

CANADIAN CHAPTER OF ACHE POLICY AND PROCEDURE MANUAL

(Update approved Draft May 11, 2022)

Introduction

Welcome to the Canadian Chapter of ACHE Policy and Procedure Manual, updated to reflect the 2019 comprehensive revision of the Chapter Bylaws. We added several policies, updated others, modified the order of the policies, added section overviews, and added revision and reference notes. As we are guided by our vision, mission, and values, we included them here at the start of the manual. Key companion documents include the Canadian Chapter of ACHE Chapter Bylaws (February 2019), the ACHE Chapter Agreement, various Committee Terms of References, and related resource documents.

Special thanks to Dr. Cheryl Stella Okoli, DHA, Chapter member for her insightful comments and persistence on the task group while she was working on her Doctor of Health Administration. We also thank David Matear, Chapter Board member, Terry Fadelle, current Chair of the Audit Committee, and Joe Verga, member of the Audit Committee. David provided early input into this process and Terry offered keen observations with respect to the Finance section. Joe participated in the final review of the financial related policies. Todd Stepanuik, Board Chair in 2020 and 2021 prioritized the enhancement to the Inclusion and Diversity policy in 2020. We acknowledge with thanks past Chapter Chairs and Directors who led the development and updates of prior Policy and Procedure manuals, especially Mimi Lowi-Young, Sandra Hanmer, and Kareen Hall-Clarke, and Marcy Saxe-Braithwaite.

Leslie Benecki, FACHE, Chair, Policy and Procedure Refresh Working Group 2019-2022.

Strategic Direction

The strategic direction of the Canadian Chapter of ACHE (henceforth referred to as the Chapter) comprises its vision, mission, and values. The strategic direction guides the development of the strategic and/or business plan.

Vision:

To be the valued professional home for ACHE Canadian health care leaders by providing exceptional value to our members.

Mission

To support our members and strengthen health care leadership excellence through high ethical standards, exceptional professional development, and support of the College's credentialing program. This mission guides the activities of the Canadian Chapter of ACHE in facilitating the realization of its vision. The mission of the Chapter, for the service population designated by ACHE, is to be the Chapter of ACHE in Canada; to meet its members' professional, educational, and leadership needs; to promote high ethical standards and conduct; to advance healthcare leadership and management excellence; and to promote the mission of ACHE. (This portion is added for comparison purposes only and is copied from the current Bylaws).

Values:

Integrity-We advocate and emulate high ethical conduct in all we do.

Lifelong Learning -We recognize lifelong learning is essential to our ability to innovate and continually improve ourselves, our organizations, and our profession.

Leadership-We lead through example and mentoring and recognize caring must be a cornerstone of our professional interactions.

Inclusion and Diversity -We advocate inclusion and embrace the differences of those with whom we work and the communities we serve.

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Section One: Governance

Introduction to Section One: Governance

The Governance section delineates the interaction among the Board of Directors , Canadian Chapter Members, members of the ACHE community, and external to the Canadian Chapter and ACHE.

The Chapter Board provides governance leadership and acts as facilitators for Chapter activities. This section has been updated to assist the Chapter Board in carrying out this role by describing the relationships, accountabilities, and operating principles for the Board.

The policies in this section include:

Gov 1-01	Governance Philosophy
Gov 1-02	Chapter Membership
Gov 1-03	Dissolution of the Chapter
Gov 1-04	Director Roles and Responsibilities
Gov 1-05	Officer and Other Positional Roles and Responsibilities
Gov 1-06	Code of Conduct
Gov 1-07	Committee Structure and Responsibilities
Gov 1-08	Nominations Process
Gov 1-09	Communication on behalf of the Chapter
Gov 1-10	Inclusion and Diversity

Gov 1-01 Governance Philosophy

Policy

The Chapter adopts a hybrid* (Please refer to the glossary section of this document wherever an asterisk is indicated) approach of governance that comprises a top-down and bottom-top approach. The Chapter recognizes its corporate social responsibility * in discharging its duties internally and for the public in a collaborative manner. The Board of Directors of the Chapter is entrusted with the stewardship of resources to oversee the activities of the Chapter.

The Board operates in a way that achieves the Chapter's mission effectively and efficiently. The Board has the capacity and structure in place to provide needed oversight to grow its mission and protect its assets.

The Board operates in a manner that ensures members fulfill their obligations of duty of care, duty of loyalty, duty of disclosure, adhering to the business judgment rule, and observing confidentiality. Board operations also ensure the achievement of the managerial functions of the governing board, including establishing and revising the Chapter's mission, vision, and values; approving long range plans and annual budget; and monitoring the performance against plans and budgets.

The Board takes intentional decisions that respond to new opportunities or challenges. Throughout all aspects of its operation, the Chapter Board is driven by strong values and upholds these values in adhering to the mission and Bylaws of both the Chapter and ACHE.

Procedures

The Chapter Board is responsible for:

- The articulation of the vision, mission, values, and strategic/business plan
- Ongoing monitoring of the vision, mission, values, strategic/business plan, their continued relevance, and revision when appropriate
- Creating and maintaining a collaborative governance philosophy for the Chapter
- Maintaining healthy relationships with key constituencies
- Being a link for Chapter membership to ACHE and vice versa in the dissemination of information, optimization of knowledge exchange, and coordination of programs and services
- Proactively promoting and forging partnerships with external health organizations
- Being cognizant of the current dynamic health care environment and responding in an agile manner in alignment with the Chapter's strategic direction and strategic/business plan
- In all ways, being guided by strong values, upholding and adhering to the mission, vision, values, Bylaws, and the current Chapter Agreement, and other key documents of both the Chapter and ACHE

References

2019 Bylaws Article II

Biggs, E. L. (2011). *Healthcare governance: A guide for effective boards* (2nd ed.). Chicago, IL: Health Administration Press.

McDermott, A. M., Hamel, L. M., Steel, D., Flood, P. C., & Mkee, L. (2015). Hybrid healthcare governance for improvement? Combining top-down and bottom-up approaches to public sector regulation. *Public Administration*, 93(2), 324–344. <https://doi.org/10.1111/padm.12118>

Approval/Review History

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Gov 1-02 Chapter Membership

Policy

- All ACHE members located within the chapter's assigned geographic territory shall be members of the Chapter. Only ACHE members are eligible to hold membership in the Chapter.
- Membership in the Chapter shall become effective when ACHE assigns a member of ACHE to the Chapter based on the location of the individual in accordance with the procedures of ACHE.
- Membership in the Chapter shall be the same as the ACHE membership categories in effect from time to time.
- The Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.

Procedure

- Membership verification shall be through ACHE headquarters.
- A member may resign at any time, by providing written notice to ACHE. It is requested that a member also provide notice to the Chapter.

References

2019 Bylaws Article III; Article IV - Dues

Approval/Review History

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Gov 1-03 Dissolution of the Chapter

Policy

The Chapter may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member of the chapter at least 30 days prior to the meeting where such dissolution vote is taken.

In the event of the dissolution of the Chapter, all assets remaining after the settlement of any Chapter debts and obligations shall be distributed in accordance with the appropriate regulation in the appropriate jurisdictions, including, but not limited to, the State of Illinois. Unless otherwise required by the Bylaws, all remaining assets related to the Chapter will be distributed to the American College of Healthcare Executives (ACHE).

The Chapter will pay any outstanding accounts payable. As other Chapter policies outline the need for an on-going positive bank balance, it is not expected the Chapter will have debt.

The Chapter will submit appropriate paperwork to dissolve the Chapter and address any final tax filings in a timely manner.

In the case of dissolution, best efforts will be made to keep the members of the Chapter informed of the reason for dissolution and the expected dissolution process.

Procedures

The Board will:

- Move to dissolve the Canadian Chapter of ACHE
- Create a workplan to address needed steps to complete this process
- Work closely with American College of Healthcare Executives to address all legal and regulatory issues, as well as any issues arising from the Chapter Agreement
- Complete needed legal paperwork in the State of Illinois to dissolve the Chapter
- Complete any other needed legal requirements related to dissolving the Chapter
- Notify members of the Canadian Chapter of ACHE of the dissolution and keep them informed of next steps. This may include holding a planned member meeting prior to the dissolution.
- Notify any organizations/entities/people with whom the Chapter has any agreements or formal partnerships of the dissolution of the chapter
- Approve final financial statements and ensure they are available to members of the Chapter.

The Treasurer will:

- Prepare a list of outstanding accounts receivables and accounts payables.
- Work to receive funds and pay expenses as needed
- Notify vendors of the Chapter dissolution and provide an opportunity to settle outstanding accounts
- Prepare final Financial Statements and submit final tax reports
- Send final distributions to ACHE
- Close bank accounts

References

ACHE Chapter Agreement

2019 Bylaw ARTICLE XI – DISSOLUTION Section 2: Chapter Assets.

Financial Policy - Financial Stewardship and Annual Budget

Financial Policy – Financial Records and Accounts Review

Approval/Review History

(Initial Approval)

Gov 1-04 Director Roles and Responsibilities

Policy

Directors shall uphold their roles and responsibilities as outlined in this policy, all other policies and procedures from the Chapter and ACHE and conduct themselves with honesty and integrity.

The Chapter will address its mandate in keeping with the tasks outlined in the Governance Philosophy policy.

The term of office for Directors shall commence on January 1st and shall continue for a period of three years, or until replaced by a subsequent election.

- The terms of Directors shall be staggered such that no more than one half of the Directors shall commence their terms on the same date.
- Directors may not serve more than three (3) consecutive terms. A Director (or Officer) is eligible to rejoin the Board after two (2) years away from the board. This shall include either an elected or appointed capacity.
- In the event of a vacancy, the Chapter Board may appoint an eligible member to fulfill the remainder of the term.

Procedures

Role and Responsibilities

The Chapter's Directors are accountable for a variety of governance and management responsibilities. The roles and responsibilities include the following:

- Determining the Chapter's vision, mission, values, and strategic plan, and ensuring adequate resources are allocated and managed to achieve these
- Monitoring the Chapter's programs and services to ensure alignment with the vision, mission, values, and achievement of the strategic plan
- Understanding the Chapter's internal and external environments using tools like SWOT* or PESTLE* as examples.
- Approving, monitoring, and reporting on progress of the Annual Operating Plan
- Acting as ambassadors and advocates for the Chapter and the College
- Evaluating its own performance by conducting yearly individual and collective performance appraisals.
- Determining areas of risk for the Chapter and taking action as appropriate

Responsibilities/General Expectations/Profile of a Board Member:

- Current member in good standing with ACHE and the Chapter
- Dedication to and knowledge of the Chapter and the College, which includes publicly supporting the Chapter and College
- Understanding of the role of the Board (e.g., policy, strategic plan creation and implementation, accountability, systems thinking,)
- Commitment to support the mission, vision, and values of the Chapter as well as a commitment to the Chapter's strategic direction and achievement of its Strategic and Operational Plan.
- Commitment and ability to actively and effectively participate in Board and committee meetings including time commitment, leadership and initiative, and ability to successfully delegate
- Participation as an active member of the Board. This includes participating in discussion, formulating ideas, and suggesting agenda items to address policy related issues.
- Acceptance of leadership roles and special assignments willingly and enthusiastically. Serving on at least one committee as assigned by the Chapter Board.
- Being knowledgeable and respecting all Board Policies and Procedures

- Following the Code of Conduct and maintaining confidentiality. Avoidance of conflict or appearance of conflict that might embarrass the Board: declare any possible conflicts to the Board in a timely fashion
- Nomination of suitable candidates for Board and committee membership, and engaged mentoring
- Participation in educational and networking opportunities
- Following trends in the Chapter's fields of interest
- Providing support and guidance to the Board Chair.
- Informing Board Chair of change in ability to fulfill Board commitment(s) and/or which may affect the Board's ability to govern. If the Director is unable to fulfill responsibilities and be a positive contributor to the Chapter Board during a term, the Director is to be accountable and alert the Chapter Chair of same. A voluntary resignation may follow this discussion.
- Reading, understanding and exercising prudence with respect to the Chapter's financial statements, strategic directions, and Board goals.

References

2019 Bylaws

Code of Conduct Policy Gov 1-06

Approval Review/ History

Oct 2012 (Initial Approval), Feb 2015 (Revised)

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Gov 1-05 Officer and Other Positional Roles and Responsibilities

Policy: Chapter Officers

The Chapter shall have a minimum of three and a maximum of four Chapter Officers, as follows:

- **Chapter Chair.** The Chapter Chair shall be the Chief Executive of the Chapter, who shall convene and preside over meetings of the Chapter Board and meetings of members, and shall serve as liaison with the ACHE. The Chapter Chair shall be a signing officer of the Board. This is a required Board position.
- **Chapter Vice-Chair.** The Chapter Vice-Chair shall substitute in the absence or inability of the Chapter Chair to serve and shall prepare plans for his or her term of office. The Vice-Chair may advance to Chair at the completion of the preceding Chair's term of office without an election once elected to the office of Vice-Chair. The Vice-Chair shall be a signing officer of the Board. This is a required Board position.
- **Chapter Treasurer.** The Treasurer shall be responsible for the oversight and disbursement of Chapter funds, the preparation of periodic financial statements and the filing of the required financial documents with the appropriate authorities on behalf of the Chapter. The Treasurer shall be a signing officer of the Board. This is a required Board position. The Treasurer is a non-voting ex-officio member of the Audit Committee.
- **Chapter Secretary.** The Secretary shall be responsible for the maintenance of all corporate records, minutes, and documents.

One Director may serve as both Secretary and Treasurer of the Chapter.

All officers have a term of office of two (2) years each, which shall commence on January 1st. In the situation where new officers have not been confirmed as of January 1, the prior Officer(s) will continue in their current role as both Officer and Board member until such a time that a new Officer has been confirmed by the Board of Directors. Then the new Officer will complete the balance of the two year term.

and continue for a period of two years, or until replaced by a subsequent election. Officers must also be Directors of the Chapter, with a preference for people who have completed at least one year as a Chapter Director. Officers serve as a full voting Director on the Board and advise various committees, as assigned. Officers may not serve more than three (3) consecutive terms in either an elected or appointed capacity.

In addition to the position summaries above more details about the responsibilities and attributes needed for these positions follow.

Chair Responsibilities

- Preside over all business meetings of the Chapter and Board of Directors. Effectively conduct meetings, formulate ideas, and delegate responsibility.
- Monitor and communicate progress of Chapter goals and objectives as set forth in the strategic plan and in conjunction with the Chapter Agreement and other commitments. This includes preparing a written report of the year's activities, and recommendations for the following year which shall be provided to ACHE and Chapter Members.
- Stay current with all new ACHE information and policies and coordinate the dissemination of this information to Chapter members.
- Serve as the primary spokesperson for the Chapter and as a liaison with ACHE. Inform ACHE of upcoming programs/recruitment efforts as requested by Regional Services staff.
- Attend the annual ACHE Chapter Leadership Conference (or ensure a designate is sent)
- Communicate effectively at all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter and/or ACHE.
- Write a "Chair's Message" in Chapter newsletters.
- Actively engage in the annual budget process with the Treasurer
- Ensure all Chapter policies and procedures are clear and communicated to all members.
- Uphold the Chapter's Policies and Procedures, address individual board member performance, or issues among Chapter members when required.
- Demonstrate communication, leadership, organizational skills, and high ethical standards.
- In conjunction with Chapter Board, appoint all Chairs of, and members to Standing Committees.
- Serve as an advisor to the Board of Directors' committees.

Vice Chair Responsibilities

- Work closely with the current Chair and assume the role of Chapter Chair when Chair is unavailable.
- Support and advise various committees as assigned.
- Seek new Chapter members
- Lead the development or renewal of the Chapter multi-year plan.
- Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the chapter and/or ACHE.
- Demonstrate communication, leadership, organizational skills, and high ethical standards.

Treasurer Responsibilities

- Manage all the cash, bank accounts and financial records for the Chapter
- Be knowledgeable and adhere to Financial Policies and Procedures. Bring financial issues beyond one's scope to the Board's attention in a timely fashion.
- All administrative financial tasks as delineated in the respective financial policies.
- Demonstrate organizational skills, numerical accuracy, attention to detail, and high ethical standards.
- Be familiar with accounting processes, budget development, and fiscal management skills.

Secretary Responsibilities

- Take minutes at regular and special Board and Member meetings.
- Send out meeting notices and agenda packages electronically, preferably at least five (5) days in advance of Chapter Board meetings.
- Maintain an official record of all documents relating to official meetings (meetings notices, agenda materials, minutes, any other material given to Board members, rosters, etc.) and Bylaws, policies and procedures.
- Record minutes of all Chapter Board and General meetings and provide a copy of the minutes to the Board as outlined in the “Board, Committee, and Member Meetings”
- Maintain an ongoing record of minutes and other official documents of the chapter and convey these records to their successor.
- Demonstrate organizational, time management, and administrative skills.

Positional Appointments to the Board of Directors

Regent

The Board shall also include any Regent of ACHE who is a member of the Chapter as an ex-officio voting member. Any Regent of ACHE who is a member of the Chapter may not hold any other position on the Board or its committees, other than the Nominations Committee.

Immediate Past Chair

The Board may include the Immediate Past Chair for a one-year term as an ex-officio voting member. For clarity, if the Immediate Past Chair is unavailable or unable to serve the designated one-year term, the position will remain vacant and will not be filled by a previous Past Chair. The Regent may not concurrently hold the position of Immediate Past Chair. The Immediate Past Chair provides continuity by shedding light on pertinent past decisions, policies, and functions of the Chapter, and offer counsel to the new Chair and Board as needed.

Committee Chairs and Committee Members

The Board Chair may appoint people to be Committee Members and Committee Chairs. These individuals will serve a three-year term which may be renewed up to three times. Consistent with the Director positions, after reaching a maximum of 9 years on any given committee, a two-year break is required prior to re-joining that committee. If there is a need for participation in other committees, the Board Chair can, on an exception basis, waive this break in service and appoint someone to another committee in the role of member or Committee Chair.

Responsibilities/General Expectations/Profile of a Committee Member:

- Interest in and commitment to the Chapter’s strategic direction, and the role and activities of the Committee
- Affiliates in good standing with ACHE and the Chapter of ACHE
- Commitment and ability to actively and effectively participate in committee meetings and other committee related activities
- Experience or a keen interest in learning more about the activities of the committee

References

2019 Bylaws ARTICLE VI – CHAPTER BOARD OF DIRECTORS – SECTIONS 1 – 4, 9 and 10

Approval Review/Revision History

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Gov 1-06 Code of Conduct

Policy:

The Chapter Board of Directors expects of itself and each individual member, ethical and sound business conduct. This includes proper use of authority and appropriate decorum when serving as Board members. The Chapter expects its Board and Committee members to always treat everyone professionally with respect and cooperation. This includes Chapter Board and Committee meetings, Member meetings, and Chapter events and in their day-to-day work and personal lives.

Board and Committee Members are expected to work in good faith and with a willingness to deal openly on all matters by adhering to the legal duties* that comprise duty of care, duty of loyalty, and duty of obedience. Conscientious objection* is to be brought up in a timely matter and respected.

Procedures: General Code of Conduct

1. Board members (and Committee members who are included in all aspects of this policy) will:
 - 1.1 Be accountable to the Board and will exercise the powers and discharge the duties of their office honestly, in good faith, and in the best interests of the Chapter. This accountability supersedes the personal interest of any Board member acting as an individual or organizational consumer of the Chapter's services, or as a representative of a member.
 - 1.2 Exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
 - 1.3 Not divulge confidential matters brought before the Board, keeping in mind that any unauthorized statement could adversely affect the interests of the Chapter or its members.
 - 1.4 Not attempt to exercise individual authority over the Chapter except as explicitly set forth in Board policies
 - 1.5 Serve the Chapter as a whole rather than any specific constituency.
 - 1.6 Avoid conflicts by maintaining independence, objectivity, a sense of fairness, and ethical personal integrity. This includes never accepting or offer gifts/favours to those who do business with the Chapter. Nominal exchanges such as "a coffee" or small token of appreciation for being a speaker at an event are allowed.
 - 1.7 Be responsible for making policy decisions and ensuring, through the Chapter Chair, appropriate structures and processes are in place and exercised to carry out the policy and day-to-day tasks of the Chapter.
 - 1.8 Be familiar with the incorporating documents of the Chapter, Bylaws, policies, structure, and the programs and services of the Chapter, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an effective, knowledgeable, and expeditious fashion.
 - 1.9 Regularly take part in educational activities which will assist them in fulfilling their responsibilities.
 - 1.10 Ensure activities not covered or specifically prohibited by this policy or any other legislation are neither encouraged nor condoned.
 - 1.11 Be subject to removal at any time by the affirmative vote of at least two-thirds (67%) of the Chapter Directors as a whole, regardless of the number of Board Directors present, at a meeting of the Chapter Board, when, in their judgment, such action will serve the best

interests of the Chapter. In these cases, the process will follow 2, unless the situation is so obvious and egregious that a more expedient resolution is needed.

1.12 Attend and participate in meetings as outlined in the Meeting Code of Conduct.

2. If there is an allegation that a Board member has violated the Code of Conduct, the individual will be informed in writing, and be allowed to present their perspective of such alleged breach at the next Board meeting. The complaining party must be identified. The Board /Committee member(s) (if same as the complaining party) and the respondent Board/Committee member(s) will be excluded from any vote or other action that may be brought by the Board. Board/Committee members who are found to have violated the Code of Conduct may be subject to censure including a request to the Board, by resolution vote, to remove that Board/Committee member.

Meeting Code of Conduct

Directors, Officers, and Committee members shall:

- Conduct themselves professionally and in a manner consistent with applicable law, codes of conduct of the Chapter, guidelines, and directives.
 - Come to meetings thoroughly prepared and, at a minimum, having read all materials provided in advance.
 - Confine their remarks to the motion or other question.
 - Be, and be seen to be, impartial and objective during meetings.
 - Participate fully in meetings.
 - Not disclose the content of confidential proceedings or materials.
 - Recognize that authority resides with the Board as a whole and not with individual Directors.
- Directors and Committee Members will be bound by the majority of voting members.

References:

Biggs, E. L. (2011). *Healthcare governance: A guide for effective boards* (2nd ed.). Chicago, IL: Health Administration Press.

Lamb, C., Evans, M., Babenko, M. Y., Wong, C., & Kirkwood, K. (2019). Nurses' use of conscientious objection and the implications for conscience. *Journal of Advanced Nursing (John Wiley & Sons, Inc.)*, 75(3), 594–602. <https://doi.org/10.1111/jan.13869>

2019 Bylaws, Chapter Board

Board and Committee and Member Meetings Policy

Approval/ Review History:

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Gov 1-07 Committee Structure and Responsibilities

Policy:

The Chapter Board, with consultation from the Committees, will set Terms of Reference outlining purpose, objectives, and membership for each Committee. The Terms of Reference will be reviewed by the Board at least every three years.

The Board may appoint non-Directors to all Committees of the Board. These individuals will be entitled to vote at the Committee meetings.

Committee Composition and Structure

1) Standing Committees:

There shall be two standing committees, the Nominating Committee, and the Audit Committee.

Nominating Committee

The Nominating Committee shall consist of three members: the Regent for Canada (Committee Chair); a Board Member who may be an Officer, though may not be up for re-election; and one member who is not on the Board or another Committee of the Board. Any Regent of ACHE who is a member of the Chapter shall also be a member of the Nominating Committee, in which case the number of members shall exceed three. The Committee is responsible for implementing an annual nomination and election process for the Board of Directors. The Committee may also support recruitment of committee members, provide recommendations to update the nominations and recruitment process and solicit interest regarding Officer appointments. (See Appendix to this policy for more information on Nomination Committee procedure)

Audit Committee

The Audit Committee shall consist of at least two Chapter members appointed by the Chapter Board, plus the Treasurer. The Treasurer is a non-voting ex-officio member of the Committee. No other signing officer of the Board shall be a member of the Audit Committee. The Chair of the Committee is appointed by the Chapter Board and may be chosen from the Chapter Directors or the members of the Committee. The Audit Committee shall arrange and supervise an annual review of the Chapter's accounts and financial policies.

2) Local Program Councils

The Chapter Board may create, establish terms, and appoint Chapter members to local Program Councils. Such councils shall conduct such Chapter business within a geographic area of the Chapter territory as determined by the Chapter Board, including arranging and sponsoring educational and networking events. The Chapter has no Local Program Council at this time (Spring 2022).

3) Other Committees and Working Groups

The Chapter Chair may, with the concurrence of the Chapter Board, establish, specify duties, and appoint Chapter members to ad hoc Committees as may be deemed necessary or advisable for effective administration of the Chapter and shall appoint the Chair of any such Committees. The Board may by resolution, dissolve any ad hoc Committee at any time.

Some committees are “on-going” and others, ad hoc, i.e., committees that are temporary and have a concrete start and end dates. An example of an ad hoc committee is the Policy and Procedure Refresh Working Group. The current on-going committees are:

- Communications
- Membership and Advancement

- Program

Procedures

Responsibilities of Committees

- To help the Board do its job by making recommendations for Board deliberations, when appropriate, and implementing policy.
- To keep the Board informed of the activities of the Committees, providing all minutes, regularly, to the Board. The Committee minutes may be in draft form (i.e., awaiting approval from the Committee) or in approved form. However, if there are in camera or confidential minutes they will not be released.
- Board committees may not speak or act for the Board except when formally given such authority by the Chapter Chair, for specific and/or time-limited purposes. (See Communication on Behalf of the Chapter Policy)
- All committee members shall abide by the same Code of Conduct as governs the Board.

Except as defined in written Terms of Reference or approved through Board resolution, no Committee has authority to commit the funds or resources of the Chapter.

Committee Chair Responsibilities

- Call and preside at Committee meetings, providing direction and coordination to members of the Committee.
- Monitor the progress of Chapter's goals and objectives as they relate to the Committee and as set forth in the Chapter multiyear plan.
- Conduct meetings, formulate ideas, delegate responsibility, and ensure minutes and attendance are kept of the meetings of the Committee as per Chapter policy.
- Communicate regularly to the Board on the activities, deliberations, and projects of the Committee.
- Uphold the Chapter's policies and procedures, handling problems, and address issues among Chapter members.
- Prepare and communicate a final written report of the year's activities, which may include recommendations for the following year.

References:

2019 Bylaws- Article VIII

Current Committee Terms of Reference

Approval/Review History:

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Gov 1-08 Nominations and Election Process

Policy:

Individuals, with a broad range of skills, experience, and reflecting the diversity of the Chapter who will assist in forwarding the mission, vision, values, and strategic plan of the Chapter are encouraged to seek election to the Chapter Board of Directors and/or appointment to Board Committees.

The Nominating Committee is responsible for implementing an annual nomination and election process for the Board of Directors. The Committee may also support recruitment of committee members for various Board committees; provide recommendations to improve the nominations and recruitment process and solicit interest regarding Officer positions in accordance with the Chapter Bylaws (February 2019).

The Board composition and elections processes are outlined in detail in Article VI- Chapter Board of Directors and Article VII – Elections, in the Bylaws (February 2019). In case of inconsistency between this policy and the Bylaws, the By-Law will take precedence.

Nominating Committee Structure:

The Nominating Committee is a standing committee of the Chapter. It shall usually consist of three (3) members, which being the Regent for Canada (committee Chair), a Board Member who is not up for re-election, and a Chapter member who is not on the Board or a Board Committee. Any Regent of ACHE who is a member of the Chapter shall also be a member of the Nominating Committee, in which case the number of members shall exceed three.

The Board of Directors shall solicit interest in membership to the Nominating Committee on an as needed basis and appoint members through a selection process determined by the Board.

Election Guidelines

Chapter Directors required to fill any vacancies shall be elected annually. When there is only one qualified candidate for a position, the Chapter Board Chair shall declare election of the candidate by acclamation. When there are two or more candidates, a majority vote of members eligible to vote shall constitute an election. Directors shall be elected by secret ballot and elections shall be conducted electronically. If a member of the Chapter does not have access to vote electronically, the member shall request a special ballot.

In the event of a tie vote during the election of Directors, a run-off election between the two tied candidates will occur. The run-off election will be for a period of two weeks (14 calendar days) by electronic ballot. Should a second tie result, the Chapter Board will declare which candidate will be elected.

Chapter Officers shall be appointed by the sitting Chapter Board and such appointments shall be announced at the Annual Business Meeting of the Chapter. Chapter Officers shall be appointed from among the Directors.

Directors elected to serve as a Chapter Officer in the final year of their Director term shall have their term automatically extended to meet the required term of the Chapter Officer.

Board Composition

The Board shall have a minimum of three (3) elected Officers and two (2) elected Directors. The intent of the Chapter is for the Board of Directors to be broadly representative of ACHE members across Canada.

There will be three (3) Regions for elections in Canada:

1. West Region: British Columbia, Alberta, Saskatchewan, Manitoba, Northwest Territories, Yukon Territories and Nunavut
2. Central Region: Ontario
3. East Region: Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador

The Chapter Board shall consist of twelve (12) Directors, as follows:

- Two (2) Directors living or working in each Region, who shall be elected by the Chapter members living or working in each of the three respective Regions, which will total six (6) Directors.
- Six (6) additional Regional Directors will be elected to reflect the distribution of members across the Regions. The membership distribution as of December 31 of the preceding year will be used to determine the distribution of members. The six (6) seats will be elected to reflect the membership distribution, with the Regional Director vacancies in any given year being distributed to align the total number of Regional Directors with the distribution of members across the Regions of Canada. The Regional Directors and Members who participate in the election shall live or work in the Region.

In addition, the Board shall include the following as ex-officio voting members:

- Any Regent of ACHE who is a member of the Chapter
- The Immediate Past Chair for a one-year term, if willing and eligible.

For clarity on the following issues, please consult the Article VI – Chapter Board of Directors, Section 4: Board Composition of the Bylaws

1. If a Director candidate lives in one Region and works in another
2. If a voting member lives in one Region and works in another
3. Involvement of the Regent(s) in concurrent positions
4. If the Immediate Past Chair is unavailable or unable to serve their term
5. When a Regional Director position is assigned but not filled via the normal election process
6. In the case of any Director moving during their term.

Procedure:

1) Nominating Process for Chapter Board of Directors

Annually, the Nominating Committee will:

- convene as needed, no later than August, to determine Board vacancies, keeping in mind, particularly, the Inclusion and Diversity Policy (Gov 1-10); Directors Roles and Responsibilities Policy; and Officer and Other Positional Roles and Responsibilities
 - send out a call for nominations; collect and review submissions to ensure the candidates are qualified
 - coordinate a fair and impartial election process
 - communicate with the Board, applicants, and Chapter members in a timely and transparent manner
- A detailed Nominations Process timeline (Gov 1-08) is available in the Appendix following this policy.

2) Nominating Process for Officers of the Chapter Board of Directors

Annually, the Nominating Committee may, at the request of the Board:

- review current Officer positions to determine possible openings.
- invite all Board Members (including new/potential Board Members) to indicate their interest and ability to fulfill the various Officer positions.
- coordinate a fair and impartial election process within the Board of Directors; and
- ensure the results of the Officer elections are communicated to Chapter members in a timely and

transparent manner.

3) Nominating Process for **Chapter Committee Members**

The Nominating Committee may, at the request of the Board, support the process for Chapter members to provide an expression of interest for various committees and time limited task groups during the annual Director election process.

References:

2019 Bylaws: ARTICLE VI, ARTICLE VII, ARTICLE VIII
Nominations Process Gov 1-08

Approval/Review History:

Oct 2012 (Initial Approval), Jan 2014 (Revised), Feb 2015 (Reviewed), June 2019 (Revised to reflect 2019 Bylaw changes)

Gov 1-09 Communication on Behalf of the Chapter

Policy

Only the Chapter Chair or individual(s) delegated by the Chapter Chair, are given the authority to make statements on behalf of the Chapter, on matters brought before the Board or regarding the Chapter to the media, membership and/or to the College.

The Chapter Chair may, from time to time, delegate the responsibility of communicating, to the Chapter membership, activities of the Standing and/or Ad Hoc Committees to the Chair of the respective Committee(s).

The Chapter will use best efforts to communicate on behalf of the Chapter in a consistent manner.

Procedure

Supporting the Chapter's communication and branding, will include, but not be limited to:

- Consistent and regular use of the proper name of the Chapter: Canadian Chapter of ACHE
- Use of the Canadian Chapter email whenever possible for communications (notice of member meetings, Chair reports, education and networking events, etc.) achecanada@achemail.net;
- Consistent use of Chapter connections (conference calls numbers, webinar accounts) for its activities.
- Consistent branding for shared events.
- Use of a neutral background or a Canadian Chapter of ACHE background for event presenter/moderators who are Board or Committee members.

The Chapter will be compliant with the Communication and branding guidelines from ACHE.

References:

Branding guidelines, ACHE

ACHE Canadian Chapter Communications How-To Guide (This document includes info on member email, chapter newsletter, website administration (Login, Chapter Newsletter Link, adding pages, adding blog posts), Eventbrite registration, and Google Drive details).

Approval/Review History:

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Observation:

The Board plans to add to this section in future. These may include a Newsletter Editorial Policy, and a Communications Process for upcoming events.

Gov 1-10 Inclusion and Diversity

Policy Statement on Inclusion and Diversity

The Canadian Chapter of ACHE (Chapter) acknowledges the traditional, ancestral, and unceded territory of the Indigenous Peoples from across Turtle Island. We are grateful to have the opportunity to work and learn on this land. The Chapter recognizes the long history and traditions of Indigenous peoples and that the work of inclusion is a step toward reconciliation between Indigenous and settler populations.

The Chapter works to foster an inclusive environment recognizing the contributions and supporting the advancement of all, regardless of race, ethnicity, national origin, religion, age, marital status, gender, sexual orientation, gender identity or disability. Our inclusive environment will echo externally, enhancing health care quality, improving organization/ community relations, and positively affecting the health status of the population. This priority is reflected in the Chapter's activities, initiatives, and strategic direction.

The Chapter values and prioritizes diversity within the health care management field as both an ethical and business imperative. The Chapter embraces initiatives promoting diversity to improve the workforce for member's organizations as well as the Chapter itself. The Chapter demonstrates its priority of diversity leadership and member compositions as diverse participation catalyzes improved decision making, productivity, and a competitive advantage. The Chapter notes the vast geography of Canada and the importance of nation-wide Board representation. The Chapter supports the use of French and English languages, as well as local Indigenous languages as appropriate.

The Chapter commits to promote inclusion and diversity through the following activities:

Within the Chapter organization:

- The Chapter will begin meetings acknowledging Indigenous Peoples and their land.
- The Chapter and Nominating Committee will work to create and maintain a diverse Chapter leadership representing the populations and geography we serve. There will be best efforts to encourage broad diversity on the Board, including Francophone and Indigenous representation.
- Inclusion and diversity will form part of the Chapter's operational plan and the Chapter will provide a progress report as part of the Annual Business Meeting. Activities may include a periodic confidential survey, efforts to engage students, linguistics, etc.
- Working toward Reconciliation is an imperative as it supports predictability in relationship building and reporting. Referencing Principles of Reconciliation (See Appendix), the Chapter will ensure its annual goals assist the Chapter in tangible actions related to Reconciliation.

Within the healthcare management field:

- Annually, publish a minimum of one article in the Canadian Chapter of ACHE newsletter, or host an event related to inclusion and diversity. The Chapter may also share other relevant learning resources (e.g., podcasts, books, etc.)
- Encourage Chapter members to advocate for inclusion and diversity within their respective work organizations.

Procedure:

The Chapter will work toward achieving its inclusion and diversity goals by implementing the statement noted above. The Chapter Chair will be responsible for ensuring the overall implementation of this statement. The Chapter Vice Chair or delegate will be responsible for implementing,

monitoring, and reporting on the efforts related to inclusion and diversity, particularly those outlined in the operational plan.

Definitions:

Diversity includes, but is not limited to ethnic background, professional expertise, age, gender, religion, language, gender identity, socioeconomic background, and thought (Sadau & Capeles, 2019).

Inclusivity or an inclusive culture refers to recognition, engagement, and valuing differences (Sadau & Capeles, 2019).

Notes:

When revised, a copy the Chapter's Statement on Diversity and Inclusion needs to go to ACHE for updating on their website.

References:

Many people provided input to the 2020 revision. We especially acknowledge the contributions of the current Board; Chapter member Cheryl Stella Okoli; Adam Morrison; Tiodrae Pier; Mr. Duane Mark, Stoney Nation Elder from Morley Reserve, Alberta; Laurel Claus-Johnson, Indigenous Grandmother and Chair, Indigenous Health Council, Kingston and Area (Ontario); and Deidre Gerro, identifying as African Canadian and MiKmaq, Edmonton, Alberta.

ACHE Statement on Diversity, <https://www.ache.org/about-ache/our-story/our-commitments/policy-statements/statement-on-diversity>, retrieved March 5, 2020.

ACHE Diversity and Inclusion Assessment Form

Sadau, E. W. & Capeles, T. (2019). The butterfly effect in healthcare: What happens when an organization tackles unconscious bias and promotes diversity of thought? *Journal of Health Management*, 64(5), 265-271. <https://doi.org/10.1097/jhm-d-19-00152>

Truth & Reconciliation Commission of Canada, What We Have Learned: Principles of Truth and Reconciliation, Website: www.trc.ca, 2015.

United Nations Declaration on the Rights of Indigenous Peoples, Sept 13, 2007, https://www.un.org/esa/socdev/unpfii/documents/DRIPS_en.pdf

Approval/Review History:

June 5, 2014 (Initial Approval), Feb 2015 (Reviewed), June 2020 (Revised, Previous title Diversity and Inclusion Gov1-07)

Appendix to Inclusion and Diversity Policy: Principles of Reconciliation

The Truth and Reconciliation Commission of Canada believes that in order for Canada to flourish in the twenty-first century, reconciliation between Aboriginal and non-Aboriginal Canada must be based on the following principles.

1. The United Nations Declaration on the Rights of Indigenous Peoples is the framework for reconciliation at all levels and across all sectors of Canadian society.
2. First Nations, Inuit, and Métis peoples, as the original peoples of this country and as self-determining peoples, have Treaty, constitutional, and human rights that must be recognized and respected.
3. Reconciliation is a process of healing of relationships that requires public truth sharing, apology, and commemoration that acknowledge and redress past harms.
4. Reconciliation requires constructive action on addressing the ongoing legacies of colonialism that have had destructive impacts on Aboriginal peoples' education, cultures and languages, health, child welfare, the administration of justice, and economic opportunities and prosperity.
5. Reconciliation must create a more equitable and inclusive society by closing the gaps in social, health, and economic outcomes that exist between Aboriginal and non-Aboriginal Canadians.
6. All Canadians, as Treaty peoples, share responsibility for establishing and maintaining mutually respectful relationships.
7. The perspectives and understandings of Aboriginal Elders and Traditional Knowledge Keepers of the ethics, concepts, and practices of reconciliation are vital to long-term reconciliation.
8. Supporting Aboriginal peoples' cultural revitalization and integrating Indigenous knowledge systems, oral histories, laws, protocols, and connections to the land into the reconciliation process are essential.
9. Reconciliation requires political will, joint leadership, trust building, accountability, and transparency, as well as a substantial investment of resources.
10. Reconciliation requires sustained public education and dialogue, including youth engagement, about the history and legacy of residential schools, Treaties, and Aboriginal rights, as well as the historical and contemporary contributions of Aboriginal peoples to Canadian society.

Reference

Truth & Reconciliation Commission of Canada, What We Have Learned: Principles of Truth and Reconciliation, Website: www.trc.ca, 2015

Section Two: Accountabilities

Introduction to Section Two: Accountabilities

The Accountability section provides an overview of the Chapter planning process and how we are accountable to ACHE and our members. We also have updated our financial stewardship policy. Via the conflict-of-interest policy we hold Board members and other accountable. We also are accountable to those who engage in volunteer and service activities.

The policies in this section include:

Act 2-01	Multi Year Plan
Act 2-02	Annual Chapter Plan
Act 2-03	Financial Stewardship
Act 2-04	Conflict of Interest
Act 2-05	Volunteer and Service Recognition

Act 2-01 Multi Year Plan

A primary responsibility of the Chapter Board is to ensure the future success of the Chapter. The Chapter has defined organizational purpose (Mission, Vision, Values), goals, and direction so all involved in Chapter governance will move forward together. To effectively lead the Chapter into the future, the Chapter Board develops a detailed strategic plan that spans 3-5 years. A multi-year strategic plan helps the Chapter stay focused and provides a foundation that can be amended as the Chapter's needs change.

All Chapters must develop a multi-year strategic plan as required by ACHE. This plan will help guide the Chapter's development and growth. This plan can serve as the basis for annual planning but also provides a shared direction from which to begin—and to formulate a direction in which to continue.

When developing a plan for the Chapter, the Chapter Board will assess the Chapter's position in its area:

- Who are the chapter's key stakeholders?
- Do local healthcare executives feel a need for education and networking programs?
- What are the services, needs and expectations?
- How well do we meet potential customers' needs and opportunity for growth and/or partnering?

The answers to these questions should be determined and then followed up with statements or projections of the Chapter's status at the end of the time covered by the strategic plan. Generally, this is a three to five-year period. Once the strategic plan is formulated, it should be approved by the Chapter Board. Once accepted, the strategic plan is publicized to all those involved in Chapter governance as well as the Chapter's members. Keep in mind a strategic plan, like a budget, is a guideline the Chapter should strive toward achieving. It should remain flexible and allow for modification as needed.

The Chapter Multi Year Strategic plan will include:

- Chapter Vision or Mission Statement and values
- Current goals, objectives, and strategies.
- Assessment of the current status and capabilities of the Chapter. Identify and list internal strengths and weaknesses, external opportunities and threats, achievements of past year
- Evaluation of resources. Examination of the infrastructure of the Chapter as well as the finances and other resources needed to accomplish the Chapter's goals.
- Action plan. Define action plans and implement them.
- Measurement standards. Determine how the success of each year's activities will be monitored and ultimately measured at the end of year.

The Chapter Multi Year Strategic Plan will focus on:

- Growth. Increased membership, increased volunteering, increased advancement
- Financial stability. Chapter financial reserves, improved margins from operations
- Value/service. New improved services; volume of service (increased program attendance, participation rates, increased advancement), member satisfaction

References:

See ACHE Chapter Agreement Exhibit C (B 15).

Approval/Review History:

Oct 2012 (Initial Approval), Feb 2015 (Revised)

Act 2-02 Annual Chapter Plan

Policy:

The Board will create and monitor a Canadian Chapter of ACHE's Annual Plan which delineates the goals and objectives the Board and its Committees will undertake within a 12- month time frame to further advance the Chapter's Strategic Plan. It is less involved than the strategic plan, allowing the Chapter to focus on the issues that may be faced in the upcoming year. The Chapter Annual plan is composed of measurable objectives; the action steps attached to each objective and the individual(s) and/or Committee(s) responsible for ensuring success in achieving the objective as well as the dates by which the action steps should be accomplished. As with the strategic plan, the Chapter Board will review regularly and approve all goals in the annual plan.

Procedure:

The Chapter Annual Plan shall include:

- Goals, objectives, and action steps for each area in which the chapter is active, perhaps organized by committee.
- Annual budget implications
- Alliances and relationships with current and potential partners, including other professional organizations (e.g., Canadian College of Health Leaders), health services provider organizations, and other agencies as appropriate.
- Further explanation of details not covered by plan worksheets or the budget
- Mechanisms for continuously monitoring and reporting on Board performance, including an annual Board Evaluation.
- Tangible means of improving accountability to the various communities we serve through the development of feedback mechanisms.

Planning Tips:

- Annually review and revise the chapter's multi-year plan. A major revision should be made periodically.
- Use the multi-year plan to drive the annual plan.
- Consider making the planning process the Vice Chair's responsibility.
- Actively engage people in the process although the coordination of work can be by a committee or short-term task group.
- Establish an annual review and update process.
- Summarize the plan and communicate it to all chapter members.
- Consider a periodic survey of members' needs and satisfaction to improve the plan.
- Use ACHE's *Futurescan* report to better understand the general healthcare environment.

References:

See Board and Committee Performance Monitoring policy

See ACHE Chapter Agreement (Exhibit C).

Approval/Review History:

Oct 2012 (Initial Approval), Feb 2015 (Revised, Previous title Chapter Annual Services Plan),
(Revised to reflect 2019 Bylaw changes)

Act 2-03 Financial Stewardship

Achievement of the Canadian Chapter of ACHE's strategic and annual objectives is dependent on the financial health of the Chapter. The financial health of Chapter is attained and maintained by engaging in the following activities.

1. The Board will implement an annual operational and financial planning process to support appropriate decision making. This will include devoting a portion of a Fall Board meeting to reviewing the subsequent year's draft budget. To prepare for this meeting, the Committee Chairs will submit their requests, with appropriate justification and reflecting the Multi-Year Plan to the Treasurer. The Treasurer will then compile a comprehensive budget for Board review. The budget may undergo revisions prior to being approved by year end.
2. Financial reporting processes will support appropriate decision making. The Treasurer will report to the Board on a regular basis (i.e., at least four times a year), on the Chapter's financial position, noting material variances from budget. Mid-year modifications may be needed if unexpected or significant variances are present. Annually, the Treasurer will submit financial reporting to ACHE, as required in the Chapter Agreement. A copy of this document will be provided to the Audit Committee and Board.
3. Comprehensive internal management controls and information systems to support appropriate decision making will be in place. These controls (e.g., cheque authorization), are outlined in other policies.
4. Annually, the Audit Committee will be responsible for reviewing the Chapter's financial summary and making a recommendation to the Board of Directors regarding its appropriateness. The Audit Committee may undertake to have an individual volunteer to review it. This individual, preferably a member of the Chapter, but one who shall be independent of the Chapter Board, will be an accounting professional or have sufficient accounting background to competently review (not audit) the financial documents.
5. A fee-based audit, as determined by the Board, may be initiated with a Chartered Professional Accountant who is independent of the Chapter.

References:

See ACHE Chapter Agreement (Exhibit C)

Approval/Review History:

Date Approved: Oct 2012 (Audit Committee and Board of Directors)

Date Last Reviewed: February 2015,

Next Expected Review Date: April 2023

Act 2-04 Conflict of Interest

The Canadian Chapter of ACHE Board strives to conduct all activities, deliberations, and meetings in a manner free from conflicts of interest. The Chapter also strives to promote a standard of conduct that will establish the integrity, objectivity, and impartiality of the affairs and decision-making processes of the Chapter. This policy enables the College, the Chapter and its Directors to recognize and to avoid, mitigate or manage conflict of interest situations and to ensure that all real, perceived or potential conflict of interest situations are resolved in the best interest of the Chapter.

An individual has a potential conflict of interest when:

- The individual or member of their immediate family has the ability to influence directly or indirectly a decision or action of the Chapter, or any individual associated with the Chapter that leads to a personal, financial, or professional benefit for the individual or their family.
- The individual's interest or actions are averse to the interests of the Chapter. Examples of such situations include:
 - Using privileged or confidential information for personal gain
 - Accepting or offering personal rewards to influence business transactions
 - Requesting or accepting money, gifts, loans, or services for personal or family benefit for less than fair market value, from an enterprise which does business, or wishes to do business, with the Chapter
 - Conducting business on behalf of the Chapter with an enterprise in which the individual or member of his/her immediate family has a personal or financial interest
 - Using discoveries, inventions, or other intellectual property rights for personal benefit without the permission, knowledge, or acknowledgement of the Chapter
 - Seeking or receiving funding or other considerations in support of Chapter-related activities without the knowledge or permission of the Chapter
 - Using Chapter equipment, services, materials, personnel, or trainees for personal gain
 - Using organization name or logo for personal gain
 - Using one's position, influence, or authority to promote the purchase, lease, or use of goods or services used by the Chapter, where the individual or members of his/her immediate family stands to gain financially from such promotion
 - Using one's position, affiliation, influence, or authority to endorse and promote a public policy position, product, service, or issue
 - Using one's position, affiliation, influence, or authority to exert undue influence on the personal activities of individuals associated with the Chapter

Procedure:

- It is the responsibility of all individuals associated with the Chapter Board and its Committees to declare situations of actual or potential conflict of interest, as follows:
 - Chair of the Board of Directors to the ACHE Regional Services Director who will refer cases, as appropriate, to the President, ACHE
 - Directors to the Chapter Chair
 - Committee members to the Committee Chair
- To facilitate the declaration of conflict of interest that may be or appear to be in actual or potential conflict, individuals associated with the Chapter will be required to sign a declaration as a condition of

assuming the role of Director and or Committee member and annually thereafter.

- The Chapter Chair or any Committee Chair meeting may request any member who has declared a conflict of interest to absent him/herself during the discussion of and vote upon the matter in question, and the event shall be recorded in the minutes.
 - A statement addressing this issue is placed on each agenda, as a reminder for members to declare any conflicts.
 - Failure to comply with this policy will result in the termination of the position, or appointment to the Chapter Board and or Committee

Approval/Review History:

Date Approved: Oct 2012, Reviewed Feb 2015

Act 2-05 Volunteer and Service Recognition

Policy

The Chapter is committed to thanking and recognizing Board and committee members, chapter members and community members who support and contribute to its success. In addition, the Chapter is actively engaged in supporting other recognition activities led by ACHE, and by the ACHE Regent for Canada.

The Board is accountable for ensuring volunteer recognition is implemented on a regular basis to sincerely express gratitude for the contributions of its members to the Chapter and the health care sector.

Ongoing Recognition

- The Board Chair will send thank-you notes to outgoing Board and committee members. Recognition will be given using email, chapter newsletter and/or Chapter website as appropriate.
- The Program Committee Chair or designate will send thank-you notes to host sites where education events are held. The Program Committee Chair or designate will also provide thank you notes to education event session moderators, speakers, and panelists. A small token of the chapter's appreciation for volunteer service may also be provided.
- The Board will recognize the outgoing Chair and Regent at the Annual Meeting and by email or chapter newsletter.
- The Board will recognize New Fellows, recertified Fellows, Regent Award recipients, ACHE Award recipients, and new members in the chapter newsletter. New and recertified Fellows as well as new members will also receive a letter or email from the Chair. The Regent may also provide a letter.
- The Chapter will recognize active members on the Chapter website, social media, and other communications vehicles as appropriate.

Regent's Awards

The Regent's Awards for Canada recognize Canadian ACHE members in healthcare leadership positions who are committed to excellence in their service to their healthcare organizations, community volunteer groups, or the Chapter. Examples of Regent Awards include *Early Career Healthcare Executive Award*, *the Senior-Level Healthcare Executive Award*, and

The Chapter supports these awards and will collaborate with the Regent to communicate details about the nomination process (e.g., criteria, timing) and successful award winners. These communication venues may include the Chapter website canada.ache.org, Chapter newsletters, the Annual Business Meeting, networking sessions or awards ceremonies.

ACHE Awards and Recognition

ACHE provides various opportunities for chapter members in good standing to receive awards in recognition of their service to the healthcare profession. The ACHE Recognition Program is based on points accrued through volunteer activities performed in a convocation year (April–March). Points are cumulative from year to year. For more information on the points system, view http://www.ache.org/abt_ache/awards/Recognition_Flyer_2016.pdf.

The Canadian Chapter will recognize active members on the Chapter website, social media, and other communications vehicles as appropriate. The following awards will be announced during National Volunteer Week (April):

- Exemplary Service Award = 125 points
- Distinguished Service Award = 75 points

- Service Award = 30 points

Other awards are also available from ACHE. For more information visit http://www.ache.org/abt_ache/awards/

The Chapter will recognize members as they obtain ACHE award levels earned through volunteer activities. Best efforts will be made to provide these awards in person in conjunction with a Chapter event, usually in the fall season. ACHE service award recognition, and achievement of other ACHE related awards will also occur at the Annual Meeting and in the Chapter newsletter.

Reference:

ACHE service awards: http://www.ache.org/abt_ache/awards/Recognition_Flyer_2016.pdf.

ACHE, other awards: http://www.ache.org/abt_ache/awards/.

Approval/Review History:

Date Initially Approved: In 2018 Governance manual; INSERT (Revised)

Section Three: Operations

Introduction to Section Three: Operations

This section outlines some pragmatic items related to the day to day functioning of the Board and Committees of the Board. This includes both standing committees and ad hoc task groups.

The policies in this section include:

- | | |
|----------|--|
| Ops 3-01 | Board and Committee Attendance |
| Ops 3-02 | Board and Committee and Member Meetings |
| Ops 3-03 | Board and Committee Performance Monitoring |
| Ops 3-04 | Board and Committee Development |

Ops 3-01 Board and Committee Attendance

Policy:

The Board ensures compliance of members with expected attendance at Board meetings to facilitate the Board fulfilling its mandate.

Board Directors are expected to prepare for and participate fully in meetings.

If attending a meeting is not possible, the person is expected to communicate a valid reason via writing to the Committee Chair, and/or the Board Chair, as appropriate, in a timely manner, preferably in advance of the meeting.

Procedure:

The Board is expected to attend the following:

- 75% of Chapter Board meetings (including Annual Business Meeting)
- 75% of meetings of Board committees of which they are members

It is recognized that there are professional or personal factors that may from time to time prevent attendance at meetings. However, the Chapter Board has an expectation that Chapter Board members will take attendance responsibilities seriously.

If a Chapter Board member misses two (2) consecutive meetings and or attends less than 75% of Chapter Board meetings, the Chair will follow-up with the member. A short-term (up to 3 months) Leave of Absence may be granted at the discretion of the Chair. If necessary, the issue will then be taken to the Board, to determine whether the Board member may be granted a longer leave or asked to step down from the Board of Directors.

References:

Updated to reflect 2019 Bylaw changes.

Approval/Review History:

Date Initially Approved: Oct 2012, Feb 2015 (revised)

Ops 3-02 Board and Committee and Member Meetings

Policy:

Board meetings must adhere to specific meetings standards to ensure the Board is effective in its operations and functions. Likewise, Committee meetings and Member meetings, including the Annual Business Meeting, are to be conducted in an effective and efficient manner and in keeping with all other policies, particularly the Code of Conduct and Conflict of Interest Policies.

Procedure:

The Board is responsible and accountable for conducting the affairs of the Chapter in a manner which ensures compliance with the ACHE Bylaws, regulations, Chapter Agreement, Chapter Bylaws and Chapter Policies and Procedures.

Number of Meetings

Board Meetings

Regular meetings of the Chapter Board shall be held at least six (6) times during a year at such time, place, and mode of meetings as the Chair may determine. The Chair or any three other Board members may also call special meetings of the Board.

Annual Business Meetings and Special Business Meetings

The Chapter shall conduct an annual business meeting (ABM) and such other meetings of members as determined by the Chapter Board.

The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

Notice of Meetings

Notice for Board Meetings

Notice of any regular or special meetings of the Board of Directors shall be given to each Director at least 5 days prior to the meeting and shall be delivered by electronic mail. Any Director may waive notice of any meeting.

Notice for Business Meetings with Membership

Written notice stating the place, day and hour of the meeting shall be delivered to each member of record entitled to vote at such meeting, not less than 5 nor more than 90 days before the date of the meeting, by or at the direction of the Chair, or the Secretary.

Quorum

For Board meetings, fifty percent of the voting members of the Chapter Board plus one shall constitute a quorum for any vote. In matters of conflict of interest in which an Officer or Director is the subject, the Officer or Director shall not be allowed to vote.

For Meetings of Members, including the ABM, quorum shall consist of a majority of the current Chapter Board and, in addition, a minimum of five other members. In matters of conflict of interest, the subject shall not be allowed to vote.

Board Meeting Agenda

The agenda, including copies of any supplementary material to be discussed or considered at the Board Meeting will be distributed to the Directors a minimum of five (5) business days prior to each Board Meeting. The agenda will identify the date, time, and location of the Board Meeting and, where applicable, the dial-in number or other means by which Directors may participate.

Unless otherwise agreed by the Directors present at the Board Meeting, business will be conducted in the order set out in the agenda. A proposal to change the order of agenda items may be made at the beginning of a Board Meeting and will require a majority vote to approve.

To be placed on the agenda, an item requiring a decision by the Board must be submitted to the Secretary or other designated individual at least seven business days before the Board Meeting.

If a Board Meeting is adjourned prior to the consideration of all items on the agenda, then the items shall be placed on the agenda for the next Board Meeting.

Chairing a Meeting

The Chair, or in the absence of the Chair, the Vice-Chair, shall preside as Chair of Board Meetings and Member Meetings, including the Annual Business Meeting. If neither the Chair, nor the Vice-Chair is present, then the Directors present shall choose among themselves someone to be the Chair for the meeting.

The Chair of a Committee will preside over meetings. If the Committee Chair is not present, then another Board Member will Chair. In the absence of any Board Members, another member of the Committee may Chair the meeting.

It is the responsibility of the meeting Chair to:

- ensure quorum is met in order for any motions to be approved.
- preserve order and decorum and decide all questions of order.
- appropriately manage, in accordance with the Conflict of Interest policy, any conflict of interest issue that is raised during the Board Meeting.
- receive and submit, in the proper manner, all motions presented by the Directors.
- put to vote all questions which are properly brought before the Board or necessarily arise during proceedings, and to announce the results.
- request that any Director persisting in breach of the rules of order leave the meeting; and
- ensure that the decisions of the Directors are in conformity with the laws and by-laws governing the activities of the Board and its members.

The meetings of the Chapter membership shall be conducted using consensus and in accordance with Robert's Rules of Order Newly Revised (latest edition) when voting, when the latter are not in conflict with the Bylaws or the Articles of Incorporation of the Chapter.

Discussion, Voting and Abstention

All attendees at Meetings are expected to:

- Conduct oneself in a professional manner at Chapter events and in interactions among others
- Exercise the utmost good faith regarding all aspects of the Chapter with a focus on teamwork and collaboration
- Ask timely and substantive questions consistent with their conscience and convictions, while supporting the majority decision. See Code of Conduct policy Gov 1-06 for conscientious objection.
- Register dissent when in major disagreement with Board action: be certain that it is made a matter of record in the minutes of the meeting.

Each Director (excluding the Chair) has one vote. Every question before the Board shall be decided by a majority of the votes cast on a motion. Members of the Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter Board Chair shall break the tie.

All Directors present will vote on all motions put to the Chapter Board except in the following circumstances:

- they have declared a conflict of interest; or
- the matter calls for the approval of minutes of a Board Meeting at which they were not present; or
- they are prohibited Bylaws.

Except for Directors in the above circumstances, Directors present who do not vote shall be deemed to have voted against the motion in question.

If a meeting is held in a virtual/electronic setting and a vote is called, the Chair will first ask for those opposed to the motion. If no one is opposed, the motion will be considered to be carried. If there is opposition a roll call vote will be held and the Chair will declare the number of votes cast in favour, the number of votes cast against and whether the motion is carried.

For Meetings of Members, only Chapter members shall have the right to vote. For clarity, guests at a Member Meeting (including the Annual Business Meeting) are not entitled to vote. Members may not vote by proxy. The Chapter may utilize any other method of voting permitted Bylaws.

Outcome of the vote

Except as otherwise provided Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, shall be the action of the Chapter Board.

The Chair shall declare the outcome of the vote on all questions. Should the outcome be disputed, the vote shall be retaken.

Recording of results

Any Director may ask that the outcome of a vote to be recorded. A request for a recorded vote may be made before or after the vote. Where a recorded vote is not requested, the minutes will simply reflect that a motion was approved or not approved.

Minutes of the Chapter Board Meeting

The minutes of Board Meetings, as taken by the Secretary or designate consist of a record of all proceedings taken by the Directors. The meeting minutes are expected to accurately reflect the business conducted and decisions made.

Minutes of a Board Meeting will be prepared by the Secretary and provided to the Directors at least 5 days prior to the subsequent Board Meeting. Minutes will be approved by the Directors at the next subsequent Board Meeting.

Minutes of the Chapter Annual Business Meeting and other Member Meetings

Given the extended period between the Annual Business Meetings, and the need for proper documentation of any other Member Meetings, minutes will be drafted and provided to the Chapter Board for review within 45 calendar days of the meeting. The Chapter Board will review and approve them in

principle; however, they will still be considered draft as the membership is responsible for approving them. The Chapter Chair will ensure these draft minutes are provided, within 2 months of the date of the meeting, to the attendees who were eligible to vote. They will also be sent out as part of the agenda package for the next Annual Business Meeting, at which time they will be formally reviewed and approved.

References:

Bylaws: ARTICLE V – MEETING OF MEMBERS Sections 1-6

Bylaws: ARTICLE VI – CHAPTER BOARD OF DIRECTORS Section 5-8:

Code of Conduct Policy Gov 1-06

Conflict of Interest Policy Act-2-04

Note: Updated to reflect 2019 Bylaw changes.

Approval/Review History:

Date Initially Approved: Oct 2012, Feb 2015 (revised)

Ops 3-03 Board and Committee Performance Monitoring

Policy:

The Board is committed to complying with and demonstrating good governance practices and standards. The Chair ensures that Board performance monitoring takes place and includes, at a minimum, updates to the Board at least every six months.

To support transparency and accountability, a summary of performance compared to Chapter Agreement or other requirements by ACHE will be provided to the Chapter membership at least annually, preferably in conjunction with the Annual Business Meeting (ABM).

An attendance summary of Board member participation on committees provided at the ABM is strongly encouraged.

Procedure:

Formal accountability agreements, containing performance standards and expectations, are established between the American College of Healthcare Executives (ACHE) and the Chapter.

The Chapter Board utilizes tools to monitor and measure performance annually. The monitoring mechanisms are designed to ensure timely reporting, opportunity for improvement and appropriate follow up.

Tools utilized by the Chapter Board to monitor and improve the way in which the Board and its Committees carry out their responsibilities shall include, at a minimum, the Multi-Year Plan, the Annual Chapter Plan, The Chapter Agreement with ACHE, and the Chapter Dashboard Report metrics as determined by ACHE.

References:

Multi Year Plan ACT-2-01
Annual Chapter Plan ACT-2-02
ACHE Chapter Agreement Exhibit C-B14
Chapter Dashboard Report (on ACHE website)

Approval/Review History:

Date Initially Approved: Oct 2012, Feb 2015 (revised)

Ops 3-04 Board and Committee Development

Policy:

Board development is fundamental to the Board's ability to continually grow to meet the changing demands of Governance.

Procedure:

Board development comprises four areas: succession planning; orientation; Board and individual evaluation; and continuing education.

Succession Planning:

The Board ensures its composition accurately reflects the mission, vision, values, and strategic plan of the Chapter through succession planning. New Board members are identified to replace existing members through the nomination process. The process is open to all Chapter Members in good standing and is aimed at ensuring a good cross representation of interested and skilled individuals.

Orientation:

Orientation, to be undertaken by all Board members, includes, but is not limited to, a detailed review of key documents (including the Bylaws, Policy and Procedure Manual(s), the Chapter Agreement and current goals for the Chapter, etc.), meetings with the Board Chair to review trends and issues currently under discussion, and initially attending as many standing committee meetings as possible to ensure a good understanding of the issues under discussion. All new board members will be mentored by an experienced Board member.

Board Evaluation:

The Board has a responsibility to continuously improve the effectiveness of the Board. A formal Board evaluation will be undertaken annually, in the form of an evaluation completed by all Directors and Committee Chairs. The results of the evaluation are compiled and summarized by the Chair or delegate. The summary shall be shared with the Board in a timely manner.

Continuing Education:

Continuing education is an important aspect of Board development. Board members are encouraged to participate in ACHE and Chapter education sessions, especially ACHE governance related learning opportunities. Board Members are encouraged to attend other educational sessions focusing on issues that are relevant to their role as a Board member.

Committees:

Committees are also strongly encouraged to provide similar activities (Succession Planning, Orientation, Committee Evaluation, and Continuing Education) to support competency and life-long learning.

References:

ACHE Chapter Agreement
Reference to Board Performance Monitoring policy (above).
Updated to reflect 2019 Bylaw changes.

Approval/Review History:

Date Initially Approved: Oct 2012, Feb 2015 (revised)

Four: Financial Policies

Introduction to Section Four: Financial Policies

This section outlines the financial policies related to the Chapter. Some policies noted in other sections also have a direct connection to the financial situation of the board. These include, for example, Gov 1-03, Dissolution of the Chapter and ACT 2-03 Financial Stewardship.

The Finance section outlines the philosophy of fiscal management as well as the specific policies and procedures which are in place to ensure compliance, consistency, and a shared understanding of how financial transactions are completed and summarized.

The Chapter relies on an annual budget process which is initiated in the fall of each year with final approval by March. The Chapter aims for a balanced budget and supports having sufficient cash reserves to address unexpected items and timing issues. The Chapter takes a conservative approach, provides reimbursement of many volunteer expenses, and works closely with ACHE to ensure that year end reporting is completed in a timely and comprehensive manner.

The Chapter has an Audit Committee which includes independent members of the Chapter as well as Board member(s). The Chapter Treasurer position is expected to be filled at all times with an individual who is willing to accept all the responsibilities of the position. The Treasurer reports to the Board, regularly, at least four times a year, on the financial position of the Chapter.

The policies in this section include:

Fin 4-01	Financial Stewardship and Annual Budget
Fin 4-02	Financial Records and Accounts Review
Fin 4-03	Banking Relationships and Signing Officers
Fin 4-04	Reimbursement of Expenses
Fin 4-05	Honoraria and Gifts
Fin 4-06	Revenue: ACHE Annual Chapter Rebate and Membership Fees
Fin 4-07	Revenue: Registration Fees and Refunds
Fin 4-08	Regent Banking Activities

Fin 4-01 Financial Stewardship and Annual Budget

Policy:

Achievement of the Canadian Chapter of ACHE's strategic and annual objectives is dependent on its financial health. The financial health of the Chapter is attained and maintained by engaging in relevant activities including, but not limited to the following:

1. Develop an annual budget which reflects the operating plan (see Annual Chapter Plan, Act 2-02)
2. Monitor budget items through regular reporting to the Board of Directors.
3. Ensure bills are paid in a timely manner.
4. Ensure annual financial documents are prepared, reviewed, and approved by the Audit Committee, approved at the Annual Business meeting, and submitted to ACHE in a timely manner.
5. Ensure comprehensive internal management controls and information systems to support appropriate decision-making are in place.
6. Conduct an independent Audit Committee review and monitor the Board's finances and processes.

Procedure:

1. Develop an annual budget

- The annual budget will be based on a calendar year (January 1 – December 31), which is the Chapter's fiscal year.
- The Interim Budget is due annually by December. The Board will devote a portion of a Fall Board meeting to reviewing and approving the subsequent year's interim budget. This document, prepared by the Treasurer in conjunction with the Chair, will reflect historical fixed and variable costs, consideration of historical and expected revenues, and input from Board members.
- The Treasurer will collaborate with Committee Chairs to identify additional sources of revenues in developing the budget and provide input to committees as needed throughout the year.
- The Final Budget is due annually by March. By the end of February of each year, Board members will submit their requests for any changes to the interim budget, with appropriate justification and reflecting the Multi-Year Plan, to the Treasurer. The Treasurer will then compile a comprehensive budget for Board review and approval.
- The annual budget must cover all fixed costs and is expected to reflect a balanced budget. If there is an expectation for expenses to be higher than revenues, this can only be covered by prior year surpluses and cannot reflect actual or implied commitments for greater than one year.
- To support cash flow needs and contingencies, the Chapter will use best efforts to 1) maintain a minimum balance of \$3,000 USD equivalent across its various bank accounts at the start of every fiscal year, and 2) maintain a minimum balance of \$800 USD equivalent across its various bank accounts.
- The Interim and Final Budgets may undergo revisions prior to being approved.

For procedure related to items 2-6 in the policy section noted above, see Fin 4-02 Financial Records and Accounts Review

References:

Canadian Chapter of ACHE Bylaws (Feb 2019) ARTICLE XII – MISCELLANEOUS PROVISIONS Section 2: Fiscal Year.

Note: Updated to reflect 2019 Bylaw changes

Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Approval/Review History:

Date Initially Approved: Oct 2012, Feb 2015 (Title: Financial Stewardship Gov -2-02),
(Revised Title: Financial Stewardship and Annual Budget)

Fin 4-02 Financial Records and Accounts Review

Policy:

The Chapter will have a system in place to ensure that financial revenues and disbursements are in keeping with the budget and objectives of the Canadian Chapter of ACHE. Records will be maintained by the Treasurer and be available for review by the Board, Audit Committee, and ACHE.

The Chapter Treasurer will maintain the following accounting records:

1. Chapter chequing accounts/ cheque books
2. Cash receipts and disbursements book
3. Monthly bank statements and related reconciliations
4. Invoices, cheque requests and other appropriate documentation supporting all expenses and revenues
5. Supporting financial documents (for events or education activity) which are to have been submitted within (30) days after completion of the event or activity. In the event that the documents are submitted and/or received post 30 days (which is not preferable) the submitting party will justify the late submission.

Annually, the Chapter Treasurer will prepare year end financial statements in keeping with Chapter obligations to ACHE and in support of sound organizational practices. These statements will be prepared by the Treasurer, reviewed by the Audit Committee, approved by the Board, then approved by the membership at the ABM, and submitted to ACHE by the Treasurer in a timely manner.

The Audit Committee, although practising autonomously by providing recommendations and financial reviews as examples, is still accountable to the Board of Directors. An external audit of the financial statements may occur if the Board of Directors consider this necessary. Otherwise, an annual review by an ACHE member who is qualified to review the statements will be deemed sufficient.

When the Treasurer position changes, the incoming and outgoing Treasurers will work in a collaborative fashion during a transition period of approximately two months.

Procedure:

Completing Transactions and Paying Bills in a Timely Manner

- The Treasurer will receive revenues and make payments for items that are included in the annual budget and have appropriate documentation and approval from another Board member. If an expense is incurred that is not within the annual budget, approval from the other signing officers (at a minimum) and the full Board (as a preference) is needed prior to the payment being made. For administrative ease, in-year expense variances of less than \$300 do not need advance approval from signing officers or the full board. In all cases, any item outside of the Annual Budget must be in keeping with the overall strategic plan of the Chapter.
- The Treasurer will deposit all money received by the Chapter, into its accounts, in a timely fashion.
- The Treasurer will ensure all legitimate bills are paid in a timely manner, typically, within two to four weeks of receipt.
- The Board Chair and other Board and Committee members who receive invoices shall forward them to the Treasurer, typically, within three business days of receipt.
- If an invoice is not received on time, the Treasurer will use best efforts to pay the bill as soon as possible and proactively work to ensure this does not occur in future. This may include making initial inquiries with vendors if invoices are not provided on time and prompting the Board Chair to inquire about recurring ACHE bills, if necessary (e.g., liability insurance).
- Invoices payable to the American College of Healthcare Executives which are paid from a Canadian based (USD denominated) account need to include the following statement:
“Check is issued from a foreign account, please hand deliver to bank for deposit and send a copy of

deposit slip to the Canadian Chapter” (personal communication – see reference below. Please note that ACHE does not actually provide this deposit slip to the Canadian Chapter).

- The Treasurer is responsible for preparing a list of accounts payable and accounts receivable at the end of the fiscal year. This shall be included in the annual financial statements and details shall be provided to the incoming Treasurer (See Treasurer Transition, below).

Maintaining Records

- The Treasurer will ensure all receipts and disbursements are recorded and consistent with the appropriate accounting conventions and policies currently in practice.
- The Treasurer will maintain all accounting records noted above in a timely and up to date manner.
- Supporting documentation may be provided electronically.
- Financial records, including tax submissions and annual financial statements will be retained for a minimum of seven years.

Monitoring budget items through regular reporting to the Board of Directors

- The Treasurer will prepare, at least four times a year, a financial summary which includes bank balances, transaction summary, budget variances, variance explanations for lines over 10%, and other relevant financial information.
- This summary will be completed within 15 days of the end of each period and sent to the Board Chair for inclusion in the next Board meeting. Currently, these periods are January – March, April-May, June-September, and October-December to align with the Board cycle. Currently, the Board does not usually meet in July and August. It will not be part of the consent agenda* and must be approved by the Board through a motion to ensure the Board is fully aware of the financial status of the Chapter.

Ensuring annual financial documents are prepared, reviewed, and approved by the Audit Committee, approved at the Annual Business meeting, and submitted to ACHE in a timely manner.

- By January 15, the Treasurer will prepare and provide, to the Audit Committee, draft annual financial statements as required by ACHE. These will include US dollar consolidated statements, as well as a summary of expenses in both US and Canadian currency.
- The Audit Committee Chair is responsible for ensuring the annual financial statements are reviewed and recommended for approval by the Board in a timely manner by the Audit Committee and supporting the timeline to ensure the financial statements are reviewed and approved by the Board prior to the Annual Business Meeting, usually held in late February or March.
- The Audit Committee shall designate an independent person (e.g., not a member of the Board of Directors) to review the annual financial statements and provide a statement of the outcome of this review which shall be provided to the membership as part of the ABM. In exceptional circumstances (e.g., under 20 transactions in a year), the review and statement by the Audit Committee may satisfy this requirement. If there are concerns or considerations that, in the opinion of the Audit Committee or independent reviewer, require a chartered accounting professional to complete an audit, this shall be promptly requested. The Board shall ensure the Chapter retains sufficient funds in reserve to accommodate these fees, as necessary. The use of the expected minimum balances noted elsewhere in this Manual may be accessed for this purpose.
- The Board Chair is responsible for ensuring the Annual Financial Statements are included in the Annual Business Meeting package and agenda.
- Annually, the Treasurer will submit financial reporting to ACHE as required in the Chapter Agreement. This is usually due in March.
- Annually, the Treasurer will ensure tax reporting is completed accurately, and on time. USA reporting is usually due in early May.
-

Treasurer Transition

During the transition, the out-going Treasurer will provide a smooth hand-off, including:

- Providing current financial documents electronically and reviewing them with the new Treasurer as needed.
- Providing other reports, contracts and historical “key documents” that will help ensure continuity.
- Paying bills in the first month, if needed, due to delay in Signing Officer changes.
- Sharing passwords in a secure manner.
- Collaborating with the incoming Treasurer to prepare year-end financial statements.
- Planning to transfer physical financial records in a secure manner. This may include a face-to-face meeting occurring later.
- If needed, preparing a final summary for the Board.
- Participating in Audit Committee meetings during the transition, if requested.
- Providing a “finance calendar” of expected Treasurer activities and due dates.

The new Treasurer will:

- Use best efforts to have a timely transition and undertake full Treasurer responsibilities as soon as practicable
- Ask questions and ensure a full understanding of the budget cycle, routine expenditures, tax reporting, etc.
- Update passwords and other needed documents (e.g., signing officer changes)
- Notify vendors and the ACHE of the new Treasurer and updated contact information.
- Ensure receipt (or replacement) of physical bank card and cheques.
- Ensure the Annual Financial Statements are submitted to ACHE on time
- Have transition meeting with Audit Committee Chair and outgoing Treasurer and
- Participate in Audit Committee meetings.

In the unlikely situation there are concerns about the out-going Treasurer having access to bank accounts during a short transition period (of up to two months), the Chapter Chair or Vice Chair will change passwords, receive all electronic financial documents, and ensure physical bank card and cheques are sent to the Chair (or designate) within three business days.

Dissolution

See Gov 1-03, Dissolution of the Chapter, for related financial considerations.

References:

Directions to Board Treasurer from ACHE regarding cheques payable to ACHE (Feb. 12, 2018). Specifically email from Zonda D. Zschau on Feb 12, 2018, at 11:40 am.

Audit Committee Terms of Reference and the Bylaws.

Notes:

Updated to reflect 2019 Bylaw changes

Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Approval/Review History:

Date Initially Approved: June 2011, 2015 (revised) (revised -previously Gov 4-01)

Fin 4-03 Banking Relationships and Signing Officers

Policy:

1. The Chapter shall maintain bank accounts which provide access to both Canadian and USD currencies.
2. The decision to change financial institutions or modify the type of bank accounts used by the Chapter requires Board approval and a justification in the Board minutes.
3. The Treasurer is permitted to transfers funds between the USD and Canadian dollar accounts.
4. Any removal of funds, which must be directly related to the work of the Chapter, requires authorization by the Chair, Vice-Chair, or Treasurer who has appropriate signing authority.
5. Only one signature, by the Treasurer, Chair, or Vice-Chair, is required on cheques.
6. Under no circumstances can a Signing Officer authorize a cheque/payment in their own name.
7. Signing Officers will be updated in a timely manner as Officer positions change.
8. In keeping with the Bylaws, Signing Officers shall be the only ones authorized to make long-term commitments (e.g., formal partnership agreements, service contracts, etc.) on behalf of the Chapter.
9. Signing Officers may delegate to Committee Chairs the ability to may make commitments aligned with the Operational Plan and within the current approved annual budget. These might include, for example, signing off on catering or facility contracts related to a one-time event.

Procedure:

1. The Treasurer will monitor the bank accounts in both Canadian and USD currencies to ensure they have sufficient funds for expenses. The Treasurer will initiate transfer of funds between accounts, as needed. If feasible, efforts will be made to retain balances which avoid monthly service fees.
2. Payments are usually made by the Treasurer. If another signing officer signs a cheque (or initiates an e-based payment), they are to alert the Treasurer in writing on the same day (including the amount, payee, and reason).
3. The Treasurer may make payments within budget directly and these transactions are to be summarized to the Board on a periodic basis. Payments for invoices over the approved budget will be made in keeping with the policy noted above.
4. When the officers (Chair, Vice Chair, Treasurer) change, the Treasurer will be responsible for coordinating the Signing Officer update with the Bank. The steps include:
 - a. Making a Board motion to remove (e.g., when a term ends) or add (e.g., when a term starts) a Signing Officer, which will be reflected in the Board minutes.
 - b. Providing a copy of the motion to the Bank along with appropriate forms to initiate these changes.
 - c. Ensuring proper signatures on the paperwork is completed. The forms can be sent for signature to a local bank branch of the bank. Best efforts will be made to complete this task within 30 days.
 - d. When a person ceases to be an Officer, any direct financial access will be removed as soon as practicable. This will include the return of physical cheques, bank cards, a change in password access, etc. The Treasurer will initiate this for a change in the Chapter Chair or Chapter Vice Chair roles. The Chair will initiate this for a change in the Treasurer role.

References and Notes:

ARTICLE XII – MISCELLANEOUS PROVISIONS Section 1: Execution of Contracts

Note: Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Note: All chequing accounts are currently with the Bank of Montreal in Edmonton, Alberta.

Approval/Review History:

Date Initially Approved: June 2011, Review/Revision History: Feb 2015 (revised)

Fin 4-04 Reimbursement of Expenses

Policy:

The Canadian Chapter shall pay legitimate and reasonable expenses necessary for an approved meeting or event/activity bearing in mind the approved Annual Budget. Best efforts will be made to draw from local speakers or to share expenses with other organizations to keep costs reasonable.

Written requests for travel and expense reimbursement are to be approved by the appropriate Committee Chair, Board Chair, or Board prior to the event or activity occurring. Final expenses should be submitted to the Treasurer after the event to ensure timely payment.

Allowable meeting or workshop expenses, which are to be requested in advance, may include, but not be limited to:

- Meeting facilities; room rental, audio visual services, refreshments (no alcohol).
- Speaker(s) and Moderator (travel, hotel, meals, complimentary registration). If a Board Member is a Speaker or Moderator, they will be eligible for reimbursement expenses in the role of Speaker/Moderator.
- Program Chair (or designated logistics lead for event) and Session Chair (travel, hotel, meals, complimentary registration)
- Board member attendance (travel, hotel, meals, complimentary registration). Due to financial constraints, the Board will generally approve support for only one Board member to attend in addition to speakers, moderators, and Program Committee lead for the event. Officers will be given priority to receive expense reimbursement for events. Best efforts will be made to minimize these costs (e.g., attending activities near geographic home).

Special Situations

- All Board members who attend an ACHE-led education or networking event will have the registration fee waived. If the event is held in partnership with another organization, registration fee waivers will be negotiated on an as-needed basis. In the case of a partnership event, if a registration waiver cannot be achieved, the Chapter Board will determine the feasibility of paying all or a portion of the registration fee for Board members.
- The Chapter will reimburse the Chair (or designate) for travel, hotel and meals related to the requirement to attend the Annual ACHE Leadership Conference. Best efforts will be made to keep these costs within budget.

Excluded Reimbursements: The Chapter will not pay for the following expenses:

- any expenses reimbursed by an employer or other third party
- international travel (except for attending Leadership Conference noted above, or other rare situations in which there is advance approval by the Board for a USA-based event)
- hotel or lodging costs more than “the conference room rate”
- data charges, telephone charges, alcohol, or other personal expenses (e.g., dry cleaning, personal entertainment expenses)
- road toll charges, unless there is no other reasonable travel option
- The Chapter does not provide any expense reimbursement related to the annual Canadian Dinner at Congress.

Procedure:

Transportation

Reimbursement for air travel is made at the most economical based air fare option, by the most direct or most economical route from point of origin (traveler’s normal business address) to the destination. Discounted air travel is encouraged.

Travel by personal automobile is reimbursable at \$0.52/km. Road travel reimbursement per one-way trip will be capped at \$200 Canadian unless approved in advance by the Board.

Fares incurred traveling to and from airports, and transit fees (taxi, limousine if less/equal to taxi, train, bus, parking) incurred traveling locally between business-related functions are reimbursable at actual cost. Automobile rental will be reimbursed when authorized in advance by the Board.

Lodging

The cost of a single guest room is reimbursable for the evening prior to the meeting, if necessary. If an additional night's stay is required because of inability to schedule a flight out, the cost of the room is reimbursable when authorized, in advance, by the Chair or Vice Chair.

All charges against the guest room are the traveler's responsibility upon check-out. Reimbursable items charged to guest rooms such as meals should be submitted as part of the reimbursement request.

If the traveler elects to stay at another facility, reimbursement is made up to the rate charged by the facility selected by the Chapter. Reimbursement is not made for transportation between the alternate facility and the meeting site.

Weekend accommodations (hotel and meals) associated with discounted airfare are reimbursable only when authorized in advance. The cost savings realized from a discounted airfare should be enough to cover all expenses incurred because of the extended stay.

Meals

The reasonable cost of up to three (3) meals per day, if not provided as part of the event, is reimbursable. The maximum meal reimbursements are:

- Breakfast \$20.00
- Lunch \$25.00
- Dinner \$55.00

Meal tips/gratuities and applicable taxes (GST/HST/taxes) are included with the cost of the meal allowance (alcoholic beverages are excluded and not reimbursable). The amounts are for a specific meal, not for a full day, and the lesser of the actual cost or the guideline amount will be reimbursed. The reimbursement amount is calculated in the currency of the expense. This amount can be paid in either currency with appropriate adjustment.

Receipts and Expense Reimbursement

The following documents are to be attached to the reimbursement request, as appropriate:

- Expense summary – preferably using the Chapter Reimbursement Form
- Email or other written advance approval for expenses
- Paid bill for lodging and car rental, as applicable
- Receipts for parking charges and/or transportation ticket stubs
- Receipts for all reimbursable items, showing amount, date, place, and purpose

Please see Banking Relationships and Signing Officers Fin 4-03.

The requester shall submit a written request for reimbursement to the Treasurer, or appropriate Committee/Board Member. The request shall include, in detail, the reason for the expense including all receipts and other supporting documents. Committee Chairs/Signing Officers will approve appropriate

expenses and forward them to the Treasurer so the payment may be processed.

Notes:

Updated to reflect 2019 Bylaw changes.

Initial review process prior to going to the Board is the responsibility of the Audit Committee.

References:

Excel reimbursement form

Banking Relationships and Signing Officers

CRA reimbursement form

Approval/Review History:

Date Initially Approved: June 2011, Feb 2015 (revised) (previously Gov 4-03)

Fin 4-05 Honoraria and Gifts

Definitions:

Honorarium: A payment to an individual in recognition of special service or distinguished achievement. An honorarium is cash or cash equivalent (e.g., gift card) provided. An Honorarium in this context is considered in addition to any expense reimbursement items.

Gift: A gift is a non-cash item provided to an individual with a nominal (<\$50 CDN) cash value.

Policy:

The Chapter may provide a small honorarium or gift for service to the Chapter, particularly related to panelists and moderators at educational events. It is the desire of the Chapter that professionals devote their time to Chapter activities and that their time is offered on a voluntary basis, so usually the honorarium will be a gesture of thanks with a modest monetary impact.

Types of activities for which honorarium payments may be made include the following:

- Presentation on a topic related to Health Care Management/Leadership
- Participation in a seminar or workshop as a guest speaker or panelist
- A speaking engagement at a Chapter event
- Distinguished achievement

The Chapter authorizes a usual honorarium or gift for presenters/moderators of up to \$50 CDN.

Chapter Committee members are eligible to receive an honorarium or gift, however, current Board members are not eligible to receive an honorarium or gift to avoid any perceived conflict of interest.

In some cases, access to a professional speaker (i.e., someone whose career and majority of income revenue is directly related to speaking engagements) may require a larger honorarium payment or speaker's fee. These situations need advance Board approval. The honorarium must be approved in advance and reflect the expertise and reputation of the speaker. The maximum honorarium provided to any given individual shall be \$1,000. Honorarium payments are made in Canadian or US funds depending on the professional home of the speaker. Honorarium payments for international speakers based outside of the US or Canada will be made of the Canadian equivalent given that the Chapter is Canadian.

Honorarium payments that meet the thresholds by Canada Revenue Agency will be paid subject to obtaining appropriate documentation (e.g., Social Insurance Number). The Chapter will provide required documentation to the person receiving the honorarium, and applicable government agencies.

The recipient of an honorarium payment is responsible for any personal tax implications.

Procedure:

A member of the Program Committee will obtain a small gift/gift card and thank you note in advance to give to speakers. This can be completed directly as an expected program event expense. However, as noted above, the Board needs to provide prior approval for any honoraria or gifts more than \$50 per person. The Program Committee is encouraged to provide a thank you note to all speakers/moderators (including Board members), even if they are not eligible for an honorarium or gift.

Methods of Payment

- Gifts, gift cards, and thank you notes are often provided directly at the conclusion of an event, although they may be mailed.
- Cheques for honoraria will be mailed directly to the recipient (or sent by e-transfer) following the event, receipt of appropriate documentation, if required, and approval from the appropriate Board/Committee members.

- Receipts for honoraria of \$500 CDN or more will be issued annually to recipients . Income tax implications are the responsibility of the recipient.

References and Notes:

CRA [Guide to Ex Gratia Payments and Honorariums- Canada.ca \(tbs-sct.gc.ca\)](https://www.tbs-sct.gc.ca) (Nov 11, 2021)

See Reimbursement of Expenses, Fin 4-04

Note: Updated to reflect 2019 Bylaw changes.

Note: Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Approval/Review History:

Initial approval (June 2011), March 2015 (revised), (Revised, previously Gov-4-04)

Fin 4-06 Revenue: ACHE Annual Chapter Rebate and Membership Fees

Policy:

The Chapter receives a rebate from ACHE annually. The amount of the rebate is determined by ACHE and is related to the overall membership fees ACHE receives from members who list Canada as their primary address.

In keeping with the By-Law, the Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.

Procedure:

- ACHE arranges for dues payments and sends a rebate, currently 10% of dues collected, to the Chapter on an annual basis.
- The Chapter Treasurer will deposit these funds in a timely manner.
- The annual budget will reflect ACHE requirements included as conditions to receiving these funds (e.g., Board Chair or designate attendance at Leadership Conference).

References:

ACHE Chapter Agreement (Exhibit B)

Bylaw ARTICLE IV – DUES Section 1: Dues.

Notes:

Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Approval/Review History:

Date Initially Approved: Review/Revision History: N/A

Fin 4-07 Revenue: Registration Fees and Refunds

Policy:

The Chapter aims to offer events on a revenue neutral basis or to have a small surplus which can be used to support future events.

The Chapter will charge participants a fee reflecting the quality of the program organized, for an event that is offered. Individuals who are not ACHE members and attend a Chapter Education or Networking event will be charged a fee at least 15% greater than the fee charged to members in keeping with the ACHE Chapter Agreement. Students shall receive a discounted registration fee. An early registration fee may be offered and is left to the discretion of the Chapter.

Membership in the Canadian Chapter of ACHE is determined by ACHE. If membership is suspended by ACHE, the person will not be eligible for the member rate at Chapter events.

To support attendance, current Board members may attend events with a fully waived registration fee when the registration is within the control of the Chapter.

Refunds will be granted to the participant when notification is given in writing (including email) not later than 14 days prior to the event. A non-refundable processing fee of up to \$50 may be charged for the cancellation. Cancellations received less than 14 days before the program may result in full forfeiture of fees. A determination of when to charge processing/cancellation fees will be made by the Program Committee Chair based on fixed costs related to the event. Registration fees may be transferable to another person.

Notifications for cancellation must be made in writing and/or sent electronically to achecanada@achemail.net or the contact email address provided with registration.

Procedure:

- The organizing committee for any event will determine the registration fees and refund options for specific events with input from the Treasurer. The Treasurer shall be contacted in advance. Together, the committee and Treasurer will work to ensure that the fees are in keeping with registration number expectations, the annual budget, the budget for the particular event, consistent with similar fees for prior events, and in compliance with the ACHE Chapter Agreement. Early review is expected to allow adequate time for marketing of the event.
- As a guideline, if registration fees are \$100 or less, non-ACHE members will be charged a \$15-\$25 surcharge. For fees over \$100, non-members will be charged \$25 or a 15% surcharge, rounded to the nearest \$5 increment, whichever is more. Students will be given a minimum 25% fee reduction for all events.
- The payment process for registration fees will be determined on an event-by-event basis by the committee chair responsible for the event. This may include cash (discouraged), cheques, Eventbrite or other event planning applications, e-transfer, or PayPal.
- Confirmation of registration will be used in lieu of formal receipts. If requested or otherwise required, the Treasurer will issue receipts on behalf of the Chapter.
- If registration payments are not being provided directly to the Treasurer, the organizer must ensure the Treasurer is aware in advance and has access to any web-based applications (e.g., Eventbrite).
- Following the event, a revenue summary and appropriate back-up documentation will be created by the person in charge of the event and provided to the Treasurer. This will be available for review by the Board and Audit Committee as part of the annual review process.

References:

ACHE Chapter Agreement Exhibit C (A-9)
Bylaw ARTICLE IV – DUES Section 1: Dues

Bylaw ARTICLE IV – DUES – Section 2: Nonpayment of Dues

Notes:

Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Approval/Review History:

Date Initially Approved: June 2011, Feb 2015 (revised, Gov-4-06),

Fin 4-08 Regent Banking Activities

Policy:

The Regent for Canada (Regent) is expected to maintain an independent bank account to receive a small annual Regent allocation and document other financial transactions related to their office. As the volume of expected transactions is low, the Chapter will offer to support the Regent in holding funds in the Chapter accounts. Participation in this arrangement is voluntary for the Regent.

The Chapter will use its current accounts for this purpose and maintain a sub-ledger to determine which funds are available for the Chapter and Regent activities, respectively. The Chapter will not be responsible for any expenses which result in a negative balance.

Regent-related transactions will be available for review by the Audit Committee as part of its annual review process. Details will not generally be provided to the Board or chapter membership.

In the event that the Regent's expenses exceed the revenue, the Regent will abide by Chapter financial policies related to revenues and expense reimbursement.

Procedure:

The Treasurer will notify the Regent of this opportunity regarding bank accounts between the period of the election results being finalized and the end of April of the year in which the Regent's term starts.

Within six months of commencing a term, the Regent will notify the Chapter Treasurer if they choose to have their accounts held by the Chapter. The Regent will then designate the Chapter Treasurer to receive their Regent funding from ACHE.

The Treasurer will maintain a sub-ledger to keep track of the Regent balances in both US and Canadian currencies. The Treasurer will make deposits and expenses on behalf of the Regent with notification (for revenues) and permission (for expenses).

As both the incoming and outgoing Regents attend the annual ACHE Congress event in transition years, any remaining Regent funds will be available for the outgoing Regent's expenses. The outgoing Regent must submit expenses within two weeks following the end of their term to support timely payment and a smooth transition process. Any residual Regent funds will be retained for the new Regent or sent to ACHE, if required.

The Treasurer will keep the Regent up to date on current balances and provide an annual summary of transactions to the Regent based on the calendar year.

To support privacy and reduce confusion, financial reporting to the Board will not include details regarding Regent account balances or transactions.

References and Notes:

Board Minutes, (2017 Q1 Treasurer Report).

Notes: Initial review process prior to going to the Board is the responsibility of the Audit Committee.

Approval/Review History:

Date initially approved

Canadian Chapter of ACHE
Chapter Bylaws

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**BYLAWS
of the
Canadian Chapter of ACHE an independent chapter of the
American College of Healthcare Executives**

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be Canadian Chapter of ACHE, and shall include, for purposes of uniformity, “an independent chapter of the American College of Healthcare Executives”. Hereinafter in these bylaws it will be identified as the "Chapter". The American College of Healthcare Executives will be identified as “ACHE”.

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission.

The mission of the Chapter, for the service population designated by ACHE, is to be the Chapter of ACHE in Canada; to meet its members’ professional, educational, and leadership needs; to promote high ethical standards and conduct; to advance healthcare leadership and management excellence; and to promote the mission of ACHE.

Section 2: Affiliation with ACHE.

So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE chapter agreement in force at that time. Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 3: Organizational Identity.

The Chapter is a distinct, separate entity from ACHE. The Chapter is therefore responsible for maintaining the chapter’s financial records, filing appropriate notices and forms with the appropriate authorities, and maintaining necessary insurance coverage for the Chapter. ACHE shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debts and obligations of ACHE.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility.

All ACHE affiliates located within the chapter’s assigned geographic territory shall be members of the Chapter. Only ACHE affiliates are eligible to hold membership in the Chapter.

Section 2: Establishment of Membership.

Membership in this Chapter shall become effective when ACHE assigns an ACHE affiliate to the Chapter based on the location of the affiliate in accordance with the procedures of ACHE.

Section 3: Categories of Membership.

Membership in this Chapter shall be the same as the ACHE membership categories in effect from time to time.

Section 4: Resignation.

A member may resign at any time, by providing written notice to ACHE. It is requested that a member also provide notice to the Chapter.

ARTICLE IV – DUES

Section 1: Dues.

The Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.

Section 2: Nonpayment of Dues.

Membership shall be suspended for nonpayment of dues at a time consistent with and in accordance with, the policies and procedures of ACHE.

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Meetings of Members.

The meetings of the Chapter membership shall be conducted using consensus and in accord with Robert's Rules of Order Newly Revised (latest edition) when voting, when the latter are not in conflict with these bylaws or the Articles of Incorporation of the Chapter.

Section 2: Business Meetings.

The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board.

Section 3: Notice of Meetings.

Written notice stating the place, day and hour of the meeting shall be delivered to each member of record entitled to vote at such meeting, not less than 5 nor more than 90 days before the date of the meeting, by or at the direction of the chair, or the secretary.

Section 4: Eligibility to Vote.

Only Chapter members shall have the right to vote. Members may not vote by proxy. The Chapter may utilize any other method of voting permitted by law.

Section 5: Quorum.

A quorum shall consist of a majority of the Chapter Board and a minimum of five other members.

Section 6: Special Business Meetings.

The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration.

The administration of this Chapter shall be managed by elected officers and directors that will be called the Chapter Board. The Chapter Board shall have authority and responsibilities for supervising the general operation of the Chapter in meeting its mission as stated in Article II. The Board shall also be responsible for board evaluation.

Section 2: Eligibility of Directors.

Directors must be members of the Chapter with a preference for having completed one year of membership with the Chapter.

Section 3: Eligibility of Officers.

Officers must be members of the Chapter, with a preference for having completed at least one year as a Director.

Section 4: Board Composition.

The Chapter Board shall consist of at least three (3) elected Officers, as specified in Article VI, section 10, and at least two (2) elected Directors.

The intent of the Chapter is for the Board of Directors to be broadly representative of its ACHE affiliates as well as the geographic composition of Canada. There will be three (3) Regions for elections in Canada:

1. West Region: British Columbia, Alberta, Saskatchewan, Manitoba, Northwest Territories, Yukon Territories and Nunavut
2. Central Region: Ontario
3. East Region: Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador

The Chapter Board shall consist of twelve (12) Directors, as follows:

- Two (2) Directors living or working in each Region, who shall be elected by the Chapter members living or working in each of the three respective Regions, which will total six (6) Directors.
- Six (6) additional Regional Directors will be elected to reflect the distribution of members across the Regions. The membership distribution as of December 31, of the preceding year will be used to determine the distribution of members. The six (6) seats will be elected to reflect the membership distribution, with the Regional Director vacancies in any given year being distributed to align the total number of Regional Directors with the distribution of members across the Regions of Canada. The Regional directors shall be living or working in the Region they represent and shall be elected by the

Chapter members living or working in each of the respective Regions. For clarity, if a member lives in one Region and works in another, the member shall declare in which Region he or she will run for election. If a member lives in one Region and works in another, the preferred mailing address of the member as denoted in the ACHE database of the member shall be used to determine the Region in which the member shall vote.

The Board shall also include any Regent of ACHE who is a member of the chapter as an ex-officio voting member. For clarity, any Regent of ACHE who is a member of the chapter may not hold any other position on the Board, elected or appointed, Director or Executive, including Committee Chair, other than the Nominations Committee.

The Board may include the Immediate Past Chair for a one-year term as a voting ex-officio member. For clarity, if the Immediate Past Chair is unavailable or unable to serve the designated one-year term, the position will remain vacant and will not be filled by a previous past chair.

When a Regional Director position is assigned to a Region, it shall remain allocated to that Region for the term of office. If a position is not filled via the normal election process, it may be filled by appointment by the Board for the remainder of the designated term by a member living or working in the Region at the time of appointment.

Any member elected or appointed to the Board to represent a region as a Director or Regional Director shall be able to complete the designated term of office even if the Director or Regional Director moves to another Region of Canada.

Section 5: Chapter Board Meetings.

Regular meetings of the Chapter Board shall be held at least six (6) times during a year at such time, place, and mode of meetings as the Chair may determine. The Chair or any 3 other Board members may also call special meetings of the Board.

Section 6: Notice.

Notice of any regular or special meeting of the Board of Directors shall be given to each Director at least 5 days prior to the meeting and shall be delivered by electronic mail. Any director may waive notice of any meeting.

Section 7: Quorum.

Fifty percent of the voting members of the Chapter Board plus one shall constitute a quorum for any vote. In matters of conflict of interest in which an Officer or Director is the subject, the Officer or Director shall not be allowed to vote.

Section 8: Action of the Chapter Board.

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, shall be the action of the Chapter Board. The Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter Board Chair shall break the tie.

Section 9: Term of Office.

The term of Directors shall commence on January 1st and shall continue for a period of three years, or until replaced by a subsequent election. The terms of Directors shall be staggered such that no more than one half of the Directors shall commence their terms on the same date. The term of office for Officers shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. Directors and Officers may not serve more than three (3) consecutive terms. A Director or Officer is eligible to rejoin the Board after two (2) years away from the board. This shall include either an elected or appointed capacity.

In the event of a vacancy, the Chapter Board may appoint an eligible member to fulfill the remainder of the term.

Section 10: Chapter Officers.

The Chapter shall have a minimum of three and a maximum of four Chapter Officers, as follows:

- 1.1 Chapter Chair. The Chapter Chair shall be the chief executive of the Chapter, shall convene and preside over meetings of the Chapter Board or Meetings of Members, and shall serve as liaison with ACHE. The Chapter Chair shall be a signing officer of the Board. This is a required Board position.
- 1.2 Chapter Vice-Chair. The Chapter Vice-Chair shall substitute for the Chapter Chair in his or her absence or inability to serve and shall prepare plans for his or her term of office. The Vice-Chair may advance to Chair at the completion of the preceding Chair's term of office without an election once elected to the office of Vice-Chair. The Vice-Chair shall be a signing officer of the Board. This is a required Board position.
- 1.3 Chapter Secretary. The Secretary shall be responsible for the maintenance of all corporate records, minutes, and documents.
- 1.4 Chapter Treasurer. The Treasurer shall be responsible for the oversight and disbursement of Chapter funds, the preparation of periodic financial statements and the filing of the required financial documents with the appropriate authorities on behalf of the Chapter. The Treasurer shall be a signing officer of the Board. This is a required Board position.
- 1.5 One Director may serve as both Secretary and Treasurer of the Chapter.

Section 11: Removal.

Any elected Director or appointed Officer may be removed at any time by the affirmative vote of at least two-thirds (67%) of the Chapter Directors, at a meeting of the Chapter Board, when, in their judgment, such action will serve the best interests of the Chapter.

ARTICLE VII - ELECTIONS

Section 1: Elections for Directors of the Chapter Board.

Chapter Directors required to fill any vacancies shall be elected annually. Chapter Directors shall be elected by secret ballot and elections shall be conducted electronically. When there is only one candidate for an office, the Chapter Board Chair shall declare election of the candidate by acclamation. When there are two or more candidates for an office, a majority vote of members eligible to vote shall constitute an election. In the event a member of the Chapter does not have access to vote electronically, the member shall request a special ballot.

Chapter Officers shall be appointed by the sitting Chapter Board and such appointments shall be announced at the ABM of the Chapter. Chapter Officers shall be appointed from among the Directors.

Directors elected to serve as a Chapter Officer, in the final year of his/her given Director term shall have his/her term automatically extended to meet the required term of said Chapter Officer.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees.

There shall be two standing committees, the Nominating Committee and the Audit Committee.

- 1.1 Nominating Committee. The nominating committee shall consist of three (3) members, that being the Regent for Canada (Committee Chair), a Board Member who may be an Officer, though may not be up for re-election, one (1) member who is not on the Board or a Committee of the Board. Any Regent of ACHE who is a member of the chapter shall also be a member of the nominating committee, in which case the number of members shall exceed three (3). The Committee is responsible for implementing an annual nomination and election process for the Board of Directors. The Committee may support recruitment of committee members; provide recommendations to update the nominations and recruitment process, and solicit interest regarding Officer appointments.
- 1.2 Audit Committee. The audit committee shall consist of at least two chapter members appointed by the Chapter Board, plus the Treasurer. The Treasurer is a non-voting ex-officio member of the Committee. No other signing officer of the Board shall be a member of the Audit Committee. The Chair of the Committee is appointed by the Chapter Board and may be chosen from the Chapter Directors or the members of the Committee. The audit committee shall arrange and supervise an annual review of the Chapter's accounts and financial policies.

Section 2: Local Program Councils.

The Chapter Board may create, establish terms, and appoint chapter members to local program councils. Such councils shall conduct such chapter business within a geographic area of the Chapter territory as determined by the Chapter Board, including arranging and sponsoring educational and networking events.

Section 3: Other Committees.

The Chapter Chair may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to other committees as may be deemed necessary or advisable for effective administration of the Chapter. Members may serve one year on such committees and may be re-appointed.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General.

The Chapter Board and its Officers shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter and ACHE. The Chapter Board and its Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Chapter interest and that of the individual.

Section 2: Disclosure of Conflict of Interest.

Each nominee for a Chapter Board or committee position shall disclose any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and at any time the conflict may arise. A written disclosure may be requested by the Chapter Board.

ARTICLE X – AMENDMENTS

Section 1: Amendments.

The Bylaws may be altered or amended by recommendation of the Board and by a vote at a meeting of the Chapter Membership, which may be the Annual Business Meeting of the Chapter.

Section 2: Review of Chapter Bylaws.

Prior to enactment or modification, Chapter Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and the Chapter shall maintain a record of all revisions to the Bylaws, including effective dates.

ARTICLE XI – DISSOLUTION

Section 1: Dissolution of the Chapter.

The Chapter may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member of the chapter at least 30 days prior to the meeting where such dissolution vote is taken.

Section 2: Chapter Assets.

In the event of the dissolution of the Chapter, all assets remaining after the settlement of any chapter debts and obligations shall be distributed in accordance with the appropriate regulation in the appropriate jurisdictions.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts.

The Chapter Board may authorize any Officer or Officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless duly authorized by the Chapter Board.

Section 2: Fiscal Year.

The fiscal year of the Chapter shall commence on January 1st of each calendar year.

Section 3: Effect of Bylaws.

These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) and regulations of the appropriate jurisdictions, other applicable laws, and the Articles of Incorporation of the Chapter. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of the Chapter with respect to all matters to which they relate.

Bylaws Adopted on: February 28, 2019

(Signature) _____

Chapter Chair
Canadian Chapter of ACHE

Glossary

Consent Agenda

A consent agenda, sometimes called a consent “calendar,” is a component of a meeting agenda that enables the board to group routine items and resolutions under one umbrella. As the name implies, there is a general agreement on the procedure. Issues in this consent package do not need any discussion before a vote. Unless a board member requests a removal of an item ahead of time, the entire package is voted on at once without any additional explanations or comments. Because no questions or comments are allowed on the content, this procedure saves time.

Conscientious Objection

The Chapter recognizes that members and Board of Directors have various professional backgrounds. Therefore, with matters related to conscientious objection, it is recommended that each affected individual refer to the appropriate professional body’s Code of Ethics clause of “conscientious objection,” if available.

Conscientious objection is defined here as “acting and speaking up to refrain from doing something one perceives to be unethical, by following the dictates of one’s conscience” (Lamb, Evans, Babenko, Wong, & Kirkwood, 2019, p. 596).

Corporate Social Responsibility

An individual’s/organization’s ethical and business responsibility to incorporate economic, social, and environmental considerations in business ventures that are sustainable and ethical (University of Edinburgh, 2019)

Diversity and Inclusion

Diversity includes but not limited to ethnic background, professional expertise, age, gender, religion, language, gender identity, socioeconomic background, and thought (Sadau & Capeles, 2019).

Inclusive culture refers to recognition, engagement, and valuing differences (Sadau & Capeles, 2019).

Good Standing

Means the member pays dues and abides by the policies and procedures of ACHE and the Chapter, like code of conduct.

Governance Philosophy

The Canadian Chapter of ACHE adopts a hybrid approach of governance that comprises a top-bottom and bottom-top approach (McDermott, Hamel, Steel, Flood, & Mkee, 2015). The hybrid approach of governance consists of ensuring, enabling, empowering, and embedding (McDermott et al., 2015). Ensuring and embedding are examples of top-bottom approaches (e.g. entails setting standards, scrutiny, culture improvement) and enabling and empowering (e.g. entails capacity building, innovation, problem-solving) bottom-top approaches (McDermott et al., 2015).

Legal Duties

- Duty of Care

Duty of care means that the board of director must exercise appropriate diligence-doing what a reasonable person would do in the same situation with the same information-in making decisions for the organization and overseeing its management (Biggs, 2011, p. 7).

- Duty of Loyalty

Duty of Loyalty refers to “act in the best interest of the organization and its stakeholders, not of himself, a relative, or another organization with which he is affiliated” (Biggs, 2011, p.8).

Duty of Loyalty comprises:

Conflict of Interest- refers to not indulging in any activity/interest that conflicts with that of the organization.

Corporate Opportunity- means that the BOD does not accept a business opportunity related to the organization without offering it first.

- Duty of Obedience

“Duty of obedience means that directors must obey all laws and support the mission and bylaws of the organization” (Biggs, 2011, p. 8).

PESTLE

Analysis tool used to analyze an organization’s external factors and stands for Political, Economic, Socio-Cultural, Technical, Legal, and Environmental.

Policy

“A policy is a planned or agreed course of action(s) that will be followed and/or enforced regarding performance, behaviors, service or governance of same; a policy is usually based on principles and rules”(Taurarsi, 2008, p. 42).

Procedure

“A procedure is the sequence of steps, actions or instructions to be followed to accomplish a task. A procedure supports established policy”(Taurarsi, 2008, p.42).

Professional Speaker

Someone whose career and majority of income revenue is directly related to speaking engagements.

SWOT

Analysis tool used to analyze an organization’s internal factors and stands for Strengths, Weaknesses, Opportunities, and Threats

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Appendix A
Canadian Chapter of ACHE Board Assessment Tools
Assessment of Chapter Board’s Role

BOARD’S ROLE	BOARD ASSESSMENT QUESTIONS	SCORE
Mission & Vision	1. Board members understand that their purpose (their mission) is to represent the interests of the chapter members and the College	
	2. The Board is in stewardship to the creation of a powerful shared vision regularly reviewing.	
Approve Strategic Directions	3. The Board oversees the development and approves the strategic directions of the Chapter.	
	4. The Board has sufficient competency s to constructively review the evolving strategies for achieving the outcomes/results that are set	
	5. Board members understand the key drivers of value for the Chapter and “push the envelope” on behalf of the Chapter’s shareholder and customers.	
Oversee Financial Activities	6. The Chapter has a monitoring process in place and reviews regularly the progress for achieving the financial and strategic outcomes set by the Board and or the College.	
Ensure compliance, Focus on Quality and Promote Transparency and Trust	7. The Board has an explicit and precise working definition of quality and monitors performance through regular reports to the Board.	
	8. The Board promotes and models integrity, openness, transparency and trust.	
	9. The Board’s focus is on the well-being of the community – which it achieves by ensuring that there is collaboration with other local service providers.	
Self - Assessment	10. The Board has a self-assessment process that enables them to continuously improve.	
	11. The Board is continually improving its own governance processes.	

Board Governance Processes Evaluation Tool

<i>Priorities and Issues Management</i>	Strongly Disagree			Strongly Agree	
The matters brought before the Board are appropriate according to the mandate of the Board of the Canadian Chapter of ACHE	1	2	3	4	5
The Chapter Board's approach to managing strategic issues is satisfactory.	1	2	3	4	5
As a Board member, I know why a matter is on our agenda.	1	2	3	4	5
I am satisfied with the processes used to manage our Board deliberations.	1	2	3	4	5
Approaches to conflict resolution are in place.	1	2	3	4	5
<i>Decision Making</i>					
Board decisions are predominately future oriented policy decisions that reflect the vision, mission and values of the Canadian Chapter of ACHE	1	2	3	4	5
When making a Board decision, I have access to key information in an appropriate and timely manner.	1	2	3	4	5
Resources - volunteers and financial - and alternatives are considered when making Board decisions.	1	2	3	4	5
Board decisions are made with the best interests of the Chapter in mind.	1	2	3	4	5
Board decisions are well considered and not rushed.	1	2	3	4	5
The Board works cohesively throughout the decision making process.	1	2	3	4	5
<i>Structure</i>					
Board meetings are organized/timed effectively.	1	2	3	4	5
The Board agenda is organized/structured effectively.	1	2	3	4	5
The Board information and attachments are packaged efficiently and distributed in advance.	1	2	3	4	5
Board members are disciplined in dealing with matters in the time frame allocated.	1	2	3	4	5
Conflicts are handled respectfully and effectively to everyone's satisfaction.	1	2	3	4	5
The Board takes time to evaluate its work at the end of meetings.	1	2	3	4	5

Minutes of previous meetings, together with any follow-up actions, are distributed within the agreed upon time frames.	1	2	3	4	5
Personal Contributions					
My orientation to the Board has given me a clear understanding of the role of the Board of Directors, the principles of governance and policies, and the vision and mission of Canadian Chapter of ACHE	1	2	3	4	5
I spend an appropriate amount of time preparing myself for the Board meetings, becoming familiar with the issues.	1	2	3	4	5
It is clear to me where and from whom to obtain further information or clarification if required.	1	2	3	4	5
I am able to use my particular skills and talents for the benefit of the Board.	1	2	3	4	5
Board participation is a positive experience for me.	1	2	3	4	5
Other					
Given our development as a Board, please identify those areas where the Board should make improvements.					
How could the Board make progress more effectively?					
What is most frustrating for you as a Board member?					
Please describe what is rewarding for you as a Board member.					
Please list any suggestions for improvement that the Board should consider.					

Appendix B

Nominating Process

Nominating Process for Chapter Board of Directors		The Regent for Canada (Committee Chair) is lead for full process and communication with Board)
Activities/ Tasks	Timeline	Notes
Overview / Prep	Feb – June	Overview completed by June Board meeting (MEETING)
Review board distribution and determine vacancies	May-July	Link to annual membership geography. Review who is currently on Board and re-election eligibility.
Confirm nomination process dates	May-July	Dates must be within established ranges
Nominations	Aug–Oct 15	Nomination’s period is expected to be about a month, a minimum of 21 days.
Update nominations form	By Aug 31	Update as needed
Create call for nomination announcement and reminder	Sept	Can be created in advance. Preview of nomination period can begin prior to August.
Coordinate to ensure announcements are sent / nomination period underway	Aug 15-Oct 1	Announcements to go out in email, via newsletter, website, etc. Coordinate with person most responsible for these venues.
Review and collate nominations	Oct 1 – 14	Process to include ensuring nominees are eligible for election (MEETING)
Alert Board of nominees	By Oct 15	May not coincide with a meeting date
Continue to collect late nominations	On-going	While not part of initial voting, late nominations are allowed to be collected in case there are additional vacancies. This can be included in the election reminders below.
Elections	Oct 15–Nov 10	Election period is a minimum of 15 days.
Set up voting process and communication announcement	By Oct 22	Work with ACHE, or Survey Monkey, etc. Need to ensure regional voting only and no “double voting.” Announcement to include any acclaimed/continuing Board members.
Notify members of voting opportunity/link	By Oct 22	
Send reminders to vote (see announcement details in nominations process)	Oct 15-Nov 10	Send reminders to vote at 1 week and with 2-3 days to election deadline. Reminder can be created in advance.
Review /collate results	Nov 10-14	Expedite to support Board meeting date as needed. (MEETING)
Communicate to Board / Candidates	Oct Board mtg Nov Board mtg	Oct Board meeting for acclamation and to all candidates re results Nov Board meeting for results of vote
Voting Round 2	Nov 11 – Dec 5	If there is a “runoff” then replicate voting process in late Nov (collate and communicate to Board at Nov meeting) Should a second tie result after the second round of voting, the Board decide which candidate will be elected.
Communicate Results to Members	By Nov 15 OR Dec 15	Announce by Nov 15 on website if no run-off, otherwise by Dec 15. Include in Fall newsletter.

Nominating Process for Officers		The Board Chair is lead, can be delegated to Committee Chair
Activity Tasks	Timeline (Range)	Notes
Overview/ Prep	Sept	Overview process completed by June Board meeting (MEETING)
Review current board Officer vacancies, distribution & reelection status	By Sept 15	Officers are Chair, Vice Chair, Secretary, and Treasurer. Ensure Vice Chair is invited to move to Chair per Bylaws if there is a vacancy.
Confirm dates for process	By Sept 15	Full process is expected to be completed by Nov Board meeting unless there is a run-off for Directors
Nominations	Oct 1-15	Nomination's period is an "expression of interest"
Determine expression of interest process for Board and Board nominees	By Sept 15	Create/update form/process as needed by Sept 15
Initiate call for expression of interest	Oct 1-15	Suggest that current officers up for re-election include their willingness to continue as a part of this process. Include option for other Board members to nominate others or self.
Review and collate expressions of interest	Oct 16-20	Tie in with Board election timing if possible (MEETING)
Alert Board of nominees	By Oct 20	May not coincide with a meeting date
Continue to collect late expressions of interest	Oct	If there are still vacancies, collect names as needed
Elections	Nov 1 – 15	Election period is expected to be a minimum of 10 days. The current Board members are the voters.
Set up voting process	By Oct 31	Ensure confidential (but not anonymous) voting opportunity. Perhaps Survey Monkey, etc.
Notify Board of voting opportunity/link	By Nov 1	A reminder to vote is optional. Voting period Nov 1-15, or less if all Board members have voted.
Review /collate results	Nov 15-20	Expedite to support Board meeting date as needed. (MEETING)
Communicate to Board	Nov mtg	May ask for meeting to be last week of the month
Voting Round 2	Late Nov	If there is a "runoff" then have a 5-day voting process in late Nov.
Communicate Results to Members	By Dec 15	Include in Fall or Winter newsletter. Add to website and ensure communicated via ABM materials.

Expression of Interest Process for Committee Members		The Nominating Committee may support the process. The Board appoints Committee Chairs and Members of Audit and Nominating. Other Committee Chairs may appoint their own members.
Activity/Tasks	Timeline (Range)	
Overview / Prep	Sept - Oct	Invite Board and current committee chairs to provide input on expected needs in coming year.
Nominations	Sept -Oct 15	Nomination's period is an "expression of interest"
Determine expression of interest process for Committee Members	By Sept 30	Create/update form/process as needed by Sept 15
Initiate call for expression of interest	Oct 1-15	May include in Director call for candidate communications, too.
Review and collate expressions of interest	Oct 15-20	Tie in with Board election timing if possible (MEETING)
Alert Board of nominees	By Oct 20	May not coincide with a meeting date
Continue to collect late expressions of interest	Oct	If there are still vacancies, then collect names through Oct
Application Review	Nov 1-15	
Review /collate results	Nov 15-20	Expedite to support Board meeting date as needed. (MEETING)
Communicate to Board	Nov mtg	This is an action item on the Nov Board Meeting.
Committee Appointments	Late Nov	Committee Chair appointments will usually be made after Officer appointments and Board Director elections. Board Chair will communicate appointments. Committee Chairs will determine who will be appointed to their committees in collaboration with other committees to ensure equity across committees.
Communicate Results to Members	By Dec 15	Include in Fall or Winter newsletter. Add to website and ensure communicated via ABM materials.