



## **Roles and Responsibilities of the Board**

### **Purpose**

1. To ensure that the board has a shared understanding of its governance role, the board has adopted this Statement of the Role and Responsibilities of the Board.

### **Responsibility of the Board**

2. The board is responsible for the overall governance of the affairs of the CMHA Lambton Kent.
3. It adheres to a model of governance through which it provides strategic leadership and direction to the CMHA Lambton Kent, while always maintaining a clear distinction between board and management roles and recognizing the interdependencies between them.

### **Strategic Planning and Mission, Vision and Values**

4. The board participates in the formulation and adoption of the CMHA Lambton Kent's mission, vision and values.
5. The board ensures that the CMHA Lambton Kent develops and adopts a strategic plan that is consistent with the CMHA Lambton Kent's mission and values, which will enable the CMHA Lambton Kent to realize its vision. The board participates in the development of and ultimately approves the strategic plan.
6. The board oversees CMHA Lambton Kent operations for consistency with the strategic plan and strategic directions.
7. The board receives regular briefings or progress reports on implementation of strategic directions and initiatives.
8. The board ensures that its decisions are consistent with the strategic plan and the CMHA Lambton Kent's mission, vision and values.
9. The board annually conducts a review of the strategic plan as part of a regular annual planning cycle.

### **Quality and Performance Measurement and Monitoring**

10. The board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of board responsibility including:
  - Fulfillment of the strategic directions in a manner consistent with the mission, vision and values;

- Evaluation of CEO Performance;
- Quality of client care and CMHA Lambton Kent services;
- Financial conditions;
- External relations;
- Board's own effectiveness.

11. The board ensures that management has identified appropriate measures of performance.
12. The board monitors CMHA Lambton Kent and board performance against board-approved performance standards and indicators.
13. The board ensures that management has plans in place to address variances from performance standards indicators, and the board oversees implementation of remediation plans.

### **Financial Oversight**

14. The board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.
15. The board approves policies for financial planning and approves the annual operating and capital budget.
16. The board monitors financial performance against budget.
17. The board approves investment policies and monitors compliance.
18. The board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
19. The board ensures management has put measures in place to ensure the integrity of internal controls.

### **Risk Identification and Oversight**

20. The board is responsible to be knowledgeable about risks inherent in CMHA Lambton Kent operations and ensure that appropriate risk analysis is performed as part of board decision-making.
21. The board oversees management's risk management program.
22. The board ensures that appropriate programs or processes are in place to protect against risk.
23. The board is responsible for identifying unusual risks to the organization for ensuring that there are plans in place to prevent and manage such risks.

## **Stakeholder Communication and Accountability**

24. The board identifies CMHA Lambton Kent stakeholders and understands stakeholder accountability.
25. The board ensures the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders.
26. The board contributes to the maintenance of strong stakeholder relationships.
27. The board performs advocacy on behalf of the CMHA Lambton Kent with stakeholders where required in support of the mission, vision, and values and strategic directions of the CMHA Lambton Kent.

## **Governance**

28. The board is responsible for the quality of its own governance.
29. The board establishes governance structures to facilitate the performance of the board's role and enhance individual director performance.
30. The board is responsible for the recruitment of a skilled, experienced and qualified board.
31. The board ensures ongoing board training and education.
32. The board periodically assesses and reviews its governance through periodically evaluating its governance policies, board structures, including board recruitment processes and board composition and size, number of committees and their terms of reference, processes for appointment of committee chairs, processes for appointment of board officers and other governance processes and structures.

## **Legal Compliance**

33. The board ensures that appropriate processes are in place to ensure compliance with legal requirements.

## **Oversight of Management including Selection, Supervision and Succession Planning for the Chief Executive Officer.**

34. The board recruits and supervises the CEO by:
  - Developing and approving the CEO job description;
  - Undertaking a CEO recruitment process and selecting the CEO;
  - Reviewing and approving the CEO's annual performance goals;
  - Reviewing CEO performance and determining CEO compensation.
35. The board ensures succession planning is in place for the CEO and senior management.

36. The board exercises oversight of the CEO's supervision of senior management as part of the CEO's annual review. The board oversees the CEO's plan and policy of compensation for senior management.

### **Delegation of Authority to the Chief Executive Officer**

37. Any Board authority delegated to staff shall be delegated through the Chief Executive Officer.

38. The Strategic Plan and Board Policy direct the Chief Executive Officer to achieve certain results and to act within acceptable boundaries of prudence and ethics. The Chief Executive Officer is authorized to establish further policies, make decisions, take actions and develop activities as long as they are consistent with any reasonable interpretation of the Board's policies.

39. The Board may change its policies, thereby shifting the boundary between Board and Chief Executive Officer domains. Consequently, the Board may change the latitude of choice given to the Chief Executive Officer, but so long as any particular delegation continues, the Board and its members will respect and support the Chief Executive Officer's choices. This does not prevent the Board from obtaining information in the delegated areas, except in identified areas of confidential data - e.g. client files or personnel files.

40. The Board as a whole has full authority over the Chief Executive Officer. No individual Director, officer or committee has authority over the Chief Executive Officer. Information may be requested by an individual Director, but if such request in the Chief Executive Officer's judgement requires a material amount of staff time or funds, it may be refused.