

Policy and Procedure

Title:	Board of Directors Assessment
Policy Number:	07.009
Effective Date:	December 3 2015
Revised Date:	September 21, 2023
Approving Body:	CancerCare Manitoba (CCMB) Board of Directors
Authority:	<i>The Health System Governance and Accountability Act (Manitoba)</i>
Responsible Officer:	Board Chair, CCMB
Contact:	Chair, CCMB Board of Directors via the Board Coordinator
Applicable to:	CCMB Board of Directors

1.0 BACKGROUND: Not Applicable.

2.0 PURPOSE:

2.1 CancerCare Manitoba (CCMB) values sound governance and high standards of performance. At the level of the Board of Directors (Board), a variety of mechanisms have been used to evaluate the performance of the Board and its Members (the “Members”) and it is deemed desirable that such evaluations should be undertaken under a comprehensive statement of policies and procedures as follows.

3.0 DEFINITIONS:

3.1 Executive Committee: The Board Chair, Vice-Chair, Treasurer/Secretary, and such other Officers or Members as the Board may from time to time appoint or elect constitute the Executive Committee of the Board.

4.0 POLICY:

4.1 It is the policy of CancerCare Manitoba that there shall be an annual assessment of the status and performance of the Board of Directors and its Members as a whole and as individuals, Standing Committees of the Board, the Chair of the Board, and the Chairs of the Standing Committees for the purpose of fulfilling CCMB’s commitment to high standards of performance and continuous improvement in all of its endeavors.

4.2 The Executive Committee of the Board shall oversee the implementation and further development of this Policy in accordance with resolutions of the Board pertaining thereto.

5.0 PROCEDURE:

5.1 Domains of Assessment

5.1.1 Board as a whole:

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- a. The organization and conduct of Board meetings;
- b. Educational opportunities/activities;
- c. Composition of the Board in relation to:
 - i. Requirements of the Act; and
 - ii. Alignment with the desired skills matrix;
- d. Orientation for new Board members; and
- e. Technical and administrative support of Board function.

5.1.2 Individual Board members:

- a. Attendance;
- b. Participation/contribution in Board meetings and activities;
- c. Adherence to the Code of Conduct for Members; and
- d. Committee membership and performance related thereto.

5.1.3 Chair of the Board:

- a. Chairing and facilitating discussions at meetings;
- b. Acting as a spokesperson when required or appropriate;
- c. Organizing the work of the Board and its Executive Committee;
- d. Promoting good relationships with other organizations;
- e. Providing advice and counsel to the President and CEO;
- f. Facilitating effective communication and relations between the Board and management;
- g. Focusing the attention of the Board on key strategic issues and matters related to policy development; and
- h. Evaluating performance of the President and CEO and acting on findings requiring attention.

5.2 Procedures

5.2.1 In regard to the Board as a whole, there shall be an annual review of the performance of the Board conducted under the aegis of the Executive Committee and shall consist of/be based on:

- a. Responses by Board members to a questionnaire seeking their opinion on the conduct of Board business in relation to the domains of assessment listed in Section 5.1.1.
- b. Identification of any unresolved concerns arising from evaluations of the regular meetings of the Board conducted during the course of the year;
- c. Input from the President and CEO in regard to the management perspective on Board/management interface and interactions;

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- d. Report from the Chair of the Board on actions taken in respect of the findings arising from the previous year's assessment;
- e. Discussion by the Board in private session of the results of the questionnaire leading to a consensus on any areas of concern and what actions should be taken to address them; and
- f. Production of a summary report of the findings and proposed actions arising from the foregoing assessment process.

5.2.2 In regard to the Chair of the Board, there shall be an annual review of the Chair's performance conducted under the aegis of the Vice Chair and shall consist of/be based on:

- a. Responses by Board members to a questionnaire seeking their opinion on the performance of the Board Chair in relation to the domains of assessment listed in Section 5.1.3;
- b. Identification of any unresolved matters arising from previous assessments of the Chair's performance;
- c. Outcome of consultations by the Vice Chair with:
 - Officers of the Board;
 - Chairs of standing committees of the Board;
 - Appropriate leaders of key partner organizations (e.g. CCMF Chair, Minister/Deputy Minister of Health); and
 - The President and CEO of CCMB;on their respective interactions with the Board Chair.
- d. Report from the Vice Chair on actions taken in respect of matters arising from the previous year's assessment;
- e. Discussion by the Board in plenary session of the results of the questionnaire leading to a consensus on any areas of concern and what actions should be taken to address them; and
- f. Production of a summary report of the findings and proposed actions arising from the foregoing assessment process.

5.2.3 In regard to individual Members there shall be an annual review of the performance of said members conducted under the aegis of the Executive Committee and shall consist of/be based on:

- a. A review of data on attendance at Board and standing committee meetings and other Board forums;
- b. Participation in Board development programs;
- c. Responses to a self-assessment questionnaire; and
- d. Compliance with corporate by-laws, policies, procedures, guidelines and codes of conduct applicable to Board members.

Members will be given an opportunity to meet with the Board Chair for a private and confidential discussion of matters arising from the annual assessment. (**Appendix A**)

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- 5.2.4** In regard to Standing Committees and their Chairs of said committees there shall be an annual review of the performance of each Committee and Chair analogous to the procedures applicable to the Board as a whole and its Chair respectively.

6.0 REFERENCES:

- 6.1** Policy 07.005 – Code of Conduct – Board of Directors

DOCUMENTATION

2.	The e-copy is on file in the CCMB Governing Documents Library on SharePoint
3.	The e-copy is on file in the CCMB Board Members Resource Centre on the Board SharePoint site.

Revision History:

Date	Version	Status	Author	Summary of Changes
dd/mm/yyyy	1	Initial, Draft, Final For revision Major/Minor Revision		
15/10/2015	1	Initial	Board of Directors	Approved by the Board of Directors subject to final edits.
12/03/2015	1	Initial	Board of Directors	Final edits made.
14/03/2019	2	Minor	Board of Directors	Wording changes to policy.
21/09/2023	3	Minor	Board of Directors	Updated the name of the Act, added definition of Executive Committee and reference Code of Conduct policy.

Sponsor: This Policy was approved by:

Date	Name / Title	Signature
Sept 21/23	Board of Directors	N/A

Approved by:

Date	Name / Title	Signature
Sept 21/23	Mr. Jeoff Chipman Chair of the Board of Directors	<i>Original signed by Mr. Jeoff Chipman</i>

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APPENDIX A

The following procedure is a formalization of the approach taken in the past with regard to dealing with instances of inadequate performance of a Board member.

1. The Board Chair shall be the Investigating Officer in respect of inadequate performance on the part of a Member.
2. Without limitation, inadequate performance shall include:
 - a. inadequate performance of duties and responsibilities including lack of attendance at Board and/or committee meetings and lack of participation in the deliberations of the Board and/or its standing committees;
 - b. improper conduct (breaches of bylaws, policies, procedures, and codes of conduct);
 - c. failure to comply with rules of order for the conduct of the business of the Board and its committees;
 - d. discourteous and disrespectful behavior in interactions with fellow board members or members of the staff.
3. Where bylaws, policies and other governing documents contain procedures for dealing with breaches or compliance failures on the part of Members, the Investigating Officer shall ensure those procedures are followed.
4. In all other instances the Investigating Officer will determine to the best of his/her ability, through interaction with the Member concerned, the circumstances that have led to the poor performance and how any deficiencies may be remedied; and, where appropriate to assist the Member in resolving any difficulties or concerns.
5. The Investigating Officer shall report on any such matters to the Executive Committee which shall then make any recommendations for further action.