



**Kanesatake Health Center Inc.**

**12 So:se O'nasaken:rat,  
Kanesatake, Quebec J0N 1E0**

# **BOARD OF DIRECTORS PROCEDURAL MANUAL**

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## **1.0 INTRODUCTION**

### **1.1 Definitions**

<i>Board</i>	Short form for the Board of Directors of the Kanesatake Health Center Inc.;
<i>By-laws</i>	The by-laws explain how decisions are made for the corporation and by whom they can be made. The by-laws of the corporation are those submitted with the Certificate of Continuance, and any future by-laws that have been formally approved by the Board of Directors and the membership.
<i>Contractual Employees</i>	Employees who are under contract with the Health Center for a designated task of a specific duration of time, and for which the level of remuneration is set by the terms of the contract;
<i>Council</i>	Refers to the Mohawk Council of Kanesatake which is the legal governing body of Kanesatake and its territory;
<i>Direct Family Member</i>	For the purpose of this document, direct family members include own child, father, mother, sister, brother, niece and nephew;
<i>Ex-officio Member</i>	A person who participates in the meetings of a board but who does not have the right to vote or to make motions at the meeting.
<i>MCK</i>	Mohawk Council of Kanesatake (Council);
<i>NFP Act</i>	The Not for Profit Act (Corporation Canada) which was brought into effect October 17, 2011.





<i>Permanent Employees</i>	Permanent employees are those who are hired through a hiring process. Permanent employees may either be full-time or part-time;
<i>Remuneration</i>	Payment for services rendered which can be in the form of a salary, honorarium or stipend. This does not include the payment of expenses;
<i>Staff</i>	Includes all persons working under the Health program, such as nurses, CHRs, program coordinators, janitors, etc.;

## **1.2 Objective**

This document constitutes the Procedural Manual for the Members of the Board of Directors of the Kanesatake Health Center Inc. It will serve as a reference document for the Members of the Board of Directors whenever there is a change of members, questions or a disagreement on procedures.

## **1.3 Mohawk Council of Kanesatake**

The Mohawk Council of Kanesatake maintains a political role in supporting the health needs of the community, and as such will support the Health Center to expand its services on behalf of the community.

## **1.4 Delegation of Authority**

The Board of Directors of the corporation has delegated its authority to the Executive Director to ensure that there is an efficient and appropriate management of funds, an effective administration of programs and staff, and adequate input from the community members on health and wellness services in Kanesatake.



## **1.5 Health Center**

The Health Center opened June 3, 1996. The Kanesatake Health Center (KHC) is a community-based health center committed to promoting wellness and harmony within the community of the Kanesatake and its surrounding territories. The Kanesatake Health Center currently provides health programs according to the terms and conditions of the funding agreements, and in compliance with the program requirements and objectives established by Health Canada.

There are mandatory programs that must be provided to the community, and the obligations of these mandatory programs must be assured by the Board of Directors on behalf of the corporation. These mandatory programs include:

- Communicable Disease Control
- Environmental Health
- Home and Community Care
- Primary Care

## **1.6 Mission**

The Kanesatake Health Center Inc. will provide community-based health and wellness programs that are holistic, universally accessible, inclusive, and which provide quality of care, client safety, and address the rights of individuals to make informed decisions regarding their health and well-being.

## **1.7 Organizational Values**

The values which define our organization and services are:

- Respect
- Culturally safe care
- Integrity
- Universality
- Inclusivity
- Fairness
- Right of informed choice



## **1.8 Guiding Principles**

The guiding principles on which we will successfully build and grow our organization, and deliver our health and wellness programs are:

1. All of our programs and services will provide culturally safe care.
2. We will provide quality programs and services using a holistic approach.
3. We will ensure that all clients will be treated with courtesy and respect, and make certain they have the right of informed choice.
4. We will network with other community services and outside agencies as part of our intercollaborative practice.
5. All programs and services will include components of Mohawk language and cultural practice.
6. We will ensure that all community-based programs are universally accessible and inclusive to all community members.
7. We will endeavor to address the diversity of needs in our population through flexibility in our service delivery.
8. Community involvement will be at the fore-front of all our health planning.

## **1.9 Clients' Rights of Services**

The Kanesatake Health Center endeavors to provide health services within program guidelines that are accessible to all Kanesatake community members regardless of age, race, sex, income, education, lifestyle choices, or religion. The Kanesatake Health Center Inc. is committed to delivering quality health and wellness services to all members of the Kanesatake community, and therefore supports:

- The right for all members to be treated with courtesy, empathy and respect;
- The right to be informed about policies, procedures and guidelines;
- The right to receive a punctual, polite response to a request;
- The right to receive quality and dependable services at all levels, sometimes tailored to meet the needs' of the individual;
- The right to equal treatment according to individual needs, but not necessarily to receive equal resources;
- The right to privacy;
- The right to make an informed choice regarding health and wellness services;
- The right to appeal whenever there is justifiable cause.



## **2.0 GENERAL PROVISIONS**

### **2.1 Title**

The official title used for the Board of Directors is the “Board of Directors of the Kanesatake Health Center Inc.”.

As a short reference-title under the present document, the term “Board of Directors” or “board” will be used.

### **2.2 Proceedings**

This document constitutes a procedural guide for the conduct of the Board of Directors, subject to the Articles and By-Laws of the Corporation contained in the Letters Patent. Any legally modified changes to these by-laws may also require an amendment to this procedural manual.

### **2.3 General Responsibilities**

All members of the Board of Directors are required to perform their duties and exercise their powers with prudence, diligence, honesty and good faith in the best interests of the community, and to avoid placing themselves in a situation of conflict of interest.

### **2.4 Corporate Mission and Guiding Principles**

The Board of Directors will support and be guided by the Corporate Mission and Guiding Principles of the Kanesatake Health Center Inc. as outlined in 1.6 and 1.7 of this document.

### **2.5 By-Laws**

The by-laws of the corporation explain how decisions are made for the corporation and by whom they can be made. The by-laws govern the internal workings of the Board of Directors, and how the corporation functions.



## **2.6 Oath of Office**

An oath of office regarding ethics, confidentiality and conflict of interest must be taken by all Members of the Board of Directors. A record of the oath of office shall be made in the minute book of the Board of Directors after each new member signs.

The form of the oath of office is provided in appendix to this manual.

## **2.7 Membership in the Corporation**

The membership of the Corporation shall consist of the registered Kanesatake community members domiciled and resident within the areas of service of the Kanesatake Health Center, and who have reached the age of majority.

## **2.8 Termination of Membership**

Membership in the corporation is terminated when a member moves away and resides outside the areas of service of the Kanesatake Health Center.



### **3.0 STRUCTURE OF THE BOARD OF DIRECTORS**

#### **3.1 Composition of Board of Directors**

The Board of Directors of the Corporation shall be composed of a maximum of 5 Directors and a minimum of 3. Directors are elected by a majority of the votes cast at an annual meeting of the members. There are no appointments.

#### **3.2 Term of Office**

The term of office for Directors on the Board of Directors is three years. The terms of office of directors are staggered to permit continuity of board operations. Two directors will be elected for a term of three years at the first meeting of the members following the acceptance of the continuance. Three directors will then be elected at the next annual meeting for a term of three years.

#### **3.3 Officers**

As stipulated under the NFP Act, the Members of the Board of Directors will choose officers for the corporation. The officers of the Corporation shall be the president, vice-president, secretary/treasurer and any such officers as the Board of Directors may by by-law predetermine. Any two offices may be held by the same person. Officers need not be directors or members

#### **3.4 Selection of Officers**

Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members. The officers shall hold office for a period of one year from the date of appointment or until their successors are elected in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.



### **3.5 President**

The president shall be the senior officer of the Corporation. He shall preside as chairperson at all meetings of the Corporation, the Board of Directors and of the Executive Committee. Working in collaboration with the Executive Director, he shall oversee the affairs of the Corporation at the board level. He shall see that all orders and resolutions of the Board of Directors are carried out.

### **3.6 Vice-President**

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president will chair the meetings of the board or the executive committee or the corporation in the absence of the president. He shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

### **3.7 Secretary/Treasurer**

The secretary/treasurer shall ensure that a record is taken of all votes and minutes of all proceedings in the books to be kept for that purpose. He shall ensure that a notice is given of all meetings of the members, the Board of Directors and of the Executive Committee.

The secretary/treasurer is also responsible for overseeing the finances and holdings of the corporation. The secretary/treasurer will work with the Executive Director to ensure that the financial policies of the corporation are respected and applied uniformly, and reporting requirements are met. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

### **3.8 Executive Committee**

There shall be an executive committee composed of the officers who shall be appointed by the Board of Directors. These are the President, Vice-President and Secretary/Treasurer of the Board of Directors.



### **3.9 Powers of the Executive Committee**

The executive committee shall exercise such powers as are authorized by the Board of Directors. Any executive committee member can be removed by a two-thirds majority vote of the board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

### **3.10 Equal Status**

For all intents and purposes, all members of the Board of Directors are considered equal and have the same rights, duties and obligations.

### **3.11 Ex-officio Member**

The Executive Director of the Health Center should participate in all meetings of the Board and Executive Committee in the capacity of an Executive Officer unless the Board wishes to deliberate in a closed session. As an ex-officio member, the Executive Director does not have the right to vote or to present a motion.





## **4.0 RESPONSIBILITIES AND AUTHORITIES**

### **4.1 Authority**

Only the Board of Directors of the Kanesatake Health Center Inc. shall have the authority to manage the property and business of the corporation. Accordingly, members of the Board of Directors must be individuals, at least 18 years of age, with power under the law to contract.

### **4.2 Exercise of Authority**

The Board of Directors will act as one body in the exercise of its authority. Individual board members do not possess the authority of the board. The board cannot delegate its legal responsibilities to manage the business and property of the corporation to any other individuals, committees or institutions.

### **4.3 Responsibilities of Board of Directors**

Boards of Directors have two kinds of responsibilities which are functional and legal. The functional responsibilities of the board come from the organizational expectations of the Kanesatake Health Center Inc. The legal obligations of the board stem from the Letters Patent of the corporation, and the Certificate of Continuance.

### **4.4 Legal Obligations**

The Board of Directors as the governing body of the corporation has the legal obligation and responsibility to:

- Act in the best interests of the corporate organization;
- Supports the corporation to achieve its mandate;
- Delegate authority to its Executive Director to fulfill the administrative and management functions of the corporation on its behalf;
- Partake in any kind of contract which the Corporation may lawfully enter into;



- Acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation;
- Authorize expenditures on behalf of the Corporation;
- 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;
- Put the interests of the corporation before any personal interest of the Directors;
- Exercise all such other powers and do all such other acts and things as the Corporation is authorized to do.

#### **4.5 Functional Responsibilities**

Together the members of the Board of Directors will undertake the following functional responsibilities:

- Ensure that every decision is taken in the best interests of all of the members of the community of Kanesatake;
- Enact the by-laws for the corporation, as needed, and provide to the membership for approval at annual members meeting;
- Participate in the planning of long-term goals for the health program for Kanesatake;
- Review general orientations and priorities for health and wellness programs and services;
- Approve the hiring of the Director;
- Review proposals made by the Executive Director for new programs or services;
- Review the annual operational plan for the board presented by the Executive Director;
- Approve the five-year health program budget prior to submission to Health Canada;
- Sign the annual audited financial statements and ensure copies are forwarded to the Mohawk Council and to Health Canada,



and that a summary is provided on the website for the members of the corporation;

- Review and approve the activity reports presented by the Director;
- Work with the Executive Director to reduce risks to the organization and promote ongoing quality improvement;
- Foster and support a culture of client safety throughout the organization;
- Review changes to the organizational structure of the health centre as presented from time to time by the Executive Director;
- Review new policies, or amendments to existing policies governing human, financial, informational and material resources in health and wellness;
- Ensure that general corporation policies approved by the Board of Directors at the onset, and all other policies that have been adopted by the board are applied in a fair and appropriate manner;
- Self-evaluate board performance;
- Annually evaluate or ensure the performance evaluation of the Executive Director;
- Review the annual activity report that is prepared for the community, and ensure that a copy is provided to the Mohawk Council.
- Approve by resolution the five-year Health Plan for the Kanesatake Health Center;
- Hold an annual general meeting with the membership to address the legal requirements of the corporation, to review or amend by-laws, hold elections if applicable, and to determine the needs of the membership.
- Work with the Executive Director to ensure collaboration and networking with other services, agencies and stakeholders.



#### **4.6 Executive Director**

The Corporation shall have in its employ an Executive Director with the authority as Chief Executive Officer of the Corporation to manage the daily operations of the Kanesatake Health Center.

#### **4.7 Duties of Executive Director**

The Executive Director shall see to the efficient operation of the Corporation in accordance with the policies and goals determined by the Board of Directors and shall, in particular:

- Oversee the implementation of all Health Center programs and client services;
- Ensure quality management of the health center programs and services;
- Work with the Board to foster and support a culture of client safety throughout the organization;
- Oversee the process of accreditation for the Health Center;
- Represent the Board of Directors as required;
- Supervise Health Center managers and staff according to Health Center policy and procedures;
- Ensure the application of all Health Center policies and procedures;
- Prepare briefing notes to update the Board of Directors with the information necessary for their review and/or decision;
- Assist Board to complete its annual operational plan;
- Preparation of five year Health Center budget and regular follow-up of revenue and expenditures in order to ensure sound management;
- Apprise the board of the financial situation of the corporation on a quarterly basis;
- Work with Health Center staff and managers to develop a five-year Health Plan for the Health Center, and submit to the Board of Directors for approval by resolution;
- Collaborate and network with other agencies.



#### **4.8 Role of Executive Director in Board Meetings**

The Executive Director has a right to notice of all meetings of the Board of Directors and Executive Committee; he has a right to attend and to speak but not to vote at such meetings.

However, the Board of Directors or the Executive Committee may decide by a majority vote to go into an in-camera or closed session at which time only the voting members may participate, and for which official minutes are not taken. However all decisions are taken and recorded in the minutes of the regular meeting.

#### **4.9 Support**

The Board of Directors has the functional responsibility to support the Executive Director in the carrying out of his mandate, and in the implementation of board decisions.

#### **4.10 Requirement for Membership Meeting**

The Board of Directors is required to convene an annual general meeting of the membership of the corporation within 90 days of the end of the corporation's fiscal year.

#### **4.11 Exemption from Liability**

The NFP Act limits the liability of a board for the consequences of the action of its staff to the value of the organization's assets providing decisions and actions are within the proper legal limits. The articles of incorporation also serve to protect the personal property of the Board and the staff.

Therefore, no Member of the Board of Directors or the Executive Director of the Health Center, or other staff will be held personally responsible for any costs, charges, damages, or expenses that may arise from any actions in rightfully performing their duties, unless these costs are brought about by wilful neglect or wilful default.



In addition, the board is provided with Directors and Officers Liability Insurance as required by Health Canada. The Executive Director is included in this insurance.



## **5.0 OPERATIONAL PROCEDURES OF THE BOARD**

### **5.1 Oath of Office**

A written oath of office must be signed by all members of the Board of Directors at the first official meeting, and subsequently by each newly elected member. Refusal to sign the oath of office, or failure to uphold such an oath may constitute grounds for just cause for removal from office.

### **5.2 Form of Oath**

The form of the Oath shall be standardized, and should include a reference to ethical behavior, confidentiality, and abstention from personal interest. A copy of the oath is provided in appendix.

### **5.3 Binding**

It is understood that the Oath of Office continues to be binding on the outgoing Members of the Board of Directors due to the sensitive nature of the information that the Board manages, and the required confidentiality of some of the board deliberations.

### **5.4 Notice of Meetings**

The Board of Directors shall meet as often as necessary but at least four (4) times per year and so far as possible, at least once every three months.

Special meetings of the Board of Directors or meetings of the Executive Committee shall be held provided that forty-eight (48) hours' notice of such a meeting is given by email, or phone, to each member of such committee and to the Executive Director of the Health Center.

Notice by mail shall be sent at least 5 working days prior to the meeting. No error or omission on giving notice of any meeting shall invalidate such meeting.



### **5.5 Standing Committees**

Standing committees are usually permanent parts of the board's structure, and are important to the ongoing operations of the board. The most prominent of which is the Executive Committee which is made up of the officers of the corporation. In addition, the board may decide to have a Finance Committee, or a Personnel Committee.

### **5.6 Ad Hoc Committees**

The Board of Directors may from time to time appoint ad hoc committees for a specific purpose. The committees may be composed of Board members, staff or other resources. The duration of the committees would depend on the purpose for which the committee is set up. An example would be a hiring board or an election committee to review applications for board positions.

### **5.7 Rights and Duties of the Members**

All Members of the Board of Directors will attend scheduled board meetings. The Members will equally exercise the right to participate in all discussions and debates held, to vote when necessary, and represent, to the best of their ability, the health and wellness interests of the community as a whole.

### **5.8 Informed Decisions**

In order to make good decisions regarding the business of the corporation, Board members should:

- ensure that the decisions taken support the mandate and objectives of the organization;
- feel comfortable with the decision-making system which is in place whether by consensus, majority or two-thirds majority;
- be aware of which decisions require more than a majority decision, or which require the approval of the membership;
- ensure that they are fully informed on the matter at hand;





- resist making decisions unless they are sure that they fully understand the basis for the decision to be taken;
- receive information from a variety of sources to ensure that all aspects are considered;
- anticipate the consequences of their decisions;
- take informed risks or chances where they can be seen as opportunities for potential growth;
- when called upon to make “judgment calls” understand that once they have considered as many aspects of the decision as possible, they may have to live with some degree of uncertainty;
- stay informed about trends and developments in the field of health and wellness so that quick decisions, when required, can be made in the most informed manner as possible;
- when faced with an urgent demand for a decision, but not sure about the decision, consider what is the worst that could happen if the decision was delayed.

## **5.9 Remuneration**

The members of the Board of Directors shall serve as such without any direct remuneration from the Corporation, and no member of the Board of Directors shall directly or indirectly receive any profit or advantage from his position as such. A member of the Board of Directors may be paid reasonable expenses incurred by him in the performance of his duties.

## **5.10 Conduct of Members**

The members of the Board of Directors will adopt procedures that ensure ethical conduct, discretion and the necessary confidentiality required by the nature of the board’s business and the operations of the Health Center. Each board member will carry out their duties with respect, fair practice, accountability, honesty, reliability and professionalism, and in a manner that upholds the integrity of Kanesatake Health Center Inc.



The oath of office signed by each Board member confirms their commitment to good conduct, ethical decision-making and sensitivity to the delicacy of information that may be handled during the course of board business. Any gaps or inconsistencies in applying ethical standards to board decisions should always be decided in relation to the best interests of the community. A process of ethical decision-making should be used to deal with any ethical dilemmas that may arise.

### **5.11 Avoiding Personal Involvement**

Members of the Board of Directors will distance themselves from personal involvement that may influence an administrative decision. They will thus avoid influencing or being individually involved in any manner in the responsibilities of the Executive Director. Rather, the Board of Directors will rely on the policies that have put in place to shape the general direction of the organization. Any concerns with staff would be taken up with the Executive Director preferably during a regular board meeting.

### **5.12 Conflict of Interest**

Members of the Board of Directors will distance themselves from any matter that may be perceived as a personal interest. They will abstain from voting or participating in any discussion on subjects or matters in which they have or are perceived to have a personal interest, or an interest that is limited to a direct family member.

### **5.13 Declaration of Conflict of Interest**

It is the duty of every member of the Board of Directors who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare his interest. The declaration shall be made at the meeting of the Board or committee at which the question of entering into the contract is first taken into consideration or as soon thereafter as possible. No director shall vote in respect of any contract or proposed contract in which he is so interested and if he does vote, his vote shall not be counted.



#### **5.14 Conduct of a Board Member**

Any criticism or complaint that a board member wishes to voice or make in regard to the conduct of another board member will take place at a formal board meeting, and preferably in the presence of the concerned Member. It is preferable that remarks be addressed to the President or Vice-President who is chairing the meeting.

#### **5.15 Loans to Board Members**

The Corporation shall not lend any of its assets to any member of the Board of Directors. If any such loan be made, the officers and members of the Board of Directors who make such loans, or assent thereto, shall be jointly and severally liable for repayment or return thereof.

#### **5.16 Board Sanctions**

Members of the Board who do not conduct themselves appropriately as required in the previous paragraphs may be sanctioned by the remaining board members. This can include dismissal from the board as per section 6.4 of this manual.

#### **5.17 Training of Members**

Training will be held for all board members on the implementation of the present Procedural Manual, and for new members once elected. All board members should make themselves available for any future training that will increase the proficiency of the board.

#### **5.18 Head Office**

The Head Office of the Corporation, and therefore the official postal address for the Board of Directors is the Kanesatake Health Center Inc. situated at 12 Joseph Swan Road in Kanesatake Mohawk Territory, Quebec.



### **5.19 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed by any officer or officers appointed by resolution of the Board of Directors.

### **5.20 Signing Authority**

Signing authority for most documents and contracts should include the signature of the president, or vice-president in his absence, and one other officer of the corporation. A resolution regarding signatures for the execution of corporation documents should be made at the same meeting of the board in which the corporation officers are selected.

### **5.21 Books and Records**

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. These records will be stored at the head office of the corporation.

### **5.22 Operations and Procedures**

The Procedural Manual was adopted by the first Board of Directors after incorporation. The Procedural Manual can be amended by a majority resolution of the Board of Directors and confirmed by the membership present at the next annual or general meeting.



### **5.23 Rules and Regulations**

The Board of Directors may prescribe such rules and regulations not inconsistent with its by-laws relating to the management and operation 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 of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at that time cease to have any force and effect.

### **5.24 Monitoring**

The Board of Directors has the responsibility to review the programs, activities and finances of the corporation. Normally this involves reviewing regular reports on the key aspects of the organization including finances.

### **5.25 By-Laws of the Corporation**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. However, a by-law that requires a special resolution of the members according to the NFP Act can only become effective when confirmed by the members

### **5.26 NFP Act**

All other by-laws for the corporation will be applied according to the sections of the NFP Act. The NFP Act will serve as a reference document for the purposes of dispute or clarification.



## **6.0 REPLACEMENT OF MEMBERS**

### **6.1 General Provision**

The positions of members of the Board of Directors may be vacated because of a resignation, a resolution dismissing the member, expiration of the term of office, or ineligibility to sit on the board due to a change in circumstances.

### **6.2 Directors of the Corporation**

A director of the corporation must meet all of the following qualifications to be elected to the board:

- be at least 18 years old
- not have been declared incapable by a court in Canada or in another country
- be an individual (i.e., a corporation cannot be a director)
- not be in bankrupt status
- have some knowledge of financial statements
- be in good standing in the community
- able to act in good faith and in best interests of the corporation
- have a good understanding of community needs and perspectives
- not have a criminal record
- consent to a criminal background check
- not currently an elected member of the Mohawk Council of Kanesatake
- not currently an employee of the Kanesatake Health Center
- willing to sign an Oath of Office.

### **6.3 Resignation of a Member**

A member of the board may resign from his position. The written resignation of a Member will be addressed to the President of the Board of Directors, and submitted to the Secretary. A resigning Member should provide the reasons for his/her decision during a formal meeting, prior to submitting the resignation letter to the board.



#### **6.4 Dismissal of Member**

Under specific circumstances that compromise the nature of the board's mandate and its credibility, the Board of Directors can vote to dismiss one of its members. Dismissal from office by the board may be proposed, among other grounds, on the basis of: misuse of corporate funds or property; conflict of interest; abuse or harassment of board members, clients or staff.

#### **6.5 Resolution for Dismissal**

A decision made by the Board of Directors for the dismissal of one of its Members must be taken by the other voting members in the form of a resolution. The resolution must be passed by two-thirds (2/3) of all members, voting at a duly convened special general meeting, and for which notice indicated that the proposed resolution is to be on the agenda.

#### **6.6 Automatic Vacancy**

The office of member of the Board of Directors shall be automatically vacated if a member:

- has resigned his office by delivering a written resignation to the secretary of the Corporation;
- accumulates three (3) consecutive absences from meetings of the Board without a valid excuse
- is of unsound mind or incapable of managing his own affairs;
- becomes an undischarged bankrupt;
- is the subject of an order by a court of justice prohibiting him from holding office as director of a corporation;
- is deceased.

#### **6.7 Absence**

In the case of a prolonged absence for valid reason, the Member is required to submit a letter to the Board of Directors addressed to the president explaining the reason for his/her absence. The board can then deliberate how to act accordingly.



## **6.8 Replacement of Members**

In the absence of a director who has left the board, or a vacancy, the Board of Directors may appoint a replacement director until the next annual members' meeting.

## **6.9 Declaration of Board Vacancy**

If a position on the Board of Directors is vacated, or the term of a Director has expired, the board will declare the position(s) open for election at the next members' annual meeting, and initiate the procedures for holding an election.

## **6.10 Election Committee**

The Board of Directors will put in place an Ad Hoc Election Committee to oversee the process. Members of this committee must be at arms length from participating in the board elections.

## **6.11 Notice of Vacancy**

The Election Committee will send out a notice of request to the community for applications for this position. The notice will provide details on the requirements for this board position. The Election Committee will offer the candidacy of those who qualify for election by the membership at the members' meeting.

## **6.12 Incumbent**

Notwithstanding the expiry of his term, every member of the Board of Directors remains in office until his successor is elected.

## **6.13 Eligible Candidates for Elected Positions**

It is expected that those who apply for a board position will be willing and ready to remain committed to participate in the Board's activities for the





duration of their respective mandate. They should be ready to attend the scheduled meetings, and be available to discharge their duties as Members of the Board of Directors.

To be eligible, all candidates must be:

- be at least 18 years old
- not have been declared incapable by a court in Canada or in another country
- be an individual (i.e., a corporation cannot be a director)
- not be in bankrupt status
- have some knowledge of financial statements
- be in good standing in the community
- able to act in good faith and in best interests of the corporation
- have a good understanding of community needs and perspectives
- not have a criminal record
- consent to a criminal background check
- not currently an elected member of the Mohawk Council of Kanesatake
- not currently an employee of the Kanesatake Health Center
- willing to sign an Oath of Office.

#### **6.14 Reapplying for Board Position**

The incumbent holding a position on the board whose term has legally expired, is entitled to reapply for another term on the board. The incumbent would send in an application along with any other interested candidates according to the rules contained in the notice of election.

#### **6.15 Acclamation**

A notice of election by acclamation would be sent out if only one of the applications was eligible to be retained.



### **6.16 Notice of Elections**

If there is more than one eligible applicant, then an election will be held at the annual members' meeting. The election process, whether taking place during a special or an annual meeting, would be overseen by the Election Committee rather than the Board of Directors.

### **6.17 Eligible Voters**

To be eligible to participate in the election of Members of the Board of Directors, all voters must:

- Have his/her name appearing on the band membership list;
- Be of legal age, which is 18 years or more, on the day of the election;
- Be domiciled and resident in the area serviced by the Kanesatake Health Center;
- Be physically present at the meeting during the vote.

The Election Committee is responsible to put in place procedures that will ensure that only eligible voters will vote.

### **6.18 Review of Candidacy**

Copies of the applications of the eligible candidates for election would be distributed to eligible voters at the election meeting so that they may make an informed decision. Any candidates who wish to address the voters will be given the opportunity to do so by the election committee.

### **6.19 Votes**

Only one vote will be allotted for each eligible voter. No vote by proxy shall be allowed. This vote will be expressed through a show of hands however, if requested by a member, voting can take place by secret ballot.



### **6.20 Tie Vote**

In the case of a tie vote between the top two candidates, there would be a second round of voting between these two candidates only. The candidates would be asked to briefly address the members on their candidacy, followed by a second round of votes held through secret ballot.

If the candidates are still tied, and both candidates agree, then the decision would be taken through the toss of a coin. However, failing an agreement by both candidates to the toss of a coin, a further ballot would be held.

### **6.21 Election Procedures**

The Election Committee should ensure that there are written procedures in place for the holding of elections that would cover situations such as the nomination process, a tie vote, a motion for secret ballot, and other considerations. These procedures would be pre-printed and distributed to those attending the election meeting. A copy is provided in appendix.

### **6.22 Notice of Replacement**

The Board of Directors will put the results of the election of the new board member(s) on the Health Center website.

The Board is also required to use the website to inform the membership of any other replacements from time to time on the board, and at the time of the occurrence.

### **6.23 Appeal**

A candidate may lodge an appeal in writing regarding the election process to the Board of Directors who will investigate the procedures followed by the Election Committee in this matter.



#### **6.24 Reasonable Grounds**

An appeal may be lodged if a candidate believes that he or she has reasonable grounds for believing that:

- There was a corrupt practice in regards to the election process;
- There was a violation of the election procedures elaborated in the Procedural Manual
- A person selected to be a candidate is ineligible to be a candidate.

#### **6.25 Incumbent**

If an appeal is lodged, then the newly elected candidate cannot take office until the appeal is settled. In this case, the incumbent remains in office until a decision has been taken, and, if necessary, until a new election has been held.

#### **6.26 Limitations**

A Notice of Appeal must be filed within seven (7) calendar days following the election. The decision regarding the appeal must be rendered no later than thirty days (30) from the date of the appeal.

#### **6.27 Decision on the Appeal**

After due consideration, and evidence from both sides, the board will render its decision on the appeal. The decision may require that a new election process be held. Notwithstanding the results of the decision, the decision of the board regarding the appeal will be considered final.



## **7.0 MEETINGS OF THE BOARD**

### **7.1 Meeting Schedules**

Regularly scheduled meetings of the Board of Directors should occur every 3 months, however, the President or the Vice-President can call a special meeting of the board on the written request of not less than three (3) of the board members.

### **7.2 Notice of Special Meetings**

Unscheduled or special meetings of the Board of Directors may be held at any time and place determined by the directors provided that a forty-eight (48) hour notice of such a meeting other than by mail (but which may be by fax, e-mail or other electronic means) shall be given to each member of the Board of Directors and to the Executive Director of the Health Center. Notice by mail shall be sent at least five (5) working days prior to the meeting.

Special meetings will be considered as formal Board meetings that require a quorum. The Board Members may decide to hold as many special meetings as it may be deemed necessary, to discuss and deliberate on urgent matters.

### **7.3 Quorum**

The majority of directors on the board constitute quorum for Directors' meetings.

### **7.4 Participation by Electronic Means**

Should all the directors consent, either generally or with respect to a particular meeting, a director may participate in a meeting of the Board of Directors or one of its committees, by a technical means, particularly the telephone, permitting all the participants to communicate orally amongst themselves. The director participating by technical means is deemed to have attended the said meeting.



### **7.5 Lack of Quorum**

At the beginning of a meeting, if there is no quorum, the Members who are present will refrain from proceeding with any formal deliberation, or minutes, and should adjourn the meeting. It is possible for the members present during an adjournment to continue in an informal discussion, however, under no circumstances can the regular business of the Board continue.

When meetings are cancelled for lack of quorum, the secretary will see that a notice of the adjournment is given to every Member absent.

### **7.6 Exception for less than Quorum**

Since there are specific conflict of interest guidelines, it is possible that although there was quorum at the beginning of a meeting, that there would be less than quorum for a decision to be taken. In such circumstances, on a matter in which a member(s) has expressed having a conflict of interest for those reasons described in previous section, the Board of Directors can make a decision with less than quorum voting.

However, a decision taken would still require a simple majority of those voting. It must be documented in the minutes that the vote was taken in the absence of a member(s) due to conflict of interest.

### **7.7 Open Meetings**

For various topics, the Board of Directors may decide from time to time that some meetings may be, in part or in total, open to the membership, but they are not considered as public meetings.

### **7.8 Question Periods**

Under its operating proceedings, the Board of Directors will make provisions for question periods during any open meetings, in order to allow members the opportunity to address topics of general concern.



### **7.9 In-camera Session**

Should the nature of the agenda require a particular discretion, then, the Board may opt for an in-camera session for part of the meeting. This can be done through a motion from one of the Board Members addressed to the chair.

An in-camera session is open only to the voting members, and minutes are not recorded for this part of the meeting. Therefore, any resolutions stemming from discussions during an in-camera session would be tabled during the regular meeting.

### **7.10 Notice for Regular Meetings**

The Executive Director will send out a notice and the agenda at least 48 hours before each regularly scheduled meeting. Where possible, any voting Member not able to attend should advise the Executive Director at least 24 hours in advance to ensure that there will be quorum for the meeting.

### **7.11 Executive Committee Meeting**

Any business of the corporation that cannot wait for a regularly scheduled meeting can be addressed during a meeting of the Executive Committee of the board. Such business could include documents that must be executed or authorizations for expenditures. Minutes of Executive Committee meetings must be distributed to all board members.

### **7.12 Signatures on Resolutions**

Notwithstanding regular board or executive committee meetings, the signature of all members of the Board of Directors on any by-law or resolution adopted by the directors gives to that by-law or resolution the same force and effect as if it had been unanimously adopted by all the directors during a meeting of the Board of Directors convened to that end.



### **7.13 Chair**

The president, or in case of his absence, the vice-president will preside over and chair the regular and special meetings of the Board of Directors or the Executive Committee. The other Members of the Board of Directors will discuss and debate the issues presented on the agenda.

### **7.14 Agenda for Regular Meetings**

Any member wishing to suggest items for the agenda may do so by either contacting the Executive Director or the president 7 days before a regular meeting. The Executive Director, in consultation with the president, will develop a tentative agenda for each regular meeting. The agenda will be circulated to the board members at least 48 hours before the meeting along with the notice of the meeting.

The Agenda is read at the beginning of each meeting, and must be approved by the majority of the board members. Any other additional business items should be added to the agenda before it is approved.

### **7.15 Conflict of Interest for Agenda Item**

A Member is obliged to declare a conflict of interest with an item on the agenda when the agenda is read at the beginning of the meeting. The member with the conflict of interest will be allowed to abstain from discussion and from voting on the issue, and will leave the room during the discussion.

It is also possible for the other members of the board to declare that a member is in conflict of interest with an agenda item. A board member would be required to make a motion to the chair regarding the perceived conflict of interest. If the motion is supported by a majority vote of the other members of the board, then the member in question will not be allowed to participate in the discussion and vote on that item of business.





### **7.16 Minutes of the Meetings**

The Board of Directors should regulate the minute taking. Only a summary of the discussion, and any actual decisions should be noted down, and not the details of the discussions.

The secretary will ensure that formal minutes of each meeting are recorded, and the approved minutes are entered into a Minute Book. A clerk may be selected by the Executive Director to record minutes, provided that the Members agree to the selection, and that the selected clerk is bound by an oath of confidentiality.

### **7.17 Approval of Minutes**

The completed Minutes should be sent out to the members for review at least 5 working days prior to the next regular meeting. They should be read and approved at the beginning of the following meeting, then dated and signed by the president on behalf of the Members, and countersigned by the secretary of the corporation.

### **7.18 Motions and Resolutions**

When a subject requires deliberation by the Members, a clear motion, including specific reasons and motives must be formulated so that the Members can vote on it. The motion should be recorded in the minutes with the names of the mover and seconder.

Only voting Members will have the right and privilege to submit a motion, to second a motion, and to vote for deliberation at a formal meeting. Hence, the ex-officio member or guests cannot make a motion or second a motion at the meetings.

Unless decisions are made by consensus, every voting Member that is present at a meeting is bound to vote, unless prevented by reason of a conflict of interest. If there is quorum, then a decision will be taken by a vote of a simple majority of those voting members present.



### **7.19 Presenting Business for Decision**

Business items that are presented to the board with a recommendation from a staff member or a committee for a decision should be preceded by a motion presented by one of the board members. This will enable the board members to understand the reason for the presentation and to be able to ask more specific questions.

Once the motion is presented, then the presentation of the business can be made, discussion held, and once all the members have sufficient information, the motion can be voted on.

### **7.20 Recording Board Deliberations**

The Board of Directors will document its regular decisions in the Minutes Book as a Motion to show approval or disapproval of an item of business. More formal decisions are to be made in the form of a Resolution to reflect the Board of Directors decisions on setting policy, or on business which requires the publication of a formal decision.

However, resolutions cannot be used to document subjects of confidential nature, such as individual employees' salaries or particular decisions relating to health files.

Minutes and resolutions will not reflect the names of the voters or associate these with the nature of their vote. However, when a resolution is adopted, the president on behalf of the Members will sign such a resolution.

### **7.21 Numbering of Resolutions**

To be able to locate or to refer to board resolutions in other documents, it will be necessary for the Board to maintain a numbering system for its resolutions. The numbering system must provide a code for the year of issue for greater ease of reference.



### **7.22 Decisions Requiring More than Majority**

Some decisions of the Board of Directors have great importance for the corporation and as such require more than a majority decision of the board. The following items require at least a two-thirds majority decision by the board:

- Budget approval;
- Strategic plan approval;
- Hiring an Executive Director;
- Dismissal of the Executive Director;
- Making or changes rules and regulations;
- Revisiting old business to reverse a decision;
- Dismissal of a board member;
- Changes to a by-law;
- Adoption of a by-law.

### **7.23 Reversing Decisions**

If a board member wishes to change his mind and reverse a decision, this can be done. However, it is first necessary that a motion to revisit the old business be carried by a two-thirds majority of the board. Those voting in favour of this motion to reopen the old business must include one person who voted in favour of the old motion. A new motion to reverse the old decision can only be accepted by the chair if the two-thirds majority decision to reopen is reached.

### **7.24 Procedures of Meetings**

All regular meetings will proceed using the following arrangement where applicable:

- Reading of the agenda
- Motion to accept the agenda
- Declaration of conflict of interest
- Modifications to minutes
- Approval of Minutes
- Business Arising



- Matters of urgency
- Reports
- Regular Business
- Varia or question period
- Date for next meeting
- Motion to adjourn

### **7.25 Rules of Order**

When questions of procedure cannot be resolved, Robert's Rules of Order should be consulted. A copy of this set of standard rules for conducting meetings should be kept available by the chair.



## **8.0 MEETINGS WITH THE MEMBERSHIP**

### **8.1 Annual General Meeting**

The annual meeting of the members shall be held at a place within the territory determined by the Board of Directors and on such a day as the said directors shall appoint. The meeting date shall if possible be during the ninety (90) days following the end of the fiscal year and shall in any case be no more than fifteen (15) months after the date of the previous annual meeting.

### **8.2 Chair**

The Board of Directors may decide to contract an outside chair for a members' meeting so the board members may fully participate in the meeting discussions. If the Board of Directors does not appoint an outside chair, then the Chairperson or Vice-Chair of the Board would chair the meeting. Failing that, one of the members of the corporation present at the meeting may chair for the meeting.

### **8.3 Agenda**

The agenda for each annual general meeting must include among other business:

- tabling of the auditor's report;
- tabling of a general statement of income and expenditure for the financial period ending nearest to the date of such balance;
- tabling of the most recent annual activity report submitted by the Corporation to the Department of Health Canada;
- appointment by the members of the auditors for the following fiscal year;
- ratification of any by-laws abrogated or amended by the Board of Directors since the last annual general meeting of members;
- elections for any vacant seats on the Board of Directors;
- questions from members.



The agenda for the meeting should be published with the notice of the meeting so that the membership is aware of the business to be discussed, and have the opportunity to make themselves present for topics of concern or interest.

#### **8.4 Special General Meetings**

The Board of Directors shall have the power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition by not less than five per cent (5%) of the members.

#### **8.5 Attendance of Directors at Members' Meetings**

Due to the nature of their responsibilities for managing the business of the corporation, the Board of Directors is required to be present at annual and special members' meetings.

#### **8.6 Quorum**

Twenty-five (25) members present at a meeting shall constitute quorum. If quorum is present at the opening of the meeting, business may proceed, even if quorum is not present throughout the meeting.

If there is no quorum at a meeting of the members, the majority of members present at the meeting may adjourn the meeting by notice on the spot as many times as necessary until there is a quorum.

#### **8.7 Notice of Meetings**

Notices of meetings of members must be provided in accordance with the by-laws to the following persons:

- each member entitled to vote;
- each director; and
- the public accountant of the corporation



Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- or by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Written notice shall also be posted on the website and at the head office in a conspicuous location, and in various other services throughout the community. No error or omission on giving notice of any annual or general meeting of the members shall invalidate such meeting.

#### **8.8 Electronic Participation**

Participation in members' meetings by electronic means is not permitted. In addition, the holding of a meeting by electronic means is also not permitted.

#### **8.9 Voting**

Each member who is 18 years and older, and present at a meeting shall have the right to exercise one vote. Absentee voting such as by proxy is not permitted under any circumstances.

#### **8.10 Majority**

At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by the corporation's by-laws. Two-thirds votes are required to change the by-laws regarding:

- Membership requirements
- Notices of Meetings
- Absentee Voting



### **8.11 Minutes**

The secretary of the corporation shall ensure that the minutes of all membership meetings are recorded, and in particular, the results of any deliberations. The minutes must be recorded in a record book reserved for that purpose, and kept at the head office of the corporation.

A summary of the minutes of the annual general meeting or any special meeting will be available on the KHC website to ensure that the membership is informed of the proceedings.

### **8.12 Members' Resolutions**

Any resolutions from the members at a general meeting that are not part of the legal annual business of the corporation, and that concern the on-going business or operations of the corporation are not binding on the Board of Directors who are the managers of the corporation. However, they should be given full consideration, and discussed by the board at the next regular board meeting.

### **8.13 Annual Financial Statements to Members**

Notification that the annual financial statements of the corporation are posted on the Kanesatake Health Center website and available at the Kanesatake Health Center will be sent out to members 21-60 days before the annual members' meeting.

### **8.14 Disclosure**

The Corporation shall provide information on its operations to all registered Kanesatake community members living within the area serviced by the Kanesatake Health Center. As such, a summary of the annual activity report and audited financial statements will be posted on the KHC website before the annual members' meeting. Ongoing information will be provided during the course of the year through Karihwios, flyers, Facebook and website.





## **9.0 FINANCIAL MANAGEMENT**

### **9.1 Financial Year**

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be March 31st.

### **9.2 Financial Management**

The management of the finances of the corporation will be done according to generally accepted principles of accounting.

### **9.3 Borrowing Money**

The Board of Directors is hereby authorized, from time to time

- 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 of Directors in its discretion may deem expedient;
- to limit or increase the amount to be borrowed;
- 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 of Directors;
- to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, 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.



#### **9.4 Financial Policies**

Based on recommendations from the Executive Director, or the Auditors, the Board of Directors may from time to time amend financial policies to ensure a sound financial management of the corporation in the areas of:

- the management of assets;
- reporting;
- standards for procurement management;
- board travel;
- and, tendering.

#### **9.5 Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts 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 of directors may fill any causal vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors at the next board meeting following their appointment.

#### **9.6 Budget**

The five year budget is presented and approved by the board as part of the Health Plan. If there are changes to the five year budget, these changes will be brought to the board. Any major changes to the budget approved by the board will be forwarded to Health Canada.

#### **9.7 Budget Review**

During the year, if the Executive Director wishes to direct funds to new projects for which no provisions were made under the budget, the Executive Director will present possible alternatives to the Board. Such alternatives will respect the commitments so far under the budget.



## **9.8 Banking**

At the first meeting, the Board of Directors should pass a resolution on the choice of the banking establishment for the corporation. Any further change of bank would require a new resolution from the Board.

## **9.9 Signing Authority for Cheques**

The Board of Directors must make a resolution establishing the protocol for signing cheques, and for signatures at the bank.

## **9.10 Monitoring**

The Board has particular responsibility to review financial reports and if financial problems occur, to direct the Executive Director to put appropriate mechanisms in place to control expenditures accordingly. The Board must ensure that adequate financing is in place before authorizing expenditures not covered by the budget.

## **9.11 Limitations**

The Board must, through a resolution, establish limitations on spending by the Executive Director for items not identified in the budget. The limitation is set at \$50,000. Since the Board meets quarterly, the limitations must not restrict the good functioning of the organization. Therefore, the Executive Committee may approve expenditures that cannot wait for a Board meeting.

## **9.12 Executive Committee Authorization**

The Executive Committee of the Board is responsible to authorize any expenditure over fifty thousand dollars (\$50,000) not in the budget that cannot wait for a regular board meeting. However, any amount over a hundred thousand dollars can only be approved at a full Board meeting.



### **9.13 Authorizations by Resolution**

Any expenditure not in the budget for an amount over a hundred thousand dollars (\$100,000) must be approved by the Board of Directors through a resolution of the board.

### **9.14 Contracts**

The Board of Directors will be asked by the Executive Director to approve contracts over \$50,000. A contract between \$50,000 and \$100,000 may be approved by the Executive Committee, if the work to be performed cannot wait till a full Board Meeting. However, the members of the Board must be notified of the decision taken by the Executive Committee at the next board meeting. Any contracts exceeding \$100,000 must wait for full board approval.

### **9.15 Proposals**

The board will review the financial analysis provided by the Executive Director of the Health Center prior to the approval of any proposals made for new programs or services over fifty thousand dollars (\$50,000).

### **9.16 Audited Financial Statements**

The Board of Directors will sign the annual audited financial statements and ensure copies are forwarded to the Mohawk Council and to Health Canada, and that a summary is provided annually to the members of the corporation. The summary will be posted on the KHC website



## **10.0 ADMINISTRATION**

### **10.1 Line of Authority**

The line of authority of the Board of Directors to the Health Center is through the Executive Director.

Individual board members do not have the authority to provide directives to the Executive Director nor to the staff. As the chief administrator of the Health Center, the Executive Director is solely responsible for ensuring the compliance of the staff with any board directives.

### **10.2 Program Management**

The Board of Directors, through the Executive Director, will ensure that the programs and services being provided meet the requirements of the funding agreements with Health Canada as a minimum.

### **10.3 Long-Term Planning**

Members of the Board are invited to participate with management and staff in developing the five-year Health Plan for the Kanesatake Health Center. This planning is to make sure that the programs and services continue to respond to the health needs of the community and the corporate structure remains effective and efficient. This may entail changes to the organizational structure of the health centre as presented from time to time by the Executive Director.

### **10.4 Hiring**

Prior to declaring any totally new position, it is required that the Board of Directors of the corporation be informed by the Executive Director, and approve of the following:

- Rationale for the need of a hiring process;
- Written confirmation of funding, either by a funding agency or according to approved budgets.



### **10.5 Board Operational Plan**

The Board of Directors is required to work with the Executive Director to prepare an annual operational plan that will support the achievement of strategic goals and objectives for the Health Center.

### **10.6 Performance Objectives**

The Executive Director is required to submit to the Board his or her performance goals for the year.

### **10.7 Organizational Policies**

The Board of Directors is required to review and approve the implementation of new policies, or amendments to existing policies governing human, financial, informational and material resources in health and wellness.

The board is responsible to ensure that general corporation policies approved by the Board of Directors at the onset, and all other policies that have been adopted are applied uniformly and in a fair and appropriate manner.

### **10.8 Activity Reports**

At each regular meeting of the board, the Executive Director should present an activity report. The board should review and approve these activity reports in order to assess the results achieved to date. This will ensure that the board remains updated on the programs, services and operations of the Kanesatake Health Center, and will facilitate the other functions of the board in regards to overall evaluations and accountability.

The Board is responsible for approving the annual report that is provided to Health Canada with copies to the Mohawk Council and to the membership.



## **10.9 Community Involvement**

The Board of Directors should work with the Executive Director to maintain community participation and involvement in the planning and implementation of health services to the community. As a minimum, this should include:

- The determination of a community participation and accountability mechanism for all health and wellness programs, where feasible;
- Bi-monthly newsletters to update the community on programs and services;
- Periodic workshops or needs assessments for particular health and wellness issues, or for new programs;
- Information to the community on changes to service guidelines or eligibility criteria;
- Feedback mechanisms for workshops and program delivery;
- The holding of an annual general meeting with the membership to address the legal requirements of the corporation and to determine the long-term and punctual needs of the population in regards to health and wellness.

## **10.10 Evaluation**

The Board of Directors of the corporation is responsible for ensuring that long-term and short-term evaluation of the programs and services of the corporation takes place. This would include:

- a five-year community health needs assessment;
- an annual assessment of how the health plan is working and if any adjustments need to be made;
- an annual self-evaluation of board performance;
- the annual performance evaluation of the Executive Director;
- a cyclical five-year evaluation of the health plan.

The board would review the evaluation reports with the Executive Director and discuss any follow up actions indicated by the results.



## **11.0 ACCESS AND DISCLOSURE**

### **11.1 Right of Access**

Members shall have the right of access to:

- The letters patent, certificate of continuance and by-laws of the Corporation;
- The minutes of annual and special general meetings of members of the Corporation;
- The name and address of each director with an indication for each of the date on which his term of office began (and ends if applicable);
- The contribution agreement in effect between the Corporation and the department of Health Canada;
- The most recent annual activity report and any other written evaluations of programs and services submitted by the Corporation to Health Canada;
- Any audit of the Corporation or its activities completed by or on behalf of Health Canada;
- Written standards, rules, policies and procedures adopted by the Corporation concerning provision of programs and services to clients;

### **11.2 Access to Corporation Documents**

The documents listed in the previous section 11.1 can be accessed by the members of the corporation through a request submitted in writing to the Executive Director. The request must explain the purpose for which the document(s) are being reviewed, and must be signed and dated by the member.

The member can access the documents in an office in the corporation's headquarters, but cannot remove the documents from the building. Other than standard distribution copies of regular program policies and rules, photocopies of the documents will not be permitted.





### **11.3 Minutes of Board Meetings**

The minutes of the Board of Directors or the minutes of the executive committee shall be available to the general membership of the Corporation through the Board of Directors; each director shall receive a copy of the minutes. The Board of Directors should provide the general membership with an annual activity report or periodic newsletters that reflect the general business undertaken by the board in its meetings.

Notwithstanding such activity reports, excerpts of minutes regarding general business that do not reflect individuals or confidential matters could be available based on the written request of a member.

### **11.4 Excerpts of Minutes**

Excerpts of board minutes may be provided based on a written request from a member regarding a matter of general interest addressed to the Executive Director or to the Board itself. The board would decide on a standardized format for excerpts of minutes.

The Board or the Executive Committee would make a final decision on whether the request would be granted. If the request is agreed to, then the secretary would ensure that the excerpt of the minutes would be sent contained in a standard letter to the member requesting the excerpt. The excerpt would be signed and dated by the secretary of the corporation.

### **11.5 Access to Minute Book**

Only the Directors shall have a right of access to the record book containing the minutes of the meetings of the Board of Directors and the Executive Committee.

### **11.6 Policy for Access to Information for Health Center**

The Board of Directors will adopt a policy of Access of Information for the Health Center Program and Operations. This policy will outline what



information can be requested by members, and what information must remain restricted for reasons of discretion, sensitivity and confidentiality.

Copies of non-restricted documents or policies would be provided on request within a reasonable delay; however, the member would be required to pay the cost of the photocopies. Copies of the letters of request would be kept on file.

#### **11.7 Reporting to the Mohawk Council**

The Corporation shall provide an annual activity report to the Mohawk Council of Kanesatake along with the audited financial statements of the Corporation.

#### **11.8 Disclosure**

The Corporation shall provide information on its operations to its members. As such, an executive summary of the annual report and audited financial statements will be provided on the KHC website in addition to newsletters and other information provided from time to time.

#### **11.9 Access to Policies**

The Board of Directors will ensure that once adopted or modified, all new or amended policies, such as operation management and human resources policies are made accessible to the staff.

#### **11.10 Public Consultation**

Consultations or workshops should be held with the community on health program and delivery policies that define access and services before they are adopted by the Board of Directors. The approval of Program and Service Delivery policies would require that a public notice be issued before their approval or amendment by the Board.



### **11.11 Resolutions**

Resolutions of the Board of Directors that are of general interest and concern to the community should be published on a notice board at the head office or on the KHC website.



## **12.0 REDRESS**

### **12.1 Amendments to the By-Laws**

Any modifications or amendments to the by-laws of the Corporation not embodied in the certificate of continuance may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law. A copy of the new by-laws must be sent to Corporations Canada within 12 months of the approval by membership.

### **12.2 Amendments to the Procedural Manual**

The procedural manual may be amended by a majority decision of the board in the form of a resolution, and sanctioned by an affirmative vote of the membership present at the next general meeting.

### **12.3 Appeals on Policy Applications**

Grievance and petition cases regarding the terms or application of the Health Center program policies should be filed first at an administrative level with the Executive Director, who is concerned with the administrative management of the health and wellness programs. Efforts should be made at that level to reach a satisfactory solution or compromise.

If all efforts are exhausted without resolving the grievances and petitions at the level of the Executive Director, individual cases may be submitted to the Board of Directors for a decision. The board may choose to assign the grievance or petition case(s) to a special Ad Hoc committee of the Board, which will submit recommendations for the Board of Directors deliberation at a subsequent regular sitting or, if necessary, during a special meeting.



Any petition or grievance submitted to the Board of Directors must be in a written form and accompanied by a complete file on the efforts made so far without success at the administrative levels of the Health Center.

In all cases of petitions and grievances, the decisions made by the Board of Directors are considered final; unless the Board of Directors decides to refer the matter to an outside agency or an ombudsman for a decision.

#### **12.4 Personnel Grievances**

Grievance and petition cases regarding personnel issues should be filed first at an administrative level with the Executive Director, who is concerned with the management of the Health Center personnel. Efforts should be made at that level to reach a satisfactory solution or compromise.

Any grievances or petitions that relate to professional conduct or standards of care for nursing professionals must be referred to the Order of Nurses for a decision.

Notwithstanding matters relating to standards of care, if all efforts are exhausted without resolving the grievances at the level of the Executive Director, individual cases may be submitted to the Board of Directors for a decision.

Any petition or grievance submitted to the Board of Directors must be in a written form and accompanied by a complete file on the efforts made so far without success at the administrative levels of the Health Center.

The board may choose to have in place a Standing Committee for Personnel which would review these matters and make recommendations to the board. Or, if the board does not have a standing personnel committee, it may decide to form a special Ad Hoc committee of the Board and to assign the grievance case(s) to this committee. The Ad Hoc Committee will submit recommendations for the Board of Directors deliberation at a subsequent regular sitting or, if necessary, during a special meeting.



In all cases of personnel grievances, the decisions made by the Board of Directors are considered final; unless the Board of Directors decides to refer the matter to a federal agency such as Labour Canada or an intermediary for a decision.



## **13.0 APPENDICES**

### **13.1 Oath of Office for Board Members**

I, \_\_\_\_\_ Board Member, do solemnly affirm that I shall honestly and faithfully discharge the duties of my office to the best of my ability. I agree to act with integrity in a manner that upholds the reputation and good standing of Kanesatake Health Center Inc.

I will maintain confidentiality concerning all Board matters. I also understand that my oath of confidentiality will continue to be binding upon me when I cease my duties as a board member.

I earnestly assert that I will not use my position or the information provided by this position for personal gain, or against any member of the community, and will participate in the business of the Board of Directors in an honest, impartial and sincere manner, avoiding situations of, or honestly declaring, any conflict of interest or perceived conflict of interest.

I will conduct myself with courtesy, respect and good faith towards fellow board members. I will refrain from being involved in contentious issues that could adversely affect my ability to perform my duties as a board member, or alienate individuals for whom I have a responsibility as a member of the Board of Directors for Kanesatake Health Center Inc.

\_\_\_\_\_  
Signature of Board Member

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness



## **13.2 Terms of Reference for Executive Committee**





### **13.3 Election Procedures for Board Elections**