

# Board and Staff Roles and Responsibilities Policy (Sample Policy)

## 1. OBJECTIVE

The objective of this policy is to ensure that roles and responsibilities of the Board and staff are as clear as possible to promote good governance in the conduct of the Nation's affairs. Additional policies, especially those related to programs and administrative matters, will provide further clarification of these roles.

## 2. DEFINITIONS

**Council** refers to the Chief and Councillors of the First Nation

**Board** refers to the Board of Directors of the First Nation Health Corporation

**Staff** refers to the staff of the First Nation Health Corporation

**Executive Director** refers to the Chief Operating Officer of the Corporation

**Members** refers to all members of the First Nation, including Councillors and staff

**Nation** refers to the First Nation

**Immediate Family** refers to husband and wife (including common-law relationships), children (including adoptees), brothers, sisters, parents, grandparents, brothers-in-law, sisters-in-law, aunts, uncles, nieces and nephews.

## 3. POLICY STATEMENT

**3.1** The Board, Executive Director, and staff of the Corporation will endeavour to operate as a partnership, recognizing their distinct but overlapping roles. Like all important partnerships, this one will require continued efforts of both parties to discuss problems and make adjustments. Consequently, the partnership will not remain static but will evolve as circumstances and personalities change.

**3.2** The Board acts collectively; no member of the Board, including the Chair, can make an important decision affecting the well-being of the Corporation or the Nation acting as an individual unless authorized by the Board. Furthermore, no member of the Board can direct a member of staff, including the Executive Director, unless authorized by the Board. A member of the Board can ask a staff member to provide information or perform a simple service on a matter affecting the Nation. Should such a request entail a significant time commitment (over one hour) this should be done through the Executive Director.

**3.3** When a member of the Board or staff receives a complaint from a member or members to which he or she is unable to respond in a manner satisfactory to the complainant or complainants, he or she will forward the complaint in writing to the Executive Director for reply. The Executive Director will reply within 30 days of receiving the complaint and will send a copy of the reply to the Board Member or staff member who received the initial complaint. If the Board member is not satisfied with the response, he or she can raise the matter with the Board.

**3.4** Any work-related complaints of staff should always be referred to the head of the human resources function or the Executive Director, according to the established grievance policy.

**3.5** The Board may decide to establish committees or other bodies. In doing so, the Board will establish written mandates and time frames for their existence. These committees will be advisory in nature unless specifically directed by the Board.

**3.6** The Board, at its first meeting at the beginning of each fiscal year, will appoint a chair for a one year time period.

**3.7** For further clarity, all staff report through the Executive Director to the Board.

**3.8** Staff cannot be Directors of the Corporation and nor can they serve on the Board.

**3.9** No member or members of a Director's immediate family may serve as a staff member of the corporation unless a rigorous conflict of interest policy is applied.

#### **4. ROLES AND RESPONSIBILITIES**

**4.1** Subject to the policy adopted by Council to guide the relationship of the Corporation to Council, the Board's responsibilities include approving:

- All mission statements and strategic plans
- Accountability measures directed at members and funding agencies
- Annual and multi-year budgets, and any major adjustments
- New program initiatives
- All funding agreements
- All contracts over a certain amount, as specified in the financial management policy
- All policies
- The establishment of complaints and redress procedures
- All significant organizational changes
- The hiring and evaluation of the Executive Director
- The conduct of relationships with external organizations
- Responsibilities assigned to various committees
- The Corporation's Annual Report to members

**4.2** The Board will monitor and take corrective action, when appropriate, on:

- The implementation of policies, plans and programs
- Budget variances
- Major contracts and funding agreements
- Major capital expenditures

**4.3** The Chair, in addition to being a member of the Board, will be responsible for:

- Presiding over Board meetings
- Providing leadership to the Board by, among other things, guiding the evaluation of the Board with respect to the achievement of its long-term plans and policies
- Overseeing the activities related to important legal matters affecting the Corporation
- Acting as the official spokespersons for the Corporation on matters designated by the Board
- Managing some aspects of external relations subject to any policies or directives issued by the Board
- Managing Board business by ensuring a meeting schedule is in place; calling emergency meetings; assisting individual Board members; helping the Board be an effective team; ensuring meeting rules are established and followed; ensuring that duties are equitably distributed among Board members; and ensuring the Board focuses on the longer term needs of the Nation
- Ensuring, in concert with the Executive Director, harmonious relationships between Board members and staff
- Organizing, in concert with the Executive Director, regular meetings (at least two per year) of the Board and staff, as well as team-building activities to foster and encourage a positive working relationship between staff and the Board

**4.4** The Executive Director will assist the Board in meeting its responsibilities in Sections 4.1 and 4.2; the Chair's responsibilities under 4.3; and, in addition, will be responsible for:

- The implementation of policies, programs and plans
- The appointment of all staff
- Managing the Corporation's staff
- Ensuring, in concert with the Board Chair, harmonious relationships between Board members and staff
- Organizing, in concert with the Board Chair, regular meetings (at least two per year) of the Board and staff

## **5. PROCESS FOR ADDRESSING COMPLAINTS**

**5.1** Any member who believes that the Board or staff are not following this policy can direct his or her concerns to the Executive Director either in writing or recorded at the administrative offices. The Executive Director will respond to the complainant within 30 days.

**5.2** If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns either in writing or recorded at the administrative offices to the Chair of the Board, who will respond within 30 days.

## **6. COMMUNICATING THIS POLICY**

This policy requires no special communication procedures.

## **7. REVIEW AND EVALUATION OF THIS POLICY**

The Board will review this policy within five years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

## **8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Board of Directors of the Corporation at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 20xx.

Signed:

Chair of the Board

Executive Director

### **Source:**

*First Nations Health Managers – Governance, Strategy, Policy and Decision-Making Toolbox*  
First Nations Health Managers Association