

Board Policy Manual

Calgary West Central Primary Care Network

2025

PREPARED BY

Governance and Organizational
Operations

LAST REVISED

January 2025



TABLE OF CONTENTS

Board Policies4

 Board Policies Summary4

Ends Policies6

 3.2.1 *Global Ends Policy Statement*6

 3.2.2 *CWC PCN Membership Ends Policy Statement*6

 3.2.3 *Patient’s Medical Home Ends Policy Statement*.....6

 3.2.4 *Population Health Ends Policy Statement*7

 3.2.5 *Transitions of Care Ends Policy Statement*7

 3.2.6 *Governance Ends Policy Statement*7

Executive Limitations (EL) Policies9

 3.3.1 *Global Executive Constraint*9

 3.3.2 *Treatment of Staff*9

 3.3.3 *Financial Planning and Budgeting*9

 3.3.4 *Financial Condition and Activities* 10

 3.3.5 *Emergency Executive Director Succession* 10

 3.3.6 *Risk Management and Protection of Assets*..... 10

 3.3.7 *Compensation and Benefits*..... 11

 3.3.8 *Communication and Support to the Board* 11

 3.3.9 *Community and Charity Partnerships* 12

 3.3.10 *Treatment of Patients and Families*..... 13

 3.3.11 *Diversity, Equity, and Inclusion*..... 13

Governance Process Policies 14

 3.4.1 *Foundational Governance Process* 14

 3.4.2 *Governing Style* 14

 3.4.3 *Role of the Board*..... 15

 3.4.4 *Cyclical Board Calendar/Agenda Planning*..... 15

 3.4.5 *Board Chair’s Role*..... 16

 3.4.6 *Board Chair-Elect’s (Vice-Chair’s) Role* 17

 3.4.7 *Board Past-Chair’s Role* 17

 3.4.8 *Treasurer’s Role* 17

 3.4.9 *Board Succession Planning*..... 18

 3.4.10 *Board Committee Principles* 18

3.4.11	<i>Board Member Code of Conduct</i>	19
3.4.12	<i>Cost of Governance</i>	20
3.4.13	<i>Nominations and AGM Policy</i>	21
3.4.14	<i>Public Membership and External Director Policy</i>	22
3.4.15	<i>Joint Venture Governance Committee Role</i>	22
3.4.16	<i>Board Inclusivity Policy</i>	23
3.4.17	<i>Medical Director Oversight and Compensation Policy</i>	23
3.4.18	<i>Learning and Development Policy</i>	24
	Board-Management Delegation Policies	25
3.5.1	<i>Board-Management Delegation</i>	25
3.5.2	<i>Unity of Control</i>	25
3.5.3	<i>Accountability of the Executive Director</i>	25
3.5.4	<i>Delegation to the Executive Director</i>	26
3.5.5	<i>Monitoring Executive Director Performance</i>	26
3.5.6	<i>Medical Director Leadership and Accountability</i>	27
3.5.7	<i>Delegation to the Medical Director</i>	28
3.5.8	<i>Monitoring Medical Director Performance</i>	28
3.5.9	<i>Physician Membership</i>	29

Board Policies

Board Policies Summary

Effective leadership requires that a Board of Directors provide the organization's vision. To do so, the Board must first have a comprehensive vision of its responsibilities. The CWC P.G. Co.'s governance model emphasizes values, vision, and strategy, and empowers the Board, its committees, and the Executive Director through the creation and regular revision of the Board Policy Manual. The manual reflects the kind of disciplined thinking the Board wants to practice in terms of where responsibility for particular issues and policy decisions belong.

Purpose: This manual is designed to help the Board approach decisions from the perspective of its own previously established standards, values, and expectations by:

- Elevating efficiency by having all ongoing Board policies in one place
- Quickly orienting new Board members to current policies
- Eliminating redundant or conflicting policies
- Making reviews of current policy easier when considering new issues
- Providing clear, proactive policies to guide the Executive Director and staff, as well as Board officers, members, and committees

The Board decides the subject matter that merits policy creation, and the level of detail it will undertake in developing them. Its policies fit into four categories: Ends, Executive Limitations, Governance Process, and Board-Management Delegation.¹

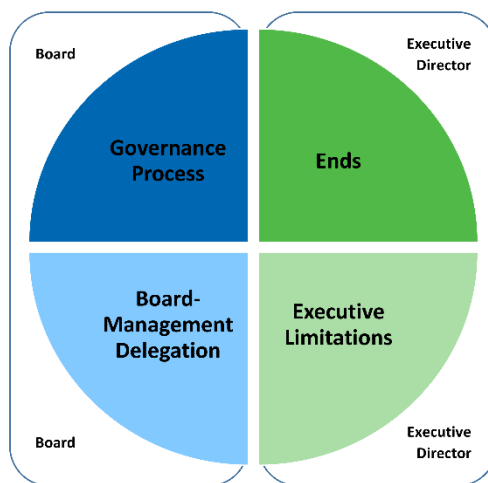


Figure 1: Four categories of policies

¹ The policies in this manual were written using the following as a reference: *Reinventing Your Board: A Step-by-Step Guide to Implementing Policy Governance* by John Carver and Miriam Mayhew Carver (revised edition, Jossey-Bass, 2006).

Ends

The Ends concept — unique to the Policy Governance model — is a very special type of goal, one that designates the results for which the organization exists, the recipients or beneficiaries of those results, and the worth of the results.

Executive Limitations

In Executive Limitations policies, the Board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These policies limit the means by which ends shall be achieved. The Board's role is one of boundary-setting — specifying in writing which staff means would be unacceptable, not approvable, or off-limits. By establishing clear boundaries, the Board provides an environment that facilitates staff creativity and encourages action. This key method of means constraint enables a Board to govern with fewer pages of pronouncements, less dabbling in details of implementation, and greater accountability.

Governance Process

In Governance Process policies, the Board determines its philosophy, its accountability, and the specifics of its role. Except for what belongs in bylaws, these categories of Board policy contain everything the Board chooses to articulate about values and perspectives that underlie all organizational decisions, activities, practices, budgets, and goals.

Board-Management Delegation

Board-Management Delegation policies clarify the manner in which the Board delegates authority and how it evaluates performance relative to the Ends and Executive Limitations policies.

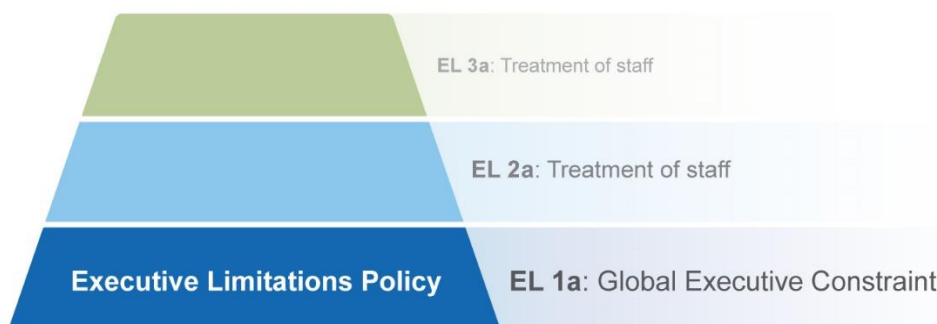
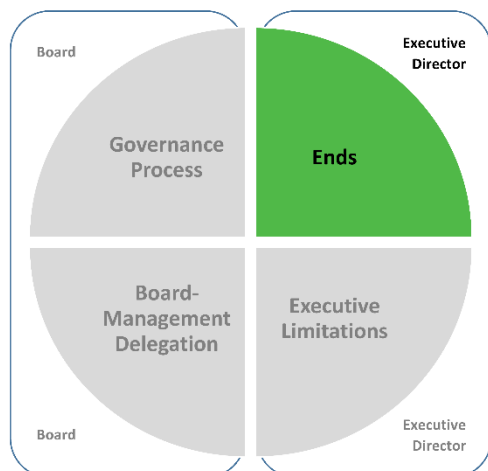


Figure 2: Broader to narrower policies

The Board formulates policy by determining the broadest values before progressing to more narrow ones. Policy values come in sizes: large values contain ranges within which smaller ones occur, like a nested set of bowls. The nested nature of Board policies reflects the discipline of the Board's determination of governing values. A Board establishes control over large issues with broad policies and subsequently decides how much further to detail them. Then it delegates further definition to someone else, fully empowering them to do so, and accepts any reasonable interpretation of its policies. For example, Policy EL 1 is broader than policy EL 2a, and EL 2a is broader than policy EL 3a. The Board continues to draft more specific policies within the broader policy until the Board is willing to accept any reasonable interpretation of the most specific policy.

Ends Policies



3.2.1 Global Ends Policy Statement

Date Approved: June 25, 2024

EP 1: The CWC PCN exists so that physician members can address patient needs and exceed professional standards through innovative, sustainable, and equity-informed approaches; the efficient use of teams and resources; and inclusive practices to promote the health and safety of patients in their communities.

3.2.2 CWC PCN Membership Ends Policy Statement

Date Approved: February 20, 2018

EP 2a: Physician members are informed, engaged, and participate in the advancement of professional excellence for themselves, their patients, and their network.

EP 3a: Accordingly;

1. CWC PCN maximizes the unique contributions and perspectives of its members through consistent, timely, responsive, and bi-directional communication.
2. Physician members are informed of and understand the offerings of the CWC PCN and the expectations of being a member.
3. Physician members engage in shaping current and future programs and services.
4. Physician members understand the role of the Board in governing the organization.
5. Physician members understand and appreciate the broader healthcare context that surrounds PCNs in primary care.

3.2.3 Patient's Medical Home Ends Policy Statement

Date Approved: February 20, 2018

EP 2b: Physician members are aware and engaged in the benefits of the Patient's Medical Home and actively participate in its evolution and sustainability.

EP 3b: The Patient's Medical Home is an integrated and integral piece of the healthcare system that is linked to other healthcare programs and services in the community.

EP 4b: Accordingly;

6. CWC PCN patient care needs are met by physician members who collaborate with their teams and through the use of resources afforded to them as a result of their participation in Medical Home evolution.
7. Physician members actively encourage patient attachment to a Patient's Medical Home.
8. Provider satisfaction and patient care delivery are enhanced as a result of building and sustaining their Patient's Medical Home.

3.2.4 Population Health Ends Policy Statement

Date Approved: May 19, 2020

EP 2c: CWC PCN and its physician members recognize the diversity of their patient population and identify the best evidence-based approaches in delivering patient care.

EP 3c: Accordingly;

1. The CWC PCN patient population is mutually recognized as the patients of CWC PCN physician members who are attached to a CWC PCN Medical Home or who reside within the CWC PCN catchment area and who are without a family physician.
2. The CWC PCN patient population's health and safety needs are addressed through the development implementation, and evaluation of patient and family-centered programs.
3. The CWC PCN patient population is consulted on initiatives to improve the experiences of patients and families.
4. Successful relationships have been built between CWC PCN and other health service organizations in the community to meet patient needs.

3.2.5 Transitions of Care Ends Policy Statement

Date Approved: February 20, 2018

EP 2d: Transitions of Care are integral to the provision of quality healthcare for patients, within a strongly linked continuum.

EP 3d: Accordingly;

1. CWC PCN partnering with Alberta Health Services and other health care organizations allow the patient to efficiently move from one appropriate level of care to the next.
2. Physician members provide their patients with barrier-free access to the right services at the right time.
3. Key partnerships exist between health and social services which optimizes care transitions throughout the patient's healthcare journey.
4. There is clear alignment and integration between the Patient's Medical Home, the medical neighborhood, and the healthcare system.
5. PCN member physicians value their strong relationships within their teams and with other healthcare professionals within the healthcare system.

3.2.6 Governance Ends Policy Statement

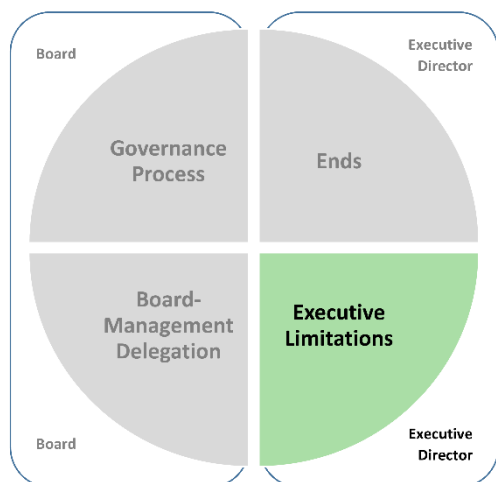
Date Approved: June 25, 2024

EP 2e: The CWC P.G. Co. Board of Directors are equipped with the appropriate tools, information, and resources to effectively and sustainably govern the CWC PCN.

EP 3e: Accordingly;

1. The CWC P.G. Co. Board of Directors has a thorough set of Board Policies which guides the work of the Executive Director in accomplishing the organization's purpose, with clearly written Ends, Executive Limitations, Governance Process, and Board-Management Delegation Policies.
2. Mutual accountability exists between the CWC P.G. Co. Board of Directors and the Executive Director, as both parties know their jobs and understand the importance of their contributions.
3. The CWC P.G. Co. Board of Directors is provided with the appropriate and relevant training and education and opportunities for self-evaluation.

Executive Limitations (EL) Policies



3.3.1 Global Executive Constraint

Board Approved: June 28, 2023

EL 1: The Executive Director shall not cause or allow any organizational practice, activity or decision that is either unlawful, irresponsible, unjust, discriminatory, or in violation of commonly accepted business and professional ethics and practices.

3.3.2 Treatment of Staff

Board Approved: June 28, 2023

EL 2a: With respect to the treatment of staff, contractors and volunteers, the Executive Director shall not cause or allow conditions that are unsafe, unjust, discriminatory, undignified, or unclear.

EL 3a: The Executive Director will not:

1. Operate without written personnel policies that clarify expectations and procedures for staff, provide effective handling of grievances and protect against wrongful conditions such as grossly preferential treatment for personal reasons.
2. Retaliate against any staff, contractors, or volunteers for respectful expression of dissent or concerns about misconduct.
3. Fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.
4. Fail to have a plan in place to deal with emergencies or disruptions that may impact employees or disrupt their work.
5. Cause or allow inequitable treatment or unfair practices towards staff unrelated to job qualifications and performance, such as favouritism, stigma, or prohibited grounds of discrimination.
6. Allow staff to operate without sufficient training that supports an inclusive, equitable, and just culture where employees are empowered to work collaboratively with stakeholders of diverse backgrounds and experiences.

3.3.3 Financial Planning and Budgeting

Board Approved: June 23, 2021

EL 2b: The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities or risk financial jeopardy.

EL 3b: The Executive Director will not allow budgeting which:

1. Risks incurring those situations or conditions that are described as unacceptable in the Board policy “Financial Condition and Activities.”
2. Omits credible material projections of revenue and expenses; omits the separation of capital and operational items and omits the disclosure of material planning assumptions.
3. Provides less for Board entitlements in the budget during the year than is set forth in the Board policy “Cost of Governance.”

3.3.4 Financial Condition and Activities

Board Approved: June 23, 2021

EL 2c: With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of financial jeopardy or a material deviation of actual expenditures from Board priorities established in approved Ends policies.

EL 3c: The Executive Director will not:

1. Expend more funds than have been received in the fiscal year to date unless the Board’s debt guideline (below) is met.
2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within 90 days.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government-ordered payments to be in arrears or inaccurately filed.
5. Make a single unbudgeted purchase or commitment of greater than \$50,000 without Board approval.
6. Acquire or dispose of real estate without Board approval.
7. Fail to follow up on receivables after a reasonable grace period.
8. Allow deviation from established internal financial policies and controls.

3.3.5 Emergency Executive Director Succession

Board Approved: June 20, 2017

EL 2d: In order to protect the Board from sudden loss of the Executive Director’s services, the Executive Director shall not permit there to be less than one other Leadership Team member who is sufficiently familiar with Board and Executive Director issues and processes to enable them to take over with reasonable proficiency as an interim successor at the discretion of the Board.

3.3.6 Risk Management and Protection of Assets

Board Approved: June 25, 2024

EL 2e: The Executive Director shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked. Assets include financial assets, physical assets, human resources, and reputation.

EL 3e: The Executive Director will not:

1. Fail to protect adequately against theft and injury and against liability losses to Board members, staff, contractors, and the organization itself.
2. Allow failure to insure against theft, loss, and damage to a reasonable amount.
3. Allow unwarranted personnel access to confidential information and or funds.

4. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
5. Unnecessarily expose the organization or its Board, contractors, staff, or volunteers to claims of liability.
6. Fail to protect CWC PCN patient, physician and organizational data, intellectual property, information and files from theft, misuse, loss, or significant damage.
7. Receive, process, or disburse funds under controls that are insufficient to meet the Board's standards.
8. Compromise the independence of the Board's external audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisors.
9. Hold operating capital in any instruments other than a standard interest-bearing account.
10. Endanger the organization's public image or credibility.
11. Change the organization's legal name or substantially alter its identity in the community.
12. Permit neither service delivery nor activity completion without health and safety policies and procedures.
13. Operate without a Business Continuity Plan or risk management framework based on current information and business conditions.
14. Allow the CWC PCN to cease routine evaluation of the organization's risk management framework to support the future accomplishment of the Ends Policies and maintain the integrity of CWC PCN data.
15. Allow the CWC PCN to operate without a set of administrative financial control and risk management policies.
16. Fail to consider the CWC PCN's environmental impact in operational decision-making.

3.3.7 Compensation and Benefits

Board Approved: June 23, 2021

EL 2f: With respect to employment, compensation, and benefits to employees, consultants, contractors, and volunteers, the Executive Director shall not cause or allow jeopardy to financial integrity or public image.

EL 3f: The Executive Director will not:

1. Change the Executive Director's own compensation and benefits.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected.
5. Establish or change RRSP matching policies and or access to group retirement services policies for eligible employees to cause unpredictable or inequitable situations.

3.3.8 Communication and Support to the Board

Board Approved: January 21, 2025

EL 2g: The Executive Director shall not cause or allow the Board to be uninformed or unsupported in its work.

EL 3g: The Executive Director will not:

1. Neglect to submit monitoring data required by the Board in the Board-Management Delegation policy "Monitoring Executive Director Performance" in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored, and including Executive Director interpretations consistent with Board-Management Delegation policy "Delegation to the Executive Director," as well as relevant data.

2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policies of the Board, regardless of the Board's monitoring schedule.
3. Allow the Board to be without decision information required periodically by the Board or allow the Board to be unaware of relevant trends.
4. Let the Board be unaware of any significant incidental information it requires, including anticipated media coverage, threatened, or pending lawsuits, and material internal and external changes.
5. Allow the Board to be unaware that, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behaviour that is detrimental to the working relationship between the Board and the Executive Director.
6. Present information in an unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: information, discussion, and decision.
7. Allow the Board to be without a workable mechanism for official Board, Officer or Committee management and communications.
8. Deal with the Board in a way that favours or privileges certain Board members over others, except when fulfilling individual requests for information, or responding to Officers or Committees duly charged by the Board.
9. Fail to submit to the Board a consent agenda containing items delegated to the Executive Director yet required by law, regulation, or contract to be Board approved, along with applicable monitoring.
10. Allow the Board to be unaware of how the organization maintains compliance with Accreditation Canada's Governance Standards.
11. Fail to inform the Board on the organization's standard engagement processes for stakeholders, including employees, members, patients, and partners in accordance with administrative stakeholder engagement policies.
12. Fail to inform the Board of critical updates on program development in alignment with the Program Development Gating Framework.

3.3.9 Community and Charity Partnerships

Board Approved: June 28, 2023

EL 2h: The Executive Director and the organization will not accept funding from or enter into a partnership, or sponsorship agreement with any organization on behalf of the CWC PCN that could jeopardize the organization's credibility, public image, assets or financial well-being.

EL 3h: Related to accepting funding or entering funding agreements, the Executive Director will not:

1. Partner with any organization with a real or perceived conflict of interest with the CWC PCN without Board review.
2. Jeopardize program and service sustainability by using non-Alberta Health funds to offset costs outlined in the annual budget, as approved by Alberta Health.
3. Fail to provide regular reports to the Board on the utilization of the funds.
4. Fail to document and report any additional funding to Alberta Health.

EL 4h: Related to partnership or sponsorship agreements with community or non-profit organizations, the Executive Director will not:

1. Allow the organization to provide any grants, monetary donations, or financial contributions to a non-profit or charitable organization.

2. Allow the organization to enter into a sponsorship or partnership agreement nor allow the organization to make any in-kind contributions to a charitable or non-profit organization that is faith-based, politically partisan, or that has been accused of or engaged in criminal activity or discriminatory practices.
3. Allow the organization to make any contributions other than those that are in-kind (non-financial), such as office space or staff time to initiatives, to a charitable or non-profit organization that are not aligned with Alberta Health's PCN objectives and the CWC PCN business plan.
4. Fail to document any in-kind contribution provided by the CWC PCN in its annual financial report.

3.3.10 Treatment of Patients and Families

Board Approved: November 21, 2023

EL 2i: With respect to the treatment of patients and families at CWC PCN-managed clinics, the Executive Director shall not cause or allow conditions that are unsafe, unjust, discriminatory, unethical, unprofessional, or disrespectful.

EL 3i: The Executive Director will not:

1. Allow conditions where patients and families or substitute decision makers, are not granted autonomy over their own personal health care decisions.
2. Use methods of collecting, reviewing, disclosing, or storing client information that fail to protect privacy and confidentiality in accordance with provisions in the Health Information Act.
3. Operate programs without informing patients and their families of their rights and without presenting them with opportunities to provide feedback about their experiences in confidence without fear of repercussion.
4. Fail to acquaint patients and their families with the scope of services that can be expected or offered by CWC PCN clinicians and support staff.
5. Maintain virtual and physical environments that fail to provide a reasonable level of safety, security, and privacy.
6. Fail to inform and report to the Board on documented patient experiences, safety incidences, and privacy breaches.

3.3.11 Diversity, Equity, and Inclusion

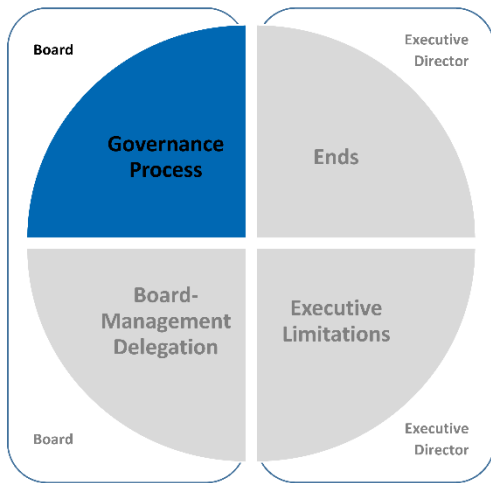
Board Approved: January 16, 2024

EL 2j: The Executive Director shall not fail to acknowledge and work to mitigate factors that perpetuate systemic inequities and institutional biases that negatively impact employees, patients and families, and physician members, including but not limited to discrimination based on race, ethnicity, gender identity, sexual orientation, socioeconomic status, ability, language, or culture.

EL 3j: The Executive Director will not fail to:

1. Engage stakeholders, such as patients, families, employees, members, and community partners, as necessary, using culturally safe strategies when required to foster a safe, inclusive environment that appreciates and values diverse perspectives.
2. Promote a diverse, inclusive, and discrimination-free work environment and take immediate and appropriate actions to report, process, track, and respond to bias incidents in line with organizational best practices.
3. Support diversity and inclusion by offering DEI and cultural competence training and providing resources for the recruitment, employment, and continual development of a culturally responsive workforce.
4. Provide equitable access and support for patients and families throughout the CWC PCN.

Governance Process Policies



3.4.1 Foundational Governance Process

Board Approved: July 18, 2017

GP 1: The purpose of the Board, on behalf of the CWC P.G. Co., is to see to it that the CWC PCN achieves appropriate results for its physician members and its patient population at an appropriate cost and avoids unacceptable actions and situations (as prohibited in Executive Limitations policies). In creating and diligently applying the provisions of this policy, the Board's objective is to ensure that the Board and Management work effectively together, in an ethical and legal manner, to better promote the interests of the CWC PCN and its stakeholders.

3.4.2 Governing Style

Board Approved: March 19, 2024

GP 2a: The Board will govern lawfully, observing the principles of the Results Oriented Policy Governance model, with an emphasis on:

1. Outward vision rather than an internal preoccupation.
2. Encouragement of diversity in viewpoints.
3. Strategic leadership more than administrative detail.
4. Clear distinction between the Board and Executive Director roles.
5. Collective rather than individual decisions.
6. Future rather than past or present.
7. Proactivity rather than reactivity.

GP 3a: Accordingly,

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing.
2. The Board will not use the expertise of individual Board members to substitute for the judgement of the Board, although the expertise of individual members may be used to enhance the understanding of the entire Board.
3. The Board will direct, control, and inspire the organization through the careful establishment of written policies reflecting the Board's values and perspectives.

4. The Board's major policy focus will be on the internal long-term impacts on the membership and its patient population, and not on the administrative or programmatic means of attaining those long-term impacts.
5. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring a continuance of governance capability. Although the Board can change its governance process policies at any time, it will rigorously observe those currently in force.
6. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of governance process improvement.
7. The Board will allow no Officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board obligations, as outlined in the Board Code of Conduct.
8. The Board will continually monitor and discuss the performance of all Board members to ensure alignment with organizational policies, processes, and standards.

3.4.3 Role of the Board

Board Approved: March 19, 2024

GP 2b: Specific job outputs of the Board, as an informed agent of the membership, are those that ensure appropriate organizational performance in accordance with the CWC P.G. Co.'s Articles of Association.

GP 3b: Accordingly, the Board will provide:

1. Authoritative linkages between the membership and the organization.
2. Written governing policies that realistically address the broadest level of all organizational decisions and situations.
 - a. Ends: Organizational impacts, benefits, outcomes, recipients, beneficiaries and impacted groups and their relative worth—in cost or in priority.
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out and monitors its own tasks.
 - d. Board-Management Delegation: How power is delegated, and its proper use monitored; the Executive Director's role, authority, and accountability.
3. Assurance of successful organizational performance on Ends and Executive Limitations.
4. Demonstrated leadership in the active engagement of the membership around adherence to the organizational aims.
5. Recommendations for the approval of the business plan, business plan amendments, annual budgets, and reports intended for submission to Alberta Health, to be periodically presented to the Joint Venture Governance Committee.
6. Championship of the organization's recruitment, retention, and support of physicians in the CWC PCN.
7. Identification of the principal risks to the activities and affairs of the CWC PCN and oversight of the implementation of appropriate systems and processes to manage those risks.

3.4.4 Cyclical Board Calendar/Agenda Planning

Board Approved: March 19, 2024

GP 2c: To accomplish its duties consistent with Board policies, the Board will follow a Board calendar that completes a re-exploration of Ends policies regularly and continually improves Board performance through Board education, input, and deliberation.

GP 3c: Accordingly,

1. The cyclical Board calendar will conclude each year on the last day of the month in which the Annual General Meeting is held, so that administrative planning and budgeting can be based on accomplishing one-year segments of the Board's most recent statement of long-term ends and will commence following the Annual General Meeting with the new Board.
2. The Board will review the new Board calendar developed by the Board, Director of Governance and Organizational Operations, and Executive Director at the first meeting following the Annual General Meeting.
3. Throughout the year, the Board will acknowledge the importance of discerning routine and non-controversial matters that can be appropriately consolidated under the consent agenda and will attend to such matters as expeditiously as possible.
4. The performance review of the Executive Director, Medical Director will be conducted annually.
5. The Board will hold a minimum of eight Board meetings per year, with the option of additional Board meetings to be called by the Chair at their discretion.

3.4.5 Board Chair's Role

Board Approved: June 25, 2024

GP 2d: The Board Chair is the Chief Governing Officer of the Board, a specially empowered member of the Board who assures the integrity of the Board's process with the support of the Executive Director and Director of Governance and Organizational Operations and occasionally represents the Board to outside parties.

GP 3d: Accordingly,

1. The assigned result of the Board Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization, relying on the Director of Governance and Organizational Operations to promote positive adherence to these rules.
 - a. Meeting discussion content will include only those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.
 - b. Information that is neither for monitoring performance nor for Board decisions will be minimized and noted as such.
 - c. Deliberations will be fair, open, and thorough, but also timely, orderly and to the point.
2. The authority of the Board Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of employment or terminations of an Executive Director or Medical Director and where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - b. The Board Chair has no unilateral authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board Chair has no unilateral authority to administratively manage the Executive Director or Medical Director.
 - c. The Board Chair may represent the Board to outside parties in announcing Board-stated policies and in stating Board Chair decisions and interpretations within the areas delegated to that role.
 - d. The Board Chair may delegate this authority but remains accountable for its use.
 - e. The Board Chair is confirmed by the Board at the first Board meeting following the Annual General Meeting and shall take office immediately and hold office at the pleasure of the Board.

3.4.6 Board Chair-Elect's (Vice-Chair's) Role

Board Approved: June 25, 2024

GP 2e: The Board Chair-Elect, also known as the Vice-Chair, is an Officer of the Board who shall act on behalf of the Board Chair in the latter's absence and shall have all the duties and responsibilities of the Board Chair, including serving as an alternate signing authority for the Board. The term "Chair-Elect" and "Vice-Chair" may be used interchangeably.

GP 3e: Accordingly,

1. The Chair-Elect shall assist and support the Board Chair in ensuring that the Board operates in accordance with its own policies and procedures and in providing leadership and guidance to the Board.
2. The Chair-Elect may be assigned other duties and responsibilities by the Board Chair.
3. The Chair-Elect will serve as Chair of the Board Policy & Human Resources Committee.
4. The Chair-Elect is elected by the Board at the first Board meeting following the Annual General Meeting and shall take office immediately and hold office at the pleasure of the Board.

3.4.7 Board Past-Chair's Role

Board Approved: January 21, 2025

GP 2f: The Past-Chair is an Officer of the Board, a role designated for the immediate past Board Chair following the completion of their term at Board Chair. If there is no immediate past Chair, the Board may, at its discretion, appoint a previous Board Chair to assume the Past-Chair role. The Past-Chair provides advice and leadership to the Board of Directors regarding past practices and other matters, including assisting the Board in governing the CWC PCN to support organizational continuity and the retention of institutional memory. The Past-Chair supports the Board Chair and Chair-Elect on an "as-needed basis" and shall act on behalf of the Board Chair in the absence of both the Board Chair and the Chair-Elect. In such instances, the Past-Chair shall have all the duties and responsibilities of the Board Chair, including serving as an alternate signing authority for the Board.

GP 3f: Accordingly, the Past-Chair will:

1. Attend and participate in all meetings of the Board of Directors as an Officer of the Board.
2. Assist the Board of Directors in carrying out its fiduciary responsibilities.
3. Serve as an advisor for both the Board Chair and Chair-Elect.
4. Represent the CWC PCN on behalf of the Board Chair and Chair-Elect as needed.
5. Chair the Membership & External Relations Committee.
6. Facilitate the review of the annual Board Chair Assessment alongside the Board Chair.

3.4.8 Treasurer's Role

Board Approved: June 25, 2024

GP 2g: The Board Treasurer is an Officer of the Board whose purpose is to ensure the integrity of the Board's financial reporting.

GP 3g: Accordingly,

1. The primary assigned result of the Treasurer's job description is the responsibility of overseeing the management and reporting of the organization's finances and overseeing the development and observation of the organization's financial policies.
2. The secondary assigned result of the Treasurer's job description is to see that all of the Board's financial reports, documents, and filings are accurate and timely.

3. The authority of the Treasurer is to access Board documents and finances.
4. The Treasurer will serve as Chair of the Finance, Audit & Risk Committee.

3.4.9 Board Succession Planning

Board Approved: November 17, 2020

GP 2h: Because Board succession planning is essential to good governance, the Board will ensure that a framework is in place for an effective and orderly succession of Directors and Officers.

GP 3h: Accordingly,

1. The Board will seek to identify the required knowledge, skills, and experience at a full Board composite level to effectively fulfill the Board's legal role and responsibilities as they may evolve over time.
2. The Board will try to ensure that appropriate and proactive processes are in place to identify and recruit the best-qualified members to stand for nomination at the AGM.
3. The Board will achieve continuity through a smooth succession of Directors (including Officers and committee leadership) that balances fresh perspectives and independence with experience and institutional memory.
4. The Board is committed to ensuring that its governance framework, policies, and processes are consistent with a focus on a competency-based Board that represents the most qualified individual Directors and reflects the membership of the CWC PCN.
5. The Board recruitment process will also take into account those additional skills, qualifications, and attributes required for the roles of Board Chair, Chair-Elect, Past-Chair, and Treasurer. This will assist the Board in effective Board Officer succession planning by ensuring the Board has a pool of qualified Directors which it can draw upon to maintain effective Board leadership.

GP 4h: The Board will make a reasonable attempt to maintain a smooth transition in Board Leadership by ensuring that Directors can only serve for up to two years in the roles of Chair-Elect, Board Chair, Past-Chair and Treasurer. Board Leadership and committee roles will be determined annually by the Board.

3.4.10 Board Committee Principles

Board Approved: July 18, 2017

GP 2i: Committees, when used, will be assigned so as to reinforce the wholeness of the Board's responsibilities and so as to never interfere with delegation from the Board to the Executive Director.

GP 3i: Accordingly,

1. Committees are to help the Board fulfill its responsibilities, not to help or advise the staff.
2. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, committees will normally not have direct dealings with current staff operations.
3. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order to not conflict with authority delegated to the Executive Director.
4. Committees cannot exercise authority over staff. The Executive Director works for the full Board and will therefore not be required to obtain approval of a Board committee unless explicitly stated so by the full Board.
5. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to operational committees formed under the authority of the Executive Director.

3.4.11 Board Member Code of Conduct

Board Approved: October 25, 2022

GP 2j: The Board commits itself and its Directors to ethical, businesslike and lawful conduct, which includes the proper use of authority and appropriate decorum when serving in the capacity of the Board.

GP 3j: Accordingly,

1. Board members must have loyalty to the membership, free from conflicting loyalties to staff, other organizations, and any other personal interests.
2. Board members must avoid conflicts of interest and declare conflicts of interest to uphold and fulfil their fiduciary responsibility.
 - a. Board members must disclose their involvements with other organizations, vendors, or associations when such involvements could present or could appear to present, a conflict of interest as they arise.
 - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall declare the conflict during the meeting and may be required to withdraw from the vote and/or deliberation on the agenda item.
 - c. Board members will not use their Board positions to obtain employment in the organization for themselves, family members or close associates. A Board member who applies for employment must first resign from the Board.
 - d. Board members must ensure that their role as Director is not in conflict, compromised or diminished in any way as a result of serving on another Board or for another organization.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Board members' authority is derived from the Board. Board members do not have authority vested in them as individual Board members, except for circumstances in which the Board has explicitly authorized otherwise.
 - b. Board members should always speak with one voice when speaking to the public, media or other professional bodies or entities and must not intentionally substitute their own opinions in place of the Board's decisions.
 - c. Except for during participation in Board deliberation about whether the Executive Director has achieved any reasonable interpretation of Board policy, Board members must refrain from expressing individual judgments of performance related to employees or the Executive Director.
4. Board members will respect the appropriate confidentiality suited to issues of a sensitive nature.
5. Board members will exemplify professional and respectful behaviour and conduct when interacting with one another or with internal and external stakeholders, including digital communications.
6. Board members will be properly prepared for deliberation at all Board and committee meetings by reading all materials in advance of the meeting.
7. Upon the Board's final decision of any matter under its jurisdiction, irrespective of individual Board members' personal position on the issue, Board members will support the legitimacy and authority of the Board.
8. Board members commit to limit discussion during Board meetings to matters at hand.
9. Board members commit to signing a Code of Conduct and Conflict of Interest Agreement annually.
10. Board members who are unable to fulfil the obligations set forth in this policy may be asked to resign from the Board.

3.4.12 Cost of Governance

Board Approved: May 21, 2024

GP 2k: Given that governance requires an investment in its governors, CWC PCN will invest in the Board's governance capacity. Therefore, physician Board and Committee members will receive compensation for their time serving on the Board.

GP 3k: The mandate of CWC PCN's Board and Joint Venture Governance Committee is to determine appropriate Board remuneration that aligns with Alberta Health and the Calgary Zone. The Board will make every attempt to be as fiscally prudent as possible in determining its own compensation while being mindful of the voluntary nature of serving on the Board. This policy will comply with all relevant legal requirements and must also be approved by the Joint Venture Governance Committee.

GP 4k: The contributions of the Board members are highly valued. In recognition of their participation on a non-profit Board, Board members will be eligible for compensation that is both fair and limited to the following circumstances:

1. As per CWC P.G. Co. Articles of Association, Officers of the Board are ineligible to be compensated via salary for Officer-related work unless the compensation has been pre-approved by ordinary resolution of the membership at the Annual General Meeting.
2. Directors of the Board and Committee Members at Large are only allowed to be remunerated for direct CWC P.G. Co. Board and/or Committee related work such as preparing for meetings, attending meetings, drafting communications, etc.
3. Board and committee members will be reimbursed at the indexed Calgary Zone PCN Committee Standard Physician Hourly Rate.
4. Directors at Large and Committee Members at Large are eligible to be reimbursed for up to 96 hours per Board year.
5. The Board Chair is eligible to be reimbursed up to 325 hours per Board year.
6. The Board Chair-Elect (Vice-Chair) is eligible to be reimbursed up to 180 hours per Board year.
7. The Board Past-Chair, Treasurer, Board Development Committee Chair, and any other Committee Chair are each eligible to be reimbursed up to 144 hours per Board year.
8. Joint Venture Governance Committee members from Alberta Health Services (AHS) participate on the Board as an in-kind contribution from AHS and, as such, will not receive compensation.
9. In accordance with Alberta Health policies, External Directors (Public Members) are ineligible to receive compensation but may be reimbursed for reasonable expenses incurred to attend meetings.
10. Board members are ineligible to receive compensation for attending the Annual General Meeting.
11. Board members will be compensated at the Calgary Zone PCN Committee Standard Physician Hourly Rate for attending Board Governance Retreats.
12. Board members who sit on zonal or provincial committees or wish to attend zonal or provincial meetings, events, or conferences representing the CWC PCN Board of Directors will be compensated for their time attending these meetings using their annual remuneration caps. Board members are eligible to be reimbursed for zonal/provincial conference fees and related reasonable expenses so long as the Board member is not being financially compensated by another organization to attend the same meeting, event, or conference.
13. Board and committee members who wish to participate in relevant learning and development opportunities may do so in accordance with Governance Process Policy 3.4.18 Learning and Development.
14. Board and Committee members are ineligible to claim travel time or mileage to any Board and Committee meetings within the Calgary Zone city limits. However, parking expenses are eligible for reimbursement.

15. Board and Committee members will be paid within 30 days upon successful submission of invoices, barring any unforeseen circumstances.
16. Board members are ineligible to receive additional compensation beyond what is stated in this policy, unless approved in advance by both the Board and Joint Governance Committee for extenuating circumstances.
17. All claims submitted by Board and Committee members are subject to review by the Board, the Executive Director, and the Director of Governance and Organizational Operations.
18. Based on the ongoing evaluation, the Board may recommend that a portion of a Board member's compensation be withheld if that member has not met the expectations as described in this policy.

GP 5k: To receive compensation, Board and committee members are expected to:

1. Attend a minimum of 70 per cent of regularly scheduled Board and committee meetings,
2. Attend the Board Governance Retreats, as appropriate,
3. Attend the CWC P.G. Co. Annual General Meeting,
4. Attend other CWC PCN events from time to time as required,
5. Participate on one Board committee at minimum, and
6. Submit remuneration claims on a monthly basis with the number of work hours and activities that correlate to those hours. Note: Reimbursement for attendance at Board and committee meetings will be managed and submitted by the Director of Governance and Organizational Operations and Executive Director.

3.4.13 Nominations and AGM Policy

Board Approved: September 17, 2019

BMD 2I: As per the CWC P.G. Co. Articles of Association section 11.3 (a) and (b), the Board has delegated authority to the Membership and External Relations Committee to determine the nomination process for members to seek election to the Board of Directors.

BMD 3I: The Board, on the advice of the Membership & External Relations Committee, will determine when the nomination period closes each year and will notify the membership in advance of the Annual General Meeting (AGM) via the "AGM Notice of Meeting Letter." The nomination period will open for the following AGM immediately upon the adjournment of the previous AGM.

BMD 4I: The Membership & External Relations Committee is also responsible for the identification and active recruitment of members to stand for election to the Board. The committee discharges this responsibility to a joint task force comprised of Membership and External Relations Committee members and staff as deemed appropriate by the Executive Director.

BMD 5I: The Board delegates all AGM related logistical and operational means to the Executive Director including but not limited to the following:

1. Preparation and distribution of all AGM related documents and materials.
2. Determining an appropriate AGM venue that aligns with the values of the organization.
3. All communications and promotions related to the AGM and recruitment of candidates.
4. The execution of all AGM related logistics such as elections, event execution, etc.
5. Appointment of Scrutineer, Recording Clerk, ballot counters and all other AGM related administrative roles.

3.4.14 Public Membership and External Director Policy

Board Approved: March 19, 2024

GP 2m: According to the Articles of Association section 4.1 (b), public members can apply to join the CWC P.G. Co. for the purpose of serving as External Directors. Through a formal motion approved by a majority of the Board, the Board can ratify public members and appoint them as External Directors of the Board as deemed necessary with no more than 50 per cent of the Board being comprised of External Directors.

GP 3m: A Public Member or External Director candidate must:

1. Be a resident of the PCN Calgary Zone
2. Submit a clear police background check that has been issued within the last six months.
3. Not be employed with Alberta Health or Alberta Health Services, except in unprecedented circumstances, at the approval of the Board.

GP 4m: Accordingly, the purpose of an External Director is to:

1. Represent the interest of the public, including the CWC PCN patient population.
2. Offer unique experiences, perspectives, and thoughts to diversify the Board.
3. Meet specific skillsets deemed necessary by the Board at that point in time.

GP 5m: According to the Articles of Association Section 11.6 no Director of the Company shall serve as Director for more than two terms, therefore External Directors are eligible to serve up to two terms, subject to reappointment by the Board.

GP 6m: The External Director has full voting rights and fiduciary responsibilities and is obligated to comply with the same high standards and code of conduct as a Physician Director.

GP 7m: The External Director may resign by providing a written letter of resignation to the Board Chair or Director of Governance and Organizational Operations. Through a formal motion approved by a majority of the Board, the Board may remove an External Director at any time should they deem that they have failed to act in accordance with this policy.

GP 8m: As per the Alberta Health PCN Community Member Compensation and Reimbursement Policy (July 9, 2016), the CWC PCN may only reimburse External Directors for reasonable expenses, and are not allowed to provide any honoraria, hourly compensation, or other additional payments. Reasonable expenses are those incurred to attend meetings, such as meals, childcare, parking, mileage, or other travel costs.

3.4.15 Joint Venture Governance Committee Role

Board Approved: June 25, 2024

GP 2n: The role of the Joint Venture Governance Committee (JVGC) is to offer insight, exercise oversight, and ensure matters concerning the CWC PCN are treated with due diligence by the Board in accordance with the AHS Joint Venture Agreement.

GP 3n: The JVGC ensures that all major Board decisions adhere to, and maintain compliance with Alberta Health, the AHS Joint Venture Agreement, the CWC P.G. Co. Articles of Association and more specifically:

1. The Business Plan and Budget
2. Reports submitted to Alberta Health
3. The appointment and oversight of the Executive Director and Medical Director
4. Purchases or commitments exceeding the limit set in Executive Limitations Policy 3.3.4 Financial Conditions and Activities
5. Additional decisions that the CWC P.G. Co. Board recommends for the JVGC oversight or approval

GP 4n: The JVGC meets on an as-required basis with a minimum of three meetings per Board year to coincide with the oversight and approval of the items listed in GP3n. All committee members, including those who are appointed, have full voting rights during JVGC meetings.

GP 5n: The AHS members of the JVGC attend the CWC P.G. Co. Board meetings, during which they are able to participate fully in discussions but have no voting rights.

3.4.16 Board Inclusivity Policy

Board Approved: March 20, 2018

GP 2o: The CWC P.G. Co. Board of Directors should represent a variety of backgrounds as well as various segments of the CWC PCN community, including underrepresented and protected groups that reflects the diverse composition of CWC PCN.

GP 3o: In this spirit the Board will,

1. Encourage nominating bodies to nominate members from diverse backgrounds, including persons from underrepresented and protected groups as representatives of the CWC PCN Board of Directors.
2. Aspire to diverse representation on all Board subcommittees, task forces, and working groups that may be formed.
3. Attempt to recruit persons from diverse backgrounds and underrepresented and protected groups for “member at large” positions on Board subcommittees, task forces, and working groups that may be formed.

3.4.17 Medical Director Oversight and Compensation Policy

Board Approved: January 16, 2024

GP 2p: The Board of Directors will provide oversight, direction, and support to the Medical Director to ensure the Medical Director’s duties and responsibilities are fulfilled in accordance with the fully executed agreement between the Medical Director and the CWC PCN and in the provisions outlined in the CWC PCN Medical Director Handbook.

GP 3p: The Board will be responsible for overseeing the performance of the Medical Director and may delegate performance management duties to the Board Chair, Board Vice-Chair, and Board Policy & Human Resources Committee, when appropriate.

GP 4p: With input from the Executive Director, the Board Policy & Human Resources Committee will make recommendations to the Board on matters related to the performance management of the Medical Director including agreement provisions and compensation.

GP 5p: Accordingly;

1. With Board approval, the Medical Director may be compensated based on the Calgary Zone PCN Standard Physician Hourly Rate for invoiced hours worked in accordance with the terms of the agreement established by the Board in consultation with the Executive Director up to a maximum of 720 hours per year.
2. The Board and Medical Director will mutually agree to the provisions in the agreement and, following the execution of the agreement, will not participate in compensation negotiations for an already binding agreement or amend compensation during the term of the agreement, with the exception of reviewing any changes to the Calgary Zone PCN Standard Physician Hourly Rate.
3. Remuneration for participation as a member at large on Calgary Zone PCN Committees will be paid to the Medical Director by the CWC PCN in accordance with the terms of the agreement.
4. Remuneration for participation as a Chair of a PCN Zone Committee will be paid to the Medical Director by the Zone Budget in accordance with the terms of the Calgary Zone Service Plan and will not be paid for by the CWC PCN.

3.4.18 Learning and Development Policy

Board Approved: January 21, 2025

GP 2q: Given that governance requires an investment in its governors, the CWC PCN will prioritize enhancing the Board's governance capacity and providing continuous professional development support while recognizing the importance of being fiscally prudent. Board and committee members are encouraged to explore various leadership development opportunities, with the understanding that the PCN will only fund professional development opportunities directly applicable to their roles on the Board.

GP 3q: In recognition of the mutual benefit that learning and development opportunities provide the organization and Board members, Board members will be eligible for reimbursement and/or compensation related to learning and development opportunities that are both fair and limited to the following circumstances:

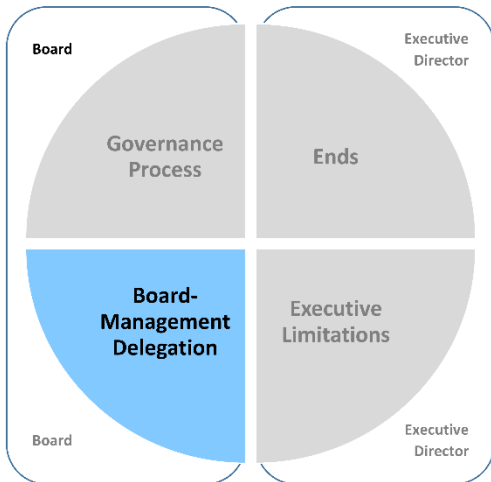
1. Board members are eligible to be reimbursed for professional development fees and related reasonable expenses in an amount not exceeding \$2500 per year for opportunities that directly relate to CWC PCN's mission and Ends Policies. Professional development opportunities must be pre-approved by the Board.
2. Board members who wish to participate in professional development opportunities may be compensated for time commitments of up to 16 additional hours per year, pending Board and Executive Director approval, so long as the Board member is not receiving financial compensation from another organization for the same professional development opportunity.
3. Board members who sit on zonal or provincial committees or wish to attend zonal or provincial meetings, events, or conferences representing the CWC PCN will be compensated in accordance with the Board's Cost of Governance policy.

GP 4q: Board members are required to submit a learning and development application to the Governance and Organizational Operations Department and Executive Director to assess budget requirements, alignment of the proposed learning opportunity with the organization's strategic goals, as well as the potential impact on overall Board development. Following the initial assessment by the Governance and Organizational Operations department, the application will undergo review by the Board Development Committee before being recommended to the Board for final approval.

GP 5q: Satisfactory documentation that an approved Board learning and development opportunity has been completed or attended must be provided to the Director of Governance and Organizational Operations within three months of the conclusion of the pursuit. Proof of completion may include course completion certificates or grades, photos (or screenshots) of books/materials that were purchased, etc.

1. In the event that a Board member does not complete or attend the approved learning and development opportunity, the Board member will be responsible for reimbursing the organization for all costs incurred.

Board-Management Delegation Policies



3.5.1 Board-Management Delegation

Board Approved: October 16, 2018

BMD 1: The Board's sole official connection to the operational organization, its achievements and conduct will be through the Executive Director or their delegate.

3.5.2 Unity of Control

Board Approved: September 5, 2017

BMD 2a: Only officially passed motions of the Board are binding on the Executive Director.

BMD 3a: Accordingly,

1. Decisions or instructions of individual Board members, Officers or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a substantial amount of staff time or funds or are deemed to be disruptive.

3.5.3 Accountability of the Executive Director

Board Approved: September 5, 2017

BMD 2b: The Executive Director is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, are the authority and accountability of the Executive Director.

BMD 3b: Accordingly,

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director, with the exception of the Director of Governance and Organizational Operations, from time to time.
2. The Board will not evaluate, formally or informally, any staff other than the Executive Director.

- The Board will view Executive Director performance as identical to organizational performance so that organizational accomplishments of Board-stated ends and avoidance of Board-proscribed means will be viewed as successful Executive Director performance.

3.5.4 Delegation to the Executive Director

Board Approved: September 17, 2019

BMD 2c: The Board will instruct the Executive Director through written policies that prescribe the organizational ends to be achieved, and prescribe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

BMD 3c: Accordingly,

- The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not ends issues as defined here are means issues.
- The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will only prescribe organizational means to the Executive Director under exceptional circumstances.
- As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.
- The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.
- The Board authorizes the Executive Director to be a signing authority on financial, operational, and administrative transactions on behalf of the Calgary West Central P.G. Co. in accordance with the Executive Limitations 3.3.4 Financial Conditions and Activities Policy.

BMD 4c: Accordingly,

- The duties of Secretary of the Board have been delegated to the Executive Director who then discharges this responsibility to the department of Governance and Organizational Operations.

3.5.5 Monitoring Executive Director Performance

Board Approved: May 19, 2020

BMD 2d: Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishments of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

BMD 3d: Accordingly,

- Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information.
- The Board will acquire monitoring information by one or more of three methods:

- a. Internal report, in which the Executive Director discloses interpretations and information to the Board.
 - b. External report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.
 - c. Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the Board will judge the reasonableness of the Executive Director interpretation and whether data demonstrate accomplishment of the interpretation.
 4. The standard for compliance shall be any reasonable Executive Director interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than with interpretations favoured by individual Board members or by the Board as a whole.
 5. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time, by any method, but will ordinarily depend on a routine schedule.

BMD 4d: Monitoring Schedule

Policy	Method	Frequency	Month
Ends	Internal	Annually	October (Every 3-5 Years)
Executive Constraint	Internal	Annually	November
Treatment of Staff	Internal	Annually	February
Financial Condition and Activities	Internal	Annually	June
Financial Planning and Budgeting	Internal	Annually	March
Emergency Executive Director Succession	Internal	Annually	September
Risk Management and Protection of Assets	Internal	Annually	May
Compensation and Benefits	Internal	Annually	February
Communication and Support to the Board	Internal	Annually	January
Community and Charity Partnerships	Internal	Annually	October
Treatment of Patients and Families	Internal	Annually	September
Diversity, Equity, and Inclusion	Internal	Annually	June

3.5.6 Medical Director Leadership and Accountability

Board Approved: April 17, 2018

BMD 2e: The Medical Director is a CWC P.G. Co. practicing physician member in good standing, contracted by the Board to advise and consult with the Executive Director on behalf of the Board on clinical programs, services and initiatives, while also serving as lead Custodian for the CWC PCN.

BMD 3e: The Medical Director is the Board’s link to clinical programs, services, and initiatives, but the Medical Director has no authority to direct PCN operations of staff.

BMD 3e: Accordingly,

1. The Medical Director reports directly to the Board and is appointed to a three-year term with the option for a mutually agreed upon term renewal.
2. The Medical Director’s role is to help support the clinical direction of the Board and the Executive Director.

3. The Board will not evaluate, formally or informally, any staff other than the Medical Director when assessing the Medical Director's performance.
4. The Medical Director will be accountable for their performance as measured against their job description and against annual performance objectives as determined and provided in the preceding year by the Board or a designated subset of the Board.

3.5.7 Delegation to the Medical Director

Board Approved: April 17, 2018

BMD 2f: The Board will inform the Medical Director of the expectations of their consultative and advisory role through written policies, a written job description, and written annual performance objectives.

BMD 3f: Accordingly,

1. The Board will develop annual performance objectives based on the job description of the Medical Director in consultation with the Executive Director to achieve specific results for specific recipients.
2. The Medical Director will serve as the Board's linkage in providing guidance and constructive feedback through a physician lens when reviewing clinical programs, services, and initiatives.
3. The Medical Director will assure the Board that all custodial duties defined by the Health Information Act of Alberta are being held in compliance as the lead custodian for the CWC PCN.
4. The Medical Director will champion and endorse CWC PCN clinical programs, services and initiatives that are in alignment with the objectives set forth by the Board and the Executive Director when interacting with physician members, staff, and external stakeholders.
5. The Medical Director is a guest of the Board and has no voting rights or decision-making authority at CWC P.G. Co. Board meetings.

3.5.8 Monitoring Medical Director Performance

Board Approved: April 17, 2018

BMD 2g: Systematic monitoring of Medical Director job performance will be based on the Medical Director's job description, their annual performance objectives, and their contribution towards, and assistance provided to the Executive Director in achieving the Board-stated Ends.

BMD 3g: Accordingly,

1. The Board will acquire monitoring information by one or more of the following three methods:
 - d. An annual written report completed by the Medical Director in which the Medical Director explains how they have achieved or worked towards achieving their performance objectives.
 - e. An annual written report completed by the Executive Director in which the Executive Director explains how the Medical Director has successfully provided physician-related advice and consults to help the organization achieve the Board-stated Ends.
 - f. Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate criteria.
 - g. The Medical Director will provide regular written and verbal reports to the Board as required by the Board.
2. In every case, the Board will assess Medical Director performance through a mandatory annual performance review led by the Board Policy & Human Resources Committee or a designated subset of the Board, which will report back to the Board for information and approval.

3.5.9 Physician Membership

Board Approved: January 21, 2025

BMD 2h: The Board delegates conditional authority to grant physician membership to the CWC P.G. Co. to the Executive Director.

BMD 3h: The Executive Director is only authorized to grant membership to physician or pediatrician applicants who meet the following qualifications:

1. Must comply with section 4.1(a) of the CWC P.G. Co. Articles of Association.
2. Must be practicing community-based primary care.
3. Must not be a member of another PCN.
4. Must ensure the clinic(s) they work in has/have a Privacy Impact Assessment (PIA) filed with the Office of the Information and Privacy Commissioner (OIPC).
5. Must sign and comply with the CWC PCN's Business Plan, Mutual Accountability Agreement (MAA), Data Sharing Agreement (DSA) and all other applicable documents required by the CWC PCN.

BMD 4h: The Board delegates authority to the Executive Director to determine physician member placement within the membership model, where Patient's Medical Home (PMH) supports will be made available to physicians who meet the requisites of their membership category.

BMD 5h: The Executive Director will provide a report to the Board on the intake of new members and the membership category they have been assigned at regular intervals in conjunction with the internal intake process.

BMD 6h: Physician members who voluntarily withdraw their membership or cease to meet the qualifications for membership will have their membership revoked in accordance with the Articles of Association section 4.2(a) and 4.2(b).

BMD 7h: In rare circumstances where it is unclear if a physician meets the requirements for membership, the application will go to the Board for final decision.