



BOARD of DIRECTORS

GOVERNANCE POLICIES

Senior Support Services-Lanark, Leeds & Grenville Corporation



UPDATED March 2026



INTRODUCTION

AUTHORITY

The Board of Senior Support Services–Lanark, Leeds & Grenville, under the authority of the By-law, establishes these governance policies. If there is any conflict between these policies and the by-law, the provisions of the by-law shall take precedence.

Vision, Mission and Values: These statements have been revised to reflect the priorities/strategic direction as identified in the 2023 – 2028 Strategic Plan.

VISION

Senior Support Services–Lanark, Leeds & Grenville will become an organization of choice for seniors, their families, and caregivers throughout Leeds-Grenville and Lanark.

MISSION

Senior Support Services–Lanark, Leeds & Grenville helps seniors remain safe, healthy, and independent, and to thrive in their homes and local communities.

VALUES

RESPECTFUL

We promote the basic human rights, respect, dignity, and safety of clients, their caregivers, and families.

INCLUSIVE

We provide services through an inclusive approach that promotes active participation of clients, their caregivers, and families.

COLLABORATIVE

We collaborate with other organizations to provide comprehensive services that are responsive to the needs of seniors.

SUPPORTIVE

We support a safe work and volunteer environment that provides opportunity for growth, creativity, and mutual respect.

ACCOUNTABLE

We provide services in ways that are fiscally prudent, accountable, and continuously evaluated.

OVERVIEW of Governance Policies

These governance policies formalize the roles and responsibilities of the Board, its officers and committees; the manner in which the Board exercises its authority in the fulfilment of its responsibilities; the responsibilities and authority of its Executive Director; the relationship between the Board and its Executive Director; and, the general principles that will guide its governance practices.

GOVERNANCE: The Primary Focus of the Board

Governance, as defined here, is ***“the structures, processes and traditions that support the exercise of legitimate authority in providing sound leadership, direction, oversight and control in order to ensure that the Corporation’s purpose is achieved and that there is a proper accounting for the manner in which its business is conducted, the efficient use of its resources, and the results of its activities.”***

The primary focus of the Board is to establish a general direction, define concrete objectives, monitor and audit results. This will establish clear values, vision and mission through its strategic planning, ensure that the business of the Corporation is conducted in an ethical manner, that resources are used efficiently, that realistic goals and objectives are established and achieved, and that a full accounting for performance is provided to key stakeholders.

DEFINITIONS *(Robert’s Rules of Order)*

Ex-Officio Members:

- Ex-officio members of Boards and committees are persons who are members by virtue and some other office position that they hold.
- Conferring **ex-officio status on members is a way to have people serve on committees or boards without having to appoint or elect them.** For example: a Finance Committee of an organization consisting of the Treasurer and four (4) members appointed by the Chair, **the Treasurer is said to be an ex-officio member of the Finance Committee** since he/she is automatically a member of that committee by virtue of the fact that he/she holds office of Treasurer.

Quorum:

- Without exception, **ex-officio members** of boards and committees have exactly **the same rights and privileges as do all other members, including the right to vote; however,** there are two (2) instances in which **ex-officio members are not counted in determining the number required for quorum or in determining whether or not a quorum is present.** The two (2) instances are:
 - 1) Whenever the By-Law provides that the Chair/President shall be an ‘Ex-officio’ member of all Committees (except the Nominating Committee).
 - 2) If the ex-officio member **is not** a member, officer or employee of the organization.

SENIOR SUPPORT SERVICES-LANARK, LEEDS & GRENVILLE

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Senior Support Services – LLG STATEMENT OF POLICY			
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POLICY

1.01 BOARD STRUCTURE and GENERAL DUTIES

The structure and mandate of the Corporation are defined by the legislation under which it is incorporated, other legislation related to its operations, the letters patent, the By-law, and these governance policies approved by resolution of the Board under the authority of the By-law.

PURPOSE

The purpose of this policy is to ensure the proper structure and duties are maintained in ensuring the interests of the organization are met.

SCOPE

The By-law specifies the number and terms of office of Directors and eligibility for office. The officers of the Corporation are those defined in the By-law.

A Board resolution defining terms of reference for committee membership, terms of appointment, mandate and procedures is required for all committees. The Board Chair (voting) and Executive Director (non-voting) shall be ex-officio members of all committees.

1.02 RESPONSIBILITY

The Board's job is to govern the affairs of the Corporation within the framework of relevant legislation, and standards. The Board of Directors, representative of the Corporation's membership and the community, is the legally incorporated entity with the authority and responsibility for:

- a. Safeguarding the organizational mission and ensuring the viability and stability of the organization.
- b. Establishing its values, direction, and objectives.
- c. Securing input of key stakeholders to strategic direction.
- d. Fulfilling its fiduciary obligations to serve the interests of those who fund the services and those who benefit from them.
- e. Ensuring that it has adequate information to monitor major areas of Executive Director and corporate performance.
- f. Ensuring the proper and prudent management of the organization.
- g. Ensuring the achievement of the organization's mission.
- h. Accounting to its members and other key stakeholders for the performance of the Corporation; and,
- i. Ensuring systematic linkage with other organizations engaged in the pursuit of similar or related objectives, and with the community at large.

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1.03 Due Diligence - Responsibilities of Individual Board Members

Individual Board members have no authority to act independently of the Board except as far as the by-law or the Board, by resolution, specifically mandates. This means, among other things, that an individual Board member cannot provide direction to the Executive Director or staff. The only legal authority to provide direction or require information is vested in the full Board. Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the fulfilment of the essential governance tasks of the Board outlined in Part 1.05 of this policy, members are responsible to exercise due diligence, loyalty, and care in the performance of their duties. Each Board member is responsible to exercise these duties as follows:

1.03.1 Duty of Due Diligence

- Be informed of the letters patent, the legislation under which the organization is incorporated, relevant jurisprudence, the organization's bylaws, values, mission, code of conduct, and policies as they pertain to the duties of a director.
- Keep informed about the activities of the organization, the community issues that affect the organization, and general trends in the business in which the organization operates.
- Prepare diligently for and attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.

1.03.2 Duty of Loyalty

- Act with honesty and in good faith in what the director reasonably believes to be the best interests of the Corporation.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith, in a legally constituted meeting, by directors in full possession of the facts.
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the organization's bylaws and policies and statutory requirements.

1.03.3 Duty of care

- Exercise the same degree of care, diligence, and skill that a prudent person would show in comparable circumstances.
- Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision.
- Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Ask for a review of a decision, if the director has reasonable grounds to believe that the Board acted without full information or in a manner inconsistent with its fiduciary obligations; if still not satisfied after such review, ask that the matter be placed before the membership.
- Collaborate cooperatively with the staff of the organization on committees or task forces of the Board.
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying approved governance policies.

GOVERNANCE TASK OF THE BOARD

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1.04 Authority and Accountability

The Board, as a whole, has general and specific responsibilities to the corporate membership and those government, agency and individual payers or donors who provide funds for the operation of the Corporation. The Board is also accountable, in a more general sense, to exercise good stewardship of the Corporation on behalf of the trust placed in it by the general public, consumers, staff, volunteers and other stakeholders. Individual members of the Board (Directors) are elected under the authority of the by-law and are responsible to the members of the Corporation. The Corporations Act of Ontario obligates all directors to act in the overall best interests of the Corporation. Individual Directors have **no authority to act or give direction individually** other than in such manner as may be approved in these policies or by resolution of the Board. The Board may delegate authority to an individual director or officer or the Executive Director; however, the Board retains ultimate responsibility and accountability for all aspects of the Corporation's affairs and the conduct of its business.

The Board will account to the Corporation's members, funders and other key stakeholders through annual and periodic reports on the activities and finances of the Corporation, annual audited financial statements, minutes of Board meetings (except in-camera portions), receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

1.05 Essential Governance Tasks of the Board

The Board may perform its duties directly or establish certain committees to assist in its work; however, the Board itself retains ultimate authority and accountability for the work of its committees and for overseeing and coordinating their efforts. These responsibilities fall generally within eight major categories: Mission and Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Events and Transitional Phases; and Complaints Processes. They are, more specifically:

- Define and/or safeguard the mission, the values framework, and operating principles within which it expects the organization to be administered, and to review and update these periodically to ensure that they remain current and responsive to community/consumer needs.
- Govern the organization through broad policies and planned objectives approved by the Board, formulated with the Executive Director and staff, and reviewed periodically.
- Oversee development and approval of a longer-term organizational plan or strategic priorities and develop or approve annual budgets and operating plans.
- Approve, upon advice of the Executive Director, major changes to the organizational structure and programs of the Corporation.
- Solicit input from key stakeholders to the strategic priorities of the organization.
- Select and support an Executive Director to whom the responsibility for management and administration of the organization is delegated.
- Provide advice and function as a resource and sounding Board for the Executive Director.
- Regularly review and evaluate the performance of the Executive Director based on a specific job description and negotiated performance objectives.

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- Monitor performance of the organization overall in relation to achievement of its mission, strategic goals, and objectives.
- Maintain sufficient independence from management and adequate knowledge about the organization to ensure that the Board can make reasonably objective judgements about the reliability and validity of management reports on finances and general operations.
- Seek or secure sufficient resources for the organization to adequately finance its operational and capital requirements.
- Account to members, financial investors, donors, other key stakeholders, and the public for the services of the organization and expenditure of funds.
- Ensure prudent and proper management of the organization’s resources.
- Anticipate, mitigate, and ensure proper management of risks to the organization, its staff, Board, members, clients, and other key stakeholders.
- Establish the general values framework within which the organization’s human resources will be managed and periodically monitor key human resource performance indicators.
- Approve and periodically review personnel policies within which human resources will be managed.
- Approve a mandate within which pay and benefits agreements with staff are to be negotiated.
- Regularly review the organization’s services to ensure that they are consistent with the purpose of the organization and that its programs are effective and relevant to community needs.
- Provide continuity/stability for the organization and preserve the corporate memory.
- Represent the organization and its programs positively to key stakeholders and the community at large... be a good ambassador.
- Serve as an advocate for services of excellent quality; and
- Ensure fair arbitration of complaints from consumers about services or products through a formal complaints’ procedure.

1.06 QUALITY IMPROVEMENT TASKS OF THE BOARD:

Ensuring there is a quality of client-centered care and equitable access to health services. To establish and monitor performance targets, standards of care and service, guidelines and policies for the population served by Senior Support Services-Lanark, Leeds & Grenville.

The Board of Directors shall address quality matters as required each month with a focus on specific quality functions/matters no less than two (2) times per year. The Board will:

- I. Review the performance indicators currently available to measure the quality of care and access to services within Senior Support Services–Lanark, Leeds & Grenville.
- II. Oversee the development of performance indicators across Senior Support Services-LLG that will be used to monitor quality and access.
- III. Regularly review relevant reports to monitor and evaluate the quality of care being provided and access to services, to observe trends, and identify problematic areas/issues where further investigation may be warranted. Report these concerns and action/s planned to the Board on a quarterly basis.
- IV. Review reports with respect to unusual occurrences, complaints, and levels of satisfaction.

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- V. Review major adjustments to Senior Support Services-Lanark, Leeds & Grenville programs to ensure that the quality of care and access to services are not reduced or compromised.
- VI. Identify areas for improvement where quality improvement opportunities exist.

1.07 Oath of Office

The Board and individual Directors make a vital contribution to the success of the Corporation. The Oath of Office outlines the serious commitment that Directors undertake when they join the Board. Directors are required to sign the ‘Oath of Office’ (**Appendix B**) upon joining the Board of Directors.

1.08 Code of Conduct

Board members, staff, and volunteers are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives, and shared ownership of and respect for Board decisions. The Code of Conduct is a succinct statement of essential principles intended to govern the conduct of the Board and staff of the organization.

Directors, staff, and volunteers are required to sign the Code of Conduct (**Appendix C**) upon assuming office.

1.09 Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence. Board members, staff, and volunteers must always respect the confidentiality of clients. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board, or a staff or volunteer has left the employ of the Corporation.

Clients, customers, staff, and volunteers trust Board members and employees to protect the confidentiality and accuracy of their personal information and to respect the sensitivity of corporate information and records, the disclosure of which could have a harmful impact on their personal or professional lives or corporate operations.

This policy applies to Board members, staff, volunteers, and agents of the Corporation. Directors, staff, volunteers, and agents of the Corporation are required to sign the Confidentiality Policy upon assuming office or commencing their duties.

1.10 Conflict of Interest

Members of the Board of Directors shall always act in the best interests of the Corporation rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, if directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the Director.

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1.10.1 Definition of a Conflict of Interest

- Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially, or otherwise, from their position on the Board.
- A conflict of interest may be “real,” “potential” or “perceived;” the same duty to disclose applies to each.
- Full disclosure does not remove a conflict of interest.
- Non-pecuniary interests may also present a moral, if not a legal, conflict of interest. This pertains, for example, to a Board member of one organization who holds a Board or staff position in another organization that may have competing interests or that may place that person in a position of influence or decision-making that might conflict with or be adverse to the interests of the first organization.

1.10.2 Principles of Conflicts of Interest

- a) The Board member must openly disclose a potential, real, or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter in question. The Conflict-of-Interest Disclosure form designed to assist Directors in such disclosure is contained in Appendix D.
- b) If the Board member is not certain he/she is in a conflict-of-interest position, the matter may be brought before the Chair, Executive Committee or Board for advice and guidance.
- c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from that discussion and vote.
- d) It is the responsibility of other Board members who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board Chair.
- e) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

1.10.3 Examples of Conflict of Interest – Board Members

- a) Any circumstance that may result in a personal or financial benefit to a director or his family, business associate, or friend. This includes, but is not limited to, accepting any payment for services rendered to the Corporation, including contracted work or honoraria, accessing financial or other resources for personal use (e.g. transportation, training costs, supplies, and equipment).
- b) Personal interests which conflict with the interests of clients or are otherwise adverse to the interests of the Corporation.
- c) Seeking, accepting, or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Corporation.

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- d) Being a member of the Board or staff of another organization which might have material interests that conflict with the interests of the Corporation or its members or clients; and, dealing with matters on one Board which might materially affect the other Board.
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate, or friend of the director.
- f) Public statements made by a director that could be perceived as an impairment to his/her ability to consider issues, in the execution of his/her functions with the Corporation in an impartial and objective manner.
- g) Individuals who serve as directors on the same Board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

1.10.4 Disposition of Complaints and Disputes involving Board Members

- a) The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Corporation's By-law, Governance Policies, Oath of Office, Code of Conduct, Confidentiality Policy, or Conflict of Interest Policy.
- b) The Executive Committee shall similarly review disputes between members of the Board that impair the ability of the Board to execute its business.
- c) Complaints of a grave nature may be referred to an independent arbiter.
- d) Allegations of illegal activity shall be immediately referred to police, or other appropriate authorities for investigation. Any director against whom such allegations are made shall be deemed to immediately be on a leave of absence from the Board pending completion of the investigation.
- e) Any Board member against whom specific allegations or complaints have been made will be notified in writing, except where such complaints relate to potential criminal behaviour and have been referred for police investigation. The director may respond in confidence to the Chair of the Board or independent arbitrator, as applicable.
- f) The review of such complaints or disputes shall include an opportunity for the members concerned to represent their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- g) Every attempt shall be made to resolve such matters expeditiously and fairly.
- h) The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- i) The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair or the Board, suspension, or a request for the member's resignation.


APPENDICES

Appendix H: Chart of Committee Structure and Core Functions

7. ATTACHMENTS

- 7.0 Confidentiality Policy – APPENDIX D
- 7.03 Conflict of Interest Disclosure Form – APPENDIX E

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Senior Support Services – LLG STATEMENT OF POLICY			
Manual:	CORPORATE	No. 2.0	
Section:	Governance	Issued:	
Subject:	ROLES OF BOARD OFFICERS	Effective:	June 2014
Issued to:	All Board Directors	Reviewed:	Feb. 2026
Authorized by:	 Board Chair	Dated:	Feb. 2026

POLICY

2.0 ROLES OF THE OFFICERS OF THE BOARD

PURPOSE

Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board except when acting together as an Executive Committee in accordance with the by-law. The Board may, by policy or general resolution, delegate certain responsibilities to its officers but retains ultimate responsibility and accountability for the responsibilities so delegated.

SCOPE

The members of the Board for Senior Support Services–LLG

RESPONSIBILITY

The responsibility of this policy is with the Governance Committee

2.01 Chair

The Chair must be a Director. The Chair will be the Board’s crucial point of communication with the Executive Director and senior management, if any, of the Corporation and will provide guidance to the Executive Director and the senior management, regarding the Board’s expectations and concerns.

The Chair will lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Will Chair meetings of the Board, or in his/her absence, the Vice-Chair will assume the role. In the event both the Chair and Vice-Chair are absent, the Directors who are present will choose one of their members to Chair the meeting.

The Chair will ensure meetings are effective and efficient for the performance of governance work with the following measures:

- Setting the agendas for meetings of the Board with input from the members of the Board and with the assistance of the Executive Director, ensuring that its meetings are focused on matters of Board responsibility.

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- Be responsible for promoting the development of a Board work plan, complementary to the strategic priorities and operational plan of the organization and ensuring that the Board's work and power are fairly distributed among Board members.
- Plan the conduct and timing of Board meetings in conjunction with the Executive Director and will chair meetings of the Board, Executive Committee, and membership.
- Ensure the Board is properly informed about the operations of the Corporation, has the information and opportunity necessary to come to decisions on matters within its purview, and that decision-making is transparent.
- Without undermining the Executive Director's accountability to the full Board, the Chair will be the Board's primary liaison with the Executive Director, who is responsible for the execution of Board policies and directives, and for determining the means and management processes necessary to achieve the corporate objectives.
- Strive to ensure that the Board works effectively as a team and that areas of overlap between Board, management and staff responsibilities are managed constructively.
- Responsible for ensuring that conflict of interest issues and other conflicts or disputes are addressed sensitively and resolved constructively;
- Responsible for ensuring, through the Governance Committee, that Board and director self-assessments are conducted and that Board members who fail to meet expectations are gracefully retired in accordance with the By-Law/Act.
- With support and cooperation of the Board, is responsible for ensuring adequate communications and accountability to key stakeholders and the public.
- Function as public and media spokesperson for the Board and Corporation as required subject to the provisions of these policies.

2.02 **Vice Chair**

The Vice-Chair must be a Director. In addition to assuming the duties of the Chair during an absence, the Vice-Chair shall perform other duties prescribed from time to time by the Board, coincident to the office. The Vice-Chair will normally accede to the position of Chair as that position becomes vacant.

2.03 **Treasurer**

The Treasurer need not be a Director. The Treasurer is responsible for **overseeing** the maintenance of proper accounting records in compliance with the Act; the safekeeping of securities and the disbursement of funds of the Corporation; and, whenever required, will render to the Board an account of all such person's transactions as Treasurer and the financial position of the Corporation.

The Treasurer shall:

- Monitor the financial activities of the Corporation.
- Ensure that the Board, on a quarterly basis, is provided with a report of all major financial transactions and of the financial position of the Corporation.
- Function as a signing authority for the Corporation as approved in the By-law or by resolution of the Board.
- Recommend a competent auditor to be appointed annually; and,
- Collaborate with the auditor and Executive Director in review and presentation of annual audited financial statements.

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2.04 **Secretary**

The Secretary need not be a Director. When in attendance, the Secretary shall be the secretary of all meetings of the Board, of any Board Committees, and of the Members. Whether or not the Secretary attends, the Secretary must enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at all regular and special meetings of the Board of Directors and its committees.

The Secretary will give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or the person appointed to conduct a review engagement, as applicable) and members of committees.

The Secretary is the custodian of all books, papers, records, documents, the corporate seal, and other instruments belonging to the Corporation.


The Secretary shall:

- Oversee the keeping of records of meetings, policies, membership, and any other records required by law.
- Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting.
- Maintain, or ensure the maintenance of, the files and records of the Corporation to be passed on to future officers and ensure the security and confidentiality of all such files and records.

APPENDICES

Public Relations Program

SENIOR SUPPORT SERVICES – LANARK, LEEDS & GRENVILLE
GOVERNANCE POLICIES
AMENDED & APPROVED FEBRUARY 2026

Senior Support Services-Lanark, Leeds & Grenville STATEMENT OF POLICY			
Manual:	CORPORATE	No. 3.0	
Section:	Governance	Issued:	
Subject:	ROLES OF BOARD COMMITTEES	Effective:	June 2014
Issued to:	All Board Directors	Reviewed:	Feb. 2026
Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

3.0 ROLES OF THE COMMITTEES OF THE BOARD

PURPOSE

Committees of the Board are in the service of the Board. Committees may not act in place of the Board except when acting together as an Executive Committee in accordance with the by-law. The Board may, by policy or general resolution, delegate certain responsibilities to its committees but retains ultimate responsibility and accountability for the responsibilities so delegated.

SCOPE

The members of the Board for Senior Support Services–Lanark, Leeds & Grenville.

RESPONSIBILITY

The responsibility of this policy is with the Governance/Nominating Committee

ROLE OF COMMITTEES

Committees play a vital role, assisting the Board in carrying out its duties. Details of committee authority, structure and functions are provided in the following provisions of Part 3.

3.01 AUTHORITY OF COMMITTEES

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the Executive Director to allocate resources in support of committee activities. The Board appoints committee members annually for one-year terms. The committee chair may, in consultation with the Board, appoint a member of the committee as a lead director for a specific area of the committee’s responsibility.

3.02 COMPOSITION

A member of the Board shall chair all standing or ad hoc committees. A person who is not a member of the Board may chair committees that are strictly advisory to the Board.

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The composition of committees shall be representative of the Board and, where feasible and appropriate, staff and members of the membership or the community at large. This is intended as an

effective way to add expertise, involve more of the membership or community in the work of the Corporation and bring to the Corporation a reflection of membership or public opinion.

It shall also serve as a means of recruiting, orienting, and screening prospective candidates for the Board. The Chair (voting) of the Corporation and Executive Director (non-voting) are ex-officio members of all standing committees and may be members of ad hoc committees or task forces as prescribed by resolution of the Board.

3.03 FUNCTION

A committee's function is to bring the experience, expertise, and judgment of a group of interested and informed persons to bear on a specific area of the Corporation's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees identify and isolate the key issues requiring Board consideration or corporate attention, propose alternative actions, present the implications, and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition, as it deems advisable.

3.04 RELATIONSHIP TO STAFF

Board and staff work co-operatively to conduct the objectives of the Corporation. The Board relies upon the ability, training, expertise, and experience of staff to plan for and provide services or programs within the Corporation's mandate. Committee and Board meetings are the generally recognized avenues for Board and staff to think and plan together.

The attendance of the Executive Director, or designate, at all committee meetings as a resource and staff support is essential to the effective work of the committees. Committees may advise the Board or the Executive Director, but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Board and staff responsibilities.

Communications between Board and staff, outside of committee meetings, shall be through the Executive Director and/or the Executive Assistant/Board Coordinator as applicable to the matter. This includes:

- Any assignments or directives.
- Requests for organizational resources or staff time.
- Staff performance concerns or policy infractions.
- Concerns regarding any aspect of programs, services, or administration.

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3.05 MEETINGS

Committee meetings are generally less formal than Board meetings but are subject to the same requirements for record keeping and may resort to more formal procedural rules if it appears necessary. They are typically held at the call of the committee chair or at times regularly scheduled by resolution of the committee or the Board.

COMMITTEES

3.06 EXECUTIVE COMMITTEE

PURPOSE

The Executive Committee possesses specific powers under the By-law to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board at its next meeting. The Executive Committee also has responsibility for the annual performance evaluation of the Executive Director, for making recommendations to the Board with respect to his/her performance, continuing tenure, and compensation, and for leading strategic planning.

SPECIFIC DUTIES

1. Conduct such transactions and business of an emergency nature, subject to the approval of the Board, as may be necessary for the effective continued operation of the Corporation between regular Board meetings, and reporting such matters to the full Board at the next available opportunity.
2. Be informed and aware of the significant events in the general management of the Corporation, to be able to provide such advice and direction to the Executive Director as may be necessary in the periods between Board meetings.
3. Develop and recommend an annual work plan for the Board.
4. Negotiate with the Executive Director annual performance objectives.
5. Complete an annual performance appraisal of the Executive Director, seeking input from Board members and such others as approved by the Board, and report to the Board and Executive Director, such comments, and recommendations with respect to performance and compensation as deemed appropriate.
6. Make recommendations to the Board of Directors as necessary with respect to the structure and functioning of the Board.
7. Lead the development of annual business plans and longer-term corporate/strategic plans.
8. Review and make recommendations to the Board with respect to complaints against Board members or any other extraordinary matters such as conflicts of interest or ethical conduct referred for its attention by Board committees, staff, members, suppliers, funders, or members of the public.
9. Identify, at least annually, the career intentions of the Executive Director to ensure appropriate succession and contingency planning for the position.
10. The Board may from time to time assign such other duties, as it deems advisable.

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COMPOSITION

The Executive Committee shall include:

- Chair: The Board Chair
- Officers of the Corporation (Vice-Chair, Secretary, Treasurer)
- Executive Director as a non-voting member

The Executive Director, who will attend all meetings of the Committee except for portions declared by the Chair to require in-camera deliberations, will provide staff support to this Committee.

3.07 FINANCE, AUDIT, AND RISK MANAGEMENT COMMITTEE

PURPOSE

The purpose of the Finance and Risk Management Committee is to ensure the development and implementation of a comprehensive approach to cost control, efficiency, effectiveness and risk management. It is responsible for reviewing internal control systems related to financial and risk management to ensure their integrity, ensuring a culture of accountability within the Corporation, for monitoring reports, and making recommendations to the Board with respect to these matters. It is responsible for ensuring the development of appropriate standards, authorities and practices in these areas and for ensuring the audit of management compliance. This committee will work hand in hand with the Board to provide a comprehensive overview of the efficiency and effectiveness of the Corporation's programs and to ensure that its service objectives are achieved and risks related to operation of services are minimized.

SPECIFIC DUTIES

A. Develop an annual work plan for this committee.

B. Finance and Budget:

1. Review and advise the Board on the annual budget, operating plan and capital expenditures proposed by management and make recommendations to the Board in this regard.
2. Ensure that financial administration policies, accounting systems, internal financial standards, management authorities, controls and practices are established and maintained; are adequate to ensure compliance with legal and regulatory requirements; and that these systems are operating effectively.
3. Ensure that the Board has adequate information to assess the financial performance of the Corporation and the integrity of its internal reporting and control systems.
4. Recommend to the Board realistic benchmarks for measuring the efficient use of the Corporation's financial resources.
5. Quarterly reviews of financial statements (actual revenues and expenditures) against budget, assess trends and recommend to the Board any adjustments deemed necessary for exceptional expenditures.
6. Review and make recommendations to the Board of Directors with respect to borrowings, credit lines, investments and loans.

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7. Ensure an annual financial audit is conducted; review its results; ensure that the financial statements are fairly presented in all material respects in accordance with generally accepted accounting principles; receive and duly consider recommendations in an auditor's management letter; and make recommendations to the Board with respect to its findings.
8. Annually review the performance of the external auditors and make recommendations in accordance with the By-law for appointment of the auditors who report to the members of the Corporation through the Board.
9. Meet with the auditors, independent of management, at least annually.
10. Annually review the terms of short and long-term debt (mortgages, leases, loans) to assess liabilities and potential risks.
11. Ensure appropriate guidelines for monitoring and approval of Board and management expense claims and the proper audit of these and all statutory remittances.
12. Review of Annual Fundraising Plans with report to the Board.
13. Review the Corporate Fundraising Policy for currency at a minimum of every three (3) years?
14. Review/monitor fundraising initiatives.

C. Risk Management

The Committee, in collaboration with the Board and other Board Committees, will mitigate/manage risks with the following measures:

1. That the Corporation has adequate resources to conduct its affairs safely, without undue risk to staff, clients and volunteers.
2. Development of a risk assessment and management program that identifies actual or potential risks; protects against them; and regularly monitors and reports on such risks and the steps taken to mitigate them.
3. Integrating the work of the Governance/Nominating Committee and Board of Directors to manage risks associated with operation and quality of services and programs into an overall risk management program for the Corporation.
4. That the Corporation's affairs are conducted in a manner that conforms to generally accepted business processes, employment, and professional practice standards.
5. Ensuring the development of Emergency or Contingency Plans for major risks such as fire or flood in the Corporation's facilities, occupational health and safety, workplace hazardous materials, employee work disruptions, etc.
6. Annually review insurance coverage to ensure it provides adequate protection for the Corporation, employees and volunteers.
7. Annually review the performance of legal, investment and procurement services.

D. Other

1. The Committee will monitor and report on assigned Key Results Areas (KRAs).
2. The Board may from time to time assign such other duties or tasks, as it deems advisable.

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COMPOSITION

- Committee Chair: Treasurer (Ex-officio) (voting)
- Four (4) Board members
- Board Chair (Ex-officio) (voting)
- ED/HR (non-voting)
- Lead staff: Manager of Finance (non-voting)

** At least one ‘Board’ member of this committee should have professional accounting or financial management training and experience. It is advisable that the committee have some board expertise in risk management.

This committee may, upon approval of the Board, establish lead directors or working groups in one or more of these areas to assist the committee in its work. It shall appoint the Chair and members of such working groups in consultation with the Board. However, it shall remain responsible for integrating the work of any such lead directors or working groups and presenting such work and consequent findings and recommendations to the Board. Such working groups might, for example, include Finance, ~~Audit~~ or Risk Management.

3.08 GOVERNANCE/NOMINATING COMMITTEE

PURPOSE:

The Governance/Nominating Committee is a Standing Committee of the Senior Support Services-Lanark, Leeds & Grenville Board of Directors, with a primary role in monitoring the Board’s performance as it relates to expectations of government and the public. Other functions of the Committee include ensuring the organization’s compliance with Human Resources regulatory requirements, Board recruitment and nomination processes, assisting the Board with its responsibilities including risk management as it pertains to the various key functions of the Committee as outlined below.

KEY FUNCTIONS

3.08.1 Key GOVERNANCE Functions:

- Review results of Board evaluations measuring the Board’s effectiveness, as it relates to its structure, process, goal attainment and Board Chair leadership.
- Review the Corporate By-Law at regular intervals for currency or recommended revisions.
- Review the Governance policies and practices no less than every three (3) years, to ensure they are consistent with the Corporate By-Law and recommend edits, as required, to the Board of Directors.
- Ensure Board orientation and Board development processes are in place.

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3.08.2 Key HUMAN RESOURCE Functions:

- The Governance Committee will oversee key human resources functions through a Certificate/Declaration of Compliance presented by the Executive Director on annual basis, confirmation of the following:
 - Comprehensive HR standards and policies related to management of staff and volunteer resources are in place, maintained, and compliant with current regulatory and reporting requirements, (*i.e., tax withholding, employment standards, worker health and safety, human rights, privacy, confidentiality, etc.*).
 - Management has developed and implemented consistent, regular performance appraisal processes and fair grievance procedures for staff.
 - Management has developed and implemented appropriate systems for staff succession planning, job replacement, and job rotation or cross training.

- Monitor reports for trends in HR performance (including staff, contractors and volunteers) will be reported to the Governance Committee on an annual basis, related to:
 - a) Worker’s compensation claims;
 - b) Absenteeism;
 - c) Grievances;
 - d) Established collective agreements;
 - e) Collective bargaining processes;
 - f) Workplace health & safety;
 - g) Privacy & confidentiality;
 - h) Staff development, recruitment, and retention;
 - i) Contractor performance.

- Other HR related functions of the Governance Committee include:
 - Advice and support to Management on labour/management relationships within the bounds of the Boards’ expertise in such matters.
 - Working with the Executive Director to identify objectives/priorities for the ensuing fiscal year.
 - Presenting the Committee’s identified/recommended ED Priorities/Objectives to the Board for approval.

3.08.3 Key NOMINATING Functions:

- Identify the Board positions that will be up for election at the AGM either through the term of office expiring, or due to a Board member vacating his/her position prior to conclusion of their term. This should be done 3-6 months prior to the AGM.
- Coordinate the nominating process for new Board members and officers.
- Review the skills and experience required on the Board to fulfill the roles and responsibilities of the Board in accordance with the Board mandate (Corporate By-Law).

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- Recruit, receive and review applications for vacant positions on the Board in accordance with the guidelines for *Director/Officer Recruitment* set out in the Governance Policies.
- Screen and recommend for consideration to the Board, a roster of candidates for election to the board in keeping with the Board’s approved nomination process, and recommend to the Board, the annual orientation program for new and existing Board members.

PRIVACY

The Committee will carry out all key functions/responsibilities in accordance with the organization’s Privacy Policies. Protection of privacy will be exercised in all aspects of fulfilling the Governance roles/responsibilities, limiting the access of information to only what is critical and aligns with the Committee Terms of Reference.

SCOPE


Without limiting the general responsibilities as described above, the Committee shall:

1. Review the roles and responsibilities of the Board, its Committees, Chairs, and members; make recommendations to the Board for updates in the governance structure and policies to improve effectiveness, relevance and clarity.
2. Review, update and report to the Board on the orientation and continuing education of Board members, promoting a better understanding of the affairs of the organization and good governance practices
3. Developing processes for managing confidential evaluations of the Board and committees in their governance capacities.
4. Determine Board vacancies and propose nominees to fill Board vacancies in compliance with the skill sets and other criteria required by the Board and across Board Committees.
5. Propose Nominees to serve on all Standing Committees of the Board.
6. Propose nominees for the Chairs of all Standing Committees.

COMPOSITION

The Governance/Nominating Committee will consist of a minimum of four (4) members of the Board. A senior member of the Board or a member with experience/expertise in governance will Chair the Committee.

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-Senior Support Services-Lanark, Leeds & Grenville			
STATEMENT OF POLICY			
Manual:	CORPORATE	No. 4.0	
Section:	Governance	Issued:	
Subject:	STYLE OF GOVERNANCE	Effective:	June 2014
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Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

4.01 STYLE OF GOVERNANCE

PURPOSE

This policy lays out the way in which this Board shall operate in relation to the operations of the organization.

SCOPE

The members of the Board for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

The responsibility of this policy is with the Governance/Nominating Committee

STYLE OF GOVERNANCE

4.01 Method of Governance:

The Board of Directors represents the "ownership" or membership of the Corporation. It is the legally constituted authority responsible directly to the funders and the community for prudent oversight of the Corporation's operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the Corporation's operations.


The Board will focus on strategic leadership rather than administrative detail, important policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

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In this spirit the Board will:

- a) Lead, direct, control, and inspire the organization through careful deliberation and establishment of values, vision, mission, strategic direction, and general policies.
- b) Provide its members with the knowledge necessary to fulfil their responsibilities for the good governance of the Corporation.
- c) Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- d) Ensure that all business of the Corporation is conducted in a transparent, legal, and ethical manner.
- e) Board members will always conduct their business in accordance with the principles of fair play and due legal process.
- f) Enforce upon itself and its members the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respecting of roles, maintaining a unified front as a Board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to either usurp this role or weaken this discipline.
- g) Monitor and regularly discuss the Board's own processes, progress, and performance.

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POLICY

5.0 RESPONSIBILITIES OF THE BOARD

PURPOSE

This policy outlines the responsibilities and oversight of the governing Board to ensure that all fiduciary obligations within the Corporation are being met.

SCOPE

The Directors of the Board for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and Complaints Review. Standing committees of the Board assist the Board in fulfilling these responsibilities. From time to time the Board may initiate ad hoc working or task groups to take a lead in any of these specific areas of responsibility.

5.1 PLANNING

One of the most important responsibilities of a Board of Directors is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

5.1.1 Strategic Plan

The Board of Directors, with the assistance of staff, and in consultation with key stakeholders, establishes the Corporation's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for the Corporation's general direction and activities for the next three to five years based on a scan of internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

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Key Strategic Functions:

The Board of Directors, working collaboratively with senior management/staff, will:

- Ensure an effective strategic planning process, including development of a 3–5-year strategic plan with measurable goals and time targets-
- Determine the organization’s mission, vision, strategic initiatives, major programs and services.
- Help management identify critical strategic issues facing the organization. Assist in analysis of alternative strategic options.
- Develop criteria for management to use in evaluating potential strategic investments.
- Conduct an annual strategic assessment with recommendations for updates to the Strategic Plan as needed, based on change of community needs and other factors through:
 - a) Review for significant changes in the operating environment, identify new risks and opportunities;
 - b) Evaluation of the organization’s progress in fulfilling its strategic goals and objectives;
 - c) Evaluation of the suitability of current strategic directions in view of evolving circumstances;

5.1.2 Annual Operating Plan

The Corporation's management develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of corporate activity. The Corporation's Annual Operating Plan will be the basis of its yearly budget containing revenue and expenditure forecasts related to planned programs and/or volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the period during which those results will be sought; and criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval.

5.1.3 Planning Cycle

The development and approval of the Strategic Plan takes place in a three to five-year cycle with progress monitored and assessed regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets is monitored each quarter of the fiscal year. The third-quarter review begins a thorough analysis of performance, and produces projections of the expected year-end results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter of the next year. Service targets and forecasts of financial resources and constraints enter the final preparation of the coming year's budget.

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5.2 Financial Stewardship

The Board is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record and monitor financial transactions and control of assets; monitor efficient use of resources; ensure the establishment of proper financial controls and policies, including criteria for allocation of fundraising proceeds.

5.3 Human Resources Stewardship

The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the Executive Director; providing guidelines for staff compensation; succession planning to ensure smooth transition in both Board and senior staff positions; and monitoring compliance with legislative and regulatory requirements.

The Board shall ensure that grievances from unionized staff are managed in accordance with the provisions of collective agreements, and that complaints from non-union staff are managed in accordance with fair employment standards and practices.

5.4 Performance Monitoring and Accountability

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization and against industry benchmarks; and reporting to members, funders and other key stakeholders.

5.5 Risk Management

The Board is responsible to ensure: that by-laws are current; that governance practices are consistent with the by-law; adequate insurance provisions are in place to protect the organization, Board, staff and volunteers from potential liabilities; resources are sufficient to minimize risk to employees, volunteers and beneficiaries of services; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated risks and crises.

5.6 Stakeholder Representation and Advocacy

The function of public relations is to assist the Corporation in achieving its goals and objectives, through the development and execution of programs designed to develop public understanding and support. The Board is responsible to represent the organization positively to the community; to fairly represent member and community perspectives to the organization; to ensure member and community input to its planning; to sponsor and participate in special events internal or external to the organization; and, to advocate for adequate resources to fulfil the organizational mandate.

Authority to speak on behalf of the Corporation shall rest with the Chair and/or Executive Director. This authority may be delegated by either of them to others in the Corporation within their special fields of competence or knowledge.

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In general, the Chair will represent the Corporation on matters of Board policy, and the Executive Director will represent the Corporation on operational issues. Either may represent the Corporation on issues related to advocacy on behalf of the mandate of the Corporation. Any major statements of an advocacy nature must be consistent with the general parameters of Board-approved policies or positions.

This is not intended to inhibit private expression of personal or professional opinions, but care should be taken by individual directors to distinguish such opinions from positions of the Corporation. They are also expected to avoid public statements that might undercut or obscure the messages conveyed by the organization's approved spokespersons.

Directors, who hold elected public office concurrent with their membership on the Board of this organization, are expected to be particularly judicious about this since their public profile may deflect attention away from messages conveyed by the official spokespersons and generate confusion or controversy.

5.7 *Management of Critical Transitional Phases or Events*


The Board is responsible for managing, or ensuring the proper management of, critical transitional phases and events. These include turnover in key positions in the Board and senior management; rapid growth or decline in resources; and issues of significant internal or public conflict or controversy.

5.8 *Client Complaints Review*

Board members do not generally have direct contact with clients. Where a client makes direct contact with a Board member for assistance in the resolution of specific service issues, the Board member should refer the client to the Executive Director. A Board member may not interfere in the handling of a specific case by approaching individual staff members. Concerns about the management of a case should be conveyed to the Executive Director. The Executive Director may inform the concerned Board member about the action taken in the case or authorize a manager to communicate the information directly to the Board member.

Staff shall initially respond to client complaints about the nature or quality of services provided by the Corporation. The client shall be provided with an opportunity to appeal their decisions to the Executive Director. The client shall also be provided with an opportunity to appeal a decision of the Executive Director. The Board, in reviewing such appeals, shall establish a tribunal from among its members or an independent arbitrator to hear the client and review the matter. Members of the tribunal shall adhere to the Oath of Confidentiality. They may not overturn staff decisions but may make recommendations to the Executive Director on the matter and may recommend policy amendments to the Board.

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POLICY

6.0 EXECUTIVE AUTHORITY

PURPOSE

This policy outlines the authorities of the Board and Executive Director in the management and administration of the Corporation.

SCOPE

The Directors of the Board for Senior Support Services – Lanark, Leeds & Grenville

RESPONSIBILITY

The Board of Directors contracts with the Executive Director who is responsible, within parameters established by the Board, for determining the methods or ‘means by which the Board’s directions and policies will be executed and the desired outcomes achieved.

The Executive Director is employed by the Board of directors and is therefore responsible to the Board as a whole rather than to individual members of the Board. S/He is required to implement policies as determined by the Board, consistent with the requirements of any relevant legislation or regulations.

In the exercise of these responsibilities, the Executive Director is:

- a) Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board;
- b) Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget;
- c) Required to report to the Board if it is not possible to operate within the limits of the budget approved by it;
- d) Expected to provide advice to the Board on policy and program/service issues which affect the programs offered or services provided by the Corporation;
- e) Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Corporation in achievement of approved objectives.

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- f) Responsible for employing all staff members within the classifications and salary ranges approved by the Board. Board members should bear in mind that the staff are responsible to the Executive Director or to a person designated by him or her, not to the Board as a whole or to any individual director, regardless of office. In the supervision, direction and deployment of personnel, the Executive Director is governed by the documented personnel practices and procedures approved by the Board.
- g) Specific responsibilities are described in the job description of the Executive Director.

6.1 Delegation to the Executive Director

The Board's job is generally confined to establishing broad policies for achievement of corporate objectives. It delegates responsibility for execution of those policies to the Executive Director. All Board authority delegated to staff is delegated through the Executive Director, so that the authority and accountability of staff derives from the authority and accountability of the Executive Director.

The Board of Directors as a group, rather than individual directors, officers or committees is responsible for providing direction to the Executive Director within the context of Board policies.

6.2 Appointment of the Executive Director

Recruitment, selection and appointment of the Executive Director are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of an Executive Director should, ideally, be made with the full confidence of the full Board or at least by strong consensus.

If the Executive Director's performance is deficient to the extent that there is a critical loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship.

Dismissal of the Executive Director shall require fifty-one percent (51%) of the full Board of Directors (all director positions normally filled, regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

6.3 Executive Director Performance Evaluation

6.3.1 General

The Executive Director is the sole official link between the Board of Directors and the Corporation. The responsibilities of the Executive Director lie in the exercise of delegated authority and compliance within parameters established by Board policy and directives.

Consequently, the Executive Director's job contributions can be expressed as performance with respect to six components:

- 1) Executive Director's Job Description
- 2) Annual performance objectives negotiated with the Board through its Executive Committee.
- 3) Organizational achievement of operating plan and corporate objectives.
- 4) Organizational operation within the boundaries established in Board policies.

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- 5) Quality of relationship with senior staff.
- 6) Quality of relationship with major stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Executive Director.

6.3.2 Procedure

The Executive Director will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Executive Committee, prior to presenting them to the Board for approval.

The Executive Director shall, at the end of the fiscal year: (i) complete a written self-evaluation of progress on meeting objectives so approved by the Board; (ii) complete a report on overall corporate performance for the preceding year; (iii) solicit feedback on his/her performance from those staff reporting directly to the Executive Director and synthesize the highlights of this feedback in a report. These reports will be provided to the Executive Committee and the direct reporting staff.

The essential elements of this material, along with Board members' observations of the Executive Director's interactions with key stakeholders throughout the year shall form the basis of the evaluation.

The Chair will obtain input from the officers of the Board, committee chairs and other Board members and prepare a written evaluation of the Executive Director's performance. The Chair will provide a summary of the performance review to the Board at its last meeting in the fiscal year or immediately thereafter. The Board will meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

The Chair will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the Executive Director to his/her attention in writing. The Chair shall meet with the Executive Director alone or, at the request of either, along with the Officers of the Board, Executive Committee or full Board, to discuss the evaluation. The Executive Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.


The Chair shall provide the Executive Director with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.

6.4 Executive Director, Succession and Senior Management Appointments

The Executive Director, in order to maintain proper lines of authority and accountability, has full authority to recruit, evaluate and dismiss all staff, including the most senior managers; however, the Board may have a particular interest in the appointment of other senior managers, such as the Director of Finance, given the considerable interaction that may be necessary between the incumbents of such positions and the Board and the potential for succession to the Executive Director position.

The Executive Director will, prior to an appointment to such positions **designated by Board motion** to be of special interest, review the job criteria established for the position, the recruitment process, a synopsis of candidates considered, and a resume of the candidate to be appointed. Board members may offer comments but the decision to appoint (or not) a particular candidate will be at the sole discretion of the Executive Director. Similarly, decisions with respect to compensation, discipline and termination of employment for incumbents in these positions shall be the sole purview of the Executive Director.

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Manual:	CORPORATE	No. 7.0	
Section:	Governance	Issued:	June 2014
Subject:	BOARD DEVELOPMENT	Effective:	
Issued to:	All Board Directors	Reviewed:	Feb. 2026
Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

7.0 BOARD DEVELOPMENT

PURPOSE

This policy outlines process for development of a governing Board of Directors.

SCOPE

The Directors of the Board for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

7.1 *Recruitment and Screening of New Board Members*

The Nominating Committee will, as director vacancies occur or are anticipated, review the needs of the Board for specific expertise, resources, skills or diversity necessary to bring strength, balance, credibility, and perceived legitimacy to the Board.

The Nominating Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board or members of the Corporation in a manner consistent with the By-law and these policies. The Nominating Committee will maintain a file of all interested candidates who have been so reviewed.

7.2 *Orientation of New Members*


New Board members shall receive a thorough orientation to their position within a reasonable period of becoming a member of the Board. Each new member shall also be assigned a more experienced member as a “buddy” or mentor to help integrate the new member and answer any questions he or she may have about Board procedures. Orientation includes but is not limited to:

- The history, mission and purpose of the organization
- Constitution, by-law, and governance policies
- An organizational chart
- An overview of funding sources
- An overview of key organizational and policy issues, and copies of approved policies
- Role, structure and functions of the Board, committees, and key staff

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- Board member Code of Conduct, Oath of Office, Confidentiality and Conflict of Interest policies
- Procedural guidelines and rules for Board meetings
- Calendar of meetings and events
- Procedures for Board member expenses
- A tour of facilities and introduction to key staff

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Senior Support Services-Lanark, Leeds & Grenville STATEMENT OF POLICY			
Manual:	CORPORATE	No. 8.0	
Section:	Governance	Issued:	June 2014
Subject:	BOARD MANAGEMENT	Effective:	
Issued to:	All Board Directors	Reviewed:	Feb. 2026
Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

8.0 BOARD MANAGEMENT

PURPOSE

This policy outlines the protocols for management of Board meetings, meeting attendance, techniques for conflict resolution and accountability as a governing Board.

SCOPE

The Directors of the Board for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

8.1 Meetings

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held once a month at the Corporation’s headquarters. All meetings of the Board will be open to the public except when dealing with confidential matters which will be discussed ‘in-camera’.

Robert's Rules of Order will be followed. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient. While the Chair will strive for consensus amongst Board members, this will not be done at the expense of timely and efficient decision processes.

8.2 Attendance

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three (3) consecutive meetings or more than five (5) meetings in a calendar year may be removed by the Members. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board. The Board shall then decide by motion regarding reinstatement, as well as any terms associated with a decision to reinstate if such is the decision.

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8.3 Board Work Plan/ Objectives

The Board will develop a plan and objectives for its own work in support of the Corporation's goals as articulated in the approved Corporate or Strategic Plan and the Annual Operating or Business Plan.

8.4 Board Self-Evaluation

The Board shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance annually while it reviews the performance of the Executive Director and shall take any steps for improvement in its governance practices suggested by such review.

8.5 Conflict Resolution

Board members are typically recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills; however, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities.

The Board chair is responsible for managing such conflicts. A neutral Board member or third party should be selected if the Board Chair is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

8.5.1 Managing Issues-Based Conflict

The following techniques are adopted to assist in managing issue-based conflicts:

1. Acknowledge the value and importance of divergent views in informed decision-making.
2. Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have
3. Provide opportunity to share perspective, listen to understand, group ownership of problems and solutions, and focus on issues rather than personalities or personal attacks.
4. Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem!
5. Seek agreement on the objectives, outcomes or decisions sought by placing this item on the Board agenda.
6. Assist the disputants to identify and expand points of agreement.
7. Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
8. Ask each to 'step into the other's shoes' and 'role play' the debate from the other's perspective.
9. Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
10. Encourage both parties and other Board members to suggest new insights or compromises. Seek agreement on a compromise.

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11. Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
12. Table the item to be dealt with after a ‘cooling off’ period either later in the meeting, at a future meeting of the Board or privately with the parties outside a Board meeting.

8.5.2 *Managing Personality-Based Conflict*

The following techniques, in addition to those suggested for managing issue-based conflicts, are adopted to assist in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during Board meetings:

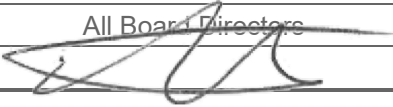
1. Do not waste valuable Board time and energy in attempting to resolve such conflicts at the Board table.
2. Meet with the parties individually outside the Board meetings to express concern about the negative effect of their conflict on Board deliberations, attempt to define the issues and seek a resolution of the conflict.
3. Meet with the parties together to determine whether an accord can be reached between them that will allow the Board to function effectively with their continued membership. Seek to mediate their conflicts.
4. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the Corporation.
5. Recommend disciplinary action to the Board in the event that resignations are not forthcoming.

8.6 *Board Member and Staff Expenses*

Board members and staff are entitled to be reimbursed for expenses incurred during activities required to carry out their duties on behalf of the Corporation.

- a) The Board, in accordance with accepted community standards, shall annually decide the rate at which mileage expenses are reimbursed.
- b) The rate at which all other expenses are reimbursed (such as childcare during meetings, Board training, honoraria, all other transportation costs or limits for meals) shall be decided from time to time by Board motion.
- c) The Treasurer is responsible to recommend, to the Board, appropriate rates of reimbursement for expenses incurred by directors, the Executive Director and other management staff.
- d) All Board member expenses must be documented on an approved expense form and be authorized by the Treasurer. The Chair shall review and authorize the Treasurer’s Expense forms and vice versa.
- e) Expense claims by the Executive Director shall be submitted and approved in accordance with procedures approved by the Board and reviewed and authenticated at least quarterly by the Treasurer.
- f) Claims for expenses by other staff shall be consistent with rates provided in collective agreements or other policies approved by the Board upon the recommendation of the Executive Director.
- g) Claims for expenses by Board Directors shall be consistent with the approved policies applicable to employees.

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Manual:	CORPORATE	No. 9.0	
Section:	Governance	Issued:	June 2014
Subject:	DECISION MAKING	Effective:	
Issued to:	All Board Directors	Reviewed:	Feb. 2026
Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

9.0 BOARD DECISION-MAKING

PURPOSE

This policy outlines the process for decision-making on matters and process leading to a formal vote with presence of quorum, consensus, and procedural guidelines to govern Board deliberations.

SCOPE

The Directors of the Board for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

9.1 *Decision-Making Process*

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (50% plus one Director) is present. A quorum is required for the transaction of any business of the Corporation. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and offer public support for Board decisions.

9.2 *In Camera Meetings*

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e. member, director, client or employee)
- Acquisition or sale of land or other assets
- Labour relations or employee negotiations


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- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the *Municipal Freedom of Information and Protection of Privacy Act*
- Matters of personal conflict between members of the Board as outlined in this governance policy.
- Any other matters which, the public discussion thereof, the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the Corporation or its members or clients.

The protocol for conducting and recording in-camera discussions shall be as follows:

- The Board will initiate an in-camera meeting on the issue by motion to move in-camera.
- A separate record, which does not become part of the Board meeting minutes, will be kept of discussion of the issue in question or ensuing decisions.
- The Board will return to the open Board meeting and report that the item in question has been discussed in-camera and approved a resolution regarding the matter.
- In-camera notes or records will not be attached to or distributed with minutes of open Board meetings.

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Senior Support Services – LLG STATEMENT OF POLICY			
Manual:	CORPORATE	No. 10.0	
Section:	Governance	Issued:	June 2014
Subject:	DISSOLUTION OF THE CORPORATION	Effective:	
Issued to:	All Board Directors	Reviewed:	Feb. 2026
Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

10.0 DISSOLUTION OF THE CORPORATION

PURPOSE

This policy outlines the fiduciary responsibilities of the Board of Directors in winding up the Corporation.

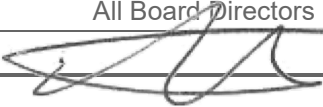
SCOPE

The Directors of the Board for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

In the event of the dissolution or winding-up of the Corporation, any remaining assets after the payment and satisfaction of the liabilities of the Corporation shall, upon recommendation of the Board, be distributed to one or more charitable organizations operating in Ontario that have a partnership with the Corporation, or agencies of a similar or related mandate and scope of service as Senior Support Services-Lanark, Leeds & Grenville

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Senior Support Services – LLG STATEMENT OF POLICY			
Manual:	CORPORATE	No. 11.0	
Section:	Governance	Issued:	June 2014
Subject:	EXECUTIVE DIRECTOR JOB DESCRIPTION		
Issued to:	All Board Directors	Reviewed:	February 2026
Authorized by:	 Board Chair	Dated:	Feb. 4-2026

POLICY

11.0 EXECUTIVE DIRECTOR JOB DESCRIPTION

PURPOSE

This policy outlines the role and responsibilities of the Executive Director working within the broad parameters and policies established by the Board of Directors.

SCOPE

The Directors of the Board and the Executive Director for Senior Support Services–Lanark, Leeds & Grenville

RESPONSIBILITY

11.1 General

The Executive Director, as Executive Director of the Corporation is responsible to the Board of Directors of the Corporation for advice and support to the Board, and within the general parameters of the approved strategic and annual operating plan and budget, the administration and enforcement of relevant legislation and regulations; execution of the Board's policy and administrative directives; planning, organizing, coordinating and managing the Corporation's financial and human resources, programs and services consistent with the pertinent legislation and professional standards; management of external corporate relationships and partnerships; emergency response, business continuity and risk management; and charitable service activities.

11.2 Executive Support to Board

1. Conduct the work of the Corporation within the broad parameters and policies established by the Board of Directors.
2. Provide staff and administrative support to the Board and its various committees.
3. Support the Board in development of the competencies of Board members to fulfil their responsibilities
4. Participate, ex officio, as a non-voting member of the Board and its various committees.
5. Provide advice and assistance to the Board and its committees and appropriately seek advice and assistance from members of the Board in facilitating achievement of the Corporation's objectives.

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6. Report regularly to the Board on activities of the Corporation and any internal or external event that may have a major or unusual effect on the Corporation.
7. Provide the staff support and information necessary for the Board to effectively and efficiently conduct its business, develop long-term and annual corporate objectives and monitor progress in achieving goals.
8. Develop and present for Board approval the annual operating plan and budget, appropriate policy statements, analysis of legislative or related policy issues and other matters that directly affect the operation of the Corporation and its capacity to carry out its programs.

11.3 Planning, Organization and Policy Development

1. Develop, obtain Board approval, and maintain a broad corporate planning framework as a foundation for annual planning, budgeting and program activities.
2. Develop an annual operating plan for consideration/approval of the Board.
3. Ensure the development and maintenance of information systems that will permit a continuing assessment of the implementation and impact of the Corporation's plans.
4. Ensure the development and maintenance (within the limits of available resources) mechanisms for monitoring and evaluating the impact and effectiveness of the Corporation's plans and programs and the quality of its programs and/or services.
5. Plan and prepare, for the consideration of the Board, programs to support the Corporation's objectives.

11.4 Program Management

1. Manage the design and implementation of the Corporation's programs and services efficiently and effectively within the approved operating plan and budget, subject to variance in demand and exceptional circumstances.
2. Ensure, within the limits of available resources, an optimal range, level of standards and quality in the Corporation's programs and services.
3. Provide leadership and direction to the Corporation's programs and staff.
4. Delegate appropriate functions to other staff members as may from time to time be considered appropriate.
5. Provide periodic reports as required to funders.

11.5 Human Resources Management

1. Recruit, retain, motivate, evaluate performance, counsel, discipline and dismiss personnel directly responsible to the Executive Director and, upon the recommendation of subordinate staff, dismiss other personnel and volunteers in the employ of the Corporation.
2. Manage all employee and contractor relationships, consistent with the provisions of applicable legislation, regulations, funder requirements, standards, Board policies, contracts and agreements.
3. Manage the negotiation of employee contracts, administer the Corporation's personnel practices, and provide advice to the Board regarding employee relations and contract negotiations.
4. Ensure that the Corporation's programs are resourced with competent personnel and volunteers within the approved budget.

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5. Ensure the establishment and maintenance of sound personnel and compensation practices and philosophy, proper job descriptions, and a regular system of performance appraisals.
6. Ensure the development and maintenance of adequate personnel information and control systems.
7. Ensure the development and maintenance of programs for orientation of new staff and volunteers and an ongoing program of staff development.
8. Establish and maintain a working climate conducive to the development of staff members and volunteers and the attainment of the objectives of the Corporation.

11.6 Financial Administration and Budgeting

1. Prepare the annual budget for consideration by the Corporation's Board.
2. Manage the operation of the Corporation's programs within the approved budget, subject to variance in demand and exceptional circumstances.
3. Provide periodic expenditure forecasts and financial reports to the Board.
4. Ensure the development of systems for monitoring and controlling expenditures within approved budget levels.
5. Secure, with the assistance of the Board, the resources necessary to implement and maintain the Corporation's programs.
6. Provide periodic reports as required to funding authorities.
7. Ensure the development and maintenance of "risk management" policies and procedures that will minimize financial, public relations and other liabilities for the Corporation, its Board, staff, volunteers, agents and clients.

11.7 Corporate and Community Relationships

1. Build and maintain confidence in the character and integrity of the Corporation, with its clients, staff members, volunteers, collateral agencies, the public and respective levels of government.
2. Deal with client complaints in a manner that generally maintains positive agency/client relationships within the context of a professional service.
3. Alert the Board to incidents, occurrences, or activities that may place clients, staff, volunteers or the Corporation at unusual risk, censure, criticism or public disapprobation.
4. Subject to the Corporation's policies on communications, routinely act as the Corporation's primary spokesperson with the media and the public.

11.8 Authority of Position

Subject to the approved operating plan, budget and policy directives of the Corporation, the EXECUTIVE DIRECTOR has the necessary authority to carry out the responsibilities outlined for the position and to respond to legitimate emergencies as required. Authority is specifically withheld regarding the following:

“Authorization of expenditures beyond the approved budget with the exception of variance for excessive demand and other exceptional circumstances such as emergency or crisis situations which require an immediate statutorily mandated response.”

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11.9 Delegation of Responsibilities

The Executive Director will discharge assigned responsibilities through such senior staff, department directors, supervisors, employees, volunteers and other positions as he/she may from time to time determine. The incumbent may delegate and assign part of the executive, managerial, functional and operating responsibilities and corresponding authority, but remains responsible for overall results.

11.10 Measure of Accountability

The performance of the Executive Director will be measured on an annual basis in relationship to performance of job functions and achievement of objectives. The quality of implementation of the Corporation's operating plan and budget, the handling of exceptional events, and the quality of services as reflected in the findings of accreditation and/or operational reviews will also be taken into consideration in assessing the performance of the Executive Director.

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APPENDIX A – Executive Director Position Description – Updated March 2026

POSITION TITLE: Executive Director	Effective: April 2008
REPORTS TO: Chair, Board of Directors	Revised: January 2019
AUTHORIZED BY: SSS-LLG Human Resources Committee	Date: March 2026
APPROVED BY: Mitch Bloom, Board Chair	Date: March 23-2026

SUMMARY OF FUNCTION

Reporting to the Board of Directors, the Executive Director will have overarching responsibility to ensure that the vision, mission, strategic and organizational objectives as set out in the Senior Support Services-Lanark, Leeds & Grenville’s Strategic Plan are achieved. To do this, the Executive Director must ensure a continued presence of quality programs and leadership through involvement and engagement of staff and volunteers in service delivery excellence, optimizing the use of finances and organizational resources.

The Executive Director’s primary role and responsibility is the delivery of best practice, services and support to our clients and caregivers. In fulfilling this key responsibility, clients/caregivers must be engaged in the development of improvements in our service delivery model, systems and structures.

KEY ACCOUNTABILITIES

Vision and Strategy

- Works with the Board of Directors, staff and other system leaders to share and articulate a compelling vision with a clear strategy to achieve desired outcomes.
- Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the organization.
- Identify key issues to creatively and strategically overcome internal and external challenges or obstacles.
- Strategic capabilities to position the organization effectively in meeting the evolving needs of our clients and communities.
- Frame the strategic plan and priorities to achieve desired outcomes.
- Active application of the vision and strategy into daily practice.

Leadership and Management

- Understand, support, and abide by governance and legal structures of the organization.
- Monitor legislation, regulations, policies, and procedures applicable to organization operations.
- Comply with all employment and labour standards/regulations, applicable legislation, funding requirements, Board policies, contracts and collective agreement(s) and/or other applicable agreements.
- Determine staffing requirements for organizational management and program delivery.
- Manage key constituent relationships including employees, volunteers, agency partners, contractors, government agencies, etc.
- Demonstrate effective leadership skills with a strong focus on mentoring and motivating an employee base of professionals.
- Monitor departmental performance against goals to ensure that progress is being made and that corrective action is taken if necessary.
- Provider leadership and direction to Senior Support Services-LLG’s client programs, services, staff, and volunteers.

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- Build and sustain networks, alliances, and relationships with community partners, system resources, funders, and the community to coordinate seamless outcomes.
- Lead and initiate both local and system-wide strategies.
- Build capacity to turn strategy into results.

Culture:

- Establish and maintain a working climate conducive to the development of staff, volunteers, and attainment of SSS-LLG objectives.
- Reinforce high standards of professionalism, integrity, and ethics.
- Shape a result-focused culture founded on equity, respect, and compassion.
- Establish a results-driven culture and framework for accountability.
- Create and maintain a learning-focused and inclusive culture.
- Create a culture of engagement, knowledge sharing, and collaboration.
- Develop skills, competencies, and leaders for the future.
- Incorporate diverse views and opinions into decision-making.

Fundraising and Communication

- Expand local revenue generating and fundraising activities to support existing program operations.
- Using external presence and relationships to garner new opportunities.
- Establish strong working relationships and collaborative arrangements with community groups, funders, politicians, and other organizations to achieve the goals of the organization.
- Research funding sources, oversee the development of fundraising plans and proposals to enhance organization stability and longevity.

Financial and Risk Management

- Responsible for the leadership, innovation, and management necessary to identify, evaluate, mitigate, and monitor the organization's operational and strategic risk.
- Strong knowledge of fiscal management and responsibility, business finance, capital funding, contracts and partnerships.
- Collaborate with senior staff and the board to prepare annual budgets, ensuring that the organization operates within budget guidelines.
- Administer organization funds in accordance with the approved budget and monitor the organization's monthly cash flow.
- Lead the organization in maintaining balanced budgets while striving for growth, innovation and outcomes.
- Develop, implement, and maintain policies, procedures, and practices that will minimize liabilities (financial, public relations, etc.) and/or related risks for the organization, its board, staff, volunteers, agents and clients.

Board Engagement

- Develop, maintain, and support a strong Board of Directors.
- Serve as an 'ex-officio' member of the board and board committees.
- Participate with the Board of Directors in developing a vision and strategic plan to guide the organization.
- Recommend timelines and resources needed to achieve the strategic goals.
- Seek and build board involvement with the strategic direction for ongoing local operations.
- Conduct the work of the organization within the broad parameters and policies established by the Board of Directors.
- Ensure the Board is kept apprised/fully informed of the organization's status and all-important influential factors.
- Provide leadership in developing programs, organizational and financial plans with the Board of Directors (i.e. carry out plans and policies authorized by the Board).

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- Develop and present, for Board approval, the annual operating plan and budget, administrative and other program policy statements, analysis of legislative or related policy issues, and other matters that directly affect SSS-LLG operations.
- Approve expenditures within ED's authority as delegated by the Board.

Community and Public Relations

- Build and maintain confidence in the character and integrity of SSS-LLG, with its clients, staff members, Board members, volunteers, collateral agencies, the public, and respective levels of government.
 - Represent organization programs and views to external agencies/organizations and the general public.
 - Create a culture within the community that builds commitment to continuous improvement and service excellence.
 - Proactively implement strategic changes to meet the needs of the community.
 - Subject to SSS-LLG's policies on communications, routinely act as the Corporation's primary contact/spokesperson with the media and the public.
- Executive Director's performance will be evaluated by the SSS-LLG Board on an annual basis.

QUALIFICATIONS, EXPERIENCE, CREDENTIALS

- University degree in Human Resources, Business, Finance, Health Care or related field.
 - Five (5) years of demonstrated progressively responsible management experience in a unionized environment.
 - Seven (7)+ years of relevant work experience with a minimum of five (5) years in a senior leadership position within the community support service or health care sector.
 - Experience or knowledge of working with Ontario Health East (OHE) and a volunteer Board of Directors.
 - Knowledge of all federal and provincial legislations including Employment Standards Act, human rights, occupational health and safety, charities, taxation, CPP, Employment Insurance, etc.
 - Experience working in a not-for-profit, charitable, government-funded sector.
-
- High-level integrity, confidentiality, and accountability.
 - Effective communication – verbal and written.
 - Sound analytical thinking, planning, prioritization and execution skills.
 - Ability to work independently or in a group setting.
 - Marketing skills, experience, and knowledge/awareness of local resources.
 - Well-defined sense of diplomacy including solid negotiation, conflict resolution, and people management skills.
 - Detail oriented with ability to multi-task.
 - Demonstrated ability to recognize safety concerns and follow safe work practices, including infection control and emergency preparedness.
 - Ability to build and sustain networks, alliances, and relationships with community partners, system resources, funders, and community.
 - Empathy and understanding in dealing with a vulnerable population.
 - Class G Driver's license.

Authorized Signature:

Name: Mitch Bloom, Board Chair

Date: March 23-2026

Signature: 

APPENDIX B – OATH OF OFFICE

OATH OF OFFICE

SENIOR SUPPORT SERVICES-LANARK, LEEDS & GRENVILLE

I, *insert name*, a director of Senior Support Services-Lanark, Leeds & Grenville, declare that, in carrying out my duties as a director, I will:

1. Exercise the powers of my office and fulfil my responsibilities in good faith and in the best interests of the Corporation.
2. Exercise these responsibilities, always, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support the Corporation's by-law, Code of Conduct, Confidentiality Policy, other governance policies and decisions of the Board and membership.
4. Keep confidential all information that I learn about clients, personnel, collective bargaining and any other matters specifically determined by Board motion to be matters of confidence, particularly those matters dealt with during in-camera meetings of the Board.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the Corporation.
6. Immediately declare any real or apparent personal conflict of interest that may come to my attention.
7. Not use my Board position to obtain employment in the Corporation for family members or close associates.
8. Not knowingly take advantage or benefit from information, not publicly available, that I obtain in the course of my duties.
9. Strive to protect and ensure the proper use of property and assets of the Corporation.
10. Strive to ensure that the affairs or business of the Corporation are always conducted in a legal, fair, equitable and respectful manner in all respects.
11. Not make commitments to outside parties in a way that may limit my discretion to act or vote on issues currently before the Board or which may come before the Board for decision.
12. Not solicit or accept transfers of economic benefit other than incidental gifts, customary hospitality or other benefits of nominal value.
13. Not, in my capacity as an individual director, exercise or seek to exercise authority over the organization except as delegated by specific resolution of the Board or general Board policy.
14. Encourage employees to use formal reporting lines to raise issues for management and Board consideration and will not engage in communication with employees in a manner that undermines or subverts the authority of management or the Board.
15. Seek to protect 'whistleblowers' from retribution for acting in what might reasonably be construed to be 'the best interests of the Corporation'.

I shall immediately resign my position as a director of the Corporation if I, or my colleagues on the Board, have concluded that I have breached this 'Oath of Office' or the Code of Conduct, and that resignation from the Board is the appropriate course of action.

I have read, understand and agree to this Oath of Office.

Signature

Date

APPENDIX C – CODE OF CONDUCT

CODE OF CONDUCT

SENIOR SUPPORT SERVICES-LANARK, LEEDS & GRENVILLE

Board members, staff and volunteers of the organization/corporation always will, conduct themselves in a manner that:

- Supports the objectives of the Corporation
- Serves the overall best interests of the Corporation rather than any particular constituency
- Brings credibility and good will to the Corporation
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the Corporation
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of the Corporation
- Ensures that the financial affairs of the Corporation are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or perceived conflicts of interest
- Conforms with the By-law and policies approved by the Board, particularly this Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the Corporation's business

I have read, understand and agree to conduct myself in accordance with this Code of Conduct.

Signature

Date

APPENDIX D – CONFIDENTIALITY AGREEMENT

CONFIDENTIALITY POLICY

SENIOR SUPPORT SERVICES–LANARK, LEEDS & GRENVILLE

1. Board members, agents, employees and volunteers shall not divulge any confidential information to any person unless expressly authorized by the Corporation or required by law to do so. This obligation continues indefinitely, even when no longer employed by or in the service of the Corporation.
2. Confidential information includes personal information about a Board member, employee, employer, volunteer or client; and, sensitive corporate information, such as Board deliberations, proprietary, technical, business and/or financial information.
3. Board members, employees and volunteers are expected to exercise due diligence in the protection of confidential information. This includes, but is not limited to, such physical measures as the locking of file cabinets, the securing of personal computer databases, password protecting mobile devices and appropriately shredding confidential documents.
4. Paper files and documents shall not be removed from corporate offices unless expressly and properly authorized, recorded and signed out for a specified time and purpose.
5. When remotely accessing corporate systems, a Board member or employee must do so from a secure environment using his or her own computer or one supplied by the Corporation. A Board member or employee must not access corporate information from publicly accessible systems, such as an Internet café or a friend or relative's computer, since confidential material may inadvertently remain on the outside system after such access.
6. Board members and employees may not use confidential corporate information for their own benefit or for the benefit of family or other close personal or professional associates.
7. No Board member, employee, agent or volunteer shall create or participate in the creation of a false or misleading record.

I have read, understand and agree to this policy.

Signature

Date

APPENDIX E – CONFLICT OF INTEREST DISCLOSURE FORM

CONFLICT OF INTEREST DISCLOSURE FORM
SENIOR SUPPORT SERVICES-LANARK, LEEDS & GRENVILLE

Directors Name: _____

I have reviewed my current activities and those of recent years as they may relate to the business of Senior Support Services-Lanark, Leeds & Grenville. I have also considered the activities of my spouse and immediate family members, employer and any related business in which I have an interest, in so far as they could be viewed to affect my objectivity and impartiality with respect to my duties as a Director of this Corporation.

I would like to bring the following to the attention of the Board of directors as personal interests that could be perceived or real conflicts of interest: (use a signed attachment for details if necessary)

I hereby certify that, to the best of my knowledge and judgment, I am not in a position of real, potential or apparent conflict of interest except as disclosed above.

I undertake to inform the Board of Directors of any change in circumstances or any unforeseen issues that arise in the course of the transaction of this Corporation's business that may give rise to unforeseen real, potential or apparent conflict of interest.

I undertake not to disclose or otherwise misuse confidential or privileged information, for purposes of personal gain within the spirit of this commitment, to which I may be privy as a result of my position as a Director of the Senior Support Services – LLG Corporation.

Signature

Date

APPENDIX F – DONOR CONFIDENTIALITY POLICY

Senior Support Services – Lanark, Leeds & Grenville Corporation is a nationally registered charity, incorporated in Ontario that receives donations and expends them for such purposes within the organization’s mandate as may be designated by donors. Senior Support Services – LLG is committed to protecting the privacy of the personal information¹ of its donors. It respects the rights of donors to have their relationship with the Senior Support Services – Lanark, Leeds & Grenville and their contributions to the Society treated with respect and confidentiality. Senior Support Services – Lanark, Leeds & Grenville values the trust of those it deals with, and of the public, and recognizes that maintaining this trust requires it to be transparent and accountable in how it treats the information that donors choose to share with it. Senior Support Services – LLG will not share the name and mailing address of its donors with other charitable organizations. In this regard, Senior Support Services – Lanark, Leeds & Grenville will:

1. Inform donors and prospective donors of this policy and their right to confidentiality.
2. Limit the collection and use of donor history and personal information to only that information necessary for purposes of receipt or recognition of donations and donor information required by Revenue Canada.
3. Collect and use personal information only for purposes that a reasonable person would consider appropriate in light of the circumstances.
4. Guard against making unwarranted or intrusive inquiries into a donor’s or prospective donor’s gift history or personal life.
5. Make every reasonable effort to ensure that all personal information collected is complete and accurate.
6. Ensure that donors have the right to see their own donor record and personal information and verify for accuracy or have the information corrected. Senior Support Services – Lanark, Leeds & Grenville will establish a formal process for verification or correction of information and will inform donors of this process.
7. Provide donors, upon receiving a contribution or pledge, with a formal opportunity to express their request for anonymity.
8. Respect specific requests from donors to maintain their anonymity by ensuring that Senior Support Services – Lanark, Leeds & Grenville does not publish their names, personal information or amounts of their contributions.

¹ “Personal information is any information that can be used to distinguish, identify or contact a specific individual. This information can include an individual's opinions or beliefs, as well as facts about, or related to, the individual. Exceptions: business contact information and certain publicly available information, such as names, addresses and telephone numbers as published in telephone directories, are not considered personal information. Where an individual uses his or her home contact information as business contact information as well, Senior Support Services-Lanark, Leeds & Grenville, will consider that the contact information provided is business contact information, and is not therefore subject to protection as personal information.” Privacy Policy, Canadian Centre for Philanthropy, www.ccp.ca.

SENIOR SUPPORT SERVICES – LANARK, LEEDS & GRENVILLE
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9. Ensure that any donor records that are maintained by Senior Support Services – Lanark, Leeds & Grenville will be kept confidential to the greatest extent possible. A donor’s right to anonymity will be limited only by legal requirements to disclose or as otherwise authorized in writing by the donor.
10. Carefully safeguard the confidentiality of information that donors or prospects would reasonably expect to be private.
11. Ensure that all online transactions and contributions occur through a safe, private, and secure system that protects the donor’s personal information.
12. Develop and enforce terms and conditions under which donor records (including electronic files) may be accessed and by whom.
13. Ensure that access to personal information is based only on the need to deal with the information for the reason(s) for which it was obtained.
14. Require that volunteers and professional staff be discrete in discussing information about donors or prospects and require that such discussions be conducted in a manner that maintains confidentiality.
15. Require employees and volunteers to sign a confidentiality agreement that obligates them to treat any information to which they are privileged during the course of their fundraising efforts as confidential in perpetuity.
16. Ensure that information or research about donors or prospects (including electronic files) is stored securely and properly disposed of, to prevent access by unauthorized persons.
17. Routinely update electronic and other security measures to maximize protection of such information.

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GOVERNANCE POLICIES
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APPENDIX G - STANDARD POLICY FORMAT

Adopted for internal operational policies and procedures as determined by the Executive Director

Senior Support Services-Lanark, Leeds & Grenville STATEMENT OF POLICY			
Manual:		No.	
Section:		Issued:	
Subject:		Effective:	
Issued to:		Reviewed:	
Authorized by:		Dated:	

APPENDIX H – CHART OF COMMITTEES

COMMITTEE	ROLE	COMPOSITION
Executive Committee	<ul style="list-style-type: none"> ▪ Authorized Signing Authorities of the Corporation ▪ Emergency Decisions ▪ Public Relations 	<ul style="list-style-type: none"> ▪ Board Chair ▪ Vice-Chair ▪ Treasurer ▪ Secretary
Governance / Nominating Committee	<ul style="list-style-type: none"> ▪ Monitor Board Performance ▪ Ensure Compliance with: <ul style="list-style-type: none"> ✓ HR regulatory requirements ✓ Board Recruitment & Nomination Processes ✓ Assisting the Board with Governing Responsibilities, i.e. Mission, Vision, Strategic Direction, Risk Management Pertaining to the Committee's Functions. 	<ul style="list-style-type: none"> ▪ Minimum of four (4) Board Directors ▪ Board Chair (Ex-Officio) ▪ Executive Director (Ex-Officio) (Non-Voting)
Finance / Audit / Risk Management Committee	<ul style="list-style-type: none"> ▪ Ensuring the development, implementation and integrity cost control systems with comprehensive approach to efficiency, effectiveness, and risk management. ▪ Review and monitor internal control of financial and risk management systems – ensuring accountability within the Corporation. ▪ Ensuring accountability within the Corporation, i.e. development of appropriate standards, authorities, practices, and audit of management compliance. ▪ Recommendations to the Board on financial and risk management matters. 	<ul style="list-style-type: none"> ▪ Treasurer as Committee Chair (Ex-Officio) ▪ Four (4) Board Directors <p>Ex-Officios:</p> <ul style="list-style-type: none"> ▪ Board Chair (Voting) ▪ Executive Director (Non-Voting) ▪ Finance Manager (Non-Voting)

SENIOR SUPPORT SERVICES – LANARK, LEEDS & GRENVILLE
GOVERNANCE POLICIES
AMENDED & APPROVED FEBRUARY 2026

POLICY: Governance Policy for the Corporation of Senior Support Services – Lanark, Leeds & Grenville

DATE: Approved by the Board of Directors on **February 4, 2026**

STATEMENT OF APPROVAL:

“The undersigned certify that the above-named **Governance Policy** has been duly approved and is hereby acknowledged and recognized as the governing policy of **Senior Support Services – Lanark, Leeds & Grenville**”


Name: Mitch Bloom

Name: Sue Ash-Lindsay

Title: Board Chair

Title: Vice-Chair

Signature:



Signature:

