

Board Development Committee

TERMS OF REFERENCE – 2023-24

Purpose

The purpose of the Board Development Committee (BDC) is to support the Board of Directors of the Calgary West Central Primary Care Network (CWC PCN) by developing and enhancing the competencies of Board members, sourcing training opportunities for the Board, and making recommendations to the Board, when appropriate. The committee will also support the facilitation of an annual Board self-evaluation and will be responsible for coordinating Board Governance Retreats, as appropriate. Additionally, this committee may perform other tasks and necessary ad hoc work at the request of the Board.

Quorum and composition

Quorum will be met by 50 per cent attendance of committee members who are not CWC PCN employees.

The Executive Director and the Manager of Governance and Organizational Operations (G&O) will serve as ex-officio members on this committee to provide additional support. Other members of the CWC PCN leadership team, external stakeholders, or consultants may be invited to attend as guests when needed.

Committee members may resign from their committee duties with one month's written notice for any justified cause. Committee members may be removed from the committee by the Board for non-performance, conflict of interest, disruption, inability to fulfill duties, or any other reason deemed appropriate.

Reporting relationship and scope

The BDC reports to the CWC P.G. Co. Board of Directors.

The BDC acts in an advisory capacity to the Board, and decisions must be approved by the Board of Directors. The committee has no decision-making authority unless specifically authorized by the Board through the committee's terms of reference or an approved Board motion.

Duties

The BDC shall be responsible for the following:

1. Board Training and Development

- Promoting the development of the Board and its external relationships through continuous quality improvement initiatives.
- Working with the Executive Director and the Manager of G&O in updating the onboarding and orientation program for new directors.
- Supporting the development and research of reasonable and affordable skill development opportunities for all directors.
- Identifying methods to capture and follow up on Board feedback.

2. Evaluation and Effectiveness

- Facilitating annual Board self-assessment and individual director self-reflection review processes alongside the Manager of G&O. The committee will assess the Board's overall and individual strengths and challenges and make recommendations as needed.
- Reviewing the results of the Board meeting surveys on a semi-annual basis and making recommendations to the Board to address opportunities for improvement.
- Facilitating the Board Chair Survey and individual Board Self-Reflection Log to comply with requirements of Accreditation Canada, PCN Objectives, and Alberta Health's Primary Care Institute (PCI) Manual.

3. Board Governance Retreat Planning

- Developing a draft agenda for the Board Governance retreat with a focus on key themes, objectives, facilitation needs, and expected outcomes for Board approval.
- The committee has no authority to sign contracts or to expend funds of the CWC PCN relating to the retreat, external facilitator, venue, etc.
- At the request of the Board, the committee may be asked to prepare a written report following the retreat outlining the outcome of their activities, evaluation results, and recommendations for subsequent retreats.

Meetings

The committee will meet at least four times per year, either in-person or virtually, as needed. Additional meetings may be held as deemed necessary by the committee Chair or as requested by any committee member or the Board. The agenda and meeting materials will be distributed five business days in advance of the meeting, whenever possible, via the Board's approved meeting management software.

The committee Chair has the responsibility to excuse any elected member of the committee from any given topic who might be perceived to have a conflict of interest. Decisions will be consensus-based. Formal motions are, therefore, only required when the committee is advising the Board to act on a specific matter.

The Manager of G&O, or one of their direct reports, will keep minutes of committee proceedings. The Chair or designate shall report the minutes to the next meeting of the Board of Directors once the minutes have been approved by the committee or verbally as a committee update if the minutes have not yet been formally approved.

Responsibility for policy review and committee evaluation

The committee has a responsibility to review annually and more frequently, if necessary (e.g., based on legislative or regulatory changes or developments in governance best practices), the following:

- BDC Terms of Reference;
- Board Orientation Guide, as appropriate;
- Board Policies and Procedures, as appropriate;
- Board evaluation tools, including the Board Meeting Survey, Board Chair Survey, Board Self-Assessment Survey, and Board Self-Reflection Log as required, and
- Board Development Committee effectiveness and results.

Resources

Physician members serving on this committee will be paid hourly as per the Board Cost of Governance Policy.

The terms of reference were approved by the CWC P.G. Co. Board of Directors on **November 21, 2023**.