Share Index (CAD) [TXPR]	Pfd-2 or higher	Preferred Shares are included under Fixed Income due to their unique, hybrid characteristics
Equities* – consisting of:	35%	0% – 35%			Equity investments include common shares of any Company listed and publicly traded upon a recognized stock exchange, mutual funds, trust

Asset Class	Target	Range	Benchmark	Minimum Rating	Authorized Investments
					units, exchange traded funds (ETFs) thereto. Preferred shares are excluded from this category, and deemed Fixed Income.
Canadian	25%	0% – 35%	S&P/TSX Composite Index		Canadian investments will have a preference to “blue-chip” or high quality investments in industries with a proven track record – e.g. financial, utilities, etc.
Global	5%	0% – 15%	FTSE Global All Cap ex Canada China A Inclusion Index (CAD)		Foreign investments will have a preference to ETFs or mutual fund like investments incorporating foreign exchange hedging, etc.

* **Footnote:** Equities percentage holding above the upper limit is allowed when based on growth of Portfolio. Continued holding above this level will be based on Investment Manager(s)’s advice.

NOTES and AMENDMENTS:

- i. 11 June 2019 Finance Committee Audit Review Meeting
 - a. 30 May 2019 Finance Committee Meeting, Section 5a Restrictions interpretation:

Finance Committee Motion: *Greg H moved to clarify the investment policy as to 10% would relate to source security in group funds such as i-shares and mutual funds. Seconded by Jim. Motion carried.*

 - Kevin said if the Auditors want this confirmed at the board meeting we can do that as well.
 - b. Audit Recommendation:

“It is recommended that management report to the Finance Committee at specified intervals, such as quarterly, whether the policy has been followed.”

Committee Response

 - The committee suggested that Peter’s quarterly compliance letter includes a note that speaks to Don’s review of the compliance letter and that we are in agreement, when appropriate.
 - Noted the committee does conduct a detailed review, with scrutiny, Peter’s quarterly compliance report.
- ii. 09 July 2020 Finance Committee Meeting – Annual Investment Policy Review and Audit Meeting follow-up to correct the Canadian Equity Limit range per Appendix II, Long-Term Portfolio:

Finance Committee Motion: *Jim moved to clean up the illogical conflict in the grid for “Canadian Equities” from 15%-30% to 0%-30%. Seconded by Greg H. Motion carried.*

 - The committee agreed this does not require board approval since it is just a correction to a typo.

iii. 25 Nov 2020 board approved 24 Nov 2020 Finance Committee Meeting recommendation to increase Equity range limit from 30% to 35% per Appendix II, Long-Term Portfolio:

Finance Committee Motion: *Jim moved to recommend to the board a revision to the Investment Policy: to increase the investment target/range for equities, from 30% to a maximum of 35%. Seconded by Suzanne. Motion carried.*

Board Meeting:

The Finance Committee recommended our equity investment limit be increased to 35% from 30% to provide the flexibility to participate in higher yields when opportunities present themselves. Don showed the board the section of the Investment Policy where this revision would be made.

Board Motion: *Kevin moved the Investment Policy be amended to allow for equity investments up to 35% of the total portfolio. Seconded by Jim Dewar. Motion carried*

Kevin said we are talking about a \$5m portfolio, with \$1.5m currently invested in equities. This change in policy would add \$250k to equity investments.

Last Version Approved By Committee: June 24, 2021

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		
June 29, 2022	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.5 (1.6) BOARD COMMITTEES

Appendix C: Quality Committee Terms of Reference

Will support the board in demonstrating its accountability for the quality of care and services provided by WEV.

Will provide for the ongoing capability of the board through board development activities.

Responsibilities

Quality

1. Provide ongoing oversight of the WEV Strategic Goals as approved by the board.
2. Receive reports from the CEO regarding Key Process Indicators (KPIs), quality initiatives, opportunities/challenges and the results of quality monitoring activities at WEV.
3. Report quality monitoring results to the board to demonstrate that required standards are met and/or identify areas where improvement is required.
4. Be knowledgeable about quality improvement principles and monitoring, including the WEV Eden journey and its impact on quality of care/resident life at WEV.
5. Collaborate with other quality committees/groups to share and learn from our/their quality oversight experiences.

Board Development

6. Ensure the ongoing capability of the board by providing opportunities for board member development.
 - a. Develop and present plans to continually educate the board, committees, and board members.

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		
June 29, 2022	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.5 (1.6) BOARD COMMITTEES

Appendix D: Governance Committee Terms of Reference

Will advise the board chair on matters relating to the board's governance structure, policies and processes and monitor board compliance with its policies, bylaws and external regulations.

Will ensure the sustainability of appropriate and effective board membership and provide for the ongoing capability of the board through board evaluation.

The committee will be chaired by the vice-chair of the board.

Responsibilities

Governance

1. Develop, review and recommend revision to board policies, annually
2. Review and recommend revisions to the WEV Memorandum of Understanding and By-Laws, annually.
3. Monitor the effectiveness of the board governance model and processes and recommend changes, as required.
4. Monitor compliance of the board and CEO with its governance policies
5. Appoint a Governance Committee member for each board meeting to act as a Governance Observer (as per Policy #3.6 Monitoring Board and CEO Performance)
6. At the request of the board chair, conduct an investigation and submit a report to the board chair, of a violation of the Code of Conduct policy or any governance procedure that could result in a request for the removal of an officer or member from the board.

Nominating

7. Provide for ongoing recruitment and succession planning of board members
 - a. Develop and present to the board for approval, a board member, committee member recruitment strategy, taking into account desired skill sets and diverse perspectives.
 - b. Together with the CEO conduct interviews and create a list of perspective qualified candidates to fill vacancies as part of succession planning for the board.
 - c. Annually canvas each board member respecting their intention to complete their term to plan as necessary for the appointment of new board members or re-election of existing incumbents.
 - d. Bring forward to the board, on an annual basis or as required, proposed appointments of new and returning board members and of the chair, vice-chair, secretary and committee chairs.

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		

1.5 (1.6) BOARD COMMITTEES

Appendix D: Governance Committee Terms of Reference (Continued)

Evaluation

- 8. Facilitate a process to evaluate the performance and effectiveness of the board as a whole, its committees and members and report the results the chair to identify areas of strength and opportunities for improvement and/or board development.

Board Development

- 9. Ensure the ongoing capability of the board by providing orientation for new members and opportunities for board member development.
 - a. Design, plan and conduct an orientation session for new members
 - b. Ensure that the WEV orientation manual, reference material regarding board governance and Bourinot’s Rules of Order are available for all board members.

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		
June 29, 2022	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.5 (1.6) BOARD COMMITTEES

Appendix E: CEO Performance and Compensation Review Committee Terms of Reference

Will oversee and/or conduct the process of reviewing CEO Performance as required by board policy and annually review and bring recommendations to the board regarding the compensation and benefit levels of the CEO.

Membership: The chairs of the board and its standing committees.

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
September 29, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.6 (1.8) BOARD GOVERNANCE AGENDA

To achieve its governance commitment and responsibilities, the board will set annual and meeting agendas.

Annual Agenda

Annually the chair, CEO and chair of the Governance Committee will draft a proposed agenda to serve as the board's workplan and calendar of its strategic work for the upcoming year. It is targeted and future-oriented.

The annual agenda may include:

- Review or discussion related to strategic goals;
- Stakeholder consultations;
- Board development activities
- Board policy and bylaw review
- Scheduling of annual general meetings, budget approval, appointment of external auditors, etc.

The proposed agenda will be provided to all board members for discussion and approval at the first board meeting of the year.

Meeting Agendas

The board chair, with the assistance of the CEO, will prepare an agenda for each board meeting.

Meeting agendas may include:

- Perpetual items from the consent agenda: Chair's Report, CEO Monitoring Reports, CEO Issues and Remittance Forms and Board Committee Reports;
- Items as scheduled in the board's Annual Agenda calendar;
- Finance Update, Board Education, Strategic Discussions, Board Policy Review, CEO's Report;
- Future meeting planning;
- Monitoring (Board and CEO); and
- Additional Items such as emerging issues or those brought forward by individual board members and approved by the board at the beginning of the meeting.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.6 (1.8) BOARD GOVERNANCE AGENDA

Appendix A: Board of Directors Annual Calendar of Recurring Items

The Annual Calendar of Recurring Items serves as an essential tool for agenda planning, committee work and ensuring that the board makes time for fiduciary, strategic and board development work

Board Meeting	Committee Meetings & Reports at the Board Meeting			Other
	Quality Committee	Governance Committee	Finance Committee	
JANUARY No Meeting			Committee Meeting	
FEBRUARY Last Wed of the Month	Committee Meeting Board Meeting KPIs: 2; 3; 10; 11; 12	Committee Meeting Board Meeting Policies: 3.1; 3.2; 3.3; 3.4; 3.5; 3.6; 4.1; 4.2 Results for Annual Board Self Assessments presented	Committee Meeting Board Meeting Business Plan & Budget Approval Proposed Capital/Capital Renewal Replacement Budget	Board Meeting Monitoring Reports – To assess the CEO interpretation, data, analysis and compliance
MARCH No Meeting			Committee Meeting	CEO Compensation & Review Committee: CEO compensation, annual CEO performance review

Board Meeting	Committee Meetings & Reports at the Board Meeting			Other
	Quality Committee	Governance Committee	Finance Committee	
APRIL Last Wed of the Month	Committee Meeting Board Meeting KPIs: 4; 13	Committee Meeting Board Meeting Policies: 1.5; 1.6; 1.7; 1.8	Committee Meeting	Board Meeting Monitoring Reports – To assess the CEO interpretation, data, analysis and compliance
MAY No Meeting			Committee Meeting	Board Chair or Vice Chair with Chair Governance Comm: Exit Interviews departing board members
JUNE - AGMs ● Members ● Directors	Committee Meeting Directors' AGM: Annual Report	Committee Meeting Directors' AGM: Nominating Annual Rpt: Approve election of officers; Approve election of Board Comm's & Chair Persons Policies 2.9; 2.10 Members' AGM: Nominating Annual Rpt: Appoint new members; reappoint members whose terms have expired; appoint members as Directors	Committee Meeting Directors' AGM: Annual Report: Approve Fiscal Year End Audit Financials; Finance Comm Chair and Board Chair sign off on Financials; Appoint Auditors	Directors' AGM: CEO Operational Report Presentation & Approval (includes KPIs: 15; 16; 17; 18;19;20) Monitoring Reports – To assess the CEO interpretation, data, analysis and compliance Members' AGM: Board Chair's Annual Report – including list of board members representation the board outside of WEV

Board Meeting	Committee Meetings & Reports at the Board Meeting			Other
	Quality Committee	Governance Committee	Finance Committee	
JULY No Meeting				
AUGUST No Meeting				
SEPTEMBER Last Wed of the Month	Committee Meeting Board Meeting KPI: 3	Committee Meeting Board Meeting Policies: 1.1-1.4	Committee Meeting	Board Meeting <ul style="list-style-type: none"> ● Sign off on Code of Conduct ● AGM Debrief ● Monitoring Reports – To assess the CEO interpretation, data, analysis and compliance Annual Agenda: Board Chair; Governance Chair & CEO draft and send out for input and approval by board Orientation of New Board Members
OCTOBER No Meeting			Committee Meeting	Continuing Care Activities re: Staff BBQ 4 Leaf Clover Awards Reception

Board Meeting	Committee Meetings & Reports at the Board Meeting			Other
	Quality Committee	Governance Committee	Finance Committee	
NOVEMBER Last Wed of the Month	Committee Meeting Board Meeting KPI: 21	Committee Meeting Board Meeting Policies: 1.9 – 1.12 Bylaws compliance with legislation, external regulators Annual Board Self-Assessment Forms given to board to complete	Committee Meeting	Board Meeting <ul style="list-style-type: none"> ● Christmas Staff Card Signing ● Monitoring Reports – To assess the CEO interpretation, data, analysis and compliance Board Retreat (strategic planning every 4-5 years, focused board dvpt session for ongoing dvpt of governance expertise, etc.)
DECEMBER No Meeting				Board Member Participation in Christmas Events <ul style="list-style-type: none"> ● Staff Christmas Party

GOVERNANCE PROCESS

1.6 (1.8) BOARD GOVERNANCE AGENDA

Appendix B: Board Meeting Agenda

WINDSOR ELMS VILLAGE BOARD OF DIRECTORS MEETING

BOARD MEETING AGENDA						
Date:	Governance Observer:	Start Time:	Est Time	Leader	Objective	Handout
1	4:45	CALL TO ORDER Land Acknowledgement Welcome Agenda Approval Attendance & Regrets Announcements & Correspondence Approval Board Minutes:	10 mins	Chair	Disc./Dec.	Yes
2	4:55	Approval of the Consent Agenda (Please read prior to Board Meeting and be ready to approve. Specific items can be brought forward for discussion under Business Arising). <ul style="list-style-type: none"> ● Chair's Report ● CEO Monitoring Reports ● CEO Issues and Remittance Forms ● Quality Committee ● Finance Committee ● Governance Committee 	5 mins	Chair	Approval	Yes
3	5:00	BUSINESS ARISING (from previous Minutes or Consent Agenda)	10 mins	Chair	Disc/Dec.	No
4	5:10	Finance Update	10 mins	Committee Chair	Disc.	Yes
5	5:20	Board Education:	20 mins	Quality Committee Chair	Info/Disc.	Yes
NEW BUSINESS						
6	5:40	Strategic Discussions	30 mins	Chair / CEO	Disc./Dec.	No
7	6:10	BREAK				
8	6:25	Board Policy Review	30 mins	Chair	Disc.	Yes
9	6:55	CEO's Report - Sector Update - Governance Learnings	15 mins	CEO	Disc./Dec.	Yes
10	7:10	FUTURE MEETINGS	5 mins	Chair	Dec.	N/A
		1. Agenda Planning & Preparation		Chair		
		2. Date of next meeting		Chair		
		3. Next Governance Observer		Vice Chair		
		4. Future Agenda Items		Chair		
11	7:15	MONITORING	In Camera	Chair	Disc/ Dec	
12	7:20	DEBRIEFING		Chair	Info	N/A
11	7:25	ADJOURNMENT		Chair		N/A

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.7 (1.10) LINKAGE WITH COMMUNITY

The board will maintain a proactive relationship with the community it serves by utilizing any and all public communicative means, including a publicized Annual General Meeting, to report on the outcomes of the past fiscal year.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.8 (1.11) ENDORSEMENTS

The board may endorse public/private organizations, their positions, causes, or events on a case to case basis. Any requests for financial support will be brought to the board for consideration.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.9 (1.12) REPRESENTATION

Requests by other organizations for representation of WEV on boards, councils, committees, etc. will be responded to, if appropriate, by recruiting suitable member(s) from the board.

A board member serving as an External representative shall provide a written report to the board as required, or at least annually, providing an overview of discussions and/or decisions that may have implications for the board.

A list of all board members serving as External representatives will be included in the chair's annual report to the Annual General Meeting (AGM).

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.10 (1.13) CHARITABLE DONATIONS AND ESTATE BEQUESTS

The board recognizes philanthropy through charitable donations and estate bequests as significant resources to support the continuum of care. It may, within its own resources, encourage such contributions where they are consistent with the WEV Strategic Goals.

All contributions received shall be placed in a reserve under the direction of the board. The board shall distribute or retain these reserve funds, consistent with the donor's wish or conditions, as long as they are consistent with the WEV Strategic Goals.

Subject to distribution requirements of Canada Revenue Agency, when charitable donations or estate bequests are made without wishes or conditions for their use, they will be invested and the income from them added to the reserve. These funds and the accumulated income, at the discretion of the board, can be used for the needs of WEV.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.11 (1.14) VOTING

1. Voting procedures at meetings of the board, members, and the standing board committees, follow Bourinot's Rules of Order.
2. To vote, one attends in person. In circumstances when the meeting cannot be held by personal attendance, it may take place by teleconference, or other group communication such as Zoom, email, or texting. A vote at such a meeting is valid only if discussion has been shared among all those taking part.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

GOVERNANCE PROCESS

1.12 (1.16) EXIT INTERVIEWS- DEPARTING BOARD MEMBERS

1. The chair or vice-chair together with the chair of the Governance Committee will conduct exit interviews with departing board members to provide an opportunity to thank them for their contributions, to obtain feedback on their experience as board members and to explore ways that they might stay involved with WEV.
2. Discussion with the departing board member may include:
 - a. Their reason for departure.
 - b. Their experience as member of the board. Did they feel valued and respected for their contribution? Were board and committee meetings productive? Was their time used effectively? Were there sufficient opportunities for learning and development as a board member?
 - c. Did they feel prepared for their board responsibility? Were expectations made clear? Were there any surprises?
 - d. What things are important to tell potential board candidates about the board?
 - e. Overall, how would they suggest improving the workings of the board?
 - f. How would they like to stay involved with WEV?
3. Key points from these interviews will be documented for use by the Governance Committee in evaluating the effectiveness of and/or identifying opportunities for improvement in how the board functions.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.1 GLOBAL EXECUTIVE CONSTRAINT

The CEO shall not cause or allow any practice, activity, decision or organizational circumstance which is unlawful, imprudent or in violation of commonly accepted business and professional ethics and standards. Such violation will be subject to board imposed discipline up to and including dismissal.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 24, 2021	Joanna Gould-Thorpe		
Feb 23, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.2 QUALITY AND STANDARDS OF CARE

The CEO shall not allow practices to deviate from acceptable industry and professional standards.

The CEO shall not fail to:

1. Have in place a process to monitor quality, risk and standards of care
2. Submit monitoring data to the board to demonstrate that required standards are met.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 24, 2021	Joanna Gould-Thorpe		
Feb 23, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.3 TREATMENT OF RESIDENTS/CLIENTS

In interactions with existing and prospective residents, the CEO shall not cause or allow conditions, procedures or decisions which are unsafe, undignified, and unnecessarily intrusive or fail to provide appropriate confidentiality and privacy.

The CEO shall not:

1. Fail to establish with residents and clients a clear understanding of what may/may not be expected from the services offered in order to support informed decision making and informed consent.
2. Request or collect private information for which there is no clear necessity.
3. Fail to provide the confidentiality of resident/client information in accordance with industry standards and legislative requirements.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 24, 2021	Joanna Gould-Thorpe		
Feb 23, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.4 TREATMENT OF STAFF

In the treatment of paid staff and volunteers, the CEO shall not cause or allow conditions which violate collective agreements or provincial and federal legislation addressing human rights, labour relations and work environments.

The CEO shall not:

1. Operate without hiring policies based on the guiding principles of the board.
2. Fail to acquaint staff with their rights under this policy.
3. Approve or change collective agreements that are beyond the approved operating budgets or violate board policy.
4. Cause major staff changes without informing the board.
5. Permit any third party financial acknowledgement of one staff member that is not considered an acknowledgement or recognition of all.
6. Fail to submit monitoring data to the board regarding the treatment of staff and quality of work-life at WEV.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 24, 2021	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.5 APPOINTMENTS TO LEADERSHIP TEAM

The CEO has sole authority to appoint persons to leadership positions, to approve their job descriptions, to assign their work, evaluate their performance and set their remuneration.

The CEO may delegate this responsibility where the CEO deems it to be appropriate.

The CEO shall not:

1. Neglect to ensure continuity in the experience, expertise and skills of the leadership team.
2. Appoint persons to the leadership team except through planned succession or an appropriate and transparent selection process.
3. Set remuneration for leadership team positions that is not within approved operating budgets and industry standards.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 24, 2021	Joanna Gould-Thorpe		
Feb 23, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.6 COMPENSATION

The CEO shall not cause or allow jeopardy to WEV's fiscal integrity or public image in regards to employment, compensation and benefits to employees, consultants, contract workers and volunteers.

The CEO shall not:

1. Change CEO's own compensation or benefits
2. Establish current compensation and benefits which are outside the established salary lines as determined by industry standards or the professional market for the skills employed.
3. Allow severance packages outside allocated resources and/or above industry standards.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 24, 2021	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.7 COMMUNICATION AND SUPPORT TO THE BOARD

The CEO shall not:

1. Permit the board to be uniformed or unsupported in its work.
2. Fail to ensure and report to the board that WEV is compliant with legislative and government regulations.
3. Neglect to submit monitoring data required by the board in a way that is timely, accurate and not unnecessarily complex or lengthy.
4. Fail to provide the board with any significant information it requires including relevant trends, anticipated adverse media coverage, major issues, threatened or pending lawsuits and material changes both external and internal.
5. Fail to inform the board that in the CEO's opinion the board is not in compliance with its own governance process and procedures.
6. Allow the board to be without a suitable process for communicating among the CEO, board, members, and committees.
7. Deal with the board in a way that favours or privileges certain board members over others, except when, fulfilling individual requests or responding to members or committees duly charged by the board.
8. Fail to provide the board with implications and alternatives of board decisions.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.8 ASSET PROTECTION

The CEO shall not allow WEV assets to be unprotected, inadequately maintained or unnecessarily risked.

The CEO shall not:

1. Fail to have in place insurance against theft and casualty losses to at least 100% replacement value.
2. Allow unauthorized personnel access to funds.
3. Subject the physical plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose WEV, its board or staff to claims of liability.
5. Make any purchase:
 - a. That does not conform to the applicable Province of Nova Scotia Provincial Procurement Policy;
 - b. Wherein normally prudent protection has not been given against conflict of interest.
 - c. Where funding in required amounts is not in place.
6. Fail to protect intellectual property, information or files from loss or significant damage.
7. Receive, process or disburse funds under controls which are insufficient to meet the board appointed auditor's standards.
8. Invest or hold operating capital in insecure instruments at any time, including uninsured chequing accounts and bonds of less than the rating set in the current WEV Investment Policy, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
9. Endanger the organization's public image or credibility, particularly in ways that would hinder the accomplishment of WEV Strategic Goals.
10. Deposit or borrow except through recognized financial institutions, with approval of the board.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
February 23, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.9 FINANCIAL CONDITIONS AND ACTIVITIES

In the actual ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in the WEV Strategic Goals policy.

The CEO shall not:

1. Expend more funds than have been approved in the operating budget without additional board approval.
2. Use any long term reserves without board approval.
 - a. The CEO shall not take any action that does not adhere to the legislative and board established parameters pertaining to both long term reserve funds (e.g. Department of Health and Wellness (DHW) Capital Renewal Reserve Fund and the Board Capital reserve funds).
3. Fail to settle payroll debts in a timely manner.
4. Allow tax payments or other government ordered payments, reports, remittances or filings to be overdue or inaccurately filed.
5. Acquire, encumber, or dispose of real property without board approval.
6. Fail to aggressively pursue receivables after a reasonable grace period.
7. Make exceptional purchases that have not been specifically budgeted or otherwise approved by the board.
8. Allow expenditures that are not supported by:
 - Proper management/audit trails, and
 - A process that provides for competitive bidding
 - Proper Funding from approved operating funds or cash reserves or approved financing by a lending institution.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.10 FINANCIAL PLANNING AND BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the WEV Strategic Goals priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The CEO shall not allow budgeting which:

1. Has not been reviewed with and received the approval of the board each year.
2. Projects a deficit on operations on an annual basis without board approval.
3. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, and disclosure of planning assumptions
4. Fails to provide adequate funds, up to a maximum of 0.6% of gross revenues, to support the board's governance responsibilities and ongoing board development.
5. Necessitates the transfer of funds from reserves, without board approval.

Capital funds are not to be used for operating purposes and shall be administered as follows:

A. Two separate accounts shall be maintained:

1. Funds generated and owned by the WEV (WEV Capital Funds). This fund is approved for enhancements and acquisitions not covered by Department of Health and Wellness (DHW) funding.
2. Capital Renewal Reserve Funds allocated annually to WEV as per Service Agreement parameters (DHW Capital Funds). This funding should be used for the replacement of a Facility Component that has failed or is about to fail, as per DHW Capital Renewal Reserve Policy funds guidelines.

B. Authority for expenditures of WEV Capital funds:

1. The CEO shall have the authority to spend up to \$10,000.00 on any single item, when a need arises which has not been included in the current budget. The aggregate amount authorized by the CEO in a fiscal year shall not exceed \$20,000.00
2. With the approval of the board, the CEO shall be authorized to spend up to \$50,000.00 from the Elms Capital fund for unexpected items not budgeted.

EXECUTIVE LIMITATIONS

2.10 FINANCIAL PLANNING AND BUDGETING

- C. Authority for expenditures of DHW Capital Fund
 - 1. The same spending parameters and authorization limits shall apply to this fund as for the WEV Capital fund.
 - 2. In addition to these parameters, spending is governed by replacement of facility parameters of the DHW Service Agreement.
 - 3. Following annual review of the Capital Reserve Replacement Schedule, spending needs and authorizations will be determined.
- D. Funds shall be administered under a clear investment strategy as approved by the board.
- 6. Provides less than a five year capital expenditure forecast for each Capital Fund, updated annually for board review. This shall be presented to the board for approval annually with the operating budget

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.11 EMERGENCY CEO SUCCESSION

The CEO shall not:

1. Fail to identify at least one (1) senior staff member who is completely familiar with the overall operation of WEV, Board/CEO issues and processes.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.12 COMMUNICATIONS TO STAKEHOLDERS

1. The CEO shall not fail to maintain effective communications with WEV stakeholders for the purpose of achieving the Strategic Goals of the board.
2. The CEO shall not fail to report annually to the board on the effectiveness of communications with stakeholders.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.13 MEDIA RESPONSE

The CEO shall not:

1. Fail to develop and maintain a media relations strategy and constructive media relationship.
2. Fail to forward to the board any media request that requires its' necessary attention.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.14 CODE OF CONDUCT/ETHICS

The CEO shall not:

1. Fail to prepare a Code of Conduct/Ethics policy, ensuring all staff are familiar with its content, embodying the board's guiding principles as outlined in the Governance Policy Manual.
2. Fail to have a Whistleblower Policy in place, ensuring all staff are made aware of the policy and process to report to the Board a concern regarding the CEO, or another senior leader, should the CEO not have addressed their concern to their satisfaction.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
November 22, 2021	Joanna Gould-Thorpe		
January 19, 2022	Joanna Gould-Thorpe		

EXECUTIVE LIMITATIONS

2.15 RISK ASSESSMENT (NEW)

In supporting the board in its risk management function, the CEO shall not:

1. Fail to ensure that there is a process in place to proactively identify, assess and report to the board any real or potential risks to WEV.

New Policy Adopted:

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
Feb 23, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.1 COMMUNICATIONS

1. CEO communication with the board demonstrates that the WEV Strategic Goals are successfully achieved.

2. All board directives are communicated to the CEO who has authority over and is accountable for the Staff. The CEO is responsible to communicate to the Staff directives and information that is applicable to them.

3. In communicating with the CEO, the board speaks as a whole. The board may direct a board member or a board committee to speak for it. Individual board members and the CEO may communicate with each other if mutually agreeable and it does not undermine the authority/accountability of the board/committee chairs.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
Apr 27, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.2 CEO ACCOUNTABILITY

1. The CEO, operating within Executive Limitations Policies is responsible for achieving specific results consistent with the WEV Strategic Goals.
2. The CEO is fully accountable for operational decisions made.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
Apr 27, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.3 DELEGATION TO THE CEO

The board will instruct the CEO through written policies that prescribe the organizational objectives to be achieved and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. The board shall develop Strategic Goals policies instructing the CEO to achieve desired results for its stakeholders within an approved cost.
2. The board shall develop Executive Limitations policies that limit the latitude the CEO has in choosing the organizational means.
3. Subject to the board's Strategic Goals and Executive Limitations policies, the CEO is authorized to establish all further administrative/operational policies, make all decisions, take all actions, establish all practices and develop all activities, consistent with the actions of a prudent, well informed CEO, in a similar circumstance.
4. The board may change its Strategic Goals and Executive Limitations policies, thereby shifting the boundary between the board's and the CEO's domains. By doing so, the board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place the board will respect and support the CEO's choices.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.4 CEO POSITION DESCRIPTION

The CEO, as the board's only delegate to the operation of WEV, is completely responsible to successfully accomplish the board's Strategic Goals within its stated policies, Executive Limitations and reporting requirements.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.5 EMPLOYMENT OF THE CEO

1. The CEO's employment will be based on the board's judgement that the candidate's knowledge, education, experience, skills and character offer a reasonable assurance of successfully achieving the WEV established Strategic Goals.
2. The Contract of Employment for the CEO will be approved by the board.
3. Upon application to the board, the CEO may be granted funding for relevant education/professional development to a maximum amount as determined by the board each year. Funds may be borrowed from future years, with any outstanding balance being payable should the CEO cease to be an employee of WEV.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

The board is committed to continuous improvement with regular monitoring of the performance of the board and the CEO.

The standard for compliance for monitoring board and CEO Performance shall be any reasonable interpretation of the board's policies.

The board may monitor a given policy in one or more of three ways:

Internal Report (disclosure of information to the board from the CEO); External Report (by an external auditor, inspector or consultant selected by the board); or Direct Inspection by the board (a board member, committee or the board as a whole).

3.6.1. MONITORING BOARD PERFORMANCE

The board will regularly evaluate its performance against its governance policies. See Monitoring Actions – Sample Appendices A through F below for:

Appendix A: Board Governance Meeting Monitoring

Appendix B: Governance Committee Policy Review

Appendix C: Annual Policy Review Schedule Governance Process

Appendix D: Annual Policy Review Schedule Board CEO Linkages, Strategic Goals

Appendix E: Annual Policy Review Schedule Executive Limitations

Appendix F: Board Self-Evaluation

3.6.2 MONITORING CEO PERFORMANCE

1. The board will systematically and rigorously monitor CEO performance throughout the year based on: data submitted; CEO interpretation and accomplishment of board policies; and expected organizational achievements of the Strategic Goals and Executive Limitations policies. See Monitoring Actions- Sample Appendices D and E below;
2. A CEO Performance Review will be completed every two years by the CEO Performance and Compensation Review Committee.

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
Apr 27, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

Appendix A: Board Governance Meeting Monitoring



Windsor Elms Village

Instructions: S= Satisfactory NI= Needs Improvement UNS= UNSatisfactory

1	The board members were prepared for the meeting.	S	NI	UNS
2	Each board member was given adequate time to participate in discussion and decision-making.	S	NI	UNS
3	The board's treatment of all persons reflected our Guiding Principles.	S	NI	UNS
4	The board adhered to its Rules of Order.	S	NI	UNS
5	The board agenda and time allocations were appropriate and adhered to.	S	NI	UNS
6	The board's time was appropriately spent on Strategic Goals as opposed to Means.	S	NI	UNS
7	The board adhered to its adopted governance style:			
	a. It emphasized outward vision.	Yes	No	
	b. It encouraged diversity in viewpoints.	Yes	No	
	c. It exercised strategic leadership vs administrative detail.	Yes	No	
	d. It maintained clear distinction between board & CEO roles.	Yes	No	
	e. It used consensus decision-making.	Yes	No	
	f. It focused on strategy.	Yes	No	
8	The CEO was prepared for the meeting.	Yes	No	
	The CEO's treatment of all persons reflected our Guiding Principles.	Yes	No	
	The CEO responded to questions with appropriate detail for the board.	Yes	No	
9	The CEO's interpretation of policy accomplished the board's intentions.	Yes	No	

Comments: _____

Governance Committee

Signed: _____ Date: _____

Last Approved by Committee: Nov 25 2020

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

Appendix B: Governance Committee Policy Review

Governance Committee Policy Review



Windsor Elms Village

Submitted by: _____

Date: _____

Things to consider when reviewing each policy:

Board Compliance with the Policy

1. Based on what you have observed, is the board in compliance with this policy? If not, where is it not in compliance? What action do you recommend, i.e. change of board function/practice or revision of policy?

Policy Content: Are there areas where the policy could be improved?

2. Is it still relevant/appropriate to the WEV Strategic Goals and situation of the board? Does it require updating, new information or deletion of current content?
3. Is it clearly and concisely written?
4. Is there duplication within this policy or with another?
5. Is there content that more appropriately belongs in another policy?
6. Is the language and style consistent with other policies?

Policy No.	Title	Board Compliance: Yes/No?	If No, where is it not in compliance?	Recommendations to the Board

New Version Adopted:

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

Appendix C: Annual Policy Review Schedule Governance Process



Windsor Elms Village

Annual Policy Review					
	Policy	Method	Responsibility to Report	Frequency	Month
GOVERNANCE PROCESS					
1.1	Global Governance Commitment and Responsibilities of the Board	Internal	Chair/Governance Committee	Annually	September Danny
1.2	Governing Style	Internal	Chair/Governance Committee	Annually	September Danny
1.3	Board Directors' Code of Conduct	Internal	Chair/Governance Committee	Annually	September Danny
1.4	Officers of the Board	Internal	Chair/Governance Committee	Annually	September Danny
1.5	Board Committees	Internal	Chair/Governance Committee	Annually	April Greg
1.6	Board Governance Agenda	Internal	Chair/Governance Committee	Annually	April Greg
1.7	Linkage with Community	Internal	Chair	Annually	April Greg
1.8	Endorsements	Internal	Chair/Governance Committee	Annually	April Greg
1.9	Representation	Internal	Chair/Governance Committee	Annually	November Jennifer
1.10	Charitable Donations and Estate Bequest	Internal	Chair/Governance Committee	Annually	November Jennifer
1.11	Voting	Internal	Chair/Governance Committee	Annually	November Jennifer
1.12	Exit Interviews- Departing Board Members	Internal	Chair	Annually	November Jennifer

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
June 29, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

Appendix D: Annual Policy Review Schedule Board/CEO Linkages



Windsor Elms Village

Sample

Annual Policy Review					
Policy		Method	Responsibility to Report	Frequency	Month
BOARD/CEO LINKAGES					
3.1	Communications	Internal	Chair/CEO Independently	Annually	February Greg
3.2	CEO Accountability	Internal	Chair/CEO Independently	Annually	February Greg
3.3	Delegation to the CEO	Internal	Chair/Governance Committee	Annually	February Danny
3.4	CEO's Position Description	Internal	Chair/Governance Committee	Annually	February Danny
3.5	Employment of the CEO	Internal	Chair/Governance Committee	Annually	February Greg
3.6	Monitoring Board and CEO Performance				February Jennifer
	3.6.1 Monitoring Board's Performance	Internal	Chair/Governance Committee	Annually	
	3.6.2 Monitoring CEO's Performance	Internal	Chair/Governance Committee	Annually	February Jennifer
4. WEV STRATEGIC GOALS					
4.1	WEV Mission/Vision/Values	Internal	Chair/Governance Committee/CEO	Annually	February Greg
4.2	Strategic Plan	Internal	Chair/Governance Committee/CEO	Annually	February Greg

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
June 29, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

Appendix E: Annual Policy Review Schedule Executive Limitations



Windsor Elms Village

Annual Policy Review					
Policy		Method	Responsibility to Report	Frequency	Month
EXECUTIVE LIMITATIONS					
2.1	Global Executive Constraint	Internal	CEO	Annually	April
2.2	Quality and Standards of Care	Internal	CEO	Annually	April
		External DHW Lic. Inspector	CEO	Annually	April
2.3	Treatment of Residents/Clients	Internal	CEO	Annually	April
2.4	Treatment of Staff	Internal	CEO	Annually	September
2.5	Appointments to Management Team	Internal	CEO	Annually	April
2.6	Compensation and Benefits	Internal	CEO	Annually	June
2.7	Communications and Support to the Board	Internal	CEO	Annually	September
2.8	Asset Protection	Internal	CEO	Annually	September
		Ext Auditor	CEO	Annually	September
2.9	Financial Conditions and Activities	Internal	CEO	Annually	June
		Ext Auditor	CEO	Annually	June
2.10	Financial Planning and Budgeting	Internal	CEO	Annually	June
			Audit/Finance Committee	Annually	June
2.11	Emergency CEO Succession	Internal	CEO	Annually	November
2.12	Communications to Stakeholders	Internal	CEO	Annually	November
2.13	Media Response	Internal	CEO	Annually	June
2.14	Code of Ethics	Internal	CEO	Annually	November
2.15	Risk Assessment	Internal	CEO	Annually	April

Original Version Adopted: June 29, 2005

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		
June 29, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE



Windsor Elms Village

Appendix F: Board Member Self-Evaluation

Board Member Self-Evaluation

Name: _____

	Question	Score = 1, 2, 3, 4 or 5 1 being lowest; 5 being highest
1	I am aware of what is expected of me as a board member.	<input type="checkbox"/>
2	I am familiar with the Memorandum of Association, Bylaws and Governance Policies under which the board operates.	<input type="checkbox"/>
3	I have a clear understanding of where the board’s role ends and the CEO’s begins.	<input type="checkbox"/>
4	I maintain the confidentiality of all board discussions and decisions.	<input type="checkbox"/>
5	I support all board decisions once they are made even if I do not fully agree with them.	<input type="checkbox"/>
6	I stay informed about issues relevant to our Strategic Goals and bring information to the attention of the board.	<input type="checkbox"/>
7	I understand the Strategic Goals of the organization and fully support the role of the board.	<input type="checkbox"/>
8	I actively engage in discussion around significant issues, in both committee and board meetings.	<input type="checkbox"/>
9	I come to board and committee meetings well-prepared, e.g. I read minutes; reports and other materials in advance of board meetings.	<input type="checkbox"/>
10	I follow through on things I have said I would do.	<input type="checkbox"/>
11	I feel my orientation was sufficient.	<input type="checkbox"/>
12	I feel that board development/governance education activities were sufficient.	<input type="checkbox"/>
13	What aspects of serving on the board are most challenging?	
13	Are there any support or resources that you require?	

SEE COMMENTS SECTION ON OTHER SIDE.

Please recommend education topics that would be beneficial to the board e.g. related to board activity or long term care, etc.

Sample

Please indicate any questions or comments you may have regarding any of the statements or aspects of this assessment:

Thank you for taking the time to complete this Self-Assessment!

Return to the Governance Committee

Last Approved by the Committee: November 2019

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
January 19, 2022	Joanna Gould-Thorpe		

BOARD/CEO LINKAGES

3.6 MONITORING BOARD AND CEO PERFORMANCE

WINDSOR ELMS VILLAGE: **STRATEGIC SCORECARD 2018-22** September 2019

Key Direction	Objective	Key Performance Indicator (KPI)	Method	Lead	Rprt To	Freq.	Rprt To Board
1 Learning & Leadership	1.1 Learning is lifelong 1.2 Providing Professional Dvpt.; formal leadership training 1.3 Enhancing leadership capacity in all care partners 1.4 Recruiting & retaining of the best employees	1 Compliance with Board approved expenses (tentatively; protected/unprotected; deficit/surplus; cash flow; investments	Fin'ls	Dir. of Fin and Fac	CEO & DoFF	Each Finance and Board Meeting	F, A, J, S, N
		2 Staff Satisfaction with Workplace & Leadership	Staff Surveys	Dir. of People	QCB & SC	Annual	FEB
		3 Quality of Work Life	Payroll Records	Dir. of People	QCB & SC	Semi-annually	FEB; SEPT
		4 Formal Leaders utilize & dvlp capacity through formal coaching & training annually	Support. Narr.	Dir. of Care	QCB & SC	Annual	APRIL
		5 Educ. @ ea Board Mtg; Gov Policy Rev; Retreats as needed.	Support Narr.	CEO	BDC SC	Annual	JUNE
2 Our Eden Journey	2.1 Recognizing Eden as our current basis for quality of life – well-being for all. 2.2 Evolving our journey with Eden. 2.3 Sharing our uniquely WEV philosophy & best practices in the field 2.4 Supporting continuous improvement in resident-directed care.	6 Generosity; Optimism; Trust; Pessimism; Cynicism	Res Surveys	EEC	SC & LT	Annual	
		7 Generosity; Optimism; Trust; Pessimism; Cynicism	Family Surveys	EEC	SC & LT	Annual	
		8 Generosity; Optimism; Trust; Pessimism; Cynicism	Staff Surveys	Dir. of People	SC & LT	Annual	
		9 Eden Milestone Progress	Assess. Tool	EEC	QCB & SC	Annual	JUNE
3 Collaboration To A New Level	3.1 Supporting the changing needs of residents through resourcefulness & collaborative problem-solving. 3.2 Strengthening relationships & communication 3.3 Recognizing & supporting employee engagement 3.4 Expanding & enhancing roles for volunteers. 3.5 Supporting care partners to enhance quality of life & resident directed care.	10 Average: Warm/Cold Resps	Resident Surveys	EEC	QCB & SC	Annual	FEB
		11 Average: Warm/Cold Resps	Family Surveys	Dir. of People	QCB & SC	Annual	FEB
		12 Average: Warm/Cold Resps	Staff Surveys	Dir. of People	QCB & SC	Annual	FEB
		13 Teams Creating Well-Being are thriving (care partners satisfied with shift huddles, team mtgs comm. Councils)	Random Audit; Meeting Mins	Dir. of Care	QCB & SC	Annual	APRIL
		14 Projects	Support. Narr.	CEO	QCB & SC	Annual	SEPT
		15 Learning stories (quality of life stories; compliments; status sheet reporting)	Oper'l Report	CEO	Steer. Comm	Annual Report	JUNE
		16 Community partnerships, linkages & collaboration are increased.	Oper'l Report	CEO	Steer. Comm	Annual Report	JUNE
4 Community Connectivity & Contribution	4.1 Influencing perceptions of continuing care/nursing homes. 4.2 Advocating for well-being in any setting. 4.3 Sharing our experiences; WEV as a learning hub. 4.4 Linking community needs and available resources; WEV as a resource hub for the community. 4.5 Bringing people into WEV & bringing residents out into the community. 4.6 Welcoming opportunities for all ages to connect & contribute. 4.7 Enhancing & supporting economic development.	17 WEV advocates for well-being in various settings	Oper'l Report	CEO	Steer. Comm	Annual Report	JUNE
		18 WEV bring the community in & residents out for connectivity.	Oper'l Report	CEO	Steer. Comm	Annual Report	JUNE
		19 Positive media.	Oper'l Report	CEO	Steer. Comm	Annual Report	JUNE
		20 WEV hosts events & celebrations for all ages to connect & collaborate.	Oper'l Report	CEO	Steer. Comm	Annual Report	JUNE
		21 Elements of WEV approach are more widely applied in NS.	Support. Narr.	CEO	QCB & SC	Annual	NOV

STRATEGIC GOALS

4.1 WEV MISSION; VISION; GUIDING PRINCIPLES

MISSION: WEV is an Eden community, with a family atmosphere, connected to the local community, where people in need of continuing care can flourish and be proud to call home.

VISION: WEV is an innovator, achieving the most compassionate, dignified, resident-directed living experience. The best place to live, work and visit ...today and tomorrow.

(Revised with work done on Strategic Plan for 2018-2022)

GUIDING PRINCIPLES

1. **SAFETY** is paramount.
 - We keep each other safe so no one gets hurt.
 - We intervene to prevent injury.
2. **COLLABORATION**; working together, we are better.
 - We call on each other for support, ideas and problem solving.
 - We build on each other's strengths.
 - We solicit and honour all contributions.
3. **LEARNING AND SHARING**; within our home and beyond.
 - We support each other in our continued growth and development.
 - We use our mistakes as opportunities to learn.
 - We seek ways to contribute.
4. **RESPECT, KINDNESS AND COMPASSION** for all.
 - We treat each other with kindness.
 - We respect and acknowledge each other's contributions.
 - We listen to one another to understand.
 - We treat others as they wish to be treated.
 - We honour the dignity and freedom of choice for residents.
5. **CELEBRATION AND RECOGNITION** of who we are and what we do.
 - We seek opportunities to celebrate our successes.
 - We honour special moments.
 - We look for ways to enrich each other's lives.
6. **TRUST AND ACCOUNTABILITY** in and to each other.
 - We share what we are doing and why.
 - We take responsibility for our actions, decisions and impacts.
 - We tell the truth.
7. **EXCELLENCE AND INNOVATION** in an ever changing world.
 - We don't settle for good enough.
 - We challenge ourselves and each other to do better.
 - We challenge the status quo.

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair

STRATEGIC GOALS

4.2 WEV STRATEGIC PLAN 2018-2022

FOUR STRATEGIC DIRECTIONS

<p><u>1. LEARNING AND LEADERSHIP</u></p> <ul style="list-style-type: none"> • Learning is lifelong. • Providing Professional Development; formal leadership training. • Enhancing leadership capacity in <u>all</u> care partners. • Recruiting and retaining of the best employees. 	<p><u>2. OUR EDEN JOURNEY</u></p> <ul style="list-style-type: none"> • Recognizing Eden as our current basis for quality of life—well-being for all. • Evolving our journey with Eden. • Sharing our uniquely WEV philosophy and best practices in the field. • Supporting continuous improvement in resident-directed care. 	<p><u>3. COLLABORATION TO A NEW LEVEL</u></p> <ul style="list-style-type: none"> • Supporting the changing needs of residents through resourcefulness and collaborative problem solving. • Strengthening relationships and communication. • Recognizing and supporting employee engagement. • Expanding and enhancing roles for volunteers. • Supporting care partners to enhance quality of life and resident directed care. 	<p><u>4. COMMUNITY CONNECTIVITY AND CONTRIBUTION</u></p> <ul style="list-style-type: none"> • Influencing perceptions of continuing care/nursing homes. • Advocating for wellbeing in any setting. • Sharing our experience; WEV as a learning hub. • Linking community needs and available resources; WEV as a resource hub for the community. • Bringing people into WEV and bringing residents out into the community. • Welcoming opportunities for all ages to connect and contribute. • Enhancing and supporting economic development
---	---	---	---

Last Reviewed/Amended	Affirmed by Chair	Last Reviewed/Amended	Affirmed by Chair
Apr 27, 2022 (Mon Rpt)	Joanna Gould-Thorpe		

Appendix A (Governance Policy Structure Quick Reference)