



Circle of Care
**Governance
Material**

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By-Laws

GENERAL BY-LAW 2009

A by-law relating generally to the conduct of the affairs of Circle of Home Care Services (Toronto) (the “Corporation”).

BE IT ENACTED as a by-law of the Corporation as follows:

DEFINITIONS

1. *Act* means the Corporations Act and any statute that may be substituted for it, as amended from time to time.
2. *Board* means the board of directors of the Corporation.
3. *By-law* means this by-law and By-Laws mean this by-law and all other by-laws of the Corporation from time to time in effect hereafter.
4. *Corporation* means Circle of Home Care Services (Toronto).
5. *Letters Patent* means the Letters Patent incorporating the Corporation together with any Supplementary Letters Patent of the Corporation.
6. *Meeting of Members* means an annual, general or special general meeting of Members.
7. *Person* or *persons* shall include individuals eighteen (18) years of age or over who are legally able to make decisions, firms, associations and corporations. Save as aforesaid, terms defined in the Act have the same meaning when used in this By-law.

INTERPRETATION

8. a. In this By-law and in all other By-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number, the feminine gender and persons, as the case may be, and vice versa.
b. Headings used in this By-Law are for convenience of reference only and shall not affect the construction or interpretation thereof.
c. If any provisions contained in this By-Law are inconsistent with those contained in the Letters Patent the provisions contained in the Letters Patent, as the case may be, shall prevail.

CORPORATE SEAL

9. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

HEAD OFFICE

10. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, or at such address as the Board may, by resolution, determine.

CONDITIONS OF MEMBERSHIP

11. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.

12. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

13. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the corporation.

14. All Members who are in good standing may vote at all Meetings of Members.

15. The membership of any Member may be terminated for cause by the Board of Directors at an annual or special Meeting of the Board of Directors called, amongst other things, for that purpose.

MEETINGS OF MEMBERS

16. All Meetings of Members, whether annual, general or special general, are to be held at the head office or at any place in Canada as the Board may determine on such a day and at such a time as the Board shall appoint; but annual meetings must be held at least once every calendar year, and no later than fifteen (15) months after the previous annual meeting. This requirement does not preclude the holding of any special Meeting of Members as provided for below. Any and all such Meetings may only be called if and when a reasonable provision for access has been made.

17. The Board shall have the power to call, at any time, a general or special general Meeting of Members of the Corporation.

18. The Board shall call a special general Meeting of Members on written requisition of Members carrying the requisite number of signatures under the Act.

19. At least ten (10) days notice of any Meeting of Members must be given in writing, by electronic and/or postal means, such notice to include any proposed resolutions and sufficient information about the matters to be discussed to allow each Member to form a reasoned judgment about such matters.

20. All Notices of Meetings of Members shall include a reminder of the right to vote by proxy and provide information and appropriate forms to enable proxy authorization.

21. Each Member present, or represented by proxy, at a Meeting of Members shall have the right to exercise one (1) vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific Meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other

form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

22. Ten (10%) percent of Members or Ten (10) Members, whichever is greater, present in person and by proxy shall constitute a quorum at a Meeting of Members.

23. A majority of the votes cast shall determine the questions in any Meeting of Members, except where the vote or consent of a greater number of Members is required by the Act or By-law. All votes may be given by a show of hands of the Members present, including votes by proxy, unless otherwise provided by law or unless a Member requests a ballot, in which case a ballot will be conducted.

24. At every annual meeting of Members, in addition to any other business, the election of members to the Board shall take place, the audited financial statements shall be presented and the auditors shall be appointed for the ensuing year.

25. No error or omission in giving notice of any annual or general or special general Meeting, or any adjourned Meeting which has been rescheduled because of unfinished business, whether annual, general or special general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, director or officer for any meeting of Members or otherwise, the postal or electronic address of the Member, director or officer shall be his last address recorded on the books of the Corporation.

DUTIES OF OFFICERS

26. The officers of the Corporation shall include the:

- a. President and Chief Executive Officer (herein the “President/CEO”);
- b. Chairperson;
- c. Treasurer;
- d. Secretary; AND
- e. Such other officers as determined from time to time by the Board and such Vice-Presidents as determined by the President/CEO. Any officer may hold two or more officer positions, save and except the President/CEO and the Chairperson.

27. Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following an annual Meeting of Members, save and except for the President/CEO and all Vice-Presidents. The appointments shall be made in accordance with the procedures set out by the Board in its policies.

28. The officers of the Corporation, save and except the President/CEO and chairperson and all Vice-Presidents, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed. Officers (save and except President/CEO and

Vice-Presidents) shall be subject to removal by resolution of the Board at any time.29. The President/CEO shall be an employee of the Corporation and shall:

- a. report and be accountable to the Board for all aspects of management and administration of the Corporation, including staffing;
- b. report to the Board and respond to all questions and requests for information from the Board; and
- c. serve as a member (with vote) of the Board and the Strategic Planning and Programme Development Committee and as a member (with vote) of all other Board committees.

30. The Chairperson shall:

- a. preside at all meetings of the Corporation and, in co-operation with the President/CEO, prepare agendas and confirm materials for all Board, Executive Committee and Members' meetings;
- b. ensure parliamentary procedure is followed during all meetings of the Corporation;
- c. act as official representative of the Board and as senior volunteer spokesperson of the Corporation;
- d. serve as a member (with vote), of all committees of the Board;
- e. shall act as a liaison with all committee chairs;
- f. be a signing officer of the Corporation;
- g. ensure that all officers understand and carry out their duties;
- h. shall have one vote at all Board and committee meetings; and
- i. the Chairperson shall be elected for a term of two (2) years, reelectable every two (2) years by the Board for additional terms of two (2) years.

31. A designate of the President/CEO shall perform the duties of the Chairperson in the absence or unavailability of the Chairperson and shall:

- a. act as a senior volunteer spokesperson of the Corporation;
- b. ensure parliamentary procedure is followed during all meetings of the Corporation;
- c. perform such other duties as are requested by the Chair and/or the Board.

32. The Vice-Presidents shall be employees of the Corporation and shall:

- a. shall not be members of the Board of Directors;
- b. be hired by the President / CEO for services to be rendered on the terms and conditions set by the President.CEO;
- c. report and be directly accountable to the President/ CEO on all activities;
- d. be responsible for the day to day management and organizational coordination and integration of all client services for the Corporation; and
- e. shall be responsible for business development and community and public relations for client services for the Corporation.

33. The Treasurer shall:

- a. ensure the proper handling of all financial dealings of the Corporation, including: proper custody of all funds, securities and deposits; and accurate, accessible and timely accounting of assets, liabilities, receipts and disbursements;

- b. ensure proper reporting to the Board and Members, monitoring of contracts and reporting to funders and donors;
- c. act as formal Board contact with auditors, ensuring proper reporting of their findings to the Board; and
- d. ensure the proper carrying out of all policies regarding the financial activities of the Corporation.

34. The Secretary shall:

- a. storing of minutes and other relevant documents and materials of all ensure and oversee the proper notice, recording, reporting and meetings of the Members, the Board, committees and task forces; and
- b. undertake the role of secretary at Meetings of the Board and Meetings of the Members, or delegate the role to senior staff.

BOARD OF DIRECTORS

35. a. The affairs of the Corporation shall be governed by a Board comprised of Twelve (12) Directors, including the President/CEO.

b. **HONORARY DIRECTORS** – The Board may elect additional honorary members of the Board from time to time who shall act ex officio at the Board's meetings (for a term in the discretion of the Board) and as such, said honorary directors shall not vote at such Board meetings. It is the intention of the Board to honour those members who have provided exemplary services to the Corporation and whose ongoing contribution to the Corporation would be welcomed by inviting participation at the meetings of the Board.

36. Directors must be individual Members of the Corporation, at least eighteen (18) years of age, with power under law to contract.

37. The Directors of the Corporation shall be elected and shall retire in rotation. At the next meeting of Members for the election of Directors:

- a. A select number to be determined from time to time of the eligible Board will be elected for term of One (1) year and thereafter be reelected for terms of Two (2) years; and
- b. A select number to be determined from time to time of the eligible Board will be elected for a term of Two (2) years and thereafter be re-elected for terms of Two (2) years.

38. The Board may appoint a director to fill a vacancy up to the number of directors elected at the most recent annual Meeting of Members between annual general meetings. Directors appointed by this procedure shall hold office only until the next annual meeting at which point they may be elected, subject to the normal process of nomination and election by the Members, for the balance of the term of the director being replaced. Provided that, if the number of directors who were duly elected at an Annual Meeting of Members is at any time less than Twelve (12), the Board shall call a special general Meeting of Members to elect a full slate of nominees, all in accordance with the nominations and election process described below.

39. The office of director shall be automatically and immediately vacated if/when a director has:

- a. been removed pursuant to the passing of a special resolution,

requiring two-thirds (2/3) of the votes cast in favour of removal, at a special general Meeting of Members called, inter alia, to consider that matter;

- b. submitted a resignation in writing;
- c. been found by a court to be of unsound mind;
- d. died;
- e. become bankrupt; or
- f. been found guilty of a criminal offence.

40. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and/or his term of office expires.

41. A director may be removed by a majority vote of directors if:

- a. Over a period of twelve (12) calendar months, a director misses three (3) meetings of directors in succession or misses over fifty (50%) percent of all regularly scheduled Board meetings and committee meetings in any one year period without due cause;
- b. If a director fails to fulfill his duties and responsibilities as defined in the By-laws and the Board Policies;
- c. If a director no longer meets the relevant legislative and regulatory standards for acting as a member of the Board of a charitable organization in Canada; provided that due notice of the intention to remove a director, together with an opportunity to respond, has been given to any such director prior to being removed.

42. The directors of the Corporation shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties and reasonable fees and disbursements on account of any professional services rendered by such director or professional firm in which that director may participate or have an interest, directly or indirectly, provided that every director who has directly or indirectly any interest in any contract or transaction to which the Corporation is or is to be a party shall declare his interest in such contract or transaction at a meeting of the Board and shall disclose the nature and extent of such interest and shall not vote in respect of such contract or transaction or be counted in the quorum.

RESPONSIBILITIES AND POWERS OF DIRECTORS

43. The directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

44. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital

and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

45. The directors shall be charged with the responsibility to plan for and provide for future capital and programme needs and if required, to hold income or capital in reserve for such purposes with the necessary authority to make appropriations from specifically designated funds for such purposes from time to time and to have express powers to authorize the release and expenditure of such funds for such purposes.

46. The Board is hereby authorized, from time to time

- a. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation;
- e. to move monies out of the Corporation's surplus to use for a specific purpose or restituted purposes.

47. The Board is responsible for overseeing the financial viability of the Corporation by:

- a. authorizing the acquisition of funds;
- b. borrowing if and when needed;
- c. ensuring sufficient reserves to meet all legal obligations;
- d. approving and monitoring capital and operational budgets; and
- e. providing for future anticipated programme needs.

48. The Board by the authority and mandate of its Finance and Audit Committee shall oversee the President/CEO and, in that regard and manner, shall appoint, terminate, set the compensation for, establish and monitor objectives and assess the performance of the President/CEO.

49. The Board shall schedule and set the agenda and location for any general or special general meeting of Members, ensure proper notification to Members, and ensure there is appropriate recording capability and all other support functions (including a reasonable provision for access) for such meetings in place, all in accordance with legal requirements and these By-laws.

BOARD MEETINGS

50. Meetings of the Board may be held at any time and place to be determined by the Chairperson, the Secretary or the Board of the Corporation, provided that ten (10) days' written notice of such meeting shall be given to each director. Notice required to be sent to a director may be sent by prepaid mail, or may be delivered personally, or may be

sent by facsimile or electronic transmission to the director at his latest postal address, facsimile or email address shown in the records of the Corporation. A notice sent in accordance with this provision is deemed to be received by the director at the time it is personally delivered, when it is transmitted by facsimile or electronic transmission or, in the case of a mailing, on the tenth (10th) day following the date of the mailing unless, in the case of a mailing, there are reasonable grounds for believing that the director did not receive the notice by mail by that time or at all. Any and all such meetings of the Board may only be called if and when a reasonable provision for access has been made.

51. Such others as the Board may from time to time determine by majority vote, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and to attend and speak at, meetings of the Board, but shall not be entitled to vote thereat.

52. There shall be at least three (3) meetings of the Board each year.

53. No error or omission in giving notice of any meeting of the Board or any rescheduled or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

54. Each director, excluding any honorary member of the Board, may exercise one (1) vote on each motion or resolution put to a vote at a meeting of the Board. The Chair shall not have a second or casting vote so that, if the votes for and against a motion are evenly divided, the motion is not passed.

55. A majority of directors in office shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions given to the Board by or under the By-laws.

INDEMNIFICATION OF DIRECTORS

56. Each director of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

COMMITTEES OF THE BOARD

57. The Board shall have Three (3) Standing Committees: Strategic Planning and Programme Development; Finance and Audit; and Nomination.

58. The Board may from time to time appoint other standing and ad hoc committees and establish their terms of reference, including their time frames.

59. All such committees standing and ad hoc, are accountable to the Board and shall report regularly to the Board, and each and every Committee shall make recommendations on matters within their mandate to the Board for approval.

60. All such committees, save and except for the Finance and Audit Committee, standing and ad hoc, may be comprised of both members and non-members of the Board, with the proviso that:

- a. all committee members must be Members of the Corporation;
- b. at least two (2) appointees must be members of the Board, one of whom will act as chair of the committee;
- c. staff (excluding the President/CEO) as needed will act as a resource to, with non-voting status on, each committee.

61. Committee quorum shall be a majority of the voting members holding current positions on such committee.

STRATEGIC PLANNING AND PROGRAMME DEVELOPMENT COMMITTEE

62. The Strategic Planning and Programme Development Committee shall be comprised of the Chairperson, President/CEO and other members of the Board deemed appropriate from time to time by the Chairperson.

63. The Strategic Planning and Programme Development Committee shall be responsible for the development of strategic relationships with similar external organizations and agencies.

64. The Strategic Planning and Programme Development Committee shall be responsible for programme introduction and programme development.

65. The Strategic Planning and Programme Development Committee shall be responsible for other mandates as determined and delegated by the Board from time to time.

FINANCE AND AUDIT COMMITTEE

66. The Finance and Audit Committee shall oversee the development and monitoring of the annual budget.

67. The Finance and Audit Committee shall manage the investment of the Corporation's funds.

68. The Finance and Audit Committee shall review the annual audited statements with the auditor and make recommendations for approval of audited statements to the annual meeting.

69. The Finance and Audit Committee shall recommend the appointment of the Corporation's auditor.

70. The Finance and Audit Committee shall monitor the performance of the President/CEO, plan for President/CEO succession and implement compensation and benefits for the President/CEO.

71. The Finance and Audit Committee shall make recommendations to the Board to provide for funding for future capital and programme needs and to provide for the reservation and utilization of income and capital in reserve for such purposes.

72. The Finance and Audit Committee shall be responsible for regular reviews of, and for providing advice and recommendations to, the Board on by-law and policy issues, and alterations and amendments thereto.

73. The Finance and Audit Committee shall advise the Board on governance issues, including legislative and regulatory requirements and best practices in the not-for-profit, community services sector, and general planning.

74. The Finance and Audit Committee shall make recommendations to the Board for succession planning, orientation and training of Board members.

75. All members of the Finance and Audit Committee must be members of the Board, and shall be comprised of the President/CEO, Chairperson, Treasurer, Secretary and other members of the Board as determined by the Board from time to time.

76. The Finance and Audit Committee shall be responsible for other mandates as determined and delegated by the Board from time to time.

NOMINATION COMMITTEE

77. The Nomination Committee shall be responsible for the nomination of Officers and Directors as necessary.

EXECUTION OF DOCUMENTS

78. All contracts, agreements, instruments required by law or by the agreement itself, shall be signed by any two (2) of the designated Board members, designated Vice-President of Finance and the President/CEO of the Board or as otherwise agreed by the Audit and Finance Committee. All banking documents, cheques, negotiable instruments

shall be signed by any two (2) of the designated Board members, designated Vice-President of Finance and the President/CEO of the Board or as otherwise agreed by the Audit and Finance Committee.

MINUTES OF THE BOARD

79. All minutes of the meetings of the Board shall be available in an accessible format to all Members of the Corporation upon their request, except for:

- a. any minutes of meetings or portions of meetings which are held *in camera*; and
- b. any items which are specifically designated as available only to members of the Board.

80. All minutes of the Board shall be sent in a timely fashion to all Board members and to other Members and staff as appropriate; email will be used where available and acceptable. The Board will decide on an annual basis how it will distribute the minutes of its meetings to ensure accessibility to all members of the Board.

81. As required by law, and according to customary actions of the Corporation, the officially approved and signed minutes shall be kept at the Corporation's head office in an effective and efficient manner.

FINANCIAL YEAR OF THE CORPORATION

82. The fiscal year of the Corporation shall be as determined from time to time by the Board, currently being March 31.

GENERAL – MEETINGS

83. Any meeting of Members, the Board or a committee may be temporarily adjourned at any time and from time to time. Such business may be transacted at a rescheduled meeting as might have been transacted at the original meeting without requiring a new formal notice of the rescheduled meeting.

84. A director or committee member who is unable to attend in person at a meeting of the Board or a committee may participate in the meeting by any means that allows such a person to communicate effectively at all times with every other member participating in the meeting; and any individual participating by such means is considered to be present at the meeting for all purposes, to the extent permitted by law, including quorum requirements and voting rights.

AUDITORS

85. The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

BOOKS AND RECORDS

86. The Board shall ensure that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

87. The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the oversight and governance of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of Members when they shall be confirmed and, failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.

EFFECTIVE DATE

88. The effective date of this By-Law shall be in respect of the first meetings of the Board to enact same, effective thereafter until confirmed, rejected or amended by the Members at the next annual meeting of the Members.

AMENDMENTS OF THESE BY-LAWS

89. By-laws not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law may be passed by a majority of the directors at a Board meeting and sanctioned by an affirmative vote of at least two thirds (2/3) of the Members at a meeting duly called for the purpose of considering the by-law, providing that any new by-law relating to the requirements of the Act shall not be enforced or acted upon until the approval of the Minister has been obtained.

REPEAL

90. All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent or Supplementary Letters Patent or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this By-law, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED on this day of , 2009

Chairman
Secretary

Subject: BUDGET & FINANCE COMMITTEE – TERMS OF REFERENCE		
Policy #: BD8	Date Issued: May 6-14	Companion Policies:
Review: Every 3 years	Revised:	

PURPOSE OF THE POSITION & TERM:

The Budget and Finance Committee oversees all financial matters of the agency including the Canada audit process.

COMPOSITION & RESPONSIBILITIES:

1. COMPOSITION

In accordance with the agency's by-laws, committee members must:

- a. Be members of the Board of Directors, and
- b. Include the:
 - i. President/CEO
 - ii. Chair
 - iii. Treasurer
 - iv. Secretary, and
 - v. Others, as determined from time to time by the Board

2. RESPONSIBILITIES

Committee meetings will be presided over by the Treasurer & be held as necessary, but no less than 4 times each year the Budget and Finance Committee will:

- a. Oversee all financial matters of the agency, including:
 - i. The development & monitoring of the annual budget & interim financial data
 - ii. Making recommendations for funding capital projects & program needs, as well as the provision of reserves for such purposes
 - iii. Establishing an Investment Policy & ensuring agency funds are invested in accordance with such policy
- b. Oversee the annual audit process, including:
 - i. Meeting with auditors to discuss issues arising in the draft financial statements
 - ii. Recommending to the Board approval of the annual financial statements & the appointment of agency auditors

Subject: BOARD OF DIRECTORS – BOARD MEMBER PROFILE		
Policy #: BD2	Date Issued: May 6-14	Companion Policies:
Review: Every 3 years	Revised:	

PURPOSE OF THE POSITION & TERM:

The Board of Directors is the legal authority for Circle of Care. As a member of the Board of Directors, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

Directors are elected by the membership at the Annual General Meeting. They serve for a one or two-year term and may be re-appointed to continuous succeeding terms.

COMMITMENTS & UNDERTAKINGS AS BOARD MEMBER TO:

- a) Have a fiduciary duty and duty of care to the agency
- b) Comply with the agency's Ethical Framework and embrace the Code of Ethical Conduct
- c) Declare a conflict of interest with respect to any discussion or decision-making of an agency matter involving a personal or business interest, and refrain from participating
- d) Keep strictly confidential, any information received as a result of participation on the Board
- e) Keep informed, prepare for, attend and participate in Board and Committee meetings
- f) Participate in periodic self-evaluations, and evaluations of the Board
- g) Communicate and interact with other agency members, including senior management, staff and the community in a manner that respects the interests of the agency, as well as the individual and opinions of others
- h) Assist in developing and maintaining positive community relations, including being in good standing with United Way and UJA

DIRECTORS ARE RESPONSIBLE FOR:

- a) Administering the affairs of the agency in all things and in all manners
- b) Leading the development of the agency's Strategic Plan by means of:
 - i) Considering, approving and updating the Strategic Plan, its mission, vision and values
 - ii) Approving operational policies and procedures, Ethical Framework and Code of Ethical Conduct
 - iii) Establishing reporting systems to measure degree of achievement of its goals
- c) Overseeing the financial viability of the agency by means of:
 - i) Authorizing expenditures, acquisition and borrowing of funds if and as needed
 - ii) Ensuring sufficient reserves to meet all legal obligations and anticipated program needs
 - iii) Approving and monitoring capital and operational budgets
- d) Through the Executive Committee, overseeing the President/CEO in respect of:
 - i) Recruitment and selection
 - ii) Establishment of appropriate compensation
 - iii) Monitoring and assessment of performance
 - iv) Terms of termination

Establishing procedures to ensure all stakeholders are informed of the agency's activities and ensuring that the Board is made aware of changes in legislation under which it is governed.

Subject: OFFICERS – PRESIDENT & CHIEF EXECUTIVE OFFICER (CEO) PROFILE			
Policy #: BD3	Date Issued: May 6-14	Companion Policies: CP1/BD3: Evaluation- CEO CP2/BD3: Evaluation Form - CEO CP3/BD3: Compensation Policy - CEO	
Review: Every 3 years	Revised:		

PURPOSE OF THE POSITION & TERM:

As **CEO** – responsible for all aspects of the management, administration and effective governance of the agency. The CEO reports and is accountable to the Board of Directors, which is the legal authority for Circle of Care. The CEO is a voting member of the Board and all committees. The CEO is employed by and serves at the pleasure of the Board, subject to the terms of an agreed-upon employment contract.

As **Officer** – a member of the Executive Committee and chairs its meetings.

RESPONSIBILITIES:

AS A BOARD MEMBER

a) **ACCEPTS:**

- i) Commitments and Undertakings as set out in the Position Profile for a Board member.
- ii) Responsibilities as set out in the Position Profile for a Board member.

AS CEO

b) **RESPONSIBLE FOR:**

- i) Serving as a signing Officer of the agency and administering the day to day affairs of the agency in all things and in all manners
- ii) Providing leadership along with the Board Chair in advancing the agency's Strategic Plan by proposing strategic directions, mission, vision values, developing policies, procedures and ethical framework codes
- iii) Responding to directions from the Board for appropriate reporting systems back to the Board which measure degree of achievement of its Strategic Plan
- iv) Managing the financial viability of the agency by
 - (1) Providing supervision and guidance to the Director of Finance and Administration
 - (2) Ensuring expenditures are within budgeted amounts authorized by the Board
 - (3) Prudently managing the investing and borrowing of funds when and as needed
 - (4) Ensuring budgets provide sufficient reserves to meet all legal obligations
- v) Establishing procedures to ensure that stakeholders are kept informed of the agency's activities and that the Board stays aware of changes in applicable legislation under which it is governed.

EVALUATION of the CEO:

- a. Although the CEO has no peers or a direct supervisor, it is important for him or her to obtain honest feedback to use as a basis for improving performance
- b. An assessment process provides one of the few opportunities for the executive to:
 - i. Obtain insight into his or her strengths, limitations, and overall performance
 - ii. Review the past year and assess degree of achievement of goals
 - iii. Clarify Board expectations and to ensure that the Board's and CEO's priorities are aligned for the coming year
- c. Annually, this assessment process will be carried out by the Executive Committee on behalf of the Board, using guidelines set out in Companion Policies CP1 - BD3: Evaluation CEO and CP2 – BD3 Evaluation Form – CEO
- d. Every three years, the assessment process will include a salary review using guidelines as set out in Companion Policy BD3-CP3: Compensation Policy – President and CEO

Subject: OFFICERS – BOARD CHAIR PROFILE		
Policy #: BD4	Date Issued: May 6-14	Companion Policies: CP4/BD4: Evaluation- Board Chair
Review: Every 3 years	Revised:	

PURPOSE OF THE POSITION & TERM:

The Board of Directors is the legal authority for Circle of Care.

As **Director** – acts in a position of trust for the community and is responsible for the effective governance of the organization.

As **Chair** – presides at all meetings of the Board and Executive Committee. The Chair is appointed by resolution of the Board to serve for a two-year term and may be re-appointed to continuous succeeding terms

As **Officer** – a member and Chair of the Executive Committee

RESPONSIBILITIES:

AS A BOARD MEMBER

a) **ACCEPTS**

- i) Commitments and Undertakings as set out in the Position Profile for a Board member
- ii) Responsibilities as set out in the Position Profile for a Board member

AS BOARD CHAIR

b) **RESPONSIBLE FOR**

- i) Serving as a signing Officer for the agency
- ii) Presiding at all Board and Executive meetings of the agency, establishing agendas, encouraging consensus and setting an example for other Board members of active involvement
- iii) Providing leadership and direction for the agency, working effectively with the CEO and other senior staff
- iv) Representing the Board and agency as senior lay spokesperson
- v) Serving as a member of all committees of the agency and having a vote at all meetings, but not a second or casting vote

EVALUATION of the BOARD CHAIR:

- a) It is useful for the Board Chair to periodically receive frank feedback from those with whom he or she works most closely.
- b) The assessment process provides one of the few opportunities for the Board Chair to:
 - i. Obtain insight as to how effective he or she is perceived to have been in providing direction and guidance to both the Board and the CEO
 - ii. Consider any areas for enhancing his or her leadership skills
 - iii. Review the past year and assess degree of achievement of goals
 - iv. Consider the CEO's perspective and to ensure that the priorities of the Board Chair and the CEO are aligned for the coming year.
- c) Annually, this assessment process will be carried out by the Executive Committee on behalf of the Board, using CP4 – BD4 Evaluation Form – Board Chair.

Subject: OFFICERS – TREASURER PROFILE		
Policy #: BD5	Date Issued: May 6-14	Companion Policies:
Review: Every 3 years	Revised:	

PURPOSE OF THE POSITION & TERM:

The Board is the legal authority for Circle of Care.

As **Director** – acts in a position of trust for the community and is responsible for the effective governance of the organization. Directors are elected by the membership at an annual meeting for a one or two year term.

As **Treasurer** – has responsibility for the proper handling and reporting of all financial dealings of the agency. The Treasurer is appointed by the Board to serve a one year term and may be re-appointed to continuous succeeding terms.

As **Officer** – a member of the Executive Committee

RESPONSIBILITIES:

AS A BOARD MEMBER

a) **ACCEPTS:**

- i) Commitments and Undertakings as set out in the Position Profile for a Board member
- ii) Responsibilities as set out in the Position Profile for a Board member.

AS TREASURER

b) **RESPONSIBLE FOR:**

- i) Serving as a signing officer and member of the Executive Committee
- ii) Presiding at all Budget and Finance meetings, establishing the agendas and overseeing:
 - (a) Development and monitoring of the annual budget and expenditures
 - (b) Proper custody and investment of surplus funds
 - (c) Proper carrying out of all policies regarding the financial activities of the agency
- iii) Reviewing and presenting interim and year-end financial statements to the Board
- iv) Serving as Board contact with auditors, recommending their appointment and reporting their findings to the Board.

Subject: OFFICERS – SECRETARY PROFILE		
Policy #: BD6	Date Issued: May 6-14	Companion Policies:
Review: Every 3 years	Revised:	

PURPOSE OF THE POSITION & TERM:

The Board is the legal authority for Circle of Care.

As **Director** – acts in a position of trust for the community and is responsible for the effective governance of the organization. Directors are elected by the membership at an annual meeting for a one or two year term.

As **Secretary** – has responsibility as official custodian to ensure the proper storage, handling, safety and accuracy of all Board records. The Secretary is appointed by the Board to serve a one year term and may be re-appointed to continuous succeeding terms

As **Officer** – is a member of the Executive Committee

RESPONSIBILITIES:

AS A BOARD MEMBER

- a) **ACCEPTS:**
 - i) Commitments and Undertakings as set out in the Position Profile for a Board member
 - ii) Responsibilities as set out in the Position Profile for a Board member

AS SECRETARY

- b) **RESPONSIBLE FOR:**
 - i) Serving as a member of the Executive Committee
 - ii) Serving as a signing officer of the agency, as required
 - iii) Organizing, storing and ensuring the accuracy of all Board records
 - iv) Overseeing and ensuring the accurate recording of minutes of meetings

Subject: EVALUATION – BOARD of DIRECTORS - MEMBER		
Policy #: BD9	Date Issued: May 6-14	Companion Policies: CP5/BD9: Evaluation – Board of Directors - Member
Review: Every 3 years	Revised:	

PURPOSE:

As the legal authority for Circle of Care, the Board of Directors as a whole, and each Director individually, acts in a position of trust for the community and is responsible for the effective governance of the organization.

Accordingly, it is essential that each Director demonstrate his or her commitment to the organization by being fully informed with respect to all matters coming before the Board and actively participating in its deliberations.

The evaluation process provides the opportunity for each Board member to receive honest feedback regarding performance and participation, and serves as a basis for maximizing the effectiveness of the Board which is so critical to the organization's success.

PROCEDURE:

1. The assessment process will be initiated by the Executive Committee
2. In general, the agency will survey those who come in contact with Board members, and will include:
 - a. Members of the Executive, and
 - b. Members of Senior management who work closely with Board members
3. The process will use:
 - a. The Board Evaluation Form (CP5/BD9) to carry out written surveys, and
 - b. Face-to-Face discussions, if desired
4. The survey and discussions will cover performance in specific areas and as well as such matters as:
 - a. Fulfillment of Commitments and Undertakings as set out in the Board Member Profile
 - b. Participation in advancing the agency's Strategic Plan
 - c. Effectiveness in executing committee and other specific assignments
 - d. Relationship with fellow Board members
5. Board members will participate in the process by completing the same written survey used by others and having discussions with the Executive Committee
6. The written surveys will be compiled and discussed with individual Board members in a way that promotes candor, preserves anonymity and are used to direct the primary focus of the conversation on the future
7. The above process will be carried out annually, ideally, in May, once the annual financial statements for the year ended March 31 are available

Subject: EVALUATION FORM – BAORD MEMBERS**Name of Board Member:**

Policy #: CP5/BD9	Date Issued: May 9-14	Companion Policies: BD9: Evaluation – Board of Directors - Member
Review: Every 3 years	Revised:	

INSTRUCTIONS:

Each section includes several statements relating to particular performance objectives in that area.

For each of the statements, please respond as follows:

- 1 = Exceeds major requirements of this area of responsibility
- 2 = Achieves major requirements of this area of responsibility
- 3 = Needs to improve in this area of responsibility
- 4 = Fails to meet major requirements of this area of responsibility

Section 3 contains an area for detailed comments and/or recommendations.

SECTION 1: COMMITMENTS AND UNDERTAKINGS:

1.1 The Board Member fully embraces the agency's charitable principles, Ethical Framework and Code of Ethical Conduct.

1 2 3 4

1.2 The Board Member is active in helping to develop and advance the agency's Strategic Plan, including the agency's vision, mission and values.

1 2 3 4

1.3 The Board Member respects the need for Confidentiality and reporting Conflicts of Interest in connection with agency matters.

1 2 3 4

SECTION 2: BOARD AND COMMITTEE INVOLVEMENT:

2.1 Attendance by the Board Member at meetings has been satisfactory.

1 2 3 4

2.2 The Board Member is fully informed about activities of Circle of Care.

1 2 3 4

2.3 The Board Member comes to Board and Committee meetings prepared and participates fully in its deliberations.

1 2 3 4

2.4 The Board Member has been effective in executing Committee and other specific assignments, as applicable.

1 2 3 4

2.5 The Board Member has developed a cordial relationship with fellow Board Members and demonstrated a respect for the views of others.

1 2 3 4

SECTION 3: COMMENTS AND/OR RECOMMENDATIONS:

COMPLETED BY: _____ DATE: _____

CIRCLE OF CARE COMMUNICATIONS PLAN 2014/15

2014 / 15							
OBJECTIVES	DELIVERABLES / ACTIVITIES						
STRATEGIC AIM # 1 – ORGANIZATIONAL READINESS PERSPECTIVE							
<p>To build a high performance, accountable organization, with the right people in the right jobs, doing the right things.</p> <p>To help build an “Organization of Choice” for employees & volunteers.</p> <p>We enable the strategy & expand our capabilities through technology.</p> <p>To continuously improve our organization.</p>							
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;">Recognize and support staff and volunteers</td><td style="width: 50%; padding: 5px;"> <ul style="list-style-type: none"> Hold staff and volunteer recognition/appreciation events. </td></tr> <tr> <td style="padding: 5px;">Communicate updated 2014/15 Strategic Plan</td><td style="padding: 5px;"> <ul style="list-style-type: none"> Engage with internal and external stakeholders on update of agency Strategic Plan Disseminate the updated Strategic Plan to internal and external stakeholders. </td></tr> <tr> <td style="padding: 5px;">Communicate to internal and external stakeholders related to the June 2014 Accreditation Visit</td><td style="padding: 5px;"> <ul style="list-style-type: none"> Engage staff and partners in preparing for the accreditation visit Support communications related to the accreditation visit. </td></tr> </table>		Recognize and support staff and volunteers	<ul style="list-style-type: none"> Hold staff and volunteer recognition/appreciation events. 	Communicate updated 2014/15 Strategic Plan	<ul style="list-style-type: none"> Engage with internal and external stakeholders on update of agency Strategic Plan Disseminate the updated Strategic Plan to internal and external stakeholders. 	Communicate to internal and external stakeholders related to the June 2014 Accreditation Visit	<ul style="list-style-type: none"> Engage staff and partners in preparing for the accreditation visit Support communications related to the accreditation visit.
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Communicate to internal and external stakeholders related to the June 2014 Accreditation Visit	<ul style="list-style-type: none"> Engage staff and partners in preparing for the accreditation visit Support communications related to the accreditation visit. 						
STRATEGIC AIM 2 – INTERNAL PROCESSES PERSPECTIVE							
<p>We operate with excellence and efficiency</p> <p>We develop & execute innovative service & product solutions.</p> <p>We collaborate and partner with other providers & funders.</p> <p>We develop organizational capacity & community relations.</p>							
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;">Promote awareness of Circle of Care brand and service offerings</td><td style="width: 50%; padding: 5px;"> <ul style="list-style-type: none"> Develop general marketing plan to implement in 2014/15. Plan to include: objectives; proposed marketing strategy (identifying segments; product differentiation; new markets; marketing communications strategy) Promote and maintain integrity of the Circle of Care brand Coordinate agency exhibition/attendance/presentations at Trade shows </td></tr> </table>		Promote awareness of Circle of Care brand and service offerings	<ul style="list-style-type: none"> Develop general marketing plan to implement in 2014/15. Plan to include: objectives; proposed marketing strategy (identifying segments; product differentiation; new markets; marketing communications strategy) Promote and maintain integrity of the Circle of Care brand Coordinate agency exhibition/attendance/presentations at Trade shows 				
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CIRCLE OF CARE COMMUNICATIONS PLAN 2014/15

	<ul style="list-style-type: none"> • Produce a quarterly agency newsletter for internal, external staff and stakeholders/funders • Produce Day Centre newsletter • Coordinate development of internal communique's • Produce annual report • Regularly update agency website and intranet • Maintain social media updates
Increase awareness of service offerings in York Region	<ul style="list-style-type: none"> • Promote agency York region services through print advertising, events and social media.
STRATEGIC AIM # 3 – CLIENT / CUSTOMER PERSPECTIVE	
<p>We deliver integrated, accessible client-focused services.</p> <p>We are leaders in providing value and optimizing client outcomes.</p> <p>We develop & sustain knowledge-based win-win relationships.</p>	
Communicate proposed voluntary integration between Mount Sinai and Circle of Care.	<ul style="list-style-type: none"> • Extensive Internal and external stakeholder engagement to provide regular updates, and obtain input to help shape the integration. Tactics include: • Meetings • Emails • Surveys • Intranet and web postings • Focus groups.
STRATEGIC AIM # 4 – FINANCIAL PERSPECTIVE	
<p>We optimize resource allocation and efficiency</p> <p>We diversify and grow our revenue and financial resources</p> <p>We are fiscally responsible and maintain healthy reserves</p>	
Assist Circle of Care Foundation in marketing and promotion	<ul style="list-style-type: none"> • Update campaigns • Promote new foundation cards

Subject: BOARD OF DIRECTORS POLICY MANUAL – CONFLICT OF INTEREST		
Policy #: P3	Date Issued: May 13-14	Companion Policies: CP3: Conflict of Interest Declaration Form
Review: Every 2 years	Revised:	

RELATED POLICIES:

Conflict of Interest Declaration Form

PURPOSE:

Circle of Care has developed a Conflict of Interest Policy to guide the members of its Board of Directors on potential, perceived, and actual conflict of interest situations. Adherence to this policy will help ensure that the Board of Directors maintains the highest levels of integrity and credibility.

It is the responsibility of the members of the Board of Directors of Circle of Care to disclose all actual or perceived conflicts of interest which may exist while acting as a Director of the organization.

PROCEDURE:

Directors and Officers must serve without profit or remuneration of any kind whether direct or indirect, however certain Directors and Officers may be authorized to receive

remuneration, if the amount is approved in accordance with this policy and the charter documents or by-laws of the corporation from time to time.

The Board must closely monitor its relationships, contracts, and arrangements and not engage in any that may result in a conflict of interest.

These responsibilities extend to all Directors and Officers. The Board will endeavor to

ensure that parties acting on its behalf or providing goods and services to the organization are not involved in conflict situations. However, such organizations can provide goods and services, even if in a conflict situation, provided the conflict or potential conflict was disclosed prior to the decision-making that led to the entering into

contract for goods and/or services and the party in conflict did not participate in the decision-making.

Directors must declare that a conflict exists, to the best of one's knowledge and belief, and not be involved in the decision-making process if the Director intends to compete directly or indirectly for a tender call, or an employment or contract position with the organization.

At the beginning of each Board meeting, the Board Chair will ask if any members have a conflict of interest related to the agenda items.

Directors and Officers must not take advantage of any business opportunity for which

they become aware in the course of their duties as a Director or Officer, notwithstanding the corporation's inability or unwillingness to exploit such opportunity itself.

Before becoming a member of the Board of Directors, new Directors and Officers must declare whether or not a conflict of interest exists.

When a potential conflict of interest is raised before or during a Board Meeting, the procedures listed below should be followed:

1. If a conflict is disclosed or exists, the Board Member must declare his or her conflict and thereafter not participate in any ensuing discussions or ultimate voting by the Board on the issue.
2. The Board must determine if there is an actual or perceived conflict. The Board should discuss options to avoid or resolve the conflict.
3. The Board must record in the minutes all discussions, and decisions made.

SCOPE:

Members of the Board of Directors.

DEFINITIONS:

Conflict of Interest Actual - arises in a situation where personal or business interests of a Director are in conflict with the best interests of the corporation. A Conflict of Interest may occur when a Director or one of his or her family members gives or receives a direct or indirect personal gain or benefit, or a direct or indirect advantage or privilege, arising out of a contract or relationship with the corporation, undisclosed.

Conflict of Interest Perceived - could be said to exist if a Director believes he or she is in a position that his or her duties as a Director might be influenced because of his or her relationship with a third party. Such conflict should be disclosed.

COMPLIANCE:

Compliance will be monitored by the President and CEO. All members of the Board of Directors must declare any conflict of interest, actual or perceived, at the start of each meeting.

RESPONSIBILITY:

President and CEO

Subject: ETHICAL FRAMEWORK		
Policy #: P5	Date Issued: May 13-14	Companion Policies: P4: Code of Ethical Conduct
Review: Every 2 years	Revised:	

PURPOSE:

The Code of Ethics was created to express the common values of the community sector, and to serve as a common foundation. When confronted with an ethical dilemma, the Code of Ethics can be used to assist employees in identifying the issues at hand and the areas of tension. Expanding on the more commonly known ethical principles (i.e., autonomy, beneficence, non-malfeasance and justice), additional principles have been incorporated to reflect the unique considerations of the community sector. Furthermore, the code is written in layman's terms to facilitate its interpretation.

PHILOSOPHY:

Circle of Care's commitment to ethical practice is reflected in the agency's Mission, Values, and Vision. These statements along with the Code of Ethics for the Community Health and Support Sector form the basis of the agency's ethical framework and decision-making processes.

Vision

To be the best community health care organization in Ontario; the preferred choice!

Mission

(The mission of Circle of Care is) To support individual independence and to sustain and enhance quality of life in the community.

Values

Accountability: We acknowledge and assume responsibility for actions, decisions, and policies including the administration, governance, and implementation of these decisions and policies within the scope of the organizations work.

Client-Centred Care: We respect and empower those we serve and their caregivers as primary decision-makers, and safeguard their rights through the provision of compassionate, sensitive and quality care.

Diversity: We pride ourselves in the provision of care that is respectful and supportive of differences in race, religion, ethnicity, culture, language and sexual orientation.

Ethical Behaviour: We uphold the attributes of honesty, responsibility, fairness and equality in all our working relationships; with clients/families, stakeholders and

partners. Ethical behaviour respects the dignity, diversity and rights of individuals and groups of people.

Fiscal Accountability: We ensure that the organization is financially sound and conduct business and provide quality services in a fiscally responsible manner.

Innovation: We apply novel and original solutions to meet new and existing requirements through more effective processes, services, technologies, or ideas.

Learning and Growth: We pursue learning and education which enhances knowledge and understanding of independent living in the community.

Safety: We believe that safety for our clients and our staff is a prerogative and building a safety culture is part of the work of each individual.

Teamwork and Collaboration: We trust, support, share ideas and solutions with each other, building good relationships and team spirit. We work collaboratively and share information with stakeholders to achieve mutual goals and objectives.

The following are the ten principles and definitions that are to be addressed in the code:

- Advocacy
- Client confidentiality
- Commitment to quality services
- Conflict of interest
- Dignity
- Employee safety
- Fair and equitable access
- Health and well-being
- Informed choice and empowerment
- Relationships among community agencies

(Full definitions can be found at the end of this document)

PROCEDURE:

Overview: Ethical Decision-Making Worksheet

The decision-making worksheet was created to provide a step-by-step tool to guide staff through the process of resolving an ethical dilemma. Comprised of four key sections (which can be identified by the acronym “IDEA”) the worksheet takes into account the facts, emotions, ethical principles, various alternatives and their potential consequences, and an evaluation of the outcomes.

The decision-making worksheet can be utilized in several ways, including:

- When a staff member is out in the field and is faced with an ethical dilemma
- During a formal or informal case review (i.e., as a framework to facilitate the discussion)
- For information-sharing purposes (i.e., to communicate the lessons learned)

Through its application, the decision-making worksheet will assist staff to address complex and challenging issues in a comprehensive and logical manner. As required (e.g., during a case review or audit), the decision-making worksheet can also be used to justify challenging decisions that were made.

Remember:

- Document the actual plan in the chart
- Seek help if necessary and consult with the person you report to

Guidelines for Using the Ethical Decision-Making Worksheet

1. Identify the facts
2. Determine the ethical principles in conflict
3. Explore the options
4. Act on the decision and evaluate

Step 1: Identify the facts

Gather information/facts on the case: the purpose of this section is to identify what is known versus what is not known. It prompts participants to take into account all of the relevant considerations and stakeholders; this often includes facts that may not be evident initially.

Reflect on the different emotions: reflecting on one’s emotions, feelings, and values is an important step as it may influence how one responds or reacts to a particular situation. It is important for the employee to be aware of such emotions/values/biases and to act accordingly (e.g., if they cannot remain objective, they should remove themselves from the situation and ask a peer/manager to become involved).

Furthermore, it is also important to consider the thoughts, emotions and cultural traditions of the client and other relevant stakeholders (e.g., family, caregiver, etc.) as this can assist the employee to further understand the issues. The worksheet does not provide a space for documenting directly in this section. Employees are instructed to identify and reflect on, rather than document, these emotions/feelings/values. This is simply to minimize any risk of this information being used against employees.

Step 2: Determine the ethical principles in conflict

Identifying the ethical principles in conflict will not provide solutions; however this step will assist in further clarifying and articulating the issues. You may find that there is no ethical dilemma (e.g., that it is purely a legal issue). In this case, the decision-making framework can still be applied to assist with resolution of the issue.

Step 3: Explore options

Explore options and consider their strengths and weaknesses. The intent of this section is to brainstorm different alternatives and to consider the potential outcomes and impacts of each one (e.g., evaluate the potential positive and negative considerations of each option). The selected option is not necessarily the one with the highest number of positive considerations and/or the lowest number of negative considerations. Each option must be rated based on the magnitude of its advantages and disadvantages.

Step 4: Act on your decision and evaluate

Develop an action plan. Once the decision has been made, document the action plan in the client's chart. Also decide how to communicate the plan to the client and relevant stakeholders in order to maximize acceptance and understanding. Ongoing communication with the client and other stakeholders is critical.

Evaluate the plan. Were the intended results obtained, or is additional follow-up and/ or action required? Ongoing documentation and communication of the evaluation is necessary.

Self-evaluate your decision. These types of situations are often difficult for employees and can be emotionally exhausting. Not only is it important to reflect on the decision-making process and outcomes achieved, it is also important to reflect on one's feelings with respect to the situation.

Guidelines for Research Proposal Review

When Circle of Care is approached with a request for collaboration in a research project there is a process of review that is followed. An integral part of that process is an ethics review using the Circle of Care Ethics Framework.

Supporting documentation is to be submitted, which must include: the complete research proposal or a 1-2 page summary, consent form(s), cover letter(s), ethics review from the researcher's University/Hospital Ethics Review Committee (with an ethicist as chair), questionnaires, interviews, debriefing materials, to the Chair, Circle of Care Ethics Committee.

The following are basic guidelines for research at Circle of Care:

1. Consent for the project is to be obtained by the researcher and/or research assistant. This consent must include:
 - a. Full informed consent from every subject
 - b. Subjects may refuse to participate or end participation at any time with no effect to service delivery

2. Strict confidence of the responses of individual subjects is to be maintained and only aggregate data is to be utilized.
3. Ethics approval from an Ethics Review Committee (with an ethicist as chair) must be a part of the researchers documentation.
4. Research involving drugs/medications or below the skin research will be not be sanctioned.
5. Research conducted at Circle of Care will strictly adhere to the proposal and the documents that accompany it, as well as any conditions imposed by Circle of Care
 - 1) Appropriate Circle of Care staff will observe the conduct of the research and verify that procedures are followed, if deemed necessary
 - 2) The researcher will ensure the security or safe disposal of the materials accumulated during the project after the research is completed

Keeping these guidelines in mind as well as the Code of Ethics included in this Framework, the Ethics Committee will review each research proposal.

The results of the review will be submitted to the Circle of Care Management Team, who will then determine acceptance or refusal of the project and will inform the researcher of this decision.

Guidelines for Conducting Case Reviews

Case reviews consist of a forum whereby staff can have the opportunity to engage in a group discussion about a particular case in an open and non-threatening environment. One of the most prominent findings of the pilot project was staff's request to continue providing case reviews on a regular basis. As expressed by one participant, "It is extremely useful to have the opportunity the openly discuss a case with your peers and supervisor. You see things in a different way by doing so—when else do we have the opportunity to learn from each other?"

1. Case reviews can be used to help resolve current issues, or can be used with cases on a retrospective basis to reflect on previous decisions made. The lessons learned from case reviews are to be shared with others throughout the organization through the Intranet and other learning tools.
2. Participants should include both front-line employees (e.g., nurses, case managers, personal support workers) and managers/supervisors. Consideration may also be given towards inviting other key players such as other individuals involved with the client.
3. It is important that time is taken at the beginning of the process to gather all of the facts, as this allows for a more effective use of the process and the tool.
4. The Code of Ethics for the Community Health and Support Sector can be reviewed prior to using the worksheet. This will assist in providing context for the discussion.
5. The worksheet should be worked through one section at a time. Prompting questions in italic (located at the top of each section) can help to guide the process.
6. It should be noted where additional information is needed (e.g., do you need to consult with a lawyer to clarify an issue?).
7. As required, a follow-up meeting should be scheduled to review outcomes.

Ethical Decision-Making Worksheet

- I Identify the facts
- D Determine the ethical principles in conflict
- E Explore the options
- A Act on your decision and evaluate

Step 1: Identify the Facts - 4 Box Method

Medical Indications:

State the client's medical problem, history, and diagnosis; is it acute, chronic, critical, emergent, and reversible? Goals of treatment? Probabilities of success? Plans in case of therapeutic failure? Potential benefits of care? How can harm be avoided? Medical risks if service is discontinued?

-

Client Preferences:

State the client's preferences. Do they have the capacity to decide? If yes, are client's wishes informed, understood, voluntary? If not, who is the substitute decision maker? Does the client have prior, expressed wishes? Is client's right to choose being respected?

-

Quality of Life:

Describe quality of life in client's terms, client's subjective acceptance of likely quality of life, and views and concerns of care providers. Examine the emotional factors influencing each individual, such as existing feelings, values, biases and prior experiences.

-

Contextual Features:

Any other family involved or significant relationships? Any care plans put in place so far? Relevant social, legal, economic, and institutional circumstances? Other relevant features, e.g. religious and cultural factors, limits on confidentiality, resource allocation issues, legal implications, research or teaching involved, provider conflict of interest? Organizational values to consider?

-

Adapted from Jonsen, Albert, Siegler, Mark and William J. Winslade. Clinical Ethics: A Practical Approach to Ethical Decisions in Clinical Medicine, Publisher: McGraw-Hill Medical; 5 edition (May 22, 2002).

Step 2: Determine the Ethical Principles in Conflict

Identify ethical issues

What ethical principles are in conflict? Refer to the Code of Ethics for the Community Health and Support Sector.

Principle	Explain the Issue
Advocacy	
Client Confidentiality	
Fair and Equitable Access	
Health and Well Being	
Informed Choice and Empowerment	
Commitment to Quality Services	
Conflict of Interest	
Dignity	
Employee Safety	
Relationships Among Community Agencies	

Step 3: Explore Options

Explore options and consider their strengths and weaknesses

Brainstorm and discuss options either alone or with peers. Be creative and use your imagination. Consider a compromise. Predict the outcomes for each alternative. Does the alternative fit with the client/family values? Question whether the alternative meets the company policies, directives and regulations.

Option	Strengths	Weaknesses
1)	•	•
2)	•	•
3)	•	•
4)	•	•
5)	•	•
6)	•	•

Step 4: Act on Your Decision and Evaluate

Develop an action plan (The actual plan should be documented in the chart.)

Given all the information that you have, choose the best option available. Develop an action plan. Present your suggested alternative and action plan to the client and those involved. Re-examine the alternatives if other factors come to light, if the situation changes, or if an agreement cannot be reached. Determine when to evaluate the plan. Document and communicate the plan.

Evaluate the plan

What was the outcome of the plan? Are changes necessary? Document the evaluation.

Self-evaluate your decision

How do you feel about the decision and the outcome? What would you do differently next time? What would you do the same? What have you learned about yourself? What have you learned about this decision-making process?

Code of Ethics for the Community Health and Support Sector

We, as employees of Community Health and Support Sector organizations, are committed to being an integral part of the communities we serve. We are responsible for: acting professionally and in a client-centred manner; upholding the dignity and honour of our clients; and practising in accordance with ethical principles. This Code of Ethics is intended to provide us with specific ethical principles to address situations that we may encounter, and to guide us in our relationships with clients, family members and others in the support team, other health care practitioners, and the public. This code is intended to complement laws, codes and standards of professional practice.

Advocacy: We have the responsibility to help improve the awareness, the accessibility and the quality of our services by advocating on behalf of our clients. We will seek guidance both internally and externally from our organization for those situations that could place the organization and/or its clients at risk.

Client and Employee Safety: We recognize that the community setting represents a unique environment for community and health sector employees. We will take available steps to assess and minimize risk to clients, while being sensitive to their wishes. We will also take necessary measures to ensure the personal safety of employees, and safety concerns of both clients and employees will be reported and addressed in a supportive and non-threatening way. After all options have been considered, we may withdraw services if employee safety is compromised.

Commitment to Quality Services: We are committed to providing the highest quality services that will benefit our clients within available resources.

Confidentiality: Client information is confidential; we will ensure that clients and their legal substitute are informed of their right to consent to the sharing of necessary information with individuals and organizations directly involved in the client's care.

Conflict of Interest: We will not compromise services to our clients for our own personal benefit.

Dignity: In all our interactions we will demonstrate profound respect for human dignity. We will be responsive and sensitive to the diversity among our clients and staff groups.

Informed Choice and Empowerment: We believe that most individuals have the ability and the right to make decisions about their health. We will assist clients to make care plans and life choices in keeping with the client's values, beliefs and health care goals. We will ensure that clients are fully informed of their options and have all the information they need to make informed decisions about their health. Following due process, if the client is determined to be incapable of making these decisions, we will take directions from the client's legal substitute.

Health and Well Being: We will use a holistic approach to clients' health care needs by acknowledging all things important to them in their community.

Fair and Equitable Access: We believe that each individual is entitled to an assessment. We will ensure that services are based on clients' needs, regardless of their income, age, gender, ethnicity or race, physical or mental ability, and any other factors such as diverse behaviors or lifestyle.

Relationships Among Community Agencies: We recognize there may be a competitive element in our working relationships; however we agree to respect one another's roles and to work together in the spirit of collaboration to maximize the effectiveness of client services.