

Reflections on Board Development



THAMES VALLEY FAMILY HEALTH TEAM





Learning Objectives

- Evolving a blended (mixed) Board from steering committee to a blend of a Policy and Policy/Governance Board.
- Developing resources such as governance policies, terms of reference for committees and board evaluation tools.
- Dealing with the significant challenge of conflicts of interest inherent in the FHT governance structure.
- Focusing on the Fiduciary, Strategic, Generative triad.

Thames Valley FHT: Who we are



- **15 clinic locations**
 - Rural and urban, academic and non-academic
 - Elgin, Middlesex and Oxford Counties and City of London
- **101 physicians and 111.5 total full-time equivalent (FTE) staff**
- **Interdisciplinary health professionals (IHPs)**
 - Dietitians
 - Nurse practitioners
 - Social Workers
 - Registered nurses
 - Pharmacists
 - Psychiatry sessionals
 - Psychologist
 - Respiratory Therapist
 - Occupational Therapists
- **Together, we care for over 149,000 patients**



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Milestones in our Development



- **2005: Consultations to determine level of interest**
- **2006: Ministry approval received and Steering Committee established**
- **April 2007: By-law approved**
- **November 2007: Budget received and Executive Director hired**
- **May 2011: facilitated governance session**
 - Governance model established - transitioned to a modified policy governance model
- **2011/2012**
 - Committee structure implemented
 - Governance policies established and refined
- **2013 – first formal board evaluation**

Board Structure



- **Board composition defined in by-law**
 - 7 physicians appointed by FHOs in specific geographic areas
 - 4 directors recruited from the community
 - 2 seats held by Schulich School of Medicine & Dentistry and by the London hospitals
- **Started out with 3 Community Vacancies**
- **Skills Matrix**

Board Profile

Family Health Team

A Powerful Network for Primary Care

Desired Skills	A	B	C	D	E	F	G	H	I	J	K
Region: Urban/Rural	Urban	Both	Rural	Urban	Rural	Urban	Rural	Urban	Urban	Urban	Urban
Gender	Female	Female	Male	Male	Female	Female	Male	Male	Female	Male	Female
Advocate for FHT	3	3	3	3	2	2	3	1	3	2	2
Board and Governance Experience	1	3	2	3	3	1	3	2	1	0	2
Professional Diversity (of management and exposure within their profession)	3	3	3	0	1	2	2	3	2	0	3
Marketing/PR experience (government exposure, public exposure/profile, experience in government and public affairs)	2	3	1	3	1	0	0	2	0	0	1
Education/Academic	0	3	3	3	3	2	3	2	3	3	3
Finance and Accounting	1	2	2	1	1	2	2	3	1	1	2
Management (strategic planning, human resources, development knowledge ie. upper management exposure and decision making skills)	3	3	3	3	1	2	3	3	1	2	3
Information Management (specifically related to health care organizations)	3	1	1	3	1	2	2	2	2	0	1
Legal knowledge and experience	1	3	1	1	2	0	2	1	1	0	1
Other relevant information											

3
2
1
0

Building the Organization





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Spring 2011



What Kind of a Board do we want to be?



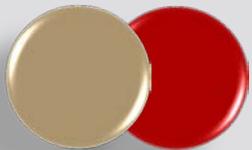
Collective

- No distinction between the board the operations of the organization



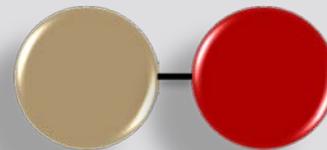
Policy

- Close relationship between board and Executive Director



Working/ Administrative

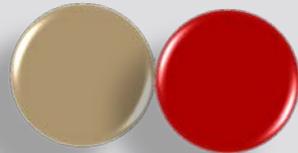
- Overlap between role of board and operations



Policy Governance

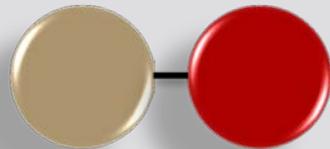
- Board provides structure and limits to ED responsibilities

DECISION



Policy

- Close relationship between board and Executive Director



Policy Governance

- Board provides structure and limits to ED responsibilities

Modified Policy Board



- A partnership is developed between the Board Chair and the Executive Director in order to lead and manage the organization.
- A series of committees to do the work of the board and these are usually supported by staff
- Board Responsibilities include:
 - Establish and implement the organization's purpose
 - Set the rate of progress the organization will undertake in achieving its mission
 - Provide continuity for the governance and management of the organization's affairs
 - Confirm the organization's identity within the community

Committee Structure



- **Executive**
- **Finance & Audit**
- **Governance & Planning**
- **Quality**
 - The latter 3 committees recruit external member(s) to
 - ✦ Assist in succession planning
 - ✦ Add skills that may not be found on the Board
- **Task groups established as necessary, e.g.,**
 - Physician Relationship Framework
 - Recruitment of Executive or Medical Directors

Policies



- Accessibility
- Board Attendance
- Board Evaluation
- Board Governance
- Board Succession Planning
- Certificate of Compliance
- Code of Ethics
- Communications
- Conflict of Interest
- Conflict Resolution
- ED Succession Planning
- ED Limitations
- Financial Planning
- Medical Directives Policy
- Medical Director Limitations
- Membership & Voting Policy
- Occupational Health & Safety Policy
- Performance Evaluation & Compensation of the ED & MD
- Policy Development & Review
- Records Management
- Risk Management
- Strategic Plan & Organizational Performance

Certificate of Compliance



To the best of my knowledge, I hereby certify that the Thames Valley Family Health Team is in compliance to all applicable Federal, Provincial, and Municipal laws and service agreements.

ITEM	Comments and Exceptions	Date Submitted	Executive Director (sign off)	Secondary (Administrative Team member or Chair sign off)
FISCAL RESPONSIBILITY:				
Insurance (e.g. Work Safety, Liability)				
Operating Budget				
STATUTORY RESPONSIBILITY:				
General Meeting				
General Meeting Notice				
Charity Return T3010				
Ministry of Consumer & Business Services				
GST Return				
MOHLTC Q4				
HUMAN RESOURCES:				
Employment Legislation				
Workplace Safety Insurance				
Payroll (and withholdings, EI, CPP, Insurance, Benefits)				



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Managing conflict of interest



- **Physician board directors also recipients of services (benefits) provided by FHT.**
- **Policy defines levels of conflict and strategies for minimizing conflict. For example,**
 - Immediate disclosure
 - If director has doubts about need for abstention from discussion and/or vote, board can make decision by a vote
- **Decisions based on principles rather than specifics**

Managing conflict of interest



- If there are multiple Board Members who are in conflict, which consequently interferes with the voting/decision-making process, Board Members will seek to make a decision based on objective multi-criteria , which would include:
 1. Identify relevant priorities
 2. Consider all domains and criteria (put forwarded by Executive Director or by external expert if needed) and determine which are relevant (e.g., population, needs, resources)
 3. Assign non-zero weights to criteria
 4. Rate each course of action on the selected relevant criteria
 5. Multiply rate by score for each criteria for each course of action
 6. Sum total scores for each course of action
 7. Determine initial rankings (based on scores)



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Governance as Leadership



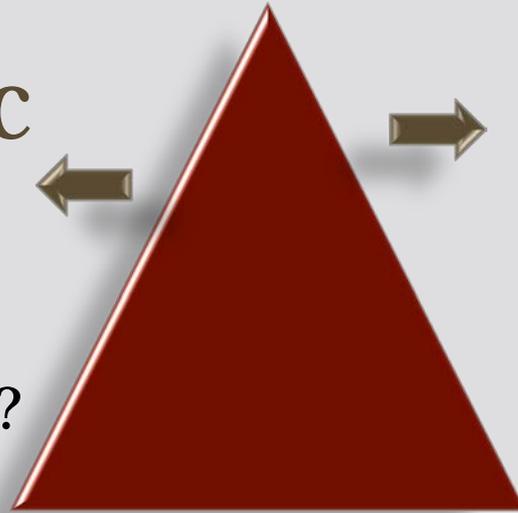
Strategic

What are our strategic priorities and drivers?
Where do we want to go and how do we get there?



Fiduciary

What do we have and how do we use it?



Generative governance

Have we framed this issue correctly? How else might we look at this? What else should we consider?



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