HIGH PERFORMING BOARDS THROUGH POLICY GOVERNANCE

ALLIANCE FOR HEALTHIER COMMUNITIES - JUNE 2026

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Session Objectives & Learning Outcomes

Overall Goal: Is it time for a policy governance review? How do I know and what should I look for?

Topics:

1) 4 main roles of the Policy Governance Board
2) Introduction to Policy Governance - Four types of policies and board tools
3) Who are our moral owners and what is an engagement plan?

Self Assessment Tool:

- Review as we go
- Talk with other directors
- Assess as a full board.

WHY DID CENTRETOWN CHC DECIDE TO DO A GOVERNANCE REVIEW?

FOUR ROLES OF A HIGH PERFORMING BOARD

WHAT ARE THE FOUR MAIN ROLES OF YOUR BOARD?

WHAT DO YOU SPEND YOUR BOARD TIME DISCUSSING?

HIGH PERFORMING BOARDS

All not-for-profit boards need a system of governance that outlines a structure with clear roles and a process that lays out how the Board will live this governance structure.

If not, Boards will have a random set of policies that are not aligned and are ad hoc and disconnected.

4 MAIN ROLES

ACCORDING TO CATHERINE RASO, GOVERNANCE GURU AND AUTHOR OF "THE ONTARGET BOARD MEMBER" .

#1 Represent the Moral Owners

Clear understanding of the board's external ownership - the communities that you exist to be in service to.

- Proactive communication with that group, listening and acting on their behalf

#2 - Lead

Clear, well-informed and well-communicated articulation, in writing, of the "mission" of the organization

- Mission is your outcomes expected for certain people in our community" and the value of doing so

#3 - Evaluate the Operations

Clear delegation of operations to ED/CEO

- Rigorous evaluation of the CEO/operations in accomplishment of its executive limitations

#4 Exercise Sound Governance

Assurance that the Board is using a sound governance system

- Board policies that clarify roles and articulate board values, including board structure, committees, decision-making and self-evaluation

8 INDISPUTABLE BEHAVIOURS

CATHERINE RASO

1. Act on behalf of your moral owners

- Define your moral owners. Seek their views and values to use in decision making.

2. Know your job

- Know the business of the organization, your duties under law, & continually educate and orientate

3. Set Targets

- Set targets and priorities for the organization to accomplish and write it into board policy.

4. Identify Risks

- Identify risks and liability issues that the organization must manage and avoid.

5. Delegate

- Delegate the work of the operations clearly to one staff person, the CEO/ED

6. Assess

- Assess performance by rigorously monitoring to see if the organization has achieved the targets and avoided the risks, by fairly comparing performance to board-stated policies/expectations.

7. Practice

- Practice governance discipline, including orientation, meeting attendance, preparedness, participation, discussion, use of board policies, and the avoidance of conflicts of interest.

8. Report back

- Report back to the ownership on the progress toward "hitting the target."

Policy Governance informally known as the Carver Model,
is a system for Organizational Governance.

Policy Governance defines and guides appropriate relationships between an organization, its moral owners, its board of directors and their executive lead (ED/CEO)

There are 10 principles in policy governance.

SOURCE: HTTPS://WWW.UUA.ORG/LEADERLAB/CARVER-GOVERNANCE

PRINCIPLES

1. **Main role of the Board is to maintain, engage, learn from the moral owners.**
   - This is why you exist. This is who you are in service to.

2. **Speak with One Voice:** To lead you must speak with one voice.
   - Caution #1: Role of Committees – Make sure they are focussed on Board work and not operational work
   - Caution #2: The Chair has no more power than what is delegated by decision through the Board.
   - Caution #3: The Chair is not the supervisor of the ED/CEO

3. Board Decisions are policy decisions.

- If it is not written it is not a direction or decision.
- The Board needs to own and its policies, understand them and monitor them.
- Four types of Policies; Ends, Board Staff Relations, Executive Limitations, Governance Process.

4. Board establishes broad policies – and then make more narrow policies to provide more direction,

- Ends and Executive Limitations are delegated to ED/CEO
- Governance & Board Staff Relations are delegated to Chair.

5. Board defines and delegates rather than reacts and ratifies.

- Board policies set out clear criteria for approval . This allows the Board and ED/CEO to know if the plan and report will be approvable
- Rigorous monitoring against clear criteria is critical
- Boards can not say a report is not acceptable if they have not clearly stated what is expected.

6. Ends determination is the pivotal role of Governance

- The Organization exists to make the world a better place.
- It is critical that the Board has a long-term view (10 years) on what difference you want to make and for who. It should be outcome focussed.
- This is broader and longer term than your strategic plan.
- Board should be a think tank for vision rather than a reviewer of staff reports.

7. Board Controls CEO/ED means by limiting rather than prescribing.

- **Board Means:** how the board organizes, structures and conducts itself to accomplish its roles (Governance Process Policies)
- **Staff Means**: CEO/ED manages the various actions needed to accomplish the ends/strategic plan or to safeguard the operations.
- The Board does not tell the staff how to do its job
- Board job is to set boundaries. To specify in writing what means would be unacceptable, unapproved or off limits
- A list of "don't do that" is liberating for the CEO/ED. Because beyond the list – they are empowered to make all other decisions.

8. Board explicitly designs its own products and processes

- Board states what is expects of itself
  - Its code of conduct, that way it will plan, how it will link with its moral owners
  - Board creates committees to help get is job done – but not to help staff with theirs
  - Board delegates to chair any reasonable interpretation of its policies
- CEO/ED has parallel authority with respects to Ends and Executive Limitations
- The Chair and CEO/ED work closely together but the Chair does not supervise the CEO/ED

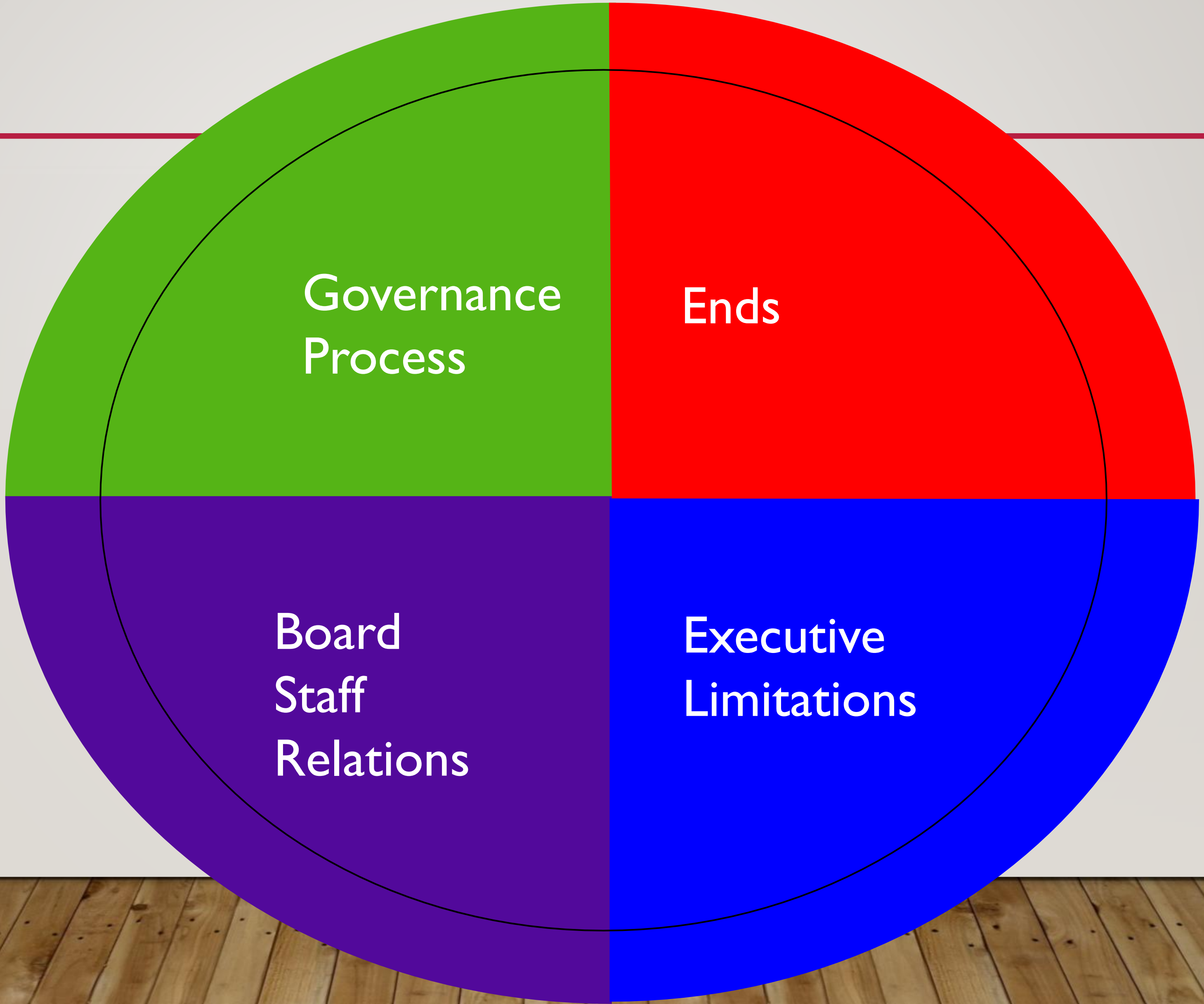
9. Board forges a linkage with management that is empowering and safe

- Board and CEO/ED are a leadership team
- Clear differentiation in their roles and responsibilities enable them to excel, mutually support each other and influence each other towards even greater integrity of leadership
- Board has the right to expect performance, honesty, straight forwardness from its CEO/ED
- CEO/ED rightfully expects the Board to be clear about the rules and play by them, to fulfil its own job ad to speak with one voice.

10. Performance Monitoring is Rigourous but only against written policy criteria

- Monitoring of ED/CEO is only conducted against criteria stated in Ends, strategic plan and limitation policies.
- The ED/CEO monitoring reports will need to include the interpretation of the policy, and data sufficient to demonstrate achievement of the criteria.

BOARD GOVERNANCE POLICIES – 4 TYPES



ROLE #2 – LEAD:
ENDS: WHAT DIFFERENCE ARE YOU MAKING

- Impact we want to have on the world. Describes the outcome you are trying to achieve because you exist. Why you are here. Why your organization exist.
- It does not describe what you do. **It's always about what will be different for those you are in service to.**
- Includes all decisions about the differences, results or outcomes to be created by the organization in the lives of the moral owners.

ENDS

- Ends are reflected in the Mission, Vision, Values, Moral Owners definition and the Strategic Plan.
- End statements are written with a long-term perspective. These mission related policies embody the Board's vision and the organization's reason for being.
- Ends do not describe where you are today. Think of your destination - not how you will get there (ie. car, bicycle or train).

ENDS (SAMPLES)

- XYZ Food cop exists so that member-owners needs for local, healthy and organic food are met.
- Our co-op will have knowledgeable educated member/owners.

- It does not state the how (i.e. member education, community gardens).

GOVERNANCE PROCESS POLICIES

The Board states what it expects of itself, its code of conduct, the way it will plan and control its agenda, and the nature of its linkage with the ownership. And the Board treats its own governance policies as iron-clad commitments.

The Board may create committees to help get its own job done, but not to help staff with theirs.

The Board delegates to its chair the right to make any reasonable interpretation of its governance process policies and Board staff linkage policy.

GOVERNANCE PROCESS POLICIES:

The Board determines it philosophy, its accountability and the specifics of its own job.

Except for what belongs in bylaws, these policies contain how the Board will govern itself.

REFLECTION: HOW WELL DO YOU KNOW YOUR GOVERNANCE POLICIES?

GOOD GOVERNANCE: GOVERNANCE PROCESS

- Governance Commitment
- Governing Style
- Board Job Description
- Code of Conduct
- Chair Role
- Vice Chair Role
- Secretary Role
- Treasurer Role
- Board Committee Principles
- Committee Structure
- Annual Board Planning
- Cost of Governance
- Commitment to Anti-Racism
- Commitment to Quality
- Recruitment and Hiring Process of Executive Director
- Complaints Process
- Conflict of Interest

BOARD CEO/ED RELATIONS

- Board and CEO/ED constitute a leadership team.
- Clear differentiation in their roles and responsibilities enable them to fulfill and excel, mutually support each other, and influence each other towards ever greater integrity and capability of leadership.
- The Board has the right to expect performance, honesty and straight forwardness from its CEO/ED.
- Board may be understanding on performance but never budge on integrity.
- In turn, the CEO/ED rightfully expects the Board to be clear about the rules and play by them, to fulfil its own job and to speak with one voice.

BOARD CEO/ED RELATIONS

- The Board clarifies the manner in which it delegates authority and how it evaluates performance relative to ENDS and EXECUTIVE LIMITATIONS

- **REFLECTION: DO YOU HAVE A PERFORMANCE EVALUATION THAT TIES TO THE EXECUTIVE LIMITATIONS AND ENDS MONITORING REPORTS?**

EVALUATE: RELATION WITH YOUR CEO/ED

- Global Board-Executive Director Linkage
- Delegation to the CEO/ED
- Unity of Control
- Accountability of the CEO/ED
- Monitoring Executive Performance

EXECUTIVE LIMITATIONS

- Monitoring is rigorous but only against written policy criteria that is clearly stated in ends and limitations policies.
- When a Board adopts this discipline, it will drive them to ensuring the policies reflect what is needed.
- The Board will require Limitations and Ends reports to include the CEO/ED's interpretation of existing criteria and receive relevant monitoring data without having to digest enormous amounts of unnecessary information.

REFLECTION: DOES THE BOARD MONITOR ITS ED/CEO AGAINST CLEAR POLICY CRITERIA?

EVALUATE THROUGH EXECUTIVE LIMITATION POLICIES – TYPICAL LIST

Global Executive Constraint
Treatment of Client
Treatment of Staff
Compensation and Benefits
Financial Condition and Activities
Financial Planning and Budgeting
Asset Protection
Compliance with Legislation
Risk Management

EVALUATE THROUGH EXECUTIVE LIMITATION POLICIES – TYPICAL LIST

Commitment to Health Equity, Anti-Oppression, Anti-racism,

Quality/Quality Improvement

Communication and Support to the Board

Emergency CEO/ED Succession

OTHER BOARD TOOLS:

Board Calendar

Annual Governance Policy Review

Education Plan

Moral Owners Plan

Evaluation of Board

Monitoring of Strategic Plan

Evaluation of the Board

Process and tools

Evaluation of the CEO/ED

Process and tools

Nomination Process & Board Orientation

Composition of the Board

Criteria for the Board

Selection process

Call for Nominations

SUMMARY:

REPRESENT: Moral owners plan

LEAD: Mission, Vision, Values, Strategic Plan

EVALUATE: Executive Director relations and limitations policies with monitoring schedule

SOUND GOVERNANCE: Governance Process polices

OUTCOME: A coherent governance structure with supporting policies and tools for a high performing Board.

Reflection…...

How does the current governance practices compare to policy governance as a system of governance?

What are your Board's strengths?
What are areas for improvement?

MORAL OWNERS

ROLE #1: MORAL "OWNERS"

- **Moral owners are your reason for being – It is why you exist.**
- **They are the people and communities that you exist to be in service to.**
- **It defines whose lives you are trying to make better.**
- They are the people whose values must be taken into consideration when setting direction to ensure the organization remains consistent with the reasons for existence – mandate – your vision.
- Moral owners force a long-term focus. They are concerned with the long term ability of the organization to fulfil its mission often across generations.

MORAL "OWNERS"

- Moral owners are aligned with the organization's core purpose and long-term impact – not operational and transactional interests,
- The primary relationship of the board is to connect with these "moral owners" to understand their values and perspectives.
- **The board is accountable to the moral owners and must make decisions on their behalf**
- **It is more than the people you are currently serving as clients – and includes those who you should be serving but currently are not.**

MORAL OWNERS

- School Boards – all children within the age eligible from jk to grade 8 – whether they are students or not.
- Indigenous PHC organization: Indigenous peoples within their traditional territories and future generations.

INTERESTED PARTIES ARE NOT YOUR MORAL OWNERS

- Interested parties include staff, partners, funders, donors, etc
- Any one or any organization who has a vested interest in or are affected by the actions and outcomes of the organization
- Board has some responsibility with the interested parties:
  - Staff paid fairly
  - Vendors paid on time
  - Criteria for funders are met

INTERESTED PARTIES

- These responsibilities are met through due diligence and monitoring through executive limitations.
- While the Board may want to obtain the perspectives of various interested parties, as part of the overall knowledge before making Ends decision, the decisions must be made on behalf of the moral owners – not the interested parties.

MORAL OWNERS VS CLIENTS

- In some organization they are the same people but wear different “hats” at different times.
  - Hospital: the public is their moral owners, but they can also be patients and potential patients.

MORAL OWNERS VS CLIENTS

- The connections the organization has with owners and clients are different
  - The Board needs to connect with owners regarding what benefits the organization should provide.
  - The CEO needs to connect with the clients regarding operational service issues. i.e. client satisfaction
- **Maintaining this distinction is vital.**

MORAL OWNERS VS CLIENTS

- Client responsibilities are met through due diligence and monitoring through executive limitations.
  - Treatment of Clients – Client satisfaction surveys
- While the Board may want to obtain the perspectives of clients, as part of the overall knowledge before making Ends decision, the decisions must be made on behalf of the moral owners.

MORAL OWNERS VS MEMBERS

- Members are your legal owners – They have prescribed rights under the Ontario Not for Profits Corporation Act (ONCA) and your bylaws.
- They vote at AGMs
  - Elect the Board
  - Appoint auditors and approve financial statements etc.
- They may be part of your moral owners and may be the same people but when they are at the AGM they are filling a legal, fiduciary and accountability function.

CENTRETOWN 'S MORAL OWNERS

CENTRETOWN’S MORAL OWNER ARE ITS PRIORITY POPULATIONS

- Francophone
- Racialized populations
- Immigrants, newcomers and refugees
- Individuals who are unhoused, or precariously housed
- Seniors
- 2SLGBTQIA+ populations
- Young families.

CENTRETOWN'S MORAL OWNER'S BY CATCHMENT AREAS:

- Catchment area for primary care, community development, mental health counselling, health promotion: Centretown, The Glebe, Old Ottawa South
- Catchment area for substance use and addictions, diabetes education and self-management, centralize intake for diabetes and lung health, 2SLGBTQ counselling: City of Ottawa
- Catchment area for diabetes chiropody services, diabetes screening services, TransHealth Program: Champlain Region

REFLECTION:

Given who is not your moral owners (interested parties, clients, members)

Who are your "moral owners"?

MORAL OWNER ENGAGEMENT

- Is the primary responsibility of the Board.
- Once you have named your moral owners, it is the role of the board to develop an ongoing engagement plan with your moral owners

CENTRETOWN'S MORAL OWNER ENGAGEMENT PLAN

- The purpose of Centretown's Moral Owners Engagement Plan is to provide a framework that will guide the work of the Board of Directors in obtaining feedback and input from the moral owners (CCHC's priority populations) into its decision making processes.

MORAL OWNER ENGAGEMENT PLAN GOAL AND OBJECTIVES

- Centretown CHC is committed to working with the community and honouring what is already working. In working with our moral owners we seek to co-develop and amplify community owned solutions to the health inequities these groups experience. This is part of our strategic plan to ensure strong engagement with our moral owners that is also grounded in our advocacy objectives.
- **Objective 1:** Enhance communication between the Board, staff, and community members.
- **Objective 2:** Inform our advocacy strategies with the experiences of our moral owners.
- **Objective 3:** Promote accountability to the community through annual reporting to the community.

MORAL OWNER ENGAGEMENT STRATEGIES

Strategy 1: Strategic Input from Staff via presentations to the Board of Director

- The Board determines key strategic themes for the Board year (April – March) and determine key program areas and populations from which they are seeking input and learning.
- Key strategic questions and concerns will be provided to staff so that presentations are focussed on the strategic issues under discussion rather than generic program presentations.

MORAL OWNER ENGAGEMENT STRATEGIES

Strategy 2: Engagement of Leadership Team (Managers and Directors)
Annual Board retreat.

- The Board will invite members of the Leadership Team to participate in an annual Board retreat to further mutual learning and strategic engagement and discussion in the Fall.

MORAL OWNER ENGAGEMENT STRATEGIES

Strategy 3: Public Events and Community Meetings

- At least one community town hall will be held each year for Board members to connect with community members around advocacy issues, or key issues identified for learning and community feedback.

MORAL OWNER ENGAGEMENT STRATEGIES

Strategy 4: Board Member Involvement

- Detail how Board members will play a role in community engagement (attending events, speaking at meetings, etc.).
- Includes the twice a year staff recognition events, as well as community meetings to which CCHC is invited.

MORAL OWNER ENGAGEMENT STRATEGIES

Strategy 5: Moral Owners in Strategic Planning / Key Operational Issues

- As the Board of Directors reviews and refreshes its Strategic Plan, it will ensure that Community Consultants will be an active and equal part of the planning and decision making process. The Community Consultants will be reflective of the moral owners.
- It is an expectation of the Board of Directors that the Chief Executive Officer will engage the voice of moral owners when making significant operational plans or changes.

MORAL OWNER ENGAGEMENT PLAN TEMPLATE

This template is designed to guide the Board of Directors in creating an actionable and measurable community engagement plan. It encourages active participation, clarity in roles, and ensures that engagement is aligned with the organization's overall strategy.

ROLES AND RESPONSIBILITIES

- Chairperson of the Board of Directors
  - Responsible for the oversight of the moral owners engagement plan
  - Responsible for working with the CEO to establish a theme/topic/issue related to moral owners perspectives for the Board annual retreat.
- Chairperson of Board Development and Governance Committee
  - Responsible for ensuring that there are at least 2 staff presentations on relevant topics determined no later than March 31st of each year.
  - Ensures that the strategic questions for the staff presentation are determined by the Board of Directors

ROLES AND RESPONSIBILITIES

- Chairperson of Advocacy Committee
  - Responsible for ensuring that there are at least 1 advocacy area of engagement with the moral owners determined no later than March 31st of each year.
  - Ensures that the strategic questions for the advocacy issue are determined by the Board of Directors
- Director of the Board
  - Each Board members is expected to represent CCHC at one community event that is related to CCHC's moral owners during the Board calendar year.

KEY COMPONENTS

Timeline and Milestones

- On an a annual basis provide a timeline with key milestones for community engagement activities. Include start and end dates, and highlight major events or actions to be taken and responsible person or committee

Budget and Resources

- Outline the budget and resources needed to implement the community engagement plan. This includes funding for events, digital outreach, materials, and any staffing requirements.

KEY COMPONENTS: COMMUNICATIONS AND REPORTING

- Outline how the Board will monitor the progress of the community engagement plan and report back to the Board of Directors, staff, and interested parties.
- **Frequency of Updates:**
  The Board will review their progress on their moral owners engagement plan twice a year in October and March.
- **Reporting Channels:**
  Each Committee will review their contributions to the moral owners plan through a written summary in October and March.

KEY COMPONENTS: COMMUNICATIONS AND REPORTING

Evaluation Metrics:

- At least two staff presentations within the year on key strategic issues / questions
- At least one town hall around a key advocacy or strategic issue
- A resource pool of potential Community Consultants is established for communications
- Increase in membership for the Corporation (CCHC)

Evaluation and Impact Assessment

- To be determined in September 2026

REFLECTION:

Every decision the Board makes should be through the eyes of your moral owners

How does the discussion on moral owners change your perspective re your role on the Board in relation to engagement with your moral owners?

OVERALL REFLECTION:

Was today's session worth your time?

ANY QUESTIONS?

Resources available

Centretown CHC’s full set of governance policies.

Centretown’s Moral Owner Engagement Plan

Learn more

Board’s role in Evaluating your Organization (Role 3) – June 4 @ 1030-1130

Board’s role in Advocacy – June 4th @ 1230-130

THANK YOU
MERCI
MIIGWETCH

FOR MORE INFORMATION CONTACT

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