

GOVERNANCE PROCESS

POLICY

Performance management, when applied to individual members of the board of the Independent Living Centre of Waterloo Region, is of a positive nature with an emphasis on correcting the problem rather than removing the board member. It puts the onus on the board member to restore a level of performance which is compatible with the requirements of the position and the agency.

This policy is intended to identify the specific steps to be taken by the board when a deficiency is identified, and to guide the President and the Board Governance Committee in their efforts to aid board members in improving their performance.

IDENTIFICATION OF THE PROBLEM

Situations that need improvement or immediate action are brought to the Board Governance Committee by the President or another member of the committee who has been made aware:

- by witnessing the behaviour personally
- through another board member, staff member, consumer or member of the community at large who has shared a concern

PROCEDURE

Once a situation has been identified to the Board Governance Committee, it will hold an *in camera* session to review the nature and magnitude of the behaviour to determine if any action is required.

Step One: Verbal Warning

The verbal warning is a face-to-face conversation of the board president with the board member. At the meeting, the President will:

- discuss and, if necessary, seek confirmation of the deficiency in behaviour
- identify the specific code of conduct or element of the job description that the infraction has violated (see board policies 3.1.4 and 3.1.5)
- seek the board member's commitment that the behaviour will not be repeated

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The results of this conversation will be communicated to the Board Governance Committee and recorded at an *in camera* session.

The verbal warning shall normally be followed by a monitoring period. This period is typically six months in length, however may vary depending on the nature of the problem. Should the monitoring period result in the board member's failure to correct the problem, the matter will proceed to Step Two of the process.

Step Two: Second Verbal Warning

The second verbal warning is a more formal conversation between the board president and the board member regarding the behavioural problem. At this meeting, at least one other member of the Board Governance Committee will be present.

The board member will be informed that if the situation does not improve, a request for a letter of resignation may result.

The results of this meeting will be communicated to the Board Governance Committee and recorded at an *in camera* session.

A second monitoring period will be determined by the Board Governance Committee. If, during the second monitoring period, the inappropriate behaviour continues, the matter will proceed to Step Three of the process.

Step Three: Request for Resignation

A letter will be drafted by the Board Governance Committee under the President's signature, and sent to the board member in question, clearly describing the specific deficiency in performance (per policies 3.1.5 and 3.1.6) and asking for a letter of resignation.

If the board member refuses to resign, the matter will go to Step Four.

Step Four: Resolution to Remove Director

A resolution to remove the director will be presented to the members of the organization per Article 4.1.4 of the ILCWR By-Law Number 1. This action may be taken at the annual general meeting or at a special meeting convened by the President at the request of the full board.

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Note: Some situations evolve or develop gradually over extended periods of time; others present themselves abruptly and unexpectedly, requiring immediate action. If a serious infraction occurs, some steps of the process may be omitted.