



GOVERNANCE POLICY MANUAL

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Approved by the Board of Directors: December 9th, 2019

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SECTION 1 – ESTABLISH STRATEGIC DIRECTION

1.1 VISION AND MISSION

Purpose

The Board of Directors provides strategic leadership to Addictions and Mental Health Ontario (AMHO) in the establishment of and commitment to the vision and mission.

Vision:

A comprehensive and accessible system of care for addictions and mental health, which improves the well-being of all individuals, families and communities in Ontario.

Mission:

To achieve optimal addictions and mental health outcomes for Ontarians by providing leadership, being the collective voice of our members, and engaging partners.

1.2 WHO WE ARE

Addictions and Mental Health Ontario (AMHO) represents over 220 addiction and mental health organizations in Ontario. Our members provide services and supports that help Ontarians across the province with their recovery, including community-based counselling and case management, peer support and consumer run businesses, residential treatment, withdrawal management, supportive housing and hospital based programs.

1.3 WHAT WE DO

As the collective voice of our members, we provide leadership and engage partners to build a comprehensive and accessible system of addiction and mental health care, and improve the well-being of individuals, families and communities in Ontario. We do this through policy work, advocacy initiatives, service development, knowledge exchange, education offerings and quality improvement work.



SECTION 2 – ENSURE BOARD EFFECTIVENESS

POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.1	GOVERNANCE POLICY FRAMEWORK	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
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REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.1.1 PURPOSE

The Board of Directors governs Addictions and Mental Health Ontario (AMHO) in accordance with its articles of incorporation, by-laws, vision, mission, governance policies and applicable laws and regulations.

2.1.2 POLICY

The Board adheres to a model of good governance as a results based, vision driven board operating in three modes:

1. Fiduciary – providing oversight and stewardship of tangible assets
2. Strategic – providing foresight working as effective strategists in partner with management
3. Generative – providing insight and understanding in deciding how the organization, or board, wishes to consider an issue

The Board strives for a consensual approach to decision-making, based on evidence and best practice, while respecting and valuing dissenting views.

The Board maintains at all times a clear distinction between the governance and operation of AMHO, while recognizing the interdependencies between them.

Consistent with the Board’s commitment to good governance practices the Board will make available to the public:

- A list of the members of the Board of Directors
- Policies governing the Board of Directors
- A report on AMHO performance as part of the AMHO annual report



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POLICY TYPE	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.2	BOARD ROLE AND RESPONSIBILITIES	
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REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.2.1 PURPOSE

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

2.2.2 POLICY

The Board is responsible for the overall governance of the affairs of Addictions and Mental Health Ontario (AMHO).

STRATEGIC PLANNING AND MISSION, VISION AND VALUES

The Board participates in the formulation and adoption of the organization’s mission, vision and values.

The Board ensures that the organization develops and adopts a strategic plan that is consistent with its mission and values, which will enable the organization to realize its vision. The Board participates in the development of and ultimately approves the strategic plan.

The Board ensures consistency with the strategic plan and strategic directions.

The Board receives regular briefings or progress reports on the implementation of strategic directions and initiatives.

The Board ensures that its decisions are consistent with the strategic plan and the mission, vision and values.

The board annually conducts a review of the strategic plan as part of a regular annual planning cycle.

PERFORMANCE MEASUREMENT AND MONITORING

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;
- Oversight of management performance;
- Quality of programs and member services;
- Financial conditions;
- External stakeholder relations; and
- The Board’s own effectiveness.



The Board ensures that management has identified appropriate measures of performance.

QUALITY OVERSIGHT

The Board is responsible for establishing policies and plans related to effectiveness and quality.

The Board ensures that policies and improvement plans are in place related to quality, member experience and satisfaction.

The Board monitors quality performance against the Board-approved plans (e.g., strategic plan), performance standards and indicators.

The Board ensures that management has plans in place to address variances from performance standards indicators, and the Board oversees implementation of remediation plans.

RISK IDENTIFICATION AND OVERSIGHT

The Board is responsible for being knowledgeable about risks inherent in the organization's operations and to ensure that appropriate risk analysis is performed as part of board decision-making.

The Board oversees management's risk management program.

The Board ensures that appropriate programs and processes are in place to protect against risk.

The Board is responsible for identifying unusual risks to the organization and for ensuring that there are plans in place to prevent and manage such risks.

FINANCIAL OVERSIGHT

The Board is responsible for stewardship of financial resources, including ensuring availability and overseeing the allocation of financial resources.

The Board approves policies for financial planning and approves the annual operating and capital budget.

The Board monitors financial performance against budget.

The Board approves investment policies and monitors compliance.

The Board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.

The Board ensures management has put measures in place to ensure the integrity of internal controls.

OVERSIGHT OF MANAGEMENT

The Board recruits and supervises the Chief Executive Officer by:

- Developing and approving the Chief Executive Officer job description;



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- Undertaking a Chief Executive Officer recruitment process and selecting the Chief Executive Officer;
- Reviewing and approving the Chief Executive Officer's annual performance goals;
- Reviewing Chief Executive Officer performance and determining Chief Executive Officer compensation;
- Ensuring succession planning is in place for the Chief Executive Officer and senior management; and
- Exercising oversight of the Chief Executive Officer's supervision of senior management as part of the Chief Executive Officer's annual review.

STAKEHOLDER COMMUNICATION AND ACCOUNTABILITY

The Board identifies the organization's stakeholders and understands stakeholder accountability.

The Board ensures the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders.

The Board contributes to the maintenance of strong stakeholder relationships.

The Board performs advocacy on behalf of the organization with stakeholders where required, in support of the mission, vision, values and strategic directions of the organization.

GOVERNANCE

The Board is responsible for the quality of its own governance.

The Board establishes governance structures to facilitate the performance of the Board's role and enhance individual director performance.

The Board is responsible for the recruitment of a skilled, experienced and qualified Board.

The Board ensures ongoing Board training and education.

The Board assesses and reviews its governance by periodically evaluating 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

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



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.3:	BOARD DIRECTOR ROLE AND RESPONSIBILITIES	
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2.3.1 PURPOSE

The corporation is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

2.3.2 SCOPE

This policy applies to all directors and is provided to directors before they are recruited for appointment to the board. A director who wishes to serve on the board must confirm in writing that he or she will abide by this policy.

2.3.3 POLICY

As a member of the board, and in contributing to the collective achievement of the role of the board, the individual director is responsible for the following:

- **Fiduciary Duties**

Each director is responsible to act honestly and in good faith with a view to the best interests of the corporation and in so doing, to support the corporation in fulfilling its mission and discharging its accountabilities.

A director shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- **Accountability**

A director's fiduciary duties are owed to the corporation. The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the corporation, as a whole. A director shall be knowledgeable of the stakeholders to whom the corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the corporation.

- **Education**

A director shall be knowledgeable about:

- The operations of the corporation;
- The duties and expectations of a director;
- The board's governance role;
- Board's governance structure and processes;
- Board adopted governance policies; and



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- Corporate policies applicable to board members.
- A director will participate in a board orientation session, board retreats and board education sessions. A director should attend additional appropriate educational conferences in accordance with board approved policies. A mentor will be assigned for all new board members.

- **Board Policies and Corporation Policies**

A director shall be knowledgeable of and shall comply with the following policies that are applicable to the board including:

- The Board's Code of Conduct;
- The Board's Conflict of Interest Policy;
- The Board's Confidentiality Policy; and
- The Ethical Decision Making Policy.

- **Teamwork**

A director shall develop and maintain sound relations and work cooperatively and respectfully with the board chair, members of the board and senior management.

- **Community Representation**

A director shall represent the board and the corporation in the community when asked to do so by the board chair.

- **Time and Commitment**

A director is expected to commit the time required to perform board and committee duties. It is expected that a director will devote a minimum of between *10 and 15* hours per month.

The board meets approximately 5 times a year and a director is expected to attend at least 70 to 80 percent of board meetings.

A director is expected to serve on at least one standing committee. Committees generally meet 4 to 5 times per year.

- **Contribution to Governance**

Directors are expected to make a contribution to the governance role of the board through:

- Reading materials in advance of meetings and coming prepared to contribute to discussions;
- Offering constructive contributions to board and committee discussions;
- Contributing his or her special expertise and skill;
- Respecting the views of other members of the board;
- Voicing conflicting opinions during board and committee meetings but respecting the decision of the majority even when the director does not agree with it;



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- Respecting the role of the chair;
- Respecting the role and terms of reference of board committees; and
- Participating in board evaluations and annual performance reviews.

- **Continuous Improvement**

A director shall commit to be responsible for continuous self-improvement. A director shall receive and act upon the results of board evaluations in a positive and constructive manner.

- **Term and Renewal**

A director is elected for a term of up to three years and may serve for a maximum of six years. A director's renewal is not automatic and shall depend on the director's performance.

STATEMENT OF COMMITMENT AND ACCOUNTABILITY *(to be signed annually)*

I, _____, have reviewed the expectations of me as a Director of AMHO as set out in the policy on the Board Director Role and Responsibilities, and I am committed to meeting these expectations, to the best of my abilities, during my term in office.

I agree to comply with all applicable laws, the AMHO By-laws and Board policies including, without limiting the generality of the foregoing, the Board's Code of Conduct, Conflict of Interest Policy, Confidentiality Policy, and the Ethical Decision Making Policy, copies of which I acknowledge have been provided to me.

Signature

Date



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.4:	BOARD PRESIDENT ROLE, RESPONSIBILITIES, ACCOUNTABILITIES	
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2.4.1 PURPOSE

The Board policy on the President Role is intended to provide clarity and a shared understanding of the role of the Board President with respect to expectations, responsibilities and accountabilities. This policy also provides a basis for assessing the President’s individual performance.

2.4.2 SCOPE

This policy applies to the President of the AMHO Board of Directors.

2.4.3 POLICY

- A) The President is the leader of the Board and the official designated Board spokesperson for AMHO.
- B) The principal role of the President is to steward and manage the affairs of the Board.
- C) The President is a signing officer of AMHO.
- D) The President works in close collaboration with the Chief Executive Officer to further the objects of AMHO.
- E) The President contributes to effective governance by ensuring that Directors fulfill their duties and responsibilities as defined in the By-laws and in Board policy.
- F) The President is accountable to the Board of AMHO and reports on behalf of the Board at each annual meeting of the Members.
- G) The President performs such other duties as the Board determines from time to time.
- H) The President is elected annually by the Board at the first Board meeting following the annual meeting of Members. The President will commit to serve a minimum of two years and a maximum of three years.

2.4.4 PROCEDURES

The President is responsible for:

- A) Ensuring the integrity and effectiveness of the Board’s governance functions and processes in a manner that meets its obligations and responsibilities,
- B) Setting agendas for and calling meetings of the Board,
- C) Presiding at meetings of the Board and AMHO Members,



- D) Collaborating with and acting as a sounding board for the CEO, including coordination of activities and plans and exchange of timely, pertinent information with respect to AMHO operations and risks,
- E) Representing AMHO at external meetings and other requested events or identifying a delegate as required,
- F) Representing the Board with the Ministers of government and key external stakeholders,
- G) Representing the Board within the organization and with Members ,
- H) Maintaining effective relationships with other Directors, management and stakeholders,
- I) Signing legally binding agreements and documents on behalf of AMHO including any accountability and reporting requirements of the Ministries, and
- J) Acting as an *ex-officio* member of all standing and special committees of the Board.

In the event of the President's absence or unavailability, the duties and powers of the President may be delegated to the Vice-President or another Director, consistent with the By-laws.

The detailed responsibilities and the required skills and qualifications of the President are set out in the President Position Description included in this policy as an Appendix. As such, the Position Description forms part of this policy.

2.4.5 REFERENCES

Board Role and Responsibilities Policy

APPENDIX A: Board President Position Description

Position Summary:

The President of AMHO is the leader of the Board. The principal role of the President is to manage the affairs of the Board, including ensuring it is organized properly, functions effectively and meets its obligations and responsibilities consistently within the By-laws and policies of AMHO, Robert's Rules of Order, requirements of major funders, and applicable legislation and regulations. The President's authority extends to making decisions in the discharge of his/her duties and responsibilities that fall within a reasonable interpretation of Board roles, responsibilities and accountabilities.

Accountabilities:

The President is accountable to the Board and Members of AMHO to:

- Ensure the effective and efficient exercise of the Board's responsibilities and processes in compliance with legislative and legal requirements,
- Maintain an effective governance environment by promoting collaboration and respect among Directors, management and staff, and with external stakeholders and partners,
- Report at each annual meeting of AMHO concerning the accomplishments and activities of AMHO including the Board, and
- Represent the Board and foster positive and engaged relationships with government and other AMHO stakeholders.



Major Responsibilities:

Board Governance Leadership

The President ensures the Board meets its governance obligations and responsibilities and oversees the quality of the Board's governance processes, including:

- Ensuring the Board understands its governance roles and understands and respects the role of management,
- Setting the ethical tone of the Board and providing effective, knowledgeable and inspiring leadership to the Board in achieving its goals and objectives,
- Fostering Board effectiveness and development through consensus and team work amongst Directors, and
- Ensuring the Board develops and adopts an annual work plan for itself and Board Committees that are aligned with the AMHO mission, vision and strategic directions and Board goals.
- Providing assistance and advice as required to Board Committee Chairs to assist them in understanding the committee responsibilities and the committee terms of reference,

Presiding Officer

The President is the presiding officer at meetings of the Board and at annual and special meetings of the Members as described in the By-Laws. As such, the President is responsible for:

- Setting agendas for Board meetings in discussion with the CEO and ensuring that the matters dealt with appropriately reflect the Board's role and annual work plan,
- Chairing meetings of the Board and ensuring that all meetings are conducted in a fair, orderly, efficient and effective manner, encouraging focused discussion and input for all Directors so that all sides of a discussion are considered, with the goal of reaching consensus
- Ensuring relevant information is made available to the Board in a timely manner and that internal or external advisors are available to the Board as required, and
- Ruling on procedural matters during meetings as required consistent with the AMHO By-laws, applicable legislation and regulations, accepted Rules of Order, and Board governance policies.

Board and Management Relationships

The President facilitates good working relationships among Directors and between the Board and CEO, including:

- Establishing a relationship with individual Directors including meeting as required with individual Directors,
- Providing the key linkage between the Board and the CEO to ensure mutual understanding of roles and expectations of the Board and management, and that the Board performs a governance role that respects the role of management and staff,
- Maintaining a collaborative working relationship with the CEO, including coordinating activities and plans related to Board responsibilities and acting as a sounding board for the CEO, and
- Ensuring through the Board that CEO annual performance objectives are established and an annual performance evaluation of the CEO is performed.
- Ensuring through the Board that succession planning for the position of the CEO occurs.



Representation and Community Relationships

The President, along with the CEO, is the official spokesperson for the Board representing AMHO in the community and to various stakeholders, and is responsible for:

- Representing the Board within the organization and attending and participating in AMHO events, and
- Engaging with external partners at planning tables and at meetings with government officials and community as appropriate.

Qualifications

The President has the following skills and qualifications:

- A Member in good standing with AMHO
- All the qualifications required of a Director
- Proven governance leadership experience including as an AMHO Board or Board Committee member.
- Commitment to continuous governance improvement
- Commitment to AMHO's Mission and Vision
- Works collaboratively and focuses on building consensus
- Ability to establish a trusted advisor relationship with the CEO and the other Directors
- Able to be an effective spokesperson and advocate on AMHO issues
- Able to think strategically and focus on core issues
- Excellent interpersonal and problem-solving skills
- Demonstrated communications skills and ability to engage others
- Demonstrates a high level of personal integrity and ethics
- Open-minded to the opinions of others
- Demonstrates fairness in judgement



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POLICY TYPE:	BOARD ROLES, RESPONSIBILITIES AND ACCOUNTABILITIES	
POLICY #2.5:	BOARD VICE-PRESIDENT ROLE, RESPONSIBILITIES AND ACCOUNTABILITIES	
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REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.5.1 PURPOSE

The Board policy on the Vice-President(s) Role is intended to provide clarity and a shared understanding of the role of the Board Vice-President(s) with respect to expectations, responsibilities and accountabilities.

2.5.2 SCOPE

This policy applies to the Vice-President(s) of the AMHO Board of Directors.

2.5.3 POLICY

- A) The principal role of the Vice-President is to carry out such leadership duties relating to the effective functioning and governance of the Board as may be requested by the President.
- B) The Vice-President may act on behalf of the President in the event of the President's absence, disability or inability to perform their duties.
- C) The Vice-President is accountable to the Board.
- D) The Vice-President is a signing officer of AMHO when required.
- E) The Vice-President performs such other duties as the Board determines from time to time.
- F) The Vice-President is elected annually by the Board at the first Board meeting following the annual meeting of Members.

2.5.4 PROCEDURES

Consistent with the By-laws, the Vice-President is elected annually by the Board at the first Board meeting following the annual meeting of Members.

The Vice-President is responsible for:

- A) Performing the duties of the President in the event of the President's absence including acting as the key point of contact with the CEO,
- B) Fulfilling any responsibilities of the President as assigned by the Board,
- C) Chairing any Board Committees, task forces or other such groups as assigned by the Board,
- D) Collaborating with and supporting the President to develop and implement processes and practices for the effective functioning of the Board,
- E) Taking on assignments and special projects as requested by the President or the Board.
- F) The detailed responsibilities and the required skills and qualifications of the Vice-President are set out in the Vice-President Position Description included in this policy as an Appendix. As such, the Position Description forms part of this policy.

2.5.5 REFERENCES

Board Role and Responsibilities Policy



APPENDIX A: Vice-President Position Description

Position Summary:

The Vice-President of AMHO carries out the responsibilities of the President in the absence of or at the request of the President. The Vice-President also may take on other duties at the request of the Board.

Accountabilities:

The Vice-President is accountable to the Board for the leadership duties taken on at the request of the President or the Board.

Major Responsibilities:

In addition to the responsibilities of a Board Member, the Vice-President has the following responsibilities:

- Carrying out the duties of the President in the President's absence,
- Acting as the key point of contact between the Board and CEO in the absence of the President,
- Working closely with the President to support the President and Board in fulfilling their respective roles and responsibilities,
- Mentoring new Directors as required, and
- Taking on assignments and special projects, and performing such other duties as requested by the President or Board.

Qualifications:

The Vice-President has the following skills and qualifications:

- A Member in good standing with AMHO
- All the qualifications of a AMHO Director
- Ability to act on behalf of, or in conjunction with, the President to provide governance leadership to AMHO,
- Governance experience and leadership skills, including as an AMHO Board or committee member.



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.6:	COMMITTEES AND COMMITTEE CHAIRS	
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REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.6.1 PURPOSE

The purpose of this policy is to establish the purpose of committees of the Board and parameters on which Board Committees are established and function. This policy also outlines the responsibilities of Committee Chairs.

2.6.2 SCOPE

This policy applies to all Committees established by the AMHO Board of Directors.

2.6.3 POLICY

1. Committees

Committees play an essential role in the Board’s functioning. They support the Board in fulfilling its defined roles and responsibilities by undertaking work and advising the Board within their Board-approved defined Terms of Reference.

The Board cannot assign or abdicate its responsibilities to a committee but rather use committees to support the Board in fulfilling its responsibilities. Board committees and Committee Chairs will not speak or act for the Board except when formally given authority to do so by the Board. Board Committees may not bind the Board to any course of action.

A Standing Committee is created by the Board to assist its work on an ongoing basis. Standing Committees will include at minimum any Standing Committees that are required in the By-laws.

An Ad hoc Committee may be established by the Board for a specific Board-defined purpose and for a limited time.

Committees will assist the Board by preparing policy alternatives, identifying implications for Board deliberation and monitoring performance within its defined areas of responsibility as defined in each committee’s Terms of Reference. Recommendations will be made to the Board of Directors for discussion, and if appropriate, approval.

Standing and Ad hoc Committees will be chaired by a Board member. Other members of each Committee will follow the membership description found in the Terms of Reference for that committee.

2. Committee Chairs



The Chair of a Board Committee is responsible for leading the Committee within its mandate as defined by its Terms of Reference and in accordance with AMHO's By-laws, Board policies and any other direction of the Board. The Committee Chair is the principal link between the Committee and the Board.

Chairs of Board Committees (standing or ad hoc) are appointed by the Board from amongst the Board membership.

The term of a Standing Committee Chair is one year with the option of annual re-appointment. There is no maximum to the number of years a Board member can remain as Chair of a Board Committee.

2.6.4 PROCEDURES

1. Committees

The work of Committees will be guided by each committee's responsibilities as described in its Terms of Reference and by the annual priorities of the Board.

Each committee will develop an annual work plan that begins after the annual general meeting and aligns with the Board's annual work plan. The work plan will describe ongoing work of the Committee as well as any special projects identified by the Committee or the Board.

The Board will stay informed of the work of its committees. Committees will provide to the Board the minutes of each Committee meeting, preferably at the next Board meeting following the Committee meeting. Committee Chairs will provide a brief verbal update at the Board meeting.

All Board members are expected to serve on at least one Committee. The Board Governance Committee will canvas Board members annually about their interests and preferences for Committee membership including whether to remain on their current committee(s). Appointments to Committees will be made considering a Director's interests and skills, opportunities for learning and skills development, and the committee's mandate.

External individuals may be members of a Board Committee in accordance with the membership defined in each committee's Terms of Reference.

The Board President is an *ex officio* member of all Board Committees.

Board committee meetings are not open to staff or external individuals who are not appointed as a member of the Committee or whose attendance has not been approved in advance by the Committee Chair in a special circumstance.

2. Committee Chairs

Committee Chairs are responsible for:

- Presiding at all meetings of the Committee.
- Developing meeting agendas in consultation with the CEO and/or Staff Support to the Committee.
- With staff assistance, developing a committee work plan, based on the ongoing work of the Committee and any additional initiatives identified by the Committee or assigned by the Board.



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- Ensuring that the Committee is making progress on its work plan and deliverables are met.
- Ensuring that accurate minutes are kept to reflect the work of the Committee.
- Reporting to the Board on the Committee's progress, in verbal or written form as requested.
- Exercising due diligence and good judgment in committee deliberations and decision-making.
- Ensuring that the policies of the Board are respected and reflected in the work of the Committee.
- Ensuring that new members of the Committee are properly oriented to the Committee's mandate and work.
- Providing input and advice to the Board Governance Chair, CEO and Board regarding succession to the Chair position.
- Performing such other duties as may from time to time be determined by the Board.

2.6.5 REFERENCES

AMHO By-laws

Terms of Reference for each Board Committee



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.7:	BOARD OFFICER SELECTION AND SUCCESSION PLANNING	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
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NEXT REVIEW REQUIRED:		

2.7.1 PURPOSE

The Board policy on Board Officer Selection and Succession Planning is intended to provide guidelines and procedures to ensure interested and capable Directors are available to serve as Officers of the corporation, including Chairs of Board Committees, to facilitate informed and effective decision-making. Further the policy identifies a process for selecting a slate of officers to the Board for election.

2.7.2 SCOPE

This policy applies to the process of selecting Directors as Officers of the corporation and succession planning for these positions. For greater certainty, the Officers of the corporation include a President, a Vice-President, a Secretary and a Treasurer.

2.7.3 POLICY

The Board will include Directors with the interest and skills necessary to carry out the roles of President, Vice President(s), Secretary, Treasurer, and Chairs of Board Committees.

The Board, through the Governance Committee, will engage in a succession planning process to ensure that capable and interested Board Directors are available to serve as Officers of the corporation.

Where there are more capable Directors interested than there are positions available, the Board will, before the Annual General Meeting, engage in a fair election process to select a final slate for presentation to the incoming Board.

2.7.4 PROCEDURES

- A) As part of their canvass of Directors after the spring Board meeting, the Governance Committee will determine their interest in continuing or becoming an officer of the Corporation in the upcoming year or in the future. Board Committee Chairs will also be asked to indicate how many years they intend serve in the position and who they see as potential successors at the appropriate time.
- B) The Governance Committee will discuss open positions with potential candidates, and prepare an initial slate of candidates.
- C) Where there are gaps, the Committee will solicit further potential candidates, including non-Board Directors if there are open positions on the Board.
- D) Where there is more than one capable candidate interested in a position, at a Board meeting before the Annual General Meeting, the Board will engage in an election process where each candidate will have an opportunity to make a brief presentation to the Board (written or oral at the Board's discretion). This will be followed by an election by secret ballot. The Board will select



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two scrutineers to review the ballots and announce the selected candidate(s). Ballots will then be destroyed.

- E) At its first meeting after the AGM, the incoming Board will elect the Officers of the corporation for the upcoming year.
- F) If an Officer position becomes open during the year due to a resignation, the Governance Committee will recommend to the Board a replacement who will hold the position for the remainder of the term.
- G) The Governance Committee will maintain a list of potential candidates to serve as an Officer of the corporation for the future and assist those Directors with development opportunities where possible.



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE FRAMEWORK	
POLICY #2.8:	BOARD COMPOSITION AND RECRUITMENT	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2019-12-09
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.8.1 PURPOSE

The Board policy on Board Composition and Recruitment is intended to provide guidelines and procedures to ensure that structures, systems and processes are in place that support a high performing, strong governance culture and that appropriate skills are available on the Board to facilitate informed and effective decision-making.

2.8.2 SCOPE

This policy applies to the process of selecting and retaining Board Directors.

2.8.3 POLICY

The Board as a whole will have the skills necessary to carry out its role and stewardship responsibilities, e.g. financial, human resources, strategic planning, and to participate on Board committees.

The composition of the Board as a whole will, as much as possible, reflect the diversity of the membership that AMHO serves including type of organization and geography which is critical as a member organization.

The Board will engage in a succession planning process to ensure that capable and interested Board Directors are available for Board Committees.

Directors are elected annually. A minimum three year commitment is desirable. Directors may serve up to a maximum of six years.

2.8.4 PROCEDURES

- A) The Governance Committee will maintain a Board Matrix showing skills and experience necessary for effective board functioning.
- B) After the spring board meeting, the Governance Committee will review Directors' attendance and canvas Directors to determine their interest in standing for re-election.
- C) Results of the canvass will be reviewed against the Board Matrix to identify gaps to be filled in the next round of recruitment.
- D) Recommendation for renewal will also be based on performance, contribution and attendance.
- E) Members of the Governance Committee will carry out recruitment and outreach. Unsolicited applications from interested candidates will also be accepted.
- F) The Governance Committee will review the skills and candidates against identified gaps, interview prospective Directors and report to the Board at the September Board meeting. It will



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present a recommended number of Directors and a proposed slate Directors to be presented to the members for approval at the upcoming Annual General Meeting (AGM).

- G) The slate of Directors is presented at the AGM, following the notice requirements in the By-laws.
- H) If a Director position becomes available during the year due to a resignation, the Governance Committee will recommend to the Board whether the position should be filled before the next AGM and, if so, identify and recommend a candidate for Board approval.

2.8.5 REFERENCES

Skills Matrix



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.9:	BOARD CODE OF CONDUCT	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-09-20
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.9.1 PURPOSE

The corporation is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

2.9.2 SCOPE

The Code of Conduct applies to all directors, including *ex officio* directors, and non-board members of board committees. Directors are also required to comply with the corporation’s policy on Ethics.

2.9.3 POLICY

Director’s Duties

All directors stand in a fiduciary relationship to the corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the by-laws, applicable legislation, the common law, and Policy 2.10 of this Governance Policy Manual.

In addition, all directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. All directors are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director or committee member. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the corporation unless otherwise authorized by the board.



It is recognized that the role of director may include representing the corporation to third parties. However, such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the chair is the only official spokesperson for the board. Every director and committee member shall ensure that no statement not authorized by the board is made by him or her to the press or public.

A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the corporation.

Board Spokesperson

The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the chair or designate may speak on behalf of the board. The chief executive officer or designate may speak on behalf of the organization.

No director shall speak or make representations on behalf of the board unless authorized by the chair or the board. When so authorized, the board member's representations must be consistent with accepted positions and policies of the board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the corporation's affairs should only be made through the board's authorized spokespersons. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct

It is recognized that directors bring to the board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the chair must be respected by all directors.

Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the board may be made through the chair.



GOVERNANCE POLICY MANUAL

POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.10:	BOARD DIRECTOR CONFLICT OF INTEREST	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-09-20
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.10.1 PURPOSE

All directors have a duty to ensure that the integrity of the decision-making processes of the board are maintained by ensuring that they and other members of the board are free from conflict or potential conflict in their decision-making. It is inherent in a director’s fiduciary duty that conflicts of interest be avoided. It is important that all directors and officers understand their obligations when a conflict of interest or potential conflict of interest arises.

2.10.2 SCOPE

Applies to all directors and officers including *ex officio* directors, and all non-board members of committees.

“Officers” means officers appointed by the board including the president, vice-president, secretary, treasurer and others who perform functions for the corporation similar to those normally performed by such officers.

2.10.3 POLICY

Directors, officers and non-board committee members shall avoid situations in which they may be in a position of conflict of interest or perceived conflict of interest.

The process set out in this policy shall be followed when a conflict or potential conflict arises.

Description of Conflict of Interest

A conflict of interest arises in any situation where a director’s duty to act solely in the best interests of the corporation and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of the director. A conflict of interest also includes circumstances where the director’s duties to the corporation are in conflict with other duties owed by the director such that the director is not able to fully discharge the fiduciary duties owed to the corporation.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

1. Transacting with the Corporation

When a director transacts with the corporation directly or indirectly.

When a director has a material direct or indirect interest in a transaction or contract with the corporation.

2. Interest of a Relative



When the corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a director is a principal, officer or representative.

3. Gifts

When a director or a member of the director's household or any other person or entity designated by the director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the board.

4. Acting for an Improper Purpose

When directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of the corporation. Directors who are nominees of a particular group must act in the best interest of the corporation even if this conflicts with the interests of the nominating party.

5. Appropriation of Corporate Opportunity

When a director diverts to his or her own use, an opportunity or advantage that belongs to the corporation.

6. Duty to Disclose Information of Value to the Corporation

When directors fail to disclose information that is relevant to a vital aspect of the corporation's affairs.

7. Serving on Other Corporations

A director may be in a position where there is a conflict of "duty and duty". This may arise where the director serves as a director of two corporations that are competing or transacting with one another. It may also arise where a director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity. A director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The director cannot act to advance any interests other than those of the corporation.

Process for Resolution of Conflicts and Addressing Breaches of Duty

- **Disclosure of Conflicts**

A director, officer or committee member who is in a position of conflict or potential conflict shall immediately disclose such conflict to the board by notification to the chair or vice-chair of the board.



Where the chair has a conflict, notice shall be given to the vice-chair. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

Where (i) a director is not present at a meeting where a matter in which the director has a conflict is first discussed and/or voted upon, or (ii) a conflict arises for a director after a matter has been discussed but not yet voted upon by the board, or (iii) a director becomes conflicted after a matter has been approved, the director shall make the declaration of the conflict to the chair or vice-chair as soon as possible and at the next meeting of the board.

If an officer becomes interested in a contract or transaction after it is made or entered into, the disclosure shall be made as soon as possible after the officer becomes so interested.

A director or officer may make a general declaration of the director's relationships and interests in entities or persons that give rise to conflicts.

- **Abstain from Discussions**

The director or officer who has declared a conflict shall not be present during the discussion or vote in respect of the matter in which he or she has a conflict and shall not attempt in any way to influence the voting.

Process for Resolution of Conflicts and Addressing Breaches of Duty

All directors shall comply with the requirements of the by-laws.

A director may be referred to the process outlined below in any of the following circumstances:

1. **Circumstances for Referral**

Where any director believes that that director or another director:

- a. Has breached his or her duties to the corporation;
- b. Is in a position where there is a potential breach of duty to the corporation;
- c. Is in a situation of actual or potential conflict of interest; or
- d. Has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the corporation.

2. **Process for Resolution**

The matter shall be referred to the following process:

- a. Refer the matter to the chair or where the issue may involve the chair, to the vice-chair, with notice to chief executive officer;
- b. The Chair (or vice-chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to an ad hoc sub-committee of the board established by the chair (or vice chair, as the case may be) which sub-committee shall report to the board.
- c. If the chair or vice-chair elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the chair (or vice-chair as the case may



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be), the director referring the matter and the director involved then the chair or vice-chair shall refer the matter to the process in (b) (ii) above.

- d. A decision of the board by majority resolution shall be determinative of the matter.

It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the board (by simple majority resolution) or if a breach of duty has occurred, a director may be asked to resign or may be subject to removal pursuant to the by-laws and applicable legislation.

Perceived Conflicts

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with this Policy 2.10. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the corporation notwithstanding that there has been compliance with this Policy 2.10. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to the corporation even where no conflict exists or breach has occurred and it may be in the best interests of the corporation that the director be asked to resign.



GOVERNANCE POLICY MANUAL

POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.11	BOARD CONFIDENTIALITY	
APPROVAL:	Approved By: Board of Directors	Date: 2018-04-26
LAST REVISION:	Approved By: Board of Directors	Date:
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.11.1 PURPOSE

To ensure that confidential matters are not disclosed until disclosure is authorized by the board.

2.11.2 SCOPE

This policy applies to all board and non-board committee members.

2.11.3 POLICY

The directors owe to the corporation of a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the corporation received in their capacity as directors unless otherwise authorized by the board.

Every director shall ensure that no statement not authorized by the board is made by him or her to the press or public.

Confidential Matters

1. All matters that are the subject of closed sessions of the board are confidential until disclosed in an open session of the board.
2. All matters that are before a committee or task force of the board are confidential unless they have been determined not to be confidential by the chair of the relevant committee or task force or by the board.
3. All matters that are the subject of open sessions of the board are not confidential.

Procedure for Maintaining Minutes

1. Minutes of closed sessions of the board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a director designated by the chair of the board.
2. All minutes of closed sessions of the board shall be marked confidential and shall be handled in a secure manner.
3. All minutes of meetings of committees and task forces of the board shall be marked confidential and shall be handled in a secure manner.
4. Notwithstanding that information disclosed or matters dealt with in an open session of the board are not confidential, no director shall make any statement to the press or the public in his or her capacity as a director unless such statement has been authorized by the board.



POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.12	BOARD ORIENTATION AND EDUCATION	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.12.1 PURPOSE

The purpose of this policy is to describe the Board’s commitment to orientation and ongoing education as part of continuous governance improvement and to outline the respective roles and responsibilities of the Board, Board members and the Chief Executive Officer (CEO) in fulfilling that commitment.

2.12.2 SCOPE

This policy applies to all members of the Board of Directors.

2.12.3 POLICY

1. New Board Member Orientation

It is the responsibility of the Board to ensure that new Board Directors receive an orientation to their role as a Board member.

Each new Board member is required to attend an orientation session and candidates for the Board should be notified of this requirement during the recruitment process. Attendance at the orientation session is also open to an existing Board member who wishes to attend.

An orientation session will be held after the new Board member’s election to the Board at the annual Members’ meeting and prior to their attendance at the next regularly scheduled Board meeting.

Oversight responsibility for new Board Member orientation is assigned to the Governance Committee. The Chair will work collaboratively with members of the Governance Committee and the CEO to develop and deliver the orientation program. The Chair of each Board Committee is expected to take an active role in the orientation process, specifically with respect to the mandate and Terms of Reference of the Committee for which he or she chairs.

2. Ongoing Board Education

All Board members are responsible to be knowledgeable about:

- the environment in which AMHO operates,
- AMHO’s strategic direction and priorities and its ongoing operations, and
- Their governance responsibilities as a member of the Board.

All Board members will fulfill the requirements for ongoing education as described in Board policy. This includes, but is not limited to, reading all written materials to Board members on topics for Board education sessions and participating in ongoing education activities provided at regular Board meetings or special education sessions for the Board.



2.12.4 PROCEDURES

1. New Board Member Orientation

To provide a solid background for their responsibilities on the Board, new Director orientation will include the following four topics and related documents:

- **The Board and governance at AMHO** including By-laws, Board policies, Board structure and committees, and Board evaluation processes.
- **AMHO as an organization** including Vision and Mission, Strategic Plan, annual operating plan and annual budget, Balanced Scorecard and any other performance reports, and an Organizational Chart.
- **External Relationships and Accountabilities** including accountability understanding with Members, contract agreements with funders, description of other key stakeholders relevant to the Board's work.
- **Health, Addictions and Mental Health Sector Information** including any key government documents or other external resources that provide a context for the work of AMHO.

The level of detail covered in each orientation session can take into account and be adapted to the new Board member's existing knowledge and experience.

Documents listed above will be provided to new Board members in hard copy and electronically.

2. Ongoing Board Education

Each year as part of developing the Board's work plan Board members will be asked to identify any topics of interest for Board education. The Board President, Chair of the Governance Committee and CEO working together will identify time availability during the annual calendar and topics for Board education.

2.12.5 REFERENCES

Board Role and Responsibilities Policy

Board Director Role and Responsibilities Policy



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.13:	BOARD EVALUATION	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.13.1 PURPOSE

The purpose of this policy is to articulate the expectation that the Board shall conduct an evaluation of its collective performance and describe the objectives and methodology for that evaluation.

2.13.2 SCOPE

This policy applies to the Board as a whole and Directors as individuals.

2.13.3 POLICY

The Board is committed to continuous governance improvement, which includes regular evaluation of the Board’s performance.

Each director will participate in the evaluation of the performance of the Board as a whole and of their own performance as a director. The scope of the evaluation will include an assessment of the effectiveness of the Board as a whole in fulfilling its roles and responsibilities and of the processes and structure of the Board and its committees. It will also include an assessment of the performance of individual directors in fulfilling their responsibilities.

The purpose of evaluation is to:

1. Ensure continuous improvement of the Board, Committees and individual directors;
2. Obtain input for succession planning for the Board and Board officers and re-appointments of directors;
3. Obtain input to guide the nomination of directors to serve an additional term;
4. Identify directors’ education and development needs; and
5. Provide an opportunity to provide feedback on effectiveness of Board and Committee meetings.

The Governance Committee will establish the annual process for evaluation of the Board and individual directors based on Board Roles and Responsibilities and the Roles and Responsibilities for individual directors.

External resources may be used as appropriate to ensure an effective process.

The Governance Committee will provide a summary report of the evaluation of the Board as a whole to the Board of Directors including key issues to be addressed to ensure continuous improvement of the Board, as a whole. The Board Chair will provide feedback to individual directors on their performance.



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.14:	BOARD MEETINGS	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.14.1 PURPOSE

The purpose of this policy is to establish a clear understanding of the purpose and focus of Board meetings and how the meetings will be prepared for, conducted, recorded and evaluated.

2.14.2 SCOPE

This policy applies to all meetings of the AMHO Board of Directors.

2.14.3 POLICY

Meetings of the Board of Directors are an essential part of the AMHO's governance processes. The Board of Directors will meet as necessary to effectively fulfill its governance responsibilities.

The Board will uphold a policy of openness and transparency in its decision-making consistent with AMHO's governance philosophy and model.

2.14.4 PROCEDURES

General Approach and Conduct of Board Meetings

To the greatest extent possible, and to foster team building, the Board determines its own meeting practices, protocols and procedures with a view to ensuring effective and efficient board meetings that are conducted in a professional and respectful manner.

Expectations of Directors related to Board meetings include:

- a) Coming to meetings fully conversant of the pre-meeting materials;
- b) Arriving at meetings on time and staying until the end unless the Board member has notified the Board President in advance of a need to join late or leave early;
- c) Disclosing any perceived conflicts of interest at the outset of the meeting or that arise during a discussion;
- d) Remaining focused on matters of governance and asking questions that are related to the Board's role and responsibilities;
- e) Actively participating in each discussion;
- f) Not repeating points of view that others have already made;
- g) Allowing others to speak without interruption;
- h) Expressing dissent in a respectful manner;
- i) Keeping comments brief and respecting the timeframes outlined in the agenda; and
- j) Avoiding side-bar conversations or small group meetings within the Board meeting.

Additionally, the Board Role and Responsibilities policy and the Director Role and Responsibilities policy provide overall guidance for Board and Director's participation in Board meetings.

Board meetings are typically held in person five (5) times per year.



Where possible, requests for teleconferencing or videoconferencing into a Board meeting are considered.

Board meetings are conducted using Roberts Rules of Order.

Delegations at Regular Board Meetings

Persons wishing to address the Board concerning matters relevant to the organization must do so following the procedures listed below:

1. Written notice of the request to address the Board meeting must be provided to the Board secretary no later than 10 working days prior to the meeting date. A brief description of the specific matter to be addressed must be included in the request and must be accompanied by any written material that the person will want to distribute to the Board.
2. Requests to address the Board on a specific item will be granted (generally in order of the receipt of the request) if approved by the Chair of the Board. Persons requesting an opportunity to address the Board will be notified of the Chair's decision at least three business days prior to the Board meeting.
3. The Board may limit the number of presentations at any one meeting.
4. Persons addressing the Board will be required to limit their remarks to five minutes or as otherwise determined at the discretion of the Chair. If a group wishes to make a submission, a spokesperson for the group must be identified.
5. The Chair is not obligated to grant a request to address the Board and the Board is not obligated to take any action on the presentation it receives.
6. Board agenda packages and supporting materials will be distributed only to the board members.
7. Members of the public may be asked to register themselves by providing name and contact information, and whether they have any formal affiliations. Recording devices, videotaping and photography are strictly prohibited. All cell phones and email devices must be turned off.
8. The Chair may require anyone who displays disruptive conduct to leave. Individuals who engage in disruptive behaviour may be prohibited from attending future meetings.

In Camera Meetings

An *in camera* meeting of the Board is a closed meeting held for the purpose of discussing sensitive and confidential matters of the Board. The Board may hold an *in camera* meeting if it determines it is in the best interests of AMHO. The Chair may order that the meeting move *in camera*. Any director may request a matter be dealt with *in camera* in which case a vote will be taken and if a majority of the board so decides, the matter shall be dealt with *in camera*.

A Board motion is required to move into and to adjourn an *in camera* meeting.

The following matters will be dealt with *in camera*:

- Client-specific issues;
- Matters relating to an individual board member or a prospective board member;
- Individual employee matters;



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- Any other matters where personal information about an individual will or may be revealed;
- Human resource and labour relations matters including those pertaining to collective bargaining or terms of employment, including negotiations or potential negotiations;
- Litigation or potential litigation including administrative tribunal matters;
- Receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- The security of property of the corporation;
- Contract matters including negotiations or disputes;
- The acquisition, disposition, lease, exchange or expropriation of, or improvements to real or personal property, if the board considers that disclosure might reasonably be expected to harm the interest of the corporation;
- Board and committee self-evaluation;
- Other matters that, in the opinion of the majority of directors, the disclosure of which might be prejudicial to an individual or to the best interests of the corporation; and
- Consideration of whether an item is to be discussed *in camera*.

Guests or counsel may remain during an *in camera* session with the permission of the chair or the consent of the meeting. All individuals in attendance at *in camera* sessions are subject to expectations of strict confidentiality.

Decisions from *in-camera* sessions of the Board will be reported back to the open session and included in those minutes. Records of the *in camera* sessions will be kept confidential and separate from other records.

Board Agendas and Minutes

Board agendas and meeting materials are provided to the Directors seven (7) days in advance of the meeting. To ensure that each Board meeting contributes effectively to the discharge of the Board's governance role, Board agenda packages should be accurate, timely, balanced, relevant, clear, and sufficiently detailed.

The *Corporations Act* (Ontario) requires a corporation to keep minutes of all proceedings and meetings of the members, directors and of any executive committee. Minutes signed by the Chair of the meeting or the Chair of the next succeeding meeting are admissible in evidence as prima facie proof of the proceedings. These minutes are the formal record of the Board's decisions and serve as proof that the Board has exercised an appropriate level of due diligence. From a liability perspective, the protection of the Board and of individual Directors relies on demonstrable due diligence in the fulfillment of their governance obligations.

The minutes of all Board and Committee meetings are maintained by the Corporate Secretary or their staff designate.

AMHO's external auditors have full access to the minutes of all Board and Committee meetings.

2.14.5 REFERENCES

Board Role and Responsibilities Policy

Director Roles and Responsibilities Policy



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.15:	BOARD GOALS AND WORKPLAN	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-09-20
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.15.1 PURPOSE

In order to ensure the Board of Directors is addressing its roles and responsibilities and key issues, the board and each committee will develop an annual board work plan.

2.15.2 SCOPE

This policy applies to the Board of Directors and all Board Committee

2.15.3 POLICY

On an annual basis, the Board of Directors will establish goals for the Board consistent with AMHO's Mission and Vision, the strategic plan and key issues which are a priority for the Board in the coming year.

The Board goals will be reflected in the direction for the Board and Committee work plans. The annual work plan for the Board will address the following key areas of Board roles and responsibilities:

- Establish Strategic Direction
- Monitor Quality, Risk and Effectiveness
- Oversee Financial Conditions and Resources
- Provide for Excellent Leadership and Management
- Ensure Board Effectiveness
- Oversee Stakeholder Relations

The Board will evaluate its success in the achievement of its work plan.



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POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.16:	AGENDA DEVELOPMENT	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.16.1 PURPOSE

To ensure board members understand the process for the development of, and have an opportunity to have input into, the board’s agenda.

2.16.2 SCOPE

This policy relates to the development of the agendas for board meetings.

2.16.3 POLICY

It is the responsibility of the Chair, in consultation with the Chief Executive Officer, to develop the agenda for board meetings.

Board agendas for regular meetings of the board are usually determined 10 days before a meeting.

A board member who wishes to add an item to the board’s agenda or to be provided with additional information with respect to a board matter (such as a legal opinion addressed to the board) should speak with the board chair.

If the board member and the Chair are not in agreement, then the board member may, on notice to the Chair, raise the request during the call for other business or approval of the agenda at the opening of the board meeting, and the matter shall be determined by the board.



GOVERNANCE POLICY MANUAL

POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.17:	CONSENT AGENDA	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.17.1 PURPOSE

To ensure efficiency and effectiveness of board meetings.

To provide an efficient process for approval of regular or routine issues that come before the board or matters where no debate is anticipated.

2.17.2 SCOPE

This policy relates to the development of the agendas for board meetings.

2.17.3 POLICY

Content of Agenda

The agenda for board meetings will be distinguished between the following types of matters:

- Decision
- Discussion
- Information

Only decision items will require a motion, seconder and a vote.

Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the agenda under the heading "Consent Agenda".

Materials and motions proposed to be dealt with under the Consent Agenda portion of the agenda shall be clearly identified as falling under the Consent Agenda in the meeting packages. Board members should review the Consent Agenda items prior to the meeting on the expectation that no discussion will take place during the board meeting.

Approval of the Agenda

The agenda will be approved by the Board at the beginning of each meeting.

Members of the Board may request that matters be added, deleted or that the order of items be moved and the Chair shall make a decision on each such request. Any such decision may be subject to challenge and reversed by the Board.



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Items may be moved out of the Consent Agenda section at the request of any member of the Board prior to approval of the agenda. No motion or vote of the Board is required with respect to a request to move an item out of the Consent Agenda.

Where a member of the Board request that an item be moved out of the Consent Agenda section, the Chair shall decide where to place that item on the agenda.

Where only one item in a committee report does not qualify as a Consent Agenda item or is requested to be moved, that item shall be moved out of the Consent Agenda and the rest of the items in the report shall remain in the Consent Agenda.

Approval of the agenda by the Board constitutes approval of each of the items listed under the Consent Agenda portion of the meeting. No separate vote to approve the Consent Agenda portion is required.

Minutes

Minutes of the meeting will include the full text of resolutions adopted under the Consent Agenda portion of the meeting.



GOVERNANCE POLICY MANUAL

POLICY TYPE:	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.18:	MEETING WITHOUT MANAGEMENT	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

2.18.1 PURPOSE

The purpose of this policy is to:

- Ensure the Board exercises independent oversight of management;
- Provide an opportunity to assess Board processes and, particularly, the quality of material and information provided by management;
- Provide an opportunity for the Board Chair to discuss areas where the performance of directors could be strengthened; and
- Build relationship of confidence and cohesion among board members.

2.18.2 POLICY

The independent directors shall meet without management at every regularly scheduled board meeting.

2.18.3 PROCESS

- Timing of the session without management should be set out in the notice of the meeting.
- Such a meeting shall not be considered to be a meeting of the board, but rather will be for information purposes only.
- Minutes will not be kept – the Chair may keep notes of the discussion.
- The Chief Executive Officer may be invited by the Chair to participate in a part of the meeting without management before being excused.
- The Chair shall immediately communicate with the Chief Executive Officer any relevant matters raised in the meeting.

Membership/Participation

A director that remains in the meeting without management is identified as an “Independent Director” who is described as being free of any special relationship with the corporation.



GOVERNANCE POLICY MANUAL

POLICY TYPE	ENSURE BOARD EFFECTIVENESS – GOVERNANCE PROCESSES	
POLICY #2.19	REVIEW OF BOARD POLICIES	
APPROVAL	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY	Governance Committee	
NEXT REVIEW REQUIRED		

2.19.1 PURPOSE

To ensure an up to date framework to guide best practice in governance.

2.19.2 SCOPE

This policy relates to the Board Governance Policy manual.

2.19.3 POLICY

In keeping with best practices in governance, the appropriate committee or full Board will annually review AMHO’s Board policies for relevance, and to ensure compliance with by-laws and applicable legislation, and will make recommendations to the Board for revisions as required.

The Board Chair, with support from the Chief Executive Officer, will be responsible for ensuring that all Board policies are reviewed annually and revised consistent with Board approval.



SECTION 3 – MONITOR QUALITY, RISK AND EFFECTIVENESS

POLICY TYPE	MONITOR QUALITY, RISK AND EFFECTIVENESS	
POLICY #3.1	PERFORMANCE MONITORING	
APPROVAL	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY	Board of Directors	
NEXT REVIEW REQUIRED		

3.1.1 PURPOSE

To ensure the Board of Directors has in place a process for monitoring and assessing performance in areas of board responsibility.

3.1.2 POLICY

There are three main roles for the Board with respect to performance monitoring and assessment:

- Ensuring that management has identified appropriate performance metrics (measures of performance);
- Monitoring organization and board performance against board approved performance targets and performance metrics; and
- Ensuring that management has plans in place to address variances from performance targets and overseeing implementation of remediation plans.

The Board will ensure that the Chief Executive Officer (CEO) implements an effective performance management system, based on performance metrics for measuring and continuously improving the organization's performance. The Board will approve the targets and performance metrics for monitoring organization performance in its key areas of responsibility:

Responsibility Areas	Monitoring Methods
Establish Strategic Direction	CEO report based on strategic directions Annual Report
Ensure Board Effectiveness	Annual Board evaluation
Monitor Quality, Risk and Effectiveness	Risk Assessment Framework
Oversee Financial Conditions and Resources	Annual budget approval Monthly financial statements External audit
Provide for Excellent Leadership and Management	Annual evaluation of CEO
Oversee Stakeholder Relations	Survey of members

The CEO will establish an annual schedule of specific performance reports to the Board of Directors and appropriate Board Committees. These performance reports are intended to support the Board in its responsibility to monitor and assess the organization's performance related to the established targets and performance metrics.



POLICY TYPE:	MONITOR QUALITY, RISK AND EFFECTIVENESS	
POLICY #3.2:	ETHICAL DECISION-MAKING	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Board of Directors	
NEXT REVIEW REQUIRED:		

3.2.1 PURPOSE

The purpose of the policy is to assist in identifying ethical issues and provide guidance, education and direction when dealing with ethical questions and/or dilemmas.

3.2.2 SCOPE

This policy relates to decision-making throughout the organization.

3.2.3 POLICY

The governing body approves, adopts, and follows the ethics framework used by the organization.

An ethics framework provides a standardized approach to working through ethical issues, addressing conflicts of interest, and making decisions. The framework can include codes of conduct, guidelines, processes, and values to help guide decision-making.

The organization's leaders develop the ethics framework for the organization, but may receive input from the governing body.

The governing body's minutes reflect that the ethics framework is used as part of its regular activities

3.2.4 PROCEDURE

Ethical dilemmas occur when equally compelling ethical reasons for and against a particular course of action are recognized and a decision must be made. It should be understood and accepted that all staff can be involved in ethical decision-making situations and acknowledged that varied opinions can often move toward common understanding through honest and respectful discussion.

There are a number of frameworks and models for ethical decision-making. The following steps assist in providing a structure for this process:

- Establish the facts in a situation
- Decide whether the situation involves legal or ethical issues
- Identify your options and possible consequences
- Evaluate your options
- Choose the best option
- Implement your decision



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POLICY TYPE:	MONITOR QUALITY, RISK AND EFFECTIVENESS	
POLICY #3.3:	RISK MANAGEMENT	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Board of Directors	
NEXT REVIEW REQUIRED:		

3.3.1 PURPOSE

To ensure that structures, systems and processes are in place to support a commitment to risk management.

3.3.1 POLICY

The Board must be knowledgeable about risk inherent in the operations of AMHO and ensure that appropriate risk analysis is performed as part of its decision-making.

The Board will:

- Oversee management’s risk management program;
- Ensure that appropriate programs and processes are in place to protect against risk;
- Expect management to identify and assess the associated risks to the organization when reviewing and approving resource allocation decisions;
- Expect management to identify unusual risks to the organization and ensure that there are plans in place to prevent and manage such risks;
- Work with the CEO to reduce risks to the organization and promote ongoing quality improvement.
- Monitor and assess the organization’s impact and likelihood of risks and how those risks are addressed by annually reviewing the Risk Assessment Framework

The CEO is accountable for:

- Identifying the principal risks of the organization’s business;
- Determining the organization’s exposure to risk;
- Developing and implementing a risk management framework;
- Ensuring adequate liability insurance coverage is maintained for the organization, its Board members, employees, volunteers and other appropriate parties while legally engaged in their activities on behalf of the organization;
- Ensuring AMHO obtains reasonable insurance as considered advisable and necessary to ensure that Directors, officers and members of committees of the Board will be indemnified and saved harmless;
- Acquiring insurance to an appropriate extent against losses due to error and omissions on the part of Directors or staff;
- Ensuring the organization, its Board or employees are not unnecessarily exposed to liability claims;
- Ensuring that AMHO is not endangered with regard to its public image or credibility; and
- Ensuring that intellectual property, information and files will be protected from loss or significant damage.



GOVERNANCE POLICY MANUAL

POLICY TYPE	MONITOR QUALITY, RISK AND EFFECTIVENESS	
POLICY #3.4	COMMUNICATION OF ALLEGED WRONG DOING	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Board of Directors	
NEXT REVIEW REQUIRED:		

3.4.1 PURPOSE

To set out the position of AMHO on disclosure of Wrongdoing, also referred to as Whistleblowing, and to protect individuals from retaliation for disclosing what they, in good faith, reasonably believe poses significant risk to stakeholders, employees or the organization.

3.4.2 SCOPE

This policy applies to the Board of Directors and all employees.

Wrongdoing:

Committing one or more of the following acts:

- a violation of any law, rule, regulation or policy
- a gross mismanagement
- a misappropriation of funds
- an abuse of authority
- abusive or threatening behaviours
- a substantial and specific danger or risk to the health and safety of staff or Board members

Whistleblowing:

An act by a person or group to disclose to authorities, or to the public, acts of significant wrongdoing. The wrongdoing may relate to a violation of the law, unethical activities or other matters which pose a risk or danger to public health, safety or interests.

3.4.3 POLICY

Building an ethical culture requires everyone to act with integrity and model ethical behaviour. Individuals who report alleged Wrongdoing enable the organization to take appropriate action to protect itself, its people and its assets. It is the policy of AMHO that any staff member or Director who has reasonable grounds to believe Wrongdoing has occurred will feel free and safe to make known alleged Wrongdoing existing within the organization.

The main aims of this policy are to:

- provide a vehicle for individuals to communicate alleged Wrongdoing in good faith;
- ensure that an individual reporting such concerns will be free from reprisal even if, after investigation, the allegation is not substantiated;
- ensure all substantiated acts of Wrongdoing are properly investigated and addressed;
- provide internal controls and thereby protect the organization's interests;
- maintain a reputation for high integrity; and



- facilitate the discharge of the Board of Directors' fiduciary responsibilities.

This policy is NOT intended to:

- apply to personal (individual) grievances, concerns, appeals, complaints or issues associated with matters such as, but not limited to, employment terms and conditions, harassment, discrimination, individual health or safety or any provisions contained in collective agreements and/or legal statute;
- apply to any aspects of working relationship in the organization for staff or volunteers;
- apply to disciplinary matters;
- interfere in any way with the discharge of obligations found in professional codes and regulations; or
- be an alternative avenue or an appeals mechanism related to other organization policies that have their own specified dispute resolution processes.

It is the responsibility of all AMHO staff and Board members to report actual or perceived acts of Wrongdoing that they become aware of in the course of their employment or professional activities at AMHO.

The organization expects that the following acts of Wrongdoing will be reported firstly through the established reporting processes and lastly through the parameters of this policy if necessary:

- criminal or illegal acts and conduct;
- failure to comply with legal or regulatory obligations;
- failure to comply with, or efforts to circumvent, the organization's internal compliance policies or internal controls;
- misappropriation of funds or other questionable accounting practices;
- abuse of authority;
- abusive or threatening behaviours;
- actions that endanger health or safety, or that might cause environmental damage;
- false representations;
- bribery;
- manipulation of tendering processes;
- receipt of kickbacks; or
- actions designed to have the effect of concealing any of the above.

The organization prohibits retaliatory action against, and/or intimidation of, any individual who reports Wrongdoing in good faith. Any individual who retaliates, directly or indirectly, or encourages others to do so, against someone who in good faith reports Wrongdoing will be subject to disciplinary action. If it is subsequently determined that an individual made a report knowing that the report was false, or made a report with malicious intent, disciplinary action may be taken against them. AMHO will consider each report of Wrongdoing, and where determined to be necessary, thoroughly investigate a report in a timely manner. When it is advisable to do so, the results of the investigation will be reported to appropriate authorities.

No individual or witnesses will be subject to any reprisal for, in good faith, having made a disclosure in accordance with this policy.



The CEO is responsible to:

- promote a culture of open communication within the organization;
- initiate timely investigations when required, reviewing and reporting the results of the investigations and making recommendations as appropriate; and
- report to the Chair of the Board of Directors that allegations have been made and/or that investigations are being conducted.

3.4.4 PROCEDURE

Employees

- The employee should first discuss his/her concern with his/her immediate supervisor. If, after speaking with his/her supervisor, or if it is uncomfortable or inappropriate to speak to a supervisor, and the employee continues to have reasonable grounds to believe the concern is valid, the employee should report the concern to the Manager, Finance and Operations.
- If the concern is reported verbally to the Manager, Finance and Operations, the reporting employee, with the assistance of the Manager, Finance and Operations, shall commit the concern to writing.
- The Manager, Finance and Operations is required to promptly report the concern to the CEO, who has exclusive and specific responsibility to investigate all concerns. If, for any reason, the Manager, Finance and Operations, does not promptly forward the concern to the CEO, then the employee may go directly to the CEO with the written submission.
- In the case where a concern is submitted anonymously, it will go directly to the CEO. When the report concerns the CEO, it will go to the Chair of the Board of Directors.

Members of the Board and Other Volunteers

Board members and other volunteers should submit concerns in writing directly to the CEO, anonymously or with signature/ identity disclosed.

All

In the case of disclosure of alleged Wrongdoing involving the CEO, the disclosure will be directed to the Chair of the Board of Directors. In consultation with the Board of Directors, the Chair of the Board of Directors will consider the disclosure and take whatever action he/she determines to be appropriate under the law and circumstances of the disclosure.

In the case of disclosure of alleged Wrongdoing involving the Chair of the Board of Directors of any other member of the Board of Directors, the disclosure will be directed to the CEO. In consultation with the Board of Directors, the CEO will consider the disclosure and take whatever action he/she determines to be appropriate under the law and circumstances of the disclosure.



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POLICY TYPE:	MONITOR QUALITY, RISK AND EFFECTIVENESS	
POLICY #3.5	COMPLAINTS	
APPROVAL	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY	Board of Directors	
NEXT REVIEW REQUIRED		

3.5.1 PURPOSE

It is the policy of AMHO that complaints should be responded to and addressed as soon as possible.

The Board of Directors is responsible for ensuring that there is a complaint management process in place which includes tracking and monitoring.

3.5.2 POLICY

The Board encourages feedback from stakeholders as a key instrument of continuous improvement. To optimize its usefulness, if feedback is provided to individual Board members, members will refer such feedback to be addressed through the appropriate processes. The Board will not review individual concerns.

The identification, investigation and management of individual complaints, feedback or concerns, which form the basis of a trend analysis, are addressed by staff through a process for which the CEO bears responsibility.

Any complaint deemed to be high risk to the organization will be reported to the CEO who in turn will report to the Board.



SECTION 4: OVERSEE FINANCIAL CONDITIONS AND RESOURCES

POLICY TYPE:	OVERSEE FINANCIAL CONDITIONS AND RESOURCES	
POLICY #4.1:	FINANCIAL OBJECTIVES	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2019-12-09
REVIEW RESPONSIBILITY:	Audit & Finance Committee	
NEXT REVIEW REQUIRED:		

4.1.1 PURPOSE

The Board of Directors has a fiduciary duty to ensure the safeguarding of the organization's assets and the prudent use of its resources.

4.1.2 POLICY

The Board of Directors will ensure that the Finance Committee with the CEO annually develops key financial objectives for approval by the Board. The Board will monitor performance against these objectives.

The Board will ensure that the organization is operated and managed in an efficient and effective manner according to accepted business and financial practices and approved policies, and that it operates within its approved funding and the Annual Plan. The CEO is accountable to the Board for ensuring that this objective is achieved, that the fiscal position of the organization is not placed at risk, and that adequate internal controls and processes are in place, monitored for compliance, and regularly reviewed by the Audit and Finance Committee of the Board.

A material deviation of actual expenditures from Board approved priorities will not occur without prior approval of the Board. Accordingly, the CEO will not:

- Direct or approve the expenditure of designated revenue for other than its intended purpose;
- Direct or approve the expenditure of more funds than have been budgeted, or expend more funds than have been received or reasonably forecast to be received;
- Use any reserves except as provided in the approved budget;
- Direct or approve the accumulation of debt for operational requirements in an amount greater than provided within the budget and indicated by the cash flow projections associated with the budget;
- Direct or approve the cash position falling, at any time, below the amount needed to settle payroll and all other obligations in a timely manner, in accordance with generally accepted good business practices or the agreed terms inherent with the obligation; or
- Knowingly allow any payments or filings to be overdue or inaccurately filed.
- The Board will ensure that the Audit and Finance Committee brings forward to the membership at the AGM an appointment of the Auditor, meets at least annually with the Auditor, including but not limited to reviewing any notes that the Auditor has as a result of their annual audit work, as well as to discuss any concerns that the Auditor may have with respect to management.



POLICY TYPE:	OVERSEE FINANCIAL CONDITIONS AND RESOURCES	
POLICY #4.2:	FINANCIAL PLANNING AND PERFORMANCE	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Audit & Finance Committee	
NEXT REVIEW REQUIRED:		

4.2.1 PURPOSE

The Board of Directors will review and approve the annual budget in support of the strategic directions and objectives.

4.2.2 POLICY

The financial plan will be aligned with the Board's established priorities, will not place the organization at financial risk, nor fail to show a generally acceptable level of insight. The Board will require that the financial plan address the working capital needs of the organization.

The CEO is responsible for preparing the financial plan for each fiscal year. Prior to the Board granting its approval, the Audit and Finance Committee will review and recommend these documents for presentation to the Board.

The CEO will ensure that appropriate and effective administrative policies and procedures exist to manage operating expenses within the annual budget plan, and that these policies and procedures are monitored for compliance and reviewed periodically.

The annual budget will contain sufficient information to provide:

- A reasonable projection of revenues and expenses;
- A separation of capital and operational items;
- A cash flow analysis, including borrowing requirements;
- Disclosure of significant changes in financial position;
- Disclosure of all material planning assumptions; and
- Material change to accounting treatment.

Monitoring of Financial Performance

On a regular basis, the Board with the support of the Audit and Finance Committee will conduct a thorough assessment of the organization's financial statements and performance indicators.

The CEO is responsible to ensure that the organization establishes and maintains financial reporting systems in accordance with generally accepted accounting principles and any accountability agreements.

Financial statements will be prepared in conformance with generally accepted accounting principles. The statements will include statements of:

- Financial position;



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- Revenues and expenditures, including approved fiscal budget, actual expenditures to date, and analysis of variances;
- Statement of cash flows; and
- Statement of changes in net assets.

If the Board monitoring and assessment of these indicators identifies problems, the CEO will be directed to devise and implement a plan to correct them.



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POLICY TYPE:	OVERSEE FINANCIAL CONDITIONS AND RESOURCES	
POLICY #4.3:	PROCUREMENT APPROVAL AUTHORITY	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Audit & Finance Committee	
NEXT REVIEW REQUIRED:		

4.3.1 PURPOSE

To ensure that appropriate controls are in place with respect to both financial commitments and procurement thresholds made on behalf of AMHO.

4.3.2 SCOPE

All financial and procurement commitments.

4.3.3 POLICY

Only individuals who have direct financial responsibility for a functional area or program, and are granted authority pursuant to this policy, will make financial commitments on behalf of AMHO. Prior to the commencement of procurement, these financial commitments must be approved in accordance with the Procurement Approval Authority Schedule as outlined below.

Individuals may not delegate any authority granted to them by this policy.

In the event of the anticipated absence of an individual with signing authority, authorization must be provided by the next higher level within the Procurement Approval Authority Schedule.

Individuals may not approve transactions and/or related documentation that confer a direct or indirect benefit for them. A higher level of signing authority is required to authorize such financial commitments (see below).

Procurement/Financial Commitments	Requirements	Approval
\$0 - \$10,000	<ul style="list-style-type: none"> • Purchase Order 	CEO
\$10,001 to \$50,000	<ul style="list-style-type: none"> • Purchase Order • Vendor research/comparison Shopping • Tender to at least 3 vendors by invitation 	CEO and Board President
\$50,001 to \$100,000	<ul style="list-style-type: none"> • RFP and competitive bidding process to at least 3 vendors, and prescribed evaluation process for vendor selection. 	Board of Directors
Over \$100,000	<ul style="list-style-type: none"> • Open Competitive bid • Rationale, definition of scope of service, and estimate of costs to be approved by CEO and reported to the Board 	Board of Directors



SECTION 5: PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT

POLICY TYPE:	PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT	
POLICY #5.1	Chief Executive Officer Selection and Succession Planning	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED		

5.1.1 PURPOSE

To ensure that provision is made for continuity of leadership for the organization.

5.1.2 POLICY

The Board will ensure continuity in leadership and have in place a documented process for succession should the CEO position become vacant due to sudden loss, resignation, retirement or termination.

The succession plan will also specify the process for appointing an interim CEO, should the CEO require an extended leave of absence due to personal, health or other reasons. For relatively short durations of absence (e.g. holidays, conferences), the CEO will appoint an Acting CEO and advise the Board Chair.

Annually during the CEO evaluation process, the CEO will report on the succession plan and related executive development. The report will include a review of internal candidates who have the potential to assume the position at AMHO.

1. **Sudden Vacancy** (e.g. death, resignation, termination, extended leave)

Annually, the CEO will identify to the Chair of the Board in writing which member of senior management is recommended to fill the role of interim CEO, if a sudden loss of the CEO occurs.

2. **Planned Vacancy** (e.g. retirement)

The process to fill a planned vacancy will include:

- i. The Board will establish a CEO Search Committee consisting of the Chair of the Board and at least two (2) other elected Directors.
- ii. The CEO Search Committee will be chaired by the Chair of the Board or a delegate appointed by the Chair.
- iii. The Search Committee may, at its discretion, select a search firm to assist with the process. The Search Committee will interview a short list of candidates and recommend to the Board their candidate of choice.
- iv. The work of the Selection Committee will include, but not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates and agreeing on a process for making a final recommendation.
- v. In the event that a new CEO has not been appointed prior to the departure of the current CEO, the Board will appoint an interim CEO in accordance with the process outlined above.



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- vi.** An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy and in a form as required by the Board, and satisfactory results of a criminal reference check as determined at the sole discretion of the Board.
- vii.** An agreement to support the terms and conditions of employment will be in a form determined by the Board, and in accordance with any existing legislative requirements governing executive compensation, and will be executed by the Board Chair and the candidate accepting the position.
- viii.** Any communication relative to the appointment shall be sent in the name of and approved by the Chair.



GOVERNANCE POLICY MANUAL

POLICY TYPE:	PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT	
POLICY #5.2	CHIEF EXECUTIVE OFFICER DIRECTION	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

5.2.1 PURPOSE

To set out the framework to delegate responsibility and authority to the CEO for the management and operation of AMHO, as well as the required accountability to the Board of Directors.

5.2.2 POLICY

The Board's sole official connection to the operational organization, its achievements and conduct will be through the Chief Executive Officer (CEO). The Board provides direction to the CEO in accordance with policies established by the Board. The Board delegates responsibility and authority to the CEO for the management and operation of AMHO and requires accountability to the Board.

The CEO reports to and is accountable to the entire Board of Directors. Direction from the Board to the CEO is relayed and monitored by the Board Chair or, in their absence, the Vice-Chair.

Only decisions of the Board acting as a body are binding on the CEO. When Directors or Committees make requests without Board authorization, such requests can be declined when in the CEO's opinion a material amount of staff time or funds are required. The matter, if appropriate, may be referred to the next Board meeting for discussion.

The CEO will report to and be responsible to the AMHO Board for implementing the organization's Strategic Plan, budget and financial plan, and for the day to day operation of the organization in a manner consistent with policies established by the Board.

The CEO shall not cause or, with the CEO's knowledge, allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.



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POLICY TYPE:	PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT	
POLICY #5.3	CHIEF EXECUTIVE OFFICER PERFORMANCE EVALUATION AND COMPENSATION	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Governance Committee	
NEXT REVIEW REQUIRED:		

5.3.1 PURPOSE

To establish the process for evaluating the performance of the Chief Executive Officer and determining compensation.

5.3.2 SCOPE

As part of its responsibility for ensuring effective management of AMHO, the Board is responsible for performance management of the Chief Executive Officer (CEO). This includes establishing, approving and implementing an annual evaluation process and determining compensation. This policy defines the process and respective roles in fulfilling that key responsibility of the Board.

5.3.3 POLICY

- The Governance Committee will act as the Evaluation and Compensation Committee. The Committee shall review the process of performance evaluation and complete the Chief Executive Officer (CEO) performance appraisal on an annual basis. The following criteria will be used to assess performance with the key competencies identified in the most recent job description.
- Proven strategic thinking
- Creative and decisive visionary leadership
- Unquestionable credibility and integrity
- Role model with stamina and resilience
- Clear and sophisticated understanding of the “service sector culture” and the Ontario service system
- Outstanding people leadership strengths
- Ability to manage board relations
- Clear strategic, collaborative and organizational leadership skills
- Demonstrated capability in community, public and media relations
- Commitment to innovation and support of research

The pay rate for the CEO position will be established at the 50th percentile of peer-sized organizations in the sector. A defined market and standard will be reviewed every three years to determine if the compensation package for the CEO position is still appropriate.



5.3.4 PROCEDURE

The Governance Committee will annually review the process of soliciting input prior to the completion of the Performance Appraisal. Each year, the Board of Directors will complete the evaluation using the following procedure:

1. The CEO's goals and priorities will be established at the beginning of the year and reviewed regularly and prior to the completion of the performance evaluation.
2. The CEO will complete a self-evaluation for the review with the Board Chair.
3. The Chair will determine the best way of soliciting input from other board members and stakeholders. Each board member will have an opportunity for input.
4. The review process will include:
 - a. A review of CEO annual goals and priorities
 - b. A review of strategic plan initiatives
 - c. Input from stakeholders, if requested by the Board
 - d. An anecdotal review of major events and milestones of the past year
5. Some of these items will be measurable, but many will require the exercise of judgment by the Chair and the Board. This judgment must be exercised in good faith in a manner consistent with AMHO's mission, vision and values.
6. At a Board meeting, the Board Chair will review his or her determinations, review the CEO's self-assessment, and present the results of the evaluation to the Board at an *in camera* meeting.
7. At this time, the Chair will review the results of the evaluation with the incumbent's position relative to the target compensation peer market. A recommendation to the board will include this review and the comparison between relative market position and relative performance.
8. The motion to the Board may include a one-page summary of the evaluation process and outcomes.
9. Following approval, the Board will work with the CEO to set goals and priorities for the coming year.
10. Following the conclusion of the process, the Chair and Governance Committee will review these procedures and recommend any needed improvements to assure continuous improvement.



SECTION 6: Oversee Stakeholder Relations

POLICY TYPE:	OVERSEE STAKEHOLDER RELATIONS	
POLICY #6.1	RELATIONSHIP WITH STAKEHOLDERS	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2018-04-26
REVIEW RESPONSIBILITY:	Board of Directors	
NEXT REVIEW REQUIRED:		

6.1.1 PURPOSE

6.1.2 SCOPE

6.1.3 POLICY

Strong and positive relationships between AMHO and the Ministry of Health and Long Term Care, Local Health Integration Networks, other government Ministries, partners and other stakeholders, and our members are essential. The timely exchange of information and consultation is a critical element of these relationships.

AMHO's primary stakeholders are its members. AMHO will communicate and work with members to achieve a comprehensive and accessible system of addiction and mental health care, to improve the well-being of individuals, families and communities in Ontario and to obtain or develop the resources required to achieve those goals.

AMHO will communicate with the Minister and/or Ministry of Health and Long Term Care to advocate for a comprehensive and accessible system of addiction and mental health care, to improve the well-being of individuals, families and communities in Ontario and to ensure that the resources required to meet those needs are made available to providers in the system. AMHO will work with other provincial government Ministries, Ontario Health, its Regional Offices and the Centre of Excellence across the province for similar purposes, on behalf of members and clients and families.

AMHO will communicate with provincial associations and other organizations that serve people with mental illness and addictions and their families, to jointly influence government policies, programs and funding in pursuit of a comprehensive and accessible system of care and to improve well-being of individuals, families and communities in Ontario.

AMHO will work with members, governments, other organizations, and individuals to promote the urgent need for action and attention to the needs of people with addictions and mental illness, those at risk, and their families and friends.



POLICY TYPE:	OVERSEE STAKEHOLDER RELATIONS	
POLICY # 6.2	MEMBERSHIP POLICY	
APPROVAL:	Approved By: Board of Directors	Date: 2019-12-09
LAST REVISION:	Approved By: Board of Directors	Date: 2019-12-09
REVIEW RESPONSIBILITY:	Board of Directors	
NEXT REVIEW REQUIRED:		

OVERVIEW

Purpose

This policy sets out the requirements for, and benefits of, being a member of Addictions and Mental Health Ontario (AMHO). It also sets out the fee schedule. This policy is to be read in conjunction with the AMHO By-Laws. AMHO reserves the right to verify eligibility of applicants for membership.

Definitions and Scope of Policy

This policy is meant to work in conjunction with:

- The Canada Not-for-Profit Corporations Act, which defines the powers of members common to all federally-incorporated not-for-profit corporations;
- Section 5, 6 and 7 of the Association’s bylaw, which addresses issues such as definitions of membership classes, admission of members, disqualifications, transferability of membership, termination of membership, and membership dues; and
- Other operating policies, procedures and Codes created by the Association.

This policy is meant to provide further definition of the term “membership” as defined in section 5 of the AMHO General By-Law No. 1.

The phrase “membership year” is defined as the period corresponding to the Association’s fiscal year April to March. The phrase “current member” is defined as those organizations that have paid the required fee within the membership year presently underway.

Policy Statement

The Association is committed to the continuing advancement of its membership through the provision of services and benefits that promote the growth and development of a strong addiction and mental health sector in Ontario.

As an organization that is not mandated to join, the Association exists to serve the interests of its members and relies extensively upon their ongoing financial, volunteer and moral support to accomplish its objectives.

In order to attract new and retain existing members, the Association provides specific benefits available only to its current members as a means of rewarding their support. The relatively small size and profession-specific focus of the Association's membership base hampers the ability of the Association to provide benefits such as large-scale loyalty programs, but the Association strives to identify and



implement benefits to members as a means of retaining and rewarding continued membership and enhancing the membership experience.

Policy Requirements

In order to achieve the goals of this policy, the Association will:

- Define, review and approve membership fee calculation (Appendix 1)
- Define, review and approve benefits available solely to current members (Appendix 2)

ACCOUNTABILITIES

Board of Directors

As established in By-Law No. 1, the Board of Directors is responsible for:

- Fixing annual membership fees; and
- Ensuring the Association's programs and services are meeting the needs of the members.

MEMBERSHIP

1. Voting Members

Eligibility for Membership

Agencies eligible for membership in the Association are any agency actively providing mental health and addictions services and receiving any type of funding from a provincial government ministry.

Requirements for Membership

In addition to being eligible for membership, an applicant must:

- a) have paid their dues to the Association;
- b) agree to comply with the objectives of the Association, By-Laws and Articles;
- c) agree to comply by the member code of conduct; and,
- d) be approved by resolution of the Board.

Requirements for membership are continuing requirements which must be met in order to maintain membership.

Voting and Member Benefits

Only members that meet the above criteria are eligible to full voting member privileges including: attending all meetings of members, one vote at each members' meeting, electing the directors of the Association, voting by proxy, receiving newsletters, being eligible for member discounts and other member benefits

2. Additional Membership Classes

The Board of Directors may approve the establishment of non-voting member classes, the revenue from whom or partnership with, would further the objectives of the Association.



Dues – When Payable; Failure to Pay; Reinstatement

The Board, at its discretion, may establish a payment plan for all dues, including monthly payments and discontinue membership at any time if the member has failed to pay for three months in succession. A member will be considered to be in good standing if the membership has been renewed prior to its expiry, or within three (3) months following the expiration of the membership. If a member allows their membership to expire for more than three (3) months and such member wishes to be a member of the Corporation, then the agency will be required to apply as a new member to join the Corporation.

Record Date

The Board shall provide twenty-one (21) days' written notice given in the manner specified in paragraph 56 of the AMHO By-laws to each agency member in good standing of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a voting member to form a reasoned judgment on the decision to be taken. Any person who is not a member as of the record date is not entitled to notice of or to vote at the meeting for which the record date has been established.

Membership Year

The membership year is April 1 to March 31. All memberships expire on March 31 regardless of when they commenced.

Membership Renewals

Memberships are due for renewal on April 1 of each year. Members must pay all outstanding fees from the previous year in order to be eligible to renew. Members who do not renew their memberships within 90 days of April 1 will no longer be considered to be members in good standing and their membership shall be terminated.

Membership Cancellation

Members who are requesting cancellation of their membership are required to inform AMHO of their request in writing at least one month in advance of the requested cancellation date. All cancellations will be processed on the last day of the month (e.g. if you notify AMHO in writing in mid-March that you wish to cancel your membership, it will be processed at the end of that month and your payments, membership and benefits will continue until the end of the next month - April 30th in this case). Any refund due to cancellation of membership will be processed after the official cancellation date. AMHO will inform the insurance providers (where applicable) that the member is no longer in good standing, and will no longer be eligible to obtain insurance benefits through AMHO.

Membership Fee Categories

AMHO recognizes that many members are operating under financial constraints, and that increasing the level of financial support for AMHO's provincial work may be challenging. In order to respond to the financial challenges the fee structure reflects a base fee of \$250.00 plus a "mill rate" assessment on the organization's Government of Ontario funding that supports community Mental Health and Addiction services, calculated at 0.2% mill rate for all revenue up to \$1 million plus 0.1% for all additional revenue over \$1 million.



An upper limit of \$8,000.00 has been set on the fees, whatever the organization's budget. The government revenue to be included for purposes of calculating membership fees is income from any Ontario government ministry to support the organization's community Mental Health & Addiction programming. The most common sources will be MOHLTC, MCYS & LHIN's.

Membership Development

AMHO staff has the specific mandate to find methods of enhancing the experiences of members, to promote membership in the Association and coordinate programs to enhance the membership experience. The staff identifies sources of new members and coordinates recruitment. The staff is responsible for collecting input from members, both renewing and non-renewing, which is shared with the Board to identify possible improvements in member services.

AMHO staff are also responsible for day-to-day operations pertaining to membership, including renewal notices, processing payments, and renewal reminders. The staff also monitors the grace period of 90 days between the actual expiry of the previous year's membership (March 31) and the final deadline to ensure renewal reminders are issues.

The CEO reviews membership fees every 3-5 years and prepares a 5-year fee schedule for the Board's discussion and review. The CEO also assesses financial impact of new and existing membership benefits for presentation to and evaluation by the Board.

Member's Responsibilities

As primary stakeholders of the Association members are encouraged to suggest to the Board any revisions to existing or the creation of new benefits for members. As part of member engagement with the work of the Association, each member is also responsible for:

- Maintaining the accuracy of the member information and contact coordinates;
- Retrieving information at the Members website, such as notices of meetings and briefing notes, that are required for active participation in the Association's activities;
- Monitoring the Association's activities and reviewing Annual Reports;
- Conveying suggestions and concerns to the Board pertaining to the operations of the Association;
- Expressing concerns to the Board regarding advocacy issues within the addiction and mental health community;
- Responding to surveys directed to members and/or the addiction and mental health community;
- Encouraging colleagues to join and become involved in the Association;
- Volunteering to serve as a member of the Association's Board, committees, task forces, and teams on a regular basis; and
- Participating in the annual general meeting of the Association.